

BYLAWS

OF THE

Network Test Automation Forum

ADOPTED

January 6, 2010

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OF THE
Network Test Automation Forum

A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION

ARTICLE 1

PURPOSE AND OBJECTS

Section 1.1 Name

The name of this corporation is the Network Test Automation Forum (NTAF), the “Corporation.” The business of the Corporation shall not be conducted for the financial profits of its members, but shall be conducted for the mutual benefit of its members.

Section 1.2 Activities

The Corporation is an international group of telecom and data communications industry participants including service providers, test equipment manufacturers, network equipment manufacturers and end users, and other interested parties that promotes and supports, as approved by the Board of Directors and within the confines of the Corporation’s antitrust guidelines, the acceptance and implementation of interoperability standards in the test community. The intent of this Corporation is to support the rapid advancement of an efficient and compatible technology base that promotes a competitive marketplace. The Corporation’s activities will include promoting global development of network test automation technology; developing automation interoperability tools, technologies, and procedures; promoting worldwide compatibility and interoperability; encouraging input to appropriate national and international standards bodies; and identifying, selecting, augmenting as appropriate, and publishing network test automation implementation agreements drawn from appropriate national and international standards. “Implementation agreement(s)” shall mean specifications, protocols, system architectures and other similar guidelines related to network test automation technologies that may be developed, adopted, published or otherwise made available to the public by the NTAF.

Section 1.3 Purposes

- (a) The Corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law of the State of California.

- (b) The purposes of the Corporation shall be promoted by: identifying, selecting, augmenting as appropriate and publishing network test automation standards drawn from appropriate national and international, de facto and de jure standards; conducting cooperative research; developing proposals that may be offered to appropriate national and international standards bodies in order to further system compatibility and interoperability; developing publications and informational materials; and performing other activities permitted under these Bylaws in furtherance of the purposes and objects of the Corporation.
- (c) In working toward the achievement of these stated purposes and objects, the Corporation and its members intend to comply with the National Cooperative Research and Production Act, 15 U.S.C.A. §4301 et seq., and to engage in a "joint research and development venture" as defined therein. For the benefit of the industry as a whole, the Corporation and its members are individually and collectively committed to be pro-competitive in the development of products, technology and services, and the members are not restricted in any way from designing, developing, marketing, and/or procuring hardware, software, systems, technology, or services. Implementation or use of specific standards, recommendations and implementation agreements will be voluntary, and no member shall be required, or agree to be obliged, to implement them by virtue of participation in the Corporation.
- (d) Members of the Corporation agree to at all times comply with the policies (IP, Antitrust, website terms of use, etc.) of NTAf as in effect and modified from time to time.

Section 1.4 Limitation on Purposes

Notwithstanding anything contained herein to the contrary, these Bylaws shall not authorize the Corporation, directly or indirectly to engage in any act or thing incidental to or connected with the purposes set forth in Article 1 hereof or in advancement thereof which would cause the Corporation to be disqualified as a business league within the meaning of Section 501(c)(6) of the United States Internal Revenue Code. It is the intention of the Corporation and its members and participants to comply with state and federal antitrust laws of the United States and the applicable antitrust laws of all other countries and jurisdictions.

The purposes and objects of the Corporation shall prohibit discussion about sales levels, methods or channels of distribution, production levels, market allocations, manufacturing or other costs, customers, prices, terms of sale or service, profitability or any other topic which would have an anticompetitive effect or restrict use of network test automation technology or any other hardware, software, technology, or services. The Corporation, Directors and members shall at all times direct that the purposes and objects of the Corporation prohibit discussions or activities on any topic that could have an anticompetitive effect or an adverse impact on national or international competition or trade or could violate any national or international law regarding competition or trade. The Corporation will make a filing under and in accordance with the National Cooperative Research and Production Act, 15 U.S.C.A. §4301 et seq., that describes the work performed by the Corporation, and will update the

filing to reflect any changes in the filed information as required by such Act. In the event that the Corporation does not make the foregoing filings on a timely basis, any member may if it wishes, make one or more filings under and in accordance with the National Cooperative Research and Production Act to maintain its status under that Act.

No part of the Corporation's net earnings or assets will inure to the benefit of any member, director or private person.

ARTICLE 2

OFFICES

Section 2.1 Principal Office

The principal office of this Corporation shall be located at such location within the state of California, as the Board of Directors so elects. The principal office of the Corporation may be changed to another location within the State of California if the Board of Directors so elects.

Section 2.2 Additional Offices

In addition to the principal office, the Corporation may have other offices within or without the State of California, as shall be designated by the Board of Directors.

ARTICLE 3

MEMBERSHIP

Section 3.1 Membership Candidates

- (a) Any individual, firm, partnership, corporation, unincorporated association, or government body (hereinafter "Person"), with a demonstrated interest in actively participating in, and promoting the cause of the Corporation, may apply for membership in the Corporation. The Corporation does not restrict membership on the basis of race, color, sex, religion, or national origin. There shall be only one class of voting members, within the meaning of the California Nonprofit Corporation Law, designated as "Principal Members," who shall have the rights and obligations set forth in Section 3.2. The benefits of and requirements for membership shall be determined by the Board of Directors from time to time.
- (b) Upon admission to membership in the Corporation, an entity member shall designate an individual who shall represent the member in all matters with the Corporation (the "Representative"), and the address of such Representative for purposes of giving notice to the member. In the absence of a designation of a Representative's address, the address

provided for the member shall be used. A member's representative may be replaced by the member at any time, and such replacement shall be effective upon receipt of the Corporation by written notice from any authorized Representative of the member, naming the successor Representative. References in these Bylaws to any action to be taken by, or notice to be made to, a member shall be deemed to refer to the member's Representative.

- (c) Any Person possessing the requisite qualifications to secure admission to membership in this Corporation shall make written application to the Corporation. The initiation fee shall be disclosed to the applicant. The application, in a form prescribed by the Board of Directors, shall be signed by a duly authorized representative of the applicant and submitted to the Corporation. The decision of the Corporation shall be made in accordance with the Corporation's operating procedures following its receipt of the application as set forth in part in Section 7.2 of these Bylaws.

