

BYLAWS
OF
OPEN SOURCE FIRMWARE FOUNDATION
(An Oregon Nonprofit Mutual Benefit Corporation)

2022/01/05 - Version 1.0

ARTICLE I – Offices

Section 1.1 – Principal Office

The principal office for the transaction of the business of OPEN SOURCE FIRMWARE FOUNDATION (the “Corporation”) shall be located in the State of Oregon. The Board of Directors (the “Board”) is hereby granted full power and authority to change the principal office from one location to another.

Section 1.2 – Other Offices

Branch or subordinate offices may at any time be established by the Board at any place where this Corporation is qualified to do business.

ARTICLE II – Purposes

Section 2.1 – Purposes

This Corporation is a nonprofit mutual benefit corporation, organized and operated to engage in any lawful activity permitted by Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”). The purposes of the Corporation shall be those set forth in the Articles of Incorporation of the Corporation, as may be amended from time to time (the "Articles of Incorporation").

ARTICLE III – Membership

Section 3.1 – Classes of Membership

There shall be three classes of full membership in this Corporation: (i) Founding Members; (ii) Premier Members; and (iii) General Members; and one class of non-voting participants, as provided for by Section 3.2(d), called Associates. As used herein, the term “member” may be used to refer to a member of the Founders, Premier or General membership class. Associates are not "members" within the meaning of Section 65.144 of the Oregon Nonprofit Corporation Law.

Section 3.2 – Membership Qualifications

The following shall be the requirements for membership in each membership class:

(a) Founding Members.

The Founding Members shall be entities that engage in or support the production, manufacture, use, sale, or standardization of open-Source firmware technologies. A Founding Member shall cease to be a member in the event of its resignation or expulsion from this Corporation.

(b) Premier Members.

Premier Members shall be entities that engage in or support the production, manufacture, use, sale, or standardization of open-source firmware technologies. Such entities need the approval of the Board before joining the Corporation as a Premier Member. A Premier Member shall cease to be a member in the event of its resignation or expulsion from this Corporation.

(c) General Members.

General Members shall be entities that engage in or support the production, manufacture, use, sale, or standardization of open-source firmware technologies. A General Member shall cease to be a member in the event of its resignation or expulsion from this corporation.

(d) Associate Members.

Associate Members shall be non-profit, academic, government entities or open-source firmware projects that engage in or support the production, manufacture, use, sale, or standardization of open-source firmware technologies. An Associate Member shall have no voting rights, and shall meet such eligibility criteria and pay such fees (if any) as the Board may from time to time approve. An entity shall cease to be an Associate Member in the event of its resignation

or expulsion from this corporation.

Section 3.3 – Limitation on Voting Rights.

The Founding Members, Premier Members, and General Members shall have the right to vote only on matters and actions that expressly require their vote under the Articles of Incorporation or these bylaws (the “Bylaws”); they shall not have any other voting rights under the Oregon Nonprofit Corporation Act, as it may be amended from time to time (the “Act”) or otherwise, except as required by law and the Act such as (i) a vote on an action or an amendment to the Articles of Incorporation if the action or amendment would reduce or eliminate the member’s right to vote; and (ii) a vote to inspect and copy the corporation’s records. The Associate Members shall not have the right to vote on any matter or action requiring the vote of members under these Bylaws, unless required by the Act.

Section 3.4 – Admission

Admission of members shall be made by the Executive Director, or his designee, confirmed by the Board, by resolution through a majority vote, upon a determination by the Executive Director, or his designee, that the member meets the qualifications established for membership as set forth in these Bylaws.

Section 3.5 – Dues, Fees, and Assessments

Each class of members shall pay such fees, dues and assessments (if any, in the case of Associate Members) as may from time to time be approved by the Board; provided, however, that no increase in dues, fees or assessments shall take effect until such time as any then-current member becomes obligated to pay its next annual membership dues. The Board may establish a policy for acceptance of in-kind contributions.

Section 3.6 – Resignation

Any member may resign from this Corporation in a writing delivered to the Secretary of this Corporation according to Section 5.08(c)a-d of this Bylaws. 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 calendar year in which the resignation is effective.

Section 3.7 – Expulsion, Termination, or Suspension.

(a) Fair And Reasonable Procedure

A member may not be expelled or suspended, and a membership or memberships may not be terminated or suspended, except in accordance with a procedure that is fair and reasonable and is carried out in good faith. The member shall be notified in accordance with Section 65.034 of the Act not less than 15 days before the expulsion, suspension or termination, stating in the notice the reasons for the expulsion, suspension or termination. The member shall have the opportunity not less than five days before the effective date of the expulsion, suspension or termination for the member to be heard, orally or in writing by the Board.

(b) Cause of Expulsion, Termination, or Suspension.

