



MESA INTERNATIONAL, INC.
Manufacturing Enterprise Solutions Association
(A Pennsylvania Non-Profit Corporation)

BYLAWS

ARTICLE I PURPOSES AND OBJECTIVES

Section 1.

The purposes of MESA International, Inc. (Manufacturing Enterprise Solutions Association) (hereinafter referred to as "MESA" or the "association") is to drive thought leadership in manufacturing best practices and applied collaborative solutions that integrate people, process and technology to increase organizational productivity and improve market competitiveness.

Section 2.

The objective of MESA shall be to have an association of manufacturers and suppliers with the primary goal of promoting the best and largest possible market for manufacturing applications and related hardware and services.

ARTICLE II MEMBERSHIP

Section 1.

Membership.

Membership shall be comprised of those persons who are involved in the manufacturing industry. For the purposes of these Bylaws, "person" means any individual, proprietorship, partnership, firm, association, corporation, division of a corporation or other business or legal entity. No geographic restrictions apply.

ARTICLE III MEETINGS AND QUORUMS

Section 1. Annual Meeting.

The members of the association shall hold an annual meeting at such time and place as the members or the Board of Directors shall designate, for the transaction of any business that may properly come before the meeting, usually including the election of the Board of Directors. Notice of such meeting and the agenda therefore shall be sent by the Executive Director to each member at least twenty (20) days in advance of the day specified for the meeting with a statement of the day, time and place of the meeting and information as to the subject matter to be considered at the meeting.

Section 2. Special Meetings.

Special meetings of the members of the association may be called by the Chairman or the Board of Directors at a place then designated, and shall be called by the Chairman upon the request of not less than five (5) members of the Board. Notice of such meeting shall be sent at least five (5) days before said meeting.

Section 3. Quorum, Voting and Proxies.

The presence, in person, by proxy, or by phone, of a majority of the members at any meeting of the association or Board of Directors shall be necessary to constitute a quorum for the transaction of business. Each member shall have only one (1) vote regardless of the number of representatives of such member who may be present at the meeting. A member who is not personally present may be represented and vote by written proxy. No one employed by the association shall act as proxy for any member. Proxies to be recognized must be delivered to the Chairman or Executive Director prior to the opening hour of the meeting at which they are voted and shall expire after the meeting for which such proxy was delivered.

Section 4. Procedures.

If, after any meeting of the members of the association and/or Board of Directors has been duly called, it be found by the Chairman that an insufficient number

will be present to constitute a quorum, the Board of Director may, by and with the consent of the Chairman, establish a new date and place for the meeting, and a new notice shall be sent by the Executive Director, at least five (5) days in advance of the date of the meeting

The Chairman of the association, or in his absence, the Vice Chairman, shall be Chairman of all meetings of the members and the Board of Directors. In the absence of the Chairman and Vice Chairman, the Treasurer shall be Chairperson and in the absence of the foregoing, the Chairperson shall be selected by the members or Directors present at such meeting.

Section 5.
Minutes.

At all meetings of the members of the association and the Board of Directors a record of the proceedings shall be preserved as the minutes of the meeting.

Section 6.
Meetings by Phone.

Members may participate in a meeting of the members or a committee of the members by conference telephone or similar communications equipment by means of which all parties participating in the meeting can hear each other.

Section 7.
Guests.

Attendance at meetings shall be limited to members and guests invited by the association.

ARTICLE IV DIRECTORS

Section 1.
Directors.

The Directors of the association shall comprise the Chairman, Vice Chairman, Treasurer and up to 15 Board Members-at-large (amended 8/30/07). The Immediate-Past Chairman and Executive Director will serve on the Board of Directors as ex officio, non-voting members. The term of the directors shall be at least one (1) year beginning with the conclusion of the annual meeting, unless otherwise provided by the members. All Directors must be current members of MESA before being elected into office.

Section 2.
Meetings.

