

**LASER ILLUMINATED PROJECTOR ASSOCIATION**

**BYLAWS**

ARTICLE I.  
DEFINITIONS

“Company” means Laser Illuminated Projector Association, a California nonprofit mutual benefit corporation.

“Company Committee” as defined in Section 6.3 hereof.

“Antitrust Guidelines” as defined in Section 3.3 hereof.

“Associate/Academic Member” as defined in Section 12.1 hereof.

“Board” as defined in Section 2.2 hereof.

“Code” means the U.S. Internal Revenue Code of 1986, as amended.

“Contributing Member” as defined in Section 12.1 hereof.

“Corporation Law” means the Corporation Law of the State of California.

“Director” as defined in Section 4.1 hereof.

“Governing Member” as defined in Section 12.1 hereof.

“Governing Member Director” as defined in Section 4.4 hereof.

“Member” means any Governing Member, Contributing Member or Non-Voting Member.

“Membership Agreement” means the agreement signed by a Member to join the Committee.

“NCRPA” as defined in Section 3.2 hereof.

“Non-Voting Member” means any non-voting class of member established by the Company, provided that a “Non-Voting Member” shall not constitute a “member” within the meaning of Section 5056 of the Corporation Law.

“Technical Committee” as defined in Section 6.2 hereof.

“Working Group” as defined in Section 6.2 hereof.

## ARTICLE II. OFFICES

Section 2.1 Principal Office. The principal office of the Company is located at 5177 Brandin Court, Fremont, California, United States.

Section 2.2 Change of Address. The designation of the county or state of the Company’s principal office may be changed by the Board of Directors (the “Board”).

Section 2.3 Other Offices. The Company may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board may, from time to time, designate.

## ARTICLE III. PURPOSES AND POWERS

Section 3.1 Mutual Benefit. The Company is a nonprofit mutual benefit corporation organized under the Corporation Law.

Section 3.2 Purposes. The purposes for which the Company is organized shall be:

- A. to be a single industry voice of the laser illuminated light projector industry (the “Industry”) in rationalizing laser regulations;
- B. to provide companies in the Industry a forum to develop evaluation methods and provide that information to standards bodies;
- C. to facilitate the education the key constituencies in the Industry, including operators and handlers of laser-illuminated systems, the media, government in regards to technology and systems used in the Industry;
- D. to coordinate best practices for the Industry;
- E. to foster the development of and contribute to the growth of the Industry as a whole;
- F. to solicit the participation and comments of all interested parties on a fair, equitable and open basis;

- G. to make distributions to organizations that qualify as exempt organizations under Section 501(c) (3), Section 501(c)(4) and Section 501(c)(6) or any state, territory or political subdivision exempt under section 115 of the United States Internal Revenue Code;

Notwithstanding the foregoing, if the Board of Directors elects to seek and obtains an exemption from federal income tax for the Company pursuant to Section 501(a) of the United States Internal Revenue Code as an organization described in Section 501(c)(6) thereof, and until such time, if ever, as such exemption is denied or lost, the Company shall not knowingly carry on any other activities not permitted to be carried on by organizations exempt from federal income tax under Section 501(c)(6) of the United States Internal Revenue Code;

- H. to engage in “standards development activities” (as defined in the National Cooperative Research and Production Act of 1993 (the “NCRPA”)) as a “standards development organization” (as defined in the NCRPA), and furthermore to invoke the provisions of the NRCPA, including without limitation Section 4303 thereof, limiting the recovery of antitrust plaintiffs to actual damages under circumstances specified in the NRCPA;

- I. to promote active networking among the Industry members; and

- J. to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under the Nonprofit Mutual Benefit Corporation Law of the State of California.

The foregoing purposes and powers are not limitations upon the Company, and the Company may engage in any legal endeavor allowed by the laws of the State of California, the laws of the United States, and the laws of any state in which the Company operates.

