



BYLAWS OF PLM World, Inc.

ARTICLE I NAME AND PRINCIPAL OFFICE

Section 1. Name. The name of this nonprofit Corporation is PLM World, Inc. (the "Corporation").

Section 2. Registered Office. The registered office of the Corporation shall be in Minnesota. The Corporation may have such other offices either within or without Minnesota as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

ARTICLE II MEMBERSHIP

Section 1. Members and Qualification. The Membership of the Corporation (the "Members") shall consist of and be open to all individuals, whose interests are consistent with the purpose of the Corporation if they or their institution or organization possesses a valid license to use UGS PLM Solutions software or if they or their institution or organization are consultants or contractors for an institution or organization that possesses a valid license to use UGS PLM Solutions software. Membership term and dues shall be established from time to time by resolution of the Board of Directors, and shall be documented in the Policies and Procedures Manual of the Corporation as described in Article XIII of these By-Laws. No employee of UGS PLM Solutions shall be eligible for Membership. In addition to the foregoing, the Corporation's Members shall have all powers conferred on them by law, these By-Laws and the Articles of Incorporation.

Section 2. Suspension, Expulsion and Refusal of Membership. The Board of Directors shall, in its sole and absolute discretion, have the power to suspend or expel any Member or refuse Membership to any individual who does not comply with these By-Laws, the Corporation's Articles of Incorporation or who engages in unprofessional or illegal conduct. In such event the Board of Directors shall deliver written notice of its action to such individual not less than fifteen (15) days before the effective date of the suspension or expulsion and provide such individual an opportunity to appear before the Board of Directors within five (5) days before the effective date of the suspension or expulsion. Such action shall require a two-thirds (2/3) vote of the Board of Directors, except that if the Member being considered for suspension or expulsion is a member of the Board of Directors, then he or she shall be deemed to have voted in accordance with the outcome of the vote of the majority of the other members of the Board of Directors.

Section 3. Meetings - Frequency. The Board of directors shall have the power to call any annual or special meeting of the Members; the Board of Directors may also decide not to hold annual meeting of the Members. If an annual meeting of voting Members has not been held during the preceding fifteen (15) months, at least fifty (50) Members with voting rights or ten (10) percent of the Members with voting rights, whichever is less, may demand an annual meeting of Members by written notice of demand given to the president or the treasurer of the corporation. Within thirty (30) days after receipt of the demand, the Board shall cause a meeting of Members to be called and held at the expense of the corporation on notice no later than ninety (90) days after receipt of the demand. If the Board fails to cause a meeting to be called and held as required by this subdivision, the Members with voting rights making the demand may call the meeting at the expense of the corporation by giving notice as required by Minn. Stat. Section 317A.435.

Section 4. Meetings – Time & Place. Any meeting of the Members may be held at the time and place determined by the Board of Directors. If a place is not stated or if a demand for a meeting is made under Article II, Section 3, above, the meeting must be held in the county where the Corporation's registered office is located.

Section 5. Notice Requirements.

A. **To whom given.** Notice of meetings of Members must be given to every voting Member as of the record date determined by the Board of Directors. If the meeting is an adjourned meeting and the date, time, and place of the meeting were announced at the time of adjournment, notice is not required unless a new record date for the adjourned meeting is or must be fixed under Article II, Section 6(B), below.

B. **When given; Contents.** In all cases where a specific minimum notice period has not been fixed by law, the notice must be given at least five days before the date of the meeting and not more than 60 days before the date of the meeting. The notice must contain the date, time, and place of the meeting, and other information required by law. If proxies are permitted at the meeting, the notice must so inform Members and state the procedure for appointing proxies.

C. **Waiver of notice; Objections.** A Member may waive notice of a meeting of Members. A waiver of notice by a Member entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, or by attendance. Attendance by a Member at a meeting is a waiver of notice of that meeting, unless the Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

Section 6. Record date; Determining Members Entitled to Notice and Vote.

A. **Determination.** The Board of Directors may fix a date not more than 60 days before the date of a meeting of Members as the date for the determination of the Members entitled to notice of and entitled to vote at the meeting. When a date is so fixed, only voting Members on that date are entitled to notice of and permitted to vote at that meeting of Members.

