

**BYLAWS
I.I.U.G. INC**

Article 1. Name. The name of the Corporation shall be I.I.U.G. Inc., and may from time to time be referred to as I.I.U.G. or International Informix Users Group

Article 2. Offices.

2.1 The principal office of the corporation shall be located in Tucson, Arizona. The Corporation may have such other offices, either within or without the State of Arizona, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

2.2 The Corporation shall have and continuously maintain in the State of Arizona a registered office and a statutory agent office, which latter address may but need not be identical with the registered office. The address of the registered office may be changed from time to time by the Board of Directors.

Article 3. Purposes. The Corporation is organized under and shall operate as an Arizona nonprofit corporation, and shall have such powers as are now or as may hereafter be granted by the Arizona Revised Statutes § 10-3101, et seq. The Corporation has as its primary purpose the promotion, education, and exchange of technical information concerning the Informix Family of Products and/or related products within the meaning of Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation will:

3.1 conduct educational conferences, meetings, discussion groups, panels, lectures, and other programs concerned with the development and exchange of information among members, and encouraging and strengthening participation of all qualified users;

3.2 promote the acceptance of the Informix Family of Products as the standard relational database technology across multiple environments;

3.3 encourage the development of products compatible with the Informix Family of Products; and

3.4 provide a forum for the promotion of excellence in information processing through recognition of those individuals who, judged by their peers, put forth the highest effort and succeed in best utilizing Informix technology within their enterprises.

Article 4. Restrictions. The following restrictions shall conclusively bind the Corporation and all persons acting for or in behalf of it:

4.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

4.2 The Corporation shall not adopt any practice, policy or procedure that would result in discrimination on the basis of race, religion or creed.

Article 5. Membership.

5.1 Designation. Membership in I.I.U.G. shall be open to any person interested in IBM's Data Management Solutions products and services. Prospective members must complete the I.I.U.G. registration process and pay any membership fees as established by the Board of Directors. Membership shall not be open to persons seeking to compete commercially with IBM's Data Management Solutions.

5.2 Members' Rights. Members shall have the right to:

(a) Attend and participate in general meetings; Vote in general I.I.U.G. elections, qualified by a joining date as set by the I.I.U.G. Board of Directors; Vote on any issue brought to the membership of the I.I.U.G. by the Board of Directors; Bring an issue to a vote by the Board of Directors of the I.I.U.G. through a petition approved by ten (10) other members from at least 2 separate companies.

(b) Each member shall have one vote in any election of the I.I.U.G. All Members shall have the same rights and obligations with respect to voting, dissolution, redemption, and transfer.

5.3 Members' Liabilities.

(a) **To Third Parties.** A Member is not personally liable for the acts, debts, liabilities or obligations of the corporation.

(b) **Dues, Assessments, and Fees.** A Member is deemed to have agreed to the liability for dues, assessments, and fees if there exists at the time the Member becomes a Member a provision in the Bylaws or a resolution adopted by the Board of Directors authorizing or imposing dues, assessments or fees. The amount and the Member's liability are subject to increase or decrease, as determined by the Board of Directors.

5.4 Non-Member Participation. The Board of Directors may permit non-members to participate in the Organization on a case-by-case basis.

5.6 Termination. Termination of membership shall be by:

- (a) written or electronic request from the member to the Organization requesting termination, or
- (b) two-thirds (2/3) majority vote of the Board of Directors.

6.1 Powers. Subject to any limitation set forth in the articles of incorporation, these Bylaws or applicable laws, the affairs of the Corporation shall be managed by a Board of Directors and the President. The primary function of the Board shall be to establish corporate policies for the direction and guidance of the officers and the management of the Corporation, and to formulate the basic rules and regulations governing the operation and management of the Corporation. The Board shall be responsible for the financial viability of the Corporation and overseeing all financial, accounting, and auditing transactions of the Corporation. An overall plan and budget that reflects the annual operating, cash, and capital expenditure budgets shall be prepared by management and shall be subject to approval by the Board. The Board shall be responsible for the Corporation's personnel policies and procedures.

6.3 Qualification of Directors. At no time shall more than one-fourth (1/4) of the persons on the Board of Directors be employed by the same company or organization. At least one (1) person, designated by IBM's Data Management Solutions organization (the "IBM Data Management Board Member"), can and should be on the Board of Directors with full voting privileges on all issues. The IBM Data Management Board Member may not hold the office of President of the Corporation. Directors must demonstrate a willingness to accept responsibility for governing the Corporation, including a willingness to participate actively in activities of the Board. A person's area of interest, expertise, experience, accomplishments, and availability for meetings of the Board will be major considerations in his or her selection.

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Organizational Meeting of the Corporation, to so serve until their successors are elected at the next annual meeting. All Directors elected shall take office on the first day following the date of election.

(a) In preparing for elections, the Board of Directors will form a committee (the "Election Committee") to propose to the Membership qualified candidates for election to the Board. The Election Committee chairperson shall not be a candidate for the Board of Directors and the Committee must include the IBM Data Management representative to the Board of Directors. The committee will make every effort to encourage international diversity of the Board during the nominating and voting processes.

