

BY-LAWS

OF

CHAPTER OF

THE VIBRATION INSTITUTE

as amended August 11, 1995

ARTICLE I: NAME AND TERRITORY

This organization shall be known as the _____ Chapter of the Vibration Institute, a national not-for-profit Corporation organized under the laws of the State of _____ and exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986. The Chapter's designated territory for membership purposes shall include the following state, states, or portions thereof as designated by the Board of Directors of the Vibration Institute.

ARTICLE II: PURPOSE

Section 1. The purpose and objectives of this Chapter shall be to engage in any such educational, scientific, investigative, literary, philanthropic and charitable pursuits as may be part of the stated purposes of the Vibration Institute, of which this organization shall function as a local Chapter. The By-laws of this Chapter shall at all times, in principle and purpose, be in strict accordance with the national By-laws of the Vibration Institute. In the event of inconsistencies between the By-laws of this Chapter and those of the Vibration Institute, the latter shall control.

Section 2. (a) This Chapter is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof, or to any private shareholder or individual. The property, assets, profits and net income of this Chapter are irrevocably dedicated to scientific, investigative, literary and charitable purposes and no part of the property, a sets, profits or net income of this Chapter shall ever inure to the benefit of any Director, Officer or member thereof or to the benefit of any private shareholder or individual. Upon the dissolution, or upon abandonment, the assets of this Chapter remaining after payment of or provision for all debts and liabilities incurred by this

Chapter, predating the date of termination by the Board of Directors of this Chapter's membership in the Vibration Institute shall be transferred to the Vibration Institute or its successor; provided that none of such assets shall be donated or transferred to any organization other than one organized and operated exclusively for such purposes as presently set forth in Section 501(c)(3) of the Internal Revenue Code of 1986.

(b) If, in the opinion of the Board of Directors of the Vibration Institute, the Chapter, in its operations and organization, has materially deviated from these by-laws or has consistently acted in a fashion contrary to the policies and procedures of the Vibration Institute, the Board of Directors of the Institute shall revoke this Chapter's membership in the Vibration Institute and in so doing so shall take possession of all the assets of the Chapter and transfer said assets to the treasury of the Vibration Institute. The Board of Directors of the Vibration Institute shall assume responsibility for all debts and liabilities incurred within the rules of these By-Laws by the Chapter predating the date of termination of the Chapter's Membership in the Vibration Institute by the Board of Directors. Prior to taking such action the Board of Directors of the Vibration Institute shall provide notice to the officers of the Chapter setting forth the reasons for the aforesaid's Board of Directors intention to terminate the Chapter's membership in the Vibration Institute and an opportunity for the Chapter's officers, together with their counsel (the cost of which shall be borne by any Chapter member willing to incur the expense) to be heard before the Vibration Institute Board of Directors. Upon the conclusion of the hearing the Vibration Institute Board of Directors shall issue their findings specifying the basis for their decision and the Chapter shall be bound by said findings. By continuing to function as a Chapter of the Vibration Institute from the date of these amended and restated by-laws, the Chapter acknowledges specifically the existing authority of the Board of Directors of the Vibration Institute to take the actions set forth in this subparagraph 2(b) and to be bound by the decisions of the Board of Directors of the Vibration Institute. The Chapter further acknowledges and understands that should the Vibration Institute permit the Chapter to incorporate itself as a not-for-profit corporation under the laws of the State of _____ the specific provisions of this Article II of these by-laws among other requirements the Vibration Institute may require, shall be set forth in the articles of incorporation, charter or similar legal instrument of incorporation of the Chapter.

Section 3. No substantial part of this Chapter's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Chapter participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-laws, this Chapter shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code of 1986 or by an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

Section 4. This Chapter recognizes that the Vibration Institute enjoys the privilege of being exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 and as a consequence thereof, and as part of the Vibration Institute, it is similarly exempt from Federal income taxation under said Code. As a condition for its retention of its status as _____ Chapter of the Vibration Institute, the Chapter acknowledges and agrees that it shall follow all policies and procedures established by the Board

of Directors of the Vibration Institute and that it shall not engage in any activities which shall, in any way, jeopardize the Federal tax-exempt status of the Vibration Institute or in any way bring disrepute upon the good name and reputation of the Vibration Institute.