Section 3.2 Principal Membership

- (a) Any Person who is a telecom and data communications industry service provider, network equipment manufacturer, test equipment provider or end user, and others approved by the Board of Directors shall be eligible to apply for Principal Membership in the Corporation. Principal Members are required to identify and make available employees willing to serve on the Board of Directors if elected. An applicant for Principal Membership that is an Affiliate of an existing Principal Member shall not be eligible for Principal Membership, and if any two (2) or more Principal Members become Affiliates subsequently to their admission as members, affiliates, then only one (1) of such Principal Members shall be eligible to continue as a member. There shall not be more than one Principal Member per representative company.
- (b) "Affiliate" means any Person who, as determined in the sole and absolute discretion of the Board of Directors (i) directly or indirectly controls, is controlled by, or is under common control with, another Principal Member, or (ii) has a material financial relationship with any other existing Principal Member, where the relationship would interfere with the ability of either of such members to meet the responsibility of independent representation in connection with all matters respecting the Corporation.
- (c) Each Principal Member shall be entitled to send representatives to meetings of the technical task groups of the Working Committees, Annual, General and Special meetings of the Corporation and shall have access to all working documents provided in such meetings, minutes of such Committee meetings and written contributions to the Corporation by such Committees and task forces.
- (d) Each Principal Member in good standing shall be entitled to only one (1) vote at Annual, General and Special meetings of the members of the Corporation.

- (e) Each Principal Member in good standing shall have only one (1) vote in each of the Committees in which it participates.

Section 3.3 Additional Classes of Membership

Additional classes of membership, which classes shall be non-voting, may be created, upon the approval of the Board of Directors or a majority of the Principal Members.

Section 3.4 Dues

Each member shall pay annual dues to the Treasurer of the Corporation according to schedules which from time to time may be prescribed by the Board of Directors. The dues structure for the forthcoming year shall be reported to the membership at the Annual meeting, or at a Special meeting called for that purpose, and shall be provided to an applicant.

If any payment of dues or any assessment is not made as and when required, the Board of Directors shall cause notice to be sent to the member whose payment is delinquent. Sixty (60) days of default in payment of any assessment or installment of any dues shall entitle the Board of Directors without notice to the member or members in default to suspend the membership until the default in payment of dues or installments is cured. In the event of such a suspension, membership shall be reinstated upon payment in full of the unpaid dues or assessment, plus a reinstatement fee equal to fifty (50%) percent of the amount of the unpaid dues or assessment. In the event of extenuating circumstances, the Board of Directors, in its sole discretion, may waive all or part of the reinstatement fee upon reinstatement.

Section 3.5 Special Assessments

- (a) This Corporation shall raise no revenue other than that required to pay all its expenses including such unusual or extraordinary expenses as may be authorized and incurred from time to time at properly noticed Annual, General or Special meetings of the members or the Board of Directors in furtherance of the business and objects of the Corporation. The moneys so required may be raised by special assessments which shall be levied from time to time against all members by the Board of Directors. The Board of Directors shall not levy special assessments which, in any fiscal year, cumulatively exceed fifty percent (50%) of the annual dues of all members. Special assessments which exceed fifty percent (50%) of the annual dues of all members in a fiscal year shall be approved by a majority of the Principal Members; *provided, however*, no special assessment with respect to a resolution or a series of resolutions shall exceed two (2) times the annual dues within a fiscal year. Within forty-five (45) days after any assessment has been levied, notice thereof shall be given to each and every member of the Corporation stating the amount of such assessment and the date or dates which the same was ordered by the Board of Directors to be paid.

- (b) No newly approved members shall be required to pay any special assessment or portion thereof which is in respect of a period prior to the date such member was admitted to membership in the Corporation.

Section 3.6 Change of Control

In the event that through merger or acquisition or other cause, a member's assets or voting shares are totally or substantially transferred to another entity, that member's membership may be transferred to the transferee entity, provided all appropriate membership documents and the Membership Application are properly executed in the name of the new entity. Should the other entity already hold a Principal Membership, the membership of the acquired company shall, upon completion of the acquisition, be automatically terminated. Terminated memberships shall not be entitled to a refund of any dues or special assessments paid during membership. Any such transfer of membership shall be subject to approval by the Board of Directors or its designee.

Section 3.7 Resignation

Any member of the Corporation may withdraw from membership by tendering a written resignation to the Board of Directors at any time; *provided, however*, that no resignation shall relieve a member from full payment of any and all initiation fees, dues and special assessments and each and every installment thereof remaining unpaid on the date of tender of resignation.

Section 3.8 Withdrawal from Business

Membership in the Corporation shall automatically terminate upon withdrawal from or cessation of business by any member or upon such an alteration in the nature of business transacted by the member as would, in the sole discretion of the Board of Directors, disqualify a member from securing a membership on application therefore.

Section 3.9 Suspension and Expulsion

Any member of the Corporation which violates any of the Bylaws, documented procedures or resolutions adopted by the Board of Directors from time to time, or fails to pay dues or special assessments shall, by a vote of the Board of Directors, be subject to suspension, expulsion, or any other sanction approved by the Board of Directors. The decision of the Board of Directors concerning an expulsion or a suspension shall be final and binding.

- (a) A member may be suspended based on the good faith determination of the Board of Directors that the member has failed materially to observe the Corporation's Bylaws or rules including, without limitation, the Corporation's Intellectual Property Policy or its Antitrust Guidelines, or has engaged in conduct seriously prejudicial to the purposes and interests of the Corporation. Any member whose membership in this Corporation shall have been suspended by the Board of Directors shall have no right to participate in or have access to any of the activities, funds, property, rights, and interests belonging to the Corporation until such time as such member fully complies, as determined by the Board

of Directors, in its sole and absolute discretion, with the requirements of the Board of Directors for the removal of the suspension and the return of good standing.

- (b) A member expelled for any reason shall not be entitled to a refund of any dues or special assessments paid during membership. No member who has been expelled shall be eligible for reconsideration for membership for at least one (1) year from the date of expulsion; such former members shall not be reconsidered for membership until all arrears in dues and/or monetary obligations to the Corporation, including all reinstatement fees, shall have been paid in full.