(b) At least two weeks prior to the election date, the nominating committee will publish their recommendations to the Board. The procedure for making such nominations shall be set by the current Board and all nominations must be approved by a 2/3 majority of the current board to stand for election.

(c) Each Member shall have one (1) vote for each director position to be filled. All voting members must be a member of the organization at least one day prior to the call for candidates or earlier as set by the Board. Members may not cumulate votes. The nominees who receive the most votes shall be elected Directors. Any tie shall be broken by the President.

(d) Acceptance of the IBM Data Management Board Member shall be by a two-third (2/3) majority vote of the other Members of the Board of Directors, as nominated by the Director, Strategy and Marketing Database Software & Systems, IBM Information Management

(e) If the number of candidates presented by the nominating committee is less than or equal to the number of available seats on the board, the current Board may vote to accept the candidates as elected without a membership vote.

6.5 Vacancies. Vacancy of a Director holding office pursuant to Section 6.4 above, including without limitation, vacancies caused by increase of the authorized number of such Directors, or by resignation, removal or death, may be filled by two-thirds (2/3) of the remaining Board of Directors appointing an active Member to fill the vacant position. Each Director so appointed to fill a vacancy shall hold office until the next normal expiration of the term to which that person is appointed or until his or her successor is appointed and qualified.

6.6 Place of Meetings. Meetings of the Board shall be held at such place as may be designated from time to time by the Board.

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6.7 Participation in meetings by Conference Telephone. Meetings of the Board whether regular or special may be held by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

6.8 Annual meeting. The annual meeting of the Board shall be held each year for the purpose of election of officers and the transaction of such other business as may properly be brought before the meeting on such date and at such time and place as the Board shall determine.

6.9 General meetings. General meetings of the Members and the Board of Directors may be called by the President or by a majority of the Board of Directors.

6.10 Regular meetings. Regular Meetings of the Board shall be held as needed, unless cancelled by the Board at such date, time and place and with such notice as the Board shall determine.

6.11 Special meetings. Special meetings of the Board shall be held as needed at such date, time and place as the Board or, in the absence of Board action, as the President shall determine. Special meetings of the Board shall be held within a reasonable time after a written or electronic call or request therefor from the President or at least two (2) or more Directors.

6.12 Notice of Meetings. An annual meeting or general meeting agenda published on the internet shall constitute sufficient notice to the Members and the Board of Directors of the Annual Meeting and of General Meetings. Notice of the regular meetings of the Board shall be given in writing and shall be mailed and e-mailed to each Director at least ten (10) days before each such meeting. Notice of special meetings of the Board of Directors may be written, sent by e-mail or by telephone. A written notice of a special meeting shall be mailed or e-mailed to each Director at least thirty (30) days prior to the date of the meeting. Notice by telephone or electronic communication shall be given to each Director at least ten (10) days prior to the date of the meeting. Notice given pursuant to this Section 6.12 shall state the date, time, and general nature of the business to be transacted at the meeting.

6.13 Consent to Meetings; Waiver of Notices. Any meeting of the Board shall be deemed to have been validly and legally called if all of the Directors entitled to vote on the day of the meeting sign a written waiver of notice, either before or after the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of that meeting and no written waiver need be obtained from that Director, except when the Director attends the meeting for the express purpose of objecting to the transaction of any

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business because the meeting is not lawfully called or convened. All such waivers, consents or approval shall be filed with the corporate records.

6.14 Quorum and Acts of Board. The Board of Directors shall meet as often as necessary and in the most efficient manner to conduct the business of the Board. A majority of the Board of Directors and at least five (5) Members shall constitute a quorum for conducting business at annual and general meetings. At all other meetings of the Board, a majority of the Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. Except as otherwise provided by these Bylaws, if a quorum is present, the act of a majority present at the meeting shall be the act of the Board. Each Director shall have one (1) vote. There shall be no voting by proxy.

6.15 Conflict of Interest. Any member of the Board of Directors who has a personal material interest in an issue being decided by the Board of Directors may not vote on questions related to that issue. Employment by IBM's Data Management Solutions organization, by itself, shall not be considered a personal material interest.

6.16 Adjournment. A majority of the Directors present at a meeting, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned; provided, however, that if the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

6.17 Amendments. The repeal, alteration or amendment of these Bylaws or to the structure and operation of the Corporation as a whole, requires a two-thirds (2/3) majority vote of the Board of Directors.

6.18 Powers and Responsibilities of the Board of Directors. The powers and responsibilities of the Board of Directors include:

- Develop and propose policy for the Organization;
- Develop, approve, and report the budget of the Organization;
- Establish any requirements for membership and meeting attendance as provided in the Charter or Bylaws;
- Replace any Board member at any time by a two-thirds (2/3) vote by all members of the Board of Directors;
- All questions of operating procedure within the Board of Directors shall be decided by a majority vote of the Board.
- Keep and protect the membership information;
- Plan and execute programs;

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- Represent issues and concerns of the Corporation or Members to Informix;
- Publish any material by the Corporation;
- Collect, account for, use, and report on any revenues of the Corporation;
- Maintain and preserve the records of the Corporation;
- Operate and maintain the Corporation's computer resources;
- Actively participate in the functioning of the Board and the Corporation;
- Perform such other duties as decided by the Board or given to it by the Members.

