



Bylaws

Revision 2.1

HyperTransport Technology Consortium Bylaws

ARTICLE 1 DEFINITIONS

SECTION 1.1 **Act** means the Texas Non-Profit Corporation Act, Tex. Rev. Civ. Stat. Ann., art. 1396-1.01 et seq.

SECTION 1.2 **Academic Member** means any entity that has executed a Members' Agreement promulgated by the Corporation as an Academic Member and has delivered it to the Corporation in accordance with the terms of these Bylaws.

SECTION 1.3 **Adopter Member** means any entity that has executed a members' agreement promulgated by the Corporation as an Adopter Member and has delivered it to the Corporation in accordance with the terms of these Bylaws, and the Affiliates of such Adopter Member who have agreed to be bound by such members' agreement.

SECTION 1.4 **Affiliate** means an entity that directly or indirectly Controls, is Controlled by, or is under common Control with another entity, so long as such Control exists.

SECTION 1.5 **Code** means the Internal Revenue Code of 1986, as amended, and future corresponding revenue laws of the United States.

SECTION 1.6 **Contributor Member** means an entity that has executed a members' agreement promulgated by the Corporation as a Contributor Member and has delivered it to the Corporation in accordance with the terms of these Bylaws, and the Affiliates of such Contributor Member who have agreed to be bound by the terms of such members' agreement.

SECTION 1.7 **Control** means control or ownership of (a) more than fifty percent (50%) an entity's outstanding shares of stock entitled to vote for the election of directors or similar managing authority of that entity or (b) in the case of an entity not having outstanding shares or securities, more than fifty percent (50%) of the right to make decisions for that entity.

SECTION 1.8 **Corporation** means HyperTransport Technology Consortium.

SECTION 1.9 **Delegate** means an individual appointed by a Promoter Member to attend a meeting of the Executive Committee in place of the Promoter Member's employee that is a Director on the Executive Committee, in accordance with Section 4.6.

SECTION 1.10 **Director** means an individual who is appointed or elected to be a member of the Executive Committee in accordance with the terms of these Bylaws.

SECTION 1.11 Executive Committee means the Board of Directors of the Corporation.

SECTION 1.12 Member means a member of the Corporation that is accepted for membership in accordance with the provisions of Article 12, including Promoter Members, Contributor Members, Adopter Members and Academic Members, unless the context otherwise requires.

SECTION 1.13 Promoter Member means an entity that has executed a Members' agreement promulgated by the Corporation as a Promoter Member and has delivered it to the Corporation in accordance with the terms of these Bylaws, and the Affiliates of such Promoter Member who have agreed to be bound by the terms of such Members' agreement.

SECTION 1.14 Specification(s) means and includes the following documents pertaining to a high speed, high performance interconnect technology for use in the computing, networking, telecommunications and high performance embedded applications industries: (a) any and all present and future specification documents related to the HyperTransport® Link, HyperTransport® HTX™, HyperTransport® Connectors, and to the HyperShare™ technology platform that have been adopted and approved by the Corporation as Specifications, (b) any and all future specification documents and their updates related to technologies other than HyperTransport® Link, HyperTransport® HTX™, HyperTransport® Connectors, and HyperShare™ technology platform that have been adopted and approved by the Corporation as Specifications, and (c) any draft of technology specifications consisting of proposals and documents in non-final form being considered by the Corporation prior to adoption as a Specifications until a final form is adopted.

SECTION 1.15 Trademarks means and includes all registered trademarks “®” and all non-registered trademarks “™” of the Corporation.

SECTION 1.16 Task Force means a group of Members that is established by a Working Group for a purpose to be defined by the Working Group in accordance with the terms of these Bylaws.

SECTION 1.17 Working Group means a group of Promoter Members and/or Contributor Members that is established by the Executive Committee in accordance with the terms of these Bylaws.

SECTION 1.18 Corporate Officer Type One means an employee of the Corporation or a consultant operating as corporate officer of the Corporation under a valid consulting agreement with the Corporation and who has received the highest compensation from the Corporation under the provisions of such consulting agreement.

SECTION 1.19 Corporate Officer Type Two means an employee of the Corporation or a consultant operating as corporate officer for the Corporation under a valid consulting agreement with the Corporation who has received the second highest compensation from the Corporation under the provisions of such consulting agreement.

