



**MOBILE MARKETING ASSOCIATION (MMA)
BYLAWS**

Version 8.1 (May 2013)

ARTICLE I: *NAME AND LOCATION*

Section 1.1 Name and Location.

The name of this corporation is the Mobile Marketing Association, Inc. (hereinafter the “MMA”), a not-for-profit corporation incorporated in the State of New York, United States of America.

ARTICLE II: *PURPOSE*

Section 2.1 Statement of Purpose.

The MMA is established to foster the growth of the mobile channel for marketing and media by evaluating and recommending guidelines and best practices, fielding and conducting research to document the use, effectiveness and accuracy of the mobile medium for brands and content providers, educating the mobile marketing ecosystem about the effective, responsible use of the mobile channel and by increasing the opportunities for dialogue about the important issues impacting Members and participants. The structure and activities of the MMA are designed to achieve these objectives.

ARTICLE III: *GLOBAL AND REGIONAL ORGANIZATIONS*

As a global trade association, the MMA consists of an overarching global organization (referred to herein as the “Global Organization” or simply the “MMA”), as well as regional organizations (“Regional Organizations”) that are established by the Board of Directors of the Global Organization (“Global Board”). Each Regional Organization will establish a Board (each a “Regional Board”) that follows these Bylaws. Decisions of any Board may be subject to the ratification of the Global Board, at the discretion of the Global Board. All applicants for membership in the Global Organization or any Regional Organization shall be admitted as a Member as provided in Article IV.

In addition, the MMA may establish relationships with other like-minded national and/or regional organizations that desire to affiliate with the MMA brand through licensing agreements or other legal arrangements. Such affiliations shall be approved by the Global Board. Furthermore, local councils of the MMA (“Local Council”) may be established upon approval of the Global Board. Local Councils are accountable to the Regional Organizations in which they are geographically present.

ARTICLE IV: MEMBERSHIP

Section 4.1 Categories of Membership.

The MMA shall offer two categories of membership: general membership and associate membership. General Members have voting rights and shall be comprised of marketers, agencies, media sellers, enabling technologies, carriers and any other industry segments as the Global Board in its discretion deems appropriate. Associate Members do not have voting rights and shall be comprised of headhunters, law firms, consulting firms, accounting firms, executive search firms, venture capital firms, and any other non-industry service providers that the Global Board in its discretion deems appropriate. Each application for membership shall indicate the type of membership sought, and admission to membership, when granted, shall be pursuant to the classification requested. Once admitted, each company or organization shall be a “Member” of the MMA pursuant to the terms of these Bylaws, the Articles of Incorporation and any written agreement entered into between the Member and the MMA.

Section 4.2 Qualifications for Membership.

Membership in the MMA shall be available to any business entity or organization that 1) meets the criteria for membership then established by the Global Board, 2) supports the mission and purposes of the MMA as established by these Bylaws, and 3) is current in its payment of annual membership fees. Although membership is not available to individuals, individuals who are Members of the MMA prior to the enactment of these revised Bylaws may continue to be Members of the MMA until their membership lapses.

Section 4.3 Membership Dues, Fees and Admission.

- 4.3.1 **Approval by Global Board.** Dues for all Members shall be established by the President, with input from each Board, and approved and ratified by the Global Board.
- 4.3.2 **Membership Roll.** The membership roll shall be maintained by the MMA, reflecting the list of eligible voting Members as of the record date, and shall be produced at any meeting of Members if requested by a Member in writing (by written notice to the President) at least ten (10) days prior to any such meeting.

Section 4.4 Renewal, Resignation and Removal.

Unless otherwise agreed to in writing by the MMA, membership shall be on an annual basis and will be renewed automatically upon payment of the following year’s dues.

A Member may resign at any time, but shall not be entitled to a refund of any dues.

Failure to pay dues within one hundred and twenty (120) days of invoice shall result in automatic termination of membership unless otherwise agreed to by the Membership Committee. Furthermore, the Global Board shall be authorized to terminate a membership in the event of failure to maintain eligibility or good standing as defined in these Bylaws or other such rules, regulations and policies, upon reasonable notice to the Member and the Member’s opportunity to be heard by the Global Board or a committee thereof.

ARTICLE V: MEMBERSHIP MEETINGS

Section 5.1 Annual Meeting.