B. **Adjourned Meeting.** A determination of Members entitled to notice and to vote at a Membership meeting is effective for an adjournment of the meeting unless the Board fixes a new date for determining the right to notice and to vote, which it must do if the meeting is adjourned to a date more than 60 days after the record date for determining Members entitled to notice of the original meeting.

Section 7. Members' List for Meeting.

A. **Preparation.** After fixing a record date for notice of and voting at a meeting, the Corporation shall prepare an alphabetical list of the names of its Members who are entitled to notice and to vote. The list must show the address and number of votes each Member is entitled to vote at the meeting.

B. **Inspection.** The list of Members must be available for inspection by a Member with voting rights for the purpose of communication with other Members concerning the meeting, beginning two business days after the meeting notice is given and continuing through the meeting, at the corporation's registered office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. The list also must be available at the meeting. A Member, a Member's agent, or attorney is entitled on written demand to inspect and to copy the list, at a reasonable time and at the Member's expense, during the period it is available for inspection and at any time during the meeting or an adjournment.

C. **Improper use Prohibited.** A Member, agent, or attorney who gains access to the Corporation's Membership list under this Article II, Section 7, may not use or give to another for use the Membership list for any purpose other than a proper purpose. Upon application of the Corporation, the district court may issue a protective order or order other relief necessary to enforce.

Section 8. Right to vote. Each Member with voting rights is entitled to one vote on each matter voted on by the Members. The Members shall be entitled to vote for the Members of the Board of directors as provided in Article III, Section 4 of these By-Laws. The manner of voting shall be established from time to time by resolution of the Board of Directors, and shall be documented in the Policies and Procedures Manual of the Corporation. If a membership stands of record in the names of two or more persons, their acts with respect to voting have the following effect: (1) if only one votes, the act binds all; and (2) if more than one votes, the vote must be divided on a pro rata basis.

Section 9. Acts of the Members.

A. **General.** If a quorum is present, or if a quorum has been present at a meeting, the affirmative vote of the majority of the Members with voting rights present and entitled to vote, which must also be a majority of the required quorum, is the act of the Members.

B. **Methods.** Members may take action at a meeting by voice or ballot, by unanimous action without a meeting.

C. **Unanimous action without a meeting.** An action required or permitted to be taken at a meeting of the Members may be taken without a meeting by written action signed by all of the Members entitled to vote on that action. The written action is effective when it has been signed by all of those Members, unless a different effective time is provided in the written action.

D. **Action by written ballot.** An action that may be taken at a regular or special meeting of Members may be taken without a meeting if the corporation mails or delivers a written ballot (which may not be revoked after execution thereof) to every Member entitled to vote on the matter. A written ballot must: (1) set forth each proposed action; and (2) provide an opportunity to vote for or against each proposed action. Approval by written ballot under this Section 9(D) is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Solicitations for votes by written ballot must: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of directors; and (3) specify the time by which a ballot must be received by the Corporation in order to be counted.

E. **Action by Electronic Communication.** A conference among Members by a means of communication through which the participants may simultaneously hear each other during the conference is a meeting of the Members, if the same notice is given of the conference as would be required for a meeting and if the number of persons participating in the conference is a quorum. Participation in a meeting by this means is personal presence at the meeting. A Member may participate in a meeting of the Membership by a means of communication through which the Member, other persons participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by this means is personal presence at the meeting.

Section 10. Quorum.

A. **Number Required.** Except as provided in the sentence immediately below, a quorum for a meeting of Members is one (1) percent of the Members entitled to vote at the meeting. For purposes of the election of the Board of Directors, as well as other matters which the members are entitled to vote upon, the mailing of ballots to all members of record who are entitled to vote, in accordance with Section 9(D), above, shall be deemed to satisfy the quorum requirement of this Section 10(A) whether or not one percent of the members return said ballots.

