

Amended and Restated March 16, 2011 (Version 5.2)

BYLAWS
(*Articles of Association*) of the
Toronto Users Group

ARTICLE I
NAME AND PURPOSES

Section 1. Name. The name of the Organization shall be “**Toronto Users Group – for Power Systems**” (a.k.a. TUG), a Canadian not-for-profit organization (or such other name as may be determined from time to time by the TUG Board of Directors, herein referred to as the “BOARD”).

Section 2. Purposes. The purposes of TUG shall be to advance the effective usage of equipment among users of IBM computing systems, and to promote the interchange of information about computers and techniques for their use. Specifically, TUG will:

- Hold educational conferences and meetings with presentations by industry experts about and for the discussion of Information Technologies, such as systems analysis, software development, system operations, and related topics.
- Encourage, provide for and engage in research, professional studies and other educational programs benefiting the practices of users.
- Provide a forum whereby members and other computer users can discuss their various applications and needs.
- Communicate user requirements to IBM, and other providers.
- Perform any and all such other acts as are necessary, convenient and proper to the attainment of these purposes.

Section 3. Offices. TUG shall have and continuously maintain an official mailing address in the Province of Ontario and may have additional offices inside or outside of the Province of Ontario, as the BOARD may from time to time determine.

ARTICLE II
MEMBERS

Section 1. Membership Qualification. Membership is granted to any company, partnership, or individual who pays annual dues for membership and thereby expresses an interest in the purpose of the group. Such a company, partnership, or individual will be referred hereinafter as the “MEMBER”. Note that the company or paying business unit is the official MEMBER and not its employees or representatives. Specific benefits of membership and applicable dues payable will be determined from time to time by the BOARD.

Section 2. Classes of Membership. There shall be two classes of TUG Membership, (Voting and Non-voting MEMBERS) divided into various sub-class types, as follows:

(a) **Voting Members:**

(1) **Individual Member.** Membership may be granted to any individual who is interested in furthering TUG's purposes. The precise definition of eligibility will be determined by the BOARD from time to time. Individual Members shall be entitled to attend TUG Meetings and Conferences at the discounted member price, and are entitled to all published benefits of membership, including voting rights.

(2) **Corporate Member.** Up to 15 employees or representatives from the same company may be granted the benefits of Individual Members at a group price. One person shall be deemed the Primary Contact with voting rights. A Corporate Membership is considered to exist at one specific physical location.

(3) **Enterprise Member.** Any number of employees or representatives from the same company (including any number of branch offices or subsidiary companies) may be granted the benefits of Individual Members at a group price. One person shall be deemed the Primary Contact with voting rights.

(4) **Sponsoring Member.** (a.k.a. "Gold Member") A vendor or other commercial entity may become a Sponsoring (Gold) Member. This is similar to the Enterprise Membership listed above but with special member discounts for sponsorship of events, advertising in TUG publications, and other promotional opportunities. One person shall be deemed the Primary Contact with voting rights.

(5) **Affiliate Member.** Affiliate Membership may be granted to any not-for-profit corporation or organization that is engaged in activities similar to TUG or supports the purposes and code of ethics of TUG (e.g., other users group or educational institution). Membership fees for Affiliate Members are typically waived or bartered, at the discretion of the BOARD. One person shall be deemed the Primary Contact with voting rights.

(b) **Non-voting Members:**

(1) **Branch Member.** Additional branch offices or subsidiary companies (at different physical addresses) may be appended to a Corporate or Enterprise Membership for a nominal fee. Employees or representatives of a Branch Member may be granted the benefits of Individual Members, without voting rights. They are represented by the Primary Contact of the "parent" member.

(2) **Guest Member.** At the discretion of the BOARD, a Guest Membership may be granted to any individual person for a limited time at no charge, if this action is deemed to be in the interest of TUG. (For example, full-time students and volunteer workers, etc. may be granted Guest Membership status.) Guest Members have no voting rights, and are not eligible to serve on the Board of Directors.