The Annual Meeting of the Members of the MMA may be held one time each year. The President shall cause notice to be made to each Member in good standing at least thirty (30) days before the scheduled date of the Annual Meeting, stating the time and place of the Annual Meeting. Such notice shall be deemed to be delivered when transmitted, addressed to the Member at the Member's e-mail address as it appears on the membership roll of the MMA. For the purpose of determining Members entitled to notice of or to vote at any meeting of the Members, the President may set a record date for such determination of Members in good standing. Regional Organizations may have separate annual meetings that shall be upon substantially similar terms as those set forth herein for the MMA; however any such meetings shall not interfere with the Annual Meeting of the MMA.

Section 5.2 Regular and Special Meetings.

Regular and/or Special Meetings of the MMA, for any purpose unless otherwise prescribed by statute, can be held at such times and places as the Global Board may decide, or upon petition to the Global Board by at least thirty percent (30%) of the Members then in good standing. The President, or such other appropriate party, shall cause notice to be made to each Member at least ten (10) days before the scheduled date of the Regular and/or Special Meeting, stating the time and place of the Regular and/or Special Meeting to every Member in good standing. Such notice shall be deemed to be delivered when transmitted, addressed to the Member at his or her e-mail address as it appears on the membership roll of the MMA. For the purpose of determining Members entitled to notice of or to vote at any meeting of the Members, the Global Board may set a record date for such determination of Members in good standing that shall not be less than 20 nor more than 60 days prior to the date of the scheduled meeting. Regional Organizations may have regular and/or special meetings that shall be upon substantially similar terms as those set forth above for the MMA; however any such meetings shall not interfere with a regular or special meeting of the MMA.

Section 5.3 Action of Members Without a Meeting.

Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Members.

Section 5.4 Quorum.

Unless a greater percentage of Members is specified for specific matters herein, the presence in person or by proxy of Members entitled to vote more than fifty percent (50%) of the total votes of the Members shall constitute a quorum for matters on which all Members are entitled to vote.

Section 5.5 Proxies.

Votes may be cast by Members in person or by proxy (who shall also be a Member or the President). Every proxy must be executed in writing by the Member or his or her duly authorized attorney-in-fact. Such proxy shall be filed with the President, or such other appropriate party, before or at the time of a meeting at which such proxy will be exercised. No proxy shall be valid after the expiration of three (3) months from the date of its execution unless otherwise provided in the proxy. Every proxy shall be revocable and shall automatically cease upon termination of the Member's membership in the MMA.

Section 5.6 Majority Vote.

At any meeting of the Members, if a quorum is present, the affirmative vote of a majority of the votes represented at the meeting, in person or by proxy, shall be the act of the Members, unless the vote of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 5.7 Cumulative Voting.

Cumulative voting is not permitted for any purpose.

Section 5.8 Waiver of Notice.

Before, at or after any meeting of the Members, any Member may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Member at any meeting shall be a waiver of notice by such Member except when such Member attends the meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 5.9 Adjournment of Meetings.

If any meeting of the MMA cannot be held because a quorum is not present, a majority of the Members who are present at such meeting may adjourn the meeting to a time not less than five (5) nor more than thirty (30) days from the time the original meeting was called. At the reconvened meeting, the presence in person or by proxy of Members entitled to vote more than thirty percent (30%) of the total votes of the Members entitled to be cast shall, except as may be otherwise required by law or provided in the Articles of Incorporation or these Bylaws, constitute a quorum at such meeting and any business which might have been transacted at the meeting originally called may be transacted. If a time and place for reconvening the meeting is not fixed by those in attendance at the original meeting or if for any reason a new date is fixed for reconvening the meeting after adjournment, notice of the time and place for reconvening the meeting shall be given to Members in the manner prescribed for regular meetings.

ARTICLE VI: BOARD OF DIRECTORS

Section 6.1 Composition.

The Global Board shall be comprised of twenty-five (25) to thirty-two (32) Directors who have voting rights as follows: Chairperson and Vice-Chairperson of each Regional Organization; Members nominated pursuant to the nomination process set forth in Section 6.4 below (“At-Large Directors”); and Members who are Global Board Directors pursuant to a Premium Membership Agreement entered into prior to the enactment of these revised Bylaws. Additionally, the President of the MMA shall be a non-voting Global Board Director.

The Board of Directors of each Regional Board shall be comprised of fifteen (15) to thirty (30) Directors who have voting rights as follows: At-Large Directors; and Members who are Regional Board Directors pursuant to a Premium Membership Agreement entered into prior to the enactment of these revised Bylaws. Additionally, the President and the Managing Director of such Regional Organization shall be non-voting Regional Board Directors.