Section 5. The chapter shall prohibit commercialism in its seminars, courses, and meetings. Display of hardware/software at Institute Chapter meetings for the sole intent of sales is strictly forbidden, with the exception of vendor nights and exhibit areas. Hardware/software can be used in technical sessions only to demonstrate techniques, not features of the equipment.

Section 6. (a) The Chapter shall send at least one representative to each Annual Meeting of the Vibration Institute. Should the Chapter fail to send such a representative to any Vibration Institute Annual Meeting, the Chapter shall furnish to the Executive Director of the Vibration Institute a detailed written report of the Chapter's activities for the preceding twelve (12) month period. Said written report shall be due two (2) weeks prior to the first day of any Annual Meeting of the Vibration Institute to which the Chapter fails to send a representative.

(b) Chapters shall use the name of the Chapter with the words "Vibration Institute" on all correspondence, checking account, financial reports, etc. Example: Chicago Chapter of the Vibration Institute.

(c) No person (member or nonmember) shall be excluded from attending a chapter course, seminar or meeting.

ARTICLE III: MEMBERSHIP

Section 1. Any person, already a member of the Vibration Institute, interested in the purposes of the Chapter is eligible for membership, subject to the conditions listed in the following sections.

Section 2. Classes of Chapter membership shall be the same as those maintained by the Vibration Institute for both local and national membership.

Section 3. Annual membership dues shall be as established by the Vibration Institute and shall include the following categories or others that may be set by the Vibration Institute: Regular (individual) and matriculating students.

Section 4. All classes of members, except student members, shall enjoy all the rights and privileges pertaining to the members of both this and the Vibration Institute.

Section 5. Membership dues shall be payable at the time of application to the Vibration Institute and shall be effective from the date of notification by the Vibration Institute, and shall be due in January of each succeeding year thereafter.

Section 6. Should renewal membership dues not be paid within three (3) months after the time they are payable, a member so in default shall forthwith be eliminated from the rolls.

Section 7. Members of the Chapter, other individuals and organizations may contribute property in kind or cash to the support of the Chapter. However, such contributions are not in lieu of annual membership dues.

ARTICLE IV: CHAPTER MEETINGS:

Section 1. The Chapter shall have as many regular meetings each year as its Board of Directors shall determine consistent with the desires of the Chapter's members. However, the foregoing notwithstanding, the Chapter shall have at least one (1) meeting annually and shall provide annually to its members at least four (4) hours of educational material of a technical, practical or scientific nature materially related to the purposes of the Vibration Institute.

Section 2. The Chapter's Board of Directors and/or officers shall inform the Chapter's members of the time, date, and place of annual elections at least one month in advance.

Section 3. Twenty percent (20%) of the Chapter members in good standing shall constitute a quorum for the transaction of business at any duly called Chapter meeting whether regular, special or annual. Any Chapter member entitled to vote may vote in person or by proxy executed in writing by the member or by that member's duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution.

Section 4. Special meetings may be called by (i) Chapter Chairman; (ii) by a resolution adopted by the Chapter's Board of Directors; (iii) Director of the Vibration Institute; or (iv) by a member of the national Board of Directors of the Vibration Institute in accordance with a resolution duly adopted by said Institute's Board of Directors.

Section 5. At least twenty-one (21) days' written notice of such regular or special Chapter meetings shall be given each member at the last known postal or electronic mail address for that member. Said notice may be included in a Chapter newsletter or mailing to members.

Section 6. Chapters shall provide a one-year individual membership in the Vibration Institute to all persons attending the annual conference, short course or seminar who are not current members of the Institute. The Institute shall be reimbursed by the Chapter at the current membership rate for these memberships.

ARTICLE V: BOARD OF DIRECTORS:

Section 1. The control and conduct of business of the Chapter shall be vested in its Board of Directors. The Board shall determine the policies of the Chapter. The Board shall include (a) the elected officers, (b) the Chairpersons of the Standing Committees and (c) a total of not more than _____ Directors elected by the members for one year terms.

Section 2. In the event of three (3) consecutive absences from regular Board meetings by any officer or other Board member, the Board may declare the Board position vacant.

