

**BYLAWS  
OF THE  
RapidIO TRADE ASSOCIATION**

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## ARTICLE 1 DEFINITIONS

**SECTION 1.1** **Act** means the Texas Non-Profit Corporation Act, Tex. Rev. Civ. Stat. Ann., art. 1396-1.10 et seq.

**SECTION 1.2** **Affiliate** means an entity that directly or indirectly Controls, is Controlled by, or is under common Control with another entity, so long as such Control exists.

**SECTION 1.3** **Code** means the Internal Revenue Code of 1986, as amended, and future corresponding revenue laws of the United States.

**SECTION 1.4** **Control** means beneficial ownership of more than fifty percent (50%) of the voting power or equity in an entity.

**SECTION 1.5** **Corporation** means RapidIO, Incorporated, doing business as (dba) RapidIO Trade Association.

**SECTION 1.6** **Director** means an individual serving in a Director position on the Steering Committee in accordance with these Bylaws.

**SECTION 1.7** **Financial Interest** A person has a financial interest if the person has, directly or indirectly, through business, investment or family --

- (1) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; or
- (2) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

**SECTION 1.8** **Initial Period** means the first three years of the Corporation's existence.

**SECTION 1.9** **Interested Person** means any Director, principal officer of the Corporation, or member of a committee with Steering Committee-delegated powers who has a financial interest, as defined in Section 1.7

**SECTION 1.10** **Meeting of Members** means a meeting open to and for all Members of the Corporation.

**SECTION 1.11**      **Member** means a commercial enterprise that has been accepted for membership in accordance with the provisions of Article 13. Member includes and refers to Steering Committee Members, Sponsoring Members, and Regular Members, unless the context otherwise requires.

**SECTION 1.12**      **Associate** means an individual or entity who is not a member, but has limited right to participate in trade association activities as allowed by paragraph 13.2.2.

**SECTION 1.13**      **Secretariat** means the company with which Rapid IO has contracted to provide management, administrative and membership services.

**SECTION 1.14**      **Steering Committee** means the Board of Directors of the Corporation.

## **ARTICLE 2 PRINCIPAL OFFICE**

The principal office of the Corporation shall be at such location as the Steering Committee may at any time and from time to time determine.

## **ARTICLE 3 PURPOSE**

### **SECTION 3.1      TAX EXEMPT PURPOSES**

The Corporation is organized and is to be operated exclusively to receive, administer and expend funds to promote and represent the common business interests of and improve business conditions among providers to the networking and communications industry as a business league within the meaning of section 501(c)(6) of the Code.

### **SECTION 3.2      SPECIFIC PURPOSE**

The Corporation's specific purpose ("Specific Purpose") is to promote the common business interest of providers to the networking, telecom, storage, signal processor and high performance embedded applications industries through the conduct of a forum for the development of specifications and related activities that:

- (1) support the creation of interoperable, scalable and reliable I/O products, networking and communications systems and technologies;
- (2) are based on a high performance, packet-switched, system-level interconnect that addresses the needs of a broad range of networking, telecom, storage, signal processing, and high performance embedded applications products and technologies; and
- (3) are limited to those elements required to enable, promote, or improve communications, interoperability, and connectivity between products developed in compliance with the specifications.

The Specific Purpose of the Corporation includes promoting its specifications as industry-wide standards, issuing design guidelines relating to its specifications; presenting activities that promote the use of the specifications; and providing for the licensing or publication of the specifications on reasonable and non-discriminatory terms.

The Corporation's specifications may include information directing specific implementations only as necessary to enable, promote and/or improve communications, interoperability, and connectivity between products developed in compliance with the specifications.

The Corporation does not intend to include in its specifications, or provide for the licensing of, enabling technologies or other matters which the Steering Committee may exclude from the scope of a specification.

This Section may not be amended except by the unanimous vote of the class of Steering Committee Members.

## **ARTICLE 4 STEERING COMMITTEE**

### **SECTION 4.1            POWERS OF STEERING COMMITTEE**

Subject to the provisions of the Act and any limitations in these Bylaws relating to action required to be taken or approved by the Members of this Corporation, the Corporation's activities and affairs shall be managed by and all corporate powers shall be exercised by or under the direction of its Board of Directors which is referred to herein as the "Steering Committee."

The Steering Committee as the Board of Directors of the Corporation may, from time to time, establish a "Management Committee." The establishment of a Management Committee, and the enumeration of the powers of and restrictions on the Management Committee, must be approved by the affirmative vote of the number of sitting Directors, minus one. Such Management Committee shall not be deemed to be a committee of the Board of Directors. The Steering Committee (by the affirmative vote of the number of sitting Directors minus one (1)) may appoint any persons it chooses to serve on the Management Committee, including Directors. Such persons shall serve at the pleasure of the Steering Committee. To the extent permitted by law, the Steering Committee may delegate tasks to the Management Committee. Within its delegated authority, the Management Committee may make decisions on operational and management issues in accordance with practices, policies and procedures that it establishes, so long as they are not in conflict with, or violation of, those set forth in these Bylaws.

### **SECTION 4.2            NUMBER OF DIRECTORS ON STEERING COMMITTEE**

The Steering Committee shall consist of a minimum of three (3) and a maximum of fourteen (14) Directors. At the formation of the Corporation, nine (9) Directors are authorized. During the Initial Period, the Steering Committee may change the authorized number of Directors by the affirmative vote of the number of Sitting Directors minus one (1). After the Initial Period, the number of authorized Directors may be changed if the change is approved both by the affirmative vote of two-thirds (2/3) of the class of the Steering Committee Members of the

Corporation and by the affirmative vote of a majority of all other Members. Both during and after the Initial Period, the authorized number of Directors shall not exceed the range specified above.

### **SECTION 4.3 DUTIES OF STEERING COMMITTEE**

It shall be the duty of the Steering Committee to:

- (1) Assure that the Corporation confines its activities to those in furtherance of its Specific Purpose;
- (2) Perform all duties imposed on them collectively or individually by law, or by these Bylaws;
- (3) Meet at such times and places as required by these Bylaws;
- (4) Register the addresses of the individuals serving on the Steering Committee with the Secretariat of the Corporation (in which event notices of meetings provided to the individual at such addresses shall be valid notices thereof);
- (5) Elect annually officers from the Steering Committee who shall perform all duties as required by these Bylaws;
- (6) Set the technical and marketing direction for the Corporation;
- (7) Elect annually Working Group Chairs;
- (8) Establish the charter for, form, and disband Working Groups as appropriate to conduct the work of the Corporation;
- (9) Approve the Corporation's annual budget. If the annual budget is not approved at the start of each calendar year, the Corporation shall operate based on the prior yearly budget, to the extent practical, until an annual budget is approved;
- (10) Establish annual dues for all Member classes and establish privileges and benefits for all classes of Members consistent with these Bylaws;
- (11) Administer and establish policies consistent with the Membership Agreement;
- (12) Amend the membership agreement as needed;
- (13) Develop and approve specification(s) or drafts thereof for limited or public release;
- (14) Adopt, license and/or publish specification(s) and design guidelines and revisions thereto;

(15) Take other action that it deems appropriate in furtherance of the Specific Purpose of the Corporation; and

(16) Adopt rules and regulations pertaining to the conduct of the Working Group and task group meetings.