Section 3.10 In Good Standing

A member shall be considered in good standing so long as if the member has completed an approved membership application on file and such member has paid all its membership has not been suspended due to nonpayment of dues or any assessments in accordance with Section 3.4b of these Bylaws and has not otherwise been suspended in accordance with Section 3.9 of these Bylaws.

Section 3.11 Non-liability

Pursuant to California Nonprofit Mutual Benefit Corporation Law Section 7350, no member shall be liable for the debts, liabilities or other obligations of the Corporation.

Section 3.12 Non-transferability

No member may transfer for value or otherwise a membership or any right arising therefrom.

Section 3.13 Other Property Rights

Except as provided under Article 12 on Dissolution, no member has any property rights in any assets of this Corporation. Furthermore, no surplus of funds of this Corporation (if any) shall inure to the benefit of any member, officer, or employee of the Corporation.

Section 3.14 Adherence to Bylaws

Each member shall adhere to and agree to be bound by these Bylaws and all subsequent amendments thereto before being admitted to the rights of membership in the Corporation.

ARTICLE 4

MEETINGS OF MEMBERS

Section 4.1 Annual Meeting

The Annual meeting of the members of the Corporation, at the direction of the Board of Directors, may be held inside or outside the State of California, shall be on such date (but in any event in each year in which Directors are to be elected) and at such time and place as shall be designated from time to time by the Board of Directors as stated in the notice of the meeting. The Board of Directors shall attempt to schedule the Annual meeting so as to occur in conjunction with a Technical Committee meeting (but not actually overlapping in agenda) in order to encourage member participation. In the absence of such determination of place, members meetings shall be held at the Corporation's principal office. At the Annual meeting, the Principal Members:

- (a) shall nominate and elect a sufficient number of Directors to replace all Directors whose terms are expiring;
- (b) shall receive a financial report from the Treasurer;
- (c) and shall transact such other business as may properly come before the meeting, including a vote to dissolve the Corporation as identified in Section 12.1.

Minutes of the meeting will be kept and archived by the Secretary. If the Corporation fails to hold an Annual meeting (or circulate a written ballot to the Principal Members for election of Board members) as set forth in this Section 4.1, any Principal Members may petition the superior court of the proper county to order such meeting or ballot, as permitted by California Nonprofit Corporations Code §7510.

Section 4.2 General Meetings

General meetings of the members of the Corporation may be held at any place designated by the President or the Board of Directors, upon call by the President or the Board of Directors. General meetings are intended to be a vehicle to discuss the work plan of the Corporation and the progress thereof, and to solicit member contributions. Minutes of the meeting will be kept and archived by the Secretary.

Section 4.3 Special Meetings

Special meetings of the members of the Corporation may be called by the President, Board of Directors or by not less than five percent (5%) of the Principal Members of the Corporation. A Special meeting called by any Person (other than the Board of Directors) entitled to call such a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President, any Vice President, or the Secretary of the Corporation. The Officer receiving the request shall cause notice to be given promptly to the

members, in accordance with Section 4.4 of these Bylaws, stating that a meeting will be held at a special time and date fixed by the Board of Directors; *provided, however*, that the meeting date shall be at least twenty (20) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the Person or Persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting may be held when the meeting is called by the Board of Directors. No business, other than the business of the general nature of which was set forth in the notice of the meeting, may be transacted at a Special meeting. Minutes of the meeting will be kept and archived by the Secretary.

Section 4.4 Notice

Written notice of the time and place and purpose of holding any Annual meeting or General meeting of the members of the Corporation shall be given to each member of this Corporation who on the record date of notice is permitted to attend such meeting, at least ten (10) days but no more than ninety (90) days prior to the scheduled date for the meeting. The written notice of such a meeting will include the proposed agenda for that meeting. All notices shall be given at the address of a member on file with the Corporation either by facsimile, electronic mail, first class, registered, or certified mail. Notice of a meeting need not be given to any member who signs a waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any member at a meeting, in person or by proxy, shall constitute a waiver of notice by that member.

Section 4.5 Quorum and Adjournments

Fifty-one percent (51%) or more of the Principal Members of the Corporation eligible to vote shall be necessary to constitute a quorum for the transaction of business at an Annual, General or Special meeting of the members of the Corporation or for ballots conducted electronically or for Board of Director Elections. If such quorum and the voting requirements set forth in Section 4.6 of these Bylaws are not met at any such meeting, a majority of the Principal Members present in person or by proxy shall have power to adjourn the meeting from time to time by voice announcement at the meeting of the time and place to which the meeting is adjourned, to be promptly followed by a written notice thereof to all members. No meeting may be adjourned for more than forty five (45) days. At such adjourned meeting at which a quorum of Principal Members shall be represented, any action may be taken which might have been transacted at the meeting as originally noticed. If after adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting and the new record date shall be given to each member of record entitled to notice in the manner set forth in Section 4.4 of these Bylaws.

Section 4.6 Voting

Directors shall be elected by a plurality of the votes cast at an election. Each Principal Member eligible to vote shall be entitled to one (1) vote for each Director position to be filled and shall have one (1) vote upon any matter coming before any meeting of the Principal Members. Voting may be by voice or ballot, except that the election of Directors must be by ballot. The Secretary will provide to any Principal Member in good standing, upon request, and for a reasonable period following the completion of a balloted vote, complete voting tallies of any balloted vote, except that ballots for Directors shall remain secret. Members shall not use Corporation-sponsored communication vehicles or media to solicit support for or pre-announce voting preferences on any matter to be voted on at a Member meeting or to transmit any part of a ballot except for that specified in the voting instructions provided with each ballot.

In addition, no Principal Member shall make any agreement or have any understanding with any other Principal Member to collectively cast their votes in any particular manner, it being the express policy of the Corporation, consistent with the Corporation's Antitrust Guidelines, to provide and maintain an environment in which Principal Members shall at all times be free to exercise their voting rights and to otherwise act independently and unencumbered by any such influences, agreements or other impediments.

