

BYLAWS OF PLM World – Midwest Chapter

AN UNINCORPORATED BRANCH OF PLM WORLD, INC.

ARTICLE I

ORGANIZATIONAL STRUCTURE

1. This organization (hereinafter the 'Organization') is branch of the PLM World, Inc., a Minnesota Nonprofit Organization. The Organization as an unincorporated branch of the PLM World, Inc. is governed by the Articles of Incorporation of PLM World, Inc. In the event of any conflict between these By-Laws and the governing instruments (e.g., Articles of Incorporation, By-Laws and Policies and Procedures) of PLM World, Inc., the governing instruments of PLM World, Inc. shall control.
2. The Organization is intended to supplement the activities of PLM World, Inc., but shall operate independently from PLM World, Inc. except as otherwise provided in these By-Laws or the governing instruments of PLM World, Inc.
3. The Organization shall have its own officers and directors who shall be responsible for the activities of the Organization.

ARTICLE II

OFFICES

The Organization may have offices at such place or places as the Board of Directors may from time to time determine or the business of the Organization may require.

ARTICLE III

MEMBERSHIP

1. Membership in the Organization shall be limited to persons who have attended at least one of the last two Membership Meetings. Members shall be elected to membership in the Organization by a vote of 60 percent of the full Board of Directors. Although members may reside in any geographical region, the primary membership shall be individuals who reside or work within 100 miles of St. Paul, Minnesota or in a location such that they are closer to St. Paul, Minnesota than to the center of operation of any other Regional PLM World Chapter.
2. Each Member shall have one vote on each matter that comes before the membership for a vote.
3. In case of Membership termination or suspension, written notice and the reasons for termination or suspension, shall be given at least 15 days prior to such event. The Member shall be granted an opportunity to be heard orally or in writing not less than five days before the effective date of the expulsion, suspension or termination by a person or persons authorized to decide whether the proposed termination or suspension should take place. Written notice given by mail shall be given by first class or certified mail sent to the last address of the Member shown on the Organization's records.
4. Annual dues and periodic special assessments, if any, shall be as set from time to time by the Board of Directors. In addition, Members may be charged for their attendance at Annual, Regular, and Special meetings. The fee for meeting attendance may be used to pay expenses directly associated with the meeting with any remaining portion of the fee being considered membership dues. It will not be required that the portion of the fee used for direct expenses and

the portion that is dues be disclosed before the meeting. The disclosure as to what portion of the fees was used for direct meeting expenses will be made in the Treasurer's report at the next Annual or Regular meeting. Members who do not pay annual dues or special assessments within 60 days of the due date thereof shall be suspended and placed on the inactive list by the Secretary of the Organization until payment is received. Suspended Members shall not be entitled to any of the rights of Membership, including the right to vote.

5. Members may not transfer their Memberships.
6. The Organization may purchase its memberships if, after the purchase is completed, the Organization would be able to pay its debts as they become due in the usual course of its activities and the Organization's total assets would at least equal the sum of its total liabilities.