B. **Action.** Except as provided in the sentence immediately below, a quorum is necessary for the transaction of business at a meeting of Members. If a quorum is not present, a meeting may be adjourned from time to time for that reason. If a quorum has been present at a meeting and Members have withdrawn from the meeting so that less than a quorum remains, the Members still present may continue to transact business until adjournment.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Designation. The Board of Directors shall consist of the then-current individuals holding the following offices with the Corporation: Chairperson, Vice-Chairperson, Technical Director, Vice-Technical Director, Treasurer, Secretary, Business Manager, Honorary Member(s), Past Chair, Past Technical Director, Director of Public Relations, RUG Liaison, UGS PLM Solutions Development Liaison and UGS PLM Solutions Marketing Liaison.

Section 2. Number. Any two or more offices may be held by the same person.

Section 3. General Powers. The property, affairs and business of the Corporation shall be controlled and managed by the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the power to: hire all employees, whether professional, clerical or secretarial; enter into employment

agreements with employees when deemed advisable; determine levels of employee compensation (including wages, salaries, bonuses and other fringe benefits); terminate the employment of an employee; determine condition of employment (including hours of work, work responsibility, vacation time and sick leave); authorize the purchase or rental of property; and determine all policies of the Corporation with regard to the conduct of the business of the Corporation. The Board of Directors may from time to time delegate particular responsibilities to specified officers or committees of the Corporation as it shall deem advisable. They may adopt such rules and regulations for the conduct of their meeting and the management of the Corporation not inconsistent with these By-Laws, the Corporation's Articles of Incorporation or the laws of the State of Minnesota, as they may deem proper.

Section 4. Election. The Vice-Chairperson, the Vice-Technical Director, the Secretary, the Treasurer, and the Director of Public Relations shall be elected by the Members. Detailed election procedures shall be set forth in the Policies and Procedures Manual of the Corporation as described in Article XIII of these By-Laws.

Section 5. Election Certification. The Board of Directors shall, by resolution, certify the results of each election.

Section 6. Term of Office. The Vice Chairperson and the Vice Technical Director shall continue in office for a term of one (1) year or until his or her successor shall have been appointed and shall have been qualified, or until his or her death, resignation or removal. The Chairperson and the Technical Director shall be the individuals who held the offices of Vice Chairperson and Vice Technical director in the immediately preceding term. They shall continue in office for a term of two (2) years or until his or her successor shall have been appointed and shall have been qualified, or until his or her death, resignation or removal. The Past Chairperson and the Past Technical Director shall be the individuals who held the offices of Chairperson and Technical Director in the immediately preceding term. They shall continue in office for a term of one (1) year or until his or her successor shall have been appointed and shall have been qualified, or until his or her death, resignation or removal. The Secretary, the Treasurer and the Director of Public Relations shall continue in office for a term of two (2) years and until reelected for another term or until his or her successor shall have been appointed and shall have been qualified, or until his or her death, resignation or removal. The Board of Directors shall establish the exact date of the transition of office from an officer to his or her elected successor.

Section 7. Resignations. Any Director of the Corporation may resign at any time by giving written notice to the Chairperson or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8. Removal of Directors. Any Director may be removed, either with or without cause, at any time, by a unanimous vote of the Board of Directors, excluding the Director in question if applicable, at a duly held Board of Directors meeting, or by a majority vote of the Members, at a duly held Member meeting.

Section 9. Vacancies. Any vacancy in the Board of Directors shall be filled for the unexpired portion of the term by appointment of an individual by the Board of Directors.

Section 10. Compensation. The Board of Directors may, by unanimous resolution, elect to pay a reasonable stipend to Directors, for services rendered to the Corporation.

Section 11. Meetings of the Board of Directors.

- A. **First Meeting.** The Board of Directors shall meet for the purpose of organization, and the transaction of other business, as soon as practicable after each election of Directors.
- B. **Regular Meetings.** The Board of Directors may hold its meetings at the offices of the Corporation or at such places as the Board of Directors from time to time may determine.
- C. **Frequency.** The Board of Directors shall meet at least four times per year.
- D. **Organization.** The Chairperson, or designee, shall preside at every meeting of the Board of Directors. In the absence of the Secretary, the presiding officer shall appoint a secretary pro tempore.
- E. **Notice.** The Chairperson, or designee, must notify all Directors of the time, place, and agenda of any meeting of the Board of Directors, at least fourteen (14) days before the meeting.
- F. **Quorum.** 2/3 of the total number of voting members of the Board of Directors shall constitute a quorum at any Board of Directors meeting. Except where otherwise provided for by statute, Articles of Incorporation, or these By-Laws, a quorum of the Board of Directors shall be required for the transaction of any business. Less

than a quorum may adjourn the meeting. The act of the majority of those present at a meeting at which a quorum is present shall be the act of the Board of Directors.