ARTICLE 2 PURPOSE

SECTION 3.1 PURPOSE

The purpose of the Corporation includes promoting the Specifications as industry-wide communication and networking standards; issuing design guidelines relating to the Specifications; presenting activities that promote the use of the Specifications; and providing for the licensing or publication of the Specifications and the Trademarks.

The Specifications may include information directing specific implementations only as necessary to enable, promote and/or improve communications, interoperability, and connectivity between products developed in compliance with the Specifications. The Corporation does not intend to include in the Specifications, or provide for the licensing of, enabling technologies or other matters that the Executive Committee may exclude from the scope of the Specifications.

The Corporation is organized, operated and shall be administered exclusively to receive, administer, and expend funds to promote and represent the common business interests of and improve business conditions among, members of the networking, telecommunications, computer and high performance embedded applications industries, within the meaning of Section 501(c)(6) of the Code and its Regulations as they now exist or as they may hereafter be amended, and to engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Notwithstanding any other provisions of these Bylaws, the Corporation shall not engage in a regular business of any kind ordinarily carried on for profit nor conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Code and its Regulations as they may now exist or as they may hereafter be amended.

The Corporation will promote the common business interests of providers to the networking, telecommunications, computer and high performance embedded applications industries through the conduct of a forum for the development of the Specifications and related activities that:

- (i) support the creation and evaluation of interoperable, scalable and reliable I/O products, networking and communications systems and technologies;

- (ii) are based on a high performance, packet-switched, system-level interconnect that addresses the needs of a broad range of networking, telecommunications, computer and high performance embedded applications products and technologies; and
- (iii) are limited to those elements required to enable, promote, or improve communications, interoperability and connectivity between products developed in compliance with the Specifications.

This Section may not be amended except by the unanimous vote of the Executive Committee.

ARTICLE 3 PRINCIPAL OFFICE

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

ARTICLE 4 EXECUTIVE COMMITTEE

SECTION 4.1 POWERS OF EXECUTIVE COMMITTEE

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

SECTION 4.2 NUMBER OF INDIVIDUALS ON EXECUTIVE COMMITTEE

The Executive Committee shall consist of a minimum of three (3) and a maximum of ten (10) Directors. The number of Directors set forth in the previous sentence shall be maintained, unless and until changed by an affirmative vote of at least two-thirds (2/3) of the Executive Committee; provided, however, that there shall never be less than three (3) Directors.

SECTION 4.3 DUTIES OF EXECUTIVE COMMITTEE

It shall be the duty of the Executive Committee to:

- (a) Assure that the Corporation confines its activities to those in furtherance of its purpose;

- (b) Perform all duties imposed on them collectively or individually by law, or by these Bylaws;
- (c) Meet at such times and places as required by these Bylaws;
- (d) Register the addresses of the Directors with the General Manager of the Corporation (in which event notices of meetings provided to the Directors at such addresses shall be valid notices thereof);
- (e) Elect annually officers of the Corporation who shall perform all duties as required by these Bylaws;
- (f) Establish the technical direction for the Corporation;
- (g) Elect annually Working Group Chairs or Co-Chairs;
- (h) Establish the charter for, form, and disband Working Groups as appropriate to conduct the work of the Corporation;
- (i) Approve the Corporation's annual budget; provided, however, that if the annual budget is not approved at the start of each calendar year, the Corporation shall operate based on the prior annual budget, to the extent practical, until a current annual budget is approved;
- (j) Establish annual dues for all Member classes and establish privileges and benefits for all classes of Members consistent with these Bylaws;
- (k) Administer and establish policies consistent with the members' agreements executed by each class of Members;
- (l) Amend the members' agreements as needed;
- (m) Supervise the development of, and approve, the Specification or drafts thereof for limited or public release;
- (n) Adopt, license and/or publish the Specifications and other documents developed by the Working Groups in furtherance of the purpose of the Corporation, and revisions thereto; and
- (o) Take other action that it deems appropriate in furtherance of the purpose of the Corporation.

SECTION 4.4 COMPOSITION OF EXECUTIVE COMMITTEE

Each Promoter Member shall have the right to appoint one individual to the Executive Committee to serve as a Director. No more than one (1) Director serving on the Executive Committee may be employed by the same Member.