Section 3. Application. The BOARD, or its designee(s), shall adopt an application form and procedures to facilitate the consideration of applicants for membership in TUG. All applicants shall complete the application form and submit the application, along with the designated fee, if any, to TUG's administrative office. The BOARD, or its designee(s), shall review the application of all applicants and determine, based on the criteria set forth in these Bylaws and such other guidelines as the BOARD may prescribe, whether an Individual, Corporate, Branch, Enterprise, Sponsoring, or Affiliate applicant meets the qualifications necessary for that class of membership in TUG. All such qualified applicants shall become MEMBERS upon notice from TUG.

Section 4. Representation. Each Corporate, Enterprise, Sponsoring, and Affiliate Member (other than individuals) shall designate a person to act as its Primary Contact. The MEMBER may from time to time designate other persons to take part in discussions & meetings of TUG and vote (as proxy for the Primary contact) in matters coming before the membership. (Individual Members represent themselves.)

Section 5. Voting. Individual paid-up Members and the designated proxy of Corporate, Enterprise, Sponsoring, and Affiliate paid-up Members shall be entitled to vote in all matters coming before the membership (collectively, the "voting members"). No other class of membership is entitled to vote.

Section 6. Resignation. Members may resign from TUG at any time by giving written notice to the Secretary of TUG. Membership Dues are not refundable.

Section 7. Termination of Membership. Membership in TUG may be terminated or suspended for cause. Sufficient cause for such termination or suspension of membership shall be a violation of the Bylaws or any rule or practice of TUG. Expulsion or suspension shall be in accordance with the procedures established by the BOARD. In addition, the membership of any MEMBER who becomes ineligible for membership or who shall be in default in the payment of any dues or charges, as may be determined by the BOARD, shall be terminated automatically. Such termination may be delayed by the Executive Committee, or its designee(s).

ARTICLE III DUES AND ASSESSMENTS

The initial and any dues for each class of MEMBER of TUG, the time for paying such dues, and other assessments, if any, shall be determined from time to time by the BOARD. Membership Dues are not refundable.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. Regular Meetings. Barring unforeseen circumstances, Meetings of Members (MoMs) shall be held typically five (5) times per year (including an annual meeting) at such time and place as shall be determined by the BOARD.

Section 2. Annual Meeting. One of the Regular Meetings shall be deemed the Annual Meeting of the voting MEMBERS of TUG, at such time and place as determined by the BOARD.

Section 3. Special Meetings. Special meetings of the voting MEMBERS of TUG may be called at the request of the President or a majority of the BOARD, or at the written request of two-thirds (2/3) of TUG's voting MEMBERS. The time and place for holding special meetings shall be determined by the BOARD.

Section 4. Notice. Notice of any annual or special meeting of the voting MEMBERS shall state the time, date, place, and purpose of the meeting, and shall be delivered (by email, post, or other means) not less than fifteen (15) days prior to the date of such meeting, unless otherwise required by applicable law.

Section 5. Quorum. The lesser of (i) ten percent (10%) of the eligible voting MEMBERS of TUG; or (ii) twenty (20) eligible voting MEMBERS of TUG present, either in person or by proxy, at any duly called meeting of the voting MEMBERS shall constitute a quorum for the transaction of business, provided that if less than a quorum is present (either in person or by proxy), a majority of the voting MEMBERS present may adjourn the meeting to another time without further notice.

Section 6. Manner of Acting. The act of a majority of the voting MEMBERS present, either in person or by proxy, at a duly called meeting at which a quorum is present shall be the act of the voting MEMBERS, unless the act of a greater number is required by law, or these Bylaws.

Section 7. Meeting by Conference Call. Any action to be taken at a meeting of the voting MEMBERS may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.

Section 8. Mail Vote. Voting by mail, electronic mail, facsimile, or by any other means of electronic communication (collectively, a "mail vote") shall be permitted in lieu of a vote at a duly called meeting for any item of business, including the election of Directors. A mail vote may be called by the BOARD or upon written request to the Secretary of at least two-thirds (2/3) of the voting MEMBERS. For the election of Directors, the act of a majority of the lesser of (i) ten percent (10%) of the eligible voting MEMBERS; or (ii) twenty (20) or more eligible voting MEMBERS returning ballots by a certain date shall be an act of the MEMBERS. For matters other than the election of Directors, the act of a majority of voting MEMBERS returning ballots by a certain date shall be an act of the MEMBERS, unless the action of a greater number is required by law, or these Bylaws.