The Board of Directors shall meet face to face during the time set for the Annual Meeting of the members and such other times as provided by the Directors, but not less frequently than twice per year.

Section 3.
Action of Directors.

The property, business and affairs of the association shall be managed by its Board of Directors. Except as otherwise provided by law, the Directors may, at the request of the Chairperson, take any action or adopt any resolution by written ballot under such procedures as may be adopted from time to time by the Board. Such action or resolution shall be authorized, approved and adopted upon receiving the affirmative vote of at least a majority of the Directors.

Section 4.
Resignations.

Any Director may resign by submitting to the Chairman or Executive Director his resignation, which shall become effective upon its receipt by such officer or at any later time specified therein; and, unless specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy on the board occurring within a term may be filled by the affirmative vote of a majority of the remaining Directors. A Director so elected to fill a vacancy shall complete the un-expired term of his or her predecessor in office.

Section 5.
Committees of the Board.

Standing or temporary committees, consisting of one or more Directors, may be appointed by the Board of Directors from time to time by vote of a majority of the Directors present at any regular or special meeting. The Board may from time to time invest committees with such power and authority, subject to such conditions, as it may see fit. An executive committee may be elected by the members to exercise all of the powers and authority of the Board during intervals between meetings of the Board.

- (a) Organization; Finality of Action. All committees shall determine their own organization, procedures and time and places of meeting, unless otherwise directed by the Board. Any action taken by any committee shall be subject to alteration or revocation by the Board; provided,

however, that third parties shall not be prejudiced by such alteration or revocation.

Section 6.

Election of Directors

Election of Directors will be held annually at the annual meeting, or via e-mail or regular mail. A minimum of 1/3 of the membership must vote and a majority of the votes received are to be cast for each Director to confirm the election of a Director.

Section 7. (amended 5/30/06)

Regional Boards of Directors

In order to drive internationalization, MESA may establish regional organizations where members of MESA International interact on a local level. These regional organizations may have additional or adapted regional goals and mission statements, but these must be in line with the overall goals and mission statement of MESA International. All membership issues, budgeting and funds will be managed through MESA headquarters in the U.S. The focus of the regional organizations is to enable localized activities outside the US. These regional organizations may have regional boards similar to the board of MESA International.

The chair of a regional board is a board member at large of the MESA International board and is appointed by the MESA International board. The regional board chair appoints the board members of the regional MESA organization when there are less than 100 MESA members in the region. When there are over 100 MESA members in the region, the region's members will vote for the region's board members in an official election.

In 2006, MESA installed its first adjunct board for its first regional organization, MESA Europe.

November 2008, MESA added the Middle East and Africa to the scope of its first regional organization, changing MESA Europe into MESA EMEA. (amended 12/10/08)

ARTICLE V OFFICERS

Section 1.
Officers.

The officers of the association shall be a Chairman, Vice Chairman, Treasurer, and Executive Director, the first three of which shall be elected by the members. The term of the officers shall be at least one (1) year beginning with the conclusion of the annual meeting, unless otherwise provided by the members.

Section 2.
Chairman

The Chairman shall preside at all meetings of the members of the association and of the Board of Directors, and shall have the authority to appoint such committees and their Chairpersons as may be deemed necessary, and in general to perform such other duties as might normally be exercised by the Chairman of a comparable organization.

Section 3.
Vice Chairman

The Vice Chairman shall perform the duties of the Chairman in the absence of the Chairman, in addition to those assigned as Vice Chairman.

Section 4.
Treasurer.

The Treasurer shall be the chief financial officer of the association. He shall be responsible to review the financial documents of the organization, prepared by him or the association management firm, on a routine basis. The Treasurer shall perform the duties of the Chairman in the absence of both the Chairman and the Vice Chairman. He shall render to the members annually a detailed statement showing the financial status of the association, and at such other times as may be directed by the Board of Directors. His accounts shall be audited from time to time as may be directed by the Board, provided that no member, whether an officer or not, shall have access to figures which would indicate the business of any other member of the association. At the expiration of his term of office, the Treasurer shall deliver over to his successor all books and other property of the association.