Section 4.7 Proxies

- (a) At all meetings of the Corporation, any Principal Member eligible to vote shall be entitled to vote either in person or by a duly accredited proxy. Every proxy shall be executed in writing, in a form and manner acceptable to the Board of Directors, by the Principal Member's Representative authorized to cast the Principal Member's vote, except that a proxy may be given by a Principal Member's Representative by facsimile, electronic mail, or its equivalent. Such proxy shall be filed with the Secretary of the Corporation or its delegate (i.e., Executive Director). A proxy shall not be valid for more than the ballot or meeting for which it is intended to be used, or any adjournment thereof.
- (b) Any revocable proxy concerning the following matters for which a vote of the Principal Members is required shall not be valid unless the proxy sets forth the specific nature of the matter to be voted on:
 - (i) amendments to the Articles of Corporation,
 - (ii) amendments to the Articles or Bylaws changing proxy rights,

- (iii) removal of a Director without cause,
- (iv) filling vacancies on the Board of Directors,
- (v) the sale, lease, exchange, conveyance, transfer or other disposition of all or substantially all of the Corporation's assets,
- (vi) the principal terms of a merger or the amendment of a merger agreement,
- (vii) the election to dissolve the Corporation,
- (viii) contracts or transactions between the Corporation and one or more Directors or between the Corporation and an entity in which a Director has a material financial interest, and
- (ix) a plan of distribution of assets to the members when the Corporation is in the process of winding up.

(c) The Corporation's policy is to promote a "one Principal Member, one vote" environment, and the existence of proxy voting is intended to enable voting by Principal Members absent from any particular meeting. The Corporation discourages the solicitation and gathering of proxies by any one or a small group of Principal Members in order to further a particular position to be voted upon. Therefore, the validity of the submission of a material number of proxy votes by one or a small group of Principal Members may be challenged by any Principal Member eligible to vote and present in person at the particular meeting. The effectiveness of such a proxy challenge will be decided by a vote of the Principal Members eligible to vote and present in person at the particular meeting. If two-thirds (2/3) of such Principal Members vote in favor of the challenge, the challenged proxies shall be declared invalid.

Section 4.8 Material Relationship

At all meetings of the Corporation any Principal Member eligible to vote that is at the time of such vote an Affiliate (as defined in Section 3.2(b) herein) of another Principal Member shall disclose the existence of such relationship to the meeting chairperson and shall refrain from voting.

Section 4.9 Written Consents

- (a) Subject to the provisions of this Section, any action required or permitted to be taken at a meeting of the members of the Corporation by the California Nonprofit Corporations Code, the Articles of Incorporation, or the Bylaws (including the election of directors) may be taken without a meeting and without prior notice upon compliance with this Section 4.9.

- (b) Approval by written ballot pursuant to this Section shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the proposal at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(c) The Corporation shall distribute one written ballot to each Principal Member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 4.4 of these Bylaws. All solicitations of votes by written ballot shall:

- (i) indicate the number of responses needed to meet quorum requirements,
- (ii) state the percentage of approvals necessary to pass the measure or measures, and
- (iii) specify the time by which the ballot must be received in order to be counted.

(d) Each ballot so distributed shall:

- (i) set forth the proposed action,
- (ii) provide the voting Principal Members an opportunity to specify approval or disapproval of each proposal, and
- (iii) provide a reasonable time in which to return the ballot to the Corporation.

(e) Whenever action is taken pursuant to Subsections (a) and (b) of this Section, the written consents of the Principal Members consenting thereto shall be filed with the minutes of proceedings of members.

Section 4.10 Record Date for Member Notice

For the purposes of determining which Principal Members are entitled to receive notice of any meeting, to vote, to give consent to corporate action without a meeting, or to take other action, the Board of Directors may fix, in advance, a "record date," which shall not be more than ninety (90) nor fewer than ten (10) days before the date of any such meeting, nor more than sixty (60) days before any such action without a meeting. Only Principal Members of record on the date so fixed are entitled to notice, to vote, to give consents, or take other action, as the case may be.

ARTICLE 5

DIRECTORS

Section 5.1 Number and Election

The properties and business of this Corporation shall be managed and all corporate powers shall be exercised by or under the direction of its Board of Directors. The authorized number of Directors shall be no fewer than five (5), or more than eleven (11), and the initial number of Directors shall be established at eleven (11).

- (a) As of the Effective Date, the minimum number of Directors that comprised at least one half (1/2) of the current Board members have a one (1) year remaining in their terms, and the remaining Board members will have two (2) years remaining on their terms. Thereafter, elected Board members shall serve a term of two (2) years. Directors may serve a maximum of 3 consecutive terms. Directors leaving the Board after serving their maximum term shall not be eligible to rejoin the Board for a period of one (1) year.
- (b) Each Director shall be elected by the Principal Membership at an Annual meeting, or as otherwise specified herein. The Board of Directors shall by resolution approve the number of Director positions to be filled at each Annual meeting. A Director shall be required to resign if his/her employer ceases to be a Principal Member in good standing or if the Director leaves the employment of the Principal Member.
- (c) The Directors shall be selected from employees of Principal Members, but no more than one Director may be employed by any one Principal Member. Candidates for Director may be nominated by the membership at large.
- (d) The President and Chairman of the Board shall be elected by the Board from the members of the Board of Directors. The Vice President(s), Secretary, and Treasurer may also serve as members of the Board of Directors. The Executive Director and Officers who are not members of the Board of Directors shall be ex-officio members but shall not be voting members of the Board.

Section 5.2 Vacancies

- (a) A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following:
 - (i) the death, resignation, or removal of any Director;

- (ii) the declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under the California Corporations Code §7231 and/or the California Nonprofit Corporations Code;
 - (iii) the vote of a majority of all Principal Members to remove a Director;
 - (iv) the increase of the authorized number of Directors;
 - (v) the failure of the Principal Members, at any meeting of the members of the Corporation at which any Director or Directors are to be elected, to elect the number of Directors to be elected at such meeting, or
 - (vi) the automatic removal of a Director who has terminated his or her employment with a Principal Member, or who is employed by a Principal Member whose membership in the Corporation has been suspended or otherwise ended.
- (b) Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the Chairman of the Board, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective.
- (c) Any Director may be removed, with or without cause, at any time, by the vote of the majority of the Principal Members:
 - (i) at a Special meeting called for that purpose,
 - (ii) at any Annual or General meeting, provided notice of that meeting and of the removal question are given as provided in Section 4.4, or
 - (iii) by written ballot as provided in Section 4.9.
- (d) Any vacancy in the Board of Directors shall be filled for the unexpired portion of the term of the preceding Director by a majority vote of the Directors present at any meeting of the Board of Directors at which a quorum exists. If no quorum exists, the vacancy may be filled by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors then in office at a meeting complying with the notice requirements of Section 5.4(c) of these Bylaws or (iii) a sole Director. In filling any vacancy, the Board of Directors may fill the vacancy only with an individual who is an employee of any Principal Member not currently represented on the Board of Directors. If no replacement can be found to fill the vacancy, the vacancy shall be filled at the next Annual meeting. A Director who resigns for any reason may be subsequently

elected by the Board or the Principal Members to Director provided that he/she meets all applicable criteria for board membership.