Section 3.3 Antitrust Laws. The Members are committed to fostering open competition in the development and sale of products and services in the Industry. The Members understand that in certain lines of business they are or may be direct competitors and that it is imperative that they and their representatives act in a manner which does not violate any state, federal or international laws and regulations relating to antitrust or the promotion of competition. Without limiting the generality of the foregoing, Members should not participate with each other in communications regarding costs, prices, quantity or quality of production levels, methods or channels of distribution, markets, customers, exclusion of competitors or any other topic which may be construed as a violation of antitrust laws. Accordingly, each Member will counsel its representatives who participate

in any activities as part of the Company of the importance of limiting the scope of their discussions and communications to the topics that relate to the purposes of the Company, whether or not such discussions and communications take place during formal meetings, informal gatherings, or otherwise. The Company shall adopt Antitrust Guidelines to which the Members shall at all times adhere (the “Antitrust Guidelines”).

#### ARTICLE IV. BOARD OF DIRECTORS

Section 4.1 Number of Directors. The Board of Directors shall consist of a number of directors (each, a “Director”) equal to the number of Governing Members at that time, but in any case, shall be no less than one and no more than fifteen.

Section 4.2 Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the Governing Members, the activities and affairs of the Company shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

Section 4.3 Duties. It shall be the duty of the Directors to:

- (a) perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Company;
- (c) supervise all officers, agents, professional management organizations and employees of the Company to assure that their duties are performed properly;
- (d) meet at such times and places as required by these Bylaws;
- (e) register their addresses with the Secretary of the Company, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof;
- (f) elect annually officers for the Company, including a President from the Company’s membership or from the general public who shall be the Chief Executive Officer of the Company and shall perform all duties as required by these Bylaws;

- (g) establish and disband other committees and working groups as appropriate to conduct the work of the Company;
- (h) establish policies relating to confidentiality, intellectual property rights, antitrust law compliance, license grants, warranties, public relations and other criteria which shall apply to all Members of the Company;
- (i) approve the Company's annual budget;
- (j) establish annual dues for all Member classes, and establish privileges and benefits for all such classes; and
- (k) communicate actions related to the duties specified in this Section to the membership within 60 days.

Section 4.4 Appointment of Directors. Each Governing Member shall be entitled to designate one Director to the Board (each, a "Governing Member Director"). This representative must be a full-time employee of the Governing Member or serve as an agent or consultant to the Governing Member. If the Governing Member Director is removed by the Governing Member or resigns (either as a Governing Member Director or as an employee or agent of a Governing Member) or dies while in office, the Governing Member shall be entitled to appoint a new successor Director to the Board. A Governing Member may change its designated representative at any time by sending a written notice to the Secretary of the Company or by having a written notice sent or delivered to the Board prior to the meeting by its new designated representative.

Section 4.5 Term. Each Director shall serve until removed by the Governing Member who designated him or her or until the said Governing Member ceases to be a Governing Member of the Company, or until such Director's resignation (either as a Governing Member Director or as an employee or agent of a Governing Member) or death, whichever is earlier.

Section 4.6 Compensation. Directors shall serve without compensation. Nothing herein contained shall be construed to preclude any Director from serving the Company in any other capacity as an officer, agent, employee or otherwise and receiving compensation therefore so long as such compensation is approved by a majority of disinterested Directors.

Section 4.7 Place of Meetings. Meetings of the Board shall be held at any place within or outside California or in any manner that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Company. In order to encourage maximum participation, meetings may be held in person or by any combination of audio, document or video conferencing techniques, as long as all Directors participating in such meetings can hear one another.

Section 4.8 Regular Meetings. The Directors shall meet from time to time with such frequency as the Board shall determine and, in addition, once a year to elect the officers for the Company and to agree on the Company's budget for the next fiscal year.

Section 4.9 Special Meetings. Special meetings of the Board may be called by the President or any two Directors.

Section 4.10 Notice. Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board:

(a) Regular Meetings. At least ten calendar days' prior notice shall be given by the Secretary of the Company to each Director unless a simple majority of the Directors agree to waive the notice requirement.

