CONSTITUTION (BYLAWS) OF THE UNITED NETWORK EQUIPMENT DEALERS ASSOCIATION (UNEDA)

ARTICLE I
Nomenclature

The name of this trade association shall be United Network Equipment Dealer Association, commonly referred to as "UNEDA" or the "Association". Individual business enterprises that exist as a person, partnership, corporation or any other legally organized entity and that trade in networking equipment are referred to as Members or Dealers. The term "Members", as used in these Bylaws, shall include all Voting Members, Non-Voting Members and Support Industry Affiliate Members. Only Voting Members shall be considered "members" for purposes of the Nebraska Nonprofit Corporation Act.

ARTICLE II
Purpose

UNEDA is an international trade association whose purpose is to promote and assist:
1. Trading standards used between UNEDA members
2. Trading standards used between UNEDA members and their customers
3. Original Equipment Manufacturer (OEM) relations
4. Government relations
5. Other missions as decided by the UNEDA Board of Directors

ARTICLE III
Legal Organization and Addresses

Section 1. Legal Status
Although the Association is international in scope, it shall be maintained as a non-profit American corporation, incorporated in the State of Nebraska, with IRC 501(c)(6) tax status.

Section 2. Office Internet Addresses
The official web address for UNEDA is www.uneda.com and the official general email address is info@uneda.com

ARTICLE IV
Members

Section 1. Voting Members
A Voting member of UNEDA shall have full voting rights and consist of an individual business enterprise that is duly registered and recognized by any government authority and possesses a Sales or VAT tax identification number by the same government authority. Each Voting member must appoint an Authorized Primary and may also appoint an Auxiliary Delegate for purposes of voting on Association motions and elections (such Authorized Primary and Auxiliary Delegates are collectively referred to herein as "Authorized Delegates"). Authorized Delegates must be registered with the Secretary of the Association. The Association shall recognize the Auxiliary Delegate in the event that the Primary Delegate is not in attendance at an Association Meeting. Voting members pay full Association Dues as set by the Board of Directors.

Section 2. Non-Voting Members
A Non-Voting member of UNEDA shall consist of an individual business enterprise that is duly registered and recognized by any government authority and possesses a Sales and VAT tax identification number by the same government authority. Non-Voting members have the same privileges as Voting members but have no voting rights and are not considered "members" as defined under the Nebraska Nonprofit Corporation Act. Non-Voting members pay reduced Association dues as set by the Board of Directors.

Section 3. Support Industry Affiliate Members
A Support Industry Affiliate member of UNEDA shall consist of an individual business enterprise. These members have no voting rights. Their privileges and dues are set by the Board of Directors.

Section 4. Membership Application
All prospective Association members are to submit a standard application to the Membership Committee. The Board of Directors shall consider the prospective member's application after vetting by the Membership Committee at its next scheduled membership meeting. The Membership Committee may accept or reject any prospective member at its sole and absolute discretion. If a company is denied membership, they may reapply in 1 full calendar year. All new Members will be subject to a 1 year probation period to ensure the Member company has remained in good standing with the Association. New Voting Members will have full voting rights during the probation period and new non-voting Members will have all non-voting privileges, but membership may be rescinded by the Board of Directors (and such recission is not subject to the termination procedure set forth below under Section 10) if conduct is not in line with the Association.
A. After acceptance to UNEDA, should any of the following changes take place the member must notify the Membership Committee and re-apply to UNEDA: change in ownership of the company, change in government tax or VAT ID, change of UNEDA contact or change in company name. The Membership Committee may waive the requirement for a reapplication at its sole and absolute discretion.

Section 5. Association Rules
All members are expected to fully obey all lawfully enacted rules of the Association. All members are expected to pay the Association dues according to their membership classification.

Section 6. Subject to Government Laws
All members are expected to fully obey all local, state and federal laws to which they lawfully subject to.

Section 7. Loss of Good Standing Status
A member must be in good standing at all times in order to exercise rights and privileges of membership, including the right to vote (for Voting Members). Failure to pay any sum to the Association, on or before the date when due, shall automatically cause the loss of good standing for the Member. The Association shall promptly notify all Members, by any reasonable means, if a member has lost its good standing. If any amounts due to the Association by a Member are not paid within thirty (30) days of the date on which such Member has lost good standing, such Member may be terminated from the Association.

