

**BYLAWS OF
INFORMATION CARD FOUNDATION INC.**

ARTICLE 1 - DEFINITIONS

Associate Member – a non-profit organization that has accepted the then-current membership application provided by the corporation.

Basic Member – a professional person, a for-profit corporation, or a non-profit organization, each after accepting the then-current membership application provided by the corporation.

Class – an optional self-organizing collection of Members who elect to caucus together. Classes may collectively appoint a single nominee to run for open seats on the Board of Directors.

Community – the group of professional individuals including architects, designers, developers, deployers, and users of information cards.

Member – collectively, Associate Members, Basic Members, Sponsor Members, Steering Members, and Fellows (defined in Article 5.7).

Sponsor Member – is an individual who, or corporation that, has accepted the then-current membership application provided by the corporation and has full Basic Member benefits but does not have a seat on the Board of Directors.

Steering Business Member – is a corporation that has accepted the then-current membership application provided by the corporation and has full Basic Member benefits and a seat on the Board of Directors.

Steering Community Member – is an individual from the Community who has accepted the then-current membership application provided by the corporation and has a seat on the Board of Directors.

Steering Member – collectively, Steering Business Members and Steering Community Members.

Working Group or **Work Group**– means a group of Members whose actions are conducted, in accordance with the terms and conditions of these Bylaws and other policies and procedures adopted by the Board of Directors, for the purpose of effectuating the purposes of the corporation (in accordance with the applicable charter as determined by the Board of Directors) including developing technical specifications (solely as otherwise provided in these Bylaws), engaging in marketing activities, studying interoperability, etc.

ARTICLE 2 - NAME

The name by which the corporation shall be known is “Information Card Foundation, Incorporated” herein referred to as “the corporation”.

ARTICLE 3 - PURPOSES

The Corporation is organized exclusively as a non-profit trade association, for all purposes consistent with (and will not engage in any activities inconsistent with) those set forth in Section 501(c)(6) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law. To the extent consistent with the foregoing, the purposes of the corporation include to:

1. Promote, protect, and enable the development of an open, trusted, interoperable, royalty-free identity layer for the Internet that maximizes control over personal information by individuals;
2. Set the interoperability recommendations and specifications for information cards, including certification;
3. Support and guide interoperable projects creating infrastructure for this layer that:
 - Are based on the information card user metaphor; and
 - Are interoperable with existing and emerging protocols, standards, and open source components;
4. Encourage the development of an end-user identity rights policy, coordinate with other efforts in this area, and, as consensus emerges, implement support for policy declaration, negotiation, audit, etc. into the information card infrastructure;
5. Promote adoption and usage of information cards; and
6. Create and operate an open community portal for all things related to information cards, possibly including, but not restricted to:
 - Building a community of designers, architects, and developers working independently or in various open source or commercial projects on information card-based source code and protocols;
 - Promoting information cards to all Internet users, and supporting web developers who want to issue and/or accept information cards.

ARTICLE 4 - BOARD OF DIRECTORS

4.1 Powers. The property, affairs, business, and general administration of the corporation shall be managed by or under the direction of the Board of Directors.

4.1.1 The Board of Directors shall possess all of the powers of the governing body of a not-for-profit membership corporation under the Delaware General Corporation Law (the "Act").

4.1.2 The Board of Directors shall determine policy of the corporation and administer its application within the framework of the Bylaws, may create committees and dissolve them, may create and shall approve all Working Groups and dissolve them, shall approve annual budgets and special disbursements, may retain an independent auditor to review the books of the corporation annually, and shall set the amounts of annual dues;

4.1.3 The Board of Directors shall determine the direction and funding for all Working Groups performed at the behest of the corporation;

4.1.4 The Board of Directors shall determine whether and when the corporation makes formal, public recommendations of technology;

4.1.5 The Board of Directors shall determine whether a given Working Group will be empowered to create technical specifications (and no Working Group will be so empowered except upon the unanimous consent of the entire Board of Directors); and

4.1.6 The Board of Directors, from time to time, shall have the authority to designate the qualifications, rights, privileges, and responsibilities of Members.

