

BYLAWS OF UNITE®

I. NAME

The name of this Corporation shall be UNITE, an Illinois not-for-profit corporation ("UNITE").

II. PURPOSE

The principal objective of UNITE is to promote and provide for the interchange of information among those eligible for membership, including Unisys and complementary vendors, in the development and use of information technology to meet their current and future goals.

III. OFFICES

UNITE shall have and continuously maintain a registered office and a registered agent in the State of Illinois, and may have such other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

IV. MEMBERS

1. Regular Membership. Membership may be granted to any sole proprietorship, partnership, corporation, or government agency that has an interest in the success of solutions in environments that include Unisys hardware, software and/or services, that supports the purposes of UNITE and that agrees to comply with UNITE's bylaws, rules, and regulations.

2. Associate Membership. Membership may be granted to any employee of a Regular Member, or its division or subsidiary, who has an interest in the success of solutions in environments that include Unisys hardware, software and/or services, who supports the purposes of UNITE and who agrees to comply with UNITE's bylaws, rules, and regulations.

3. Application. Any organization submitting an application for membership including a statement of qualification shall be subject to approval for membership under criteria and procedures established from time to time by the Board of Directors.

4. Representation. Each Regular Member shall designate a person to act as its official representative in UNITE. Regular Members may from time to time designate other persons to take part in discussions and meetings of UNITE, but in no event shall any member be entitled to more than one vote.

5. Affiliate Companies. Autonomous divisions and/or subsidiaries of Regular Members may apply separately for full active membership. However, no more than two (2) representatives from affiliated companies may serve on the Board of Directors at any one time. If members become merged, acquired, or otherwise consolidated with another

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member, and continue to operate under distinguishing business names and retain their public identities through advertising, marketing and/or exhibiting, they shall hold separate memberships.

6. Voting. Each Regular Member shall be entitled to one (1) vote on all matters coming before the membership. No other class of members is entitled to vote.

7. Resignation. Members may resign from UNITE at any time by giving written notice to the Secretary of UNITE. Any members resigning from UNITE shall continue to be responsible for all dues and charges until the end of their membership year.

8. Termination of Membership. Membership in UNITE may be terminated for cause. Sufficient cause for such termination of membership shall be a violation of the bylaws or any rule or practice of UNITE. Expulsion shall be by two-thirds vote of the entire membership of the Board of Directors; provided that a statement of the charges shall have been mailed by certified mail to the last recorded address of the member at least fifteen days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Board of Directors. In addition, the membership of any member who becomes ineligible for membership or who shall be sixty days in default in the payment of any dues or charges shall be terminated automatically. In special circumstances, such termination may be delayed by the Board of Directors.

V. DUES AND ASSESSMENTS

The initial and annual dues for members of UNITE, the time for paying such dues, and other assessments, if any, shall be determined from time to time by the Board of Directors.

VI. MEETINGS OF MEMBERS

1. Annual Meetings. An annual meeting of the members for receiving reports, and for such other business as may properly come before the meeting, shall be held in conjunction with a conference of UNITE at such time, date and place as shall be determined by the Board of Directors.

2. Special Meetings. Special meetings of the members may be called by the Chair or by the Board of Directors.

3. Notice. Notice of the date, time, and place of any annual or special meeting shall be delivered not less than five nor more than forty days before the date of the meeting to each member entitled to vote at such meeting.

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4. Quorum. At least ten (10) percent of the Regular Members shall constitute a quorum at any meeting of members.

5. Action by Majority Vote. The majority vote of the Regular Members at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law or by these bylaws.

6. Conference Year. For the purposes of these Bylaws a conference year is defined as the period from the end of one Annual Conference to the end of the next Annual Conference except that the Conference Year that includes 2010 will run from the end of the November 2009 Conference to the end of the 2011 Conference.

VII. BOARD OF DIRECTORS

1. General Powers. The affairs of UNITE shall be managed by the Board of Directors which shall have supervision, control, and direction of the affairs of UNITE, shall determine its policies or changes therein within the limits of these bylaws, shall actively promote its purposes and shall have discretion in the disbursement of its funds. The Board of Directors 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.