Section 5.3 Powers

The Board of Directors shall have power to:

- (a) Elect all Officers and appoint all agents of the Corporation and prescribe their duties and fix their compensation except as otherwise provided by these Bylaws
- (b) Appoint, in addition to the Committees set forth in Articles 7 and 8 herein, such other Committees of the Board and/or the membership as may be found necessary or desirable to carry out the objects and purposes of the Corporation, and to fix their powers and prescribe their duties
- (c) Select a management service for administering the day-to-day activities necessary for the conduct of business of the Corporation, and enter into an agreement to fix and prescribe its duties and compensation
- (d) Bond such Officers, agents, and employees of the Corporation as may be necessary in such amounts and with such sureties as may be reasonable
- (e) Designate depositories for the Corporation, rent safety deposit vaults, and provide the manner of signing checks, notes, bills, and other evidences of indebtedness of the Corporation
- (f) Invest and reinvest the funds of the Corporation and to change such investments from time to time
- (g) In general do all lawful things and exercise all such lawful powers as are not vested in the members of the Corporation and which will promote the objects and purposes of the Corporation
- (h) Interpret and administer these Bylaws and other rules, documents and agreements related to the Corporation

Section 5.4 Meetings

- (a) Meetings of the Board of Directors may be held either within or without the state of California. Regular meetings of the Board of Directors may be held at such intervals as shall be determined by the President and/or Chairman of the Board of Directors. Such regular meetings may be held without notice of the time and place except announcement at the last previous regular meeting of the Board of Directors. Notice shall be given to newly elected Directors of the first meeting of the Board of Directors following the

Annual meeting of the Corporation. Any meeting, regular or special, may be held by telephone conference or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

- (b) Special meetings of the Board of Directors may be called by the President on at least seven (7) days notice prior to the meeting of the date, time, and place given either personally, by mail, facsimile, or by electronic mail transmission with acknowledgment of receipt. In addition, special meetings of the Board of Directors shall be called by the President on like notice on the written request of one-third (1/3) of the Board of Directors.
- (c) Notice of any meeting need not be given to any Director who signs a waiver of notice, whether before or after the meeting. The attendance of any Director at a meeting without protesting prior to the conclusion of the meeting the lack of notice of meeting shall constitute a waiver of notice by the Director. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourned and if the period of adjournment does not exceed ten (10) days in any one adjournment. Notice shall be given to any Director absent at any adjourned meeting of the new date, time and place of the meeting.

Section 5.5 Quorum and Voting

Fifty-one percent (51%) or more of the Board of Directors shall be necessary to constitute a quorum for the transaction of business and the act of fifty-one percent (51%) or more of the Directors present at any meeting at which there is a quorum shall be an act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Director, if any action taken is approved by at least a majority of the quorum required for meeting.

Section 5.6 Compensation

Directors shall receive no compensation for their services as Directors.

Section 5.7 Written Consent

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

Section 5.8 Participation

Board members are expected to participate on all Board teleconference and face-to-face meetings. If a Board member is unable to make the call, they are to send a proxy notification via

e-mail to the Executive Director. If a Board member is not personally present at Board meetings for a period of sixty (60) days, the Board will review the member's participation and may consider removing the member from office.

ARTICLE 6

OFFICERS

Section 6.1 Election and Tenure

The Officers of the Corporation shall be elected by the Board of Directors annually after the Annual meeting of members and shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of any Officers under contract of employment. The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. No Officer, except the President, need be a Director. The Board of Directors may elect such other Officers, including additional Vice Presidents, assistant Secretaries and assistant Treasurers as it may deem necessary, who shall have such authority and perform such duties as from time to time may be prescribed by the Board of Directors. Board members may, when there is a lack of qualified candidates, concurrently serve in one or more Officer positions. Officers shall hold their offices for one (1) year or until their successors are chosen. Officers may serve a maximum of three (3) consecutive terms. Any Officer may be removed with or without cause at any time by resolution passed by the Board of Directors. In the event of the death, resignation, removal, or disqualification of any Officer, the vacancy shall be filled by the Board of Directors.

Section 6.2 President of the Board

The President of the Board shall set the agenda and preside at all meetings of the Board of Directors. The President of the Board shall also act as liaison from and spokesperson for the Board of Directors and shall participate in long term planning for the Corporation. The President of the Board shall perform all such other duties as customarily pertain to the Office of the President of the Board and shall perform such other duties as the Board of Directors shall prescribe by resolution and shall see that all resolutions of the Board of Directors shall be carried into effect

Section 6.3 Vice President

The Vice President shall in the absence of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors or the Principal Members shall prescribe by resolution. In the event that there is more than one Vice President, the Board of Directors shall designate, at the time of the election of the Vice Presidents, which Vice President position shall perform the duties of the President during any absence of the President.

Section 6.4 Secretary

The Secretary shall keep a correct list of the names and addresses of the members of the Corporation, shall attend all meetings of the members and of the Board of Directors and shall keep a correct record of all the transactions at such meetings in a minute book belonging to the Corporation. The Secretary shall be the custodian of the corporate records, except those pertaining to the office of the Treasurer. The Secretary shall send out notice of meetings of the members and of the Board of Directors and shall conduct all correspondence other than that appertaining to the office of President and Treasurer. The Secretary shall perform such other duties as pertain to the office of the Secretary and shall do all such things and carry out all such orders as are required by the members of the Corporation or the Board of Directors. The Secretary shall keep or cause to be kept at the principal office of the Corporation in California a copy of the Articles of Incorporation and Bylaws as amended to date. The Secretary may nominate an Assistant Secretary to perform some of the duties as they pertain to the office of the Secretary. Such nomination must be approved by a vote of the Board.