Section 5.
Executive Director.

The Executive Director shall be the chief administrative officer of the association and, subject to the control of the Board of Directors and the Chairman, shall

manage and supervise and exercise general executive powers concerning all the property, business and affairs of the association. The Executive Director shall be charged with carrying out the policies, programs, orders and resolutions adopted or approved by the Board of Directors, and shall have all powers and perform all duties incident to the office of general manager, and any further powers and duties as from time to time may be prescribed by the Board. He shall have the power to execute deeds, bonds, mortgages, and other contracts, agreements and instruments of the association approved by the Board. His duties also include the following:

- (a) He shall attend all meetings of the members of the association and the Board of Directors.
- (b) He shall send out such notice of meetings as may be appropriate or required.
- (c) He shall be responsible for the taking of minutes of all meetings.
- (d) He shall conduct all correspondence pertaining to his office.
- (e) He shall carry into execution all orders, votes and resolutions not otherwise committed.
- (f) If required by the Board, he shall give a good and sufficient bond in such sum as may be required conditioned for the faithful discharge of his duties. Such bond shall be likewise subject to the approval of General Counsel.
- (g) In the absence of the Treasurer the Executive Director may serve and perform all duties of the Treasurer.

In selecting the Executive Director, the Board shall have authority to employ an individual or select an individual, management firm or corporation to provide the services there mentioned and to enter into an agreement with such individual, firm or corporation for the rendering of such services, upon such terms and provisions as the Board of Directors shall see fit.

ARTICLE VI INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. Right to Indemnification.

Except as prohibited by any law, every director and officer of the association shall be entitled as of right to be indemnified by the association against expenses and any liability paid or incurred by such person in the defense of any actual or threatened claim, action, suit or proceeding, civil, criminal, administrative, investigative or other, whether brought by or in the right of the association or

otherwise, in which he or she may be involved in any manner, as a party, witness or otherwise, or is threatened to be made so involved, by reason of such person being or having been a director or officer of the association or of a subsidiary of the association or by reason of the fact that such person is or was serving at the request of the association as a director, officer, employee, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other entity (any such claim, action, suit or proceeding hereinafter being referred to as an "Action").

Persons who are not directors or officers of the association may be similarly indemnified in respect of service to the association or to another such entity at the request of the association to the extent the Board of Directors at any time designates any of such persons as entitled to the benefits of this section. As used in this Article, "indemnitee" shall include each director and officer of the association and each other person designated by the Board of Directors as entitled to the benefits of this Article, "expenses" shall include fees and expenses of counsel selected by an indemnitee and "liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement

Section 2.

Right to Advancement of Expenses.

Every indemnitee shall be entitled as of right to have his or her expenses in defending any Action paid in advance by the association prior to final disposition of such Action, provided that the association receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

Section 3.

Right of Indemnitee to Initiate Action.

If a written claim under Section 1 or Section 2 of this Article is not paid in full by the association within thirty days after such claim has been received by the association, the indemnitee may at any time thereafter initiate an indemnitee action (an "Indemnitee Action") to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such Indemnitee Action.

The only defenses to an Indemnitee Action to recover a claim for indemnification under Section 1 shall be that (1) the indemnitee's conduct was such that under any law the association is prohibited from indemnifying the indemnitee for the amount claimed or (2) indemnification would result in failure of the association

to qualify as an organization described in Section 501(c)(6) of the Code, but the burden of proving such defenses shall be on the association.