A member may be expelled or suspended, or a member's membership rights may be terminated if the Board, in good faith and according to a fair and reasonable procedure, determines that either:

- (i) The member fails to pay any required membership fees, assessments, or other consideration in a timely fashion after notice of the same;
- (ii) The Member's material violation of the Corporation's written policies or codes of conduct, including written policies related to discrimination, harassment, performance of illegal or unethical activities, and ethical misconduct;
- (iii) the Member's willful unauthorized disclosure of Confidential Information (as defined in the Membership Agreement);
- (iv) the Member's material breach of any material obligation under these By-laws or any other written agreement between the Member and the Corporation; or
- (v) the Member's engagement in conduct that brings or is reasonably likely to bring the Corporation negative publicity or into public disgrace, embarrassment, or disrepute.

(c) One Year Expiration

Any proceeding challenging an expulsion, suspension or termination, including a proceeding in which defective notice is alleged, must be commenced within one year after the effective date of the expulsion, suspension or termination.

(d) One Year Expiration Liability

A member who has been expelled or suspended, or whose membership has been suspended or terminated, may be liable to the Corporation for dues, assessments or fees as a result of obligations incurred by the member before expulsion, suspension or termination.

Section 3.8 – Reinstatement

Members suspended, terminated, or expelled may be reinstated only upon the affirmative vote of a majority of the directors then in office, in the case of an action taken under Section 3.7(a), and as provided in any board adopted policy, in the case of an action taken under Section 3.7(b)(aa).

Section 3.9 – Property Rights

No member shall have any right or interest in any of the property or assets of this Corporation, except for rights retained in any work contributed to this Corporation, but only to the extent permitted by any policy relating to intellectual property rights approved by the Board and then in force.

Section 3.10 – Non-Liability

No member shall be liable for the debts, liabilities, or obligations of this Corporation merely by reason of being a member.

Section 3.11 – Non transferability

No member may transfer for value or otherwise a membership or any right arising therefrom, and all rights of membership shall cease upon the member's death, resignation, expulsion, termination, or dissolution. Notwithstanding the foregoing:

(a) Merger with Single Member

Upon the completion of any acquisition or merger involving a single member in which the member is not the surviving entity, the Executive Director and the majority vote of the Board then in office may permit such member's membership to be transferred to the surviving entity for the remainder of the

then-current membership year if the surviving entity qualifies for membership as provided in these Bylaws; provided, however, that the surviving entity shall remain liable for any unpaid membership dues, fees, or assessments of the disappearing member.

(b) Merger of Two Members

On the completion of any acquisition or merger involving two members, one of the two memberships shall be deemed to expire as of the effective date of the merger, which election shall be made by the surviving entity provided the surviving entity qualifies for membership in the elected class; provided, however, that there shall be no proration or refund of membership dues, fees or assessments for the year of the acquisition or merger and the surviving entity shall remain liable for any unpaid membership dues, fees, or assessments for both memberships for the entire then-current membership year.

(c) Permission of Board

The Board in its discretion may permit a member to transfer its membership to another entity within its same Control Group (as defined in Section 5.3(f), below) if the transferee qualifies for membership in the transferring member's class; provided, however, that the transferor and transferee shall be and remain jointly and severally liable for any unpaid membership dues, fees, or assessments of the transferring member.

The Board may grant a waiver of any provision of this Section 3.11 in its discretion.

ARTICLE IV – Membership Meetings

Section 4.1 – Place of Meetings

All meetings of members shall be held either at the principal office of this Corporation or at any other place within or without the State of Oregon, as determined by the Board pursuant to the authority hereinafter granted to the Board and as it is designated in the notice of the meeting.

Section 4.2 - Meeting by Remote Communication

A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Corporation or by electronic video screen communication. The member shall be deemed present in person or by proxy at the meeting if both of the following apply:

- (a) The Corporation implements reasonable measures to provide members in person or by proxy a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings.
- (b) If any member votes or other action taken at the meeting by means of electronic transmission to the Corporation or electronic video screen communication, a record of that vote or action is maintained by the Corporation.

Section 4.3 – Annual and Regular Meetings

The annual meeting of each class of members of this Corporation shall be held in each calendar year, on such date and at such time and place as determined by the Board. Annual meetings may be held in any manner permitted by law and the Act. Regular meetings of the members shall be held at such times and places as may be fixed by the Board from time to time by resolution or as specified in the notice of the meeting.

Section 4.4 – Special Meetings

Special meetings of the members shall be held at the call of the Board, the Chair of the Board or members holding five percent (5%) or more of the voting power of this Corporation by a written demand signed, dated, and delivered to the Secretary. Notice of a special meeting shall be given within thirty (30) days following the date the written demand is delivered to the Secretary, in accordance with Section 4.5 below. Special meetings may be held in any manner permitted by law.