The Chairperson President and/or Managing Director may invite others to serve as guests of a Board upon prior approval from the Chairperson of the applicable Board. There shall be no more than five (5) guests at any one Board meeting and such guests shall have no voting rights.

Section 6.2 Qualifications.

- 6.2.1 **Directors.** Directors must be General Members of the MMA in good standing and whose business is active in a relevant industry that directly benefits from the purpose of the MMA as set forth in Section 2.1.
- 6.2.2 **President.** The President manages the ongoing operations for the MMA. The President will be a non-voting member of each Board. The President may appoint a delegate to each Regional Board as necessary, without any additional approvals.

Section 6.3 Term of Office.

Each Director shall hold office until the election and qualification of his or her successor or until the earlier of his or her death, resignation or removal. The board term for each Director shall be two (2) years (“Board Term”). An At-Large, non-officer Director may not serve more than four (4) consecutive Board Terms on an individual Board, unless the Nominations Committee makes an exception to such limit on a case-by-case basis. Term limits do not apply to elected officers during their time in office. Notwithstanding the preceding, the President shall serve as a Director for as long as he or she is employed with the MMA. For the first Board following the enactment of these revised Bylaws, each Board will designate a number of At-Large Directors who will serve only a one-year term. The remaining At-Large Directors will serve a two-year term, and thereafter all At-Large Directors will serve a standard two-year term.

Section 6.4 Election Process for Directors.

As set forth in Section 6.5, the Global Board Nominations Committee will be responsible for providing a slate of Global Board At-Large Director nominees for approval or rejection by the Global Members pursuant to the annual election process. At least three (3) Global Board Directors must not have served on the Global Board during the previous Board Term. If there is a vacancy on the Global Board, the Global Board Nominations Committee may, by majority vote, fill such vacancy.

Similarly, as set forth in Section 6.5, each Regional Board Nominations Committee will be responsible for providing a slate of Regional Board At-Large Director nominees for approval by such applicable Regional Members pursuant to the annual election process. At least three (3) Regional Board Directors must not have served on such Regional Board during the previous Board Term. If there is a vacancy on a Regional Board, such Regional Board Nominations Committee may, by majority vote, fill such vacancy.

Section 6.5 Nominations Committee.

The Global Board Nominations Committee shall consist of the Global Chairperson Emeritus, the President and at least four (4) but no more than six (6) Global Directors as selected by the Global Board Chairperson, the Global Board Chairperson Emeritus and the President. The Global Board Chairperson shall chair the Global Board Nominations Committee for the purpose of providing a slate of Global Board At-Large Director nominees unless he or she relinquishes such responsibility to another member of the Global Board Nominations Committee. The President shall not have voting rights.

The Global Board Nominations Committee will notify Members via email that the MMA is beginning an election process no later than thirty (30) days prior to the Global Board Nominations Committee providing a slate of Global Board At-Large Director nominees and will solicit suggestions for At-Large Global Board Directors from the Members. Annually, at least three months prior to the date on which the Global Board Directors' terms that expire that year will end, the Global Board Nominations Committee will meet and approve, by majority vote, a slate of nominees to fill all or some seats that will be vacated at the end of that term. The Global Members will either approve or reject the slate of nominees by majority vote with at least thirty percent (30%) of the membership voting. Global Members will vote via e-mail. If a slate is rejected, the Global Board Nominations Committee will provide a new suggested slate for membership approval or rejection.

Each Regional Organization shall have a Regional Board Nominations Committee consisting of up to six (6) Regional Board Directors as selected by such Regional Board Chairperson and the President. Each Regional Board Chairperson shall chair the applicable Regional Board Nominations Committee unless he or she relinquishes such responsibility to another member of such Regional Board Nominations Committee. The voting process for the slate of Regional Board nominees shall be the same as the voting process for the slate of Global Board nominees.

Section 6.6 Seating of New Directors.

Newly elected Directors shall be seated at the Board meeting following the conclusion of the election process.

Section 6.7 Removal or Resignation.

A Director may be automatically removed from a Board in the event that his or her dues have not been paid in full within ninety (90) days of their due date or his or her membership in the MMA is terminated for any reason, unless otherwise agreed to by the Global Board. A Director may be removed with or without cause upon the vote of at least seventy-five percent (75%) of a quorum of a Board.

A Director may resign at any time by giving written notice to the Chairperson of the Board.

Section 6.8 Participation in Board Meetings.

