

**BYLAWS
OF
ASSOCIATION FOR SOFTWARE TESTING, INC.**

A Florida Nonprofit Corporation

As amended to 18 May, 2013

BYLAW I. INTRODUCTION

Section 1.01 **Bylaws.** These Bylaws constitute the provisions for regulation and management of the affairs of the Corporation.

Section 1.02 **Purposes.** This Corporation has the purposes stated in its Articles of Incorporation.

BYLAW II. OFFICES

Section 2.01 **Principal Office.** The principal office of this Corporation will be located in the State of Florida.

Section 2.02 **Registered Office.** The registered office will be continuously maintained in the State of Florida for the duration of this Corporation, except that the Board of Directors or Executive Committee may from time to time change the address of the registered office by duly adopted resolution and filing the appropriate statement with the State of Florida.

BYLAW III. MEMBERSHIP

Section 3.01 **Number.** There shall be no limit on the number of Members, unless the Board of Directors sets such a limit, which it may do from time to time.

Section 3.02 **Qualification.** Members must be natural persons over the age of eighteen (18) years at the time of application who are interested in the furtherance of the purposes of the Corporation. Members agree to abide by the AST Code of Ethics as a qualification to maintain membership.

Section 3.03 **Manner of Admission.** A person shall become a Member upon approval by:

- (a) the Executive Director, or
- (b) a majority of the Board of Directors, or
- (a) a majority of the Executive Committee.

Section 3.04 **No Property Rights; No Vested Rights.** Members have no property rights in the Corporation. No Member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its Members, except to the extent permissible under the Articles of Incorporation, these Bylaws, under law and under Section 501(c)(3) of the Internal Revenue Code.

Section 3.05 **Membership Classes; Dues, Fees and Contributions.** The Corporation shall have two classes of Members: Voting Members and Nonvoting Members. The Board of Directors may, by resolution, provide for one or more subclasses of Membership within each such class. Membership dues, fees and contributions may be determined for each class of

Membership by the Board of Directors from time to time. All references in these Bylaws to Members shall mean Voting Members, unless otherwise specified.

Section 3.06 Place of Meetings of Members. Meetings of Members shall be held at the principal office or the registered office of this Corporation in the State of Florida or at any other place within or without the State as provided by the Board of Directors or Executive Committee.

Section 3.07 Annual Meetings of Members. The annual meeting of the Members will be held at such time and place as the Board of Directors, Executive Committee, President or Executive Director determines from time to time. The annual meeting of the Members shall have as one of its purposes the election of Directors.

Section 3.08 Special Meetings of Members. Special meetings of the Members may be called by the Board of Directors, or the Executive Committee, or the President, or the Executive Director, or Members having at least twenty-five percent (25%) of the votes which all Members are entitled to cast at such meeting.

Section 3.09 Notice of Meetings of Members. Written notice, stating the place, day, and hour of the meeting, and in the case of a special meeting the purpose or purposes for which the meeting is called, must be delivered not less than ten (10) nor more than sixty (60) days before the date of the Members' meeting, either personally, by first class mail, by Federal Express, by Express Mail, by facsimile, by email, by or at the direction of the President, the Secretary, the Executive Director or other persons or Members calling the meeting, to each Member entitled to vote at such meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Corporation, with postage prepaid.

Section 3.10 Waiver of Notice of Meeting of Members. Notice of the time, place, and purposes of any meeting of Members may be waived in writing, either before or after the holding of such meeting, by any Member, which writing shall be filed with or entered upon the records of the meeting. The attendance of any Member at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by that Member of notice of such meeting.

Section 3.11 Meetings of Members By Communications Equipment. Meetings of the Members may be held through any communications equipment if all persons participating can hear each other and participation in a meeting pursuant to this Section shall constitute presence at such meeting.

Section 3.12 Action by Members Without a Meeting. Any action which may be authorized or taken at a meeting of the Members may be authorized or taken without a meeting, without prior notice and without a vote if the action is taken by the Voting Members entitled to vote on such action and having not less than the minimum number of votes necessary to authorize such action at a meeting at which all Members entitled to vote on such action were present and voted. The action must be evidenced by one or more written consents describing the action taken, dated and signed by approving Members having the requisite number of votes and entitled to vote on

such action, and delivered to the Corporation, Secretary or otherwise pursuant to law. Any such written consent shall be filed with or entered upon the records of the Corporation. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document. Written consent shall not be effective to take the corporate action referred to in the consent unless the consent is signed by members having the requisite number of votes necessary to authorize the action within sixty (60) days of the date of the earliest dated consent and is delivered in the manner required by this Section. This provision is authorized by Florida Statutes Section 617.0701.