- G. **Voting.** Each individual member of the Board of Directors present at a Board of Directors meeting shall be entitled to one (1) vote. It shall take a 3/4 majority to approve any vote taken by the Board of Directors per the quorum rules stated above.
- H. **Participation in Meeting by Electronic Communication.** A conference among directors by a means of communication through which the directors may simultaneously hear each other during the conference is a Board meeting, if the same notice is given of the conference as would be required for a meeting, and if the number of directors participating in the conference is a quorum. Participation in a meeting by this means is personal presence at the meeting.
- I. **Minutes.** Minutes of each Board of Directors meeting shall be kept by the Secretary of the Corporation and upon approval of the Board of Directors, entered into the records of the Corporation.

Section 12. Board of Directors Action without Meeting. An action required or permitted to be taken at a Board meeting may be taken by written action signed by all of the directors. The Secretary shall file such consent or consents with the minutes of the meetings of the Board of Directors.

Section 13. Directors Roles and Responsibilities.

- A. **Chairperson.** The Chairperson shall be the chief administrative and executive officer of the Corporation and shall have general and active supervision and direction over the day-to-day business and affairs of the Corporation and over its several officers, subject, however, to the direction and control of the Board of Directors. The Chairperson shall provide guidance on the long-term direction of the Corporation and provide supervision of the broad functioning of the Corporation on the aggregate and how well the Corporation is serving its intended purposes. The Chairperson shall be responsible for supervision and reviewing the performance for all full time employees of the Corporation. The Chairperson shall perform all such other duties as from time to time may be assigned to him or her by the Board of Directors. In addition to the foregoing, the Chairperson shall exercise the functions of the President as defined in Minn. Stat. 317A.305(2). Chairperson qualifications and performance guidelines shall be set forth in the Policies and Procedures manual of the Corporation as described in Article XIII of these By-Laws.
- B. **Vice-Chairperson.** The Vice-Chairperson shall, at the direction of the chair, assist the Chairperson in performing the duties of the position. In addition, the Vice-Chair will be responsible for updating the eVis content with board documents, monitoring the website discussion area, setting the agenda for and organizing the board conference calls and working with the RUG Liaison to help promote the Chapters and Regional Groups. The Vice-Chairperson shall be a NON-voting member of the Board of directors.
- C. **Technical Director.** The Technical Director shall be responsible for serving as a liaison between PLM World and UGS PLM Solutions affecting product development and technical conference content. The Technical Director is responsible for managing the organizational structure of the technical groups. Technical Director qualifications and performance guidelines shall be set forth in the Policies and Procedures Manual of the Corporation as described in Article XIII of these By-Laws.
- D. **Vice-Technical Director.** The Vice-Technical Director shall, at the direction of the Technical Director, assist the Technical Director in performing the duties of the position. In addition, the Vice-Technical director will responsible for preparing the conference surveys and conference CD-Rom, monitoring the eVis conference presenter content and monitoring the website discussion areas. The Vice-Technical Director shall be a NON-voting member of the Board of directors.
- E. **Director of Public Relations.** The Director of Public Relations shall be responsible for the marketing of PLM World and communication to our membership as determined by the Board of Directors and such other duties as from time to time may be assigned to him or her by the Board of Directors. Director of Public Relations qualifications and performance guidelines shall be set forth in the Policies and Procedures Manual of the Corporation as described in Article XIII of these By-Laws.

