

Bylaws of AUTODESK USER GROUP INTERNATIONAL, INC.

ARTICLE I: NAME

1.1. Name. The name of this not-for-profit corporation is AUTODESK USER GROUP INTERNATIONAL, INC. It is hereinafter referred to in these Bylaws as "AUGI" or the "Organization".

ARTICLE II: PURPOSES

2.1. Purpose. The Organization is an independent software user group dedicated to the advancement of knowledge pertaining to the use of Autodesk software and partner products. The Organization encourages the exchange of information about the use of Autodesk software and related products by providing a vehicle for communication among users, Autodesk, Inc. and the 2D/3D design, construction, and manufacturing industry at large. The Organization is recognized by Autodesk, Inc. as the representative and advocate of the worldwide user community of Autodesk software products.

ARTICLE III: MEMBERSHIP

3.1. The Organization shall have no limitation as to the number of members.

3.2. Eligibility. Membership in the Organization shall be available only to those persons having an interest in the activities of the Organization who recognize and comply with the Organization's Certificate of incorporation, Bylaws, and Standards and Ethics. However, the following parties shall not be eligible for membership or participation in the Organization: a) Parties located in countries, controlled by countries, or working on projects in countries currently embargoed or sanctioned by the United States. b) Parties listed on any of the U.S. government's Denial Lists with respect to export control; c) Other parties where membership or participation in the Organization would or could constitute a violation of applicable federal, state, or local law, including the U.S. government export laws and/or regulations relating to nuclear, chemical, biological, missile weapons, terrorist, and illegal drug activities.

3.3. Membership in the organization is free to anyone meeting the eligibility requirements.

3.4. Applications. Any individual desiring to become a member of the Organization must apply on forms approved and supplied by the Organization, including but not limited to the membership form on the AUGI web site. Applications for membership shall be approved or denied by the Executive Director or his or her designee in accordance with these Bylaws and guidelines established by the Board of Directors. The President shall have that discretion if no Executive Director has been employed.

3.5. Voting

3.5.1. Each member shall have one vote in all matters to be voted on by the members.

3.5.2. Unless applicable law requires otherwise, any action approved by the affirmative vote of a simple majority of the members entitled to vote at a meeting at which a quorum (see §3.8) is present shall be the act of the members.

3.5.3. All matters to be submitted to members for a vote at a meeting of members may be acted upon by written ballot sent by mail, email, on the Internet, in person at such meeting, or by written ballot sent by mail and in person, as determined by the Board of Directors.

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3.5.4 In order to cast a ballot in the annual Board of Directors election, a member must have been a member in good standing for 30 days prior to the open of nominations.

3.6. Meetings

3.6.1. Annual Meeting. There shall be an annual meeting of the membership, to be held at a time and place to be determined by the Board of Directors, to hear reports concerning the conduct of the Organization's activities and to conduct such other business as may properly come before the meeting.

3.6.2.1. Special Meetings. A special meeting of the membership may be called by a majority of the members of the Board of Directors or by written request of at least three hundred (300) members, provided that no more than fifty (50) of such members reside within any 100-mile region. Special meetings of members may be held at any place within or outside the State of Delaware, USA, and the call for any such meeting shall state its purpose or purposes.

3.6.2.2. Cost of special meetings will be borne by the petitioning group.

3.7. Notice. Written notice of the time and place of the Annual Meeting of members shall be distributed at least thirty (30) days in advance of the meeting, and of special meetings of members at least fifteen (15) days in advance, but not more than sixty (60) days after receipt of the appropriate written request (unless a longer period of notice is required by applicable law). Any written notice shall be delivered personally, by mail, by announcement on the Internet or by publication in the Organization's newsletter or other journal distributed to members generally.

3.8. Quorum. Five Hundred (500) members eligible to vote that are present, in person or by written ballot, at any meeting of members shall constitute a quorum for the transaction of business at any meeting of members, unless a greater proportion is required by applicable law, by the Certificate of Incorporation, or by these Bylaws.

3.9. Termination of Membership. Any member who fails to comply with the Organization's Bylaws or with its Standards and Ethics, in effect at the time, may be removed from membership as provided in the Policies and Procedures adopted by the Board of Directors.

3.10. Resignation. Any member desiring to resign from the Organization may submit their resignation in writing to the Secretary, membership chairperson or on the AUGI website.

3.11. Communications. While AUGI strives to provide as much communication in the native tongue of our members, all official meetings, documents, business and communications shall be in English (US).

