**FIRST AMENDMENT TO**

**BYLAWS OF REMS INDUSTRY CONSORTIUM, INC.**

**DATED: \_\_\_\_\_\_\_\_ \_\_, 2023**

1. Section 2.2 of REMS Industry Consortium, Inc.’s Bylaws is hereby deleted in its entirety and replaced with the following:

Section 2.2 Classes of Membership.

1. Subject to the requirements of Section 4.10, the Board will have all power, authority, and discretion to (i) create classes of Membership (each, a “Membership Class” or a “Class”); (ii) define the respective rights, privileges, conditions and obligations of all such Classes, and amend the same from time to time; and (iii) combine or eliminate Classes.
2. Upon creation or modification of each Membership Class, the Board will determine whether the Members of such Class will be Voting Members or Non-Voting Members.
3. Classes shall exist as set forth on Exhibit A, as may be amended by the Board from time-to-time, subject to the requirements of Section 4.10.
4. Section 4.10(b)(ii) of REMS Industry Consortium, Inc.’s Bylaws is hereby deleted in its entirety and replaced with the following:

(ii) Amending these Bylaws, provided, however, that amendments solely with respect to Membership Classes in accordance with Section 2.2 shall only require the vote of a majority of Directors then in office;

1. The word “and” shall be added following the semi-colon in Section 4.10(b)(vii) of the REMS Industry Consortium, Inc.’s Bylaws.
2. Section 4.10(b)(viii) of REMS Industry Consortium, Inc.’s Bylaws is hereby deleted in its entirety and replaced with the following:

(viii) Termination or suspension of a Member’s membership as set forth in Article II above.

1. Section 4.10(b)(ix) of REMS Industry Consortium, Inc.’s Bylaws is hereby deleted in its entirety.

**EXHIBIT A**

**TO THE BYLAWS OF REMS INDUSTRY CONSORTIUM, INC.**

In accordance with Section 2.2 of these Bylaws, the following RIC Membership Classes shall exist as set forth on this Exhibit A, as the same is from time to time amended by the Board.

Specific rights, privileges, conditions, and obligations of Membership Classes are more fully addressed in the membership applications and shall be adjusted from time-to-time by the Board in its reasonable discretion.

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| **Class Name\*** | **Class Membership Type** | **Description** |
| *Charter*  *Industry Partners & Industry Partners* | *Non-Voting* | Any organization (e.g. vendors or suppliers) that does not qualify for Voting Member status (per Section 2.1), which is aligned with RIC’s mission and that the Board approves for membership in its reasonable discretion as either a Charter Industry Partner or Industry Partner.  Charter Industry Partners are those that first join the RIC in calendar year 2023 and maintain continuation of membership thereafter. All others first joining after 2023 shall be called “Industry Partners”.  Charter Industry Partners and Industry Partners are ineligible to serve on the Board.  The rights, privileges, conditions, and obligations of Charter Industry Partners and Industry Partners shall be as defined by the Board and amended from time-to-time.  These rights, privileges, conditions, and obligations may include, by way of example, various tiers and the following benefits:   * Listing as a “REMS Industry Partner” on the RIC web site with logo and link to URL of choice. * Opportunity to join the Vendor, Innovation & Technology Working Group. * Opportunity to join the Education/Certification Working Group. * Opportunity to contribute one (1) program-specific REMS case study or featured article for inclusion in the Member e-newsletter, with content subject to prior approval. * Company spotlight in the Member e-newsletter. * Welcome announcement social posts * Complimentary Supplier Registration(s) to the Annual Meeting |

*\** *The RIC also has Founding Members, non-founding Voting Members, and Non-Voting Members (that are not part of the Charter Industry Partners & Industry Partners Membership Class) whose rights are as set forth elsewhere in the Bylaws.*

*\*\*Last Updated*: \_\_\_\_\_\_\_\_ \_\_, 2023