

BYLAWS
OF
CAMPUS FM TECHNOLOGY ASSOCIATION
As Amended and Restated Effective July 18, 2008

ARTICLE I

Offices

Section 1.1 Registered Office. The registered office of Campus FM Technology Association (hereinafter referred to as the "Association") shall be located at 1600 Bank of Oklahoma Plaza, Suite 1600, 201 Robert S. Kerr, Oklahoma City, Oklahoma County, Oklahoma 73102.

Section 1.2 Offices. The Association may establish or discontinue, from time to time, such other offices and places of business within or without the State of Oklahoma as the Board of Directors, as defined in Section 3.1, below, deems proper for the conduct of the Association's business.

ARTICLE II

Members

Section 2.1 Definition of Membership. The Association's membership shall consist of individuals and/or institutions who maintain interest in the development, application, administration, management, and/or use of technology in the planning, design, development, maintenance, and management of facilities and physical infrastructures of facility plants in campus settings, especially the campuses of colleges; universities; primary and secondary school systems; State or community-run vocational technical schools; military installations; national, State, and municipal institutions; hospitals; and other non-profit organizations.

Section 2.2 Membership Categories. Various categories of membership may be established by the Association's Board of Directors, with graduated dues structures assigned to the categories. In addition to institutional memberships, levels of membership may provide for individual members. Levels of membership shall provide for both voting and non-voting members. Non-voting memberships will include partner and/or sponsoring memberships made available to commercial corporations and businesses, and companies and/or individuals who profit from providing products or services to Association members.

Section 2.3 Membership Rights and Responsibilities. Non-voting members shall not be

eligible to serve as members of the Board of Directors or as officers of the Association. Other than eligibility to vote in member meetings and serve as directors or as officers of the Association, all other rights and responsibilities of members shall be equal regardless of membership category.

Section 2.4 Applications for Membership. Applications for membership shall be submitted in a method and form established by the Association's Executive Committee.

Section 2.5 Membership Dues. Dues rates for all levels of membership and any other assessments shall be developed by the Executive Committee and approved by the Board of Directors. Any change in dues rates shall be approved by a Majority of the Board of Directors.

Section 2.6 Effect and Duration of Memberships. Memberships shall be renewable annually. Memberships shall be effective immediately upon the payment and receipt of dues by the Association. Membership shall remain in effect for one full year, terminating on the anniversary of the last day of the month in which the dues were paid. Billing of yearly dues shall be done in a method approved by the Board of Directors. A grace period for the payment of dues may be authorized by the Board of Directors.

Section 2.7 Lapsed Members and Reinstatements. A member that has not paid required dues by the deadline for the payment of annual dues or by the end of the established grace period for the payment of dues, if one exists, shall be considered "lapsed." All membership benefits, including the right to log in to member-only internet resources shall be withdrawn from lapsed members. A lapsed member who desires a continuous membership record may be reinstated after paying all dues, fees, and other assessments in arrears from the date the dues became delinquent. If a continuous membership record is not desired, the lapsed member may be reinstated upon payment of the current year's dues, fees, and other assessments. In such an event, the member's membership shall begin anew as of the date of that payment.

Section 2.8 Suspension or Removal of Memberships. Any member may be censured, suspended, or removed from membership for cause by a vote of two-thirds (2/3) of the Board of Directors. Prior to being censured, suspended, or removed for any reason other than for non-payment of dues, fees, or assessments, a member shall be advised of the complaint against the member, and the member shall be given a reasonable opportunity to respond. Such member, if removed, may appeal the decision of the Board of Directors to the voting members of the Association at the annual meeting of the members provided that notice of such intent is provided to the President of the Association at least ten (10) days in advance of the annual meeting of the members. The member may be reinstated by the affirmative vote of a majority of the members.

Section 2.9 Regions. The Board of Directors may establish and designate geographical regions to facilitate communications and professional development among the Association's members. The number and composition of these regions shall be determined by the Board of Directors subject to approval by the members. The Board of Directors may assign countries outside of North America to the Association's regions in a manner that supports the interests of members in those countries.

Section 2.10 Time and Place of Annual Members Meeting. The annual meeting of the members of the Association shall be held each year at the Association's annual conference or at some other place and on such date or dates as may be determined by the Board of Directors or the President of the Association.

Section 2.11 Purpose of Annual Members Meeting. At the annual members meeting, Association members shall elect, either in person or by proxy, members of the Board of Directors. The members of the Association also may take action on any other business that is within the powers of the members to transact and that may properly be brought before the meeting.