4.2 Number and Qualification. The number of voting Members who shall constitute the whole Board of Directors of the corporation shall initially be: All Steering Members, specifically 11 (eleven) Steering Community Members and 8 (eight) Steering Business Members. Steering Community Members are nominated either by a nominating committee or the membership and are elected by the membership. There shall always be at least 2 (two) more Steering Community Members on the Board than the total number of Steering Business Members. The Board of Directors may create additional Board of Director seats and approve the admission of additional Steering Members or Members at-large by a four-fifths vote of the Board of Directors.

4.3 At-large Directors. A number of positions to be determined by the Steering Members may be elected from Sponsor Members. The number of these "at-large" seats will in no case exceed 25% of the Board of Directors. The Board of Directors shall thereafter be increased or decreased in size to reflect the admission, resignation, or expulsion of any Steering Member and any change in the number of At-large Directors. The Board of Directors, by a four-fifths vote of all Steering Members shall have the authority to increase or decrease the number of At-large Directors; provided, however, that the number of such directors shall be no more than

two so long as the Board of Directors is comprised of eight or less members and no more than one-quarter of the total members of the Board of Directors if the Board of Directors is comprised of more than eight members.

4.4 Tenure. Each director shall hold office until his or her successor is elected and qualified, or until his or her earlier death, resignation, or removal. Except for adjustments that the Board of Directors may make from time to time to maintain or create staggered terms, the term of office for each director shall be two (2) years. The Board of Directors may, in its discretion, make provisions to stagger the terms of the directors so that each year the terms of as close as possible to one-half of such directors shall expire. There shall be no prohibition on re-election or re-designation of any director following the completion of that director's term of office. The positions of directors then expiring shall be filled and elections held at a meeting of Members called for such purpose (or by a vote of the Members that does not occur at a meeting), as further described in these Bylaws. Procedures governing elections of directors may be established pursuant to resolutions of the Board of Directors provided that such resolutions are consistent with these Bylaws and the Certificate of Incorporation.

4.5 Chairman of the Board. The Board of Directors may appoint a Chairman of the Board. If the Board of Directors does so, the Chairman of the Board shall perform such duties and possess such powers as are assigned to him or her by the Board of Directors.

4.6 Good Standing. A director shall be deemed to be in good standing, and thus eligible to vote on issues coming before the Board of Directors, if the director has attended (in person or telephonically) a minimum of three of the last four meetings of the Board of Directors (if there have been at least four meetings), unless such absence has been approved by the Executive Director in his or her reasonable discretion. In the event a Board member is unavailable to attend or participate in a meeting of the Board, he or she may send a representative and may vote by proxy, which shall be included in determining whether the director is in good standing. A director shall be immediately removed from the Board of Directors upon the termination of the membership of such director's member organization in accordance with Article 5.

4.7 Conflict of Interest Transactions.

(a) **Conflict of Interest.** As used in this section, a “**conflict of interest transaction**” is a transaction with the corporation in which a director of the corporation has a direct or indirect interest. A director has an indirect interest in a transaction if another entity in which the director has a material interest, or in which the director is a general partner, is a party to the transaction, or if another entity of which the director is a director, officer, or trustee is a party to the transaction and the transaction is or should be considered by the Board of Directors of the corporation.

(b) **Approval.** A conflict of interest transaction is neither voidable, nor a basis for imposing liability on the director with the conflict, if the transaction is fair to the corporation at the time it was entered into or is approved either the Board of Directors (or a committee of the Board of Directors) or by the Members, in accordance with Section 144 of the Act.

4.8 Resignation. Any director may resign by delivering his or her written resignation to the corporation at its principal office or to the Executive Director, the Chairman of the Board, or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Once delivered, a notice of resignation is irrevocable unless permitted to be withdrawn by the Board of Directors prior to its effectiveness.

4.9 Removal. Any director may be removed, either with or without cause, at a meeting called for that purpose (a) by a vote (in person or otherwise) of 75% of the directors then in office to approve the removal, or (b) by a vote of the Members that would be sufficient in number or percentage to elect the director. The Secretary of the corporation shall concurrently with the removal give written notice to all members of the Board of Directors.

