

Agile Alliance BYLAWS



Table of Contents

BYLAWS.....	4
Article 1. Name and Governance.....	4
Article 2. Purpose.....	4
Article 3. The Board.....	4
Section 1. Number and Composition.....	4
Section 2. Qualifications.....	5
Section 3. Duties.....	5
Section 4. Term Limits.....	5
Section 5. Election of Board Members.....	5
Section 6. Compensation.....	5
Section 7. Place and Means of Meetings.....	5
Section 8. Regular Meetings.....	6
Section 9. Special Meetings.....	6
Section 11. Quorum for Board Meetings.....	6
Section 12. Majority Decision as Board Decision.....	6
Section 13. Conduct of Meetings.....	6
Section 14. Vacancies.....	7
Section 15. Non-liability.....	7
Section 16. Indemnification.....	7
Section 17. Insurance for Corporate Agents.....	7
Article 4. Officers.....	8
Section 1. Enumeration of Officers.....	8
Section 2. Selection of Officers.....	8
Section 3. Qualifications.....	8
Section 4. Removal and Resignation.....	8
Section 6. Duties of the Chair.....	8
Section 8. Duties of the Treasurer.....	9
Section 9. Surrender of Records.....	9
Article 5. Board Committees.....	9
Section 1. Nominating Committee.....	9
Section 2. Other Committees.....	9
Article 6. Administration; Managing Director.....	10
Section 1. Reporting.....	10
Section 2. Selection.....	10
Section 3. Removal and Resignation.....	10
Section 4. Limitation of Authority.....	10
Section 5. Duties of the Managing Director.....	10
Article 7. Membership.....	10
Section 2. Membership Privileges.....	11
Section 2. Obligations.....	11
Section 3. Non-Discrimination.....	11
Section 4. Dues.....	11
Section 5. Payment of Dues.....	11
Section 6. Non-liability of Members.....	11
Section 7. Termination of Membership.....	11
Section 8. Rights on Termination of Membership.....	12

Section 9. Confidential Membership Information.....	12
Article 8. Meetings of Members.....	12
Section 1. Annual Meetings.....	12
Section 2. Elections.....	12
Section 3. Membership Voting.....	12
Section 4. Number and Place of Special Member Meetings.....	12
Section 5. Special Meetings.....	12
Section 6. Notice of Meetings.....	13
Section 7. Minutes of Meetings.....	13
Article 9. Fiscal Management.....	13
Section 1. Fiscal Year.....	13
Section 2. Capital Assets.....	13
Section 4. Expense Reimbursements.....	13
Section 5. Financial Statements.....	13
Section 6. Bank Accounts.....	13
Article 10. Conflict of Interest.....	14
Section 1. Pay.....	14
Section 2. Disclosure.....	14
Section 3. Conflicts of Interest.....	14
Article 11. Amendments.....	14
Section 1. Startup Rule for Amendments.....	14
Section 2. General Rule for Amendments.....	14
Section 3. Validity.....	14
Article 12. Dissolution.....	15
Section 1. Dissolution.....	15
Section 2. Resolution.....	15
Article 13. Representation, Identification, Marks.....	15
Section 1. Representation and Authority.....	15
Section 2. Marks.....	15
Article 14. Indemnification.....	15
Appendix 1. Agile Manifesto (http://agilemanifesto.org/).....	17
Principles:.....	17

BYLAWS

Article 1. Name and Governance.

The name of this Corporation is Agile Alliance, sometimes hereafter referred to as “corporation”. Agile Alliance is an Illinois not-for-profit corporation governed by the laws of the State of Illinois.

Article 2. Purpose.

To support those who explore and apply agile values, principles and practices to make the software industry productive, humane, and sustainable in accordance with the Agile Manifesto (see Appendix 1).

The Corporation is a trade association devoted to the improvement of business conditions in the software industry. As a 501(c)(6) trade association, the Corporation may further its exempt purposes through lobbying, provided, however, any efforts made by the Corporation to encourage or discourage the passage of legislation shall be limited in scope to comply with all applicable Internal Revenue Code laws, rules, and regulations to be consistent with the preservation of its U.S. tax-exempt status.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. The corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 3. The Board.