Section 4.5 – Notice of Meetings; Effectiveness of Notice

- (a) Notice may be oral or written unless otherwise specified for a particular kind of notice. Notice may be communicated in person, by telephone, electronically or by mail or private carrier, including publication in a newsletter or similar document mailed to a member's or director's address. If personal notice is not possible, notice may be communicated by a newspaper of general circulation in the area where the meeting is to be held, or by radio, television or other form of public broadcast communication. Notice of each annual and special meeting of the members and written ballot for the election of the members of the Board or otherwise, if any, shall be given to each member in accordance with Section 65.034 of the Act at least seven (7) days before the meeting. The notice shall include the date, time, and place of the meeting or the date on which the ballot shall be returned if applicable. Notice of each annual and special meeting shall include a description of any matter or matters that must be approved by the members pursuant to these Bylaws or the Act or other applicable law. Notice of a membership meeting at which the Board authorizes participation by remote communication shall state that the Board authorizes participation by remote communication and shall describe how a member may notify the Corporation that the member intends to participate in the membership meeting

by remote communication. In the case of an annual meeting at which members of the Board shall be elected, the notice shall specify the names of all those who are candidates for election of the Board at the time the notice is given, and in the case of special meetings, the purpose or purposes for which the meeting is called. Such notice shall be given in writing to every member of this Corporation who, on the record date for notice of the meeting, is entitled to vote thereat. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

- (b) A notice is effective only if the notice is communicated in a comprehensible form.
 - (aa) Oral notice is effective when communicated.
 - (bb) Electronic notice in writing is effective at the earlier of:
 - i. When the notice is received; or
 - ii. Two days after the notice is sent, if the notice is correctly addressed.
 - (cc) Notice by mail or private carrier is effective at the earlier of:
 - i. Five days after the notice is deposited in the United States mail, if the notice is correctly addressed and has first class postage affixed;
 - ii. On the date shown on the return receipt, if the notice is sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or
 - iii. On the date that the articles of incorporation or bylaws specify with respect to notice to members or directors.
- (c) Written notice is correctly addressed to a member or director of a corporation if the notice is addressed to the most recent address the member or director provided for receiving notice from the corporation.
- (d) Written notice is correctly addressed to a domestic corporation or a foreign corporation that is authorized to transact business in this state, other than in the corporation's capacity as a member, if the notice is addressed to the corporation's registered agent or, if the corporation does not have a registered agent on record, to the principal office shown in the corporation's most recent annual report or, if the corporation has not filed an annual report, in the articles of incorporation or in the corporation's application for a certificate of authority to do business.

Section 4.6 – Adjourned Meetings

Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned by the vote of a majority of the members either present in person or represented by proxy. No meeting- annual or special - may be adjourned for more than 14 days to another time or place. It shall not be necessary to give any such notice of the time and place of the adjourned meeting or of the business to be transacted thereafter, other than by an announcement at the meeting at which such 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. At the adjourned meeting at which a quorum is present, any business may be

transacted that might have been transacted at the meeting originally held.

Section 4.7 – Proxies

Every member entitled to vote shall have the right to do so in person or by one or more agents authorized by a written proxy executed by such person or his duly authorized agent and filed with the Secretary of this Corporation; but no such proxy shall be valid after the expiration of eleven (11) months from the date of its execution unless the person executing it specifies therein the length of time for which such proxy is to continue in force. A proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes and must be received prior to the closing of the voting in order to be effective.

Section 4.8 – Quorum

The votes represented in person or by proxy at a meeting of members shall constitute a quorum for the transaction of business. Unless otherwise provided herein, if a quorum is present in person or by proxy then any action approved by a majority of the members so present shall be the act of the members.

Section 4.9 – Voting

Each member is entitled to one vote on each matter submitted to a vote of the members of such membership class. Voting shall be by voice vote, unless the Executive Director/Chair of the Board or chair chosen by a majority of the members present at which such vote takes place directs such voting to be by ballot. Cumulative voting for the election of directors or otherwise shall not be authorized.

Section 4.10 – Action by Written Ballot

Any action that may be taken at any annual, regular or special meetings of members may be taken without a meeting if this Corporation delivers a written ballot 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 members at the last address of record by first-class mail or by electronic mail.

In any election of directors by written ballot, the ballot shall name the candidates for the directors, and shall provide a space entitled “withhold” in which a member may indicate that the authority to vote for the election of directors is withheld. All ballots distributed in accordance with this Section 4.10 shall indicate the number of responses needed to meet any

quorum requirement and, with respect to each matter other than the election of the directors, state the percentage of approvals necessary to pass each matter. All written ballots distributed in accordance with Section 4.10 shall specify a reasonable time by which the ballot must be received in order to be counted.

Section 4.11 – Conduct of Meetings

Meetings of members shall be presided over by the Chair of the Board of this Corporation, or in his or her absence, by the Executive Director, 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 absence the presiding officer shall appoint another member to take over the duties and tasks of the Secretary of the meeting.

Section 4.12 – Action without a meeting

Any action required or permitted by this article to be taken at a members' meeting may be taken without a meeting if the action is taken by all the members entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by all the members entitled to vote on the action, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Action taken under this section is effective when the last member signs the consent unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting vote and may be described as a meeting vote in any document.