4.10 Replacement or Substitution. Upon the removal or resignation of a Steering Community Member, the Board of Directors shall invite a replacement Member from the Community. Upon the removal or resignation of a Steering Business Member, the Steering Member corporation who appointed such director shall select a new director so long as the Steering Member corporation pays its required dues to the corporation when due and otherwise remains a Steering Member in good standing of the corporation. Upon the removal or resignation of an At-large Director, the Board of Directors shall determine whether to elect a new At-large Director, leave the seat vacant until the next fiscal year, or appoint a Sponsor to fill the seat for the remainder of the fiscal year.

4.11 Indemnity. The corporation shall indemnify its directors to the fullest extent allowed by the Act, including without limitation Section 145.

4.12 Appointment of Committees. The Board of Directors may appoint such committees as the Board of Directors from time to time deems necessary or appropriate to conduct the business and further the objectives of this corporation. The appointment by the Board of Directors of any committee having the authority of the Board of Directors shall be by resolution adopted by the Board of Directors. Any committee having authority of the Board of Directors shall consist of at least two (2) or more directors (and such other persons, including subject matter experts, as deemed appropriate by the Board of Directors) who serve at the pleasure of the Board of Directors. The Board of Directors shall retain the right to limit the powers and duties of any committee that it has created and to disband any such committees in its sole discretion.

4.13 Powers and Authority of Committees. The Board of Directors may delegate to any committee having the authority of the Board of Directors, any of the powers and authority of the Board of Directors in the management of the business and affairs of this corporation; provided, however, that no committee may: (a) authorize distributions; (b) approve or recommend to Members dissolution, merger, or the sale, pledge, or transfer of all or substantially all of this corporation's assets; (c) elect, appoint, or remove directors or fill vacancies on the Board of Directors or on any of its committees; or (d) adopt, amend, or repeal the Certificate of Incorporation, the Bylaws, or any resolution of the Board of Directors.

ARTICLE 5 - MEMBERSHIP

5.1 Member Levels. The membership levels are Steering Member, Sponsor Member, Basic Member, Associate Member, and Fellow. Each level has a separate dues structure and privileges. The Board of Directors, from time to time, shall have the authority to designate the qualifications, rights, privileges, and responsibilities of all Member levels. The qualifications, rights, privileges, and responsibilities of each Member level are set forth in this Article and elsewhere in these Bylaws and shall be subject to such other terms and conditions as the Board of Directors may from time to time prescribe.

5.2 Eligibility. Membership in the corporation shall be open to all members of the Community, corporations, other business entities, governmental agencies, not-for-profit organizations, and academic institutions.

5.3 Steering Member. Steering Members have a seat on the Board of Directors and are entitled to all rights and privileges assigned to all other Member levels (except that Steering Members must pay the dues level appropriate to Steering Members).

5.4 Sponsor Member. Sponsor Members may form a Class as described in Article 5.9 with other Sponsors to caucus for open "at large" Board seats. They may also nominate, chair, and participate within a Working Group, in accordance with the applicable polices adopted by the Board of Directors, and are otherwise entitled to all rights and privileges assigned to all other Member levels (except that Sponsor Members must pay the dues level appropriate to Sponsor Members). Each Sponsor Member shall remain a Sponsor Member for so long as it pays its dues to the corporation when due, and otherwise remains a Member in good standing of the corporation.

5.5 Basic Member. Basic Members can participate in Working Groups in accordance with the applicable polices adopted by the Board of Directors. A Basic Member shall remain a Basic Member for so long as it pays the applicable dues and otherwise remains a Member in good standing of the corporation.

5.6 Associate Member. Associate membership is for non-profit organizations. Associate Members can participate in Working Groups in accordance with the applicable polices adopted by the Board of Directors. Each Associate Members shall remain an Associate Member for so long as it pays the applicable dues unless specifically waived by the Board of Directors, and otherwise remains a member in good standing of the corporation.

5.7 Fellow. A Fellow is a Community member who is recognized by the corporation for past work, enjoys such other benefits as may be conferred by the Board of Directors from time to time in recognition of such past work, and otherwise is entitled to all rights and privileges of a Basic Member.

5.8 Voting Rights. Steering Members may vote on all matters brought before the Board of Directors, and when a member of a Working Group, at that Working Groups' meetings, and on all matters brought before the entire membership. Sponsor Members may vote when a member of a Working Group, at that Working Groups' meetings, and on all matters brought

before the entire membership. Basic Members may vote on all matters brought before the entire membership.