#### **SECTION 4.4 COMPOSITION OF STEERING COMMITTEE**

For the Initial Period, the Directors shall consist of individuals appointed by the class of Steering Committee Members, that is, the class of Members which includes the following corporations: Motorola, Inc., Cisco Systems, Inc., Lucent Technologies, Nortel Networks, Inc., Alcatel, Mercury Computer Systems, Inc., Ericsson Utvecklings AB, and EMC Corporation. Each Steering Committee Member shall appoint one individual to the Steering Committee to serve as a Director. No more than one (1) Director serving on the Steering Committee may be employed by the same Steering Committee Member.

Subject to the individual's meeting and continuing to meet the qualifications for Director set forth in Section 4.5, the Directors at the formation of the Corporation shall be:

<b><u>Name</u></b>	<b><u>Address</u></b>
Yves Diverres	Alcatel 54 rue La Boétie 75008 PARIS, France
William L. Quackenbush	Cisco Systems, Inc. 170 West Tasman Drive San Jose, CA 95134-1706
Gary S. Robinson	EMC Corporation Hopkinton, MA 01748-9103
Louis-Francois Pau	Ericsson Utvecklings AB Box 1505 S-125 25 Älvsjö, Sweden
David E. Wickliff	Lucent Technologies 2000 N. Naperville Road Room 5B-429 P.O. Box 3033 Naperville, IL 60566-7033
Craig Lund	Mercury Computer Systems, Inc. 199 Riverneck Road Chelmsford, MA 01824-2820

Sam Fuller

Motorola, Inc.  
7700 West Parmer Lane, Building C  
Austin, TX 78729

Richard M. Lacerte

Nortel Networks, Inc.,  
600 Technology Drive  
Billerica, MA 01821

Additionally, if a new Steering Committee Member is admitted during the Initial Period, the new Steering Committee member may appoint a Director to serve for the duration of the Initial Period.

After the Initial Period, any Steering Committee Member may nominate one individual to run for election to the Steering Committee as a Director for the next year. Individuals seeking a nomination to the Steering Committee as a Director, but not nominated by a Steering Committee Member, may be nominated only if the nomination is supported by a written petition signed by twenty-five percent (25%) of the existing Members. The new Directors of the Steering Committee will then be elected from among the nominees by a vote of all the Members as described in Section 14.7.

#### **SECTION 4.5 QUALIFICATIONS**

An individual serving on the Steering Committee as a Director must be an employee of a Steering Committee Member. If an individual whose employer is not a Steering Committee Member is elected or appointed to serve on the Steering Committee, his/her employer must become a Steering Committee Member and assume all of the obligations of such membership before the individual may serve. The individual's tenure on the Steering Committee shall automatically terminate, if he or she ceases to be an employee of the Member by whom he/she was employed at the time of his/her election or appointment, or if his/her employer ceases to be or fails to become a Steering Committee Member.

#### **SECTION 4.6 VACANCIES, RESIGNATIONS, REMOVALS**

Vacancies of the Directors shall exist: (1) whenever the authorized number of Directors on the Steering Committee is increased, or (2) whenever a Director on the Steering Committee is removed or resigns or his or her tenure otherwise terminates.

Any Director may resign effective upon giving written notice to the Administrator or Steering Committee, unless the notice specifies a later time for the effectiveness of such resignation.

A Director serving on the Steering Committee may be removed if, without a leave of absence approved by the Steering Committee Chair, the Director fails to attend three (3) consecutive meetings or misses more than twenty-five percent (25%) of meetings within a twelve (12) month period.

If two (2) or more Steering Committee Members that have employees serving on the Steering Committee become Affiliates, only one (1) of their employees may remain on the

Steering Committee as a Director and the other employee(s) tenure on the Steering Committee shall automatically terminate.

A Director may be removed, with or without cause, by the affirmative vote of the number of sitting Directors minus one (1).

#### **SECTION 4.7 FILLING VACANCIES OF DIRECTORS**

During the Initial Period, a vacancy of a Director shall be filled by an individual appointed by the Steering Committee Member who appointed the Director whose resignation or removal created the vacancy. If such Steering Committee Member has ceased to exist, has become an Affiliate of another Steering Committee Member, or has failed to remain a Steering Committee Member, the Steering Committee, by the affirmative vote of two-thirds (2/3) of the remaining Directors, may fill the vacancy by appointing an individual who is employed by a Member which is willing to become a Steering Committee Member.

After the Initial Period, the Steering Committee, by the affirmative vote of two-thirds (2/3) of the remaining Directors, shall fill any vacancy of a Director by appointing an individual employed by and nominated by the same Steering Committee Member which employed the Director whose resignation or removal created the vacancy. If such Steering Committee Member has ceased to exist, has become an Affiliate of another Steering Committee Member, or has failed to remain a Steering Committee Member, the Steering Committee, by the affirmative vote of two-thirds (2/3) of the remaining Directors, may fill the vacancy by appointing an individual who is employed by a Member which is willing to become a Steering Committee Member. Such individual appointed to fill a vacancy shall serve until the next annual meeting of the membership, at which time the position shall be filled by election of the Members.

#### **SECTION 4.8 TERM OF OFFICE**

During the Initial Period, Directors serving on the Steering Committee shall serve a term of three (3) years or until the end of the Initial Period, subject thereafter to reelection to successive terms.

After the Initial Period, Directors serving on the Steering Committee shall serve a one (1) year term, subject thereafter to reelection to successive terms.

#### **SECTION 4.9 COMPENSATION**

Except as provided in Section 6.9, individuals on the Steering Committee shall serve without compensation from the Corporation.

#### **SECTION 4.10 PLACE OF MEETINGS**

Regular Steering Committee meetings shall be held at places and times agreed to by the majority of the Steering Committee. Meetings may be held in person or by any combination of audio or video conferencing techniques, so long as the participants in the meeting may hear one another.



#### **SECTION 4.11 ANNUAL ORGANIZATIONAL MEETING**

The annual organizational meeting of the Steering Committee shall be held in conjunction with the annual meeting of Members.

#### **SECTION 4.12 REGULAR AND SPECIAL MEETINGS**

Regular and special meetings of the Steering Committee may be called by the Chair or by one-third (1/3) of the Directors of the Steering Committee, or by the persons specifically authorized under the laws of the State of Texas to call meetings of the Steering Committee.