Section 2.12 Order of Business. The order of business at the annual members meeting shall be as follows:

- I. Call to order.
- II. Reading of notice and proof of mailing or other delivery to announce the meeting.
- III. Reports of Officers.
- IV. Elections and/or announcement of the results of written and/or electronic balloting.
- V. Transaction of other business mentioned in the meeting notice to members.
- VI. Adjournment.

In the absence of any objection, the chairman of the meeting may vary the order of business at the chairman's discretion.

Section 2.13 Special Meetings. Special meetings of the members may be called for any purpose or purposes by the Board of Directors or by the President. Business transacted at any special meeting of the members shall be limited to the purpose or purposes stated in the meeting notice, but if no purposes are stated, then any business may be transacted which lawfully comes before the meeting.

Section 2.14 Notice of Meeting. Written or printed notice of each meeting of the members shall be given to each member of the Association at the member's address as it appears in the records of the Association. The notice shall state the time and the place of the meeting and shall be delivered or mailed not less than ten (10) nor more than sixty (60) days before the date of the meeting. For the purpose of these bylaws, electronic notice (e-mail) shall constitute written notice. Whenever notice is required to be given hereunder, a written waiver of notice signed by the member entitled to notice, whether before or after the time stated in the notice, shall be deemed equivalent to notice. Also, attendance of a person at a meeting shall constitute a waiver of notice of such meeting except when the person attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 2.15 Proof of Meeting Notice. An affidavit of the Secretary, or in the Secretary's absence the President, or in the President's absence a designated member of the Board of Directors that notice has been given shall, in the absence of fraud, be prima facie evidence of such facts.

Section 2.16 Quorum and Adjournment. The presence, in person or by proxy, of twenty-

five (25) voting members in good standing in any meeting or through any written or electronic balloting of the members shall constitute a quorum at such meeting or in such balloting. However, notwithstanding the foregoing, if less than fifty (50) members exist on the Association's list of voting members, a quorum shall consist of one-half (1/2) of all those members in good standing . Except as otherwise required by law, the members may continue to transact any and all business properly brought before the meeting despite the loss of a quorum if a quorum was established and the meeting properly convened. In the absence of a quorum, a majority of the members present in person or by proxy may adjourn such meeting, from time to time, without notice other than announcement at the meeting, until a quorum shall attend.

Section 2.17 Presiding Officer and Secretary at Member Meetings. The President shall preside as chairman at all annual and special meetings of the members. In the President's absence, the Treasurer shall preside as the chairman. If the Treasurer also is absent, a chairman shall be elected as the first order of business by a majority of the members of the Board of Directors in attendance at the meeting. The Secretary shall act as secretary of the meeting. If the Secretary is absent, a secretary of the meeting shall be designated by the person presiding over the meeting.

Section 2.18 Voting and Proxies. Each voting member of the Association in good standing shall at every meeting of the members be entitled to one vote as to the matter being voted on. Each member entitled to vote, express consent, or dissent to corporate action either in person or in writing, with or without a meeting, may authorize another person or persons to act for that member by proxy. The authorized proxy shall be documented in writing, and proof of the proxy shall be provided to the chairman of the meeting prior to voting on any action in which the proxy is used. However, no such proxy shall be voted or acted upon after three (3) years from its date unless the proxy expressly provides for a longer period. Except as otherwise provided herein or in the Certificate of Incorporation, each matter presented to any meeting of the members shall be decided by a majority of the members present in person or represented by proxy and entitled to vote on the matter.

Section 2.19 Voting Procedures. When any matter is submitted to a vote of the members of the Association, the chairman shall decide upon the qualifications of voters, have the votes counted, and declare the results. The chairman shall decide whether voting is to be conducted by written ballot, a show of hands, or voice vote; provided, however, that votes for the election of Directors shall only be by written ballot or by secure, electronic ballot. In cases where the deadline for submitting written and/or electronic ballots coincides with a physical meeting of the members to finalize voting and action by the members, such as with an official annual meeting of the members, votes submitted on written and/or electronic ballots prior to the meeting will be added to the votes of those voting in person at the meeting to arrive at the total vote tabulation. In the event of a tie in an election, the tie shall be broken by the vote of the members actually present at the meeting in which the election is taking place, provided that a quorum is present. The Board of Directors shall establish a procedure for breaking a tie in an election if the members voting have been unable to decide the issue with a majority vote after two rounds of balloting.

Section 2.20 Voting by Written or Electronic Ballot. Any matter submitted for vote to the members may be voted on by written and/or electronic ballot either in conjunction with a physical meeting of the members or without an actual physical meeting of the members according to

instructions published for the balloting. If the Board of Directors submits a vote to the members to be decided by written and/or electronic balloting, the Board of Directors shall require the officers of the Association to deliver to all voting members in good standing advance notice of the balloting, written ballots and/or a method of submitting electronic ballots as appropriate, a description of the issue being decided, and instructions for completing the balloting and tabulating the results.