5.9 Class. Any group of 5 or more Sponsor Members can optionally form a collection of Sponsor Members called a Class. A Class may caucus together and may collectively nominate a representative to run for a Board of Directors open “at-large” seat, as they become available. A Class must declare its intent to form, announce its scope with appropriate name, and be recognized by the Board of Directors before it may nominate a representative or take any other action as an organizational unit. If a Class representative is elected to the Board of Directors, the Class shall have the right to remove and replace that director at any time during his or her tenure, for any reason or no reason, with or without cause, and with or without a meeting.

5.10 Continuance of Membership. The rights, powers, and privileges of membership in the corporation:

5.10.1 shall immediately terminate with respect to a Member upon death or resignation from the corporation. Any Member may resign from this corporation by delivering notice of resignation to the Secretary of this corporation. The resignation of a Member shall not relieve the Member from any obligations the Member may have to this corporation as a result of obligations incurred or commitments made prior to resignation, including without limitation, any membership dues, fees, or assessments that are due and owing prior to the resignation. A resigning Member shall not be entitled to receive any refund, pro rata or otherwise, of any membership dues, fees, or assessments for the balance of the year in which the resignation is effective;

5.10.2 may not be sold, pledged, encumbered, assigned, or otherwise transferred by any Member in any manner whatsoever; and

5.10.3 shall immediately terminate with respect to a Member upon a two-thirds vote by the Board of Directors entitled to vote (or a four-fifths vote in the case of a Steering Member) to expel such Member if the Board of Directors determines, in its sole judgment, that such Member is not acting in the best interests of the corporation. The corporation may not, however, refuse to continue any license that may have been granted by the corporation to such Steering Member.

The Board of Directors shall set forth in writing the reason(s) for any decision to terminate a Member pursuant to Section 5.10.3. Any Member proposed to be terminated shall be entitled to written notice, specifying the grounds for such proposed termination, given at least 30 days prior to the meeting at which such termination is to be voted upon, and shall be entitled to appear before and be heard at such meeting. Members suspended, terminated, or expelled pursuant to this section may be reinstated only upon the approval of the Board of Directors, or a committee or officer designated by the Board of Directors.

5.11 Eligibility for Membership. Except as otherwise specifically provided in these Bylaws, all questions of good standing, eligibility for the classes of membership, and rights,

privileges, and responsibilities of Members shall be as set forth in the Certificate of Incorporation, these Bylaws, or as otherwise determined by the Board of Directors.

5.12 Property Rights. No Member shall have any right or interest in any of the property or assets of this corporation.

5.13 Nonliability. No Member shall be liable for the debts, liabilities, or obligations of this corporation merely by reason of being a Member.

ARTICLE 6 - OFFICERS

6.1 Enumeration. The officers of the corporation shall consist of an Executive Director, a Secretary, a Treasurer, and such other officers with such other titles as the Board of Directors may deem appropriate.

6.2 Election. The Executive Director, Treasurer, and Secretary shall be elected annually by the Board of Directors at its first meeting following the annual meeting of Members. Other officers may be appointed by the Board of Directors at such meeting or at any other meeting.

6.3 Qualification and Nomination. All directors may nominate candidates for each officer position. Each officer's term of office shall be one year. All officers, other than the Executive Director, must be directors of this corporation. Subject to the other limitations contained in this section, there shall be no prohibition on re-election of an officer following the completion of that officer's term of office. The Board of Directors may, by resolution, establish procedures governing nomination and election of officers that are consistent with these Bylaws.

6.4 Tenure. Except as otherwise provided by law, by the Certificate of Incorporation by these Bylaws, or other policies adopted by the Board of Directors, each officer shall hold office until his or her successor is elected and qualified, unless a different term is specified in the vote choosing or appointing him or her, or until his or her earlier death, resignation, or removal.

6.5 Resignation and Removal. Any officer may resign by delivering a written resignation to the Board of Directors, to the corporation at its principal office, or to the Executive Director or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Such resignation shall not prejudice the rights of this corporation under any contract to which the officer is a party. Once delivered, a notice of resignation is irrevocable unless otherwise permitted to be withdrawn by the Board of Directors prior to being effective. Any officer may be removed at any time, with or without cause, by vote of a majority of the Board of Directors. Except as the Board of Directors may otherwise determine, no officer who resigns or is removed shall have any right to damages on account of such removal.