Section 6.5 Treasurer

If required by the Board of Directors, the Treasurer shall give bond in such amount and with such surety as may be designated by the Board of Directors, the cost of such bond to be paid by the Corporation. The Treasurer shall receive, disburse, and collect any moneys due and belonging to the Corporation and shall, under the supervision of the Board of Directors, deposit the moneys for the Corporation, in its name and to its credit in such depository or depositories as may be designated by the Board of Directors. The Treasurer shall invest all funds not needed for current disbursements, or may be directed by the Board of Directors, and shall pay all bills and make all disbursements authorized by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall notify the Secretary of all delinquencies in the payment of special assessments, dues, and initiation fees by members and shall render a full and annual report of the financial condition of the Corporation to the Directors prior to the Annual meeting of the membership. The Treasurer shall perform all other duties required by resolution of the Principal Members of the Corporation or the Board of Directors and shall perform all duties as pertain to the office of Treasurer. The Treasurer shall maintain or cause to maintain the financial records of the Corporation according to the Generally Accepted Accounting Principles (GAAP). The Treasurer may nominate an assistant Treasurer to perform some of the duties as they pertain to the office of the Treasurer. Such nomination must be approved by a vote of the Board. The Treasurer will provide to the Board of Directors, in a timely manner, an audited annual financial report. The Board shall have the option to adopt an audit if it determines that circumstances warrant.

Section 6.6 Counter-Signature

The Treasurer, under authorization of the Board of Directors is authorized to approve disbursements up to the amount of \$5,000 per occurrence. Expenditures over \$5,000 per occurrence will require the approval of two Officers of the Corporation. For this purpose, the Executive Director shall be considered an officer of the Corporation. Proper vouchers must be taken for all such disbursements.

ARTICLE 7

ADVISORY (BOARD) COMMITTEES

Section 7.1 Committee Authority

The Corporation may have three (3) Advisory Committees or more as deemed necessary: the Membership Committee, the Finance and Audit Committee and the Liaison Committee. The duties of the three (3) Advisory Committees are as follows:

Section 7.1.1 Membership Committee

The size and composition of the Membership Committee shall be determined by the Board of Directors. The Membership Committee shall review the qualifications of all applicants for membership and recommend to the Board of Directors the approval or rejection of each application. The Committee shall consider whether an applicant for membership understands the commitments required of members of the Corporation. Notwithstanding anything contained in this Section 7.2, the Membership Committee may consider any facts or circumstances it deems necessary, desirable, or appropriate in making its proposal whether to approve the membership of an applicant. The Committee shall review the standing of all members and is empowered, subject to the provisions of Section 3.9 hereof, to recommend to the Board of Directors a change in classification of a member or the expulsion, suspension, or any other sanction deemed necessary and reasonable under the circumstances. The Committee shall also propose nominees to the Board of Directors which shall stand for election at the Annual meeting of the Corporation.

Section 7.1.2 Finance and Audit Committee

The size and composition of the Finance and Audit Committee shall be determined by the Board of Directors. The Committee shall review the finances of the Corporation and prepare and propose to the Board of Directors the dues, fees, and special assessments to be paid to the Corporation. The Committee shall recommend an annual budget or amendments thereto to the Board of Directors. The Committee shall recommend auditors to the Board of Directors.

Section 7.1.3. Liaison Committee

The size and composition of the Liaison Committee shall be determined by the Board of Directors. The Committee, under the policy guidance of the Board of Directors, shall create liaisons with other national and international industry forums, standards bodies, consortia, and similar groups.

Section 7.1.4 Enactment of Advisory Committees

The Board of Directors shall constitute the membership of each un-enacted Advisory Committee. Advisory Committees are enacted by a resolution of the Board.

Section 7.1.5 Quorum and Voting

Each Principal Member with a representative on a Committee eligible to vote shall have one (1) vote upon any matter before a Committee. Voting may be by voice or ballot. A fifty-one percent (51%) majority of the members of the Committees provided for in this Article 7 shall be necessary to constitute a quorum for the transaction of business. A fifty-one percent (51%) or more vote of the members constituting a quorum shall be sufficient to pass a resolution of these Committees. The Secretary will provide to any Principal Member in good standing, upon request, and for a reasonable period following the completion of a balloted vote, complete voting tallies of any balloted vote, except that ballots for Directors shall remain secret.

Members shall not use Corporation-sponsored communication vehicles or media to solicit support for or pre-announce voting preferences on any matter to be voted on or to transmit any part of a ballot except for that specified in the voting instructions provided with each ballot.

In addition, no committee member shall make any agreement or have any understanding with any other Principal Member to collectively cast their votes in any particular manner, it being the express policy of the Corporation, consistent with the Corporation's Antitrust Guidelines, to provide and maintain an environment in which Principal Members shall at all times be free to exercise their voting rights and to otherwise act independently and unencumbered by any such influences, agreements or other impediments.

Meetings and actions of Advisory Committees shall be governed by, and held and taken in accordance with, the provisions of Article 5 of these Bylaws, concerning meetings of Directors, with such changes in the context of those Bylaws as are necessary to substitute the Advisory Committee and its members for the Board of Directors and its members, except that the time for regular meetings of Advisory Committees may be determined either by resolution of the Board of Directors or by resolution of the Advisory Committee. Special meetings of Advisory Committees may also be called by resolution of the Board of Directors. Notice of special meetings of Advisory Committees shall also be given to any and all alternate members, if any, who shall have the right to attend all meetings of these Committees. Minutes shall be kept of each meeting of any Advisory Committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any Advisory Committee not inconsistent with the provisions of these Bylaws.

Section 7.1.6 Composition

Members of any committee of the Corporation must be employed by a member of the Corporation. Only employees of Principal Members may vote on any committee matter. Members of the committees do not need to be directors.