#### **SECTION 4.13 NOTICE OF MEETINGS**

Unless otherwise provided in these Bylaws or by provisions of law, the following provisions shall govern the giving of notice for meetings of the Steering Committee:

(1) Annual Meetings. At least forty-five (45) calendar days' prior written notice shall be given by the Secretariat to each Director serving on the Steering Committee; and

(2) Regular and Special Meetings. At least twenty-one (21) calendar days' prior written notice shall be given by the Secretariat to each Director of each regular and special meeting of the Steering Committee;

Such notice may be given personally or by postal mail, by express mail, by courier, by facsimile machine, or by electronic message with return notification. The notice shall be deemed delivered on the day it is personally delivered, or on the next business day if it is sent by express mail or by courier. If the notice is given by electronic message or by facsimile, it shall be deemed delivered on the next business day after it is sent, or, if it is given by mail, three (3) days after it is sent by first-class mail, postage prepaid. Such notice shall state the place, date, time and proposed duration of the meeting.

A valid meeting may be scheduled and held on shortened notice (provided the shortened notice is not less than seven (7) calendar days) if the shortened notice is approved in writing or by electronic message by a majority of all Directors, or by all of the officers of the Corporation, or if all Directors attend the meeting.

A meeting may extend beyond the proposed duration stated in the notice only if such extension is approved by all Directors present at the meeting.

#### **SECTION 4.14 AGENDA REQUIREMENTS**

The notice required by Section 4.13 shall also state all agenda items known at the time the notice is given. A matter not on the agenda may be taken up at a meeting provided that a majority of the Directors present at the meeting determine that such matter is of an urgent nature and approve placing the matter on the agenda.

However, no action may be taken or motion passed at any meeting, if the adoption of the action or passage of the motion requires more than the affirmative vote of a majority of

Directors, unless the subject matter of the proposed action or motion was generally stated on an agenda delivered at least seven (7) days prior to the meeting, or unless each Director who is not present at the meeting has agreed prior to the meeting that the action or motion may be considered and passed. Further, even if seven (7) days notice was given, the Steering Committee shall (on a "one time" basis) postpone consideration of any action or motion for at least fourteen (14) additional days, upon the written request received prior to the meeting from any Director who is unable to be present at the noticed meeting when such matter was to be first considered.

#### **SECTION 4.15 QUORUM FOR MEETINGS**

A quorum shall consist of two-thirds (2/3) of the number of sitting Directors.

#### **SECTION 4.16 STEERING COMMITTEE ACTION**

Every motion, act or decision passed, done or made by the affirmative vote of a majority of the sitting Directors at a duly held meeting at which a quorum is present is the motion, act or decision of the Steering Committee unless a higher or different voting requirement is specified in these Bylaws, in which case the higher or different voting requirement must be met.

#### **SECTION 4.17 CONDUCT OF MEETINGS**

The Steering Committee meetings shall be presided over by the Chair, or in the Chair's absence, Vice Chair, or by a temporary chair chosen by a majority of the Steering Committee present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Steering Committee, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by such procedures as may be approved from time to time by the Steering Committee, insofar as such rules are not inconsistent with or in conflict with these Bylaws or with provisions of law.

#### **SECTION 4.18 MEETINGS BY TELEPHONE OR VIDEO CONFERENCE**

Steering Committee individuals may participate in a regular or special meeting through use of conference telephone, videoconference, or similar communications device, or in person, so long as all people participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence at such meeting for all purposes, including the existence of a quorum and voting.

## **SECTION 4.19      STEERING COMMITTEE ACTION WITHOUT A MEETING**

Any action that the Steering Committee is required or permitted to take may be taken without a meeting if (1) all Directors on the Steering Committee receive notice of the proposed action in accordance with Section 4.13, and (2) the number of Directors on the Steering Committee required for consent during a meeting consent in writing or by electronic message to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Steering Committee. All consents shall be filed with the minutes of the proceedings of the Steering Committee.

## **SECTION 4.20      LIABILITY**

A Director of the Corporation shall not be liable to the Corporation for monetary damages for any act or omission in the director's capacity as a director, except that this section does not eliminate or limit the liability of a director for:

- (a) a breach of a director's duty of loyalty to the Corporation;
- (b) an act or omission not in good faith or that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (c) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (d) an act or omission for which the liability of a director is expressly provided for by an applicable statute.

If the Texas Miscellaneous Corporation Laws Act or the Act is amended to authorize action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by such statutes, as so amended. Any repeal or amendment of such statutes or of the foregoing paragraph shall not adversely affect any right of protection of a director of the Corporation existing at the time of such repeal or modification.

## **SECTION 4.21      INDEMNIFICATION**

The Corporation shall indemnify and hold harmless its directors and officers to the fullest extent permitted by law from any damage, loss, reasonable costs and fees incurred, or liability that results from service as a director or officer of the Corporation or service at the request of the Corporation with another entity. Such indemnification may include, without limitation, advancing the director's or officer's reasonable expenses. In addition, the Corporation shall have the power to indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) to the fullest extent permitted by law such other persons (including, without limitation, an employee or agent of the Corporation or any person who is or was acting at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise) as the Steering Committee may determine

from time to time. The Corporation shall have the power to purchase and maintain at its expense insurance on behalf of such person to the fullest extent permitted by law, whether or not the Corporation would have the power to indemnify such person under the foregoing provisions.

#### **SECTION 4.22 INSURANCE FOR CORPORATE AGENTS**

Except as may be otherwise provided under provisions of law, the Steering Committee may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including individuals serving on the Steering Committee and employees or other agents of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under these Bylaws or provisions of law.

### **ARTICLE 5 SECRETARIAT**

#### **SECTION 5.1 SECRETARIAT**

The Secretariat of the Corporation shall be selected by the affirmative vote of two-thirds (2/3) of the Directors, if the Steering Committee decides in its discretion to engage the services of the Secretariat. The terms and conditions of the Secretariat's engagement shall be set forth in a written contact approved by the Steering Committee.

#### **SECTION 5.2 SECRETARIAT DUTIES**

Subject to policies and procedures adopted by, or specific directions from, the Steering Committee, the Secretariat of the Corporation shall agree to perform such undertakings as are necessary to manage the day-to-day needs of the Corporation, including:

- (a) Scheduling and setting up meetings of the Steering Committee and membership;
- (b) Facilitating communication between Members, including providing timely notices of meetings;
- (c) Acting as the liaison to other consortiums or associations with which the Corporation may choose to associate;
- (d) Providing individuals on the Steering Committee and Members with timely minutes, summaries and other reports with respect to the activities of the Corporation;
- (e) Receiving and processing membership applications;
- (f) Receiving and holding in trust for the Corporation, as specified in Section 5.3, all membership dues, fees and assessments to be applied solely for the purposes as set forth in these Bylaws; and

(g) Such other activities delegated or authorized by the Steering Committee.

Subject to approval by the Steering Committee, the Secretariat may engage third parties to undertake such activities, provided that the Secretariat enters into appropriate contracts protective of the Corporation, and ensures compliance with terms and conditions of these Bylaws including confidentiality obligations.

