



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

BYLAWS

ARTICLE I PURPOSES AND OBJECTIVES

Section 1.

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

Section 2.

The objective of MESA shall be to have an association of members working together to achieve the purpose as defined in Section 1 through education, communication, communities and interest groups, original content, and thought leadership. MESA shall be a knowledge base for leveraging modern information technologies in production operations.

ARTICLE II MEMBERSHIP

Section 1. Membership.

Members are individuals and companies in the manufacturing and processing industries that pay fees as designated by the board to be paid for a specific time period. Complimentary memberships may also be approved by the Executive Committee in exchange for specific contributions to MESA. For the purposes of these Bylaws, "member" means an individual that pays fees, has been provided with a complimentary membership, or an individual that is a named representative from a company, proprietorship, partnership, firm, association, corporation, division of a corporation or other business or legal entity that pays dues and is allowed to name a specific number of individual members per their membership type. No geographic restrictions apply.

ARTICLE III
MEETINGS AND QUORUMS

Section 1.
Annual Meeting.

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

Section 2.
Special Meetings.

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

Section 3.
Quorum, Voting.

Section 3.1 Quorum - The presence in person, or by phone, of 10% of the members at any meeting of the association shall be necessary to constitute a quorum for the transaction of business. Each member shall have only one (1) vote.

Section 3.2 Resolutions - Resolutions of the members shall be adopted with the affirmative vote of a majority of the members present at a meeting, in person or by phone, at which a quorum is present. If members are asked to vote by written ballot, a resolution may be adopted with the affirmative vote of a majority of the members when a quorum participates in the written ballot.

Section 4.
Procedures.

If, after any meeting of the members of the association and/or Board of Directors has been duly called, it be found by the Chairman that an insufficient number will be present to constitute a quorum, the Board of Directors may, by and with the consent of the Chairman, establish a new date and place for the meeting, and a new notice shall be sent by the Executive Director, at least five (5) days in advance of the date of the meeting.

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

Section 5.
Minutes.

At all meetings of the members of the association and the Board of Directors a record of the proceedings shall be preserved as the minutes of the meeting. The Board of Directors may decide whether the meeting minutes are private, or if they can be shared with any individual or group.

Section 6.
Meetings by Phone.

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

Section 7.
Guests.

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

ARTICLE IV
DIRECTORS

Section 1.
Directors.

The Directors of the association shall comprise the Chairman, Vice Chairman, Treasurer and Board Members-at-large. The Immediate-Past Chairman, Executive Director, and President serve as ex officio, non-voting directors. The board may vote to appoint additional ex officio, non-voting directors as desired. The term of the directors shall be at least one (1) year, unless otherwise determined by the directors and outlined in the election ballot. All Directors must be current members of MESA International.

Section 2.
Meetings.

The Board of Directors shall meet face to face at least once per year.

Section 3.
Quorum.

The presence, in person or by phone, of a majority of the Directors at any meeting of the Board of Director shall be necessary to constitute a quorum for the transaction of business.

Section 4.
Action of Directors.

The property, business and affairs of the association shall be managed by its Board of Directors. Except as otherwise provided by law, the Directors may, at the request of the Chairperson, take any action or adopt any resolution upon receiving the affirmative vote of at least a majority of the Directors during a face to face meeting or meeting by phone where a quorum is present. If the Directors are asked to take any action or adopt any resolution by written ballot, all directors must vote and the vote must be unanimous to be valid.

Section 5.
Resignations.

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

Section 6.
Committees of the Board.

Standing or temporary committees, consisting of one or more Directors, may be appointed by the Board of Directors from time to time by vote of a majority of the Directors present at any regular or special meeting. The Board may from time to time invest committees with such power and authority, subject to such conditions, as it may see fit.

- (a) Organization; Finality of Action. All committees shall determine their own organization, procedures and time and places of meeting, unless otherwise directed by the Board. Any action taken by any committee shall be subject to alteration or revocation by the Board; provided, however, that third parties shall not be prejudiced by such alteration or revocation.

Section 7.
Election of Directors

Election of Directors will be held annually or as determined by the Directors.. A minimum of 10% of the membership must vote and a majority of the votes received are to be cast for each Director to confirm the election of a Director.

Section 8.
Advisory Boards of Directors

MESA may establish regional organizations where members of MESA interact on a local level. These regional organizations may have additional or adapted regional goals and mission statements, but these must be in line with the overall goals and mission statement of MESA International. All membership issues, governance, and funding will be managed through MESA headquarters in the U.S. The focus of the regional organizations is to enable localized activities specific to a region. These regional organizations may have regional, advisory boards similar to the corporate (International) board of MESA International, and the advisory board directors may organize their own internal processes.

The Chairman of an advisory board will also serve as a Board Member at Large of the MESA International board.

Section 9. Executive Committee

An Executive Committee may be established by the International Board of Directors to exercise all of the powers and authority of the Board during intervals between meetings of the International Board except that the Executive Committee shall not have the power to amend or repeal these Bylaws or to adopt new Bylaws; to fill vacancies in, change the number of, or remove members of the Board of Directors; or to dissolve, remove members or change the number of, or fill vacancies in the Executive Committee; or to amend or repeal any resolution of the Board of Directors which by its terms shall not be amendable or repealable. Any actions of the Executive Committee shall be ratified by the Board of Directors at its meeting next following the action .The International Board will determine the positions to be filled on the Executive Committee.