Section 7.1.7 Authority of Committees

The Board of Directors may delegate to any committee having the authority of the Board, any of the powers and authority of the Board of Directors in the management of the business and affairs of this corporation, except the following:

- (a) The approval of any action for which the California Nonprofit Corporation Law requires the approval of members of a corporation
- (b) The filling of vacancies on the Board or in any committee which has the authority of the Board
- (c) The fixing of compensation of the Directors for serving on the Board or on any committee
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amenable or repeal-able
- (f) The appointment of committees of the Board of the members thereof
- (g) The expenditure of corporate funds to support a nominee for Director after there are more nominated for Director than can be elected.

ARTICLE 8

WORKING COMMITTEES

The Board of Directors by resolution shall appoint one or more Working Committees, each of which shall consist of Representatives of the members of the Corporation as provided by the Board of Directors. To the extent provided in such resolution, each such Working Committee shall have the authority prescribed by the Board of Directors, except to the extent prohibited by California Nonprofit Mutual Benefit Corporation Law. The Corporation shall have at least two (2) Working Committees: the Technical Committee and the Market Awareness and Education Committee (MA&E). The Corporation may also establish "Other Working Committees" as set forth in Article 9 herein.

ARTICLE 9

OTHER WORKING COMMITTEES

Section 9.1 Generally

Other working committees (“Other Working Committees”) may be formed by the Board of Directors to serve at the pleasure of the Board. The working groups of such Other Working Committees may be formed by the Board of Directors. These Other Working Committees shall have a written charter which clearly states the purpose and objects of the Committees and is entirely consistent with the goals of the Corporation as stated in Article 1.

Comment [LGW1]: This paragraph was moved, unaltered from Article 8.

Section 9.2 Chairs and Responsibilities

- (a) Other Working Committees shall have a Chairperson and Vice Chairperson, elected by the Principal Members who are members of the respective Working Committee for a one (1) year term. The Chairperson sets the overall direction of the Committee. The Chairperson sets the agenda and schedule for the meetings, conducts the meetings and bears responsibility for adequate communication to all Committee members. Notification of meetings of Other Working Committees should be made to the Principal Member Representatives of these Committees at least three (3) weeks in advance. The Chairperson assigns responsibility for writing meeting minutes in the absence of the Vice-Chairperson.
- (b) The Vice-Chairperson takes minutes for all meetings, conducts meetings in the absence of the chairperson and assists the Chairperson in the operation of the Committee. The Vice-Chairperson keeps roll of attendees and assures that participants are Principal Member Representatives. The Vice Chairperson ensures timely distribution (by electronic mail or otherwise) of minutes and contributions discussed at the meeting to the Corporation's Executive Director who makes them available to all members.

Section 9.3 Participation

Participation in the meetings of the Other Working Committees will be according to guidelines established by the Board of Directors. Additional Subject Matter Experts (SMEs) may attend as required. However, such attendance must be communicated, by electronic mail, to the Chairperson and approved by the Chairperson in advance. Once discussions concerning the expert's area are concluded, the expert may remain but must refrain from taking active part in the meeting. It is the Chairperson's responsibility to enforce this rule and see that an orderly meeting occurs including the censure or ejection of disruptive participants/observers.

ARTICLE 10

NO WARRANTY

Members and the Corporation make no express or implied warranty as to any matter whatsoever, including the conditions of the research or any invention or product, whether tangible or

intangible, made or developed by the Corporation or any member or in the course of their activities, the absence of any infringement of any patent or intellectual property owned by others, or the ownership, merchantability, or fitness for a particular purpose, of any research, invention, product or submission. This provision shall survive resignation, expulsion or cessation of business of any member or dissolution of the Corporation.

ARTICLE 11

EXECUTIVE DIRECTOR

The Corporation may have an Executive Director which shall be appointed by or staffed as directed by the Board of Directors. The Executive Director shall perform those functions which are necessary for the administration of the Corporation, as more particularly described in these Bylaws or as delegated by the Board of Directors.

ARTICLE 12

DISSOLUTION

12.1 Corporation Dissolution

The Corporation may be dissolved or merged into another like 501(c)(6) corporation by a vote of the membership at an Annual meeting or at a Special meeting called for this purpose, where a quorum is present. A vote to pass a resolution to dissolve or merge the Corporation requires a minimum of 65% or more vote of the Principal Members eligible to vote and present in Person or represented by proxy.

12.2 Dissolution of Property

In the event of dissolution of this Corporation, any property of the Corporation held subject to a valid condition requiring the return, transfer or conveyance of such property on dissolution to a member, shall, after paying the necessary expenses thereof, be returned to the member who contributed such property.

12.3 Dissolution of Assets

Except for distributions provided for in 12.2, all assets of the Corporation, if any, remaining after payment of necessary expenses, shall be distributed to either an entity which qualifies under Section 501(c)(6) of the Internal Revenue code of 1986, as amended (or any successor provision in any future Federal Income Tax law) and which has substantially similar purposes as this Corporation, or to an entity which qualifies under Section 501(c)(3) of the Internal Revenue Code, as amended (or any successor provision in any future Federal Income Tax Law).

ARTICLE 13

FISCAL YEAR

The fiscal year of the Corporation shall end on the thirty first (31st) day of December in each year.

ARTICLE 14

INDEMNIFICATION

14.1 Indemnification of Directors

To the fullest extent permitted by law, the Corporation shall indemnify its Directors, Officers, Committee and Working Group Chairs and Vice Chairs and employees, and any organization engaged by the Corporation to perform secretariat or similar services, and the employees of such organization, and other individuals described in Section 7237(a) of the California Corporations Code, including individuals formerly occupying any such position, against all expenses, judgments, fines, settlements, including attorneys fees and court costs, and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that Section of the California Corporations Code, and including an action by or the right of the Corporation, by reasons of the fact that the individual is or was an individual described in that Section of the California Corporations Code. "Expenses", as used in Bylaws, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

14.2 Request for Indemnification

On written request to the Board of Directors by any person seeking indemnification under Section 7237(a) or Section 7237(c) of the California Corporations Code, the Board of Directors shall promptly determine under Section 7237(c) of the California Corporations Code whether the applicable standing of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board of Directors shall authorize indemnification. If the Board of Directors cannot authorize indemnification because the number of Directors who are parties to the proceedings with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board of Directors shall promptly call a meeting of the Principal Members of the Corporation. At that meeting, the Principal Members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Principal Member Representatives present at the meeting in person or by proxy shall authorize indemnification.