- F. **Secretary.** The Secretary shall keep or cause to be kept in books provided for that purpose the minutes of the meetings of the members and the Board of Directors. The Secretary shall see that meeting notices are duly given in accordance with the provisions of these By-Laws and as required by law. The Secretary shall supervise maintenance of the By-Laws and the Policies and Procedures Manual for the Corporation. Secretary qualifications and performance guidelines shall be set forth in the Policies and Procedures Manual of the Corporation as described in Article XIII of these By-Laws.
- G. **Treasurer.** The Treasurer shall be the chief financial officer of the Corporation; shall have charge and custody of, and be responsible for all Corporate Finances, including, but not limited to, bank accounts, accounts payable, accounts receivable, budgets, external audits; tax filings, and in general, shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors. In addition to the foregoing, the Treasurer shall exercise the functions of the President as defined in Minn. Stat. 317A.305(3). Treasurer qualifications and performance guidelines shall be set forth in the Policies and Procedures Manual of the Corporation as described in Article XIII of these By-Laws.
- H. **Business Manager.** The Business Manager shall manage the day-to-day activities of the Corporation and shall perform tasks and duties assigned to him or her by the Board of Directors. The specific duties of the Business Manager shall be defined in the Policies and Procedures Manual for the Corporation. The business manager shall be a NON-voting member of the Board of directors. Business Manager qualifications and performance guidelines shall be set forth in the Policies and Procedures Manual of the Corporation as described in Article XIII of these By-Laws.
- I. **UGS PLM Solutions Development Liaison.** UGS PLM Solutions shall appoint a liaison to the Board of Directors representing UGS PLM Solutions development. As a Director, the UGS PLM Solutions Development Liaison has one (1) vote at Board of Directors meetings. The UGS PLM Solutions Development Liaison shall work with the Board of Directors to maintain and improve the quality and content of the information presented at Member conferences. The UGS PLM Solutions Development Liaison shall function in such roles as determined by UGS PLM Solutions and the Board of Directors, which may or may not be reduced to writing. UGS PLM Solutions Development Liaison qualifications and performance guidelines shall be set forth in the Policies and Procedures Manual of the Corporation as described in Article XIII of these By-Laws.
- J. **UGS PLM Solutions Marketing Liaison.** UGS PLM Solutions shall appoint a liaison to the Board of Directors representing UGS PLM Solutions marketing. As a Director, the UGS PLM Solutions Development Liaison has one (1) vote at Board of Directors meetings. The UGS PLM Solutions Development Liaison shall work with the Board of Directors to maintain and improve the quality and content of the information presented at Member conferences. The UGS PLM Solutions Development Liaison shall function in such roles as determined by UGS PLM Solutions and the Board of Directors, which may or may not be reduced to writing. UGS PLM Solutions Marketing Liaison qualifications and performance guidelines shall be set forth in the Policies and Procedures Manual of the Corporation as described in Article XIII of these By-Laws.
- K. **Past Chair.** During the term subsequent to holding the office of Chairperson, the individual who served as Chairperson shall chair the Nomination Committee and supervise the election of Executive Committee members and Special Interest Group Chairpersons, assist the current Chairman in his new role and such other duties as from time to time may be assigned to him by the Board of Directors. The Past Chair shall be a voting member of the Board of Directors. The Past chair shall continue in office for a term of one (1) year and until his or her successor shall have been appointed and shall have been qualified, or until his or her death, resignation or removal. The Board of Directors shall establish the exact date of the transition of office from an officer to his or her elected successor. Past Chair qualifications and performance guidelines shall be set forth in the Policies and Procedures Manual of the Corporation as described in Article XIII of these By-Laws.

- L. **Past Technical Director.** During the term subsequent to holding the office of Technical Director, the individual who served as Technical Director shall continue in office for a term of one (1) year as Past Technical Director until his or her successor shall have been appointed and shall have been qualified, or until his or her death, resignation or removal. The Board of Directors shall establish the exact date of the transition of office from an officer to his or her elected successor. Past Technical Director qualifications and performance guidelines shall be set forth in the Policies and Procedures Manual of the Corporation as described in Article XIII of these By-Laws.