Section 3.13 **Ratification.** Any Member not present at a meeting may ratify the validity and actions that took place in such meeting by signing a written document so indicating ratification. Such ratification shall be deemed to be an affirmative vote for every action taken in the meeting, unless otherwise specified in the writing. Such ratification shall also be deemed to constitute presence at such meeting.

Section 3.14 **Voting Rights of Members.** Each Voting Member shall be entitled to one vote on each matter submitted to a vote of Members. Nonvoting Members shall not be entitled to vote.

Section 3.15 **Electronic Voting by Members.** Voting can be conducted through the use of electronic ballots. Electronic ballots will be distributed prior to the voting period to all eligible Voting Members regardless of their physical attendance at a meeting. All electronic votes cast will count toward a quorum.

Section 3.16 **Quorum of Members.** Twenty-five percent (25%) of all Voting Members shall constitute a quorum at a meeting of Members. A majority of Voting Members present or who have submitted an electronic ballot at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the Members, unless a greater proportion is required by law, the Articles of Incorporation of this Corporation, or any provision of these Bylaws.

Section 3.17 **Nontransferability of Membership.** Membership in this Corporation is nontransferable and nonassignable.

Section 3.18 **Termination of Membership.** Membership terminates upon the occurrence of any of the following: automatically upon the death of the Member; automatically upon the resignation of the Member; failure to pay Membership dues, fees or contributions within such time period as may be set by the Board of Directors; with or without cause upon the affirmative vote of at least two-thirds of the Directors attending a duly-held meeting of the Board of Directors.

BYLAW IV. BOARD OF DIRECTORS

Section 4.01 **Authority.** All corporate powers must be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the Board of Directors, subject to any limitation set forth in the Articles of Incorporation.

Section 4.02 **Initial Board.** The initial Board of Directors designated in the Articles of Incorporation shall serve until their successors are elected at the first annual meeting of the Members.

Section 4.03 **Qualifications of Directors.** The qualification for becoming and remaining a Director of this Corporation is that the proposed Director must be a Voting Member of the Corporation for a minimum period of 1 year prior to the election.

Section 4.04 **Number of Directors.** The Board of Directors shall be comprised of not less than three (3) Directors and not more than the greater of the following:

- (a) eleven (11), or
- (b) the cube root of the number of members, rounded to the nearest odd number

Section 4.05 **Election of Directors.** The Voting Members shall annually elect Directors.

Section 4.06 **Term of Directors.** Each Director shall have a term of two (2) years. The terms of Directors shall overlap so that some Director positions will be up for election each year. Each Director shall hold office for the term for which he or she was elected until a successor has been elected and qualified. The number of Directors to be elected each year shall be set by the Board of Directors or Executive Committee within the limits of Section 4.04 of this Article.

- (a) **Directors Elect.** Those individuals who receive sufficient votes to be declared elected shall immediately become Directors Elect upon the announcement of the results of the vote.
- (b) **Rights, Privileges, and Duties of Directors Elect.** Directors Elect have none of the duties, obligations, or responsibilities of a Director. Directors Elect will be invited to participate in Executive meetings and discussions, but will have no official vote prior to their installation into office. Directors Elect, with the assistance of the Executive Director and current Directors, are responsible for familiarizing themselves with AST bylaws, policies, procedures, ongoing AST activities and programs, and other items that will help prepare for installation as a Director.
- (c) **Installation of Directors Elect.** Directors Elect shall be installed into office during a Board of Directors meeting to be held 60 (+/- 15 days) after their election.

Section 4.07 **Removal of Director.** A Director may be removed from office by an affirmative vote of at least eighty per cent (80%) of all Voting Members, when the Members determine that such action will serve the best interests of this Corporation.

Section 4.08 **Ex Officio and Honorary Directors.** The Members may elect one or more Ex Officio Directors and one or more Honorary Directors, who may attend Board of Directors

meetings, but who shall not have the right to notice or vote. Each such Ex Officio or Honorary Director shall serve for such term as specified upon his or her election, but if none is specified then the term shall be one (1) year. The other provisions of these Bylaws relative to vacancies and removal of Directors shall be applicable. There shall never be more than five (5) Ex Officio and Honorary Directors. Unless otherwise specified in these Bylaws, all references to "Directors" relate to voting Directors and not to Ex Officio Directors nor to Honorary Directors.