ARTICLE IV: BOARD OF DIRECTORS

4.1. Powers, Number and Qualifications

4.1.1. The property, affairs, and business of the Organization shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate such powers as are provided for in these Bylaws.

4.1.2. The AUGI Board of Directors (sometimes referred to as the "Board" and individual members thereof referred to as "Director" or "Directors") shall consist of a minimum of 6 up to a maximum of 10 elected Directors. The number of Directors shall be fixed by resolution of the Board.

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4.1.3 The Board, as it deems necessary, may appoint non-voting advisors from other groups, teams, councils or individuals. All Advisory Board Members will be appointed for a set period of time to be determined at the time of appointment. Advisors will be deemed Ex-Officio Board Member, who may participate in the meeting discussion, provide input and advice, but have no vote. They will not be counted as regular Board members or be considered in the count to achieve quorum. Advisors will not be eligible to run for election to the Board whilst serving and must step down if they accept a nomination.

4.1.4. AUGI Board of Directors Qualifications

The list below outlines qualifications that a prospective nominee may have to achieve selection for position on the Board of Directors. Each nominee must meet at least one of the conditions to become certified for the election ballot.

Be a member in good standing for at least one year; and

Be an officer within the current calendar year of a Local User Group; and

Show verifiable qualifications of managerial and business skills or project management skills by submitting at least 2 letters of recommendation, at the time of self-nomination or at the time of acceptance of nominations by others, regarding management or project experience. Contact information shall be provided for each recommendation.

or

Complete at least one year of AUGI volunteering with a recognized AUGI program;

or

Complete at least one-year chairmanship of any recognized AUGI program.

All Candidates will be evaluated based on their understanding and agreement with Board policy, procedure, operational organization and philosophical outlook.

4.1.4.1. Verification of volunteerism. It is the Election Committee's duty to confirm volunteer activity. If the committee cannot directly confirm volunteering activity the nominee shall provide the committee with the contact information of the person(s) responsible for oversight of the volunteer's efforts. The committee shall confirm with the person(s) having oversight who must also be recognized by the committee as having an active role in the AUGI organization.

4.1.5. To be eligible for election as President, the individual must have completed one full-term as a Director.

4.2. Election and Term

4.2.1 Directorships: A directorship is a specific manager of a unique area of AUGI administration. Under these directorships are the programs that are either managed by the directors by them directly or through a program director who reports to them.

4.2.2. Directors shall be elected for a three year term. After election each Director will take on a Directorship role. On annual basis the Board will evaluate the directorship

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positions for contraction or expansion. After serving two full terms, a Board member is ineligible for reelection for a one year period. The term of office of every Director shall commence on January 1 and expire three years later on December 31.

4.2.3. As far as practicable the elections for Directors shall be staggered so that no more than one-third of the Board seats are up for election in each calendar year.

4.2.4. Nominations.

Once each year the Nominations and Elections Committee shall gather nominations for available positions on the Board, and set a date for such election. Individual members may make nominations, with self-nominations being allowed. The committee must receive all nominations by the time and date designated by the nomination committee. All nominated persons will be contacted to verify their willingness to run and serve.

In general, a member can run for a position on the Board. Nominees will be required to submit a qualification statement, which contains at least 100 words specifically related to the position they are seeking. Nominees must also submit to the Nominating and Elections Committee their personal data and an electronic image of themselves. The Nominating and Elections Committee or membership chairperson will verify the nominees' eligibility.

Individual nominations shall be screened and evaluated by the committee, which includes but is not limited to the parameters and procedures established in section 4.1.4.

A list of candidates will be presented to the Board for inclusion on the ballot. A list of nominees who do not make it to the ballot will be provided to the full Board also.

4.2.5. Balloting Options.

Ranked Ballot - The Board may present a slate of candidates for voting and the candidates will be ranked according to the vote tally to determine the winners. The Board will designate the number of open seats needing to be filled and the top vote recipients will fill those seats. The Board may also designate on the ballot those candidates the Board feels would be best suited for inclusion on the Board.

Affirmation Ballot - The Board may also limit the ballot to those who are best suited for addition to the Board and present the ballot as an affirmation vote of the members. An affirmation ballot would be presented for yes or no approval of each candidate. Candidates achieving a 2/3 majority of yes votes would be elected.