Each Contributor Member may nominate a candidate for a Director position(s) on the Executive Committee that is not filled by a Director appointed by a Promoter Member in accordance with the foregoing paragraph, provided that the number of Director positions that may be filled by Contributor Member candidates shall not exceed fifty percent (50%) of the number of Directors appointed by Promoter Members and that any Director positions filled by Contributor Member candidates shall have a one-year term. For example, if there are only six Promoter Members that have appointed Directors to the Executive Committee and there are also four vacant Director positions on the Executive Committee, then Contributor Members may only nominate candidates for three of the four vacant Director positions because of the fifty percent (50%) limitation. The Executive Committee shall ensure that at least one Director position shall be available for Contributor Member candidates at each annual election.

Each potential Director candidate that is not appointed by a Promoter Member must be supported by a written petition signed by at least twenty percent (20%) of the existing Promoter Members and Contributor Members before being nominated by a Contributor Member. The vacant Director positions on the Executive Committee will then be elected from among the nominees by a vote of all the Promoter Members and Contributor Members as described in Section 13.7. A candidate elected in accordance with the foregoing provisions shall become a Director for one year if (i) such candidate receives the affirmative vote of a majority of Promoter Members and Contributor Members, (ii) the nominating Contributor Member pays the fees set forth herein to be a Promoter Member, and (iii) the Contributor Member signs a members' agreement as a Promoter Member that shall be effective for only a one-year period while the candidate nominated by such Contributor Member serves as a Director.

In the event that the Corporation has less than three (3) Promoter Members and there are no Contributor Members willing to assume the role of Directors of the Corporation in accordance with the provisions of this Section 4.4, the Corporation shall offer zero-cost temporary Executive Committee voting rights to a minimum number of Contributor Members and Adopter Members, in that order, to reach the minimum number of three Executive Committee voting members for as long as necessary. Such zero-cost Executive Committee voting rights shall be offered with a priority based on current and historic membership levels, special contribution merits toward the Specifications and the Corporation and diligence in fulfilling membership obligations in whatever proportions deemed applicable of the Contributor and Adopter Members in question at the sole discretion of the Executive Committee. An accepted zero-cost temporary upgrade to Executive Committee voting rights Promoter membership shall grant neither Specifications licensing rights nor additional membership benefits over the ones to which the accepting member is entitled to at its current paid membership level.

In the event that as a result of the above provisions the number of Directors on the Executive Committee is still below three (3), as an interim measure to ensure continuity of Corporation management, Corporate Officer Type One and Corporate Officer Type Two, in that respective order, will serve as fee-free voting members of the Executive Committee, as required to provide a minimum of three members of the Executive Committee. In this role,

neither Corporate Officer Type One and Corporate Officer Type Two shall have licensing rights to the Specifications. As soon as new Directors of the Executive Committee are nominated in accordance with the earlier provisions of this Section 4.4, Corporate Officer Type Two and Corporate Officer Type One, in that order, will cease to serve as voting members of the Executive Committee.

SECTION 4.5 QUALIFICATIONS

An individual serving on the Executive Committee as a Director appointed by a Promoter Member must be an employee of the Promoter Member. An individual's tenure as a Director shall automatically terminate if such individual ceases to be an employee of the Member by whom such individual was employed at the time of such individual's election or appointment.

An individual serving on the Executive Committee as a Director is expected to attend, in person or by telephone, at least seventy-five percent (75%) of all duly noticed Executive Committee meetings during any twelve (12) month period, and not to be absent from three (3) consecutive meetings during such period, or to make available a suitable Delegate for such meetings. If an individual does not meet this requirement, the individual is subject to removal as provided in Section 4.7.

SECTION 4.6 DELEGATES

If a Director appoints a Delegate to attend Executive Committee meetings in accordance with this Section 4.6, the Director shall give the President prior written notice of such appointment. Delegates appointed by Directors shall serve on the Executive Committee only until the earlier to occur of (i) adjournment of the meeting for which such Delegate is appointed or (ii) arrival at such meeting of the Director whose absence resulted in the appointment of the Delegate. Such Delegate for the Director shall have all of the rights, including voting rights, limited liability and indemnification rights, and duties of a Director for the duration such Delegate's appointment.

SECTION 4.7 VACANCIES, RESIGNATIONS, REMOVALS

Vacancies of the Directors on the Executive Committee shall exist: (1) whenever the number of Directors on the Executive Committee is increased, or (2) whenever a Director on the Executive Committee is removed or resigns or such Director's tenure otherwise terminates.