Neither the failure of the association (including its Board of Directors, independent legal counsel and its members) to have made a determination prior to the commencement of such Indemnatee Action that indemnification of the indemnitee is proper in the circumstances, nor an actual determination by the association (including its Board of Directors, independent legal counsel or its members) that the indemnitee's conduct was such that indemnification is prohibited by Pennsylvania law, shall be a defense to such Indemnatee Action or create a presumption that the indemnitee's conduct was such that indemnification is prohibited by Pennsylvania law. The only defense to an Indemnatee Action to recover a claim for advancement of expenses under Section 2 shall be the indemnitee's failure to provide the undertaking required by Section 2.

Section 4.

Insurance and Funding.

The association may purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any liability or expense asserted or incurred by such person in connection with any Action, whether or not the association would have the power to indemnify such person against such liability or expense by law or under the provisions of this Article.

Section 5.

Non-Exclusivity; Nature and Extent of Rights.

The rights to indemnification and advancement of expenses provided for in this Article shall (i) not be deemed exclusive of any other rights, whether now existing or hereafter created, to which any indemnitee may be entitled under any agreement or by-law, charter provision, vote of members or directors or otherwise, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the association at any time while this Article is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Section), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he or she was entitled or was designated as entitled to indemnification under this Article and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

Any amendments or repeal of this Article or adoption of any by-law or provision of the Articles of the association that limits in any way the right to indemnification or the right to advancement of expenses provided for in this

Article shall operate prospectively only and shall not affect any action taken, or failures to act, by an indemnitee prior to the adoption of such amendment, repeal, by-law or other provision.

Section 6.
Partial Indemnity.

If an indemnitee is entitled under any provision of this Article to indemnification by the association for some or a portion of the expenses or a liability paid or incurred by the indemnitee in the preparation, investigation, defense, appeal or settlement of any Action or Indemnatee Action but not, however, for the total amount thereof, the association shall indemnify the indemnitee for the portion of such expenses or liability to which the indemnitee is entitled.

Section 7.
Applicability of Article.

This Article shall apply to every Action other than an Action filed prior to January 27, 1987, except that it shall not apply to the extent that Pennsylvania law does not permit its application to any breach of performance of duty or any failure of performance of duty by an indemnitee occurring prior to January 27, 1987.

ARTICLE VII DISSOLUTION

Section 1. Distribution of Assets upon Dissolution.

Upon dissolution of the association, if there shall be any surplus of assets remaining after the payment of all obligations of the association, the Executive Director shall distribute to each member such percentage of the surplus as such member's contribution of dues during the ten-year period last past bears to the total dues paid by all members during the same ten-year period.

ARTICLE VIII GENERAL

Section 1.
Office.

The business office of the association shall be located in a location to be specified by the Board of Directors.

Section 2.
Seal.

The corporate seal shall have inscribed thereon the name of the association, the year of its organization, and the words "Non Profit Corporation Seal,." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 3.
Fiscal Year.

The fiscal year of the association shall be July 1 to June 30.

Section 4.
Gender.

Whenever used in these Bylaws, the use of any gender shall be applicable to any other gender or to all genders as may be appropriate in the context.

Section 5.
Counsel.

The Board shall have authority to select a General Counsel who will be the legal advisor of the association. His duties shall be the furtherance of the objectives and purposes of the association by all lawful and proper means. In selecting counsel, the Board shall have authority to select a firm of lawyers.

ARTICLE IX AMENDMENTS

Section 1.
Amendments.

These Bylaws may be amended by the Board of Directors of the association at a meeting or by mail by a two-thirds vote of the entire Board, the nature of the proposed amendment having been stated in the call for meeting or with the ballot. The provisions for giving advance notice of the proposed amendment prior to a meeting may be waived by the unanimous consent of the Board members present at the meeting at which the proposed amendment is offered.

Bylaws were amended and accepted into record on the following dates:
Original approved: 9/16/92

Amended 8/19/94

Amended 6/5/96

Amended 2/7/03

Amended - 2/10/2004

Amended - 10/12/2004

Amended - 5/30/2006

Amended - 8/30/2007

Amended - 12/10/2008