Section 8. Restoration of Good Standing
If a Member is no longer in good standing only because of non-payment of monies due the Association, the Member's good standing status shall be automatically restored, retroactively, if the Member pays all sums due the Association, including any late fees, within thirty (30) days from the due date of the earliest amount owed to the Association.

Section 9. Suspension

Upon a majority vote by the Board of Directors, or the Voting members in special circumstances, a Member may be suspended from UNEDA activities, including but not limited to, the UNEDA Lists and Platform and Conferences for (a) a violation of Association rules, (b) unethical or alleged illegal practices, (c) conduct inconsistent with the purposes of the Association, or (d) such other situation that could cause harm to the membership at large, as determined by the Board of Directors at their sole and absolute discretion. The Board of Directors will gather information pertinent to the cause of suspension through written and oral means of communication with the member within 5 business days of the notice to the Member. To the extent reasonably practicable, the Board of Directors will give notice to the Member and provide the Member an opportunity to be heard, orally or in writing, prior to the effective date of the suspension, provided that the Board reserves the right to make the suspension effective immediately as it deems necessary and in the best interest of the Association and its other Members. Suspensions can be renewed at the 15 day mark if information is still being gathered; this would be accomplished by another majority vote of the Board of Directors.

Section 10. Termination

Terminations shall not occur until the Member has been given a hearing to explain the circumstances of the issue. The Member will have up to 15 days to schedule the hearing after having been notified by the Board of Directors that a termination of membership is pending, said notice to include the reason for the termination. Termination notice can be given at any time, including during any period of suspension pursuant to Section 9 above. Any written notice of termination provided to a Voting Member by mail must be given by first-class or certified mail sent to the last-known address of the Voting Member shown on the Association's records, or by any other means permitted under the Nebraska Nonprofit Corporation Act, as amended. The Member shall have the opportunity to be heard orally or in writing at the hearing. A termination vote by the Board of Directors shall not occur earlier than 5 days after said hearing.

Section 11. Reinstatement

Upon written request by a former Member that is within 6 months of termination due to non-payment of dues, the Board of Directors may reinstate a former Member to membership upon payment of the reinstatement fee, if any, (plus all amounts due to the Association if the membership was terminated for non-payment of amounts due to the Association) according to the reinstatement fee schedule set by the Board of Directors and on such other terms as the Board of Directors may deem appropriate. After the 6 month grace period, reinstatement requests must go through the membership committee.

ARTICLE V

Association Meetings and Voting

All UNEDA meetings are limited to member companies in good standing, their representatives, and those designated by the Board of Directors

Section 1. Regularly Scheduled Annual Meeting

Annual meetings of Members of UNEDA shall be held at least once per year, at a time and date chosen by the Board of Directors. At the annual meeting, the President and Treasurer shall report on the activities and financial condition of the Association and the Members may consider and act upon such other matters as may be raised, consistent with the notice requirements set forth in the Bylaws and the Nebraska Nonprofit Corporation Act. Notice shall be given to all Members at least 30 days in advance of the meeting. All Authorized Delegates and other individuals from Member organizations shall be invited to attend. Authorized Delegates may attend any Annual Meeting through any means of communication by which all attendees participating may simultaneously hear each other during the meeting.

Section 2. Special Meetings

Special full Association meetings may be called by the President or by request of at least a majority of the Board or by at least 5 percent of all UNEDA Voting Members of the Association (upon which Voting Member request shall include a written demand describing the purpose or purposes for which the meeting is to be held). Special meetings must be announced by the Board of Directors to all Members via any reasonable means no fewer than 10 days or more than 60 days in advance. Notice of a special meeting must include a description of the matter or matters for which the meeting is called. Meetings will be announced via email, UNEDA List Posts and Platform Notification. All meetings will be posted on the association calendar, to be kept on the association website.

Section 3. Online Meetings

Special meetings may be held by online or electronic means of communication, so long as all Voting members participating may simultaneously hear each other during the meeting, and a Voting member participating in an online or electronic meeting is deemed to be “present” at the meeting. Such special online or electronic meetings shall be subject to the same notice, announcement and other requirements applicable to all special meetings as set forth under Section 2 above.

