

Amended and Restated Bylaws of COSUGI (a Utah Nonprofit Corporation)

These Amended and Restated Bylaws of COSUGI, a Utah nonprofit corporation (the "Corporation"), were adopted by unanimous consent of the Board of Directors of the Corporation effective this 8th day of May, 2021 (the "Effective Date"), for the purpose of amending and restating the bylaws of the Corporation and for continuing the Corporation as currently existing without any other changes in the Bylaws, except to the extent provided herein.

ARTICLE 1 Name

The name of the Corporation shall be COSUGI.

ARTICLE 2 Definitions

Act: shall mean the Utah Revised Nonprofit Corporation Act, UCA § 16-6a-101, et seq.

Annual Conference: shall mean the annual conference of the Officers, Directors, and Members of the Corporation, which shall be held during March, April, or May of each year, or during a different month at the discretion of the COSUGI Board of Directors (hereinafter, sometimes referred to as the "Board") at a location deemed suitable by the Board.

Company: "Company" is defined as the Sirsi Corporation, known worldwide as SirsiDynix, and its affiliates or authorized distributors.

Core Product: A "core product" is the cataloging or circulation module of any Integrated Library System, or Library Platform Service sold, leased or licensed by the Company to a customer.

Enhancements Process: Users can search, comment on, and review suggested ideas on a hosted website. Member-designated voters may vote on suggested ideas.

Escrow: Refers to a secure deposit account holding the most current release of Company software, of which the Company makes regular deposits for Members.

Escrow Agent: "Escrow Agent" is defined as an independent third-party firm contracted to act as a custodian of software deposits as defined in the Escrow Agreement.

Escrow Agreement: Shall mean that “Three-Party Master Depositor Escrow Service Agreement” entered into by and among Sirsi Corporation, Iron Mountain Intellectual Property Management, Inc., and the Corporation, a complete and accurate copy of which is attached hereto as **Exhibit “A,”** and incorporated herein by reference.

Fiscal Year: Shall be January 1 through December 31 of each calendar year.

Good Standing: Shall mean those Members that have complied with all of their obligations to the Corporation including but not limited to being current with all compulsory dues and fees assessed by the Corporation, and not being subject to any discipline or sanction from the Corporation.

International Users’ Groups: Shall consist of the current members in Good Standing of COSI-EMEA (Customers of SirsiDynix International (Europe, Middle East and Africa) and COSA (Customers of SirsiDynix Australia) according to the respective bylaws adopted by each of the above-named groups.

Source Code: “Source Code” is the version of the licensed software, developed by the Company, as it is originally written by a human in plain text.

Designated Voter: An individual authorized by a Member user to vote at Official Membership Meetings or other meetings as described in Article V below.

ARTICLE 3

Purposes

Section 1. This Corporation is formed for educational and professional purposes, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as the same may be modified, supplemented or amended (the “Code”). By way of example (but not limitation), its purposes may include: e:

Establishing forums to provide support and foster the sharing of information among the membership;

Maintaining and improving relations and lines of communication among Members and between Members and the Company;

Formulating, coordinating, and recommending the Enhancements Process regarding the development of software and related products;

Carrying out activities which the Members deem appropriate for the benefit of the Corporation;

Serving as designated User under the terms of the Escrow by and among Members of the Corporation and members of COSI EMEA and COSA. Members of all three organizations shall have access to appropriate Source Code and documentation; and

Supporting and coordinating the activities of Special Interest Groups and Regional User Groups.

ARTICLE 4

Membership

Section 1: Qualifications -- To qualify as a Member, an institution must:

1. Purchase and maintain maintenance on, or subscribe to, one or more production environments of one or more Core Products. "Core Products" are defined as cataloging or circulation modules sold, leased, or licensed by the Company to Members or other third parties. "Production Environments" are defined as computer environments that are used by staff for live circulation or cataloging.
2. Complete the Corporation's Member application
3. Pay membership dues.

Section 2: Membership -- Memberships are based upon the number of production environments purchased.

Section 3: An institution with more than one production environment is eligible for one Membership per environment upon separate written application and payment of dues for each membership.