ARTICLE IV

MEMBERS' MEETINGS

1. All meetings of the Members shall be held at a location within 50 miles of St. Paul, Minnesota in a facility deemed suitable for the event by the Board of Directors. Other locations for the event may be designated from time to time by resolution or written consent of the Members or by resolution of the Board of Directors.
2. There shall be at least one Membership meeting in each calendar year. In the event that there is more than one Membership meeting in a calendar year, the first meeting in the calendar year shall be designated the Annual meeting. Other meetings of the full membership in the same calendar year shall be designated Regular meetings unless such meetings are specifically designated Special meetings as described in paragraph 4.
3. The Organization shall notify its Members of the place, date and time of each annual, regular and special meeting of Members no fewer than 10 (or if notice is mailed by other than first class or registered mail, no fewer than 30) nor more than 60 days before the meeting date. Notice of an annual or regular meeting shall include a description of any matters which must be approved by the Members concerning: authorization, approval or ratification of a conflict of interest transaction; indemnification of persons; the adoption of amendments to the Organization's articles; an amendment to the Organization's Bylaws; a plan of merger; disposition of all or substantially all of the Organization's property; or dissolution of the Organization. Notice of a special meeting shall include a description of the matter or matters for which the meeting is called.
4. Special meetings of the Members, for any purpose or purposes, may be called by the President, the Secretary, the Board of Directors or 10% of the Members provided one or more written demands are signed, dated and delivered to a corporate officer and describe the purpose or purposes for which the special meeting is to be held.
5. The business transacted at any special meeting of Members shall be confined to the purposes stated in the notice.
6. The Board of Directors may fix a future date as the record date for determining the Members entitled to notice of a Members' meeting, but shall not set a record date preceding the meeting by more than 60 days. If no such record date is fixed, Members at the close of business on the business day preceding the day on which notice is given, or if notice is waived, at the close of business on the business day preceding the day on which the meeting is held, are entitled to notice of the meeting.
7. The Board of Directors may fix a future date as the record date for determining the Members entitled to vote at a Members' meeting, but shall not set a record date preceding the meeting by more than seventy days. If no such record date is fixed, Members on the date of the meeting who are otherwise eligible to vote are entitled to vote at the meeting.
8. The Board of Directors may fix a future date as the record date for the purpose of determining the Members entitled to exercise any rights in respect of any other lawful action, but shall not set a record date preceding the occurrence of the other action by more than 60 days. If no such record

date is fixed, Members at the close of business on the day on which the Board adopts the resolution relating thereto, or the 60th day prior to the date of the other action, whichever is later, are entitled to exercise such rights.

9. A determination of Members entitled to notice of or to vote at a Membership meeting is effective for any adjournment of the meeting unless the Board fixes a new date for determining the right to notice or the right to vote, which it shall 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.
10. After fixing a record date for a notice of a meeting, the Organization shall prepare an alphabetical list of the names of all its Members who are entitled to vote at the annual meeting. The list shall show the address and number of votes each Member is entitled to vote at the meeting. The list of Members shall be available for inspection by any Member, a Member's agent or a Member's attorney, upon written demand, beginning two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting at the Organization's principal office. The list of Members shall be available at the meeting and any Member; a Member's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.
11. 20% percent of the Members shall constitute a quorum at all meetings of the Members for the transaction of business, except as otherwise provided by statute. If, however, such quorum shall not be present or represented at any meeting of the Members, the Members present shall have power to adjourn the meeting from time to time for successive periods of not more than 90 days, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally scheduled.
12. When a quorum is present at any meeting, the vote of a majority of the Members present shall decide any question brought before such meeting, unless the question is one upon which, by express provision of the statutes, the governing instruments of PLM World, Inc. or these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such questions.
13. Action required or permitted by law to be approved by the Members may be approved without a meeting of Members if the action is approved by at least 80% of the Members in one or more written consents, signed by such Members, and the consent or consents are delivered to the Organization for inclusion in the minutes or filing with the corporate records. Unless determined by law or by another provision of these Bylaws, the record date for determining Members entitled to take action without a meeting is the date the first Member signs the written consent. Written notice of the action approved without a meeting of Members shall be given to all Members who have not signed the written consent.
14. Action which may be taken at any annual, regular or special meeting of Members may be taken without a meeting if the Organization delivers a written ballot to every Member entitled to vote on the matter. The written ballot shall set forth each proposed action and shall provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when 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 at least equals 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. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than election of Directors and specify the time by which the ballot must be received by the Organization in order to be counted. A written ballot may not be revoked.

ARTICLE V

DELEGATES

There shall be one delegate from the Midwest Chapter to the PLM World, Inc. This delegate shall sit on a special committee of the PLM World, Inc. that shall resolve any and all disputes that may arise between the National Organization and Regional Chapters. This special committee shall consist of the delegates from all the Regional Chapters as well as three members of the National PLM World Board of Directors. This delegate shall be the current president of the Organization. In the event that the president is unable to attend a special meeting, the Board of Directors shall choose an alternate delegate from the vice president, the treasurer, and secretary. If none of these are able to attend, the Board of Directors may choose any other member of the Board of Directors to be the delegate.