Any Director serving on the Executive Committee may resign or be replaced by such Director's employer effective upon giving written notice to the General Manager or all members of the Executive Committee, unless the notice specifies a later time for the effectiveness of such resignation.

Directors serving on the Executive Committee may be removed by an affirmative vote of seventy-five percent (75%) of the Executive Committee.

Additionally, in accordance with Section 4.5, the Executive Committee may by affirmative vote of seventy-five percent (75%), remove a Director serving on the Executive Committee, who without a leave of absence approved by the President, fails to attend three (3) consecutive meetings or is absent from more than twenty-five percent (25%) of meetings during a twelve (12) month period.

If two (2) or more Promoter Members that have employees serving on the Executive Committee become Affiliates, only one (1) of their employees may remain on the Executive Committee as a Director and the tenure of the other employee(s) on the Executive Committee shall automatically terminate.

SECTION 4.8 FILLING VACANCIES OF DIRECTORS

A vacancy of a Director shall be filled by an employee of the Promoter Member who appointed the Director whose resignation or removal created the vacancy. If such Promoter Member has ceased to exist, has become an Affiliate of another Promoter Member, or has failed to remain a Promoter Member, the Executive Committee, by the affirmative vote of two-thirds (2/3) of the remaining Directors, may fill the vacancy by appointing an individual who is employed by a Member willing to become a Promoter Member. The individual appointed to fill a vacancy shall serve until the next annual meeting of the membership, at which time the position shall be filled by election in accordance with the provisions of Section 4.4.

SECTION 4.9 TERM OF OFFICE

A Director appointed by a Promoter Member to serve on the Executive Committee shall serve at the discretion of such Promoter Member. A Director who is elected pursuant to Section 4.4 shall serve a one (1) year term, subject thereafter to reelection or reappointment to successive terms in accordance with Section 4.4.

SECTION 4.10 COMPENSATION

Except as provided in Section 5.9, Directors shall serve without compensation from the Corporation.

SECTION 4.11 PLACE OF MEETINGS

Regular Executive Committee meetings shall be held at places and times agreed to by the majority of the Executive Committee.

SECTION 4.12 REGULAR AND SPECIAL MEETINGS

During each calendar year the Executive Committee shall hold at least one regular meeting. Special meetings may be called if and as needed. Regular and special meetings of the Executive Committee may be called by the General manager, the President, or by one-third (1/3) of the Directors.

SECTION 4.13 NOTICE OF MEETINGS

Unless otherwise provided in these Bylaws or by provisions of law, notice for meetings of the Executive Committee shall be given at least fourteen (14) calendar days' prior written notice shall be given by the General Manager to each Director (and, in addition, to one Delegate for each Director who designates a Delegate for purposes of notice) of each regular and special meeting of the Executive Committee.

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

A valid meeting may be called and held on shortened notice if a shorter notice is approved in writing or by electronic message by all Directors, or if all Directors attend the meeting.

Meetings held and actions taken without notice as provided in these Bylaws shall be valid if each Director entitled to notice (i) attends the meeting without protesting lack of notice either before or when such meeting convenes; or (ii) signs a written waiver of notice or a written consent to holding the meeting or an approval of the minutes of the meeting, either before or after the meeting and such written consents or approvals are filed with the records of the meeting.

A meeting may extend beyond the proposed duration stated in the notice only if such extension is approved by all Directors and Director's Delegates who are present at the meeting.

SECTION 4.14 AGENDA REQUIREMENTS – POSTPONEMENT OF A MEETING

A notice required by Section 4.13 shall also state all agenda items known at the time the notice is given. Additional agenda items may be added up to twenty-four (24) hours prior to the time of the meeting. A matter not on the agenda may be taken up at a meeting provided that at least three (3) Directors or Directors' Delegates present at the meeting determine that such matter is of an urgent nature and approve placing the matter on the agenda.

However, no action may be taken or motion passed at any meeting if the adoption of the action or passage of the motion requires more than the affirmative vote of a majority of the Directors currently serving on the Executive Committee, unless the subject matter of the proposed action or motion was generally stated on an agenda delivered at least seven (7) days prior to the meeting, or unless each Director who is not present at the meeting has agreed prior to the meeting that the action or motion may be considered and passed. Further, even if seven (7) days notice was given, the Executive Committee shall (on a "one time" basis)

postpone consideration of any action or motion for at least fourteen (14) additional days, upon the written request received prior to the meeting from any Director who is unable to be present at the noticed meeting when such matter was to be first considered, and who is also unable to send to the meeting a suitable Delegate.