Section 4: Voting Privileges

1. Each Member in Good Standing shall have one vote for all items brought before the membership for a vote.

Balloting procedures shall be conducted which ensure one vote per Member.

Each Member shall designate a representative for contact and voting purposes. A Member may designate someone other than the Representative to vote as a proxy for that Member, providing the Secretary is notified by a Member's duly appointed designee, in writing, two (2) calendar weeks' prior to of the first day of voting.

In order to take part in a vote by ballot a Member must be in Good Standing (as hereinafter defined) for a minimum of two (2) calendar weeks before the ballots are available for voting.

Section 5: Annual Dues; Good Standing

1. The annual dues for membership shall be determined by the Board and reviewed on an annual basis or more frequently, as necessary.
2. Membership dues shall be paid in U.S. dollars in immediately available federal funds.

Memberships shall run annually from January 1 through December 31. Dues shall not be prorated for less than a full calendar year.

New Members may join the Corporation at any time by completing an application and paying dues.

Annual membership dues must be received by the Treasurer for the current Fiscal Year in order for a Member to remain in Good Standing.

Members not paying dues by March 1 of the current Fiscal Year shall no longer be in Good Standing and shall forfeit their rights and voting privileges in the Corporation. Members not in Good Standing shall be so notified in writing by the Secretary or a duly appointed designee. A delinquent Member's membership may be reinstated by the payment of all amounts due.

ARTICLE 5

Membership Meetings

Section 1: There shall be an annual membership meeting held at a site and on a date approved by the Board.

Section 2: Special membership meetings may be called by the Chair or by a simple majority of the Board.

Section 3: The Chair or Board shall be required to call a special membership meeting upon written request of twenty-five percent (25%) of the current Members in Good Standing.

Section 4: Written certification of the date, time, and place for all annual and special membership meetings shall be sent to each Member at the address the Corporation has on file for such Member at least sixty (60) days in advance of the meeting.

Section 5: Pursuant to the terms of these bylaws and § 16-6a-707 of the Act, any action that may be taken at any annual or special meeting of the Members may be taken without a meeting and without prior notice, if one or more consents in writing, setting forth the action taken, are signed by the Members having not less than the minimum voting power that would be necessary to authorize or take the action at a meeting at which all members entitled to vote on the action were present and voted.

Section 6: A quorum shall exist if the number of designated voters is equal to or exceeds 25% of all current Members eligible to vote on a given issue.

Section 7: A designated voter will be distinguished in a manner determined by the Secretary. The Secretary or a duly appointed designee shall certify in writing that the required quorum set forth in Section 5 above is present.

ARTICLE 6

Officers and Board of Directors

Section 1: Board of Directors The Board shall consist of ten (10) Member representatives, (who are sometimes referred to herein as “Board Members”), which shall be constituted as follows: up of five (5) officers (Chair; Chair-Elect; Past Chair; Treasurer; and Secretary) and five (5) additional members: the Enhancements Coordinator; Member at Large; Conference Chair-Elect; Conference Chair; and Communications Chair. In addition, one Representative of the Company, nominated by the Company and approved by the Board, shall act as the liaison between the Corporation and the Company.

No more than two (2) Board Members shall be current or former employees of a single organization, or otherwise affiliated with the same organization. However, this limitation may be waived by the Board of Directors if a majority of the Board Members then in office deem an exception to be in the best interest of the Corporation.

Section 2: The Board Members shall be 18 years of age or older and belong to or be affiliated with a Member in Good Standing.

Section 3: Responsibilities of the Board are to:

1. Conduct the regular and ongoing business of the Corporation and report on same at the annual membership meeting.
2. Exercise the powers of the Corporation and represent the Corporation.
3. Adopt policies and assume responsibility for the execution and communication of policies and programs.
4. Hold an in-person meeting attended by at least 70% of the Board at least once each calendar year.
5. Develop and maintain procedural documents.
6. Hold regular meetings to conduct the business of the Corporation. Pursuant to Section 16-6a-708 of the Act, these meetings may be conducted by any means of communication, in which the words of all persons participating in the meeting can be transmitted in real time, by audio or visual means, to all other participants. Participation in a meeting under this section shall constitute presence in person at the meeting.
7. Attend at least 75% of the regularly scheduled board meetings in addition to attending all board functions at the Annual Conference.
8. Call special Board meetings, as required. These special meetings may be called by the Chair or by a simple majority of the Board Members then serving on the Board. Such a meeting may be conducted by any means of communication by which all persons participating in the meeting may hear each other during the meeting as described above.
9. Oversee the expenditure of funds by means of review and authorization in accord with an annually prepared plan that has been approved by the Board.
10. Fill Board vacancies in accordance with these Bylaws and the Act.

11. Appoint the chairs of any committees not defined elsewhere.
12. Annually review the performance of any employee or contract service engaged by the Corporation.
13. Deliver to their successors all pertinent books, records, and other property at the end of their respective terms of office and forward all other materials to the keeper of the Corporation's archives.
14. Manage the Customer Enhancements Process for all Members, in the U.S. and Internationally.

Section 4: Officers

1. The Chair shall:

- a) Be the chief officer of the Corporation; chair membership meetings and meetings of the Board;
- b) Appoint individuals to standing committees, subject to approval by the Board, in accordance with Article 7 of these Bylaws;
- c) Form such ad hoc committees as the Chair may find necessary or desirable, subject to the approval of a simple majority of the Board. The Chair shall also be authorized to appoint members to any such ad hoc committee or committees, subject to the approval of a simple majority of the Board;
- d) Perform such other duties which are necessary to the office of Chair or as may be prescribed by the Board;
- e) Verify receipt of Source Code into Escrow upon release of a new Software Version;
- f) Upon receipt of a request for access to Source Code material, verify that a Member is in Good Standing and that the request is in compliance with the terms of the Escrow Agreement and upon verification of the above, forward said request to the escrow agent specified by the Company;
- g) In consultation with the Chair-Elect and the Treasurer, prepare an operating budget by the end of the current fiscal year for adoption by the Board;
- h) Serve as the primary liaison between the Corporation and the Company on all matters and issues of importance to the entire membership; and
- i) Give notice of and attend all membership meetings

2. The Chair-Elect Shall:

- a) Perform the duties of the Chair in her/his absence;
- b) Serve on the Conference Planning Committee;
- c) In consultation with the Chair and the Treasurer, prepare an operating budget for the following year by the end of the current Calendar year for adoption by the Board;
- d) Present to the Board, for its approval, a budget for the Annual Conference by the date specified in the Board-adopted Operations Calendar; and
- e) Succeed the prior Chair upon the expiration of the prior Chair's term, or the prior Chair's resignation, death, disability, or removal.

3. The Secretary shall:

- a) Keep the official record of the Corporation and of all Membership meetings.
- b) Keep the official record of Board meetings and actions and distribute the minutes to the board members for approval;
- c) Ensure that archival documents pertaining to the Corporation are preserved and accessible;
- d) Verify that a membership list is kept current and accessible to all Members; and
- e) Act as Administrator of the approved communications and file-storage system.

4. The Treasurer shall:

- a) Arrange for the annual audit of all financial records by an independent auditor. Upon written request by a majority of the Board, the Treasurer shall timely provide the financial records of the Corporation for an audit at any time;
- b) Maintain an account of all funds received and expended. Make disbursements as authorized by the Board and approved by such officers as the Board may prescribe;
- c) Prepare (or cause to have prepared) monthly summary reports on the financial condition of the Corporation for the Board's review;
- d) Prepare (or cause to have prepared) and distribute an annual report of the financial transactions and fiscal condition of the Corporation to be presented at the annual membership meeting;
- e) Cause complete and accurate tax returns and/or tax statements to be filed with state and federal tax authorities;
- f) Make all funds, books, vouchers, and related material pertinent to the office available for inspection by the Board;
- g) In consultation with the Chair and Chair-Elect, prepare an operating budget for the following year by the end of the current fiscal year for adoption by the Board;
- h) Coordinate with the activities of any persons hired or contracted to assist the Corporation;
- i) Process the monthly payroll for paid staff; and
- j) Update the mileage reimbursement amount annually each January to reflect the current IRS mileage rate.

