

BYLAWS
Of
FREECAT, INC.

ARTICLE I
Title and Purpose

SECTION 1. Title. The name of this not for profit corporation is FreeCat, Inc. (“FreeCat”).

SECTION 2. Location. The location of the principal office of the corporation shall be determined from time to time by the Board of Directors.

SECTION 3. Purpose. The purpose of FreeCat is to promote the development, establishment or expansion of electronic cataloging in the motor vehicle industry.

ARTICLE II
Membership

SECTION 1. Criteria. Membership in FreeCat is available to firms that are bona fide suppliers of authentic motor vehicle parts and accessories with unique identifying numbers, letters or a combination of numbers and letters that are neither copied nor derived from similar parts produced by any other firm without the other firm’s express consent and authorization.

Bona fide suppliers of authentic motor vehicle parts and accessories will generally:

- Utilize both a unique part numbering system and uniform product codes issued to the firm by GS1 (formerly the Uniform Code Council).
- Have one or more formal written agreements to obtain original equipment data from an OEM licensed data supplier.
- Develop and mass produce printed catalogues utilizing either a full time staff of individuals dedicated solely to catalogue development and production or utilizing a signatory data provider service pursuant to the FreeCat signatory data provider program.
- Create and distribute original product images of the motor vehicle parts and accessories that are supplied by the firm.
- Design and develop original products along with corresponding product application data.

Membership in FreeCat is available only to firms that demonstrate the general characteristics of a bona fide supplier of authentic motor vehicle parts and accessories. Applications for membership in FreeCat shall be reviewed by the Board of Directors to ascertain whether the applicant has submitted sufficient verifiable information to establish eligibility for membership. The Board of Directors may, in its discretion, give weighted consideration to one or more of the general characteristics that distinguish a bona fide supplier of authentic motor vehicle parts and accessories.

SECTION 2. Applications. Prospective members shall be referred to the Membership Committee Chair who will contact the prospective member to ascertain if eligibility requirements can be met. If appropriate, a written application will be sent to the prospective member and an investigation will be conducted to verify any information submitted.

SECTION 3. Expulsion. The Board of Directors may, in its discretion, expel any member upon receipt of verifiable information that the member does not demonstrate the general characteristics of a bona fide supplier of authentic motor vehicle parts and accessories.

SECTION 4. Financial Contributions. The Board of Directors shall determine appropriate financial contributions to be required from each member as a condition of membership. Such contributions shall be assessed upon application for membership in FreeCat and thereafter to meet the ongoing financial needs of FreeCat as determined by the Board of Directors. Failure to make required financial contributions shall be grounds for denial of membership in or expulsion from FreeCat.

ARTICLE III Board of Directors

SECTION 1. Management. The property, funds and affairs of FreeCat shall be managed and controlled by the Board of Directors.

SECTION 2. Board of Directors. The Board of Directors shall consist of the Chair, Vice Chair, Immediate Past Chair, Secretary-Treasurer, Standing Committee Chairs, and at least one but no more than four Directors at Large. The initial Board of Directors shall be the individuals designated by the directors named in the articles of incorporation. Each director must be currently employed during the director's entire term of office by a member of FreeCat.

SECTION 3. Term of Office. The Chair and Vice Chair shall serve for a one-year period and the Vice Chair shall automatically become the Chair upon expiration of the one-year term. The Secretary-Treasurer shall automatically become the new Vice Chair and the Board of Directors shall elect by majority vote a new Secretary-Treasurer to that vacant position.

Directors at large shall be elected by majority vote of the Board of Directors and shall serve for one year.

SECTION 4. Resignation and Removal. Any director may resign at any time upon written notice to the remaining directors. Any director of FreeCat shall be deemed to have resigned if the director's employer ceases to be a member. A director may be removed only by a resolution adopted by the Board of Directors at a meeting; provided that such director receives a full statement

of the reasons for such removal at least thirty days prior to the meeting, and is given an opportunity to be heard by the Board of Directors at the meeting.

SECTION 5. Voting. All directors shall have one vote on any matter that requires a vote except that the Chair shall only cast a vote to break a tie. A quorum shall consist of a majority of the Board of Directors.