(b) Special Meetings. At least ten calendar days' prior notice shall be given by the Secretary of the Company to each Director of each special meeting of the Board.

Such notices must be by mail or by electronic message, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. Any required notice may be waived by individual Directors.

Section 4.11 Quorum. A quorum shall consist of a majority of the members of the Board. In the absence of a quorum at any meeting of the Board, a majority of the Directors present may adjourn the meeting. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of enough Directors to leave less than a quorum, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 4.12 Majority Action. Every act or decision done or made by a majority of the Directors present at any meeting duly held at which a quorum is present is the act of the Board, unless the Articles of Incorporation, these Bylaws, or provisions of law require a different percentage or different voting rules for approval of a matter by the Board.

Section 4.13 Conduct of Meetings. Meetings of the Board shall be chaired by the Chair of the Board or, in his or her absence, by the Vice Chair of the Board. If neither the Chair nor the Vice Chair is present at a meeting, a majority of those present at the meeting shall designate a chair for such meeting. To the extent permitted by applicable law, a Director may designate an alternate representative from the same organization to attend a Board meeting when that Director is unable to attend a meeting. Meetings shall be governed by such procedures as may be approved from time to time by the Board, insofar

as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

Section 4.14 Exculpation. The Directors shall not be personally liable for the debts, liabilities or other obligations of the Company.

Section 4.15 Indemnification. To the fullest extent permitted by law, the Company shall indemnify its Directors, officers, employees and other persons described in Corporations Code Section 7237(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section, and including an action by or in the right of the Company, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in these Bylaws, shall have the same meaning as in that Section of the Corporations Code. On written request to the Board by any person seeking indemnification under Corporations Code Section 7237(b) or 7237(c), the Board shall promptly decide under Corporations Code Section 7237(e) whether the applicable standard of conduct set forth in Corporations Code Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of Governing Members. At that meeting, the Governing Members shall determine under Corporations Code Section 7237(e) whether the applicable standard of conduct has been met and, if so, the Governing Members present at the meeting in person or by proxy shall authorize indemnification. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Section of these Bylaws in defending any proceeding covered by this Section shall be advanced by the Company before final disposition of the proceeding, on receipt by the Company of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Company for those expenses.

Section 4.16 Insurance. Except as may be otherwise provided under provisions of law, the Company may purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, manager and other agents, to cover any liability asserted against or incurred by any officer, Director, employee, manager or agent in such capacity or arising from the officer’s, Director’s, employee’s, manager’s or agent’s status as such.

Section 4.17 Action Without Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing or by electronic message to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All consents shall be filed with the minutes of the proceedings of the Board. To conduct such an email

vote, the Governing Member requesting the vote must send a proposal to the Secretary and request that the Secretary conduct the vote by email. Within a reasonable period of time after receiving such a request, the Secretary will send an email to the Board requesting their vote on the proposal. Each Director has seven days in which to vote. To cast a vote, a Director must send a reply email to the Secretary stating his or her vote on the proposal. After the seven-day period has expired the Secretary will tally the votes and email the results to the Board.

Section 4.18 Section 4.18 has intentionally been left blank

Section 4.19 Suspension. A Governing Member Director's right to attend Board meetings and Good Standing shall be suspended if the Governing Member has failed to pay its membership dues within 60 days of the renewal date or its membership in the Company has been terminated in accordance with the term of these By-laws. A Governing Member who has been suspended for such non-timely payment of membership dues shall return to Good Standing after attending two out of the last three meetings by phone or in person after the suspension is lifted, Any Governing Member's Director with suspended voting rights shall not be counted in determination of Board quorum and Board votes. The Secretary will provide written notice to a Governing Member whose voting rights have been suspended. The notice will include the reason for the suspension of the voting rights. Upon receipt of such notice, the Governing Member's Director will not be entitled to attend Board meetings or vote on any matter.