Section 1. Number and Composition.

The Board shall have no more than ten (10) and no less than seven (7) persons who are also Members and shall include the Managing Director as a permanent voting Board member. The terms of the remaining Board positions will be three (3) years staggered beginning in the 2014 Fiscal Year as follows:

Board Group I consisting of three (3) to one (1) Directors to be elected to an initial one (1) term;

Board Group II consisting of three (3) to one (1) Directors to be elected to an initial two (2) year term; and

Board Group III consisting of three (3) to one (1) Directors to be elected to an initial three (3) year term.

Following the 2014 Fiscal Year, Board Groups I and II shall be elected to three (3) year terms in succession at the next annual Member meeting.

Section 2. Qualifications.

Any member in good standing of the Corporation may be a selected or elected to be a member of the Board.

Section 3. Duties.

It shall be the duty of the Board to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, of the Managing Director; the compensation will be reviewed annually to coincide with the Corporation's fiscal year.
- c) Supervise the Corporation's Managing Director to assure that their duties are performed properly;
- d) Meet at such times and places as required by these Bylaws;
- e) Register their addresses, e-mail addresses, and phone numbers with the Secretary of the organization, and notices of meetings mailed, e-mailed or telephoned to them at such addresses shall be valid notices thereof.

Section 4. Term Limits.

Directors may not serve more than six (6) consecutive years beginning with the 2015 board year.

Section 5. Election of Board Members.

Board Groups will be elected annually by the membership at the annual membership meeting in accordance with these Bylaws.

Section 6. Compensation.

Directors shall serve without compensation as members of the Board, except that they shall be allowed reasonable reimbursement of expenses incurred in the performance of their regular duties as determined by the Board.

Section 7. Place and Means of Meetings.

Board meetings may be located as determined by the Managing Director. Any one or more of the members of the Board may participate in a meeting by means of a telephone conference or similar communications techniques, including without limitation, video conferencing, interactive webcasting, instant messaging or other electronic transmission, that allows all persons participating in the meeting to communicate with each other at the same time, and participation in a meeting pursuant to this Section 7 shall constitute being present at such meeting.

Section 8. Regular Meetings.

There shall be at least two regular meetings of the Board each year. Notice of the time and place of the Board's regular meetings will be given by physical mail, electronic mail, or facsimile transmission to each member of the Board at least seven (7) calendar days prior to the meeting. Notice of any meeting need not be given to any member of the Board who submits a signed waiver of notice whether before or after the meeting or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 9. Special Meetings.

Special meetings of the Board may be called by the Chair, or by any two members of the Board. The person or persons authorized to call a special meeting of the Board may fix any place, date and time for holding such special meeting called by them and provided notice to all members of the Board at least ten (10) calendar days prior to the meeting, which notice will include a description of the purpose of the special meeting and shall be delivered to the Board members in the same manner provided for in Section 8 hereof.

Section 10. Informal Action.

Any action required to be taken at a meeting of the Board may be taken without a meeting if consent, setting forth the action so taken, is submitted in writing by all the members of the Board. Such resolutions and the written consent executed by each member of the Board shall be filed with the minutes of the proceedings of the Board.

Section 11. Quorum for Board Meetings.

A quorum of the Board of Directors shall consist of a majority of the Board's member being present in the manner set forth in Section 7 of this Article. Except as otherwise provided in these Bylaws or in the Articles of Incorporation, or Bylaws, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the Chair shall entertain is a motion to adjourn.

Section 12. Majority Decision as Board Decision.

Unless the Articles of Incorporation, these Bylaws, or other applicable provision of law requires a greater percentage or different voting requirements, the affirmative vote of a majority of the members of the Board of Directors present at a duly constituted meeting shall approve the matter by the Board.

Section 13. Conduct of Meetings.

Meetings of the Board shall be presided over by the Chair or another officer he or she may designate in his or her absence. Minutes of all meetings will be recorded by the Secretary or someone fulfilling the Secretary's role, such Minutes being filed after the meeting as a permanent record of Agile Alliance. Meetings may be governed by latest version of the Robert's Revised Rules of Order excepting where specifically in conflict with these Bylaws.