5. The Past Chair shall:

- a) Be responsible for Recommending candidates for the slate of officers;
- b) Conduct elections in accordance with these Bylaws. Notify election candidates and Members of election results;
- c) Provide notification of upcoming elections or ballots at least sixty (60) days in advance of such vote, including requirements that must be met in order for a Member to be able to vote;
- d) Act as an advisor to the current Chair and Board on past matters and procedures;

- e) Serve as the liaison between the Corporation, COSI EMEA, and COSA;
- f) Travel to and attend meetings of International users' groups upon approval by the Board. If the Past Chair is unable to travel to a meeting, this responsibility may be delegated by the Past Chair to another Board member; and
- g) Report to the Board on the activities of the International users' groups.

Section 5: Other voting board positions

3. The Enhancements Coordinator shall:

- a) Serve as chairperson of the Enhancement Request Moderators Committee;
- b) Monitor performance of moderators. Replace moderators as needed;
- c) Develop and update documentation for moderators;
- d) Collect proposed ideas for the Enhancements Process from the moderators and submit them to the Company; and
- e) Serve as the liaison between the Corporation and the Company for all matters relating to the Enhancements Process.

4. Member-at-Large shall:

- a) Serve on the Conference Committee;
- b) Serve as Chair of the Scholarship Committee;
- c) Monitor feedback from members; and
- d) Perform additional duties as assigned.

5. The Conference Chair shall:

- a) Serve as Chair of the Conference Committee;
- b) Oversee all aspects of the Conference including, but not limited to, facilities, finances, programs, registration, and local arrangements;
- c) Present to the Board, for its approval, a budget for the Annual Conference by the date specified in the Board-adopted Operations Calendar; and
- d) Maintain responsibility for the conference facilities and oversee finances with the Chair, Chair-elect, Conference Planner and Conference Chair-Elect.

6. The Conference Chair-Elect shall:

- a) Perform duties as assigned by the Conference Chair; and
- b) Succeed the Conference Chair.

7. Membership and Communications Chair shall

- a) Serve as Chair of the Communications Committee;
- b) Manage the COSUGI website; and
- c) Manage the social media presence of the organization and the conference.

Section 6: Terms of Office

1. The Chair-Elect shall serve a total of three years: one year as Chair Elect, the second year as Chair, and the third year as Past Chair.
2. All other positions will serve two-year terms, with the exception of the Member-

- at-Large, who will serve a one-year term.
3. Terms will be staggered so that some expire in alternating years, on the following schedule: If a Director's term of service begins on July 1 of an even-numbered year, that Director's term of service will expire on June 30 of that even-numbered year two years later. By contrast, if a Director's term of service begins on July 1 of an odd-numbered year, that Director's term of service expires on June 30 of the odd-numbered year two years later.
 4. Elections shall be held annually.
 5. With the exception of the office of Chair Elect/Chair/Past Chair and Conference Chair-Elect/Conference Chair, an individual may serve up to two (2) consecutive terms in the same office. Upon serving two (2) terms, individuals may not stand for reelection for the same office until a two-year period has elapsed. Individuals may stand for election to another office as long as they do not exceed eight (8) consecutive years on the Board. A person serving in the office of Chair Elect /Chair /Past Chair shall not be eligible for reelection until a two-year period has elapsed after the end of the Past Chair's term. Deviations from the schedule of elections and terms of office must be approved by an affirmative vote from a simple majority of the membership.
 6. Each Officer's and Director's Term will begin on July 1 and end on June 30.

Section 7: Vacancies

1. For a vacancy in the office of Chair-Elect, a special election must be conducted to fill the vacancy within thirty (30) days after the position becomes vacant.
2. Vacancies in an office other than the Office of Chair-Elect may be filled from among the Members by the Board for the unexpired portion of the term.