During each Board Term, a Director shall use his or her best efforts to attend every Board meeting in person. Each Director is required to attend a minimum of one (1) Board meeting in person, and to attend at least two (2) other Board meetings by either a) personal attendance, b) video conference, or c) telephone conference call. Directors may not send a delegate to the meetings unless approved in advance by the Chairperson of such Board. Failure to attend meetings in satisfaction of this section will disqualify a Director from “good standing” status and, at said Board’s discretion, the Director may be removed from such Board.

Section 6.9 General Powers and Duties.

The direction, control, and management of the affairs, property and funds of the MMA shall be vested in the Global Board, which shall pursue such policies and exercise such functions and responsibilities in accord with and in furtherance of the purposes and objectives of the MMA, its Articles of Incorporation, these Bylaws, and the applicable statutes of the State of New York, the United States, the United Kingdom, Brazil, Singapore and any other jurisdictions in which the MMA operates.

Section 6.10 Actions Specifically Reserved for the Global Board.

Only the Global Board shall have the authority to approve the following actions on behalf of the MMA:

- 6.10.1 Merger, sale, spin-off, or dissolution of the MMA;
- 6.10.2 Acquisition of an entity by the MMA;
- 6.10.3 Suspension of operations;
- 6.10.4 Declaration of insolvency or bankruptcy;
- 6.10.5 Sale or transfer of assets with a total value greater than 5% of the MMA's prior year's gross revenue or \$50,000, whichever is greater;

6.10.6 Removal of a Director; and

6.10.7 Amendment of these Bylaws.

ARTICLE VII: MEETINGS OF THE BOARD, VOTING

Section 7.1 Meetings.

A meeting of the Global Board shall be held at least one time per calendar year at such time and place as determined by the Global Board for the convenience of the Global Board Directors. Each Regional Board shall also hold at least one meeting per calendar year at such time and place as may be reasonably practicable as determined by such Regional Board, provided that such meeting does not interfere with a scheduled meeting of the Global Board.

Any business may be transacted at a Board meeting. Such meeting may be conducted by telephone or video conference; provided, that each Director can hear each other Director, at any time.

Section 7.2 Notice of Meetings.

Any meeting of a Board may be held upon the giving of at least three (3) days prior notice of the time and place thereof to each Director by electronic mail at the Director's email address of record. Notices need not state the purposes of the meeting.

Section 7.3 Organization of Directors' Meetings.

Meetings of each Board shall be convened by the Chairperson or Acting Chairperson as designated by a Board. In the absence of the Secretary, the Chairperson shall appoint an Acting Secretary for the meeting. The order of business at all meetings shall be determined by the Chairperson, in consultation with the Directors and the President.

Section 7.4 Minutes of Meetings.

Minutes of all meetings shall be prepared and a copy shall be supplied to each member of a Board. All minutes shall be approved by a Board at the next meeting following the one at which the minutes were taken.

Section 7.5 Quorum, Transactions, Adjournment.

A majority of the Directors then serving shall constitute a quorum for the transaction of business of a Board, and the actions of a majority of the Directors taken where such quorum exists shall be the official acts of a Board. There is only one authorized vote per Director. Only Directors in good standing are permitted to vote at Board meetings. If there is a split vote, the President shall cast the deciding vote.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment shall be given to all Directors who were absent at the time of such adjournment.

Section 7.6 Matters Requiring Super-Majority Vote.

Any vote of the Global Board on a proposal providing for the merger, sale, dissolution, suspension of operations, declaration of insolvency or bankruptcy, material sale or transfer of assets, or division or spin-off of the MMA shall require the approval of at least seventy-five percent (75%) of the Global Board Directors (including any abstentions) where, as a condition to the vote being called, a special quorum of 75% of the Global Board eligible to vote must first be established.

Section 7.7 Proxies.

Consistent with the Director participation policy set forth in Section 6.8, votes may be cast by Directors in person or by proxy. Every proxy must be executed in writing by the Director or its duly authorized attorney-in-fact. Such proxy shall be filed with the Chairperson and/or President of the MMA before or at the time of the Board meeting at which such proxy will be exercised. No proxy shall be valid after the expiration of three (3) months from the date of its execution unless otherwise provided in the proxy. Every proxy shall be revocable and shall automatically cease upon the death of the Director or resignation or removal of the Director from a Board.

Section 7.8 Action of Directors Without a Meeting.

Any action required or permitted to be taken at a meeting of a Board may be taken without a meeting if a consent in writing setting forth the action so taken shall be agreed to via email by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of a Board.

Section 7.9 Waiver of Notice.