4.2.6. Balloting Approval.

The procedure for the Board to approve the ballot will include:

- A vote shall be taken by the Board for approval of the ballot. Should anyone be excluded from the ballot after the Nominating Committee has submitted their name, they will be contacted prior to the ballot being submitted to the membership stating that they will not be included based on a majority of the vote of the Board.
- A vote shall be taken by the Board to confirm the list of nominees not submitted for the ballot. Those on the list will be contacted prior to the ballot being

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submitted stating that they will not be included based on a majority of the vote of the Board.

- The approved ballot shall be returned to the Nominations and Elections Committee.

4.2.7. Elections.

A final ballot of candidates approved by the Board shall be submitted to the membership on the date designated by the Nominations and Elections Committee. The deadline for voting shall be 14 days later. Proxy voting is not allowed. The Board will determine the balloting option used for the election per section 4.2.5 and inform the membership as to the balloting option selected prior to the election vote.

4.2.8 Election Certification Process

The Elections Committee will, within 7 days of the close of the voting, meet to certify the election results. They will remove any invalid votes as per section 3.5. They will certify that the result totals are correct. They will define commentary that may be included in a report back to the Board. They will include any recommendations the Board should consider.

The Elections committee will present its findings to the full Board for ratification within 14 days of the close of voting. The full Board will review the certification process and vote on acceptance. The full Board has final decision on all organizational election matters. If the Board accepts the Election Committees decision, then the full Board authorizes the Elections Committee to contact the nominees and disclose the results. Following disclosure of results to nominees, the committee will then announce the election results to the members. Election process commentary and recommendation may remain undisclosed to the membership.

All current nominees must recuse themselves from the voting process for ratification of the results by the full Board. They may participate in the discussions, but will not have a vote.

4.2.9 Confidentiality

The detailed results of the election are recorded in the executive minutes of the Board.

4.3. Vacancies. Subject to the qualifications stated in Section 4.1, all vacancies on the Board of Directors shall be filled by appointment by the President subject to approval by the Board of Directors.

4.4. Removal. A supermajority of 2/3 of the total members of the Board of Directors currently in office may remove any Director.

4.5. Sanctions. A majority of the Board of Directors may sanction any member or any Director for actions that are deemed misconduct, not in the best interests of AUGI, illegal, or contrary to the Board's intentions.

4.5.1. Misconduct by a member or Director is evaluated by the following criteria:

4.5.1.1. Whether the individual accepted responsibility for and acknowledged the misconduct prior to detection and intervention by the AUGI Board.

4.5.1.2. Whether the individual voluntarily employed subsequent corrective measures, prior to detection or intervention by the Board.

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4.5.1.3. Whether the individual voluntarily and reasonably attempted, prior to detection and intervention, to pay restitution or otherwise remedy the misconduct.

4.5.1.4. Whether, at the time of the violation, the individual had developed reasonable supervisory, operational, and/or technical procedures or controls that were properly implemented.

4.5.1.5. Whether, at the time of the violation, the individual had developed adequate training and educational initiatives.

4.5.1.6. Whether the individual demonstrated reasonable reliance on competent legal or accounting advice.

4.5.1.7. Whether the individual engaged in numerous acts and/or a pattern of misconduct.

4.5.1.8. Whether the individual engaged in the misconduct over an extended period of time.

4.5.1.9. Whether the individual attempted to conceal his or her misconduct or to lull into inactivity, mislead, deceive, or intimidate another member, company, or individual.

4.5.1.10. Whether the individual's conduct was the result of an intentional act, recklessness, or negligence.

4.5.1.11. Whether the individual's conduct resulted in the potential for respondent's monetary or other gain.

4.5.2. Sanctions may include any or all of the following: limitation or modification of activities, functions, and operations; censure; suspension of membership (of an individual from functioning in any or all capacities for a defined period or contingent on the performance of a particular act); bar (permanent expulsion of an individual from associating with AUGI in any or all capacities); expulsion (permanent revocation of membership); or any other fitting sanction.

4.5.3 In order for a Director to retain membership on the Board of Directors, that Director must be eligible to enter into a Non-Disclosure Agreement (NDA) with Autodesk, Inc. Any Director that is not eligible to enter into an Autodesk NDA will be removed from the Board of Directors.

4.6. Resignation. A Director may resign from the Board of Directors by written notice to the Board. Unless another time is specified in the notice, a Director's resignation shall be effective upon receipt by the Board, and a resignation as a Director shall be deemed to also constitute resignation from any other office held by the Director. A Director who is no longer a member shall be deemed to have resigned, effective upon the termination of his or her membership.