### **SECTION 5.3 DISPOSITION OF MEMBERSHIP DUES AND ASSESSMENTS**

The Secretariat shall have the authority to collect dues, fees, and assessments, as determined by the Steering Committee. The Secretariat may use the dues, fees and assessments it collects only (i) to pay such administrative costs as the Steering Committee reasonably deems appropriate; (ii) to pay the expenses of any materials or workshops that the Corporation may furnish to the Members; and (iii) for any other purposes that the Steering Committee may authorize consistent with the Specific Purpose, these Bylaws and the Membership Agreement. Subject to the review and approval by the Treasurer, the Secretariat shall open, in the name of the Corporation, such federally insured bank accounts as the Secretariat reasonably may deem appropriate and shall hold all dues and fees it collects from Members in those accounts until disbursement in accordance with the policies and procedures established by the Steering Committee.

## **ARTICLE 6 OFFICERS OF THE CORPORATION**

### **SECTION 6.1 DESIGNATION OF OFFICERS**

The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. Officers shall be employees of Steering Committee Members, except that, after the Initial Period, the Secretary and the Treasurer need not be employees of Steering Committee Members. The Chair and Vice Chair shall be Directors. The Secretary and the Treasurer may be, but need not be, Directors. The same person may hold more than one office, except the Chair and the Secretary.

### **SECTION 6.2 ELECTION AND TERM OF OFFICE**

Officers shall be elected by the Steering Committee at an initial organizing meeting and at each annual meeting thereafter of the Steering Committee, and each officer shall hold office for one (1) year or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected, whichever occurs first.

### **SECTION 6.3 REMOVAL AND RESIGNATION**

Subject to the provisions of Section 6.2, any officer may be removed, either with or without cause, by the Steering Committee at any time. Any officer may resign at any time by giving written notice to the Steering Committee or to the Chair or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date

specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **SECTION 6.4 VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Steering Committee. In case of a vacancy in any office other than that of Chair, such vacancy may be filled temporarily by appointment by the Chair until the Steering Committee shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Steering Committee may or may not be filled, as the Steering Committee shall determine.

#### **SECTION 6.5 DUTIES OF CHAIR**

The Chair shall be the president and chief executive officer of the Corporation and Chair of the Steering Committee. The Chair shall, subject to the control of the Steering Committee, supervise and oversee the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Steering Committee.

Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the Chair may, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Steering Committee.

#### **SECTION 6.6 DUTIES OF VICE CHAIR**

In the absence of a Chair, or in the event of his or her inability or refusal to act, the Vice Chair of the Corporation shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. The Vice Chair shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Steering Committee.

#### **SECTION 6.7 DUTIES OF SECRETARY**

The Secretary shall:

(a) Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date;

(b) Keep at the principal office of the Corporation or at such other place as the Steering Committee may determine, in paper or electronic form, a book of minutes of all meetings of the Steering Committee, and, if applicable, meetings of committees of the Steering Committee and of Meetings of Members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof, including all ballots and proxies;

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

(d) Advise the Members in writing of all results of any election of Steering Committee Members;

(e) Be custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation;

(f) Keep at the principal office of the Corporation or at such other place as the Steering Committee may determine, in paper or electronic form, a membership book containing the name and address of each and any Members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased;

(g) Exhibit at all reasonable times to any Steering Committee Member of the Corporation, or to his or her agent or attorney, on request therefor, the Bylaws, a list of Members, and the minutes of the proceedings of the Steering Committee;

(h) Exhibit at all reasonable times to any Member of the Corporation, or to such Member's agent or attorney, on request therefor, the Bylaws, a list of Members, and the minutes of the Meetings of the Members of the Corporation;

(i) Act as secretary for Steering Committee meetings; and

(j) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Steering Committee.

## **SECTION 6.8 DUTIES OF TREASURER**

The Treasurer shall:

(a) Have charge of and be responsible for all funds and securities of the Corporation;

(b) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever;

(c) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Steering Committee, taking proper vouchers for such disbursements;

(d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(e) Exhibit at all reasonable times the books of account and financial records to any Steering Committee Member, or to his or her agent or attorney, on request therefor;

(f) Render to the Steering Committee Members, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation;

(g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;

(h) Be responsible for overseeing tax matters for the Corporation; and

(i) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Steering Committee.

With the approval of the Steering Committee and subject to the oversight of the Treasurer, the foregoing duties of the Treasurer may be delegated to the Secretariat.

## **SECTION 6.9 COMPENSATION**

The officers shall serve without compensation, unless reasonable compensation is authorized by the affirmative vote of two-thirds (2/3) of the number of sitting Directors.

Nothing herein contained shall be construed to preclude any officer from serving the Corporation in any other capacity as an agent, employee, or otherwise, and receiving reasonable compensation therefore as long as such compensation is approved by a majority of Disinterested Directors. "Disinterested" is defined as not having an interest as defined in Section 1.

## **ARTICLE 7 WORK GROUPS**

### **SECTION 7.1 WORK GROUPS**

There shall be two types of work groups: "Working Groups" and "Task Groups." Working Groups are the primary work groups and are chartered by the Steering Committee. Establishing a charter for, or materially changing the charter of a Working Group, shall require the affirmative vote of two-thirds of sitting Directors. Task groups are the secondary work groups and are subordinate to the Working Group that chartered them.

### **SECTION 7.2 WORKING GROUPS**

The Corporation shall have such Working Groups as may from time to time be determined by the Steering Committee. Working Groups shall act in an advisory capacity to the Steering Committee and shall report to the Steering Committee. No Working Group shall be delegated the power or authority of the Steering Committee in the management of the Corporation.



Initially there shall be two (2) standing Working Groups, which shall be the Technical Working Group and the Marketing Working Group.

The Technical Working Group (TWG) shall coordinate, review, and approve or disapprove all architectural and technical matters relating to the Corporation's technical documents (such as specifications and design guidelines) but is subject to the ultimate authority of the Steering Committee.

The Marketing Working Group shall be responsible for all marketing and public communications activities of the Corporation except that all critical positioning and any official collateral indicating such critical positioning must be approved by the Steering Committee.

### **7.2.1 WORKING GROUP MEMBERSHIP**

All Members of the Corporation in good standing may submit a request to a Working Group Chair to have an employee included in the membership of that Working Group. Each Steering Committee Member and Sponsoring Member shall be entitled to have an employee included in each Working Group. From the other Member requests, the Working Group Chair and Vice Chair shall select the other individuals to serve on the Working Group. If the Working Group Chair and Vice Chair cannot decide on the other individuals to serve on the Working Group, the Steering Committee shall select the other individuals to serve on the Working Group. For reasons of operational efficiency, the Working Group Chair, or the Working Group Vice Chair acting for the Chair, or the Steering Committee, has the discretion to limit the size of a Working Group.

### **7.2.2 WORKING GROUP ORGANIZATION**

The Chair of each Working Group shall be selected by the Steering Committee. The Chair shall serve for a one (1) year term.

## **SECTION 7.3 TASK GROUPS**

A Working Group may at its convenience establish task groups subordinate to the Working Group to deal with individual topics or sections of a proposal. The charter of a task group shall be set by the Working Group that established the task group.