SECTION 4.15 QUORUM FOR EXECUTIVE COMMITTEE MEETINGS

A quorum shall consist of two-thirds (2/3) of the number of Directors currently serving on the Executive Committee as Directors. However, a Delegate who is appointed by a Director for a particular meeting shall be counted as a Director in determining whether a quorum exists for that particular meeting. Accordingly, for example, so long as the Executive Committee is composed of nine (9) Directors, the quorum is six (6), where the six (6) may be comprised of either or both Directors or Delegates of Directors present at a meeting in person or as provided by Section 4.19.

SECTION 4.16 EXECUTIVE COMMITTEE ACTION

Every action taken by the affirmative vote of Directors and Delegates of Directors in attendance at a meeting, if the number of affirmative votes equals or exceeds the number equal to a majority of the individuals currently serving as Directors on the Executive Committee, is the action of the Executive Committee, unless Section 4.17, another section of these Bylaws, or provisions of law require a greater or different voting percentage or different rules for approval of a matter by the Executive Committee.

SECTION 4.17 REQUIRED VOTING PERCENTAGES

The following voting percentages shall be required for any motion, act or decision to be an action of the Executive Committee with respect to the following matters:

Matter to be Voted On	Number of Affirmative Votes Required
(a) General business matters	Majority of the number of Directors currently serving on the Executive Committee.
(b) Establishing the charter of, or materially changing the charter of a Working Group	Majority of the number of Directors currently serving on the Executive Committee.
(c) Approval, adoption and/or release of Specifications or a Design Guideline	Two-thirds of the number of Directors currently serving on the Executive Committee.
(d) Overriding decisions made by Working Groups	Two-thirds of the number of Directors currently serving on the Executive Committee.
(e) Removal of a Director or Delegate appointed by the Director	Three-quarters of the number of Directors currently serving on the Executive Committee.

(f) Revocation of Promoter Member Status	The number of Directors currently serving on the Executive Committee, minus one.
(g) Termination of the membership of a Promoter Member	The number of Directors currently serving on the Executive Committee minus one.
(h) Termination of the membership of Contributor, Adopter and Academic Members	Two-thirds of the number of Directors currently serving on the Executive Committee.
(i) Determination of Fees and Dues	Majority of the number of Directors currently serving on the Executive Committee.
(j) Election of Officers	Two-thirds of the number of Directors currently serving on the Executive Committee.

The term “number of Directors currently serving on the Executive Committee,” as used in these Bylaws, refers to the number of elected or appointed individuals serving as Directors at the time of determination, or the Delegates of such individuals. If an individual serving on the Executive Committee, whether a Director or an appointed Delegate, is present at a meeting, but abstains from voting on a matter, for purposes of that vote, the “number of Directors currently serving on the Executive Committee” shall not be reduced.

SECTION 4.18 CONDUCT OF MEETINGS

The Executive Committee shall be presided over by the President or, in the President’s absence, by the General Manager or by a temporary chairperson chosen by two-thirds of the Executive Committee present at the meeting. The General Manager of the Corporation shall act as secretary of all meetings of the Executive Committee, provided that, in the General Manager’s absence, the President shall appoint another person to act as secretary of the meeting.

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

SECTION 4.19 MEETINGS BY TELEPHONE OR VIDEO CONFERENCE

Directors may participate in a regular or special meeting through use of conference telephone, videoconference, or similar communications device, or in person, so long as all people participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence at such meeting for all purposes, including the existence of a quorum and voting. Any Director who is not present at a meeting, but participates in accordance with the foregoing terms, shall ensure that the confidentiality of the meeting is maintained.

SECTION 4.20 EXECUTIVE COMMITTEE ACTION WITHOUT A MEETING

Any action that the Executive Committee is required or permitted to take may be taken without a meeting if (1) all Directors receive notice of the proposed action in accordance with Section 4.14, and (2) the number of Directors required for consent during a meeting consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Executive Committee. All consents shall be filed with the minutes of the proceedings of the Executive Committee.