4.7. Meetings. The President shall set the time and place of the regular meetings of the Board, which shall occur at least twice a year. Special meetings of the Board of Directors may be called by either the President or upon the written request of one-half of the members of the Board of Directors. The President, or Directors who call the meeting, shall fix the time and place of any special meeting. Meetings of the Board of Directors may be held at any location within or outside the State of Delaware. Any Director may participate in any meeting of the Board 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 provision shall constitute presence in person at the meeting.

4.7.1. Meeting Attendance. Carrying out the work of the Board of Directors effectively requires a commitment to attend all Board meetings as required. Board members who are absent, without excuse, from three consecutive meetings are automatically

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considered to have resigned their position. In the event such a member wishes to be reinstated, a letter of request must be sent to the Board; the Board shall then make a decision by motion regarding reinstatement as well as any terms associated with a decision to reinstate if such is the decision.

4.8. Notice. Notice of time and place of each meeting of the Board of Directors shall be given at least fourteen (14) days prior to the date of a regular meeting and at least seven (7) days prior to the date of a special meeting. Notice shall be in writing and delivered personally, by email, by mail, by facsimile transmission, or by telephone. If mailed or faxed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the designated Director at such Director's most recent address, or faxed to the number as shown on the records of the Organization. If notice is given by telephone, it shall be deemed delivered when the Director who is contacted has been spoken with directly. The business to be transacted at any special meeting of the Board of Directors must be specified in the notice of such meeting.

4.9. Quorum. The presence of a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, unless a greater proportion is required by applicable law or by these Bylaws.

4.10. Voting. The act 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, unless the act of a greater number is required by law or by these Bylaws. Any action that may be taken at a meeting of the Directors may be taken without a meeting if a consent or consents to such action shall be signed by all the Directors then in office and filed with the Secretary of the Organization.

4.11. Conflict of Interest. All Directors, Officers, Committee and Task Force Chairs, and members holding other leadership positions within the Organization (Leaders), shall scrupulously avoid any conflict between their own respective individual or corporate interests and the interests of AUGI, in any and all actions taken by them on behalf of AUGI in their respective capacities. Conflicts of interest would include, but not be limited to, direct financial or close personal interests in a company or product which could be affected by a decision of a Board, Committee, Task Force, or other Organization governing body on which the Leader serves; acceptance of any gift, entertainment, services, loans, or promises of future benefits from any person or organization that might benefit because of the Leader's connection with AUGI and compensation in the form of fees or salaries if such payment is affected directly or indirectly by the Leader's work with the Organization except where expressly identified and agreed upon in the annual plan and budget. Annually all Directors, Officers, Committee and Task Force Chairs shall disclose any direct or indirect relationships with organizations, either for-profit or not-for-profit, that may, during their term of office, be involved with the Organization in a formal capacity.

4.12. Limitation of Liability. A Director of the Organization shall not be personally liable, as such, for monetary damages (including, without limitation, any judgment, amount paid in settlement, penalty, punitive damages, or expense of any nature including, without limitation, attorney's fees and disbursements) for any action taken, or any failure to take any action, unless:

4.12.1. The Director has breached or failed to perform the duties of his or her office under the Certificate of Incorporation; or Bylaws of this Organization or under relevant Delaware statutes; and

4.12.2. The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

4.12.3. These provisions shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to local, state, or federal law.

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ARTICLE V: CHAIR OF THE BOARD

5.1. Chair of the Board. The chair of the board must be a member of the board. The chair shall oversee the board. When the president is absent the chair shall preside over the board. The chair shall act as a link between the board and the officers but shall not limit access between the two groups. The chair shall consult with the board members on their roles and assess their performance. The chair shall facilitate board and committee meetings at the request of the president or in the absence of the president.

5.2 Chair Election and Term. The board shall elect the chair by a simple majority of the total members of the Board of Directors currently in office. The election shall occur at the first board meeting in each calendar year. The term of the chair shall be one year or until a successor is elected.

5.3. Removal from office. A supermajority of 2/3 of the total members of the Board of Directors currently in office may remove the chair.

5.4. Vacancies. The chair shall be filled by election by the Board of Directors.

5.5. Ineligibility. A chair that is no longer a member in good standing shall be deemed to have resigned, effective immediately upon the termination of his or her membership.

5.6. Resignation. The chair may resign from office by written notice to the Board. Unless another time is specified in the notice, the resignation shall be effective upon receipt by the Board.