14.3 Indemnity Expense

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnity under this Bylaw shall be advanced by the Corporation before final disposition of the proceeding, on

receipt by the Corporation of an undertaking by or on behalf of that individual that the advance will be repaid unless it is ultimately determined that the individual is entitled to be indemnified by the Corporation for those expenses.

14.4 Indemnity Insurance

The Corporation shall have the power to purchase and maintain insurance on behalf of any individual who is or was a Director, Officer, employee or agent of the Corporation, against any liability asserted against or incurred by such individual in such capacity, or arising out of such individual's status as such, whether or not the Corporation would have the power to indemnify such individual against such liability under the provisions of this Bylaw; *provided, however*, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer or agent of the Corporation for any self-dealing transactions, as described in Section 7237 of the California Nonprofit Corporations Code.

ARTICLE 15

EFFECTIVE DATE AND AMENDMENTS

Section 15.1 Effective Date

These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board of Directors of this Corporation is adopting them expressly to become effective at a later date.

Section 15.2 Amendments

Except as otherwise required by Section 7151(b) of the California Nonprofit Mutual Benefit Corporation Law, these Bylaws may be altered, amended or repealed and new bylaws may be adopted by a vote of two-thirds (2/3) of the Directors present at any regular or special meeting of the Board at which a quorum is present unless the action would materially and adversely affect the rights of members as to voting, dissolution, redemption, or transfer. Additional approval by the members of an affected class is needed in situations listed in Section 7150(b). Bylaws affecting the following may be adopted, amended or repealed only by the affirmative vote of a majority of the votes represented and voting at a duly held meeting of members at which a quorum is present, or by written ballot:

- (a) A Bylaw specifying or changing the maximum or minimum number of Directors;
- (b) A Bylaw increasing the term of office of Directors;
- (c) A Bylaw increasing the quorum of members;
- (d) A Bylaw repealing, restricting, creating or expanding proxy rights;
- (e) A Bylaw repealing or amending the right to cumulative voting.

Whenever an amendment or new Bylaw is adopted, it shall be placed in the Corporation's minute book with the original Bylaws. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted shall be stated in said minute book.

ARTICLE 16

LAWS

Notwithstanding anything contained in these Bylaws to the contrary, these Bylaws shall apply to members of the Corporation and shall be interpreted in a manner consistent with all federal and state laws and the California Nonprofit Corporation Law, except as permitted by Section 7235 of the California Nonprofit Corporation Law.

ARTICLE 17

CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS

Section 17.1 Contracts with Directors and Officers

- (a) No Director or Officer of this Corporation, nor of any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors or Officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless:
- (i) the material facts regarding such Director's or Officer's financial interest in such contract or transaction and/or regarding such common Directorship, Officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Board prior to consideration by the Board of such contract or transaction with any membership of an interested Director or Officer not being entitled to vote thereon.
 - (ii) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote or votes of such interested Director(s);
 - (iii) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and

- (iv) the Corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to the Corporation at the time the transaction is entered into

Section 17.2 Loans to Directors and Officers

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer.

ARTICLE 18

MISCELLANEOUS

Section 18.1 Maintenance of Corporate Records

- (a) The Corporation shall keep:
 - (i) Adequate and correct books and records of account;
 - (ii) Minutes in written or electronic form of its members, Board, and Committees of the Board (i.e., Advisory Committees as described herein);
 - (iii) A record of its members, giving their names and addresses and the class of membership held by each.
- (b) All such records shall be kept at the Corporation's principal office.

Section 18.2 Principal Members' Inspection Rights

- (a) Any Principal Member of the Corporation may:
 - (i) inspect and copy the records of members' names and addresses and voting rights during usual business hours on five (5) days' prior written demand on the Corporation, stating the purpose for which the inspection rights are requested; or
 - (ii) obtain from the Executive Director of the Corporation, on written demand and on the tender of the Executive Director's usual charges for such a list, if any, a list of names and addresses of Principal Member Representatives who are entitled to vote for the election of Directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the demanding Principal Member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such Principal Member Representative by the Executive Director on or before the later of ten (10) days after the demand is received or the date specified in it as the date by which the list is to be compiled.

- (b) Any Principal Member Representative of the Corporation authorized to vote may inspect the accounting books and records and minutes of the proceedings of the members and the Board and Committees of the Board, at any reasonable time, for a purpose reasonably related to such Representative's interest.
- (c) Any inspection and copying under this Section may be made by the Principal Member's Representative or by an agent or attorney of the Principal Member and the right of inspection includes the right to copy and make extracts.

Section 18.3 Maintenance and Inspection of Articles and Bylaws

The Corporation shall keep at its principal office the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by any member of the Corporation at all reasonable times during office hours.

Section 18.4 Inspection by Directors

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 18.5 Annual Statement of Certain Transactions

The Corporation shall comply with Section 8322 of the California Nonprofit Corporations Law, respecting the filing, when and if applicable, of an annual statement as required by such section 8322, reporting on any loans, guarantees, indemnifications or advances by the Corporation for the benefit of its officers and directors.

Section 18.6 Public Inspection and Disclosure

The Corporation shall have available for public inspection at its principal office a copy of its three (3) most recent annual exempt organization information returns and a copy of its application for recognition of exemption and determination letter. In addition, in the event that the Corporation provides services or information to the public for a fee, and such services or information are available from the federal government free of charge or for a nominal cost, such availability shall be conspicuously disclosed in an easily recognizable format in any solicitation or offer by the Corporation.

Section 18.7 Political Activities

The Corporation shall not make any political expenditure or lobbying expenditure which will result in the loss of, or otherwise adversely affect, its status as a tax-exempt organization under the Internal Revenue Code of 1998, as amended.

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Adoption

I, certify that I am the presently elected and acting Secretary of the Network Test Automation Forum, a California Nonprofit Mutual Benefit Corporation, and the above Bylaws, consisting of 31 pages, including this page, are the Bylaws of this Corporation as adopted by a written consent ballot of the Principal Members of the Corporation completed on January 6, 2010.

Deleted:

Signature: _____

Name: _____

Date: _____