SECTION 4.21 LIABILITY

A Director or officer of the Corporation shall not be liable to the Corporation for monetary damages for any act or omission in the Director's capacity as a Director or the officer's capacity as an officer, except that this Section 4.21 does not eliminate or limit the liability of a Director or officer for:

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

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

SECTION 4.22 INDEMNIFICATION

Except as set forth in Section 4.21, the Corporation shall indemnify and hold harmless its Directors and officers to the fullest extent permitted by law from any damage, loss, reasonable costs and fees incurred, or liability that results from service as a Director or an officer of the Corporation or service at the request of the Corporation with another entity. Such indemnification may include, without limitation, advancing the Director's or officer's reasonable expenses. In addition, the Corporation shall have the power to indemnify (which indemnification shall include, without limitation, advancing reasonable expenses), to the

fullest extent permitted by law, such other persons (including, without limitation, an employee or agent of the Corporation or any person who is or was acting at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise) as the Executive Committee may determine from time to time. The Corporation shall have the power to purchase and maintain at its expense insurance on behalf of such person to the fullest extent permitted by law, whether or not the Corporation would have the power to indemnify such person under the foregoing provisions.

SECTION 4.23 INSURANCE FOR CORPORATE AGENTS

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

ARTICLE 5 OFFICERS

SECTION 5.1 DESIGNATION OF OFFICERS

The officers of the Corporation shall be a President, a General Manager, a Vice President and a Treasurer. The Corporation may also have other officers with such titles as may be determined from time to time by the Executive Committee. No officer, other than the President, may also be a Director except as otherwise stipulated by Section 4.4. The same person may not concurrently hold more than one office.

SECTION 5.2 ELECTION AND TERM OF OFFICE

Officers of the Corporation shall be either employees of Promoter Members and Contributor Members, or qualified professionals hired for the purpose under the provisions of a dedicated consulting services agreement contract by the Corporation through the affirmative vote of two-thirds (2/3) of the Executive Committee Directors, and compensated by the Corporation. Each officer shall hold office for periods of twelve (12) consecutive months or until is removed or is otherwise disqualified to serve, or until such officer's successor shall be elected, whichever occurs first.

SECTION 5.3 REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Executive Committee at any time in accordance with the termination provisions of the applicable consulting services agreement. Any officer may resign in accordance with the termination provisions of the applicable consulting services agreement by giving written notice to the Executive

Committee, to the President or to the General Manager. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5.4 VACANCIES

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

SECTION 5.5 COMPENSATION

Officers shall serve either without compensation if they are employees of member companies of the Corporation, or based on compensated consulting services provided to the Corporation as independent contractors and regulated by one (1) year consulting services agreements. The President, whether employed by a member company of the Corporation or otherwise, shall not receive any compensation by the Corporation so as to ensure objectivity in Executive Committee decisions and in compliance with the provisions of Article 17. Officer compensations and contractual arrangements, if applicable, shall be authorized in the following manner:

- (a) Contractual arrangements are approved by a unanimous vote minus one (1) of the Directors currently serving on the Executive Committee, excluding Executive Committee members who have a conflict of interest with respect to the arrangement as defined in Section 4958 of the Code;
- (b) The Executive Committee obtains and relies upon appropriate data as to comparability as defined in Section 4958 of the Code before making its determination; and
- (c) The Executive Committee adequately documents the basis for its determination concurrently with making that determination.

SECTION 5.6 PRESIDENT DUTIES AND QUALIFICATIONS

The President of the Corporation shall report to the Executive Committee and shall have the duties and the qualifying expertise outlined below. The President shall also have such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to such officer from time to time by the Executive Committee.

Duties

1. Act in the best interest of all Members and the Corporation
2. Participate and preside over meetings of the Executive Committee

3. Guide the Consortium evolution.
4. Properly represent Corporation interest, history and evolution throughout the global industry.
5. Participation to special Corporation meetings and events called by the Executive Committee or by the General Manager.
6. Timeliness in Corporation communications.
7. Work closely and support the Corporation's Directors and the General Manager decision-making.
8. Support the General Manager in the promotion of Specifications toward the global technology industry.
9. Support the General Manager in Corporation membership promotion.
10. Ensure that any and all official statements made and positions taken on behalf of the Corporation are in line with the General Manager's statements and position on the same, as well as with the Corporation's overall business strategies and policies.
11. Be able and available to temporarily assume the General Manager's duties in case of need and upon short notice.

Qualifications

The individual applying for, being considered for or assuming the role of President of the Corporation shall have the following qualifications and expertise, each one intended to come at high, or extensive level.