Section 2.21 Notice of Balloting Without a Meeting. Announcements of all written or electronic balloting to be conducted without a physical meeting of the members shall be delivered to voting members in advance of the deadline for submission of the ballots either by ground or electronic mail (e-mail). The announcement shall be considered duly delivered if the ground or electronic mail has been sent to voting members in good standing at least ten (10) days before the deadline for the submission of ballots and the tabulating of votes.

Section 2.22 List of Qualified Members for Voting. The Secretary or other officer having charge of the membership records of the Association shall prepare and make available a complete list of the members entitled to vote at a meeting of the members (voting members in good standing) or otherwise participate in written or electronic balloting. The list shall:

- (i) Be arranged alphabetically by category of membership and include the address for each member.
- (ii) Be open to the examination of any member, for any purpose relevant to the meeting, during ordinary business hours at the meeting place.
- (iii) Be subject to inspection by any member present at the meeting during the whole time of the meeting.

The membership records of the Association shall be the only evidence as to who are the members entitled to examine the membership records, the list of members, or the books of the Association, or to vote in person or by proxy at any meeting or during any balloting of members.

Section 2.23 Record Date for Determination of Members. For the purpose of determining members entitled to notice of and to vote at a meeting of members or an adjournment thereof, or to express consent to or dissent from a proposal without a meeting, the Board of Directors may fix, in advance, a date as a record date for any such determination of members. The date shall not be more than sixty (60) nor less than ten (10) days before the date of the meeting or before the date action is taken by written or electronic balloting outside of an actual meeting of the members. If a record date for this purpose is not fixed by the Board of Directors, the date shall be the close of business on the day preceding the day on which notice is given, or, in the case of an actual meeting of the members, if notice is waived, at the close of business on the day preceding the day on which the meeting is held.

Section 2.24 Special Membership Clause—Existing Corporate Members and Officials. In order to allow a reasonable time for subscribing members to the Association, and in order to provide leadership for the Association while a dues-paying member base is established, individual Association voting membership is hereby conferred upon, (i) the existing officers of the Association, (ii) the existing directors of the Association, (iii) the existing members of the Steering Committee of the Association, and (iv) the existing Executive Director of the Association, for a period of eighteen

(18) months from the time of the adoption of these bylaws. Institutional-level membership (said membership to be commensurate with the level for which the respective university will qualify relative to the membership levels established by the Association) for the same eighteen (18) month period also is conferred upon the universities that hold seats on the Association's Steering Committee at the time of the adoption of these bylaws. These memberships shall be in effect without the payment of dues for the above-stated period. To continue to hold active memberships in the Association after the stated period has expired, appropriate annual membership dues shall have been paid to the Association prior to the end of the period in accordance to the dues structure in place at the time dues are paid.

ARTICLE III

Directors

Section 3.1 Authority. The business, budgets, and affairs of the Association shall be managed by or be under the control of its Board of Directors (also referred to hereinafter as the "Board"). In addition to the power and authority specifically conferred upon the Board of Directors by the Certificate of Incorporation and these bylaws, the Board may exercise all other powers and do other lawful acts and things that are not reserved to the members by law or as specifically stated in the Certificate of Incorporation and these bylaws.

Section 3.2 Composition of the Board of Directors. The number of members of the Board of Directors that shall constitute the whole Board of Directors shall initially consist of those five (5) persons who presently serve the Association on the Board of Directors at the time of adoption of these amended and restated bylaws and who were elected to the Board of Directors at the annual members meeting on August 8, 2007. Those five (5) directorships shall be termed both now and in the future "At-Large Directors." All existing directors shall serve until their respective successors are elected and have qualified. The number of directors may be changed from time to time by a resolution adopted by a majority of the Association's voting members. If membership regions are established by the Board of Directors or by the members of the Association, one Regional Representative from each region shall serve on the Board of Directors in addition to the At-Large Directors. Regional Representatives shall be voting members of the Board of Directors and shall be responsible for communications with members in their regions, membership recruitment and retention, programming, and other Association activities as may be determined by the Board of Directors.

Section 3.3 Election. Unless otherwise stipulated in these bylaws, directors shall be elected by a majority of voting members in a meeting of the members or through written or electronic ballots cast by the Association's members in a method provided for in these bylaws. Directors shall be elected from a slate of candidates submitted by the Nominating Committee. Ballots distributed for the election of directors shall contain a blank line to allow Association members to select an individual as a write-in candidate if they choose. Regional Representatives, if such exist, shall be elected by a proper vote of only those voting members in good standing of the Association who reside within the boundaries of their respective regions.