Section 3. (a) The Chapter's Board of Directors shall have at least one formal meeting each year. Said meeting may be held, at the Board's discretion, before or after the Chapter's annual meeting. Except for the aforesaid minimum formal meeting of the Board, other meetings of the Chapter's Board of Directors may be held through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

(b) Formal, regular or special meetings of the Chapter's Board of Directors may be held within or without the State of _____ or States of _____ as the case may be. The Board of Directors shall designate the date, time and place of all of its meetings.

(c) (i) Any action required by these by-laws, the Vibration Institute, or the laws of the State of _____ or States of _____ to be taken at a meeting of the board of directors, or any other action which may be taken at a meeting of the board of directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors and all of any non-director committee members entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be.

(ii) The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors or committee members. All the approvals evidencing the consent shall be delivered to the secretary to be filed in the corporate records. The action taken shall be effective when all the directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date.

(iii) Any such consent signed by all the directors or all the committee members, as the case may be, shall have the same effect as a unanimous vote.

Section 4. One-third of the Board shall constitute a quorum at any meeting. The minutes of all Board meetings will be available to the Chapter membership at the next Chapter meeting.

Section 5. Special meetings of the Board may be called by the President or upon the request of the majority of the Board.

Section 6. The Board may fill vacancies in its own number for any portion of any unexpired term.

ARTICLE VI: OFFICERS:

Section 1. The elected officers of the Chapter shall be a Chairman, a Vice Chairman, Secretary, and Treasurer. These elected officers shall be members of the Vibration Institute. Any one or more of these offices can be held by one person. However, the Chapter shall have at least two (2) elected officers. Membership and Program Chairpersons may be elected or appointed by the Chapter at its own discretion.

Section 2. A vacancy in the office of the Chairman or in any other office shall be filled by the majority vote of the Board of Directors to hold office until the next Chapter election at which time the vacancy shall be filled in the regular way.

Section 3. The Chairman of the Chapter shall be Chairperson of the Board of Directors and an ex-officio member of all committees and shall perform all other duties associated with the office of a chief executive officer.

Section 4. The Vice Chairman shall assist the Chairman in the carrying out of the duties of that office and shall preside at all meetings in the absence of the Chairman, and may be designated by the Chairman to head one or more of the Standing Committees.

Section 5. The Secretary shall keep a record of all proceedings of the Board and the Chapter.

Section 6. Subject to the provisions of Article II hereof, the Treasurer shall have custody of the Chapter's funds, shall disburse the funds as may be ordered by the Chapter's Board or by the Board of Directors of the Vibration Institute, and shall report to the Board of Directors at their meetings or as requested. The Treasurer shall prepare an annual report (in the form designated by the Vibration Institute) on the financial condition of the Chapter for distribution to the members each year, a copy of which shall be forwarded, no later than March 1st of each year, to the Vibration Institute, and may serve as Chairperson of a Finance Committee.

Section 7. All checks and drafts of the Chapter exceeding \$2,000 shall be signed by any two (2) of the group consisting of elected Board Members.

ARTICLE VII: ELECTIONS:

The election of Chapter officers and directors shall take place by a vote of the regular membership present in person, or by proxy, at a regular meeting of the members. The fiscal year shall be based on the program year (from June to June.)

ARTICLE VIII: NOMINATING COMMITTEE:

Section 1. The Chairman, with the approval of the Board of Directors, shall appoint a Nominating Committee, to consist of not less than three (3) members. The names of the members of the Nominating Committee shall be made known to the membership of the Chapter. Suggestions for nominations for Officers and Directors may be submitted to the Committee by any Chapter member.

Section 2. The Nominating Committee shall nominate candidates for Officers and Directors to succeed those whose terms of office expire. Its report shall be presented to the membership at least twenty-one (21) days prior to the Annual Meeting or such other meeting held for the purpose of electing Chapter officers and directors.

Section 3. Nothing herein contained shall prevent nominations of Officers and Directors from the floor at the time of the meeting at which elections are to be held.

ARTICLE IX: COMMITTEES:

Section 1. The Chairman, with the approval of the Board of Directors, shall appoint Chairpersons of Standing Committees who, except for the Nominating Committee, may select

their own Committee members with recommendations and suggestions from the Board. Terms of office shall be for one (1) year or until their successors are appointed. Standing Committees shall be composed of not less than three (3) members.