2. Composition and Term. The Board of Directors shall consist of at least five (5) but no more than nine (9) persons, the exact number to be fixed by resolution of the Board. The Chief Operating Officer shall serve as a non-voting, ex officio member of the Board, except as set forth in Article VIII, Section 2 of these Bylaws. Directors shall be elected for a term of two conference years, and approximately one-half of the Board shall be elected each conference year. No Director shall serve as such for more than three full consecutive terms.

3. Qualifications. Directors shall be elected from among the Regular Membership.

4. Election. Directors are elected by the Regular Members at the annual meeting of UNITE or by ballot, as determined by the Board of Directors. The Board of Directors shall establish procedures for conducting the election. Directors shall immediately enter upon their duties at the first Board meeting following their election or appointment and shall continue in office for their designated term and until their successors shall be duly elected and qualified, unless they resign, are removed, or otherwise are unable to fulfill an unexpired term.

5. Regular Meetings. The Board of Directors may provide by resolution the time, date and place for the holding of a regular annual meeting and additional regular meetings of the Board without other notice than such resolution. Meetings of the Board of Directors shall be open to members unless the Board is in executive session.

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6. Special Meetings. Special meetings may be called by or at the request of the Chair or three Directors. Telephone or other electronic conferences shall be considered special meetings.

7. Notice. Notice of any special meeting of the Board shall state the time, date and place of the meeting and shall be given at least five (5) working days prior to the date of such meeting; provided that notice of any special meeting to be held by telephone conference call may be given at least twenty-four (24) hours prior to the call.

8. Quorum. A majority of Board Members shall constitute a quorum for the transaction of business at any meeting of the Board. If A quorum is not present, a majority of those Board members present may adjourn the meeting from time to time without further notice.

9. Manner of Acting. The act of a majority of the entire Board at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

10. Resignation and Removal. Any Director may resign at any time by giving written notice to the Chair. In addition, any Director may be removed by action of the Regular Members at a duly called and convened meeting of the members whenever, in their judgment, the best interests of UNITE would be served by such removal. Written notice of a membership meeting held to vote on removal of one or more Directors shall be delivered to all Regular Members entitled to vote. Such notice shall state that the purpose of the meeting is to vote upon the removal of one or more Directors named in the notice. Only the named Director(s) may be removed at such meeting.

11. Vacancies. Any vacancy on the Board for any reason may be filled by the remaining members of the Board for the unexpired portion of the term.

12. Action by Written Consent. Any action requiring a vote of the Board may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all of the Board members.

13. Meeting by Conference Call. Any action to be taken at a meeting of the Board 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 communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.

14. Compensation. Directors, as such, shall not receive any stated compensation for their services as directors, but the Board of Directors may, by resolution, authorize reimbursement for expenses incurred in the performance of their duties.

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VIII. OFFICERS

1. Officers. The officers of UNITE shall be a Chair, a Vice Chair, a Secretary-Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors 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 of Directors.

2. Election and Term of Office. The Chair shall be elected by the Board of Directors and the Chief Operating Officer (which voting right may be exercised by the Chief Operating Officer only if he or she is a salaried staff head and not an outside firm) from among the Board of Directors by secret ballot. The Chair shall appoint from among the Board of Directors, with the consent of the Board, a Vice Chair and a Secretary-Treasurer. Their term of office shall be for a one-year period or until a successor has been elected and qualified. Officers shall immediately enter upon their duties at the first Board meeting following their election or appointment. New offices may be created and filled at any meeting of the Board of Directors.

3. Removal. An officer may be removed by the persons who elected or appointed such officer whenever in their judgment the best interests of UNITE would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer who is removed. Election to an office shall not of itself create contract rights.

4. Vacancies. In the event of a vacancy in the office of Chair, the duties, powers, and responsibilities of the Chair shall be assumed immediately by the Vice Chair. A vacancy in any other office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the remainder of the term.