Section 4.09 Resignation; Vacancies. Resignation of a Director will become effective immediately or on the date specified therein and a vacancy will be deemed to exist as of such effective date. Any vacancy occurring in the Board of Directors, whether by resignation, removal, incapacity, death or otherwise, shall be filled by the Voting Members electing a Director to fill the vacancy. The new Director elected to fill the vacancy will serve for the unexpired term of the predecessor in office unless otherwise provided by the Members.

Section 4.10 Place of Meetings of Board of Directors. Meetings of the Board of Directors, regular or special, will be held at such place or places within or without the State of Florida as the Board of Directors, Executive Committee, President, or Executive Director determines from time to time.

Section 4.11 Regular Meetings of Board of Directors. Meetings of the Board of Directors shall be held at least three (3) times a year. One meeting each year shall be designated the Annual Meeting of the Board of Directors at which Officers will be elected, and one meeting shall be 60 (+/- 15) days later when those officers elect will assume office. Written notice stating the place, day and hour of each regular meeting will be delivered to each voting Director not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by first class mail, by Federal Express, by Express Mail, by facsimile, or by email by or at the direction of the President or the Secretary or the Executive Director. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of this Corporation, with postage prepaid. Such notice need not state the business to be transacted at, or the purpose of, such meeting.

Section 4.12 Notice of Special Meetings of Board of Directors. Written notice stating the place, day, and hour of any special meeting of the Board of Directors will be delivered to each voting Director not less than two (2) days nor more than thirty (30) days before the date of the meeting, either personally or by first class mail, by Federal Express, by Express Mail, by facsimile, or by email by or at the direction of the President, or the Secretary, or the Executive Director or the Voting Directors calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of this Corporation, with postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of, such meeting unless otherwise required by the Articles of Incorporation or these Bylaws.

Section 4.13 Call of Special Meetings of Board of Directors. A special meeting of the Board of Directors may be called by any one of the following: President, or Executive Committee, or Executive Director, or a majority of the Directors.

Section 4.14 **Waiver of Notice of Meeting of Directors.** Notice of the time, place, and purposes of any meeting of Directors may be waived in writing, either before or after the holding of such meeting, by any Director, which writing shall be filed with or entered upon the records of the meeting. The attendance of any Director at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him of notice of such meeting.

Section 4.15 **Quorum of Directors.** A majority of the Board of Directors then serving shall constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required by law, by the provisions of the Articles of Incorporation or by these Bylaws.

Section 4.16 **Directors' Meetings By Communications Equipment.** Meetings of the Directors may be held through any communications equipment if all persons participating can hear each other and participation in a meeting pursuant to this Section shall constitute presence at such meeting.

Section 4.17 **Action By Directors Without A Meeting.** Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all of the Directors. The action must be evidenced by one or more written consents describing the action taken and signed by each Director. Any such written consent shall be filed with or entered upon the records of the Corporation. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

Section 4.18 **Ratification.** Any Director not present at a meeting may ratify the validity and actions that took place in such meeting by signing a written document so indicating ratification. Such ratification shall be deemed to be an affirmative vote for every action taken in the meeting, unless otherwise specified in the writing. Such ratification shall also be deemed to constitute presence at such meeting.

Section 4.19 **Compensation.** No compensation shall be paid by the Corporation to the Directors for their services as Directors of the Corporation. No Director shall be prevented from receiving compensation for other services to the Corporation by reason of the fact that he or she is a Director of the Corporation.

BYLAW V. OFFICERS

Section 5.01 **Roster of Officers.** The Officers of this Corporation will consist of the following: President, Vice President, Secretary, and Treasurer. In addition, the Board of Directors may elect such additional Vice Presidents and Assistant Officers as they from time to time elect by resolution. The Board of Directors may also elect a Chairman of the Board. The initial Officers shall be as stated in the Articles of Incorporation.

Section 5.02 **Election of Officers.** Each of the Officers of this Corporation will be elected annually by the Board of Directors from among those persons who are Directors of the Corporation. Each Officer will remain in office until a successor, if any, to such office has been

elected and qualified. Such election will take place at the annual meeting of the Board of Directors. The nominee for the office receiving a plurality of the votes shall be determined to be winner.