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers. The affairs of TUG shall be managed by the Board of Directors, which shall have supervision, control and direction of the affairs of TUG, shall

determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes and have discretion in the disbursement of its funds. The BOARD may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Number of Directors. The BOARD shall consist of a minimum of six (6) and a maximum of twelve (12) elected Directors, plus the Immediate Past-President, the Executive Director, and the IBM Liaison. The Immediate Past President shall serve as an ex-officio member of the BOARD with full voting rights for a term of one year. The Executive Director is appointed by the TUG BOARD and may serve any number of one (1) year terms with full voting rights. The IBM Liaison is appointed by IBM Canada Ltd. (subject to approval by the TUG BOARD) and may serve any number of one (1) year terms with full voting rights.

Section 3. Invited Participants. TUG's Administrator (and others as determined by the BOARD) may be invited to attend and participate, without vote, in all regular and special meetings of the BOARD and Executive Committee meetings, with the exception of those meetings held in camera.

Section 4. Qualifications. Only paid up MEMBERS in good standing shall be eligible to serve on the BOARD. These could be Individual MEMBERS, or the designated contacts of Corporate, Enterprise, Sponsoring, or Affiliate MEMBERS. No more than two representatives from the same company or organization may serve on the BOARD at any one time. Paid staff, contractors, and employees of TUG and any individuals and companies who receive significant remuneration from TUG shall not be eligible for election to the BOARD. The candidate shall be nominated and seconded by representatives of two different MEMBERS.

Section 5. Term. Directors shall serve a three (3) year term in office, or until such time as their successors are duly elected, qualified, and assume office, and may serve any number of consecutive terms in office. Approximately one third of the seats on the BOARD will be open for election each year. Any vacancies occurring in the BOARD may be filled by the BOARD with the appointment of a MEMBER's representative for the balance of the term.

Section 6. Election. Elections are scheduled yearly to fill vacant positions for a term of office covering the next three (3) fiscal years. Each MEMBER is allowed one (1) vote. Elections results will be announced at the last Meeting of Members of the fiscal year. Directors shall take office at the next Board meeting immediately following their election.

Section 7. Regular Meetings. Board meetings are held monthly, twelve (12) times each year. The BOARD may provide by resolution the time, date, and place for the holding of regular meetings of the BOARD without other notice than such resolution.

Section 8. Special Meetings. Special meetings of the BOARD may be called by, or at the request of, the President or upon a written request to the Secretary, by a majority of the MEMBERS of the BOARD. Notice of any special meeting of the BOARD shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such

meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 9. Quorum. The lesser of: (i) a simple majority of the BOARD including at least two (2) officers of the BOARD, or (ii) a minimum of five (5) Directors including at least two (2) officers of the BOARD, shall constitute a quorum for the transaction of business at any duly called meeting of the BOARD. When less than a quorum is present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

Section 10. Manner of Acting. The act of a majority of the directors at a duly called meeting at which a quorum is present shall be the act of the BOARD, unless the act of a greater number is required by law.

Section 11. Action by Written Consent. Any action requiring a vote of the BOARD may be taken without a meeting if consent in writing, setting forth the action taken, is signed by a majority of the Directors entitled to vote with respect to the subject matter thereof.

Section 12. Meeting by Conference Call. Any action to be taken at a meeting of the BOARD or any committee thereof may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.

Section 13. Resignation or Removal. Any Director may resign at any time by giving written notice to the President. In addition, any Director may be removed by a two-thirds (2/3) vote of the MEMBERS entitled to elect such Director, or a two-thirds (2/3) majority of the Full Board of Directors; whenever, in their judgment, the best interests of TUG would be served by such removal.

Section 14. Vacancies. Any vacancy occurring on the BOARD for any reason may be filled by a majority vote of the remaining Directors for the unexpired portion of the term.