### **7.3.1 TASK GROUP MEMBERSHIP**

All Members of the Corporation in good standing may submit a request to the Chair of the Working Group that establishes a task group to have an employee included in the task group. Each Steering Committee Member and Sponsoring Member shall be entitled to have an employee included in each task group. From the other Member requests, the Chair and Vice Chair of the Working Group that established the task group shall select the other individuals to serve on the task group. If the Working Group Chair and Vice Chair cannot decide on the other individuals to serve on the task group, the Steering Committee shall select the other individuals to serve on the task group. For reasons of operational efficiency, the Chair of the Working Group that established the task group, or the Vice Chair of the Working Group acting for the Chair, has the discretion to limit the size of the task group.

### **7.3.2 TASK GROUP ORGANIZATION**

The Chair and Vice Chair of a task group shall be selected by the Working Group that established the task group. The Chair and Vice Chair shall serve for a one (1) year term.

#### **SECTION 7.4 NOTICE OR WORK GROUP MEETINGS**

Notice of the time, place and purpose of any work group meeting shall be given by the Chair of the work group to the persons entitled to attend such meetings at least twenty-one (21) calendar days prior to the scheduled date of the meeting for face to face meetings and seven (7) calendar days prior to the scheduled meeting date for meetings conducted by electronic means.

#### **SECTION 7.5 CONDUCT OF WORK GROUP MEETINGS**

Working Group meetings shall be governed by, noticed, held and taken in accordance with the Bylaws, any rules or regulations adopted by the Steering Committee that pertain to work group meetings and the policies and procedures that each Working Group shall establish and have approved or ratified by the Steering Committee. Said policies and procedures shall be consistent with the Bylaws and any rules or regulations adopted by the Steering Committee that pertain to work group meetings.

Task group meetings shall be governed by, noticed, held and taken in accordance with the Bylaws, any rules or regulations adopted by the Steering Committee pertaining to work group meetings and the policies and procedures of the Working Group that established the task group.

All work groups shall take and maintain minutes of their meetings.

Within three (3) months after its formation, each work group shall present a plan and schedule for its work to the group to which it reports. The plan and schedule shall be updated annually or sooner as appropriate.

#### **SECTION 7.6 VOTING**

A Member is said to be represented on a work group if the Member has one or more representatives on the work group.

A quorum exists at a work group meeting when at least 2/3 of the Members represented on the group have a representative present at the meeting.

With the exception of straw polls, each Member represented on a work group shall have one (1) vote on each matter put before said work group.

During the first four (4) meetings of a work group, each Member represented on the work group is eligible to vote on matters brought before the work group. After the first four (4) meetings, each Member represented on the work group must have had a representative present at three (3) of the group's four (4) previous meetings to be eligible to vote on matters brought before the group.

Adoption of any resolution or proposal brought before a work group requires that the resolution or proposal receives an affirmative vote from a majority of those Members with a representative at the meeting and that a quorum be present. Individual work groups may elect to require super majorities for the approval of resolutions or proposals.

## **ARTICLE 8 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **SECTION 8.1            EXECUTION OF INSTRUMENTS**

The Steering Committee, except as otherwise provided in these Bylaws, may by resolution authorize any agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **SECTION 8.2            CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Steering Committee, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Secretariat, the Treasurer, the Steering Committee Chair or a Steering Committee Co-Chair, except in cases where the amount exceeds a first pre-determined threshold set by the Steering Committee; in such cases a check shall require a second signature by the Treasurer, the Steering Committee Chair or a Steering Committee Co-Chair, and except in cases where the amount exceeds a second pre-determined threshold set by the Steering Committee; in such cases a check shall require the signature of both the Treasurer and either the Steering Committee Chair or a Steering Committee Co-Chair.

### **SECTION 8.3            DEPOSITS**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Secretariat (with the approval of the Treasurer) may select, or as the Treasurer may select.

## **ARTICLE 9 CORPORATE RECORDS, REPORTS AND SEAL**

### **SECTION 9.1            MAINTENANCE OF CORPORATE RECORDS**

The Corporation shall keep at its principal office:

(a) Minutes of all meetings of Steering Committee, committees of the Steering Committee, and all Meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof including all proxies;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its Members, if any, indicating their names and addresses, the class of membership and the termination date of any membership; and

(d) A copy of the Corporation's Articles of Incorporation and these Bylaws, as amended to date, which shall be open to inspection by the Members, if any, of the Corporation at all reasonable times during office hours.

## **SECTION 9.2 CORPORATE SEAL**

The Steering Committee may adopt, use, and, at will, alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## **SECTION 9.3 MEMBERS' INSPECTION RIGHTS**

Every Steering Committee Member shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation. Steering Committee Members and other Members shall have such other rights to inspect the books, records and properties of this Corporation as may be required by law.

## **SECTION 9.4 RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

## **SECTION 9.5 PERIODIC REPORT**

The Steering Committee shall cause any annual or periodic report required under law to be prepared and delivered to an office of the state of incorporation of the Corporation, if required by law, and to the Members of this Corporation, if and within the time required by law.

# **ARTICLE 10 TAX EXEMPT PROVISIONS**

## **SECTION 10.1 LIMITATION ON ACTIVITIES**

Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code. Without limitation of the foregoing, the Corporation shall not "engage in a regular business of any kind ordinarily carried on for profit" within the meaning of Treasury Regulation section 1.501(c)(6)-1 promulgated under section 501(c)(6) of the Code.

## **SECTION 10.2 PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

## **SECTION 10.3 DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed as determined by the Steering Committee, in accordance with provisions of Article Ten of the Articles of Incorporation.

## **ARTICLE 11 AMENDMENT OF BYLAWS**

Except as otherwise provided herein, these Bylaws may be altered, amended, or repealed and new Bylaws adopted by the affirmative vote of two-thirds (2/3) of the number of sitting Directors. In addition, an amendment shall also require: (i) the affirmative vote of two-thirds (2/3) of the class of Steering Committee Members if the amendment adversely affects any class's rights, powers, or benefits; (ii) the affirmative vote of a majority of the class of Sponsoring Members if the amendment adversely affects such class's rights, powers, or benefits; and (iii) the affirmative vote of a majority of the class of Regular Members if the amendment adversely affects such class's rights, powers, or benefits.

## **ARTICLE 12 CONSTRUCTION AND TERMS**

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holdings.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation or other founding document of the Corporation filed with an office of the State of Texas and used to establish the legal existence of the Corporation.

## **ARTICLE 13 MEMBERSHIP PROVISIONS**

### **SECTION 13.1 CLASSES OF MEMBERS — DIFFERENT RIGHTS**

The Corporation shall have three (3) separate classes of members: Steering Committee Members, Sponsoring Members, and Regular Members.

During the Initial Period, only the class of Steering Committee Members shall have the right to appoint the individuals who will serve on the Steering Committee as Directors. Other

classes of Members shall not have the right to vote on the appointment or election of Directors during the Initial Period.