Before, at or after any meeting of a Board, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any Board meeting shall be a waiver of notice by such Director except when such Director attends the meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

ARTICLE VIII: OFFICERS AND BOARD COMMITTEES

Section 8.1 Officers; Titles; Nominations; Term.

The officers of the MMA shall be elected from among the Global Board Directors, which shall be a Chairperson, a Chairperson Emeritus, a Vice Chairperson, a Secretary, and a Treasurer. The Global Board Nominations Committee, led by the Chairperson Emeritus, shall nominate a slate of officers, for approval or rejection by the Global Board. Additionally, if there is an officer vacancy, the Global Board Nominations Committee may, by majority vote, fill such vacancy. Each Board may appoint such other officers, as it may consider necessary or advisable, who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by such Board. One person may hold any two (2) offices, except that no person may simultaneously hold the offices of Chairperson and Secretary or the offices of Chairperson and Treasurer. In all cases where the duties of any officer is not prescribed by the Bylaws or by a Board, such officer shall follow the orders and instructions of the Chairperson. Each officer shall hold office for the term for which he or she is elected or appointed and until his or her successor has been elected or appointed.

Regional Board officers shall be elected in the same manner as above.

Section 8.2 Executive Committee; Nominations; Election.

The Executive Committee of the Global Board shall consist of up to seven (7) members who have voting rights and two (2) members who do not have voting rights. The members who have voting rights are: Global Board Chairperson, Global Board Vice Chairperson, Global Board Chairperson Emeritus, Global Board Secretary and up to three (3) At-Large Global Board Directors. The members who do not have voting rights are: the Global Board Treasurer and the President.

The acts of a majority of a quorum of the Global Board Executive Committee shall constitute the official acts of the Global Board Executive Committee. In any case where there is a split vote of the Global Board Executive Committee, the President shall have the deciding vote.

The Global Board Nominations Committee, led by the Chairperson Emeritus, shall nominate a slate of Global Board Executive Committee members, for approval or rejection by the Global Board. Additionally, if there is a vacancy on the Global Board Executive Committee, the Global Board Nominations Committee may, by majority vote, fill all or some of the vacancies.

Each Regional Board Executive Committee shall consist of up to five (5) members who have voting rights as follows: Regional Chairperson, Regional Vice Chairperson and up to three (3) At-Large Regional Board Directors. Additionally, each Regional Board Executive Committee shall consist of the following three (3) members who do not have voting rights: Regional Chairperson Emeritus, the Managing Director and the President. Each Regional Board Nominations Committee shall elect each Regional Board Executive Committee in the same manner as the Global Board Executive Committee is elected. In any case where there is a split vote of a Regional Board Executive Committee, such Regional Chairperson Emeritus shall have the deciding vote.

Section 8.3 Delegation of Authority to Executive Committee.

Each Executive Committee shall be permitted to conduct meetings and exercise its authority in the management of the routine business affairs of the MMA or a Regional Organization, except for actions that are specifically reserved for the Board by these Bylaws as set forth in Section 6.10, during the periods between meetings of a Board.

Section 8.4 Removal, Vacancy.

Any officer or Executive Committee Member elected or appointed by a Board may be removed by a Board, with or without cause, at any time. In the event of an officer or Executive Committee vacancy, each Nominations Committee of a Board in its discretion may elect or appoint a successor to fill any unexpired term pursuant to Sections 8.1 and 8.2, respectively.

Section 8.5 Retention of Director, Officer & Executive Committee Roles.

If a Director, officer or Executive Committee member leaves the employment of a Member company or is removed and/or resigns from a Board for any reason, neither the Member company nor the individual automatically retains such Director, officer and/or Executive Committee position. Notwithstanding the preceding, if a Premium Member Director leaves the employment of a Member company or is removed and/or resigns from a Board for any reason, the company retains its Director position.

Section 8.6 Compensation Committee.

The Compensation Committee is comprised of the Global Board Chairperson, the Global Board Chairperson Emeritus, the Global Board Vice-Chairperson and the Treasurer and is responsible for establishing compensation programs, conducting performance reviews of the President and assessing annual performance achievement and compensation fulfillment for the President and MMA staff. While the Global Board Executive Committee shall hire, fire and set the terms of employment for the President any other senior executives, the salary and other benefits of the President and other senior executives shall be subject to the review and approval of the Compensation Committee. "Senior executives" shall mean any MMA employee listed on MMA's IRS Form 990. The role of the Compensation Committee is further defined in the MMA Financial Controls Policy.

Section 8.7 Membership Committee.