Section 3.4 Qualification. To qualify for election to the Board of Directors, an individual must, (i) be a voting member of the Association in good standing; (ii) have demonstrated a personal dedication to the work and goals of the Association through active participation in past Association activities; (iii) have attended at least two (2) annual conferences of the Association within the last three (3) years prior to serving on the Board of Directors; (iv) maintain active membership in the Association and be able to commit to active participation and attend member conferences and Board meetings during that person's service on the Board of Directors; and (v) have expressed a willingness to serve as a member of the Board of Directors. Regional Representatives shall qualify for their positions in the same manner as other directors, but must also reside within the boundaries of their respective region.

Section 3.5 Term. All directors shall hold their offices until the terms of their offices expire and their respective successors are elected and have qualified. All directors, including Regional Representatives, shall serve three (3) year terms. In order to initially provide for staggered terms of office, so that all Board positions do not expire in the same year, (i) all existing positions of the Board of Directors shall be elected during the next annual meeting of the members following the adoption of these bylaws, and (ii) the existing Board of Directors (as referred to in Section 3.2, above) shall present to the members in said annual meeting a slate of open positions to be elected to staggered terms, with one (1) At-Large seat to come up for election one year from the time of said annual meeting, two (2) At-Large seats to come up for election two years from the time of said annual meeting, and two (2) At-Large seats to serve a full three year term. Upon the establishment of Regions, the terms of office of the Regional Representatives will be staggered in a similar manner as may be approved by the Board of Directors. Thereafter, all positions on the Board will be elected to serve full three (3) year terms when their respective terms expire. Directors may be elected in a manner stipulated in these bylaws to serve successive terms.

Section 3.6 Nominations. The Nominating Committee shall examine qualifications, interview prospective members of the Board of Directors, and recommend individuals for serving as directors. Any member of the Association, including officers and members of the Board may submit names to the Nominating Committee for consideration. The Nominating Committee shall determine a slate of candidates to present to Association members for consideration for service as directors. The slate of candidates shall be given to the Secretary. The Secretary will cause ballots to be assembled and proceed to organize elections as instructed by the Board of Directors, the President, or as otherwise provided for in these bylaws.

Section 3.7 Filling of Vacancies. In case of any increase in the number of directors or in case of any vacancy caused by death, removal, or resignation, the newly established directorships, or as the case may be, the vacancy or vacancies may be filled either (i) by the Board of Directors at any meeting by the affirmative vote of a majority of the remaining directors though the remaining directors be less than a quorum, or (ii) by the members in a manner provided for in these bylaws. Any director chosen or appointed by the Board of Directors shall hold a provisional office that expires either at the time of the Association's following annual meeting, at which time a permanent replacement will be chosen to complete the position's term of office, or until such other action is taken in conformance with these bylaws for the election of directors, whichever comes first.

Section 3.8 Times and Place of Meetings. Meetings of the Board of Directors may be held at any place, within or without the State of Oklahoma, and from time to time as designated by the Executive Committee or the President. Meetings of the Board of Directors may be held by conference call or teleconference. Actions also may be taken by the Board of Directors in e-mail balloting or in electronic balloting through a virtual office or virtual meeting place if one is available to the Association through the Association's internet web services. Regardless of the manner in which meetings are attended, accurate minutes are to be maintained, and a method for maintaining accurate tabulations of all votes must exist.

Section 3.9 Annual Meeting. It is intended that the Board of Directors shall physically meet at least annually in conjunction with the Association's yearly members' conference to receive reports from the Officers of the Association and conduct whatever business is appropriate and necessary. Either in this meeting or another meeting, the Board of Directors should meet together as soon as practicable after the election of new directors to welcome and orient them to Board activities. At such meeting, the Board also may conduct any other business necessary and properly brought before the meeting.

Section 3.10 Regular Meetings. Regular meetings of the Board of Directors shall be held at such times, in such place, and in such manner as may be determined by resolution of the Board of Directors or as called by the Executive Committee or the President. Notice of regular meetings shall be made by ground mail to each director at that director's residence or usual place of business not later than five (5) days before the day on which the meeting is to be held, or shall be given to that director by telefacsimile (fax), by overnight express mail service, by electronic mail (e-mail), personally, or by telephone, not later than twenty-four (24) hours before the time of such meeting. Notice of any meeting of the Board of Directors need not be given to any director if that director signs a written waiver thereof either before or after the time stated therein. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when the director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.11 Special Meetings. Special meetings of the Board of Directors may be called by the President or, in the President's absence, any other officer of the Association upon the written request of at least fifty percent (50%) of the members of the Board of Directors. Stipulations on attendance and notices (or waiver thereof) of any special meeting shall be the same as those stated in Section 3.10, "Regular Meetings," except that notice of a special meeting shall be made no later than two (2) days before the day on which the meeting is to be held. Business transacted at any special meeting of the Board shall be limited to the purpose or purposes stated in the meeting notice.