ARTICLE V
OFFICERS

Section 1.
Officers.

The officers of the association shall be a Chairman, Vice Chairman, Treasurer, Executive Director, and President, the first three of which shall be elected by the members. The term of the

officers shall be at least one (1) year unless otherwise provided by the members during the election process.

Section 2.
Chairman

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

Section 3.
Vice Chairman

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

Section 4.
Treasurer.

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

Section 5.
Executive Director.

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

- (a) He shall attend all meetings of the members of the association and the Board of Directors.
- (b) He shall send out such notice of meetings as may be appropriate or required.
- (c) He shall be responsible for the taking of minutes of all meetings.
- (d) He shall conduct all correspondence pertaining to his office.
- (e) He shall carry into execution all orders, votes and resolutions not otherwise committed.
- (f) He shall be in charge of tax and financial matters, accounting, and management of the association's funds, investments, and insurance policies.
- (g) In the absence of the Treasurer, the Executive Director may serve and perform all duties of the Treasurer.

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

Section 6.
President.

MESA's directors may choose to contract with an individual to serve as President and manage specific strategic and operational aspects of the association. Specific tasks and responsibilities will be outlined in the contract for services.

ARTICLE VI
LIABILITY AND INDEMNIFICATION

Section 1.
Personal Liability of Directors.

Section 1.1. Elimination of Liability - To the fullest extent that the laws of the Commonwealth of Pennsylvania, as now in effect or as hereafter amended, permit elimination or limitation of the liability of directors, no Director of the association shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.

Section 1.2 Nature and Extent of Rights - The provisions of this Section shall be deemed to be a contract with each Director of the association who serves as such at any time while this Section is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Section. Any amendment or repeal of this Section or adoption of any Bylaw or provision of the Articles of the association which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, Bylaw or provision.

Section 2.
Indemnification.

Section 2.1 Right to Indemnification - As used herein, the word "Action" shall mean any action, suit or proceeding, administrative, investigative or other, (i) to which such person is a party (other than an action by the association) or (ii) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been a Director or officer of the association.

Unless in a particular case indemnification would jeopardize the association's tax exempt status under Section 501(a) of the Code or result in the association's failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, each Director and officer of the association shall be entitled as of right to be indemnified by the association against expenses and any liability paid or incurred by such person (i) in the defense of any Action to which such person is a party or (ii) in connection with any other Action.

A person who is not a Director or officer of the association may be similarly indemnified in respect of service to the association to the extent the Board at any time designates such person as entitled to the benefits of this Section.

As used in this Section, "indemnitee" shall include each Director and each officer of the association and each other person designated by the Board as entitled to the benefits of this Section; "liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and "expenses" shall include fees and expenses of counsel incurred by the indemnitee only (i) if the association has not at its expense assumed the defense of the Action on

behalf of the indemnitee with reputable and experienced counsel selected by the association, or (ii) if it shall have been determined pursuant to Section (c) hereof that the indemnitee was entitled to indemnification for expenses in respect of an Action brought under that Section.

Section 2.2 Right to Advancement of Expenses - Unless in a particular case advancement of expenses would jeopardize the association's tax exempt status under Section 501(a) of the Code or result in the association's failure to be described in Section 501(c)(3) of the Code, every indemnitee shall be entitled as of right to have his expenses in defending any Action paid in advance by the association, as incurred, provided that the association receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

Section 2.3 Right of Indemnitee to Initiate Action; Defenses - If a written claim under paragraph (a) or paragraph (b) of this Section is not paid in full by the association within thirty days after such claim has been received by the association, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.

The only defenses to an action to recover a claim for indemnification otherwise properly asserted under paragraph (a) shall be (i) that the indemnitee's conduct was such that under applicable law the association is prohibited from indemnifying the indemnitee for the amount claimed, or (ii) that indemnification would jeopardize the association's tax exempt status under Section 501(a) of the Code or result in the association's failure to be described in Section 501(c)(3) of the Code, but the burden of proving any such defense shall be on the association.

The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under paragraph (b) shall be (i) that advancement of expenses would jeopardize the association's tax exempt status under Section 501(a) of the Code or result in the association's failure to be described in Section 501(c)(3) of the Code, or (ii) that the indemnitee failed to provide the undertaking required by paragraph (b), but the burden of proving any such defense shall be on the association.

Section 2.4 Non Exclusivity; Nature and Extent of Rights - The rights to indemnification and advancement of expenses provided for in this Section shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the association at any time while this Section is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Section), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he was entitled or was designated as entitled to indemnification under this Section and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

ARTICLE VII DISSOLUTION

Section 1. Distribution of Assets upon Dissolution.

Upon dissolution of the association, if there shall be any surplus of assets remaining after the payment of all obligations of the association, the Executive Director shall distribute to each member such percentage of the surplus as such member's contribution of dues during the ten-year period last past bears to the total dues paid by all members during the same ten-year period. If an individual's membership fee was paid by a company, the appropriate percentage of the surplus will be distributed to the paying company.

ARTICLE VIII
GENERAL

Section 1.
Office.

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

Section 2.
Fiscal Year.

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

Section 3.
Gender.

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

Section 4.
Counsel.

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

ARTICLE IX
AMENDMENTS

Section 1.
Amendments.

These Bylaws may be amended, altered or repealed, and new bylaws may be adopted, by the Board of Directors of the association at any regular or special meeting.

Adopted by the MESA International Board of Directors: _____
Date