6.6 Vacancies. The Board of Directors may fill any vacancy occurring in any office for any reason and may, in its discretion, leave unfilled for such period as it may determine any offices other than those of Executive Director, Treasurer, and Secretary. Each such successor shall hold office for the unexpired term of his or her predecessor and until a successor is elected and qualified, or until his or her earlier death, resignation, or removal.

6.7 Executive Director. The Executive Director, shall, subject to the direction of the Board of Directors, have general charge and supervision of the business of the corporation. Unless otherwise provided by the Board of Directors, the Executive Director shall attend all meetings of the Members and all meetings of the Board of Directors (except when the Board of Directors is in executive session). The Executive Director shall be the Chief Executive Officer and Chief Financial Officer of the corporation. The Executive Director shall perform such other duties and shall have such other powers as the Board of Directors may from time to time prescribe. No individual acting as the official representative of any Steering Member, its subsidiaries, or its affiliates, and no other member of the Board of Directors, shall serve as Executive Director of the corporation.

6.8 Secretary. The Secretary shall perform such duties and shall have such powers as the Board of Directors or the Executive Director may from time to time prescribe. In addition, the Secretary shall perform such duties and have such powers as are incident to the office of the secretary, including the duty and power to give notices of all meetings of Members and special meetings of the Board of Directors, to attend all meetings of Members and the Board of Directors, and keep a record of the proceedings, and to be custodian of corporate records and the corporate seal. In the absence of the Secretary at any meeting of Members or directors, the person presiding at the meeting shall designate a temporary secretary to keep a record of the meeting.

6.9 Treasurer. The Treasurer shall perform such duties and shall have such powers as may from time to time be assigned to him or her by the Board of Directors or the Executive Director. In addition, the Treasurer shall perform such duties and have such powers as are incident to the office of treasurer, including without limitation the duty and power to keep and be responsible for all funds and securities of the corporation, to deposit funds of the corporation in depositories selected in accordance with these Bylaws, to disburse such funds as ordered by the Board of Directors, to make proper accounts of such funds, and to render as required by the Board of Directors statements of all such transactions and of the financial condition of the corporation.

6.10 Indemnity. The corporation shall indemnify its officers to the fullest extent allowed by the Act, including without limitation Section 145.

ARTICLE 7 - MEETINGS

7.1 MEETINGS OF DIRECTORS

7.1.1 Regular Meetings. The Executive Director or the Chairman of the Board will schedule regular meetings of the Board. Regular, scheduled meetings of the Board of Directors may be held without notice at such time and place, either within or without the State of Delaware, as shall be determined from time to time by the Board of Directors, provided that any director who is absent when such a determination is made shall be given notice of the determination. Within 30 days after the first day of the fiscal year, a regular meeting of the Board of Directors (“Annual Board Meeting”) will be held immediately before the annual meeting of Members to approve Working Groups and Motions to bring before the full membership. The Annual Board Meeting will be reconvened promptly after the election of new members of the Board of Directors to elect officers.

7.1.2 Special Meetings. Special meetings of the Board of Directors may be held at any time and place, within or without the State of Delaware, designated in a call by the Chairman of the Board or the Executive Director.

7.1.3 Notice of Special Meetings and Annual Board Meeting. Notice of any special meeting of directors and of the Annual Board Meeting shall be given to each director at least seven days in advance of the meeting by communication in person, by telephone, by electronic mail, or other means of electronic transmission. Unless otherwise required by the Certificate of Incorporation or these Bylaws, a notice or waiver of notice of a meeting of the Board of Directors need not specify the purposes of the meeting. Notice of a meeting of the Board of Directors delivered orally is effective when communicated if communicated in a comprehensible manner. Notice of a meeting of the Board of Directors delivered by electronic mail or other means of electronic transmission is effective when transmitted in a manner authorized by the Board of Directors. Notice of a meeting of the Board of Directors delivered by mail is effective upon deposit in the United States mail addressed to the director at the director’s business address, with postage thereon prepaid.