Any of the Corporation's members may observe, but not participate in, Board meetings. However, upon the affirmative vote of a majority of the Board may close

meetings or parts of meetings to members for the following purposes: (i) to discuss litigation when an action against or on behalf of the corporation has been filed and is pending in a court or administrative tribunal, or when the Board of Directors finds that such an action is probable or imminent; (ii) to consider information regarding appointment, employment or dismissal of an employee; or (iii) to discuss violations of rules and regulation of the corporation.

Section 14. Vacancies.

Vacancies on the Board shall exist (1) on the death, resignation or removal of any director and (2) whenever the number of authorized directors is increased.

Any Board member may resign at any time by giving written notice to the Board or managing director. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Removal of a Board member from his or her elected position for any reason or no reason may be accomplished by a two-thirds (2/3) vote of the Board, provided such Board member to be removed is given an opportunity to state his/her opposition to such removal and the members confirm such removal by an affirmative vote of two-thirds (2/3rds) of the members present and voting, in person or by proxy, at a meeting of the members called by notice stating that a purpose of the meeting is to vote upon the removal of one or more directors. Notice of these meetings shall be given at least thirty (30) days in advance

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board may be filled by approval of the Board. If the number of Board members then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Board members then in office or by a sole remaining Board member. A person elected to fill a vacancy on the Board shall hold office until the term expires or until his or her death, resignation or removal from office.

Section 15. Non-liability.

Directors, officers and committee members of the Corporation shall not be personally liable for the debts, liabilities, or other obligations of the organization.

Section 16. Indemnification.

The Board members, officers and directors of the organization shall be indemnified by the Corporation to the fullest extent permissible under the laws of Illinois.

Section 17. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the organization (including a Board member, officer, director, employee or other agent of the organization) against liabilities asserted against or incurred by the

agent in such capacity or arising out of the agent's status as such, whether or not the organization would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

Article 4. Officers.

Section 1. Enumeration of Officers.

The officers of the Agile Alliance shall be the Chair of the Board (Chair), the Secretary, and the Treasurer.

Section 2. Selection of Officers.

The officers will be elected by the Board.

Section 3. Qualifications.

Any member of the Board, except the Managing Director, may also serve as an officer of the Corporation.

Section 4. Removal and Resignation.

Officers may be removed from office by a vote of two-thirds (2/3) of the Board. Any officer may resign at any time by giving written notice to the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

It shall be the Board's responsibility to appoint a new officer to fill vacant offices within sixty (60) days a vacancy in an office is created.

The officers have no authority to make or rescind commitments for the Corporation other than as explicitly stated in their duties or otherwise authorized by the Board.

Section 6. Duties of the Chair.

Subject to the direction and control of the Board, the Chair shall be the chief executive officer of the Corporation and shall have general supervision of the Corporation's business and affairs. The Chair shall preside at all meetings of the Board. The Chair shall sign contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the Chair shall perform all duties incident to the office of a president and such other duties as are assigned to him or her by the Board from time to time.

Section 7. Duties of the Secretary.

The Secretary shall be responsible for ensuring that minutes of meetings of the Board are recorded and maintained, and to the extent minutes of meetings of committees of the Board are recorded, that such minutes are maintained; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Corporation's corporate records or appoint such person or entity as is

appropriate to act as such custodian; ensure that records are kept of the name and address of each Director and each Officer; sign with the Chair, or other Officer authorized by the Chair or the Board, contracts, or other instruments; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or the Board.

Section 8. Duties of the Treasurer.

The Treasurer shall be responsible for the safeguarding of all funds received by the Agile Alliance; see that such funds shall be kept on deposit in the name of the Agile Alliance in financial institutions, or invested in a manner approved by the Board; disburse, or cause to be disbursed, moneys of the organization as directed by the Board, keeping proper records of such disbursements. The Treasurer is also responsible for assisting in preparing the budget for the year with the Board and the Managing Director and such other duties as may be assigned to him or her by the chair or the Board.

Section 9. Surrender of Records.

Upon completion of the term of office or resignation, each Officer shall turn over to his or her successor or other Officer all records, correspondence, documents and other organization property in his or her possession.

