

Section 2:14 Member Representatives.

Amendment adopted by MOBIUS Membership, March 4, 2011.

Members shall be represented at meetings by their designated representatives. Each Member may designate from among its employees and agents one or more representatives who are authorized to attend Member meetings and vote on behalf of such Member (each a "Designated Representative"). Such designation of a Designated Representative shall be made in writing, duly executed by the Member in such form and, where appropriate, accompanied by such evidence of corporate authorization as the chair of the meeting may prescribe, such designation to be delivered to the Secretary of the Corporation prior to or at the Member meeting. A Member may, by written instrument, also empower a Designated Representative to designate an employee or agent of another Member to serve as a proxy for the Designated Representative (a "Proxy"). Such designation of a Proxy shall (i) be made, in writing, by a duly authorized Designated Representative, (ii) be accompanied by a copy of the authorization of the Member to designate a Proxy and such other authorization as the chair of the meeting may prescribe, and (iii) be delivered to the Secretary of the Corporation at least two (2) days prior to the meeting. If more than one representative is designated to represent a Member, the designation shall indicate who is the principal representative, who are alternates, and in what order of priority they are authorized to act on behalf of the Member in the event more than one of them attend a Member meeting (for this purpose a Proxy shall be deemed to serve in place of the Designated Representative who has designated the Proxy). If more than one representative attends a Member meeting, only one representative shall be entitled to vote on behalf of the Member, in accordance with the designation. If any of the foregoing requirements are not met as determined in the sole discretion of the chair of the meeting, the Member shall not be entitled to vote at any meeting until the requirements are met.