7.1.4 Waiver by Attendance. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

7.1.5 Meetings by Alternative Means of Communication. Directors, or any members of any committee designated by the directors, may participate in a meeting of the Board of Directors or such committee by any means of communication by which either of the following occurs: (a) all directors or committee members participating may simultaneously hear or read each other’s communications during the meeting (including without limitation by telephone conference call); or (b) all communications during the meeting are immediately transmitted to each participating director or committee member, and each participating director or committee member is able to immediately send messages to all other participating directors or committee members. If a meeting is conducted through use of any means described in this section, all participating directors or committee members shall be informed that a meeting is

taking place at which official business may be transacted. Participation by any means described in this section shall constitute presence in person at such meeting.

7.1.6 Quorum. A majority of the total number of the whole Board of Directors shall constitute a quorum at all meetings of the Board of Directors. Proxy voting by directors is permitted, if the applicable director has notified the Secretary, in writing and in advance, of the identity of the proxy.

7.1.7 Action at Meeting. At any meeting of the Board of Directors at which a quorum is present, the vote of a majority of those present entitled to vote shall be sufficient to take any action, unless a different vote is specified by law, these Bylaws, the Certificate of Incorporation, or other policies adopted by the Board of Directors.

7.1.8 Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee of the Board of Directors may be taken without a meeting, if all members of the Board of Directors or committee, as the case may be, consent to the action in writing, and the written consents are filed with the minutes of proceedings of the Board of Directors or committee. Action taken hereunder is effective when the last applicable director signs the consent, unless the consent specifies an earlier or later effective date. A consent signed hereunder has the effect of a meeting vote and may be described as such in any document.

7.1.9 Voting. Unless the applicable meeting chair directs otherwise, voting at a meeting will be by voice vote, for all directors who are present and able to express their vote by voice; otherwise, directors may express their contemporaneous vote by any means allowed by the technology through which they are participating in the meeting. Electronic votes may be held between physical meetings for the purpose of resolving issues that need to be addressed between meetings. Electronic votes are called at the discretion of the Chairman of the Board or, if the Chairman of the Board is unable or unwilling to call an electronic vote, a vote may be called by any officer upon the concurrence of another officer. Any vote taken outside of a meeting (e.g., by email ballot or web form) must not be taken without the required notice, and the voting period must remain open until all directors have responded, and the ballot must: (i) clearly state the issue; (ii) clearly state the percentage of approvals necessary to pass each matter on the ballot; and (iii) allow each voter to affirm, reject, or abstain. Results of all electronic votes between physical meetings are recorded in the meeting minutes for the next meeting.

7.2 MEETINGS OF MEMBERS

7.2.1 Annual Meeting. The corporation will conduct an annual meeting for all Members at such time and at such place as the Board of Directors shall designate. Members may attend the annual meeting by proxy or by alternative means, in either case fully in accordance with these Bylaws. At the annual meeting, or by other means authorized by the Board of Directors, participating Members shall nominate new Board of Directors members to fill all applicable seats in accordance with these Bylaws. Beginning promptly after the conclusion of the annual meeting, and for a period of not less than 14 days thereafter, Members may vote for directors so nominated, via regular mail or electronic ballot as selected by, and subject to all

other procedures prescribed by, the Board of Directors. Members may also consider any other proper business at the annual meeting.

7.2.2 Special Meetings. Special meetings of the Members of the corporation shall be called by the Executive Director or the Board of Directors and shall be held at such time(s) and place(s) within or without the State of Delaware as may be determined by the Executive Director or the Board of Directors, as applicable, provided that the time so specified shall permit the giving of notice as hereinafter provided in Section 7.2.3, and further provided that the convenience of Members shall be duly considered in fixing the place and time for the holding with any such meeting.

7.2.3 Notice of Meetings. Except as otherwise provided by law, written notice of each meeting of Members shall be given not less than 10 nor more than 60 days before the date of the meeting to each Member entitled to vote at such meeting. The notices of all meetings shall state the place, date, and hour of the meeting. The notice of a special meeting shall also state the purpose or purposes for which the meeting is called. The notice may be given by communication in person, by telephone, by electronic mail, or other means of electronic transmission. If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the member at the member's address as it appears on the records of the corporation. Notice delivered by electronic mail or other means of electronic transmission is effective when transmitted in a manner authorized by the Board of Directors.