Section 3.12 Consent of Directors in Lieu of Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if members of the Board or of such committee, as the case may be, consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the Board of Directors or of such committee.

Section 3.13 Presiding Officer and Secretary at Board Meetings. The President shall preside as chairman at all meetings of the Board of Directors. In the President's absence, the Treasurer shall preside as the chairman, and, in the Treasurer's absence, a chairman shall be elected as the first order of business by the Board. The Secretary shall act as secretary of the meeting. If the Secretary is absent, a secretary of the meeting shall be designated by the person presiding over the meeting.

Section 3.14 Quorum, Adjournment and Voting. A majority of the total number of all directors who are members of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of those present (or if only one be present, then that one) may adjourn the meeting, without notice other than announcement at the meeting, until such time as a quorum is present. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3.15 Meeting by Telephone. Members of the Board of Directors or of any committee thereof may participate in a meeting of the Board of Directors or of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at such meeting.

Section 3.16 Compensation. Directors shall not be compensated for their services as directors or as members of committees. However, directors may be reimbursed for reasonable and actual out-of-pocket expenses incurred by them related to the performance of duties other than of a routine and ordinary nature. Reimbursement of such expenses may be authorized by the President. Nothing contained herein shall be construed to preclude any director from serving the Association in any other capacity as an officer, agent or otherwise, or otherwise providing services to the Association, and receiving compensation therefor.

Section 3.17 Resignations. Any director, member of a committee or other officer may resign at any time by giving written notice thereof to the President. Such resignation shall be effective at the time of its receipt, unless a date certain is specified for it to take effect. Acceptance of any resignation shall not be necessary to make it effective.

Section 3.18 Removal of Directors. Any director may be removed, with or without cause, at any time by the affirmative vote of a majority of the Association members. A director may be removed for cause by the affirmative vote of two-thirds (2/3) of the Directors other than the director being voted upon.

ARTICLE IV

Officers and Employees

Section 4.1 Designation of Officers. The Association shall have as officers a President, a Secretary, and a Treasurer as well as such other officers with such titles and duties as set forth in

these bylaws or in a resolution of the Board of Directors.

Section 4.2 Election and Qualification. Officers shall be chosen in such manner as determined by the Board of Directors, provided, however, that officers of the Association must be voting members of the Association in good standing both prior to and during their term of service. The officers serving the Association at the time of the adoption of these bylaws (*i.e.*, those officers elected to serve in their respective positions by the Board of Directors at the Board meeting held on August 8, 2007) shall continue to serve in their offices until the expiration of their terms as set forth in Section 4.3.

Section 4.3 Terms of Office. Each officer shall hold office from the time of his or her election and qualification to the earlier of (i) the time at which his or her successor is chosen and qualified, or (ii) his or her resignation, removal, or death.

Section 4.4 Resignation. Any officer of the Association may resign at any time by giving written notice of such resignation to the President. In the case of the President's resignation, said written notice shall be delivered to the Secretary. Any such resignation shall take effect at the time specified therein or, if no time be specified, upon receipt thereof. The acceptance of such resignation shall not be necessary to make it effective.

Section 4.5 Removal. Any officer may be removed at any time, with or without cause, by the Board of Directors.

Section 4.6 President. The President shall be the chief executive officer of the Association and, subject to the control of the Board of Directors, shall have general and active charge, control and supervision of all of the business and affairs of the Association. The President shall report to the Board of Directors and shall direct the implementation of the decisions, policies and procedures established by the Board. The President shall have general authority to execute contracts and other documents in the name and on behalf of the Association, to authorize payments and expenditures, and to exercise all the powers generally appertaining to the chief executive officer of a corporation. Without limiting any of the other duties of the President described above, the President shall (i) provide oversight for all of the enterprises and programs of the Association; (ii) serve as chairman of the Executive Committee; (iii) stay abreast of the activities of all officers, employees, and committees, with the right to intervene in any matter to protect the interests or the policies of the Association; (iv) periodically submit the financial records of the Association to an independent accountant for regular procedure audits with said audits performed at such times as directed by the Board of Directors; and (v) read the Secretary's or Treasurer's reports at meetings in their absence.

Section 4.7 Secretary. The Secretary shall attend meetings of the Executive Committee, the Board of Directors, and the members and record votes and minutes of such proceedings. The Secretary also shall (i) assist in issuing calls for meetings; (ii) keep the seal of the Association and affix it to such instruments as may be required from time to time; (iii) keep the books and records of the Association; (iv) attest the Association's execution of instruments when requested and as appropriate; (v) make such reports to the President and/or Board of Directors as are properly

requested; (vi) serve as a member of the Executive Committee; and (vii) perform such other duties incident to the office of Secretary and those that may be otherwise assigned to the Secretary from time to time by the President.