ARTICLE V – Board of Directors

Section 5.1 – Powers

Subject to the limitations of the Articles of Incorporation, the Bylaws, and the Act, and subject to the duties of members of the Board as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be controlled by the Board. The Board shall have the power to select and remove all officers, agents, employees, and contractors, and to fix reasonable compensation, therefore, to authorize and empower officers or agents to enter into contracts and other commitments on behalf of this Corporation and to appoint and delegate responsibilities and authority to Workstreams, officers and agents.

The Board may delegate the management of the Corporation's activities to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 5.2 – Number of Directors

The minimum authorized number of directors is three (3). The number of directors may be

set from time to time by resolution of the members, provided that the number set shall be consistent with the requirements of Section 5.3.

Section 5.3 – Composition of Board of Directors; Terms

The directors serving on the Board shall be selected in the manner set forth in this Section 5.3. In the event of a tie in the election of any director, the winner shall be determined by the flip of a coin.

(a) Founding Directors.

Each Founding Member shall appoint a single director, with up to a maximum of six (6) directors so appointed (the “Founding Directors”). If at any time there shall be less than three (3) Founding Members, then all Founding Members shall appoint the missing directors by majority vote of the quorum present.

(b) Premier Directors.

The Premier Members, voting as a class, shall elect four (4) directors by majority vote of the quorum present or such fewer numbers as equals the total number of Premier Members (the “Premier Directors”). Each Premier Member shall be entitled to nominate a single individual in such election, provided that such nominee must be and remain an employee, officer, or director of the nominating Premier Member in order to be eligible to serve as a Premier Director. The Premier Directors shall be elected at a meeting of the Premier Members, by written ballot delivered to the Premier Members, or in some other manner authorized by the Act or these Bylaws. Upon the termination of the membership of a Premier Member pursuant to Section 3.7 for any reason, then any Premier Director nominated by such Premier Member shall no longer be qualified to serve as a Premier Director and shall be deemed to have immediately resigned. Upon termination of a Premier Director’s relationship as an employee, officer, or director of the nominating Premier Member, such Premier Director shall no longer be qualified to serve as a Premier Director and shall be deemed to have immediately resigned.

(c) General Director.

The General Members shall elect one (1) director by majority vote of the quorum present with each General Member having one vote per election (the “General Director”). Each General Member shall be entitled to nominate a single individual in the election for the General Director provided, however, that in each case such nominee must be and remain an employee, officer, or director of the nominating member in order to be eligible to serve as a General Director. The General Director shall be elected at a meeting of the General Members, by written ballot to the General Members, or in some other manner authorized by the Act or these Bylaws. Upon the termination of the membership of a General Member pursuant to Section 3.6 for any reason, then any General Director nominated by such General Member shall no longer be qualified to serve as a General Director and shall be deemed to have immediately resigned. Upon termination of a General Director’s relationship as an employee,

officer, or director of the nominating General Member, such General Director shall no longer be qualified to serve as a General Director and shall be deemed to have immediately resigned.

(d) Observers.

Each Founding, Premier, and General Director shall have the right to designate a single observer to attend meetings of the Board when such director is unable to be present, provided that such director provides prior notice to the Chair of the Board and the Chair of the Board approves the request, which request shall not be unreasonably denied. An observer permitted to attend shall have the right to participate in the general session but may not put forth or vote on any motion. Observers shall in no event have the right to attend or participate in any executive session attended only by Directors.

(e) Terms and Election Dates.

All directors shall hold office until their respective successors are elected. Except for adjustments that the Board shall make from time to time to maintain or create staggered terms upon any increase or decrease in the authorized number of directors, the term of office for Founding Directors, Premier Directors, and the General Director shall be one year; such term of office shall run from February 1 to January 31 of the second calendar year after the election. The Board shall make provisions to stagger the terms of the Premier Directors and the General Director 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. Elections of directors whose terms are expiring in any calendar year shall be held as soon as practicable following the commencement of the membership year. Unless elected by written ballot pursuant to Section 4.10, the positions of directors then expiring shall be filled and elections held at the annual meeting of members called for such purpose. Procedures governing elections of directors may be established pursuant to resolutions of the Board provided that such resolutions are consistent with these Bylaws and the Articles of Incorporation.

(f) Restrictions on Eligibility to Serve as a Director; Control Groups.

No more than two (2) individuals employed by or performing monetarily compensated services for, a Control Group (as defined below) shall be permitted to serve as Directors of this Corporation at the same time. In addition, no more than one (1) individual employed by, or performing monetarily compensated services for a Control Group may serve as a director from the same membership class at any given time. For purposes of this section, "Control" shall mean (i) the ownership of more than 50% of the total voting securities of another entity, or (ii) in the case of unincorporated entities "Control" shall mean the ownership of more than 50% of the ownership interest representing the right to make decisions for the entity; and "Control Group" shall include all corporations or other entities which are Controlled by a Founding Member, a Premier Member, or a General Member, which Control a Founding Member, a Premier Member, or a General Member, or which are also Controlled by this Corporation or entity Controlling a Founding Member, a Premier Member, or a General

Member.