6.19 Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation, except as otherwise prohibited by laws.

6.20 Removal of Directors. Upon a finding by a majority of the Board, the following conditions shall be cause for immediate dismissal from the Board of Directors:

- (a) Accepting employment at a company or any other organization which directly competes with IBM's Informix database solution;
- (b) Intentional and flagrant violation of the Code of Ethics of the Organization, defined below.

Article 7. Officers.

7.1 President. One member of the Board of Directors shall be elected President by a majority vote of all members of the Board. The President shall serve at the pleasure of the Board, and accordingly, may be removed by a two-thirds (2/3) vote of the Board at any time. The responsibilities and powers of the President are:

- act as chief spokesman for the Corporation;
- chair the Board of Directors;
- cast any tie-breaking vote in any meeting the President chairs;
- create and oversee any committees needed to run the Corporation or to focus on an interest of the Corporation;
- call a general meeting of the Corporation at least once a year; chair the general elections of the I.I.U.G.;
- perform such other duties or functions as are assigned by the Board of Directors.

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7.2 Other Officers. The Board may elect such other officers as the business of the Corporation may require, who shall have such authority and perform such duties as the Board may from time to time determine. All such officers shall serve at the pleasure of the Board.

Article 8. User Group. As used in this document, the term "user group" means a group of people interested in the use of Informix products and services. No person commercially competing with or intending to commercially compete with IBM's Data Management Solutions may be a member of the User Group. This group shall have an organizational structure with at least one (1) elected position and a membership of not less than five (5) active members.

9. Committees. The Board of Directors, by resolution adopted by a majority of the directors in office, and/or the President, in his or her sole discretion, may form one or more committees to carry out the business of the organization. Each committee shall consist of one or more directors and shall have and exercise the authority of the Board of Directors in carrying out the business of the Corporation. These committees shall report and be responsible to the President or the President's designated individual. Designation of such committees 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.

9.1 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation or until his or her successor is appointed, unless the Committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

9.2 Chairman. One member of each committee shall be appointed chairman.

9.3 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.

9.4 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.

10. Code of Ethics.

10.1 Membership information shall be kept confidential and shall be used only as approved by the Board of Directors;

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10.2 The Corporation encourages its Members to share information with other Members in compliance with all applicable laws.

11. Contracts, Checks, Deposits, and Funds.

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

11.2 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 the Corporation shall be signed by such officers; agent or agents of the Corporation 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 / or countersigned by the president of the Corporation.

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

11.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

12. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

13. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

14. Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of the Arizona Revised Statutes or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

15. Amendments to Bylaws. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds majority of the Board of Directors present at any regular meeting or at any special meeting, provided that at least fifteen days' written notice is given of intention to alter, amend or repeal and to adopt new Bylaws at such meeting; further provided that in no event shall these Bylaws be amended so as to make

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the Corporation other than an organization falling within the meaning of § 501(c)(6) of the Code; further provided, that no amendment that reduces the privileges of the Charter Vendor Members may be made without a majority vote of the Charter Vendor Members, and no amendment that reduces the privileges of the Founding Members may be made without a majority vote of the Founding Members.

16. Indemnification. The Corporation shall indemnify to the full extent permitted by A.R.S. § 10-3850, *et seq.*, any person who is a party or is to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, or any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that he or she is or was a Director, officer, advisor or employee of the Corporation or is or was serving at the request of the Corporation as a Director, officer, advisor or employee of any other Corporation, partnership, joint venture or other enterprise, against expenses (including attorney's fees), against judgments and fines, and amounts paid on settlement to the extent permitted by law. Expenses including attorney's fees incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of any such action, suit or proceeding to the extent permitted by law. The Corporation may, to the full extent then permitted by law and authorized by the Directors, purchase and maintain insurance on behalf of any officer, Director, advisor or employee against any liability asserted against and incurred by any such person in any such capacity or acting out of his or her status as such whether or not the Corporation would have the power to indemnify such person against such liability.

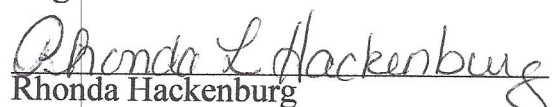
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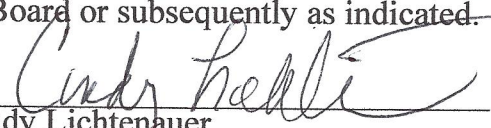
The undersigned Directors, being duly elected and qualified, and acting on behalf of an Arizona nonprofit Corporation, do hereby certify that the forgoing instrument constitutes the Bylaws of said Corporation duly and regularly adopted and approved by the Board of Directors at a special meeting of said Board or subsequently as indicated.


Stuart Litel


Art S. Kagel


Miguel Carbone



Rhonda Hackenburg


Cindy Lichtenauer


Khaled Bentebal


Jean Georges Perrin


Bruce Simms


JMD
SEP 13
ASK

Gary Ben-Israel L. Kate Tomchik

Janet M. Oswald

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