ARTICLE VI: OFFICERS

6.1. Officer Elections and Terms. The officers of the Organization shall be a President, Vice President(s), a Secretary, and a Treasurer. Only members in good standing may serve as officers of the Organization. The Board of Directors shall elect annually all open positions for officers of the Organization. The President and Vice President shall hold office for a term of one year or until their successors are elected and have taken office. The Secretary and Treasurer each shall hold office for a term of three years (reviewed annually), unless elected to another position, or until their successors are elected and have taken office. By decision of the Board, the Secretary and/or Treasurer may be external staff employed by the Organization.

6.2. President. The President shall be the principal officer of the Organization and shall, consistent with policies established by the Board of Directors, exercise general oversight of its affairs and officers. The President shall preside at all meetings of the members of the Organization, at all meetings of the Board of Directors, and at all meetings of the Executive Committee; shall be the principal spokesperson for the Organization; shall appoint (with the approval of the Board of Directors) the chairs of all committees (except the Finance Committee); and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President may sign, with the Secretary or any other officer of the Organization authorized by the Board of Directors, any deed, mortgage, bond, contract, or other instrument that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to another.

6.3. Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order Senior Vice President, Junior Vice President) shall perform the duties of

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the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice Presidents shall perform such other duties and have such other powers as the Board may from time to time prescribe.

6.4. Secretary. The Secretary shall ensure that the minutes of meetings of the membership, the Board, and Executive Committee are recorded and maintained in the permanent record of the Organization. The Secretary shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

6.5. Treasurer. The Treasurer shall participate in the development of the annual budget, oversee the financial integrity of the Organization, assure the production of financial reports and an annual audit, serve as chair of the Finance Committee, and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

6.6. Other Officers. The Board of Directors may appoint, and may authorize the President to appoint, any other officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified by the Bylaws or determined from time to time by the Board of Directors.

6.7. Removal from office. A supermajority of 2/3 of the total members of the Board of Directors currently in office may remove any Officer.

6.8. Vacancies. Subject to the membership qualification, all vacancies of the Officers of Organization shall be filled by appointment by the President subject to approval by the Board of Directors. The Office of President and Vice-President shall be filled by election by the Board of Directors.

6.9. Ineligibility. An Officer who is no longer a member in good standing shall be deemed to have resigned, effective immediately upon the termination of his or her membership.

6.10. Resignation. An Officer may resign from office by written notice to the Board. Unless another time is specified in the notice, an Officer's resignation shall be effective upon receipt by the Board.

ARTICLE VII: COMMITTEES

7.1. Committees In General

7.1.1. Standing Committees. The Board may, by resolution, establish such standing committees as the Board deems necessary or desirable ("standing committees"), including, without limitation, the Executive Committee, the Nominations and Elections Committee, and the Finance Committee, each as described below. All standing committees shall include at least one Director. The Board may delegate such authority to a standing committee as it deems appropriate and is not prohibited by applicable law.

7.1.2. Special Committees. The Board may, by resolution, establish one or more special committees ("special committees") to advise the Board or the President in the performance of their duties. No special committee may have or exercise any authority of the Board to manage the business and affairs of the Organization. The chair of a special committee shall be appointed by the President subject to Board approval and members of the committee shall be appointed by the committee chair. All special committees and their members shall serve at the discretion of the Board.

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7.1.3. Term. Each member of a committee shall continue as such until the next annual meeting of the members of the Organization or until a successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof. Any member of a committee may be removed for any or no cause by a majority vote of the Directors.

7.1.4. 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. Meetings of any committee may be called by the chair or by any three members. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

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

7.2. Executive Committee. The Executive Committee shall consist of the President, Vice President(s), Secretary and Treasurer. The Executive Committee may, subject to the provisions of Section 6.2.1, exercise the powers of the Board of Directors when the Board is not in session, reporting any action taken to the Board at the Board's succeeding meeting.

7.2.1. The Executive Committee shall not have the authority of the Board of Directors with respect to the following matters:

7.2.1.1. Amending, altering, or repealing these Bylaws;

7.2.1.2. Electing, appointing, or removing any member of the Executive Committee or any Director or officer of the Organization;

7.2.1.3. Amending the Certificate of Incorporation of the Organization;

7.2.1.4. Adopting a plan of conversion, division, or merger or adopting a plan of consolidation with another corporation;

7.2.1.5. Authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Organization;

7.2.1.6. Authorizing the voluntary dissolution of the Organization or revoking proceedings therefore;

7.2.1.7. Adopting a plan for the distribution of the assets of the Organization;

7.2.1.8. Authorizing expenditures in excess of amounts set forth in the annual budget of the Organization as approved by the Board of Directors.

