

INNOVATIVE USERS GROUP BY-LAWS Amendment 2

Effective February 1, 2016.

Section 1. The Asset Transfer Agreement entered into by and between Polaris Users Group, Inc. ("PUG") and the Corporation requires that the Corporation adopt amendments to its By-Laws to implement certain governance commitments as well as to form and appoint a Polaris ILS Advisory Committee. Therefore the Corporation adopts the following amendments to its By-Laws, effective February 1, 2016.

Section 2. Section 4 of Amendment 1 to the By-Laws of the Corporation is amended as follows:

For the 2017 election cycle, after determining the Vice-Chair/Chair-Elect, the Past Chair (as Chair of the Nominations Committee) will offer Member at Large positions to the recipient of the highest number of votes such that the total number of positions on the Board of Directors/Steering Committee held by Polaris users is at least two (including continuing members of the Board of Directors/Steering Committee). Should such result in the Steering Committee consisting of more than eleven elected/appointed people, "50% of the total people plus one" shall constitute a quorum for the transaction of business.

Section 3. The Corporation hereby forms a committee to be known as the POLARIS ILS COMMITTEE. A Polaris ILS Liaison will be appointed by the IUG Steering Committee Chair and serve a two year term. If a Polaris ILS user is not on the Steering Committee then the Chair will appoint a representative from the IUG membership. The liaison will chair a Polaris ILS Advisory Committee, reporting to the IUG Steering Committee (IUG SC). The Advisory Committee will exist as long as there is a commitment between the Innovative staff and the Polaris ILS users. The Polaris ILS liaison shall chair monthly committee meetings with Innovative Polaris ILS staff. The purpose shall be to represent Polaris ILS users to Innovative Interfaces advocating for their particular concerns and communicating back to the IUG SC and the IUG membership. The committee shall consist of 6-10 IUG members who are users of the Polaris ILS, solicited and appointed by the IUG SC with the recommendation of the Polaris ILS Liaison. The appointees shall serve a two year staggered term. The initial committee shall be comprised of the remaining members of the current PUG SC with two new appointees. The current PUG Liaison (Jill Henriksen) will serve as Chair until April 2017.