- (a) **Officer Transition.** Current Directors shall elect, from among the mid-term Directors and Directors Elect, Officers of the Corporation for the following term of office. This election will be held within 24 hours after the completion of the annual election of Directors, and shall be done in consultation with Directors Elect.
- (b) **Rights, Privileges, and Duties of Officers Elect.** Officers Elect have none of the duties, obligations, or responsibilities of an Officer. Officers Elect will be invited to observe and/or participate in all activities and discussions conducted by the current holder of the office s/he will assume related to that office. Officers Elect will have no official vote prior to their installation into office. Officers Elect, with the assistance of the Executive Director and the current office holder, are responsible for familiarizing themselves with AST bylaws, policies, procedures, ongoing AST activities and programs, and other items that will help prepare for installation as an Officer.
- (c) **Officer Elect Period.** Elected Officers shall immediately become Officers Elect and remain Officers Elect until they are installed into office at the Board of Directors meeting mandated by Section 4.06.

Section 5.03 **Multiple Officeholders.** In any election of Officers, the Board of Directors may elect and appoint a single person to any two or more offices simultaneously, except that the offices of President and Secretary must be held by separate individuals.

Section 5.04 **President.** The President will be the chief executive officer of this Corporation and will, subject to the control of the Board of Directors and Executive Committee, supervise and control the affairs of the Corporation. The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors or Executive Committee. The President, or in his or her absence a Vice President, or in his or her absence the Secretary, or in his or her absence the Treasurer, shall preside at all meetings of the Members, Directors and Executive Committee of the Corporation.

Section 5.05 **Vice President.** A Vice President will perform all duties and exercise all powers of the President when the President is unable to act. Each Vice President will perform such other duties as may be prescribed from time to time by the Executive Committee or the Board of Directors.

Section 5.06 **Secretary.** The Secretary will keep minutes of all meetings of Members, the Board of Directors, and the Executive Committee, will be the custodian of the corporate records, will give all notices as are required by law or by these Bylaws, and, generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Executive Committee or Board of Directors.

Section 5.07 **Treasurer.** The Treasurer will have charge and custody of all funds of this

Corporation, will deposit the funds as required by the Board of Directors or Executive Committee, will keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, will render reports and accountings to the Directors, to the Executive Committee, and to the Members as required by the Board of Directors, the Executive Committee, or by law, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Executive Committee or the Board of Directors.

Section 5.08 Executive Director. The Board of Directors may select an Executive Director to be the chief administrative officer of the Corporation and, subject to the authority of the Board of Directors, Executive Committee, and President, to have general supervision over the activities and the operations of the Corporation.

Section 5.09 Vacancies. Resignation of an Officer will become effective immediately or on the date specified therein and a vacancy will be deemed to exist as of such effective date. Any vacancy, whether by resignation, removal, incapacity, death or otherwise, shall be filled by majority vote of the Board of Directors. The new Officer elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

Section 5.10 Removal of Officers. Any Officer elected or appointed to office may be removed by an affirmative vote of eighty per cent (80%) of all Directors, whenever in their judgment the best interests of the Corporation will be served.

Section 5.11 Fidelity Bond. An Officer shall give such fidelity bond for the faithful discharge of the duties of the office held by such Officer and in such sum and with such surety as the Executive Committee or Board of Directors may from time to time require.

Section 5.12 Compensation. No compensation shall be paid by the Corporation to the Officers for their services as Officers of the Corporation. No Officer shall be prevented from receiving compensation for other services to the Corporation by reason of the fact that he or she is an Officer of the Corporation.

BYLAW VI. EXECUTIVE COMMITTEE

Section 6.01 **Existence.** There shall be an Executive Committee of this Corporation.

Section 6.02 **Members of Executive Committee.** The Executive Committee shall consist of those Directors who are, from time to time, also Officers of the Corporation. The Officers may also appoint other Directors to serve on the Executive Committee from time to time.

Section 6.03 **Term of Office.** A Director shall automatically become a member of the Executive Committee when he or she becomes an Officer of the Corporation. A Director shall automatically cease to be a member of the Executive Committee when he or she ceases to be an Officer of the Corporation, whether as a result of resignation, death, incapacity, removal or otherwise.