- M. **RUG Liaison.** The Board of Directors may appoint a Regional User Group (RUG) Liaison. The RUG Liaison shall manage the relationship between the Corporation and the regional groups that become chapters of the Corporation and such other duties that may be assigned to him or her by the Board of Directors. The RUG Liaison will also facilitate a Regional Group committee that consists of a representative from each chapter in addition to himself/herself. The RUG Liaison shall be a voting member of the Board of Directors. He/she shall continue in office for a term of one (1) year and until reappointed for another term or until his or her successor shall have been appointed and shall have been qualified, or until his or her death, resignation or removal. RUG Liaison qualifications and performance guidelines shall be set forth in the Policies and Procedures Manual of the Corporation as described in Article XIII of these By-Laws.

- N. **Honorary Member.** The Board of Directors may, from time to time, by resolution, appoint no more than two (2) Honorary Members for purposes specified by the Board of Directors. The Honorary Member(s) shall be voting member(s) of the Board of Directors. The duties and term of the Honorary Member(s) shall be established by the Board of Directors in the resolution creating the Honorary Member.

ARTICLE IV COMMITTEES OF BOARD OF DIRECTORS

Section 1. Designation; Vacancies. The Board of Directors, by a resolution, may designate persons, including Directors and non-Directors, to constitute a committee for a specified purpose. The Board of Directors shall have power at any time to change the members of any committee, to fill vacancies, and to discharge any committee.

Section 2. Powers. Each committee appointed by the Board of Directors shall be subject to and report to the Board of Directors. No committee shall have authority to act on its own behalf or on the Corporation's behalf without the prior express written permission of the Board of Directors. No committee shall have authority to bind the Corporation in any manner without the prior express written permission of the Board of Directors.

Section 3. Procedure; Meetings; Quorum. Each committee shall make its own rules of procedure and shall meet at such times and at such place or places as may be provided by such rules or by resolution of the committee. A majority of the whole number of the members of each committee shall constitute a quorum at any meeting thereof, and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee.

Section 4. Compensation. The Board of Directors may, by unanimous resolution, elect to provide a reasonable stipend to committee members for services rendered to the Corporation.

Section 5. Nomination Committee. There shall be a Nomination Committee, which shall have the responsibility for nominating a slate of candidates for elected Board of Directors Positions and Chairpersons of Special Interest Groups/Technical Tracks. The chairperson of the Nomination Committee will be appointed by the Board of Directors. The Nomination Committee shall have at least one member who is a SIG/TECHNICAL TRACK Chairperson, and one member who is a member of the Board of Directors. The chairperson and committee members shall serve on this committee for one year or until such individual's successor is duly selected.

Section 6. Regional Group Committee. There shall be a Regional Group Committee, which shall have the responsibility for resolving all matters pertaining to the operations of the various regional chapters. This committee shall consist of one member from each regional chapter and three members of the current Board of directors. Each regional chapter shall select their delegate to this special committee. The Board of Directors shall



choose the delegates to this special committee and shall determine the duration of their service on this committee. Unless otherwise provided by the members of this special committee, the rules of procedure for this committee shall be the same as the rules of procedure for the Board of Directors as provided in these By-Laws.

ARTICLE V TECHNICAL COMMITTEE

Section 1. Technical Committee. The Technical Committee of the Board of Directors shall consist of the then-current individuals holding the positions of Special Interest Group (SIG)/Technical Track Chairpersons. The Technical Director shall be the person responsible for directing the required activities of the Technical Committee. The Technical Committee shall form Special Interests Groups/Technical Tracks to address issues pertaining to specific areas or interests related to the use of UGS PLM Solutions software. Subject to approval by the Board of Directors, which shall have the power to dissolve such Special Interest Groups/Technical Tracks at their discretion. The Members may petition the Technical Committee for the formation of particular Special Interest Groups/Technical Tracks. Each Special Interest Group/Technical Track shall be chaired by a SIG/TECHNICAL TRACK chairperson.

Section 2. Special Interest Group (SIG)/Technical Track Chairpersons. SIG/TECHNICAL TRACK Chairpersons shall represent their SIG/TECHNICAL TRACK on the Technical Committee, shall organize their SIG/TECHNICAL TRACK, shall preside at all sessions of their SIG/TECHNICAL TRACK at Member conferences, shall solicit conference presentations, review presentation abstracts, and communicate presentation requirements to speakers, and shall coordinate with UGS PLM Solutions all joint SIG/TECHNICAL TRACK related activities.