Section 4. Quorum and Manner of Action

Forty percent (40%) of the outstanding votes entitled to be cast by Voting Members, represented in person or by proxy, shall constitute a quorum at a meeting of Members, in either a regular or online/electronic Association meeting. Except as otherwise proved by statute or these Bylaws, the vote of a majority of the Voting Members present at a meeting at the time of a vote, if a quorum is present at such time, shall be the act of the Voting Members. At any meeting of the Members, each Voting Member present, in person or by proxy, shall be entitled to one (1) vote.

Section 5. Delegate Proxy for Quorum and Voting
At all meetings of the Members, each Voting Member may vote through a single Authorized Delegate or by proxy executed in writing by an Authorized Delegate or his/her duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Association, through the Executive Administrator (herein referred to as the Administrator), before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. The Administrator or authorized Officer will set up all votes or elections and pass results to the Board of Directors.

Section 6. Action without a meeting by written ballot
Any action required or permitted to be taken by the Voting Members at a meeting, may be taken without a meeting by written ballot pursuant to the provisions of Section 21-1958 of the Nebraska Nonprofit Corporation Act. Such ballots shall be delivered to all Voting Members and shall set forth each proposed action and provide an opportunity to vote for or against such 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 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. All solicitations for votes by written ballot shall: (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, (3) specify the time by which a ballot must be received by the Association in order to be counted, and (4) may not be revoked. Such ballots may be delivered and cast by electronic means. The Administrator and authorized Officer will set up all votes or elections to be taken by ballot pursuant to this Section 6 and pass results to the Board of Directors.

Section 7. Actions requiring approval by Voting Members
In addition to the election of the Board of Directors in accordance with Article VI and any other action requiring member approval under the Nebraska Nonprofit Corporation Act or elsewhere in the Bylaws, the following actions may not be taken without the approval of the Voting Members:
A. Any amendment of the Articles of Incorporation in accordance with Section 21-19, 107 of the Nebraska Nonprofit Corporation Act.
B. Any amendment to these Bylaws, in accordance with Article XIII
C. Approval of a plan of merger, in accordance with Section 21-19, 121 of the Nebraska Nonprofit Corporation Act.
D. The sale, lease, exchange or other disposal of all or substantially all of the property of the Association, in accordance with Section 21-19, 126 of the Nebraska Nonprofit Corporation Act.
E. Voluntary dissolution of the Association, in accordance with Section 21-19, 130 of the Nebraska Nonprofit Act.
Notice of any meeting at which the Voting Members will be asked to approve any of the above-listed matters must include a description of such matter and must be provided to all Voting Members no few than thirty (30) days (or 10 days, if mailed by first-class or registered mail) nor more than 60 days before the meeting date.

Section 8. Voting Lists
After fixing a record date for notice of a meeting of Members, the Administrator shall make accessible to members that request it, a complete record of the Voting Members entitled to vote at such meeting and their Authorized Delegate. The list shall be sent direct to any requesting member and shall be subject to request by any Member, beginning two (2) business days after notice is giving of the meeting of Members.

ARTICLE VI
Board of Directors

Section 1. Board of Directors Powers
The Board of Directors shall manage the property, affairs and activities of the Association. The Board of Directors shall have the power to establish dues and assessments, determine the proper disbursement of Association funds, interpret the meaning of the Constitution, make statements of policy, positions and exercise any authority necessary for the direction, supervision or control of the Association. The Board of Directors approves all committee members.

Section 2. Number, Tenure and Election
The Board of Directors (herein referred to as "the Board") shall consist of 12 individuals who serve a 2 year term. The Articles of Incorporation filed with the State of Nebraska state that we must have between 3-12 directors. Every year, six Board seats shall stand for election by the Authorized Delegates of the Voting Members of the Association. For the very first election, twelve Directors shall be elected (and up to twelve votes may be cast by the Delegates) and six seats will carry a one year term and six seats will carry a two year term. Dates, times and voting methods for the election are to be determined by the Board. Each Authorized Delegate may vote for up to six candidates in an election (other than the first election, in which Authorized Delegates may vote for up to twelve candidates). The candidates with the most votes shall fill the vacancies on the Board. Board members shall assume office immediately upon the official announcement of the vote results. Members shall not have cumulative voting rights with respect to voting for Directors.