## ARTICLE V. OFFICERS

Section 5.1 Designation. The officers of the Company shall be a Chairman, a Vice Chairman, a Secretary and a Treasurer (who shall serve as the Chief Financial Officer). The Company may also have one or more Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board.

Section 5.2 Election and Term. Officers shall be elected by the Board, at a meeting of the Board, no more than twelve months following the previous election and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. It shall not be required for officers to maintain any membership in the Company.

Section 5.3 Removal and Resignation. Any officer may be removed, either with or without cause, by the Board, at any time. Any officer may resign at any time by giving written notice to the Board or to the President or Secretary of the Company. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such



resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board relating to the employment of any officer of the Company.

Section 5.4 Vacancies. Any vacancy caused by the death, resignation, removal, disqualification or otherwise of any officer shall be filled by the Board. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the Board. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 5.5 Chair. The Chair shall preside at all meetings of the Board, and shall be the chief executive officer of the Company. Subject to the control of the Board, the Chair shall supervise and control the affairs of the Company and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board, including presiding as chairperson at all meetings of the Board and at all meetings of the Governing Members.

Section 5.6 Vice Chair. The Vice Chair shall preside at all meeting of the Board in the absence of the Chair.

Section 5.6 Secretary. The Secretary shall certify and keep at the principal office of the Company the original, or a copy, of the Articles of Incorporation and these Bylaws as amended or otherwise altered to date; shall keep at the principal office of the Company, or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of Governing Members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof, including all ballots; shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law and advise the Members in writing of all results of any election of Officers; be custodian of the records and of the seal of the Company and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Company; shall keep at the principal office of the Company a membership book containing the name and address of each and any Members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased; shall exhibit at all reasonable time to any Director, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the Company; in general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

Section 5.7 Treasurer. The Treasurer (who shall serve as the Chief Financial Officer of the Company) shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Company's properties and transactions; shall send or cause to be given to the Governing Members and Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board; shall ensure the books of account shall be open to inspection by any Director at all reasonable times; and shall:

- (a) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Company with such depositories as the Board may designate;
- (b) disburse the Company's funds as the Board may order;
- (c) render to the Chair, the Vice Chair and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Company; and
- (d) have such other powers and perform such other duties as the Board or the Bylaws may require, including restoration to the Company of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Chief Financial Officer on his or her death, resignation, retirement or removal from office.

Section 5.8 Compensation. The officers shall serve without compensation, unless compensation is authorized by the Board. Nothing herein contained shall be construed to preclude any officer from serving the Company in any other capacity as an agent, employee, or otherwise and receiving compensation therefore as long as such compensation is approved by a majority of disinterested Directors.

## ARTICLE VI. COMMITTEES

Section 6.1 Executive Committee. The Board may designate an Executive Committee consisting of four or more Directors and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the Company, to the extent permitted, and except as may otherwise be provided, by provisions of law. The Board may at any time revoke or modify any or all the Executive Committee authority so delegated, increase or decrease but not below four the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the Directors. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 6.2 Technical Committees; Working Groups. The Board may from time to time designate one or more Technical Committees and Working Groups thereunder, whose members shall consist of Members; provided, however, that only Voting Members shall be authorized to vote on any matters brought before any Technical Committee or Working Group. The principal purpose of the Technical Committees and Working Groups shall be to facilitate, subject to approval of the Board, the adoption, development and implementation of actions consistent with the purposes and goals of the Company.

Section 6.3 Company Committees. The Governing Members may create from time to time one or more Company Committees to focus on particular issues related to the aims of the Company, each consisting of at least one chair and two or more members, as may be designated by resolution of the Board (each, a “Company Committee”). A Company Committee may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

Section 6.4 Meetings and Action. Meetings and actions of the Executive Committee, Technical Committees, Working Groups and other Company Committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the Executive Committee, Technical Committees, Working Groups or Company Committees and its members for the Board. The Board or such other committees may also adopt rules and regulations pertaining to the conduct of meetings of the committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## ARTICLE VII. INSTRUMENTS; DEPOSITS

Section 7.1 Instruments. The Board, except as otherwise provided in these Bylaws, may authorize any officer of the Company to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Company, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Company by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 7.2 Checks; Notes. Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Company shall be signed by the Secretary and a second officer of the Company. In cases where the amount is equal to or less than a pre-determined threshold determined by the Board the signature of the Secretary alone will be sufficient.