ARTICLE VI

DIRECTORS

1. The day-to-day affairs of the Organization shall be managed by the Board of Directors. Each member of the initial 5 member Board of Directors listed in these By-Laws shall serve as a Director until the first annual meeting of the Members of the Organization in 2002. Thereafter, the number of Directors to constitute the Board of Directors shall be 5, unless and until changed by amendment to this Bylaw, provided that there shall be at least three Directors. At the first annual meeting of the Members of the Organization in 2002 the Members shall elect 5 Directors for a term of one year. Thereafter, successor Directors shall be elected at the annual meeting of the Members to serve for a term of one year or until their successors shall have been elected and qualified. Directors may be removed, with or without cause, by the vote of a majority of all the Members at a meeting of the Members called expressly for that purpose. Any vacancy created by such removal shall be filled for the unexpired term in respect of such vacancy by majority vote of the Members present at such special meeting or, in the absence of such action at such special meeting, by resolution of the Board of Directors.
2. The Directors may keep the books of the Organization at the principal business office of the Organization in this state or at such other place as they may from time to time determine and as may be permitted by law.
3. If the office of a Director becomes vacant for any reason other than by removal of the Director by the vote of a majority of all the Members at a meeting of the Members called expressly for that purpose, the remaining Directors shall choose a successor or successors who shall hold office for the unexpired term in respect of which such vacancy occurred or until the next election of Directors. A Director elected by the Board to fill the vacancy of a Director elected by the Members may be removed without cause by the Members, but not the Board.

ARTICLE VII

COMPENSATION OF DIRECTORS

Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided that nothing herein contained shall be construed to preclude any Director from serving the Organization in any other capacity and receiving compensation or reimbursement of expenses therefor. In addition, membership dues, meeting attendance fees, and any other charges assessed on the membership may be waived for the directors and for any other persons at the sole discretion of the Board of Directors.

ARTICLE VIII

MEETINGS OF THE BOARD

1. Meetings of the Directors shall be held at the principal office of the Organization or at such other place as may be designated from time to time by resolution or written consent of the Board of Directors. The first meeting of each newly elected Board shall be held within 30 days after the annual meeting of the Members, or at such time and place as shall be fixed by the vote of the Members at the annual meeting, and no notice of such meeting shall be necessary to the newly elected Directors in order legally to constitute the meeting provided a quorum shall be present, or they may meet at such place and time as shall be fixed by the consent in writing of all the Directors.
2. Regular meetings of the Board may be held without notice at such time and place as shall from time to time be determined by resolution of the Board of Directors or by written consent.
3. Any member of the Board of Directors may invite other individuals to attend the meetings of the Board of Directors provided that the invitation is approved by at least one other member of the Board of Directors. Persons other than the Board of Directors will have no vote at these meetings.
4. Special meetings of the Board may be called by the President, the Secretary, or 60% of the Directors on ten days notice to each Director, either personally or by first class mail or by telegram or by telephone or by e-mail.
5. A Director's attendance at or participation in a meeting waives any required notice of the meeting unless the Director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the law, the Articles or these Bylaws, objects to lack of notice and does not vote for or assent to the objected to action. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in any notice or waiver of notice of such meeting.
6. At all meetings of the Board, a majority of all the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, unless the action is one upon which, by express provision of the statutes or these Bylaws, a different vote is required, in which case such express provision shall govern and control. If a quorum shall not be present at any meeting of Directors, the Directors present thereat may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum shall be present.
7. Members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall constitute presence in person at the meeting.
8. Action required or permitted by law to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all Members of the Board. The action shall be evidenced by one or more written consents describing the action taken, signed by each Director and included in the minutes filed with the corporate records reflecting the action taken. Such action shall be effective when the last Director signs the consent, unless the consent specifies a different effective date.

ARTICLE IX

NOTICES

1. Whenever, under the provisions of the statutes or these Bylaws, notice is required to be given to any Director or Member, such notice may be given orally or in writing. Notice may be communicated in person; by any form of wire or wireless communication such as telephone, telegraph or teletype; by mail or private carrier; or if the preceding forms of personal notice are impracticable, by a newspaper of general circulation in the area where published; or other form of public broadcast communication such as radio or television.

2. Whenever any notice is required to be given a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, and filed with the minutes or corporate records, shall be deemed equivalent thereto.