Section 3. Nominations of Board Candidates
Four weeks prior to a scheduled election for Board members, the Administrator and/or Secretary shall request and accept nominations for Board candidates from Members of the Association. Nominations shall close two weeks before the scheduled election date. Board candidates can be from the same member company if said candidates are in different divisions or geographic locations, with current Board approval. For example, network/server or US/EU etc.

Section 4. Board Meetings
A. The Board shall hold regular monthly meetings whose time and place shall be published to all UNEDA Members and Board Members at least two days in advance, via the association calendar held on the website. The notice shall specify which parts of the meeting are open to Members and which parts are closed to Members, and Members shall not have the right to attend closed parts of meetings. Any Member of the Association must be able to attend open portions of the meeting and may speak to the Board when they are invited by the Board to speak. Meetings may be in person or via other means of communication by which all participants in the meeting may simultaneously hear each other during the meeting. Notes of the open session of the Board Meetings must be posted to all Association Members via the website no later than five days following the meeting.
B. Special Board meetings may be called by the President, or by the request of at least one third of the Board of Directors. At least 2 days notice shall be given of the meeting.
C. A majority of the members of the Board of Directors shall constitute a quorum.
D. All current Board members should make every effort to personally attend the Regularly Scheduled Annual Meeting.
E. Executive and/or Closed Meetings - the UNEDA Board of Directors may, from time to time, discuss sensitive information which Is not appropriate to be heard in an 'open' meeting. In these cases, the Board may choose to hold an Executive Session which limits access to the meeting.

Section 5. Removal
Board members may be removed from the Board by a vote of the Voting Members at a special meeting of the Members called for such purpose or by written ballot without a meeting. In order to approve a removal of a Director, the number of votes that would have been required to elect such Director must be cast in favor of such removal.

Section 6. Compensation
Directors and Officers shall receive no compensation for their duties but may be reimbursed for their actual and reasonable travel expenses incurred in the performance of their duties, including attendance at the regularly scheduled Annual Meeting. Each Director is allotted a budgeted amount per calendar year for flight expense reimbursements. All expenses must be approved by the Board of Directors and published to the Members of the Association, via the financials on the website.

Section 7. Indemnification
The Association shall, to the fullest extent permitted by law, indemnify and hold harmless each officer, director, committee member, administrator and employee of the Association from and against any and all liabilities, costs and expenses (including attorneys' fees and expenses) reasonably incurred by him or her or on his or her behalf in connection with any legal action or proceeding to which he or she may be a party by reason of his or her being or having been an officer, director, committee member, administrator or employee of the Association, or by reason of any action alleged to have been taken or omitted by him or her in such capacity. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any, agreement, vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be an officer, director, committee member, administrator or employee of the Association, and shall inure to the benefit of the heirs, executors, administrators, beneficiaries, and other successors in interest or obligation of such person.

ARTICLE VII
Officers

Section 1. Officers
The officers of this Association shall be a President, Vice-President, Secretary and Treasurer. The officers of the Association are also officers of the Board.

Section 2. Election of Officers
All officers must already be elected to the Board of Directors. The officers shall be elected after the annual election of Board Members. In the event there is only one candidate for an office, that officer position shall be elected by the Board of Directors. If there is more than one candidate for an office, that officer position shall be elected by the Voting Delegates, with the candidate receiving the highest number of votes elected to the position.

Section 3. Term of Office
Officers shall serve for a term of 2 years or until their successors are installed in their office. No officer shall serve more than 2 terms in the same office. A waiver to Article VII, Section 3 can be granted with approval of the Voting Members in accordance with Article V, Section 4 and 6.
For the next Officer election in 2023, two of the Officers will carry a 1 year term and the remaining two Officers will carry a 2 year term. This ensures that all 4 Officer positions do not roll over simultaneously. Thereafter, all Officer positions will serve 2 year terms as referenced.

Section 4. Removal
Any officer of the Association may be removed from office by a two thirds majority of the Board or by a simple majority of the Association Delegates.

Section 5. Vacancy in Office
Vacancies of any Director or officer may be filled by the affirmative vote of a majority of the remaining Directors. A director elected to fill a vacancy shall be elected for the unexpired term of their predecessor. It is at the Board's discretion to name a successor or to wait for the next election to fill the vacancy.