5. Chair. The Chair shall be the principal elected officer of UNITE and shall in general direct all of the business and affairs of UNITE. The Chair shall preside at all meetings of the Board of Directors and at all other meetings. The Chair may appoint, with the consent of the Board, standing committees, ad hoc committees and their respective Chairs. The Chair shall be an ex officio member of all committees and may sign, with another proper officer of UNITE 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 UNITE; and in general the Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

6. Vice Chair. In the absence of the Chair or in the event of his or her inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

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7. Secretary-Treasurer. The Secretary-Treasurer shall keep or cause to be kept the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; shall be custodian of the corporate records; shall keep or cause to be kept an accurate census of the membership; shall have charge and custody of and be responsible for all funds and securities of UNITE; shall receive and give receipts for monies due and payable to UNITE from any sources whatsoever, and shall deposit all such monies in the name of UNITE in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; shall submit financial reports to the Board of Directors at its regular meetings and to the membership at the Annual Meeting; and in general shall perform all duties incident to the office of the Secretary-Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board of Directors. The duties of the Secretary-Treasurer may be assigned, in whole or in part.

8. Chief Operating Officer. The Board of Directors may appoint or employ a salaried staff head or firm to be responsible for the administrative and day-to-day operation of UNITE. The salaried staff head or firm, who shall report to the Board, shall have the title of Chief Operating Officer and shall have the authority to execute contracts on behalf of UNITE and as approved by the Board of Directors. The Chief Operating Officer may carry out the duties of the Secretary-Treasurer of UNITE and perform such other duties as may be specified by the Board.

IX. COMMITTEES

1. Board Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of UNITE; but the designation of such committee(s) and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon them by law.

2. Other Committees. Other committees, not having the authority of the Board of Directors may be designated by the Chair or by a resolution adopted by the Board of Directors at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each committee shall be members of UNITE, and the Chair of UNITE shall appoint the members thereof. Any member may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of UNITE shall be served by such removal.

3. Removal. Any member of a committee may be removed by the Chair or the Board of Directors whenever in their judgment the best interests of UNITE shall be served by such removal.

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4. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until a successor is appointed, unless a committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

5. Committee Chair. One member of each committee shall be appointed Committee Chair by the person or persons authorized to appoint the members thereof.

6. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

8. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

9. Minutes. Minutes of all committee meetings shall be provided to the Secretary-Treasurer of the Association.

X. CONTRACTS, CHECKS, DEPOSITS AND BONDING

1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of UNITE, 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 UNITE and such authority may be general or confined to specific instances.

2. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of UNITE, shall be signed by such office or officers, agent or agents of UNITE and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the Chair of UNITE.

3. Deposits. All funds of UNITE shall be deposited from time to time to the credit of UNITE in such banks, trust companies, or other depositories as the Board of Directors may select.

4. Bonding. The Board of Directors may provide for the bonding of such officers and employees of UNITE as it may from time to time determine.

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XI. BOOKS AND RECORDS

UNITE shall keep correct and complete books and records of account and shall also keep and publish minutes of the proceedings of its Members, Board of Directors, and Committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and address of the Members entitled to vote. All books and records of UNITE may be inspected by any Member, or his or her agent or attorney for any proper purpose at any reasonable time. The financial records of UNITE shall be audited annually and made available to the Membership for review.

XII. FISCAL YEAR

The fiscal year of UNITE shall be established from time to time by the Board of Directors.

XIII. WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the General Not For Profit Corporation Act of the State of Illinois or under the provisions of the Articles of Incorporation or the bylaws of UNITE, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

XIV. INDEMNIFICATION

UNITE may indemnify all officers, directors, employees, and agents of UNITE to the full extent permitted by the General Not For Profit Corporation Act of the State of Illinois, and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors of UNITE.

XV. AMENDMENTS TO BYLAWS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds majority of the votes cast by at least ten percent of the Regular Members at any regular or special meeting or by mail or electronic ballot; provided that, in the case of a vote at a meeting, at least 30 days' written notice is given to the Regular Membership from the Board of the intention to alter, amend, or repeal or to adopt new bylaws at such meetings; and further provided that, in the event of a ballot, a copy of the proposed amendment and a ballot shall be provided to the Regular Members and only ballots received within 45 days of having been provided shall be counted. Alterations, amendments, or repeal of these bylaws or adoption of new bylaws shall be proposed by action of the Board of Directors or by petition of ten percent of the Regular Members, and shall state an effective date.

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Adopted - August 28, 1993
Amended - September 14, 1993
Amended - August 31, 1996
Amended – April 24, 2010