ARTICLE X

OFFICERS

1. The officers of the Organization shall consist of a President, a Vice President, a Treasurer, a Secretary and one Member at Large.
2. The officers of the Organization shall hold their offices for a term of one year, or for such other term not exceeding three years as shall be determined from time to time by the Board of Directors. Officers may be reelected to successive terms. Any officers may be removed at any time by the Board of Directors. An officer may resign at any time by delivering notice to the Organization. A resignation is effective when the notice is delivered unless the notice specifies a future effective date. If the office of any officers becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

ARTICLE XI

PRESIDENT

1. The President shall be the chief executive officer of the Organization and shall preside at all meetings of the Members and Directors at which he is present. He or she shall perform such duties as the Board of Directors may prescribe, and shall see that all orders and resolutions of the Board are carried into effect.
2. The President shall execute bonds, mortgages and other contracts, except where permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Organization.

ARTICLE XII

VICE PRESIDENT

3. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors may prescribe.

ARTICLE XIII

SECRETARY

4. The Secretary shall keep or cause to be kept a record of all meetings of the Members and Directors and shall record all votes and the minutes of all proceedings in a book to be kept for that purpose. He or she shall give, or cause to be given, notice of all meetings of the Members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be. He or she shall be responsible for authenticating the records of the Organization and for maintaining the list of members.

ARTICLE XIV

TREASURER

1. The Treasurer shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Organization, shall deposit all moneys and other valuable effects in the name and to the credit of the Organization in such depositories as may be designated by the Board of Directors and shall perform such other duties as the Board of Directors may prescribe.
2. The Treasurer shall disburse the funds of the Organization as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Organization.
3. The Treasurer shall present to the membership at annual and regular meetings a summary of the transactions that occurred since the last report was given. This shall include the transactions related to the previous annual or regular meeting.
4. If required by the Board of Directors, the Treasurer shall give the Organization a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his or her office and for the restoration to the Organization, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Organization.

ARTICLE XV

MEMBER AT LARGE

The Member at Large shall have no specific duties but shall be part of the Board of Directors and shall complete tasks as prescribed by the Board of Directors.

ARTICLE XVI

CHECKS

All checks or demands for money and notes of the Organization shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

ARTICLE XVII

FISCAL YEAR

The fiscal year of the Organization shall be the same as the fiscal year of PLM World, Inc.

ARTICLE XVIII

SEAL

The Organization shall not have a seal.

ARTICLE XIX

ALTERATION, AMENDMENT OR REPEAL OF BYLAWS

An amendment to these Bylaws shall be effective if approved either by a majority of the Directors in office, or by a majority of the Members.

ARTICLE XX

RECORDS

1. The Organization shall keep as permanent records minutes of all meetings of its Members and Board of Directors, a record of all actions taken by the Members or Directors without a meeting and a record of all actions taken by committees of the Board of Directors.
2. The Organization shall maintain appropriate accounting records and a record of its Members. A copy of the following records shall be kept at the organization's principal office: these Bylaws and all amendments to them currently in effect, resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of Members, the minutes of all meetings of Members and records of all actions approved by the Members for the past three years, all written communications including financial statements to all Members furnished to them for the past three years, a list of the names and business or home addresses of the current Directors and officers, the most recent annual report delivered to the Secretary of State and appropriate financial statements of all income and expenses.

ARTICLE XXI

MISCELLANEOUS

If these bylaws do not fulfill the requirement stated below, please suggest specific additions that would.

1. In order to protect the 501©(6) exempt status for the regional groups we need to have the ultimate control of these regional groups rest with the national group, perhaps by the special committee of regional members who are delegates to the national group and sit on a dispute committee. This is important. As there is truly one legal entity here (Unigraphics Users Group, Inc.) this entity must somehow maintain control of each regional group. The alternative is that a new corporation is established as an umbrella for all the regional groups. This would require obtaining a new exemption from the Internal Revenue Service, but it would ameliorate the need for control by PLM World, Inc. Even with a new separate corporation for all the regional groups, there would still be the need for a Board of Directors that had ultimate control of this corporation.