Article 5. Board Committees

Section 1. Nominating Committee

- a) Composition. The Board shall appoint a Nominating Committee composed of three Board members selected annually by the Board. A Nominating Committee member may serve in succession no more than three (3) years.
- b) Duties
 - i) The Nominating Committee shall consider the qualifications of all candidates for the Board proposed by Board members, other members of the Corporation, or by the Nominating Committee. Names submitted for consideration of the committee shall be accompanied by a statement of qualifications and shall be received three months prior to the annual Board election.
 - ii) The Nominating Committee shall provide a statement of responsibilities and qualifications to candidates for each Board office.
- c) Report. The Nominating Committee shall submit at least one name for each Board seat to be filled. The report shall be sent with the agenda for the annual membership meeting, but no later than thirty (30) days prior to the meeting. The report shall be read at the beginning of the Annual meeting, when additional nominations may be made from the floor. No name shall be placed in nomination without the consent of the nominee.

Section 2. Other Committees

The Board may have such other committees as may from time to time be designated by resolution of the Board. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

Article 6. Administration; Managing Director.

Section 1. Reporting.

The Corporation's primary administrative position is the Managing Director. The Managing Director shall be a permanent voting member of the Board.

The Managing Director reports to the Board and is given ongoing guidance by the Corporation's Officers. All other of the Corporation's employees report to the Managing Director.

Section 2. Selection.

The Managing Director shall be appointed by a majority vote of the Board.

Section 3. Removal and Resignation.

The Managing Director may be terminated by a two-thirds (2/3) vote of the Board. The Managing Director may resign at any time by giving written notice to the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

If terminated, or in the case of resignation, it shall be the Board's responsibility to appoint a new Managing Director to fill the vacant position within one hundred twenty (120) days.

Section 4. Limitation of Authority.

The Managing Director has authority to make or rescind commitments for the Corporation and its operations as specified by the Board.

Section 5. Duties of the Managing Director.

The Managing Director shall be accountable to the Board. The Managing Director shall have general administrative and management responsibility for the Corporation's operations. The Managing Director may hire or contract with such staff as is necessary to fulfill and serve the corporation's mission and purposes, and shall supervise such staff and perform such other duties as are assigned by the Board. The Managing Director may receive reasonable compensation for the performance of services, as determined by the Board.

Article 7. Membership.

Section 1. Eligibility. Any individual or entity that supports the Corporation's mission can apply for membership. No individual or entity will be denied membership solely on the basis of race, religion, sexual orientation, age, national origin, or any other protected class of persons or organizations.

Section 2. Membership Privileges.

All Members in good standing will receive access to the Corporation's materials and stored knowledge as published on its website. Members shall be able to attend all meetings with full privileges to participate in all sessions, including working sessions. The Board shall ensure that all Members are fully and equally cognizant of Agile Alliance activities, communications, and progress in furthering the vision, mission, and goals of the Agile Alliance.

Section 2. Obligations.

Members shall support the vision, values, mission, goals, and ethical standards of the Agile Alliance, and agree to these Bylaws. Membership is contingent upon acting in such a manner.

Section 3. Non-Discrimination.

Memberships are open to all persons and organizations regardless of race, religion, color, sex, age or national origin.

Section 4. Dues.

The Board shall set the annual membership dues payable to the Corporation by Members.

Section 5. Payment of Dues.

Annual membership dues shall be set by the Board and must be paid within ninety (90) days of invoice. Unless the Board waives or reduces the amount, membership dues that remain unpaid after the payment due date, will result in membership termination.

Section 6. Non-liability of Members.

No Member will be personally liable for the Corporation's debts, liabilities, or obligations.

Section 7. Termination of Membership.

The membership of a member shall terminate upon the occurrence of any of the following events:

- a) Non-payment of membership dues;
- b) A Member resigns;
- c) Upon a vote by the Board that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Corporation;
- d) The Member being expelled shall be given, if the member so requests in writing or by email within 10 days of notice of expulsion, an opportunity to be heard, either orally or in writing, at a hearing to be held not less than thirty (30) days after the proposed expulsion. The Board will hold the hearing, which may be conducted at the Board's discretion by electronic means such as teleconferencing, video conferencing, interactive webcasting, instant

messaging or email. The notice to the Member of his or her expulsion shall state the reason for his or her expulsion.