Section 5.4 – Vacancies

Vacancies in the Board of Directors

- (a) by reason of the expiration of a director's term shall be filled in an election by a majority of a quorum of members in the class that elected such director,
- (b) of a Founding Director due to the resignation of such director or removal of such director by the Founding Member that elected such director, shall be filled by election by such Founding Member,
- (c) of a Premier Director due to the resignation of such director or removal of such director by the Premier Members shall be filled by election of a majority of a quorum of Premier Members,
- (d) of a General Director due to the resignation of such director or removal of such director by the General Members shall be filled by election of a majority of a quorum of General Members, and

Despite the expiration of a director's term, the director continues to serve until the director's successor is elected, designated, or appointed and qualified, or until there is a decrease in the number of directors. Notwithstanding the foregoing, the Board may appoint an interim director to fill any Premier Director or General Director vacancy occurring as a result of the amendment of these Bylaws to expand the number of directors representing such class until such time as a successor is elected by the members of the appropriate class(es); provided, however, that any such interim director must be an employee, officer, or director of a member in the appropriate membership class. Each director elected shall hold office until his or her successor is elected. A vacancy or vacancies shall be deemed to exist (i) in the case of the death or the resignation or removal of any director pursuant to this Article V, (ii) if the authorized number of directors is increased without the election of the additional directors so provided for, (iii) in the case of failure at any time to elect the full number of authorized directors, (iv) automatically, upon the failure of a director to attend three (3) consecutive regularly scheduled Board meetings, or (v) as provided in the last sentence of this Section 5.4.

Section 5.5 – Place of Meetings

All meetings of the Board may be held at any place within or without the State of Oregon, which has been designated from time to time by resolution of the Board or by the written notice of the Chair of the Board.

Section 5.6 – Regular Meetings

Regular meetings of the Board shall be held at such intervals as may from time to time be

approved by the Board in a manner that informs all directors of the time and place without additional notice.

Section 5.7 – Special Meetings

Special meetings of the Board for any purpose or purposes may be called at any time by the Chair of the Board or by twenty percent (20%) or more of the Directors then in office.

Section 5.8 – Notice of Meetings; Attendance

(a) No notice of a regular meeting shall be required where the time and place of the meetings are fixed by these Bylaws or by Board resolution. Notice of a regular or special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to him or her.

(b) Notice shall be given of the date, time, and place of special meetings of the Board to each director in accordance with Section 4.5 of this Bylaws and Section 65.034 of the Act and at least two (2) days before the meeting. The notice need not describe the purposes of the special meeting.

(c) Notice, when required, shall be given to each director by one of the following methods:

- a. First-class mail, with prepaid postage thereon;
- b. Telephone, including a voice messaging system or other system or technology designed to record and communicate messages;
- c. Facsimile transmission, email, or other electronic means, if the director has consented to accept notices in this manner; or
- d. Personal delivery of oral or written notice, including by courier service.

Such notice shall be addressed or delivered to each director at his or her address or contact information as it appears on the records of the Corporation. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon.

Section 5.9 – Action without Meeting

(a) Any action required or permitted to be taken by the Board under any provision of the Act may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. The action shall be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken hereunder is effective when the last 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.

(b) The Board may, without a meeting, use email or other electronic means to take action that is required or permitted by the Act to be taken by the Board at a meeting if the Corporation complies with this Section 5.9(b). Before taking an action by email, the Corporation shall send to the email address that each director provided to the Corporation for receiving communications from the Corporation an email announcement (“Announcement of Electronic Action”) that (i) states that the Board will take the action, (ii) includes a description of the matter on which the Board will take action, and (iii) specifies a deadline of not less than 48 hours after the time the Corporation sends the announcement in which a director may record the director’s vote. The Announcement of Electronic Action and a record of the directors’ votes shall be included in the minutes for the directors’ meeting or shall otherwise be filed in documents that reflect the action that the board took. The Board may not use email or other electronic means to take action if the Corporation does not have a record of an email address for a director. A director may change the director’s vote at any time before the deadline set forth in the Announcement of Electronic Action. An affirmative vote of the majority of the directors who hold office at the time the Board takes an action by means of email or by other electronic means is an act of the Board. The Board’s action described in this Section 5.9(b) has the effect of a meeting vote, and the Corporation may describe the action as a meeting vote in any document. The Board’s action under this Section 5.9(b) is effective on the deadline specified in the Announcement of Electronic Action unless the announcement specifies a different effective date or time. The Board may, without complying with all of the requirements of this Section 5.9(b), use electronic mail to discuss, but not take action on, an issue that comes before the board.

Section 5.10 – Telephonic Meetings

The Board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all directors participating may simultaneously hear each other or otherwise communicate at substantially the same time with each other during the meeting and have access to materials necessary to participate or vote in the meeting to the extent of the person’s authorization to participate or vote. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 5.11 – Adjournment of Meeting

A majority of the directors present, whether or not a quorum is present, may adjourn the meeting to another time and place. If a meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time and place shall be given before the adjourned meeting to each director not present at the time of the adjournment.