Section 4.8 Treasurer. The Treasurer shall have custody of all corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Association. The Treasurer also shall (i) deposit all moneys and other property in the name and to the credit of the Association in such depositories as may be designated by the President or the Board of Directors; (ii) disburse the funds of the Association as may be ordered by the President or Board of Directors; (iii) render to the President and Board of Directors at meetings of the Board, or whenever they may request it, an account of all his or her transactions as Treasurer and of the financial condition of the Association; (iv) serve as a member of the Executive Committee; and (v) perform such other duties incident to the office of Treasurer and those that may be otherwise assigned to the Treasurer from time to time by the President. If required by the Board, the Treasurer shall give the Association a bond for the faithful discharge of the Treasurer's duties in such amount and with such surety as so required.

Section 4.9 Other Officers. Each other officer of the Association shall have such powers and shall perform such duties as shall be assigned by the Board of Directors.

Section 4.10 Executive Director. The Board of Directors may at its sole discretion establish and maintain permanently or from time to time the position of Executive Director of the Association and shall assign to said position such duties and responsibilities as the Board determines advisable or necessary. The Executive Director shall be an employee of the Association and not an officer as defined in these bylaws. If so empowered by the Board, the Executive Director may function as chief administrative officer over the offices and affairs of the Association and shall be empowered to perform the duties specifically assigned to the position by the Board inasmuch as those duties do not conflict with the powers reserved to the Board of Directors and officers of the Association. If such position exists, the Executive Director also shall (i) serve as a member of the Executive Committee; (ii) attend meetings of the Board of Directors and participate as a non-voting member of the Board; and (iii) keep the President informed of activities and the status of initiatives being led by the Executive Director. To qualify for and maintain the position of Executive Director a candidate must be a member of the Association in good standing.

Section 4.11 Other Employees and Paid Services. The Association may employ such individuals, companies, or providers of services as necessary or desirable to perform work for the Association, manage its affairs, carry on the business of the Association, and promote its activities and goals as authorized by the Board of Directors. All employees, companies, and individuals who are employed by the Association or whose services are rendered to the Association shall be under the direct supervision of either the President or Executive Director as decided by the Board of Directors or as otherwise stipulated in these bylaws.

Section 4.12 Compensation. The compensation of each officer and employee of the Association shall be determined by the Board of Directors.

ARTICLE V

Executive Committee

Section 5.1 Identity and Authority. An Executive Committee shall exist that shall exercise such powers and duties as permitted by law and conferred upon it by the Board of Directors. Unless otherwise stipulated in a resolution or resolutions of the Board of Directors, or as otherwise stipulated in these bylaws, the Executive Committee shall have the authority to represent the Corporation in all matters that properly come before it for planning and executing all activities of the Association when a meeting of the Board of Directors is not in session. The Executive Committee shall neither have nor exercise any authority specifically reserved to the officers of the Association or the Board of Directors.

Section 5.2 Composition of the Executive Committee. The Executive Committee shall consist of the President, Secretary, Treasurer, Executive Director, and one At-Large member. The At-Large member of the Executive Committee shall be a member of the Board of Directors. The Board shall select the At-large member. If the position of Executive Director is not filled by the Board of Directors, the Board shall appoint two individuals to serve as At-Large members of the Executive Committee while that position is vacant, one of whom shall be a member of the Board of Directors, and one of whom shall be a voting member of the Association. The President shall serve as chairman of the Executive Committee.

Section 5.3 Quorum. A majority of the members of the Executive Committee shall constitute a quorum at any duly called meeting of the committee. The vote of a majority of the members of the Executive Committee at which a quorum is present shall constitute the act of the Executive Committee.

Section 5.4 Meetings. Meetings of the Executive Committee may be called at any time by the President as the business of the Association may require or upon the request of three or more members of the Executive Committee. Meetings may be held in any manner decided upon by the President or members of the Executive Committee. Issues may be decided and actions may be taken by the Executive Committee by majority vote taken in any manner by voice, written balloting, telefacsimile (fax), and e-mail or other electronic balloting, provided that the action and votes are accurately recorded in the Association's records.

ARTICLE VI

Steering Committee

Section 6.1 Identity. A Steering Committee shall exist to act as (i) the Association's Nominating Committee for choosing and qualifying candidates to be voted upon for service on the Board of Directors; (ii) the Association's Resolutions Committee to review resolutions for submittal to the Association members for the consideration of amendments to the Certificate and Bylaws of the

Association; and (iii) an advisory committee to the Board of Directors and officers as requested by the Board or President.

