

**ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING  
BY THE BOARD OF DIRECTORS OF OASIS OPEN**

The undersigned hereby certifies that the following resolution was approved unanimously by written consent of the OASIS Board of Directors without a meeting, and the Bylaws of this corporation authorize the directors to so act by provision of Section 15. The written consents are filed with the minutes of the Board.

**Resolution 020204-01:** That (a) the Consortium establish the Legal XML Member Section, pursuant to and in accordance with the terms and conditions set forth in certain Rules of Procedure, in substantially the form attached to this Consent as Exhibit A (the "ROP"), and (b) deliver an Invitation in the form attached as Exhibit B; each with such changes as the President of the Consortium may consider desirable and appropriate.

**Further Resolved:** That the officers of this Consortium be, and they hereby are, and each acting singly hereby is, authorized to do all such other acts and things, and to execute and deliver all such other instruments, certificates and documents, as may be called for by the preceding resolutions or as they deem necessary, appropriate or desirable in order to effectuate the intent and purposes of the preceding resolution.



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Jim Hughes  
Secretary

**EXHIBIT A**  
**Rules of Procedure**  
**LegalXML Member Section**  
**(1/29/2002)**

**1. Governance**

- a. The LegalXML Member Section Steering Committee will be formed from existing OASIS members who have indicated their intent to participate significantly in LegalXML Member Section activities. Initially, the LegalXML Member Section Steering Committee will be comprised of members from the current LegalXML, Inc. Board of Directors. All LegalXML Steering Committee members must be current OASIS members.
- b. Once the Steering Committee is established at OASIS it may modify these member section Rules of Procedure, subject to OASIS Board of Directors approval. Members of the LegalXML Steering Committee must be selected from current OASIS members.
- c. The LegalXML Member Section will operate under the OASIS Bylaws and Technical Committee Process.

**2. Technical Process, Management, Reporting**

- a. OASIS Technical Committees, including those associated with the LegalXML Member Section, will be formed and will operate according to the OASIS Technical Committee Process. "LegalXML" Technical Committees will be referred to as such only because of their topic and association with the LegalXML member section, but are actually OASIS Technical Committees.
- b. Technical work submitted to OASIS Technical Committees will be in accordance with the OASIS Intellectual Property Rights (IPR) policy.
- c. Technical work products created and approved by LegalXML Member Section Technical Committees will be referred to as "LegalXML Technical Committee Specifications". Only work products approved by a vote of the OASIS general membership will be referred to as "OASIS Standards."

**3. Other Activities**

- a. The LegalXML Member Section Steering Committee may pursue other revenue generating and business activities independent of their Technical Committee work, such as events, grants, donations, etc.
- b. These other activities must comply with OASIS business budgeting and reporting practices, and are subject to approval of OASIS management.
- c. These other activities should be consistent with the Charter of OASIS and the LegalXML Member Section and compliant with the OASIS Bylaws.

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**LegalXML Member Section**  
**(1/29/2002)**

- d. Expenses related to and disposition of revenue from these other activities will be approved by OASIS management and determined by OASIS Management and the LegalXML Member Section Steering Committee. OASIS Management has final decision-making authority on spending.
- e. The LegalXML Member Section may not engage in any activity, which might jeopardize OASIS' status as a tax-exempt organization.

**4. Administration and Support**

- a. All administration activity, technical and membership services support to this member section will be provided and conducted as normal business processes and under the regular business schedules of the OASIS organization without preference or prejudice.
- b. OASIS will establish and track a discretionary fund designed to support the activities of LegalXML Member Section Technical Committees. A portion of membership revenues will constitute this fund. The amount of this portion will be 40% of the dues from members who indicate intent to participate significantly in LegalXML Member Section activities and work. The amount of this portion can be adjusted as part of the annual fiscal budgeting process. OASIS Management will work with the LegalXML Member Section Steering Committee in evaluating and setting the portion to be placed into this discretionary fund during the annual fiscal budgeting process. In the event that a consensus of OASIS Management and the LegalXML Member Section Steering Committee cannot be achieved on an adjustment to the percentage of the membership dues that constitute this portion to be placed in the discretionary fund, this percentage will be set or remain at 40%. Adjustments to this percentage can be made at any time with full agreement of OASIS Management and the LegalXML Member Section Steering Committee.
- c. The LegalXML Member Section Steering Committee chair will serve as the point of contact with OASIS Management and manage reporting and communication on behalf of the member section and will submit funding and payment requests to OASIS Management for approval and execution.
- d. The LegalXML Member Section Steering Committee will provide business reports, communications, and budget and activity forecasts as required by OASIS management as part of the normal course of business.
- e. The LegalXML Member Section Steering Committee will prepare a budget as part of the annual OASIS fiscal planning process and track expenses against this budget, as well as work with OASIS management to establish and track necessary discretionary funding to support these activities. OASIS Management has final decision-making authority on establishing budgets for the OASIS organization, subject to approval of the OASIS Board of Directors.