Section 5.11 – Quorum

Unless otherwise provided herein, fifty percent of the directors then in office (but in no case fewer than one-third of the fixed or prescribed number of directors provided for in these Bylaws) shall be necessary to constitute a quorum for the transaction of business except

adjournment. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board unless a greater number is required by law, or by the Articles, or by these Bylaws.

Section 5.12 – Fees and Compensation

Directors and members of workgroups may receive such compensation, if any, for their services and such reimbursement for expenses as may be fixed or determined by resolution of the Board; provided that such compensation shall be reasonable and shall be comparable to that compensation paid by unaffiliated entities for a like position. Nothing herein shall be considered to preclude any director from serving this Corporation in any other capacity, including as an officer, agent, employee, consultant or otherwise, and receiving reasonable compensation, therefore.

Section 5.13 – Indemnity

The Corporation shall indemnify its directors to the fullest extent allowed or required by Sections 65.391 through 65.404 of the Act.

Section 5.14 – Standard of Conduct

Pursuant to Section 65.357 of the Act, a director shall discharge the duties of a director, including duties as a member of any workgroup of the Board upon which the director may serve, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner, the director reasonably believes to be in the best interests of the Corporation. In discharging the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case if prepared or presented by:

- (a) one or more officers or employees of this Corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- (b) legal counsel, public accountants or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or
- (c) a committee of the Board of which the director is not a member, as to matters within the committee's jurisdiction, if the director reasonably believes the committee merits confidence.

A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted in this Section 5.14 unwarranted.

A director is not liable to the Corporation, any member or any other person for any action taken or not taken as a director, if the director acted in compliance with this Section 5.14. The liability of a director for monetary damages to the Corporation shall be eliminated to the fullest extent permitted by the Act.

Section 5.15 – 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 (i) 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; (ii) 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; or (iii) a person who is related to the director or a business associate of the director is a party to the transaction.

(b) Approval.

A conflict of interest transaction is not voidable or the basis for imposing liability on the director if the transaction is fair to the Corporation at the time it was entered into. A transaction is presumed to be fair if the transaction is approved either (i) in advance by the vote of the Board or a committee of the Board if the material facts of the transaction and the director’s interest were disclosed or known to the Board or a committee of the Board, or (ii) if the material facts of the transactions and the director’s interest were disclosed or known to the members and they authorized, approved or ratified the transaction. A conflict of interest transaction is authorized, approved or ratified as follows:

(i) By Directors.

By the directors, if it receives the affirmative vote of a majority of the directors on the Board or on the committee who have no direct or indirect interest in the transaction; provided that a transaction may not be so authorized, approved or ratified by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking such action. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action so taken hereunder if the transaction is otherwise approved as permitted under Section 65.361 of the Act.

(ii) By Members.

By the members, if it receives a majority of the votes entitled to be counted. Votes cast by or voted under the control of a director who has a direct or indirect interest in the transaction, and votes cast by or voted under the control of an entity described in subsection (4) of Section 65.361 of the Act may be counted in a vote of members to determine whether to authorize, approve or ratify a conflict of interest transaction hereunder. A majority of the members, whether or not present, that are entitled to be counted in a vote on the transaction hereunder constitutes a quorum for the purpose of taking action hereunder.

Section 5.16 – Resignation and Removal

(a) Resignation.

Any director may resign at any time by giving written notice to the Board, the Chair of the Board, or the Secretary of this Corporation. A resignation is effective when the notice is effective under Section 65.034 of the Act unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless permitted to be withdrawn by the Board prior to its effectiveness.

(b) Removal for Cause.

The members may remove any director elected by the members for cause, at a meeting called for that purpose, who has been declared of unsound mind by a final order of a court, or convicted of a felony, or found by a final order or judgment to have breached any duty arising under these Bylaws, the Articles or Section 65.357 of the Act. Only the members of the class that elected such a director may vote to remove such a director, and the director may be removed only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect such a director.

ARTICLE VI – Technical Advisory Committee

Section 6.1

The Corporation shall have a technical advisory committee (the “Advisory Committee”), which advises the Board or otherwise serves the Corporation.

The Board may establish such an Advisory Committee, which shall be composed of three or more individuals, with a maximum of twenty (20) individuals. Each Founding Director, Premier Director and General Director may vote to choose one member of the Advisory Committee. Shall the Board determine that a higher number of members of the Advisory Board is needed, the Board may, by resolution, elect further members of the Advisory Committee up to a maximum of twenty (20) members at its sole discretion. The Advisory Committee may not exercise the authority of the Board. The Board shall not be bound by any advice or decision of the Advisory Committee. The members of the Advisory Board shall not have the rights or privileges of directors or members as set forth in the Act and shall have no power or authority over the operation of this Corporation. A member of the Advisory Committee may be removed at any time by the Board or without cause. Section 65.337 to section 65.351 of the Act, governing meetings, action without meetings, notice and waiver of notice, and quorum voting requirements of the Board, also apply to the Advisory Committee and its members.