Section 2. The Chairman, with the approval of the Board of Directors, may appoint Special or Task Force Committees whose terms of office will be determined by the length of the assignment.

Section 3. Standing Committees of the Chapter, except for the Nominating Committee, may be as follows, and other such Committees as become necessary to carry out the functions of the Chapter:

MEMBERSHIP COMMITTEE:

It shall be the duty of this Committee to cooperate with the Membership Committee of the Vibration Institute by such measures as obtaining lists of names and addresses of potential members residing within the designated area of this Chapter and recruiting new members. It shall also be the duty of this Committee to conduct membership campaigns and to attempt to obtain the continuing membership of those who have become delinquent in the payment of their Vibration Institute dues.

PROGRAM COMMITTEE:

It shall be the duty of this Committee to make all plans and arrangements for meetings of the Chapter, and it shall promote interest, learning, and appreciation through lectures, discussion, exhibits, publications and meetings. Qualified speakers will be selected for the Chapter's meeting or meetings as the case may be. The speaker's dinner, if any, will be paid for by the Chapter and a small token of appreciation will be presented to him or her.

PUBLICATIONS COMMITTEE:

It shall be the duty of this Committee to publish a Bulletin or newsletter for the members of the Chapter and to prepare any other publications helpful to the on-going programs of the Chapter. Such Bulletin or newsletter shall be in compliance with all policies of the Board of Directors of the Vibration Institute regarding such publications including the accepting of paid advertising therein.

FINANCE COMMITTEE:

It shall be the duty of this Committee to plan the annual budget of the Chapter, assist the Treasurer in the preparation of financial reports (including the annual report required by the Vibration Institute), and to make recommendations, and carry out plans for obtaining financial support for the Chapter. It shall be the function of the Finance Committee to take the necessary

steps to ensure that a proper audit is conducted as may be required and that no actions are taken by the Chapter to jeopardize the tax-exempt status of the Vibration Institute or to subject the aforesaid Institute or the Chapter to the Unrelated Business Income Tax under Section 511 of the Code.

RESEARCH COMMITTEE

It shall be the duty of this Committee to engage in selected research projects, either independently or in cooperation with others, on vibration technology topics and such other topics related to this Chapter's goals as the Committee deems appropriate.

ARTICLE X: COMMITMENTS

This Chapter, or its Officers or Board of Directors, shall not enter into any contractual commitments in excess of Two Thousand Dollars (\$2,000.00) or Ten Thousand Dollars (\$10,000.00) in the aggregate, for any one Chapter fiscal year, of any kind, binding on the Vibration Institute without the express written authorization from the latter.

ARTICLE XI: DISCONTINUANCE

(a) This Chapter reserves the right to terminate its Chapter status on six (6) months' notice, given in writing to the Vibration Institute. This Chapter recognizes the right of the Vibration Institute to terminate the Chapter relationship on three (3) month's notice, given by it to this Chapter, in which case the members of this Chapter shall continue as members thereof for the balance of the term for which dues have been paid. After the delivery of its termination notice to the Vibration Institute or upon the receipt of a termination notice from the Vibration Institute the Chapter's Chairman shall inform the Chapter's treasurer that no further disbursements shall be made from the Chapter's account. Should such disbursements be made after either termination notice shall have been given the Chapter officers signing the checks shall be personally responsible to the Vibration Institute for the return of such post notice disbursements.

(b) Following the effective date of such Chapter termination it is understood and agreed that no successor organization, other than an entity authorized by the Vibration Institute, shall use the name "Vibration" in the title of said successor organization.

ARTICLE XII: PARLIAMENTARY AUTHORITY

In matters not covered by these By-laws, Robert's Rules of Order (Revised) shall govern.

ARTICLE XIII: AMENDMENTS

These By-laws may be amended by a majority vote of members in good standing present at any regular meeting or at any special meeting thereof, regularly called, provided a quorum is present, and provided further that notice of such amendments shall have been mailed to each member of the Chapter at the last known address of such member, together with the notice of said meeting. All such amendments to these by-laws shall not be effective until the Chapter shall have received written notification of their approval by the Board of Directors of the Vibration Institute.