Section 8: Recall/Removal

1. Any elected officer or appointed committee member is subject to recall or removal, pursuant to the process set forth below.
2. Any officer, director, or committee member may be removed from office by a two-thirds majority vote of the Board, whenever in the Board's reasonable judgment the best interests of the Corporation would be served thereby.
3. Alternatively, upon written request of at least twenty-five percent (25%) of the Members, the Board shall initiate a special recall vote by ballot. The officer or chairperson will be removed from office if two-thirds (2/3) of the Members voting approve the recall.

Section 9: Action Without a Meeting

Any action required or permitted to be taken by the Board under any provision of the Utah Revised Nonprofit Corporation Act and under these Bylaws may be taken without a meeting if all the members of the Board of Directors either: (a) consent to the action in writing votes for the action; or (b) vote against the action or abstains from the action and waive the right to demand that action not be taken without a meeting. Such writings shall be filed with the minutes of the proceedings of the Board. Action is taken under this Section only if the affirmative vote for the action equals or exceeds the minimum number of votes that would be necessary to approve the matter

at a meeting at which all of the Directors then in office were present and voted.

An action taken pursuant to this Section may not be effective unless all the Directors sign a writing describing the action taken. Said writing may be received by the Corporation by email or fax providing the Corporation with a complete copy of the writing, including a copy of the signatures on the writing.

Such action by a writing shall have the same force and effect as an action taken at a meeting of the Board and may be described as an action taken at a meeting of the Board in any document.

Section 10: Quorum and Voting

1. In order to constitute a quorum, a fifty-one percent (51%) majority of the board members must be present. Whenever a quorum is present, an act taken and passed by a majority of those board members present shall constitute an act of the Board.
2. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, pursuant to § 16-6a-712 of the Act, a board member may be considered to be present at a meeting and to vote if the board member has granted a signed written proxy to another board member who is present at the meeting authorizing the other board member to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy.
3. The Chair may vote on all motions presented.
4. For any motion to pass, more than 50 percent of the votes must be in favor of the motion. If there is a tie vote, then the percentage requirement is not met and the motion will not be adopted.

ARTICLE 7 **Committees**

Section 1: The Board shall designate such standing or ad hoc committees, as it may deem necessary to carry out the business and purposes of the corporation. The studies, findings and recommendations of committees shall be reported to the Board for consideration and action except as otherwise ordered in the authorizing resolution. Committees may adopt such rules and organization for the conduct of their mission as are appropriate and not inconsistent with these Bylaws, the Articles of Incorporation or state and federal law. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors; *provided however*, that no such committee shall have the authority to amend, alter, or repeal any resolution of the Board of Directors which by its term provides that it shall not be amended, altered, or repealed by such committee.

All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the

office of the Corporation. The designation of any such committee and the delegation of authority thereto, shall not relieve the Board of Directors of any responsibility imposed by law.

Section 2: Standing Committees consider matters of the Corporation that require continual attention. Committee members shall belong to a Member of Good Standing and will serve one-year terms, except as otherwise provided in the authorizing resolution. Committee members may be appointed to additional one-year terms.

1. Enhancement Moderators Committee

- a) The Enhancements Coordinator shall serve as chairperson;
- b) The Enhancement Moderators Committee shall consist of Enhancement Moderators and the Enhancement Coordinator;
- c) The Enhancements Coordinator shall report on the activities of the committee regularly (at least twice a year) to the membership; and
- d) The Enhancement Moderators shall determine a fair and equitable process by which enhancement requests from the Members may be evaluated, prioritized and submitted.

2. Conference Planning Committee

- a) The Conference Planning Committee shall be responsible for the annual user conference;
- b) Membership shall include the Conference Chair, the Conference Chair-Elect, the contracted Conference Planner, a company liaison, the Chair-Elect as advisor, and other persons as deemed appropriate by the Conference Chair and the Board;
- c) The Conference Chair shall serve as chairperson; and
- d) Conference Planning Committee shall submit a proposed conference budget for approval by the Board.

3. Communications Committee

- a) The Communication Chair shall serve as chairperson of the Communications Committee;
- b) The Communications Committee will maintain the Corporation's website;
- c) Membership shall include the Communications Chair, members as appointed by the Chair, and other parties duly designated by the board; and
- d) The committee will provide the social media presence of the organization and the conference

Section 3: Ad Hoc Committees

Ad Hoc committees may be created by the Chair and/or the Board to carry out specific charges. The committee chairperson shall belong to a Member of Good Standing and shall be appointed by the Chair. Committee members will be appointed by the Board chair and/or committee chairperson. The terms of appointment end with the

completion of the ad hoc committee's assignment or at a specific time as determined by the Board.