Section 15. Compensation. Directors, as such, shall not receive any remuneration for their services as Directors; however, they may receive reimbursement for reasonable expenses incurred in the performance of their duties. In addition, the BOARD may, by resolution, occasionally authorize an honorarium to be paid to an individual Director for special circumstances deemed to be in the best interest of TUG. Directors must recuse themselves from discussion and voting on such matters where they would be beneficiaries of such actions.

ARTICLE VI OFFICERS

Section 1. Officers. The officers of TUG shall be: a President, one or two Vice President(s), a Secretary, a Treasurer, an Immediate Past President and such other officers as may be elected in accordance with the provisions of this Article. The BOARD may elect or appoint such other officers as it shall deem necessary, who shall have the authority to perform such duties as may be prescribed from time to time by the BOARD. Such officers shall have the

authority to perform the duties set forth below and as prescribed by the BOARD. No two (2) offices may be held simultaneously by the same person.

Section 2. Election and Term of Office. The President, Vice President(s), Secretary and Treasurer shall be elected annually by and from amongst the BOARD. These officers shall serve a one (1) year term in office or until a successor has been duly elected, qualified and takes office. An officer (except Immediate Past President) may serve any number of consecutive terms in a given office. The Officers shall take office immediately upon their election.

Section 3. Removal. Any officer elected or appointed by the BOARD may be removed by a 2/3 majority of the full Board of Directors, whenever in its judgment the best interests of TUG would be served thereby. But such removal shall be without prejudice.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the BOARD for the remainder of the term.

Section 5. President. The President shall be the principal elected officer of TUG and shall in general direct all of the business and affairs of TUG. The President (or his/her designee) shall preside at all meetings of the BOARD. The President may appoint, with the consent of the BOARD, standing committees, ad-hoc committees, advisory committees, and their respective chairpersons. The President shall be an ex-officio member of all committees and may sign, with another proper officer of TUG authorized by the BOARD, any deeds, mortgages, bonds, contracts, or other instruments which the BOARD has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the BOARD or by these Bylaws or by statute to some other officer or agent of TUG; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the BOARD from time to time.

Section 6. Vice President(s). In the absence of the President or in the event of his or her inability or refusal to act, a Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. A Vice President shall perform such other duties as from time to time may be assigned by the President or by the BOARD.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the voting MEMBERS and of the BOARD in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of TUG's records; keep a register of the post office address of each MEMBER which shall be furnished to the Secretary by such MEMBER; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the BOARD. The ministerial duties of the Secretary may be assigned, in whole or in part, to the Executive Director, or his or her designee(s).

Section 8. Treasurer. The Treasurer shall be the principal accounting and financial officer of TUG and shall have charge of and be responsible for the maintenance of adequate books of account for TUG; shall have charge and custody of all funds and securities of TUG, and

be responsible therefore, and for the receipt and disbursement thereof; shall deposit all funds and securities of TUG in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws. The duties of the Treasurer may be assigned by the BOARD in whole or in part to the Executive Director, or his or her designee(s).

Section 9. Immediate Past President. The Immediate Past President shall have such duties as from time to time may be assigned by the President or the BOARD.

ARTICLE VII EXECUTIVE DIRECTOR AND IBM LIAISON

Section 1. Executive Director. The administrative and day-to-day operation of TUG shall be the responsibility of the chief staff executive or firm contracted or appointed by, and responsible to, the BOARD. The chief staff executive or, in the case of a firm, chief staff executive retained by the firm, shall have the title "Executive Director" (or such other title as may be determined by the BOARD from time to time). The Executive Director shall have the authority to execute contracts on behalf of TUG and as approved by the BOARD. The Executive Director may carry out other duties as may be specified by the BOARD. The Executive Director or firm, with the approval of the BOARD, shall employ and may terminate the employment of members of the staff as necessary to carry out the work of TUG. Additional duties and compensation for the Executive Director, not inconsistent with these Bylaws, shall be prescribed by the BOARD, or its designee(s). The Executive Director may attend and participate in all meetings of TUG's BOARD, Executive Committee and other committees except those held in camera or as otherwise provided by these Bylaws.