**EXHIBIT B**  
**Invitation to Join the OASIS**  
**LegalXML Member Section**  
**(1/28/2002)**

## **Formation and Governance**

### **Formation**

OASIS will form a Member Section, in accordance with the OASIS Bylaws and the Rules of Procedure for the LegalXML Member Section, which may be referred to publicly as "LegalXML" in promotional materials and other communications.

The LegalXML Member Section will operate under the OASIS Bylaws, Technical Committee Policy and the Rules of Procedure for the LegalXML Member Section, but may choose to adopt additional operating procedures to govern the activities of their technical committees and this Member Section, subject to approval of the OASIS Board of Directors.

The LegalXML corporation (LegalXML, Inc.) remains a separate organization and their corporate identity is not affected in any way by this invitation. The LegalXML Member Section may not engage in any activity which might jeopardize OASIS' status as a tax-exempt organization.

### **OASIS Board of Directors**

LegalXML Member Section participants, being OASIS members, may make nominations to the annual OASIS board of directors' elections.

## **Membership Model**

### **LegalXML Member Section Discretionary Fund.**

Membership dues from organizations or individuals who join OASIS and indicate intent to participate significantly in LegalXML Member Section activities will have a portion of those dues allocated to the LegalXML Member Section discretionary fund.

New members and renewing members will have a 45-day grace period from joining or renewing to indicate their intent to participate significantly in LegalXML Member Section activities.

OASIS members, regardless of their intent to participate in LegalXML Member Section activities, will be able to participate in any OASIS technical committees without prejudice or preference, including those created under the LegalXML Member Section. OASIS members who participate in LegalXML Member Section Technical Committees must agree to operate under the additional LegalXML Member Section operating procedures for LegalXML Member Section Technical Committees.

When a member indicates intent to participate significantly in more than one OASIS Member Section, the discretionary funding portion of that member's dues will be distributed equally among all selected Member Sections.

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**LegalXML Member Section**  
**(1/28/2002)**

All revenue will be managed in OASIS accounts. The portion of monies earmarked for the LegalXML Member Section will be tracked and managed by OASIS and will be subject to OASIS management and spending approval.

**Membership Period and New Membership Levels**

Any new or renewing OASIS member may indicate their intent to participate significantly in the activities of the LegalXML Member Section when joining or renewing. The membership period will be for twelve months from the time of application.

OASIS has created and extends the option for non-profit, state and local government agencies, non-G10 federal government agencies and educational organizations to join at a membership level designed to accommodate their needs. Initially the dues for this Special Contributor membership level will be set at \$1,000 but may be adjusted by OASIS management as needed.

The LegalXML Member Section Technical Committees may extend an "invited expert" individual non-voting membership to select employees of non-profit, government, or educational organizations that are experts in a topic or domain and who would otherwise not be allowed to participate in technical work. These invited experts can participate in LegalXML Member Section Technical Committees or other activities but are not entitled to vote on technical work, board positions, steering committee position, or other OASIS matters. OASIS management reserves final approval of these memberships on a case-by-case basis

**Technology Services**

**Web Hosting & Maintenance**

OASIS will provide web-hosting services to the LegalXML Member Section in the same manner and service it provides to the rest of OASIS and other similarly established OASIS Member Sections without preference or prejudice.

OASIS will create and populate LegalXML Member Section web pages after approval of this invitation by the OASIS Board.

Creation of LegalXML Member Section specific templates or web page designs by third-party contractors will be paid by LegalXML Member Section discretionary funds.

OASIS will provide services for mail list hosting and related services, and back up of all web and mail data via the enterprise wide fail-over server network without preference or prejudice.

OASIS will provide appropriate mechanisms for ongoing web contact submissions and submission management.

**EXHIBIT B**  
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**LegalXML Member Section**  
**(1/28/2002)**

**Technical Process, Management, Reporting**

OASIS technical management will direct, manage and oversee all technical committee work done under the OASIS Technical Committee Process for the LegalXML Member Section in the same manner and service it provides to the rest of OASIS and other similarly established OASIS Member Sections.

LegalXML Member Section technical committees will in fact be OASIS technical committees and will abide by the OASIS operating procedures and Technical Committee Process.

Additional process requirements may be adopted by LegalXML technical committees that do not obviate process requirements of the OASIS Technical Committee Process.

LegalXML Member Section technical work products may be approved and adopted within their Member Section's Technical Committees and may also be submitted to the OASIS General Membership for consideration for adoption as OASIS Standards as defined in the OASIS Technical Committee Process. Only technical work that is submitted to the general OASIS membership for approval can be called "OASIS Standards". Technical work prepared and approved under LegalXML Member Section Technical Committees will be referred to as "LegalXML Technical Committee Specifications".