ARTICLE VII – Officers

Section 7.1 – Officers

The officers of this Corporation shall consist of at least a Chair of the Board, Executive Director, Treasurer, Secretary. The Board may from time to time appoint such other officers as the Board may determine. One person may hold one or more offices. The office of Executive Director shall be equivalent to, and fulfill the statutory requirement of a corporation to have a president, as contemplated by Section 65.371 of the Act. The same individual may not serve simultaneously as the Executive Director, Secretary and Treasurer.

Section 7.2 – Nomination and Election

The Chair of the Board of this Corporation shall be elected biennially by the Board in accordance with this Article VII, and the Executive Director, Treasurer and Secretary shall be appointed by, and serve at the pleasure of the Board. Each officer shall hold his or her office until such person shall resign or shall be removed or his or her successor shall be elected and qualified. Elections of officers shall be held promptly following the election of directors each year. All officers other than the Executive Director must be directors of this Corporation, and all directors may nominate candidates for officers of this Corporation. All directors then in office may vote on candidates for such offices. Elected offices shall be filled in an election upon the vote of a majority of directors then in office. Each elected officer's term of office shall be two years. There shall be no prohibition on the re-election of an officer following the completion of that officer's term of office. The Board may, by resolution, establish procedures governing nomination, election and appointment of officers that are consistent with these Bylaws and the Act.

Section 7.3 – Removal and Resignation

(a) Removal.

Any officer may be removed, either with or without cause, by the Board at any regular or special meeting thereof.

(b) Resignation.

Any officer may resign at any time by giving written notice in accordance with Section 5.8(c) a)-d) to the Board, or to any officer of this Corporation. Any such resignation is effective when the notice is effective under Section 65.034 of the Act unless the notice specifies a later effective date, 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 prior to being effective.

Section 7.4 – Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other

cause shall be filled in the manner prescribed in the Bylaws for regular meetings to such office.

Section 7.5 – Chair of the Board/Chief Officer

The Chair of the Board heads the Board and shall serve as an ex-officio voting member of all workgroups, and shall have such other powers and duties as may be designated from time to time by the Board. The then-serving Chair of the Board shall have the authority to cast a tie-breaking vote in the election of any directors or officers other than the vote of the Chair of the Board.

Section 7.6 – Executive Director

Subject to the supervision and control of, and reporting to the Board, the Executive Director shall have general supervision, direction and control of the business and affairs of this Corporation. The Executive Director shall from time-to-time report all matters within the Executive Director's knowledge to the Board and the Chair of the Board affecting the Corporation that should be brought to the attention of the Board.

The Executive Director shall have such other powers and duties as may be designated from time to time by the Board.

Section 7.7 – Treasurer

The Treasurer shall have overall responsibility for all corporate funds, and shall perform, or cause to be performed, the following:

- (a) keeping of full and accurate accounts of all financial records of the Corporation;
 - (b) deposit of all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board;
 - (c) disbursement of all funds when proper to do so;
 - (d) making financial reports as to the financial condition of the Corporation to the Board; and
 - (e) such other powers and duties as may be designated from time to time by the Board.
- A candidate for the office of the Treasurer must be a director of this Corporation in order to be eligible to run for election.

Section 7.8 – Secretary

The Secretary shall have overall responsibility for all recordkeeping. The Secretary shall perform, or cause to be performed, the following:

- (a) official recording of the minutes of all proceedings of the Board, including the workgroups thereof, and members' meeting and actions;
- (b) provision for notice of all meetings of the Board and members; and the Secretary shall give and serve all notices and reports as required by law and these Bylaws.

- (c) authentication of the records of the Corporation;
- (d) maintaining current and accurate membership lists; and
- (e) any such other powers and duties as may be designated from time to time by the Board. A candidate for the office of the Secretary must be a director of this Corporation in order to be eligible to run for election.

Section 7.9 – Standards of Conduct for Officers

(a) Pursuant to Section 65.377 of the Act, an officer shall discharge the officer's duties, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the officer reasonably believes to be in the best interests of the Corporation. In discharging the duties of an officer, an officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case if prepared or presented by:

(aa) one or more officers or employees of this Corporation whom the officer reasonably believes to be reliable and competent in the matters presented; or

(bb) legal counsel, public accountants or other persons as to matters the officer reasonably believes are within the person's professional or expert competence. An officer is not acting in good faith if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted in this Section 7.10 unwarranted. An officer is not liable to the Corporation, any member or any other person for any action taken or not taken as an officer, if the officer acted in compliance with this Section 7.10. The liability of an uncompensated officer for monetary damages to the Corporation shall be eliminated to the fullest extent permitted by the Act.

Section 7.10 – Indemnity

The Corporation shall indemnify its officers to the fullest extent required or allowed by Section 65.407 of the Act.