The Membership Committee is made up of members of the Global Board and shall have the power to make, add, delete and/or amend rules governing applications and requirements for membership and shall determine whether members meet the membership qualifications established in these Bylaws. The Global Board shall have the authority from time to time to change, alter or amend such rules by majority vote.

Section 8.8 Committees.

Any additional committees may be established upon recommendation of a Chairperson of a Board, with approval of the Global Board Executive Committee or a Regional Board Executive Committee, as applicable.

Section 8.9 Chairperson.

The Chairperson of each Board shall provide oversight of the strategy of the MMA or any such Regional Organization; shall ensure that all orders and resolutions of each Board are carried into effect; shall chair Board and Executive Committee meetings; and shall manage Board continuity, succession and leadership.

Section 8.10 President.

The President shall develop the association strategy by planning and managing programs and activities to achieve established goals and objectives including, but not limited to, maintaining and growing membership; nurturing existing markets and targeting new markets for global expansion; promoting membership participation; providing leadership in working with membership on initiatives; leading committee interaction and initiatives; supervising MMA staff and contractors; managing ongoing operations of the association; and, acting as spokesperson for the MMA. The President (or an appointed designee) is a non-voting member of every Board and a non-voting member of the committees on which he or she serves.

Section 8.11 Vice Chairperson.

During the absence or disability of the Chairperson, the Vice Chairperson shall have the powers and functions of the Chairperson. Additionally, the Vice Chairperson shall ensure an effective transition to Chairperson during the following Board Term.

Section 8.12 Treasurer.

The Treasurer shall be the Chief Financial Officer, or a similarly equivalent position, of a Member company and shall be a non-voting member of the Executive Committee. The Treasurer shall have oversight on the care and custody of all funds and securities of the MMA and may be requested to act as signatory on the MMA accounts. The Treasurer also leads the Audit Committee and is responsible for the annual review of the association tax returns. At the end of each corporate year the Treasurer may choose to request an audit of the accounts and shall assist in an audit made by an Audit Committee. Finally, the Treasurer serves on the Compensation Committee.

Section 8.13 Secretary.

The Secretary shall keep the minutes of the meetings of each Board (take minutes, certify minutes and circulate to the Board members for review). The Secretary may assign a designee to perform the Secretary functions as defined.

Section 8.14 Chairperson Emeritus.

The Chairperson Emeritus will function in an advisory role to the Chairperson.

Section 8.15 Compensation.

Except for the President, no Director, officer or Executive Committee member shall receive any compensation for any service rendered to or for the MMA. Notwithstanding the foregoing, however, nothing contained herein shall preclude any Director, Officer or Executive Committee member from performing services for the MMA in any capacity other than as a Director, Officer or Executive Committee member of the MMA and receiving compensation therefore, so long as the arrangement has been approved by a majority of disinterested Global Board Executive Committee Members.

ARTICLE IX: INDEMNIFICATION

Section 9.1 Indemnification.

The MMA shall indemnify every Director and officer and their heirs, executors and administrators against all loss, cost and expense, including attorneys' fees, reasonably incurred in connection with any action, suit, or proceeding to which they may be made a party by reason of being or having been a Director or officer of the MMA, except for matters as to which they shall be finally adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the MMA is advised by legal counsel that the persons to be indemnified have not been guilty of gross negligence or willful misconduct in the performance of their duties in relation to the matter involved. The foregoing rights shall not be exclusive of other rights to which such officer or Director may be entitled.

ARTICLE X: AMENDMENTS

Section 10.1 Adoption, Amendment, Repeal.

10.1.1 **By Board.** Except as limited by law, the Articles or these Bylaws, the Global Board shall have power to adopt, amend and repeal the Bylaws of the MMA at any meeting of the Global Board called for that purpose at which a quorum is represented. If, however, the Members shall make, amend or repeal any Bylaw, the Global Directors shall not thereafter amend the same in such manner as to defeat or impair the object of the Members in taking such action.

10.1.2 **By Members.** The Global Members may, by the vote of at least seventy-five percent (75%) of the Global Members voting, where at least fifty percent (50%) of Global Members cast votes, unless a greater percentage is expressly required by law, the Articles of Incorporation or these Bylaws, adopt, alter, amend or repeal the Bylaws of the MMA at any Annual Meeting or at any special meeting called for that purpose.

Section 10.2 Notice of Changes.

If any Bylaw regulating an impending election of Directors is adopted, amended or repealed by the Global Board, there shall be set forth in the notice of the next election of Directors the Bylaw so adopted, amended or repealed, together with a concise statement of the changes made.