OASIS technical management will provide a central review for both OASIS Technical Committee work and LegalXML Member Section Technical Committee work to identify any potential conflicts or overlap with other committees or standards bodies and to help build liaisons as appropriate.

OASIS technical management will provide member and public notifications of call for participation, review and technical milestones for all OASIS Technical Committees.

**Business Support Systems**

**Membership Services**

OASIS Membership Services will provide membership service support to the LegalXML Member Section in the same manner it does to the rest of OASIS and other similarly established OASIS Member Sections.

Membership services support will include but not be limited to creation and maintenance of the LegalXML Member Section membership database, all recruiting, lead follow up, invoicing, collections and payment processing services for new and renewing membership processing, provision of membership renewal services and provide revenue projections and reports, web forms and technology to enable on-line membership application to the LegalXML Member Section, and options of on-line and manual credit card payments, check and wire transfer.

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**Marketing and Public Relations Services**

OASIS will provide marketing and public relations support to the LegalXML Member Section in the same manner it does for the rest of OASIS and other similarly established OASIS Member Sections.

These marketing and public relations support services include but are not limited to announcing the creation of the LegalXML Member Section, reasonable efforts to enlarge the media pool to address the needs of the LegalXML Member Section, promotion of the LegalXML Member Section via conference presentations, briefings etc., and public announcement of all new committee formations and milestones.

The cost of marketing and promotional activities specific to the LegalXML Member Section will be paid by LegalXML Member Section discretionary funds; *e.g.*, the attendance or participation of OASIS staff at a LegalXML Member Section specific event.

**Accounting Services**

OASIS will provide accounting support to the LegalXML Member Section in the same manner it does for the rest of OASIS and other similarly established OASIS Member Sections.

These accounting support services include but are not limited to processing invoices and collection of all valid new member applications and membership renewals, and acceptance of on-line and manual credit card payments, checks and wire transfers made payable to OASIS.

LegalXML Member Section discretionary funds will be held by OASIS, and OASIS will approve and issue payments on behalf of the LegalXML Member Section for expenses authorized and requested by the LegalXML Member Section Steering Committee, which are consistent with the established, agreed upon budget for the LegalXML Member Section. The LegalXML Member Section Steering Committee chair will be the primary point of contact for reporting and requesting payment.

All OASIS accounting records pertaining to the LegalXML Member Section will be available for inspection by the LegalXML Member Section Steering Committee.

**Financial and Management Reporting**

OASIS will provide quarterly financial statements to support the management and operation of the LegalXML Member Section throughout the year to the LegalXML Member Section Steering Committee.

The LegalXML Member Section Steering Committee will provide monthly management reports on the actual and planned activities and expenses to OASIS Management.

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**LegalXML Member Section**  
**(1/28/2002)**

## **Revenue Distribution**

40% of dues from members who elect to participate significantly in LegalXML Member Section Technical Committees will be managed in a discretionary fund by the LegalXML Steering Committee and will be used to fund LegalXML Member Section specific activities.

The LegalXML Member Section discretionary funds from paid membership dues and other sources of revenue will be subject to a maximum contribution level at an agreed upon amount set during the initial and subsequent annual fiscal budgeting process.

In addition to the 40% of Membership dues revenue allocation, the LegalXML Member Section may receive a larger percentage negotiated between the LegalXML Member Section Steering Committee and OASIS Management for revenues received by Legal XML from sources other than membership dues. Alternative allocation percentages must be determined on a case-by-case basis or will be subject to the same 60/40 distribution as Membership dues. These alternative sources may include, but are not limited to grants, events, donations, etc.

OASIS may use LegalXML Member Section discretionary fund monies to pay all costs included in the agreed-upon LegalXML Member Section budget, including but not limited to the following:

- Outside contractors
- Printing, publishing
- Conference organizing
- Travel expense related directly to the LegalXML Member Section
- Dedicated IT and infrastructure costs
- Dedicated technical resources later mutually deemed necessary
- Legal and professional fees specific to the LegalXML Member Section activities
- Dues, memberships, and other payments specific to the LegalXML Member Section.

OASIS Management will manage and fund all normal business expenses related to operating the organization and it's Member Sections.

## **Annual and Ad Hoc Reviews**

### **Annual Review**

OASIS Management and the LegalXML Member Section Steering Committee will review all activities of the LegalXML Member Section and all budget and discretionary fund amounts during the annual budgeting process.



**EXHIBIT B**  
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**LegalXML Member Section**  
**(1/28/2002)**

**Ad Hoc Review**

OASIS Management and the LegalXML Member Section Steering Committee can undertake ad hoc review of the LegalXML Member Section activities, budgets and discretionary funding at any time under normal management processes.

**Open Standards & Intellectual Property Rights**

Technical work submitted to all OASIS technical committees will be in accordance with the currently enacted OASIS Intellectual Property Rights (IPR) policy, which may change from time to time.