7.2.4 Waiver by Attendance. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

7.2.5 Meetings by Alternative Means of Communication. Members may participate in a meeting of the Members by any means of communication by which either of the following occurs: (a) all Members participating may simultaneously hear or read each other's communications during the meeting (including without limitation by telephone conference call); or (b) all communications during the meeting are immediately transmitted to each participating Member, and each participating Member is able to immediately send messages to all other participating Members. If a meeting is conducted through use of any means described in this section, all participating Members shall be informed that a meeting is taking place at which official business may be transacted. Participation by any means described in this section shall constitute presence in person at such meeting.

7.2.6 Quorum. Except as otherwise provided by law, the Certificate of Incorporation, these Bylaws, or other policies adopted by the Board of Directors, those Members entitled to vote and present at a properly-noticed meeting shall constitute a quorum for the transaction of business (as long as the number of such Members is at least 20 when the total membership is less than 250, and 10% of the membership when the total membership is greater than or equal to 250.).

7.2.7 Adjournments. Any meeting of Members may be adjourned to any other time and to any other place at which a meeting of Members may be held under these Bylaws by a

majority vote of the Members present or represented at the meeting and entitled to vote, although less than a quorum, or, if no Member is present, by any officer entitled to preside at or to act as chair of such meeting. It shall not be necessary to notify any Member of any adjournment of less than 30 days if the time and place of the adjourned meeting are announced at the meeting at which adjournment is taken. If after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member who, on the record date for notice of the meeting, is entitled to vote at the meeting.

7.2.8 Action at Meeting. When a quorum is present at any meeting, the majority of the voting Members present and entitled to vote on a matter shall decide any matter to be voted upon by the Members at such meeting, except when a different vote is required by express provision of law, the Certificate of Incorporation, these Bylaws, or other policies adopted by the Board of Directors.

Unless the applicable meeting chair directs otherwise, voting at a meeting will be by voice vote, for all Members represented by individuals who are present and able to express their vote by voice; otherwise, Members may express their contemporaneous vote by any means allowed by the technology through which they are participating in the meeting. For votes taken at a meeting, a Member may be represented by proxy if the applicable Member so voting has notified the Secretary, in writing and in advance, of the identity of the proxy. Each Member is entitled to one vote on each matter submitted to a vote of the Members.

7.2.9 Action by Written Ballot. Any action that may be taken at any annual, regular, or special meeting of Members may be taken without a meeting if this corporation delivers a written ballot (which may be in hard copy, via electronic mail, by web form, or other means approved by the Board of Directors) to every Member entitled to vote on the matter. Such written ballot shall: (i) set forth the proposed action, (ii) provide an opportunity to specify approval or disapproval of each proposed action, and (iii) specify a reasonable time within which to return the ballot to this corporation. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds any 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 matter at a meeting at which the total number of votes cast was the same as the total number of votes cast by ballot. Ballots shall be distributed to the Members in the same manner as notice of a meeting is permitted to be delivered, including delivery by electronic mail. All ballots distributed in accordance with this section shall indicate the number of responses needed to meet any quorum requirement and state the percentage of approvals necessary to pass each matter. All written ballots distributed in accordance with this section shall specify a reasonable time by which the ballot must be received in order to be counted.

7.2.10 Conduct of Meetings. Meetings of Members shall be presided over by the Chairman of the Board of this corporation, or in his or her absence, by his or her designee, and in the absence of all of them, by the chair chosen by a majority of the Members present. The Secretary of this corporation shall act as the secretary of all meetings of Members, provided that in his or her absence, the presiding officer shall appoint another member to act as Acting Secretary of the meeting.

ARTICLE 8 - DUES

8.1 Amount. All Members shall pay annual dues to the corporation according to their membership type in such amounts as the Board of Directors may from time to time determine. The initial level of dues shall follow the rate schedule shown in Exhibit A to these Bylaws (the “**Membership Dues Schedule**”). Associate Members who are unable to pay may apply for fee waivers to the Board of Directors. The Membership Dues Schedule may be amended or revised by the Board of Directors or its Committee designee; provided, however, that any such amendment or revision shall not operate retroactively, nor shall any increase take effect until such time as any then-current Member becomes obligated to pay its next annual membership dues.