Section 2. IBM Liaison. The IBM Liaison, who shall be appointed by IBM and approved by the BOARD, shall be the principal IBM representative to TUG. The IBM Liaison may attend and participate in all meetings of TUG's BOARD, Executive Committee and other committees except those held in camera.

ARTICLE VIII COMMITTEES

Section 1. Committees and Councils

(a) Executive Committee

(1) **Composition.** The Executive Committee shall consist of the President, Vice President(s), Secretary, Treasurer, and Immediate Past President. The Executive Director and IBM Liaison may be invited to attend and participate in all meetings of the Executive Committee, except those held in executive session. Other Directors may be requested to attend Executive Committee Meetings as required. The President shall serve as the chair of the Executive Committee.

(2) **Authority.** The Executive Committee shall have the authority to perform the business and functions of TUG between meetings of the BOARD (except as otherwise set forth in these Bylaws) reporting to the BOARD any action taken; but the

delegation of authority to the Executive Committee shall not operate to relieve the BOARD or any individual officer or Director of the BOARD of any responsibility imposed by law.

(3) Meetings and Voting. The Executive Committee shall meet in person or by conference call upon the request of the Chair or a majority of the Executive Committee. Each committee member shall have one (1) vote. Three (3) members of the Executive Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Committee. The act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the Executive Committee.

(4) Meeting by Conference Call. Any action to be taken at a meeting of the Executive Committee may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.

(b) **Standing Committees**

Various standing committees may be established by the President, with the consent of the BOARD, to support the purposes of TUG. The action establishing standing committees shall set forth the committee's purpose and composition, and required qualifications for membership on the committee. A majority of all members of committees having the authority of the BOARD must be Directors of the BOARD.

(1) Quorum and Manner of Acting. At all meetings of any standing committee, a majority of the members thereof shall constitute a quorum for the transaction of business unless otherwise set forth herein. A consensus of the committee, or majority vote by committee members present and voting at a meeting at which a quorum is present shall be required for any action.

(2) Term. Standing committee members shall serve a one (1) year term in office, however the term may be renewed at the discretion of the President and the Board.

(3) Chair. The President shall appoint one (1) member of each standing committee to serve as the chairperson thereof.

(4) Committee Vacancies. Except as otherwise provided herein, vacancies in the membership of a standing committee shall be filled by appointments made in the same manner as the original appointments to that committee.

(5) Policies and Procedures. The BOARD shall develop and approve policies and procedures for the operating of all standing committees. All standing committees shall report to the BOARD.

Section 2. Advisory/Ad Hoc Committees and Task Forces. The President, with the consent of the BOARD, may appoint such advisory or ad hoc committees or task forces as are necessary or appropriate to support the purposes of TUG. An ad hoc committee created by

the President shall terminate after three (3) years from the date of its creation, unless renewed by the BOARD. A task force created by the President shall terminate after one (1) year from the date of its creation, unless renewed by the BOARD. Ad hoc committees and task forces may be established for longer periods with the approval of the BOARD. The action establishing such a committee or task force shall set forth the committee's or task force's purpose and composition.

(a) **Quorum and Manner of Acting.** At all meetings of any advisory or ad hoc committee or task force, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by committee or task force members present and voting at a meeting at which a quorum is present shall be required for any action.

(b) **Chair.** The President shall appoint one (1) member of each advisory or ad hoc committee or task force to serve as the chairperson thereof.

(c) **Committee/Task Force Vacancies.** Except as otherwise provided herein, vacancies in the membership of a committee or task force shall be filled by appointments made in the same manner as the original appointments to that committee.

(d) **Policies and Procedures.** The BOARD shall develop and approve general policies and procedures for the operating of all committees and task forces. All committees and task forces shall report to the BOARD.

ARTICLE IX CHAPTERS

Section 1. Charter. The BOARD may authorize the establishment of chapters which shall (i) be organized and operated in accordance with the rules and policies adopted by the BOARD of TUG; (ii) fulfill criteria for affiliation established from time to time by the BOARD, (iii) enter into a chapter agreement with TUG, and (iv) be issued a charter. Chapter members must be MEMBERS of TUG.