Section 8. Rights on Termination of Membership.

Upon membership termination, all Member rights shall cease immediately.

Section 9. Confidential Membership Information.

Membership listings are confidential information of the Agile Alliance and may be released only with the approval of the Board.

Article 8. Meetings of Members

Section 1. Annual Meetings.

Annual meetings of the Corporation's membership shall be held at the time and place designated by the Board to elect the Board members and transact other business as may properly come before such meetings.

Section 2. Elections.

All elections of Board members will be conducted at the membership's annual meeting in accordance with these Bylaws. The Managing Director will cause the results to be tallied, and the Secretary will communicate the results of the elections to the membership.

Section 3. Membership Voting.

Members in good standing are entitled to one vote per Member on each matter to be voted upon by the membership. In the case of membership voting for Board members, the membership's voting rights shall be limited to one vote per the slate of candidates, as a whole, as are presented by the Nominating Committee of the Board .

Member voting will be by physical and/or electronic ballot cast upon delivery in person or electronically. The slate of candidates will either be approved or rejected, in whole, by a majority of membership votes.

Section 4. Number and Place of Special Member Meetings.

The Board may call for special membership meetings and designate meeting location and method of attendance, including teleconferencing, video conferencing, interactive webcasting, instant messaging and/or other electronic transmission.

Section 5. Special Meetings.

Special meetings of the members may also be called by five percent (5%) or more of the Members, provided, the Members' call for a meeting shall be submitted to the Officers and shall specify the purpose, agenda, date, time, and place of the proposed meeting. Notice of special membership meetings shall be given no less than ten (10) days prior to the date of the meeting, which shall not be more than ninety (90) days after the Officer has received a proper membership call for a meeting.

Section 6. Notice of Meetings.

Notice of Members' meeting shall be given no less than ten (10) days before the date of the meeting. Notice of any meeting need not be given to any member who submits a signed waiver of notice whether before or after the meeting or who attends the meeting, in person or through electronic means participates in the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her and shall be counted toward establishing a quorum under Section 8 hereof.

Section 7. Minutes of Meetings.

At each membership meeting, an Officer of the Corporation shall keep minutes thereof which will be deemed the Corporation's official record thereof.

Section 8. Quorum for Member Meetings.

Members holding one-tenth of the votes entitled to be cast on a matter, represented in person or by proxy, shall constitute a quorum for consideration of such matter at a meeting of members.

Article 9. Fiscal Management.**Section 1. Fiscal Year.**

Unless and until changed by the Board the Corporation's fiscal year shall be the calendar year.

Section 2. Capital Assets.

An Officer must approve all capital asset purchases exceeding a ceiling set, from time to time, by the Board. An Officer may not approve his or her own capital asset or expense.

Section 4. Expense Reimbursements.

The Officers shall only approve requests for expense reimbursements that comply with the Board's policies and procedures for same.

Section 5. Financial Statements.

The Corporation shall publish its financial statement during the first four months of each fiscal year on its website.

Section 6. Bank Accounts.

Such agents of the Corporation as from time to time shall be designated by the Board shall have the authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board. Such agents as from time to time shall be authorized by the Board may withdraw any or all of the funds of the Corporation so deposited in any bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of the Corporation, and made or signed by such agents; and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to the amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made

or signed by agents so designated by the Board until written notice of the revocation of the authority of such officers or agents by the Board shall have been received by such bank or trust company.

There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited the signatures of the agents of the Corporation so authorized to draw against the same. In the event that they shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, the Chair of the Board shall sign all of such checks, drafts and other instruments or orders for the payment of money.

Article 10. Conflict of Interest.

Section 1. Pay.

Board members will not receive any compensation for serving as same.

Section 2. Disclosure.

The terms of any financial agreement, excluding employment terms, between the Corporation and (i) a member of the Board or Officer, (ii) a person who has served on the Board or as an Officer within one year prior to the agreement, or (iii) a candidate for election or appointment to the Board, must be fully disclosed to the general membership at the annual membership meeting.

Section 3. Conflicts of Interest.