After the Initial Period, all Members, regardless of class, shall have the right to vote on the election of Directors to the Steering Committee. After the Initial Period, Steering Committee Members (but not other Members) shall have the right, acting singly, to nominate an individual for election to the Steering Committee as a Director.

Only the class of Steering Committee Members shall have the right to vote on proposed amendments to Section 3.2 of these Bylaws. The class of Steering Committee Members and other classes of Member shall have the voting rights with respect to other amendments as set forth in Article 11.

Steering Committee Members and Sponsoring Members shall have the right to have one of their employees included in each work group of the Member's choice. Steering Committee Members and Sponsoring Members shall also have the right to have their company logos displayed at public events sponsored by the Corporation.

Otherwise, Members shall have such other rights, privileges, benefits, and restrictions established by these Bylaws, by the Steering Committee, or by law.

## **SECTION 13.2 QUALIFICATIONS FOR MEMBERSHIP**

**13.2.1** The qualifications for membership in this Corporation are as follows:

Subject to Section 13.3 specifying the Members in or membership criteria for particular classes, membership will be available to all commercial enterprises that are users, manufacturers, designers, sellers, or suppliers of networking, telecom, storage, signal processing or high performance embedded applications products and technologies, or related peripherals, software, or other similar products or services, and that expect to support the design, development or application of hardware or software products which will implement and comply with RapidIO specifications.

All Members shall agree to adhere to the Corporation's Membership Agreement, as amended from time to time, to these Bylaws as amended from time to time, and to policies and procedures duly adopted by the Steering Committee.

**13.2.2** Government entities, schools and universities, and industry associations are not eligible for membership. However, the Steering Committee may authorize such entities otherwise to participate in the Corporation's activities, subject to such policies, procedures and limitations as may be established by the Steering Committee.

## **SECTION 13.3 ADMISSION TO MEMBERSHIP CLASSES**

The class of Steering Committee Members shall initially consist of the following companies: Motorola, Inc., Cisco Systems, Inc., Lucent Technologies, Nortel Networks, Inc., Alcatel, Mercury Computer Systems, Inc., Ericsson Utvecklings AB, and EMC Corporation. Additional Steering Committee Members may be admitted in the discretion of the class of

Steering Committee Members upon a unanimous minus one (1) vote of the class of Steering Committee Members.

After the Initial Period, the employer of any individual elected to the Steering Committee, which is not then a Steering Committee Member, shall be entitled to become a new Steering Committee Member, provided that the employer assumes the duties and obligations of a Steering Committee Member, including, without limitation, the obligation to pay the dues for Steering Committee Members. A new Steering Committee Member that becomes a Steering Committee Member by reason of this subparagraph shall remain a Steering Committee Member only for so long as its employee serves on the Steering Committee.

Any Steering Committee Member's status as a Steering Committee Member may be revoked, upon a unanimous minus one (1) vote of the class of Steering Committee Members, provided that the Steering Committee Member is first given thirty (30) days prior written notice and the opportunity to be heard on the issue of revocation. In the event of a revocation of status as a Steering Committee Member, the former Steering Committee Member shall be entitled to a pro-rata refund of dues.

A Steering Committee Member, if it ceases to be a Steering Committee Member, shall have the right to become a Sponsoring Member if it wishes.

The class of Sponsoring Members shall consist of commercial enterprises that meet the requirements of Section 13.2, that are selected in the discretion of the Steering Committee by the affirmative vote of two-thirds (2/3) of the Directors authorized to serve on the Steering Committee, that execute a Membership Agreement as a Sponsoring Member, and that tender the appropriate dues within a deadline established by the Steering Committee.

An enterprise selected as a Sponsoring Member shall serve as a Sponsoring Member during the Initial Period. After the Initial Period, Sponsoring Members shall serve one (1) year terms, subject to reselection as provided in this Section 13.3 by the Steering Committee to successive one (1) year terms.

Qualified commercial enterprises may be admitted to membership in the class of Member upon execution of a Membership Agreement and a Membership application and upon payment of the applicable annual dues as specified by the Steering Committee.

#### **SECTION 13.4 FEES AND DUES**

The annual dues payable to the Corporation by each class of Members shall be established and may be changed from time to time by resolution of the Steering Committee. Dues may vary between Member classes and within a class based on reasonable and nondiscriminatory criteria approved by the Steering Committee.

At the formation of the Corporation and unless and until changed by the Steering Committee, annual dues shall be nine thousand five hundred dollars (\$9,500) for Members, fifteen thousand dollars (\$15,000) for Sponsoring Members, and twenty-five thousand dollars (\$25,000) for Steering Committee Members. The Steering Committee shall have the authority to change the dues level from time to time, without the need to amend these Bylaws.

Dues shall be due and payable upon becoming a Member of the Corporation or admission to a different class of Membership. Dues shall be for the twelve (12) months from the date of the Member's joining and shall be due and payable each successive year on that same date provided membership is retained by the Member. If any Member is delinquent by more than thirty (30) days in the payment of dues, such Member's rights, including voting rights, shall be deemed suspended upon written notice from the Corporation until all delinquent dues are paid. A Member is not in good standing if its dues have not been paid within the time required.

#### **SECTION 13.5 NUMBER OF MEMBERS**

There is no limit on the number of Members that the Steering Committee may admit to the Sponsoring Member and Regular Member classes.

#### **SECTION 13.6 MEMBERSHIP RECORDS AND DESIGNATION OF REPRESENTATIVE**

The Corporation shall keep a membership record containing the name and address of each Member and the date upon which the applicant became a Member. Termination of the membership of any Member shall be recorded in the record, together with the date of termination of such membership. Such record shall be kept at the Corporation's principal office or at the office of the Secretariat. The Member shall designate in writing one (1) individual as the representative authorized to vote and otherwise act on behalf of the Member, which individual shall represent the Member's interests and not his individual interests. The Member may change its representative by written notice to the Corporation. The Member may designate in writing a substitute representative to exercise its voting rights at any meeting of Members. The representative and substitute representative must be employees of the Member.

#### **SECTION 13.7 NON-LIABILITY OF MEMBERS**

No Member of this Corporation is, as such, individually liable for the particular debts, liabilities, or obligations of the Corporation. A Member exercising management powers or responsibilities for or on behalf of the Corporation will not have personal liability to the Corporation or its Members for damages for any breach of duty in that capacity, provided that nothing in this Section shall eliminate or limit: (a) the liability of any Member if a judgment or other final adjudication adverse to him or her establishes that his or her acts or omissions were in



bad faith or involved intentional misconduct or a knowing violation of law, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, or that, with respect to a distribution to Members, his or her acts were not performed in accordance with the applicable provisions of the Act.

### **SECTION 13.8 NON-TRANSFERABILITY OF MEMBERSHIPS**

No Member may transfer a membership or any right arising therefrom unless approved by the Steering Committee. All rights of membership cease upon the Member's dissolution.

### **SECTION 13.9 AFFILIATED ENTITIES – ONE MEMBER**

Notwithstanding status as separate legal entities or payment of more than one (1) membership fee, Affiliates shall be treated as one (1) Member entitled collectively to only one (1) vote. This section shall apply to Members that become Affiliates before or after becoming Members of the Corporation.