Section 6.2 Composition of the Steering Committee. The Steering Committee shall initially consist of one representative from each of those sixteen (16) universities that maintained seats on the Steering Committee as of the date and time of the adjournment of the annual members meeting on August 8, 2007. Those universities are:

- (1) The Ohio State University
- (2) University of Michigan
- (3) Indiana University
- (4) Oklahoma State University
- (5) Brigham Young University
- (6) Stanford University
- (7) The University of North Carolina at Chapel Hill
- (8) Michigan State University
- (9) Purdue University
- (10) University of Washington
- (11) University of Maryland
- (12) Texas Tech University
- (13) Iowa State University
- (14) University of Missouri
- (15) Massachusetts Institute of Technology
- (16) University of Southern California

Each school listed above shall have the right to retain a seat on the Steering Committee until such time as it (a) resigns or otherwise relinquishes its seat for any reason, (b) is removed pursuant to the procedure set forth in Section 6.6, or (c) no longer qualifies according to the stipulations contained in these bylaws that define qualifications of service on the Steering Committee. The number of seats on the Steering Committee shall not change following the adoption of these bylaws unless authorized at a meeting of the members of the Association by the number of votes sufficient to amend these bylaws. The President or Board of Directors shall appoint one member of the Steering Committee to serve as chairman of the committee.

Section 6.3 Qualification. To qualify for either retaining a seat or filling a vacant seat on the Steering Committee, the school or other institutional member of the Association must, (i) maintain institutional-level, voting membership in the Association and be a member of the Association in good standing; (ii) demonstrate an interest in and willingness to work toward meeting the goals of the Association through active participation in Association activities; and (iii) have registered an individual to attend at least two (2) annual member conferences of the Association within a three (3) year period prior to the time of evaluation of the right to hold a seat on the Steering Committee.

Section 6.4 Term. There is no term limit for members of the Steering Committee. Each seat on the Steering Committee shall continue to belong to the respective institutional-level member

of the Association holding such seat as long as the institution continues to meet all the qualifications stipulated in Section 6.3, above, until the seat is vacated for any reason, or until the institution is removed pursuant to the procedure set forth in Section 6.6.

Section 6.5 Resignations. Any institutional-level member of the Association holding a seat on the Steering Committee may resign that seat at any time by giving written notice thereof to the President. Such resignation shall be effective at the time of its receipt, unless a date certain is specified for it to take effect. Acceptance of any resignation shall not be necessary to make it effective.

Section 6.6 Removal and Replacement of Steering Committee Members. Any Steering Committee member may be removed (that is, the institutional-level member's right to the seat may be removed) for cause by the affirmative vote of a majority of the members of the Board of Directors, and the President may at that time declare the Steering Committee member's seat to be vacant. The Board of Directors shall have the sole right to select replacement members of the Steering Committee. The Board of Directors shall examine the qualifications and interests of prospective successors to a vacant seat and name a successor to the vacated seat in such manner as the Board decides.

Section 6.7 Meetings and Reports. All meetings of the Steering Committee shall be held in whatever manner and using whatever method decided upon by the Board of Directors or the President of the Association. All reports of the Steering Committee shall be submitted to the President or Board of Directors at such time as required in directions given to the committee at the time of assignment of tasks or as otherwise required in these bylaws. Each institutional member that maintains a seat on the Steering Committee shall have the right to select one individual to represent its institution in Steering Committee actions. Such selection shall be registered with the President.

ARTICLE VII

Other Committees

Section 7.1 Nominating Committee. The Nominating Committee, the members of which shall be the members of the Steering Committee, is responsible for selecting and forwarding names of individuals to be voted upon by the members of the Association for the purpose of selecting directors of the Association. Any member of the Association, including non-voting members, may submit to the Nominating Committee the names of individuals to be considered by the Nominating Committee for service as directors. The Nominating Committee shall make every effort to select at least two qualified candidates to be voted upon by Association members for each Board seat open for election. If two candidates cannot be identified, a single name may be advanced. The Nominating Committee shall render its report of nominations to fill ensuing vacancies at least one hundred-twenty (120) days in advance of the annual meeting.

Section 7.2 Resolutions Committee. The Resolutions Committee, the members of which shall be the members of the Steering Committee, is responsible for reviewing resolutions requested

to be submitted to voting members of the Association for the purpose of amending the Association's Certificate and/or bylaws.

Section 7.3 Committees—General. The President, with the approval of the Board of Directors, may establish and appoint such other committees and/or task forces as are necessary and that are not in conflict with other provisions of these bylaws. Members of such committees or task forces need not be members of the Board of Directors unless stipulated in the Board's action of establishing the committee. Committees and/or task forces so named and appointed may contain non-voting members of the Association upon approval of the Board of Directors provided that the respective committee or task force is not empowered to set policy for the Association or authorize spending. The chairman of each such committee and/or task force shall be selected by the President and approved by the Board of Directors.