Any member of the Board or Officer who has a material interest and can financially profit in an issue being decided by the Board must disclose such an interest to the Board and may not participate in the debate regarding and may not vote on questions related to that issue.

Article 11. Amendments.

Section 1. Startup Rule for Amendments

The Board shall have the right to amend the bylaws within nine (9) months of the first Board meeting, subject to a 2/3 majority vote of the Board. After that, the amendment provisions in Section 2 of this article will prevail.

Section 2. General Rule for Amendments

The Corporation's Bylaws shall be amended upon a majority vote of the Board.

Section 3. Validity.

The invalidity of any part of these Bylaws shall not impair or otherwise affect in any manner the validity, enforceability, or intent of the balance these Bylaws.

Article 12. Dissolution.

Section 1. Dissolution.

In order to dissolve this Corporation, the Board must present a resolution recommending that the Corporation be dissolved to the membership. A proposal for dissolution may be considered at a regular or special meeting of the active membership only after thirty (30) days' notice in writing is given to each member in good standing. The resolution to dissolve shall be adopted upon receiving at least 80% of the votes entitled to be cast by members present at such regular or special meeting. Meetings may be held electronically and votes cast electronically.

Section 2. Resolution.

Upon the dissolution of the Corporation, assets shall be distributed to the Association of Computing Machinery (ACM), provided ACM is still in existence and is recognized by the IRS as a 501(c)(3) organization. If, any the time of this distribution, ACM is not in existence and recognized as a 501(c)(3) organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article 13. Representation, Identification, Marks.

Section 1. Representation and Authority.

Only the Corporation's Directors, Officers and the Managing Director may act on behalf of and bind the Corporation.

Section 2. Marks.

The Board will cause identifying marks for the Corporation to be designed and created. Upon resolution of the Board, they may be trademarked. These marks will be the Corporation's identifying marks. All uses of the Corporation's intellectual property must be approved by the Board.

Article 14. Indemnification.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to or witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a member, director or an officer of the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or

proceeding to the fullest extent and in the manner set forth in and permitted by the Illinois General Not For Profit Corporation Act and any other applicable law, as from time to time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which such member, director or officer may be entitled apart from the foregoing provisions. The foregoing provisions of this Article shall be deemed to be a contract between The Corporation and each member, director and officer who serves in such capacity at any time while this Article and the relevant provisions of the Illinois General Not For Profit Corporation Act and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing, with respect to any state of facts then or theretofore existing, or any action, suit, or proceeding theretofore, or thereafter brought or threatened based in whole or in part upon any such state of facts.

The Corporation may indemnify any person who was or is a party or is threatened to be made a party to or witness in any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation, as a member, director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding to the extent and in the manner set forth in and permitted by the Illinois General Not For Profit Corporation Act and any other applicable law, as from time to time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which any such person may be entitled apart from the foregoing provisions.

Appendix 1. Agile Manifesto (<http://agilemanifesto.org/>)

We are uncovering better ways of developing software by doing it and helping others do it. Through this work we have come to value:

- Individuals and interactions over processes and tools
- Working software over comprehensive documentation
- Customer Collaboration over contract negotiation
- Responding to change over following a plan

While there is value in the items on the right, we value the items on the left more.

Principles:

1. Our highest priority is to satisfy the customer through early and continuous delivery of valuable software.
2. Welcome changing requirements, even late in development. Agile processes harness change for the customer's competitive advantage.
3. Deliver working software frequently, from a couple of weeks to a couple of months, with a preference to the shorter timescale.
4. Business people and developers must work together daily throughout the project.
5. Build projects around motivated individuals. Give them the environment and support they need, and trust them to get the job done.
6. The most efficient and effective method of conveying information to and within a development team is face-to-face conversation.
7. Working software is the primary measure of progress.
8. Agile processes promote sustainable development. The sponsors, developers, and users should be able to maintain a constant pace indefinitely.
9. Continuous attention to technical excellence and good design enhances agility.
10. Simplicity--the art of maximizing the amount of work not done--is essential.
11. The best architectures, requirements, and designs emerge from self-organizing teams.
12. At regular intervals, the team reflects on how to become more effective, then tunes and adjusts its behavior accordingly.