Section 6.04 **Powers of Executive Committee.** The Executive Committee shall have and may exercise all powers and authority of the Board of Directors, except the following powers:

- (a) Approve or recommend to Members actions or proposals required by law or the Articles of Incorporation to be approved by Members;
- (b) Fill vacancies on the Board of Directors or any committee thereof;
- (c) Adopt, amend or repeal the Bylaws.

Without limiting the generality of the foregoing, the Executive Committee shall have the power to incur indebtedness, make acquisitions, direct action to be taken by the Officers, and in all other respects exercise the powers of the Board of Directors at any and all times.

Section 6.05 **Meetings of Executive Committee.** The Executive Committee shall meet at the call of any member of that Committee or at the call of the Executive Director. The Executive Committee may fix its own rules of procedure. A majority of the Executive Committee shall constitute a quorum, and the affirmative vote of a majority of those present shall constitute the act of the Executive Committee.

Section 6.06 **Minutes of Meetings of Executive Committee.** The Executive Committee shall keep minutes of its meetings.

Section 6.07 **Action By Executive Committee Without A Meeting.** Action required or permitted to be taken at an Executive Committee meeting may be taken without a meeting only if all of the following conditions are met:

- (a) All voting members of the executive committee respond to the action
- (b) No voting member of the executive committee explicitly requests that the action be postponed until the next meeting for further discussion.
- (c) A majority of the voting members of the executive committee approve of the action.
- (d) The response of each voting member of the executive committee be noted or stored in a manner that is accessible and reviewable by each voting member of the executive committee.

- (e) The action must be included as an addendum to the notes of the next meeting of the executive committee and as an official record of the action having been taken.

BYLAW VII. OTHER COMMITTEES

Section 7.01 **Appointment of Committees.** The Board of Directors, by resolution duly adopted by a majority of the Directors in office, or the Executive Committee, may designate and appoint one or more Committees and delegate to such Committees specific and prescribed authority. No such Committee will have the authority of the Board of Directors or Executive Committee in reference to effecting any of the following:

- (a) Submission to Members of any action for which the approval of Members is required under law;
- (b) Filling of vacancies in the Board of Directors or Executive Committee or other committees;
- (c) Adoption, amendment or repeal of the Bylaws;
- (d) Adoption, amendment or repeal of any resolution of the Board of Directors or Executive Committee; or
- (e) Action on matters committed by the Bylaws or resolution of the Board of Directors or Executive Committee to another Committee.

Furthermore, the creation of such Committee or Committees shall not operate to relieve the Board of Directors, any individual Director, the Executive Committee or its members of any responsibility imposed on such persons otherwise by law.

Section 7.02 **Standing Committees.** Chairs of Standing Committees, shall be appointed by the President of the Corporation at such time as the Board of Directors or Executive Committee passes a motion to approve the appointment and the appointee accepts the nomination. The Board of Directors or Executive Committee may retract an appointment with a motion passed by 2/3 majority of a quorum of voting directors.

Standing Committee Chairs may choose any number AST voting members in good standing approved by the President of the Corporation to serve on their committee unless the Board of Directors or Executive Committee passes a motion requiring specific qualifications for members to serve on the committee or placing upper and/or lower limits on the total number members the committee may have.

Section 7.03 **Committee Chairs.** Chairs of Committees, other than Standing Committees, shall be appointed by the President of the Corporation at such time as the President of the Corporation announces the appointment to the Board of Directors or the Executive Committee and the appointee accepts the nomination. The Board of Directors or Executive Committee may veto or retract an appointment with a motion passed by 2/3 majority of a quorum of voting Directors.

Committee Chairs may choose any number AST voting members in good standing to serve on their committee unless the Board of Directors or Executive Committee passes a motion requiring specific qualifications for members to serve on the committee or placing upper and/or lower limits on the total number members the committee may have.

Section 7.04 **Action By Committee Without A Meeting.** Action required or permitted to be taken at a Committee meeting may be taken without a meeting if the action is taken by all of the Committee members. The action must be evidenced by one or more written consents describing the action taken and signed by each Committee member. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

BYLAW VIII. NONPROFIT OPERATIONS

Section 8.01 **Fiscal Year.** The fiscal year of this Corporation shall be chosen by the Board of Directors.

Section 8.02 **Books and Records.** This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Members, Board of Directors, and Executive Committee. The Corporation will keep at its registered office a copy of its Articles of Incorporation and Bylaws and any amendments thereto, and a record of the names and addresses of its Members in alphabetical order by class of Voting Members and such other information as is required by Florida Statutes Section 617.1601.