### **SECTION 13.10 TERMINATION OF MEMBERSHIP**

The membership of a Member shall terminate upon the occurrence of any of the following events:

- (1) Upon the Member's decision to terminate its membership in the Corporation, upon written notice to the Corporation;
- (2) Upon a failure of a Member to initiate or renew membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is sent to such Member by the Secretariat of the Corporation. A Member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the Member's receipt of the written notification of delinquency; or
- (3) After providing the Member with prior written notice of the proposed termination and the reason(s) therefor, in no event less than fifteen (15) days, and an opportunity to be heard either orally or in writing not less than five (5) days before the effective date of termination, upon a decision by the affirmative vote of the number of sitting Directors minus one (1): (i) that the Member is in breach of these Bylaws or its Membership Agreement; (ii) that the Member fails to satisfy the qualifications for membership; or (iii) that there are other grounds supporting termination that are fair and reasonable under the circumstances.

All rights of a Member in the Corporation shall cease on termination of membership as herein provided. A Member terminated from the Corporation (whether voluntarily or involuntarily) shall not receive a refund of dues already paid for the current dues period.

### **SECTION 13.11 NO OWNERSHIP INTEREST**

Members shall not have any ownership interest in or right to possess the assets of the Corporation, except as expressly provided in the Member's Membership Agreement.

**ARTICLE 14**  
**MEETINGS OF MEMBERS**

**SECTION 1.1 PLACE OF MEETINGS**

Meetings of Members shall be designated from time to time by resolution of the Steering Committee and be held at places and times reflecting the global nature of the Corporation and to encourage maximum participation. Meetings may be held in person or by any combination of audio or video teleconferencing techniques.

**SECTION 1.2 REGULAR MEETINGS**

There will be an Annual Meeting of Steering Committee Members and an Annual Meeting of all Members. Annual Meetings of the Steering Committee Members shall be held for the purpose of transacting any business that may properly come before the meeting. After the Initial Period, the Annual Meeting of all Members shall be held for the purpose of electing Directors and transacting other business as may come before the meeting.

Other regular meetings of the Members shall be held on dates and at times to be determined by the Steering Committee.

**SECTION 1.3 SPECIAL MEETINGS OF THE MEMBERS**

Special meetings of the Members for any purpose may be called by the Steering Committee, or by written request of two-thirds (2/3) of any class of Members.

**SECTION 1.4 NOTICE OF MEETINGS**

Unless otherwise provided by these Bylaws or provisions of law, written notice stating the place, day and hour of a meeting of Members and, in the case of a special meeting of Members, the purpose or purposes for which the meeting is called, shall be delivered to each Member not less than twenty-one (21) days before the date of the meeting, at the direction of the Steering Committee Chair or the Secretariat, or the persons calling the meeting by personal delivery, by postal mail, by express mail, by electronic mail with return notification, by facsimile transmission, or by other electronic means. If mailed, such notice shall be deemed to be delivered three (3) days after being deposited in the mail addressed to the Member's prime contact at his or her address as it appears on the records of the Corporation, with postage prepaid, or, if sent by express mail, postage prepaid, such notice shall be deemed delivered on the following business day. If the notice is sent by electronic mail, by facsimile transmission or by other electronic means, the notice shall be deemed delivered the first business day following the day it is sent. If the notice is personally delivered, the notice shall be deemed delivered on the day it is personally delivered.

The notice of any meeting of Members at which Directors are to be elected by the Members shall also state the names of all those who are nominees or candidates for election to the Steering Committee at the time notice is given or as soon thereafter as such information is known.

Whenever any notice of a meeting of Members is required to be given to any Member of this Corporation under provisions of these Bylaws or the law of this state, a waiver of notice in writing signed by the Member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

#### **SECTION 1.5 QUORUM FOR MEETINGS**

A majority of the class of Steering Committee Members, a majority of the class of Sponsoring Members, and at least twenty-five percent (25%) of the class of Regular Members, present in the person of a duly authorized employee or present by proxy, shall constitute a quorum for meetings of the Membership.

#### **SECTION 1.6 MEMBERSHIP ACTION**

Every act or decision, done or made by a majority of each class of Members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the Members, unless these Bylaws expressly states a different or higher voting requirement, in which case the different or higher voting requirement must be met.

#### **SECTION 1.7 ELECTION OF STEERING COMMITTEE**

Election of Directors to the Steering Committee shall be by electronic or written ballot. Only the class of Steering Committee Members are entitled to appoint the individuals to serve on the Steering Committee during the Initial Period. Thereafter, all Members in good standing are entitled to vote for the election of Directors. Such electronic or written ballots shall be distributed with the notice of the Annual Meeting to those Members eligible to vote. Such ballots shall be due by the date specified on the ballot, which date shall be no less than fourteen (14) days after the date of mailing of the ballot. Each Member eligible to vote may vote for Steering Committee nominees up to the current number of authorized Directors. The number of nominees equal to the current number of authorized Directors receiving the highest number of votes, with all classes of Members voting together as a single class, shall be elected to the Steering Committee as Directors.

#### **SECTION 1.8 VOTING PROCEDURE**

Each Member shall have one (1) vote on each matter submitted to a vote by the Members, except during the Initial Period, during which time only Steering Committee Members shall have a vote for election of Directors. Voting on all matters other than election of Directors shall be by a show of hands if held in person, or by voice ballot if held by audio or video teleconferencing, unless otherwise required, or by secret ballot if requested by a majority of any class of Members. Results of all ballots shall duly be distributed to all Members within thirty (30) days of the tallying of the ballots.

#### **SECTION 1.9 ACTION BY WRITTEN OR ELECTRONIC BALLOT**

Except as otherwise provided under these Bylaws or provisions of law, any action which may be taken at any regular or special meeting of Members may be taken without a meeting if the Corporation distributes a written or electronic ballot to each Member.

The ballot shall:

- (1) Set forth the proposed action;
- (2) Provide an opportunity to specify approval or disapproval of each proposal;
- (3) State the percentage of approvals necessary to pass the measure submitted; and
- (4) Specify the date by which the ballot must be received by the Corporation in order to be counted. The date set shall afford Members a reasonable time within which to return the ballots to the Corporation, which this shall be no less than fourteen (14) calendar days.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these Bylaws. Members wishing to disapprove or make other comments regarding a proposed action shall be free to make their views known to other Members.

#### **SECTION 1.10 CONDUCT OF MEETINGS**

Meetings of Members shall be presided over by the Chair or Co-Chair of the Corporation, in his or her absence, by another individual serving on the Steering Committee or, in the absence of all of these persons, by the Secretariat. The Secretariat of the Corporation shall act as secretary for all meetings of Members, provided that, in his or her absence or when the Administrator is presiding, the presiding officer shall appoint another person to act as secretary for the Meeting.