Notwithstanding the above, an ad hoc committee may be dissolved at any time by a majority of the Board of Directors without notice and without cause.

ARTICLE 8

Parliamentary Authority

The rules contained in the most current edition of *Robert's Rules of Order* shall govern the Corporation when such rules are applicable and when they are not inconsistent with these Bylaws or any special rules adopted by the membership. For the duration of any meeting, the Chair may appoint a Parliamentarian Pro Tem.

ARTICLE 9

Dissolution and Disposal of Property

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed 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 in Article Four hereof.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively for the common business interests of its members.

ARTICLE 10

Indemnification

The Corporation shall indemnify any individual to the extent permitted by and in accordance with the Act, any amendments or successor sections of like tenor, or other applicable law, who was or is a party or is threatened to be made party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact he or she is or was a director or officer of the Corporation against judgments, fines, amounts paid in settlement and reasonable expenses (including attorney's fees), incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, except that, no indemnification shall be made in connection with any proceeding charging that such person derived an improper personal benefit, whether or not involving action in an official capacity, in which such person was adjudged liable on the basis that he or she derived an improper personal benefit. The 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 he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

ARTICLE 11

Amendments and Inspection

Section 1: Amendments to Bylaws

Except as otherwise provided by law, the Bylaws may be amended, altered or restated, in whole or in part, by a majority vote of the Directors. Notwithstanding the foregoing, any proposed revision to or deletion from the Bylaws shall be provided in writing to the members via email prior to adoption. Members shall have 30 days from the transmission of an email to send written comments to the Member-at-Large of the Board of Directors at his or her provided email address. The Member-at-Large shall present all comments received within that period to the Board of Directors for their consideration prior to a final vote on the motion to adopt any such change.

Section 2: Inspection of Bylaws

The Secretary shall keep in the Secretary's files a copy of the current Bylaws, certified by the Secretary, which shall be open to inspection by the Members upon request at all reasonable times.

Section 3: Permitted Purposes

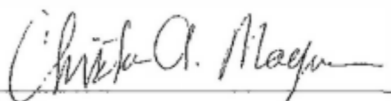
Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Sections 501(c)(3) and 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

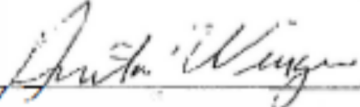
CERTIFICATE OF SECRETARY

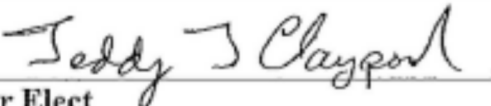
The undersigned does hereby certify that such person is the secretary of COSUGI, a nonprofit corporation duly organized and existing under and by virtue of the laws of the state of Utah; that the above and foregoing bylaws of said Corporation were duly and regularly adopted as such by the board of directors of said Corporation by unanimous consent dated May 17, 2021, and that the above and foregoing bylaws are now in full force and effect and supersede and replace any prior bylaws of the Corporation.

DATED this 17 day of MAY, 2021.

BOARD OF DIRECTORS:

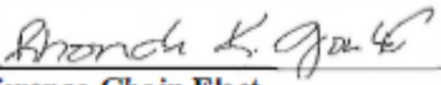

Secretary

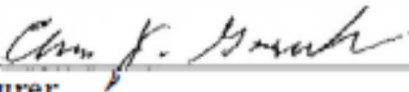

Chair

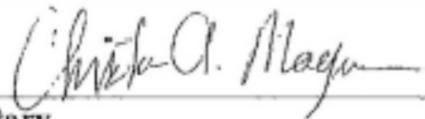

Chair Elect


Past Chair



Conference Chair


Conference Chair Elect


Treasurer


Secretary


Enhancements Coordinator


SIG/RUG Liaison


Membership & Communications Chair