Section 6. Duties
A. The President shall:
1. Be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Association. The President shall, when present, preside at all meetings of the Association and of the Board of Directors.
2. Appoint chairmen of committees
3. Fulfill such other duties as may be assigned by the full Association and/or the Board

B. The Vice-President shall:
1. Perform the duties of the President in the absence of or at the request of the President.
2. Fill the unexpired term if a vacancy occurs in the office of President.
3. Fulfill such other duties as may be assigned by the association or the Board of Directors.

C. The Secretary shall:
1. Work in tandem with the Administrator to ensure the following is completed in a timely manner
2. Prepare the minutes of the association annual meeting. Secretary shall record the minutes to the Association website if the Administrator is not available.
3. Be custodian of all documents, including this constitution, special orders, and standing rules as recorded in the Board Policy Manual. Ensure all Official documents are to be posted to the Association web site, including this constitution, code of ethics, code of conduct and standing rules. All document repository shall be held in a password protected cloud application.
4. Conduct correspondence as directed by the Association, the Board of Directors, or the President
5. Approve the sending of a notice of the meeting to each association member, which includes a copy of the previous association meeting minutes.
6. Fulfill such other duties as may be assigned by the Association or the Board of Directors.
7. Ensure members are following all List and Platform rules
8. Works in tandem with the Administrator to post any sanctions imposed by the Board of Directors

D. The Treasurer shall:

1. Be custodian of all funds, disbursing them in conjunction with the President and within the adopted budget
2. Ensure dues are collected from all UNEDA members, working in tandem with the Administrator.
3. Present a financial statement at each Association meeting and Board Meeting and post the current financial statement on the Association web site.
4. Fulfill such other duties as may be assigned by the Association or the Board of Directors.

ARTICLE VIII
Executive Administrator

The Board of Directors has the ability to hire or engage an Executive Administrator, either as an employee or an independent contractor to help facilitate the Board's needs and activities. The Executive Administrator shall perform the below activities, as well as other requests by the Board. This position has no voting powers and authority beyond what the Board of Directors has tasked it to administratively complete. This position reports directly to the President.

1. Attend and, as delegated by the Secretary, record all Director and committee meetings
2. Post recorded minutes to the association website
3. Ensure association document repository on the cloud is current
4. Transaction upkeep within Quickbooks, to include monthly reconciliation and financial statement preparation. Also work with accounting firm on yearly 990 form preparation
5. Prepare annual and quarterly member invoices and send to members. Communicate payment deadlines, deposit and ensure all payment are applied
6. Prepare monthly bills for the Treasurer and President to pay
7. Research and preparation of US and European conference location, preparation of conference materials, preparation of conference application and main liaison with hotel
8. Member liaison for adding/deleting company employees from UNEDA Lists and Platform
9. Member of all committees to record notes, monitor projects and complete any tasks needed
10. Work in tandem with sub-associations that we are a part of and keep the Board updated on new issues
11. Website, newsletter and platform updates and liaison with IT with any new projects
12. Other duties as assigned by the Board of Directors

ARTICLE IX
Committees

The Board of Directors shall have full power to constitute such committees as it deems necessary or desirable to advise or assist it in the transaction of the business of the Association, including without limitation those committees expressly set forth herein. Each committee shall include two or more Directors who serve at the pleasure of the Board of Directors. Each such committee shall have only that authority and responsibility which is expressly delegated to it under these Bylaws and by the Board of Directors at the time the committee is organized or from time to time thereafter.

Section 1. Standing Committees
Executive Committee
Finance Committee
Conference Committee
Dispute Resolution Committee (DRC)
Government Committee
Membership Committee
Technical Committee
Technical sub-committees:
Counterfeit Committee
Smart License Committee

Section 2. Composition
Members of all standing committees shall be appointed by the Board and the President shall appoint the Chairperson of each committee

Section 3. Duties
All Committee Chairmen are to send monthly reports to the Administrator and President. In addition, the Board may request that one or more members of the various committees be in attendance at the monthly Board meeting.