7.2.2. Meetings of the Executive Committee may be called at any time by the President or by any two members of the committee. Written notice of meetings of the Executive Committee shall be given at least seven (7) days before such meeting. Minutes of all Executive Committee meetings shall be prepared and presented to the Board of Directors within one month of the meeting and reported at the next meeting of the Board.

7.3. Nominations and Elections Committee.

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7.3.1. The Nominations and Elections Committee shall consist of at least three individuals, each of whom has been a member of the Organization for at least one (1) year and who collectively represent the diverse membership of the Organization. The chair of the committee shall be a Board of Director who is not up for election, who shall appoint the other members, none of whom may be up for election, subject to approval of the Board of Directors.

7.3.2. The committee shall actively seek nominees and candidates for the Board of Directors, evaluate the eligibility of any nominee or candidate, and conduct all elections for office according to procedures established by the Board of Directors.

7.4. Finance Committee. The Finance Committee shall consist of the President, the Treasurer, and the Executive Director, if one has been employed, with the Treasurer as chair. The Finance Committee shall be responsible for the general supervision of the Organization's finances. It shall prepare and recommend the annual budget, provide for regular financial reports and the annual external audit, review and recommend investments, and alert the Board to financial ramifications of the Board's decisions.

ARTICLE VIII: STAFF

8.1. Executive Director. The Board of Directors may employ an individual to serve as the Executive Director ("Executive") of the Organization, and shall fix the terms and conditions of the Executive Director's employment. The Executive may have full authority for the management of the Organization's affairs subject only to the duties specified by the Bylaws or other governing documents or to the direction of the Board, the Executive Committee, or the President. The Executive may plan, organize, direct, and coordinate the programs and activities of the Organization.

8.2 The Board may, at its discretion, employ other staff members from time to time.

ARTICLE IX: DELEGATION OF AUTHORITY

9.1. The Board of Directors may authorize any officer or agent of the Organization, 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 Organization, and such authority may be general or confined to specific instances. No member or chapter may obligate the Organization or act as its agent in any matter, and the Organization is not responsible for any obligations incurred by any member or chapter, except as and to the extent so authorized.

ARTICLE X: INDEMNIFICATION

10.1. Indemnification. The Organization shall indemnify any person, and may purchase insurance, for any purpose and to the greatest extent authorized by Sections 355.461 through 355.501 of the Delaware Nonprofit Corporation Act, as amended from time to time. However, no indemnification shall be paid except after consultation with legal counsel to assure that the applicable statutory requirements have been satisfied.

ARTICLE XI: LIMITATIONS

11.1. The Organization shall have no power or authority over its members, except as outlined in Article III.

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11.2. The Organization, its officers, and the Board of Directors shall not be responsible for the actions of any of its members.

ARTICLE XII: MISCELLANEOUS

12.1. Fiscal Year. The fiscal year of the Organization shall begin on the first day of January and end on the last day of December.

12.2. Waiver of Notice. Whenever any notice is required to be given to any member or Director under the provisions of these Bylaws, the Certificate of Incorporation, or the General Not-For-Profit Corporation Law of Delaware, a waiver thereof, whether given before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

12.3. Use of Assets. The Organization's funds and other assets shall be used only to accomplish its purposes, and no part of those funds or assets, except staff wages, shall inure to the benefit of or be distributed to, any members or employees of the Organization, or any other person having a personal or private interest in its activities.

12.4. Dissolution. Upon dissolution of the Organization, any funds or other assets remaining after payment of all obligations of the Organization shall be distributed to accomplish its purposes or for other charitable purposes to any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

12.5. Robert's Rules of Order. The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Organization where they are not inconsistent with the provisions of the Certificate of Incorporation or these Bylaws.

12.6. Use of Logo. Use of the Organization's logo is authorized only by those members and employees of the Organization or a chapter conducting official business of the Organization or the chapter and must conform to appropriate use of the logo as outlined in the Organization's Policies and Procedures.

ARTICLE XIII: AMENDMENTS

13.1. Amendments. Bylaws may be adopted, amended, or repealed by a majority vote of the entire Board of Directors.