Section 3. Election. Special Interest Group (SIG)/Technical Track Chairpersons, shall be elected by the Members. Detailed election procedures shall be set forth in the Policies and Procedures Manual of the Corporation.

Section 4. Term of Office. Special Interest Group (SIG)/Technical Track Chairpersons shall continue in office for a term of two (2) years and until reelected for another term or until his or her successor shall have been qualified, elected or appointed or until his or her death, resignation or removal. The transition of office from a SIG/TECHNICAL TRACK Chairperson to his or her elected successor shall be at the post conference meeting of the conference where election results were announced.

Section 5. Resignations. Any SIG/TECHNICAL TRACK Chairperson may resign at any time by giving written notice to the Technical Director or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Removal of SIG/TECHNICAL TRACK Chairpersons. Any SIG/TECHNICAL TRACK Chairperson may be removed, either with or without cause, at any time, by a unanimous vote of the Board of Directors at a duly called Board of Directors meeting, or by a majority vote of the Members, at a duly called Member meeting.

Section 7. Vacancies. Any vacancy of a SIG/TECHNICAL TRACK Chairperson shall be filled for the unexpired portion of the term by appointment of an individual by the Board of Directors.

ARTICLE VI CONTRACTS, CHECKS, NOTES, ETC.

Section 1. Execution of Contracts. All contracts, agreements, checks, drafts, notes, bonds, bills of exchange and orders for the payment of money, or other evidences of indebtedness (hereinafter collectively referred to as the "Money Contracts") shall, unless otherwise directed by the Board of Directors as stated in the Policies and Procedures Manual as described in Article XIII of these By-Laws, or unless otherwise required by law, be signed by any two members of the Board of Directors or by any single member of the Board of Directors if another Director has given their written authorization for the execution of such Money Contract.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no negotiable paper shall be signed in its name unless authorized by written resolution of the Board of Directors. When authorized by the Board



of Directors, any Director may effect loans and advances at any time for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Corporation and, when authorized so to do, may pledge, hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority may be general or confined to specific instances.

Section 3. Seal. The Corporation shall not have a corporate seal unless and until such time as the Board of Directors determines that there is a need for one.

Section 4. Fiscal Year. The fiscal year of the Corporation shall begin of January 1 and end on December 31 of each year until changed by the Board of Directors.

Section 5. Audits. An independent audit of the Corporation finances shall be performed at least once every two (2) years.

Section 6. Definition of UGS PLM Solutions. For purposes of these By-Laws, the term "UGS PLM Solutions" shall refer to the PLM Solutions line of business of the company headquartered in Cypress, CA, which produces computer software, which is utilized by the Members of the Corporation.

ARTICLE VII

WAIVER OF NOTICE

Whenever any notice is required to be given to any Member or Director by these By-Laws, by the Articles of Incorporation or by statute, a waiver of the notice in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to giving the notice.

ARTICLE VIII

AMENDMENTS

These By-Laws may be altered, amended, repealed or supplemented, subject to repeal or change by a two-thirds (2/3) majority vote of the Members, by a three-quarter (3/4) majority vote of the Board of Directors, at any meeting or special meeting of the Board of Directors called for that purpose, provided that notice of the proposed change is given in the notice of the meeting. The Board of Directors shall provide at least forty-five (45) days prior notice to the Members before any such action by the Board of Directors goes into effect.

ARTICLE IX

INDEMNIFICATION

Section 1. Limitation of Liability. A Director shall not be liable for the performance of his or her duties as a Director of the Corporation provided that such Director has discharged the duties of the position of Director in good faith, in a manner that the Director reasonably believes to be in the best interests of the Corporation and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 2. Reliance. Provided that a Director does not have actual knowledge concerning the matter in question, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by: (a) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented; (b) counsel, public accountants or other persons as to matters that the Director reasonably believes to be within the person's professional or expert competence; or (c) a committee of the Board of Directors upon which the Director does not serve, duly established by the Board of Directors, as to matters within the committee's designated authority, if the Director reasonably believes the committee to merit confidence.