Meetings shall be conducted to allow for active, fair and open participation by all Members attending the meeting. All participants shall have the right to express opinions on the subject matter, whether or not the opinions differ from those of the majority. Meetings may not be adjourned until questions, opinions and comments from all participating Members are voiced and duly recorded by the presiding officers, subject to reasonable limitations on the time and duration of meetings.

#### **SECTION 1.11 PROXIES**

Every Member shall have the right to vote either in person or by one (1) or more agents authorized by a proxy validly executed by the Member. A proxy may be executed by written authorization signed, or by authorized electronic transmission from the Member, giving the proxy holder(s) the power to vote on behalf of the Member. A proxy shall be deemed signed if the Member's name or other authorization is placed on the proxy (whether by manual signature, typewriting, telegraphic or electronic transmission or otherwise) by the Member. A proxy may only be held by a Member of the Corporation.

A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless revoked by the person executing it, prior to the vote pursuant thereto, by a writing delivered to the cooperation or authorized electronic transmission stating that the proxy is revoked or by a subsequent proxy executed by, or attendance at the meeting by, the person

executing the proxy; provided, however, that no such proxy shall be valid after the expiration of eleven (11) months from the date of such a proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the applicable provisions of Act.

## **ARTICLE 15 SPECIFICATION DEVELOPMENT**

Before approving specifications or design guidelines, the Steering Committee shall adopt and publish to the Membership, policies and procedures for the development and approval of such documents. Such policies and procedures shall be in conformity with these Bylaws and approved by the affirmative vote of two-thirds (2/3) of the number of sitting Directors. The policies and procedures shall give Working Groups and Members the opportunity to make proposals for changes or additions to the Corporation's specifications and design guidelines. The policies and procedures shall also give Members a reasonable opportunity to review draft specifications and design guidelines, before such documents are finally approved by the Steering Committee.

The Steering Committee, by the affirmative vote of two-thirds (2/3) of the number of sitting Directors, shall have the exclusive authority to approve, adopt, and release specifications and design guidelines on behalf of the Corporation.

## **ARTICLE 16 ANTITRUST**

Each Member acknowledges that the Members are committed to fostering competition in the development of new products and services and that the Corporation's specifications are intended to promote such competition. The Members further acknowledge that some of them may compete with one another in various lines of business and that it is therefore imperative that they and their representatives act in a manner that does not violate any applicable antitrust laws and regulations. Without limiting the generality of the foregoing, the Members acknowledge that the Members that are competitors shall not discuss issues relating to absolute or particular product costs, product pricing, methods or channels of product distribution, any division of markets, or allocation of customers or any other topic that would be prohibited by applicable antitrust laws. Accordingly, each Member hereby assumes responsibility to provide appropriate legal counsel to its representatives acting according to these Bylaws regarding the importance of limiting their discussions to subjects that relate to the purposes of the Corporation, whether or not such discussions take place during formal meetings, informal gatherings, or otherwise.

Each Member consents to the Corporation's giving notice of Member's membership in the Corporation, to the extent necessary for the Corporation to invoke the protection of the National Cooperative Research and Production Act of 1993. (15 U.S.C. §§4301 et seq.), if the Corporation decides to invoke such protection.

**ARTICLE 17**  
**VOLUNTARY DISSOLUTION**

The Corporation may dissolve voluntarily upon the affirmative vote of two-thirds (2/3) of the individuals authorized to serve as Directors on the Steering Committee and the approval of a majority of Members (voting together as a single class) that are eligible to cast votes. In addition, the Corporation shall dissolve if less than three (3) Directors are appointed or elected to serve on the Steering Committee.

In the event that the Corporation shall be dissolved or wound up at any time, all of the remaining properties, monies, and assets of the Corporation, after provision has been made for its known debts and liabilities as provided by law, shall be distributed in the manner determined by the Steering Committee, in accordance with the requirements of Section 501(c)(6) of the Internal Revenue Code.

**ARTICLE 18**  
**CONFLICTS OF INTEREST**

**SECTION 1.1            PURPOSE**

The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

**SECTION 1.2            PROCEDURES**

(a)     Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and all material facts relating thereto to the Steering Committee and members of committees with Board-delegated powers considering the proposed transaction or arrangement.

(b)     Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts relating thereto, and after any discussion thereof, the interested person shall leave the Steering Committee or committee meeting while the financial interest is discussed and voted upon. The remaining Steering Committee or committee members shall decide if a conflict of interest exists.

(c)     Procedures for Addressing the Conflict of Interest.

(1)     An interested person may make a presentation at the Steering Committee or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

(2) The Chairman of the Board or chairman of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the Steering Committee or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Steering Committee or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(d) Violations of the Conflicts of Interest Policy.

(1) If the Steering Committee or a committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Steering Committee or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall, by the affirmative vote of a majority of the sitting Directors or by the affirmative vote of the majority of sitting members on the committee, take appropriate disciplinary and corrective action. Action by a committee may be appealed to the Steering Committee and the decision of the Steering Committee shall be final.

### **SECTION 1.3 RECORDS OF PROCEEDINGS**

The minutes of the Steering Committee and all committees with Board-delegated powers shall contain:

(a) Names of Persons with Financial Interest. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Steering Committee' or committee's decision as to whether a conflict of interest in fact existed.

(b) Names of Persons Present. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

#### **SECTION 1.4            COMPENSATION COMMITTEES**

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

#### **SECTION 1.5            ANNUAL STATEMENTS**

Each Director, principal officer of the Corporation and member of a committee with Board-delegated powers shall annually sign a statement which affirms that such person

- (a)    Receipt. Has received a copy of the conflicts of interest policy.
- (b)    Read and Understands. Has read and understands the policy.
- (c)    Agrees to Comply. Has agreed to comply with the policy.

(d)    Tax Exemption. Understands that the Corporation is a tax exempt organization and that, in order to maintain its federal tax exemption, it must engage in activities which are consistent with its tax-exempt purposes.

#### **SECTION 1.6            PERIODIC REVIEWS**

To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, the Corporation may conduct periodic reviews.

### **ARTICLE 19 MISCELLANEOUS**

#### **SECTION 1.1            FREEDOM OF ACTION**

Neither participation in the Corporation nor the Corporation's approval or release of a specification shall require any Member to use or implement the specification, to preclude any Member from developing or employing additional, competing, or alternative products or specifications, or to foreclose taking a different course of action should any Member so desire. No provision of these Bylaws or the Membership Agreement shall be interpreted to prevent any Member from engaging in any other activities or business ventures, independently or with others, whether or not competitive with the activities contemplated herein or those of any Member and regardless of the effect thereof on the Corporation.

#### **SECTION 1.2            GOVERNING LAW**

These Bylaws shall be governed by, and construed in accordance with, the laws of the State of Texas.



### **SECTION 1.3            PRECEDENCE**

In the case of disagreement, the Articles of Incorporation take precedence over the Bylaws and the Bylaws take precedence over the Membership Agreement: the rules, regulations, policies and procedures of the Steering Committee; the policies and procedures of the Management Committee; and the policies and procedures of any work group or task group.

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