Section 7.3 Deposits. All funds of the Company shall be deposited from time to time to the credit of the Company in such banks, trust companies, or other depositories as the Board may select.

Section 7.4 Gifts. The Board may accept on behalf, and for the benefit, of the Company any contribution, gift, bequest or devise for the non-profit purposes of this Company.

## ARTICLE VIII. CORPORATE RECORDS

Section 8.1 Corporate Records. The Company shall keep at its principal office:

(a) minutes of all meetings of Directors, committees of the Board and of all meetings of Governing Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

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

(c) a record of its Members, if any, indicating their names and addresses and, if applicable, the class of membership held by each Member and the termination date of any membership; and

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

Section 8.2 Section 8.2 has intentionally been left blank.

Section 8.3 Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Company as may be allowed under the Articles of Incorporation and under the provisions of law.

Section 8.4 Extracts. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts as may be allowed under the Articles of Incorporation and under the provisions of law.

Section 8.5 Periodic Reports. The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the

Governing Members of this Company, to be so prepared and delivered within the time limits set by law. The Board shall cause an annual report to be prepared within 120 days after the end of the corporation's fiscal year. That report shall contain the following information in appropriate detail:

(a) a balance sheet as of the end of the fiscal year, an income statement, and statement of changes in financial position for the fiscal year, accompanied by an independent accountants' report or, if none, by the certificate of an authorized officer of the corporation that they were prepared without audit from the corporation's books and records; and

(b) a statement of the place where the names and addresses of current members are located. The Secretary shall annually notify each Governing Member of its right to receive a copy of the financial report under this Section. The Secretary shall promptly cause the most recent annual report to be sent to any requesting Governing Member.

Section 8.6 Fiscal Year. The fiscal year of the Company shall be the calendar year.

#### ARTICLE IX. TAX EXEMPTION

Section 9.1 Limitation on Activities. Notwithstanding any other provisions of these Bylaws, the Company shall not carry on any activities not permitted to be carried on by a Company exempt from federal income tax under Section 501(c)(6) of the Code.

Section 9.2 Private Inurement Prohibition. No part of the net earnings of the Company shall inure to the benefit of, or be distributable to its Members, Directors or trustees, officers, or other private persons, except that the Company shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Company.

Section 9.3 Distribution of Assets. Upon the dissolution of the Company, its assets remaining after payment, or provision for payment of all debts and liabilities of the Company shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE X.  
AMENDMENT

These Bylaws may be altered, amended or repealed and new Bylaws adopted by approval of the Board.

ARTICLE XI.  
CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of the Company, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holdings. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of the Company filed with an office of this state and used to establish the legal existence of the Company. All references in these Bylaws to a section or sections of the Code shall be to such sections of the Code or to corresponding provisions of any future federal tax code.

ARTICLE XII.  
COMPANY MEMBERS

Section 12.1 Classes and Rights. The Company shall have three classes of members, designated as Voting Members, Participant Members and Observer Members, as described below. The Company may refer to persons or entities of non-voting classes or other persons or entities associated with it as “members,” even though such persons or entities are not voting members as set forth herein; *provided, however*, that no such reference shall constitute any person or entity as a “member” within the meaning of Section 5056 of the Corporation Law and shall not confer upon any such person or entity any voting privileges not specifically set forth herein.