A. The Technical Committee shall maintain the official trading board of the Association. This committee is responsible for admitting and removal trading members as directed by the Board and keeping reasonable order on the UNEDA Lists and Platform
B. The Conference Committee is responsible for planning and overseeing all details of the Annual Member Meeting. Locations, times and dates are recommended by this committee and approved by the Board.
C. The Executive Committee works jointly with the Association Administrator or Secretary and they are responsible for publishing all Association information to the Association Members, conducting online meetings and running electronic voting of the full Association, and managing all other forms of electronic communications for the Association.
D. The Dispute Resolution Committee is responsible to enforce the Board's Code of Ethics policies. This committee may also become involved with mediation of disputes between an Association Member and their customers upon request. The committee reports findings to the Board of Directors and only the Board of Directors may impose sanctions.
E. The Government Committee is concerned with government relations and lobbying of the various governments wherever Association Members operate or conduct business.
F. The Membership Committee is responsible for accepting applications of membership and reporting to the Board.
G. The Finance Committee is responsible for assisting the office of the Treasurer.

Section 4. Other Committees; Ex-Officio Membership
Such other committees, standing or special, shall be created as the Board shall from time to time deem necessary to carry on the work of the Association. The members of such committees shall be appointed by the Board and the President shall choose the Chairperson of each committee. The President shall be a member of all committees.

ARTICLE X
Finances

Section 1. Fiscal Year
The fiscal year of the Association shall be determined by the Board.

Section 2. Contracts
The President shall be authorized to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Association with Board approval. Such authority is granted on a case by case basis.

Section 3. Checks and Drafts
All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness, including online bank payments, issued in the name of the Association shall be signed, or otherwise authorized, by two of these three officers: the Treasurer, President or Vice President.

Section 4. Deposits
All funds of the Association shall be deposited to credit of the Association in such banks, trust companies, or other depositories as the Board may select.

Section 5. Financial Statements of the Association
The Treasurer shall provide industry standard, monthly financial statements to Board and shall publish the statement to the Association website.

Section 6. Annual Budget
the Board shall establish an Annual Budget and it must be approved by a majority of the Authorized Delegates. After approval of the Annual Budget, the Authorized Delegates must approve any non-budget item that would exceed $25,000.

Section 7. Certified Public Accountants
The Board shall hire a Certified Public Accounting (CPA) firm to handle the State and Federal tax reporting responsibilities. From time to time the Board may request a financial audit of the Association finances by the CPA firm.

ARTICLE XI
Duration and Dissolution

The duration of the Association shall be perpetual, except that it may be dissolved by two thirds of the votes cast by the Authorized Delegates or a majority of the voting power, whichever is less, in accordance with Section 21-19, 130 of the Nebraska Nonprofit Corporation Act, as amended. In the event of dissolution of this Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association by distributing such assets to such organization or organizations organized and operated for purposes similar to the exempt purpose of the Association, as the Board of Directors shall determine, in accordance with the Articles of Incorporation of the Association and the Plan of Dissolution approved by the Voting Members.

ARTICLE XII
Amendments

These Bylaws may be amended by approval of a majority vote of the Board of Directors and approval of the Authorized Delegates by 51% of the total voting power, provided that notice of any Member meeting at which an amendment will be approved must (1) contain or be accompanied by a copy or summary of the amendment and (2) be provided by reasonable delivery method to all Authorized Delegates of Voting Members at least 30 days (or if mailed by first class, registered mail or email, then at least 10 days) but not more than 60 days before the meeting. If an amendment will be approved by the Members by written ballot without a meeting, the ballot shall be accompanied by a copy or summary of the amendment and shall otherwise comply with Article V, Section 6 of these Bylaws. The Administrator shall also publish proposed amendments to the UNEDA website upon receipt of the proposals.

If an emergency situation arises, and if authorized by the Association's Articles of Incorporation, an Amendment to an Article in these Bylaws can be approved by a unanimous vote of the Board of Directors after consultation with legal counsel; provided that such Amendment shall be submitted to the Voting Member for ratification within sixty (60) days of such Board vote (the "Ratification Deadline"). If the Amendment is not ratified by the Voting Members by the Ratification Deadline, the Amendment shall have no further effect and as of the Ratification Deadline the Bylaws shall revert to the version in effect prior to the Amendment. This exemption does NOT include Amendments to the number of directors, the composition of the board, the term of office of the directors, or the method in which directors are elected as stated in Articles VI and VII.

_____

UNEDA Member Company: _____
Member company representative: _____
Title: _____

Signature: _____
Date: _____

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