ARTICLE IV Meetings of Board of Directors

SECTION 1. Meetings. Meetings of the Board of Directors may be called either by or at the request of the Chair or three or more of the directors. The person or persons authorized to call meetings may fix any place as the place for holding such special meeting. Meetings of the Board of Directors may be held by means of communication equipment or other electronic equipment provided that all persons participating in such meeting can hear or otherwise communicate with each other. Participation in the meeting by such means shall constitute attendance and presence in person of such persons for quorum and voting purposes. At least one annual meeting shall be held on or before the anniversary of the first meeting of directors.

SECTION 2. Notice. Notice of any meeting of the Board of Directors shall be given at least five days previously thereto by notice delivered personally or sent to each Director at their address as shown by FreeCat's records. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specific in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws.

SECTION 3. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 4. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except where otherwise provided by these bylaws.

ARTICLE V Duties of the Board of Directors

SECTION 1. Chair. It will be the duty of the Chair to preside at all meetings of the Board of Directors. The Chair shall appoint all Standing Committee Chairs, shall appoint special committees as the need arises, shall approve all expenditures and shall perform any other duties as may come under the direction of the Chair.

SECTION 2. Vice Chair. In the absence of the Chair, the Vice Chair has all the powers and the prerogatives of the Chair.

SECTION 3. Secretary-Treasurer. It will be the duty of the Secretary-Treasurer to receive all funds and to furnish a detailed report of receipts and expenditures at the request of the Board of Directors. The Secretary-Treasurer will monitor all meetings to insure they are conducted in conformity with the Bylaws. The Secretary-Treasurer will keep records of Board of Directors Meetings whenever held.

ARTICLE VI Committees

SECTION 1. There shall be the following Standing Committees:

Membership Committee
Technology Committee
Communication/Marketing Committee

The Chair of the Board of Directors will appoint the Chair of each Standing Committee, who will in turn select his or her respective Committee members. It will be the prerogative of the Chair of the Board of Directors to appoint Special Committees as shall be deemed necessary.

ARTICLE VII Contracts, Checks, Deposits, and Funds

SECTION 1. Contracts. The Board of Directors may authorize any officer, or officers, agent or agents of FreeCat to enter into any contract or execute and deliver any instrument in the name of and on behalf of FreeCat, and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of FreeCat, shall be signed by such officer or officers, agent or agents of FreeCat and in such manner as shall from time to time be determined by the Board of Directors.

SECTION 3. Deposits. The funds of FreeCat shall be deposited to the credit of FreeCat in such banks, trust companies or other depositaries as the Board of Directors may select.

SECTION 4. Gifts and Contributions. The Board of Directors may solicit and accept on behalf of FreeCat any contribution, gift, bequest or device for the general purposes or for any special purpose of FreeCat.

ARTICLE VIII Books and Records

FreeCat shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names

and addresses of the members. All books and records of FreeCat may be inspected by any member, or their agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX
Fiscal Year

The fiscal year of the corporation shall be established by the Board of Directors.

ARTICLE X
Waiver of Notice

Whenever any notice is required to be given under the provisions of law, or under the provisions of the Articles of Incorporation or bylaws of FreeCat, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI
Informal Action

Any action required or permitted to be taken at a meeting of the Board of Directors or committees 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 or committee members entitled to vote with respect to such action.

ARTICLE XII
Electronic Documents

Any document, book or file required to be kept or filed by the Corporation may be kept electronically, to the extent allowed by applicable law. Any required notice may be given by electronic mail ("e-mail"). Any document that is kept electronically need not be kept in hard copy, unless required by applicable law.

ARTICLE XIII
Dissolution and Liquidation

Upon the dissolution of FreeCat, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of FreeCat in accordance with the provisions of the Illinois General Not for Profit Corporation Act, dispose of all the assets of FreeCat exclusively for the purposes of FreeCat in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal or registered office of FreeCat is then located, exclusively such purposes to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV
Amendment of Bylaws

The bylaws of FreeCat may be repealed, modified, altered or amended at any meeting of the Board of Directors at which a quorum is present by the affirmative vote of at least two-thirds of the directors then in office.