**SUMMARY OF DRAFT FIRST AMENDMENT TO AND REDLINE BYLAWS**

The following document highlights the proposed changes to the Bylaws of the REMS Industry Consortium (the “**Bylaws**”), based on the separately attached proposed draft First Amendment to the Bylaws (the “**Amendment**”). In summary, the proposed Amendment:

* (1) via an edit to Section 2.2, clarifies that changes to the Membership Classes are subject to the requirements of Section 4.10 (which details quorum requirements for certain actions of the Board);
* (2) eliminates Section 4.10(b)(ix) of the Bylaws to remove the supermajority vote requirement for changes to the rights of membership;
* (3) amends Section 4.10(b)(ii) of the Bylaws to enable an amendment to the Bylaws solely for changing Membership Classes (existence, responsibility, rights, etc.) to be adopted by a vote of the simple majority of directors then-in-office, as opposed to a supermajority. This will allow maximum Board flexibility and discretion in these decisions going forward;
* (4) creates a new Exhibit A to the Bylaws, that includes the newly established Charter Industry Partners & Industry Partners Non-Voting Member category. This Exhibit is intended to be updated with each new membership class; and
* (5) includes formatting revisions to Section 4.10(b) to conform to standard English grammar conventions and drafting principles.

A redline of the changed provisions to the Bylaws follows.

Table

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**Proposed Revised Section 2.2 of the Bylaws vs Previous Section 2.2 of the Bylaws**

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.**

**Proposed Revised Section 4.10 of the Bylaws vs Previous Section 4.10 of the Bylaws**

Section 4.10 Quorum, Action at Meeting, Adjournments

1. At all meetings of the Board, a majority of Directors then in office shall constitute a quorum for the transaction of business and the act of a majority of such Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by law, the Certificate or these Bylaws.
2. A Supermajority Vote of the Board shall be required with respect to the following matters:
   1. Amending the Certificate;
   2. 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**;
   3. Adopting or recommending to the Members an agreement of merger or consolidation;
   4. Approving or recommending to the Members the sale, lease or exchange of all or substantially all of the RIC’s property and assets;
   5. Approving or recommending to the Members the dissolution, liquidation or winding up of the RIC or a revocation of any such dissolution, liquidation or winding up;
   6. Enlarging or reducing the size of the Board;
   7. Amending or modifying the eligibility requirements for membership on the Board or the classes of Members eligible to recommend Directors, or (if applicable) to appoint or elect Directors; **and**
   8. Termination or suspension of a Member’s membership as set forth in Article II above**.~~; and~~**
   9. **~~Any change to the rights of Membership enumerated in Article II above.~~**

**NEW**

**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