ARTICLE VIII

Indemnification of Officers, Directors, Employees and Agents

Section 8.1 Indemnification Other Than in Action by or in Right of Association. To the fullest extent and in the manner permitted by the laws of the State of Oklahoma, and specifically as is permitted under Section 1031 of Title 18 of the Oklahoma Statutes or its successor or any other law which may hereafter be enacted granting to a corporation the powers of indemnification, the Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Association, by reason of the fact that such person is or was a director or officer, employee or agent of the Association, or is or was serving at the request of the Association as a 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 in connection with the action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, the person had no reasonable cause to believe the conduct was unlawful. Termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe the conduct was lawful.

Section 8.2 Indemnification in Action by or in Right of Association. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against

expenses, including attorneys' fees, actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association, except that no indemnification shall be made in respect of any claim, issue or matter as to which the person shall have been adjudged to be liable to the Association, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 8.3 Further Indemnity. To the extent that a present or former director or officer, of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 8.1 or 8.2, above, or in defense of any claim, issue or matter therein, the person shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by the person in connection therewith.

Section 8.4 Limitations on Indemnity. Any indemnification under the provisions of Section 8.1 or 8.2, above, unless ordered by a court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the present or former director or officer is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 8.1 or 8.2, as applicable. This determination shall be made, with respect to a person who is a director or officer, at the time of the determination:

- (a) by a majority vote of the directors who are not parties to the action, suit or proceeding, even though less than a quorum;
- (b) by a committee of directors designated by a majority vote of directors, even though less than a quorum;
- (c) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion; or
- (d) by the members.

Section 8.5 Advance of Indemnification Expenses. Expenses incurred by an officer or director in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Association as authorized by the provisions of this Article. Expenses, including attorneys' fees, incurred by former directors or officers or other employees and agents may be paid upon terms and conditions, if any, as the Association deems appropriate.

Section 8.6 Other Indemnification. The indemnification herein provided shall not limit the Association from providing any other indemnification permitted by law nor shall it be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any

bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding an office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 8.7 Insurance. The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Association would have the power to indemnify the person against liability under these provisions.

Section 8.8 Other Entities. For the purposes of this Article, references to “the Association” shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as the person would have with respect to such constituent corporation if its separate existence had continued.

ARTICLE IX

Miscellaneous

Section 9.1 Fiscal Year. The fiscal year of the Association shall be determined by resolution of the Board of Directors.

Section 9.2 Corporate Seal. The corporate seal shall be in such form as the Board of Directors may from time to time prescribe, and the same may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

Section 9.3 Severability. The invalidity or unenforceability of any provision hereof shall not affect the validity or enforceability of the remaining provisions hereof.

Section 9.4 Liquid Assets. Cash owned by the Association shall be deposited in the name of the Association and in such banks or trust company or trust companies as the Board of Directors shall designate. Withdrawals, transfers, and disbursements from corporate accounts shall be done only by those authorized by resolution of the Board of Directors or as otherwise authorized in these bylaws.

Section 9.5 Corporate Records. The books, accounts, and records of the Association may be kept at such place or places as the Board of Directors may from time to time appoint except as may be otherwise required by law or as otherwise stipulated in these bylaws.

Section 9.6 Notices. Whenever any notice or communication is required to be given to any director or member under any provision of the Association's Certificate of Incorporation or these bylaws, it shall be given in writing, except as otherwise provided in said Certificate of Incorporation or bylaws, (i) by mail to the address designated by a director or member for that purpose, or, if none is designated, at the last known address; (ii) in person; or (iii) by telephone, telecopy, telegram, telex, radiogram, cablegram, mailgram, telefacsimile (fax), electronic mail (e-mail) or other means of electronic communication at such address or place of contact as appears in the corporate records for that person. Such notice shall be deemed given when the recipient receives the notice personally or when the notice is delivered or otherwise posted by electronic means by the Association as provided herein.

ARTICLE X


Amendment of Bylaws

These Bylaws may be made, altered, or repealed or new bylaws may be adopted at any meeting of the members by the affirmative vote of two-thirds (2/3) of the voting members of the Association represented at any annual or special meeting. However, no such amendment shall authorize the Board of Directors, officers, or members of the Association to conduct the affairs of the Association in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent internal revenue laws of the United States.

Approval of the Steering Committee

The foregoing are adopted Bylaws as amended and restated by the Steering Committee of the Campus FM Technology Association as of the 18th day of July, 2008.




Donald T. Uchman, Jr., Secretary