Section 8.03 **Inspection of Books and Records.** All books and records of this Corporation may be inspected by any Director or Officer, or his or her agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose. Members shall have such inspection rights as are set forth in Florida Statutes Section 617.1602.

Section 8.04 **Nonprofit Operations; Reasonable Compensation.** This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income or assets of this Corporation will be distributed to its Members, Directors, or Officers, except to the extent permissible under the Articles of Incorporation, these Bylaws, under law and under Section 501(c)(3) of the Internal Revenue Code. However, the Corporation may contract in due course with Members, Officers, or Directors for services rendered and pay reasonable compensation therefor.

Section 8.05 **Loans to Management.** This Corporation will loan no money to any of its Members, Directors or Officers.

BYLAW IX. INDEMNIFICATION

Section 9.01 **Indemnification.** The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by Florida Statutes Sections 617.0831 and 607.0850. Without limiting the generality of the foregoing, the Corporation shall indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding:

- (a) **Third Party Actions.** Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director, Officer, employee, or agent of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees through appeal, actually and necessarily incurred as a result of such action, suit, or proceeding, or any appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such person did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he or she had reasonable grounds for belief that such action was unlawful.
- (b) **Derivative Actions.** By or in the right of the Corporation to procure a judgment in its favor by reason of his or her being or having been a Director, Officer, employee, or agent of the Corporation, against the reasonable expenses, including attorneys' fees through appeal, actually and necessarily incurred by him or her in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the Court, administrative agency, or investigative body before which such action, suit, or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

Section 9.02 **Mandatory Indemnification.** To the extent that a Director, Officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraph (a) or (b), or in any defense of any claim, issue, or matter therein, he or she shall be indemnified against the reasonable expenses, including attorneys' fees through appeal, actually and necessarily incurred by him in connection therewith.

Section 9.03 **Procedure for Indemnification.** If a determination is made that indemnification of the Director, Officer, employee or agent is proper in the circumstances because such person

has met the applicable standard of conduct set forth in paragraph (a) or (b), unless indemnification is ordered by the tribunal before which such action, suit, or proceeding is held, such determination shall be made by the Board of Directors.

Section 9.04 **Expenses.** The Corporation shall pay expenses incurred in defending any action, suit, or proceeding in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in Section 9.03 above upon receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Section. This provision shall not be deemed to constitute a loan to such person.

Section 9.05 **Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Section 9.01 above.

Section 9.06 **Scope of Article.** The Corporation shall indemnify any person, if the requirements of Section 9.01 and 9.02 are met, without affecting any other rights to which those indemnified may be entitled under any Bylaws, agreement, vote of disinterested Directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such a person. Each person who shall act as a representative of the Corporation shall be deemed to be doing so in reliance upon such rights of indemnification as are provided in this Section.

Section 9.07 **Immunity From Civil Liability.** The provisions of Florida Statutes Section 617.0834 providing for immunity of Officers and Directors of the Corporation from civil liability under certain circumstances, shall apply to this Corporation; provided however, that said law shall not apply to the extent that it reduces the indemnification available to an Officer or Director under these Bylaws.

BYLAW X. CORPORATE SEAL

Section 10.01 **Corporate Seal.** The Corporation shall have a corporate seal containing the words: "ASSOCIATION FOR SOFTWARE TESTING, INC., SEAL, 2004, FLORIDA".

BYLAW XI. POLICIES AND PROCEDURAL RULES

Section 11.01 **Policies.** The Board of Directors may, by resolutions adopted from time to time, adopt and amend such policies as the Board determines to be in the best interests of the Corporation, including but not limited to policies regarding elections, investments, audits, insurance, etc.

Section 11.02 **Procedural Rules.** The Board of Directors may, by resolutions approved at any meeting, adopt and amend such rules of procedure, including but not limited to Robert's Rules of Order, to govern meetings of the Members, Directors, and committees of the Corporation, in which case such rules shall govern to the extent that they are consistent with Florida law, the Articles of Incorporation and these Bylaws.

BYLAW XII. AMENDMENTS

Section 12.01 **Amendment of Bylaws.** These Bylaws may be amended, altered or repealed only by the affirmative vote of at least two-thirds of all Directors (not just those attending the meeting at which the action is taken).