8.2 Payment. The corporation shall issue each Member a statement for annual dues in the applicable amount for the succeeding fiscal year of the corporation no fewer than 45 days prior to the commencement of said fiscal year, which statement shall be payable in full within 30 days after issuance. Members who join after the start of the fiscal year will pay for a full year. The next yearly payment will be due at the start of the fiscal year but will, however, be pro-rated to reflect that portion of the joining Member’s first year of membership for which dues were paid but during which the joining Member was not a member of the corporation.

8.3 Default and Suspension. Each Member that fails to pay its annual dues within 30 days after issuance of a statement, will be given written notice of delinquency by the Treasurer of the corporation. If any amounts remain unpaid 15 days after dispatch of said written notice of delinquency, then all rights, powers, and privileges of such Member as a member of the corporation shall be automatically and immediately suspended until such amount is paid in full, at which time such Member shall be automatically and immediately reinstated. For members of the Board of Directors, however, if such amounts remain unpaid 60 days after dispatch of said written notice, the applicable seat on the Board of Directors may be filled as the rest of the Board sees fit, including by elimination of the seat. Notwithstanding the continuance of a suspension, a suspended Member shall remain liable for the payment of all amounts in respect of dues otherwise accruing and/or becoming payable by such Member before or during such suspension period.

ARTICLE 9 - GENERAL PROVISIONS

9.1 Fiscal Year. Except as from time to time otherwise designated by the Board of Directors, the fiscal year of the corporation shall begin on the first day of January in each year and end on the last day of December in each year.

9.2 Corporate Seal. The corporate seal shall be in such form as shall be approved by the Board of Directors.

9.3 Waiver of Notice. Whenever any notice whatsoever is required to be given by law, by the Certificate of Incorporation, by these Bylaws, or by other policies adopted by the Board of Directors, a waiver of such notice either in writing signed by the person entitled to such notice or such person's duly authorized attorney, or by telegraph, cable, email, or any other available method, whether before, at, or after the time required for such notice, or the appearance of such person or persons at such meeting in person or by proxy (except as otherwise provided in these Bylaws), shall be deemed equivalent to such notice.

9.4 Evidence of Authority. A certificate by the Secretary, or an Assistant Secretary, or a temporary Secretary, as to any action taken by the Members, directors, a committee, or any officer or representative of the corporation shall, as to all persons who rely on the certificate in good faith, be conclusive evidence of such action.

9.5 Certificate of Incorporation. All references in these Bylaws to the Certificate of Incorporation shall be deemed to refer to the Certificate of Incorporation of the corporation, as amended and in effect from time to time.

9.6 Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to this corporation and any and all securities owned by or held by this corporation requiring signature for transfer shall be signed or endorsed by such person or persons, and in such manner, as from time to time shall be determined by the Board of Directors.

9.7 Corporate Loans, Guarantees, and Advances. This corporation shall not make any advances or make any loan of money or property to or guarantee the obligation of any director or officer.

9.8 Severability. Any determination that any provision of these Bylaws is for any reason inapplicable, illegal, or ineffective shall not affect or invalidate any other provision of these Bylaws.

9.9 Pronouns. All pronouns used in these Bylaws shall be deemed to refer to the masculine, feminine, or neuter, singular or plural, as the identity of the person or persons may require.

9.10 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 in adopting them provides that they are to become effective at a later date.

9.11 Amendments. These Bylaws may be altered, amended, or repealed, or new bylaws may be adopted, by the affirmative vote of four-fifths (80%) of the entire Board of Directors at any regular or special meeting (except with regard to Sections 4.1.4 and 4.1.5, which may not be amended without the unanimous consent of the entire Board of Directors).

9.12 Form of Written Ballots. Ballots submitted in facsimile or electronic form shall be considered acceptable substitutes for printed ballots for all purposes.

ARTICLE 10 - ANTITRUST

10.1 The Members of the corporation are individually and collectively committed to open competition 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. The Members of the corporation shall strictly comply with state, federal, and foreign antitrust laws.