Section 7.11 – Compensation

The salaries of the Corporation's officers shall be fixed from time to time by the Board or by such Workstreams or workgroups to which the Board has delegated such authority. No officer shall be prohibited from receiving compensation because the officer is also a director of the Corporation as long as such compensation is permitted under Section 5.12 of these Bylaws. The salaries of all officers shall be just and reasonable and given in return for services actually rendered for the Corporation.

Section 7.12 – Execution of Contracts

The Board, subject to Section 5.15 of these Bylaws, may authorize any officer, employee, or agent to enter into any contract or execute any instrument in the name of and on behalf of this Corporation and such authority may be general or confirmed to specific instances. Unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind this Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount; provided, however, that any such contract or instrument between this Corporation and any third person, when signed by (i) the Chair of the Board, and (ii) the Secretary or Treasurer of this Corporation, shall be valid and binding upon this Corporation in the absence of actual knowledge on the part of said third person that the signing officers had no authority to execute the same.

ARTICLE VIII – Workstream

Section 8.1 – Appointment of Workstream

(a) The Board may appoint such workgroups as the Board from time to time deems necessary or appropriate to support the Board in conducting the business and furthering the objectives of this Corporation (the “Workstream”). The appointment by the Board of any Workstream shall be by resolution adopted by a majority of directors then in office.

(b) The Board shall retain the right to limit the powers and duties of any Workstream that it has created and to disband any such Workstream in its sole discretion by resolution. The Board shall not retain the right to limit the powers and duties of any Workstream that it has created regarding the way of working and content of work of the Workstream. A Workstream may not exercise the authority of the Board.

ARTICLE IX – Miscellaneous

Section 9.1 – Fiscal Year

The fiscal year of this Corporation shall end on the last day of December of each year.

Section 9.2 – Books and Records.

The Corporation shall keep at the principal office of the Corporation correct and complete books and records of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Articles of Incorporation, a copy of these Bylaws as amended to date, all resolutions of the Board, and all minutes of meetings of the Board and committees thereof and as required by Sections 65.771 of the Act.

Section 9.3 - Inspection of Corporate Records

A member’s right to inspect and copy records of the Corporation shall be as provided in and

subject to the terms and conditions of Sections 65.224, 65.774, and 65.777 of the Act.

Section 9.4 – Representation of Shares of Other Corporations

The Board is authorized to vote, represent and exercise on behalf of this Corporation all rights incident to any and all shares or other membership interests of any other corporations or organizations standing in the name of this Corporation. The Board, pursuant to resolutions, may delegate this authority to one or more officers of the Corporation, and may be exercised in person by such officer or by other persons authorized to do so by proxy duly executed by such officer.

Section 9.5 – 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.

Section 9.6 – 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.

Section 9.7 – Political Activities

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

Section 9.8 – Form of Written Ballots

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

Section 9.9 – Annual Returns

The entire Board shall review the Corporation's annual filing with the Internal Revenue Service before it is filed.

ARTICLE X – Effective Date, Amendments and Dissolution

Section 10.1 – Effective Date

These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board in adopting them provide that they are to become effective at a later date.

Section 10.2 – Bylaw Amendments

Each of the Founding Member, Premier Member, General Member, and Associate Member membership classes shall have the right to vote on any action or amendment to these Bylaws or Articles of Incorporation if the action or amendment would reduce or eliminate such membership class's right to vote. Otherwise, to the fullest extent permitted by the Act, the authority to make, alter, amend or repeal these Bylaws is vested exclusively in the Board and may be exercised upon approval of the affirmative vote of the Board, except that (i) no amendment may extend the term of a director beyond that for which the director was elected and (ii) where any corporate action requires a greater vote in these Bylaws, any amendment or repeal of such provision must be approved by the same greater vote.

Section 10.3 – Dissolution

This Corporation may be dissolved upon the approval of a majority vote of the directors then in office without the vote or consent of any member(s) or third parties. Any distribution of the assets of this Corporation shall be made in a manner consistent with the tax status of this Corporation at the time of such dissolution and in accordance with Section 65.357 and Section 65.367 of the Act.

Section 10.4 – Distribution of Assets upon Dissolution

Upon dissolution of this Corporation, and after all of the known debts and liabilities of this Corporation have been paid or adequately provided for, any remaining net assets of this Corporation shall be distributed by the Board to one or more organizations selected by the Board which will help to further the purposes of this Corporation, provided, however, that if the Corporation is exempt from federal taxation pursuant to Section 501(a) of the Code at the time of any such dissolution, then the Board shall make such distribution in a manner which the Board believes is consistent with such tax-exempt status and the applicable requirements of Section 501(c) of the Code and any related regulations.

ARTICLE XI

ARTICLE 11.1 – Reference to Article of Incorporation

References in these Bylaws to the Articles of Incorporation shall include all amendments thereto or changes thereof unless specifically expected by these Bylaws. In the event of a conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall govern.