(a) Voting Members. Voting Members shall be responsible, through their designated Board members, for managing the day-to-day operations, business and affairs of the Company. The admission of each Voting Member shall be approved by the Board. Voting Members shall each have the right to appoint one representative to the Board and to a single vote in any Company Committee in which such Voting Member is a participant. The vote of a Director appointed by a Governing Member shall be deemed to be the vote of the Governing Member to the extent that Member votes are required.

(b) Participant Members. Participant Members shall have the right to participate in Company Committee meetings; *provided, however* Participant

members shall have no voting rights as to any Company Committee in which such Participant Member is a participant, and shall not have the right to appoint a representative to the Board. Participant Members may, upon approval of and invitation by the Board, attend Board meetings.

(c) Observer Members. Observer members may participate in any Company Committee, but shall not have the right to vote in any Company Committee in which such Associate/Academic Member is a participant or to appoint any representative to the Board. Observer Members shall be entitled to receive promotional and educational benefits which are provided as authorized by the Board from time to time.

Section 12.2 Number; Quorum.

(a) There is no limit on the number of Members the Company may admit; *provided, however*, that the number of Voting Members shall not at any time exceed the number of Voting Member Directors.

(b) A quorum for Member meetings shall consist of a majority of the Members. Every act or decision done or made by a simple majority of the Members present at a meeting duly held at which a quorum is present is the act of the Members, unless the Articles of Incorporation, these Bylaws or provisions of law require a different percentage or different voting rules for approval of a matter by the Members.

Section 12.3 Fees and Dues. The annual dues payable to the Company by each class of Members shall be established and may be changed from time to time by resolution of the Board. Dues shall be due and payable upon confirmation of admission to Membership by the Company. The Company shall operate on a not-for-profit basis. However, annual dues and other special fees may be levied by the Board to offset expenses. These dues and fees shall be used to support the activities of the Company, including administrative costs (including expenses related to managerial expenses, meetings, travel costs, legal fees, web site development and maintenance), promotional expenses and any other purposes that are approved by the Board.

Section 12.4 Admission. Applicants may apply to be admitted as a Member by submitting a completed and signed Membership Agreement together with payment of the first annual dues fee and any other documents as may be required by the Company from time to time. The Board, or a designated party, may approve or reject such application in accordance with the criteria established from time to time by the Board. In any case, admission as a Voting Member must be approved by the Board. Members shall be admitted upon confirmation by the Company that its application for admission has been accepted. The Company may publicly disclose the admission of the Member at its sole discretion.

Section 12.5 Membership Book. The Company shall keep a membership book containing the name and address of each Member, the date upon which the applicant became a Member, and the name of one individual from each Member organization who shall serve as a primary contact for the Company and vote on all issues on which such Member is entitled to vote, receive all correspondence and information, and distribute this information within his/her organization. Termination of the membership of any Member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the Company's principal office.

Section 12.6 Exculpation. No Member of this Company is, as such, individually liable for the debts, liabilities, or obligations of the Company.

Section 12.7 Transferability. If two Members merge then the new entity may assume the membership rights of the most senior Member, provided that the new entity re-executes the appropriate Membership Agreement. If one Member acquires more than 50% of the controlling interests of another Member then the acquiring Member may assume the membership rights of the most senior member, provided that it executes the appropriate Membership Agreement if necessary and notifies the Secretary in writing. In all other cases, no Member may transfer a membership or any right arising therefrom without the prior written consent of the Board. All rights of membership cease upon a Member's dissolution.

Section 12.8 Related Companies. No Member shall hold more than one membership in the Company. It shall not be permitted for any subsidiary or affiliate of a Member to hold a membership of the Company where the Member has significant ownership, control or influence over that subsidiary or affiliate. In case of any dispute the Board shall in its sole discretion determine the suitability of related company memberships in a manner that is consistent with the Company's Articles and these Bylaws and the best interests of the Company.

Section 12.9 Termination.