Section 2. Revocation. Charters for the operation of Chapters may be revoked any time and in such manner and after such investigation as the BOARD may deem necessary. Upon revocation of a Chapter's charter, the Chapter immediately shall remit all of its funds and records to the Treasurer and Secretary of TUG.

Section 3. Name. No Chapter or entity shall use the name of TUG in any manner whatsoever unless duly authorized to do so by TUG pursuant to the terms of a written agreement.

Section 4. Organization. Each Chapter shall have an Operating Council, officers and bylaws in such form as may be approved by the TUG BOARD.

Section 5. Meetings. Each Chapter may hold such meetings as it deems appropriate.

ARTICLE X FINANCES

Section 1. Contracts. The BOARD may authorize any Officer or Officers, agent or agents of TUG, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of TUG and such authority may be general or confined to specific instances.

Section 2. Cheques, Drafts, Etc. All cheques, drafts, and orders for the payment of money shall be signed in the name of TUG and shall be countersigned by such Officers or agents as the BOARD shall from time to time designate for that purpose.

Section 3. Deposits. All funds of TUG shall be deposited to the credit of TUG in such banks, trust companies or other depositories as the BOARD may select.

Section 4. Bonding. The BOARD may provide for the bonding of such Officers and employees of TUG as it may from time to time determine.

Section 5. Books and Records. TUG shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its MEMBERS, BOARD, and committees having any of the authority of the BOARD, and shall keep at the principal office (or other suitable location as determined by the Board) a record giving the names and address of the MEMBERS entitled to vote.

Section 6. Fiscal Year. The fiscal year of TUG shall commence on September 1st of each calendar year. This date may be amended from time to time by the BOARD.

ARTICLE XI CODE OF ETHICS

Section 1. Confidentiality. Any information concerning the business of MEMBER companies or individuals shall be held in professional confidence and not used in any unethical manner.

Section 2. Employment. Offers of employment are not to be made at any time during TUG meetings.

Section 3. Solicitation. There shall be no vendor initiated sales contacts with attendees during TUG meetings, except at venues sanctioned by the BOARD (e.g., vendors' showcase booths). Sales notices or vendor displays of any type are not to be placed on bulletin boards, left on tables, or made publicly available during TUG meetings unless prior approval is given by the BOARD.

Section 4. Roster. Any Membership list belonging to TUG to which a MEMBER is privy is solely for the convenience of the MEMBER acting on behalf of TUG and is not to be copied or redistributed in any manner.

Section 5. Advertising. Advertisements must have quality, be of benefit and be consistent with the purposes of TUG. All advertisements must be approved by an Officer of TUG or the TUG designee in charge of TUG's publications.

Section 6. Determination. The BOARD reserves the right to determine if any behaviour, activity or advertisement violates the Code of Ethics or is not in keeping with the purpose of TUG.

ARTICLE XII WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of TUG's Articles of Incorporation or Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII INDEMNIFICATION

TUG shall indemnify all past and present Officers, Directors, employees, committee, and council members, and all other volunteers of TUG to the full extent permitted by the Act and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined from time to time by the BOARD.

ARTICLE XIV DISSOLUTION

All MEMBERS of TUG shall be deemed to have expressly agreed, upon dissolution or conclusion of the affairs of TUG, to the distribution of all of its assets according to the decisions arrived at during a Meeting of MEMBERS duly constituted for that purpose. In the event of the dissolution of TUG, the BOARD shall, after paying or making provision for the payment of all of the liabilities of TUG, distribute all of the remaining assets of TUG (except any assets held by TUG upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of TUG.

ARTICLE XV AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the entire BOARD; provided, however, notice of any proposed bylaw amendment must be provided to the voting members at least thirty (30) days prior to the later to occur of the following: (i) approval of such amendment by the Board; or (ii) the effective date of such amendment.

ARTICLE XVI ELECTRONIC COMMUNICATION

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.