Section 3. Indemnification. The Corporation shall indemnify a person made or threatened to be made a party to a proceeding because that person is or was a Director, officer or employee of the Corporation against judgments, penalties, fines including, but not limited to, excise taxes assessed against the person with respect to an employee benefit plan, settlements and reasonable expenses including, but not limited to, attorneys' fees and disbursements, incurred by the person in connection with the proceeding, if, with respect to the acts or omissions of the person complained of in the proceeding, the person: (a) has not been indemnified by another organization for the same liability with respect to the same acts or omissions; (b) acted in good faith; (c) did not receive any improper personal benefit and did not have any improper conflict of interest; (d) in the case of a criminal proceeding, did not



have reasonable cause to believe the conduct was unlawful; and (e) reasonably believed that such person's conduct was in the best interest of the corporation or that the conduct was not opposed to the best interest of the corporation.

Section 4. Advances. If a person is made or threatened to be made a party to a proceeding because that person is or was a Director, officer or employee, then the person is entitled, upon written request to the Corporation, to payment or reimbursement by the Corporation of reasonable expenses including, but not limited to, attorneys' fees and disbursements incurred by the person in advance of the final disposition of the proceeding: (a) upon receipt by the Corporation of a written affirmation by the person of a good faith belief that the criteria for indemnification set forth herein have been satisfied and a written undertaking by the person to repay the amounts paid or reimbursed by the corporation, if it is determined that the criteria for indemnification set forth herein have not been satisfied; and (b) after a determination that the facts then known to those making the determination would not preclude indemnification as set forth herein.

Section 5. Insurance. The Corporation may, but shall not be required to, buy and maintain insurance on behalf of its Directors, officers and employees, in such persons' official capacities, against liability asserted against and incurred by such persons in or arising from such capacity as Directors, officers and employees, whether or not the Corporation would have been required to indemnify such persons against the liability under Minn. Stat. Section 317A.521.

Section 6. Disclosure. The Corporation shall disclose to Members in writing the amount of the indemnification or advances provided to a person pursuant to this Article and to whom and on whose behalf it was paid not later than the next meeting of the Members.

Section 7. No Limitation. This Article is not intended to prohibit or limit the indemnification provisions provided by Minn. Stat. 317A.521.

ARTICLE X

TAX EXEMPT STATUS

These By-Laws of the Corporation shall at all times be so construed and limited as to enable the Corporation to qualify and to continue qualifying as a voluntary charitable corporation duly organized and existing under the provisions of Chapter 317A of the Statutes of the State of Minnesota. Notwithstanding any other provision of these By-Laws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI

DISTRIBUTION UPON TERMINATION OR DISSOLUTION

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one of the following: (1) an educational institution that is exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, selected by the Board of Directors for the furtherance of engineering education; or (2) an organization which is exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, for the furtherance of engineering education.

ARTICLE XII

CORPORATION RESPONSIBILITY

The Corporation shall not be responsible for any information distributed, published or presented to or by the Members. All programs, techniques, and other information disclosed by a Member, either in written or oral form, shall be considered non-proprietary and non-confidential. Subsequent disclosure to others shall not impose any liability whatsoever on either the Corporation, its directors, officers, employees, agents, successors, assigns or its Members.

ARTICLE XIII

POLICIES AND PROCEDURES MANUAL

The Board of Directors shall adopt a Policies and Procedures Manual to establish policies and procedures for the operation of the Corporation in greater detail than is set forth herein. The Board of Directors shall have the power



to revise or amend the Policies and Procedures Manual in its sole and absolute discretion, from time to time, as it deems necessary. Said Policies and Procedures Manual is fully incorporated herein by reference. In the case of any conflict between the terms set forth herein or in the Corporation's Articles of Incorporation and the terms set forth in the Policies and Procedures Manual, the terms set forth herein or in the Articles of Incorporation, whichever is applicable, shall govern and the terms in the Policies and Procedures Manual shall be modified to the least extent necessary to correct such conflict.

ARTICLE XIV

PROCEDURE

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Corporation where they are not inconsistent with the provisions of the Articles of Incorporation or these By-Laws.

As Adopted: December ____, 2003

James Mancuso, Secretary