(a) Involuntary Termination of Non-Voting Member. The Board may terminate any Non-Voting Member on the good faith determination that such Member has to a material or serious degree violated these Bylaws, the Articles of Incorporation, the terms of the Membership Agreement executed by such Member, any duly adopted resolutions of the Board or the rules of conduct of the Company as established by the Board, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Company. If at least one-third of the Voting Members submit a written request to the of Directors calling for the termination of a Non-Voting Member, then within 45 days of receiving the appropriate number of requests, then the Directors will call a meeting of the Board. At the meeting, the Non-Voting Member that is being considered for termination



must be given the opportunity to make a statement. If the Non-Voting Member does not attend the meeting after receiving proper notice, which shall be no less than 15 days, then no such opportunity needs to be given. A two-thirds vote of all of the Directors eligible to vote is necessary to terminate a Non-Voting Member, and such vote shall be final, binding and non-appealable.

(b) Involuntary Termination of Voting Member. The Board may terminate any Voting Member on the good faith determination that such Voting Member has to a material or serious degree violated these Bylaws, the Articles of Incorporation, the terms of the Membership Agreement executed by such Member, any duly adopted resolutions of the Board of Directors or the rules of conduct of the Company as established by the Board, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Company. If at least one-third of the Voting Members submit a written request to the Directors calling for the termination of a Voting Member, then within 45 days of receiving the appropriate number of requests, the Directors will call a meeting of the Board. At the meeting, the Voting Member that is being considered for termination must be given the opportunity to make a statement. If the Voting Member does not attend the meeting after receiving proper notice, which shall be no less than 15 days, then no such opportunity needs to be given. A two-thirds vote of all of the Directors eligible to vote is necessary to terminate a Voting Member, and such vote shall be final, binding and non-appealable. The Voting Member who is being considered for termination is not entitled to vote on the issue of its termination.

(c) Automatic Termination of Member. Any member who fails to pay the membership dues within 180 days of the membership renewal date shall be terminated as a member of the Company. The terminated member may reapply for membership at any time after termination due to failure of paying the membership dues.

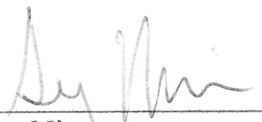
Section 12.10 Suspension. A Member shall be automatically suspended from the Company for failure to pay membership dues within 60 days of the date of renewal. Any member who is suspended shall not have right to vote or participate on any Company committee or meeting, or hold a position of officer in the Company. The Secretary will provide written notice to any Member whose membership has been suspended. The notice will include the reason for the suspension of the membership rights.

Section 12.11 Withdrawal. A Member may withdraw from the Company at any time by providing written notice to the of Directors which shall be effective upon receipt of notice by the of Directors or upon such later date as specified in such notice or upon such other date specified in the Membership Agreement executed by the withdrawing Member, as the case may be.

Section 12.12 Effect of Termination, Suspension or Withdrawal. A Member who is terminated by the Board or who withdraws from the Company shall have no further interest or participation in any of the activities of the Company. A terminated Member shall not be allowed to be permitted to reapply for membership in the Company unless the terminated Member shall receive the consent of the Board. Termination, suspension or withdrawal of membership shall not affect the termination or survival of any rights as granted under the Membership Agreements. No termination or withdrawal shall relieve a Member from full payment of any and all dues and other fees or assessments remaining unpaid on the date of termination or withdrawal. Upon termination or withdrawal, a Member shall not be entitled to a refund of any amounts paid during membership.

Section 12.13 Invited Experts. The Board may agree to waive the membership dues for an invited expert when the Company would benefit from their participation and the payment of dues is a genuine barrier to membership. An invited expert must execute the standard Membership Agreement with an amendment that states that: they may participate in any Company Committee that invites them; they do not receive a vote in Company Committee meetings; that they may represent themselves as a member; and that the terms of the waiver are confidential within the Company. Any waiver must be reviewed and renewed annually by the Board.

ADOPTED by the Board of Directors of the Company as of June 9, 2017 as certified below by the Secretary of the Company:

  
\_\_\_\_\_. Secretary  
Greg Niven