12. Present or past director or higher management level responsibilities in marketing or sales.
13. Understanding of public relations matters.
14. Skill in dealing with industry media and wide audiences.
15. Knowledge of domestic and international markets and cultures.
16. Command of verbal and written protocol, diplomacy and interpersonal skills.
17. Technical expertise in semiconductor, microprocessor and system design, communication technologies, advanced technologies and emerging technologies directly and indirectly related to the technologies controlled by the Corporation.
18. Financial expertise in budget management and financial practices.
19. Past or present involvement in business-related legal matters.
20. Familiarity with terms and practices of contractual and confidentiality relationships.
21. Familiarity with legal language and structures of legal documents.
22. Team management skill.
23. Ability to make objective decisions.
24. Ability to deal with controversial situations.
25. Non-hierarchical, team player, entrepreneurial attitude

SECTION 5.7 GENERAL MANAGER DUTIES AND QUALIFICATIONS

General Manager of the Corporation is a full time role reporting to the Executive Committee. The General Manager shall have the duties and qualifying expertise outlined below and such other duties as may be required by law, by the Articles of Incorporation of the Corporation,

or by these Bylaws, or which may be assigned to such officer from time to time by the Executive Committee.

Duties

1. Direct the business, marketing, technology, financial, administrative and legal activities of the Corporation.
2. Act in the best interest of all Members and the Corporation.
3. Promote the Corporation's mission and technology industry positioning.
4. Evangelize the Corporation's Specifications and the technology and business opportunities that they create.
5. Lead and support program execution for Working Groups.
 - a. Encourage Member participation in Working Groups and Task Forces.
6. Identify and recruit new Members.
 - a. Develop membership recruitment and loyalty programs.
 - b. Identify ways to maximize benefits to Members.
 - c. Maintain contact with Members to understand needs and issues.
7. Develop and manage marketing strategies and programs.
 - a. Industry and media events participation and sponsorships, academic programs.
 - b. Ongoing engagement with global industry, media and PR services.
8. Drive communications across all levels of the Corporation and with the global industry and media.
 - a. Principal spokesperson for the Corporation.
 - b. Liaison to other industry groups and initiatives.
9. Manage Corporation's web site as webmaster.
 - a. Web services to Members.
 - b. Posting of released Specifications.
 - c. Controlled access to Specifications and technology databases by Members of various classes and by the public.
 - d. Web hosting services.
 - e. Web site format, functionality, user interface and content update
 - f. Web site redesigns.
 - g. Web domains.
10. Manage consultants and service providers: legal counsel, technology consultants, marketing services, PR consultants, web administrator, web hosting services, graphics designers, technology writers, communication services and others that the Corporation may require from time to time.
11. Program management.
 - a. Execution of time critical programs.
 - b. Drive project schedules and ensures quality of service.
12. Direct Corporation's finance activities.
 - a. Tight control on budgeting and capital investments.

- b. Validation of vendor expenditures.
 - c. Authority to approve expenditures and sign checks on behalf of the Corporation in accordance with the provisions of Sections 7.1 and 7.2.
 - d. Assistance to Treasurer for membership collection.
13. Manage Corporation's administration.
- a. Keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
 - b. Be custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation.
 - c. Keep at the principal office of the Corporation or at such other place as the Executive Committee may determine, in paper or electronic form, a book of minutes of all meetings of the Executive Committee, and, if applicable, meetings of committees of the Executive Committee and of Members.
 - d. Ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
 - e. Keep at the principal office of the Corporation or at such other place as the Executive Committee may determine, in paper or electronic form the following Corporation documents:
 - i. Members' list, contacts and status of their membership.
 - ii. Source files of specifications, technology guidelines and software platforms related to the Specifications.
 - iii. Source content of email reflectors and industry contacts repositories.
 - iv. Originals of agreements and any other legal papers executed by the Corporation.
 - f. Keep Executive Committee and Members informed with timely minutes, summaries and other reports, as applicable, with respect to the activities of the Corporation.
 - g. Exhibit at all reasonable times to any Promoter Member of the Corporation, or to the agent or attorney of any Promoter Member, on request thereof, the Bylaws, a list of Members, and the minutes of the proceedings of the Executive Committee.
 - h. Exhibit at all reasonable times to any Member of the Corporation, or to such Member's agent or attorney, on request therefore, the Bylaws, a list of Members, and the minutes of the proceedings of the Members of the Corporation.
 - i. Be responsible for scheduling and handling the logistics for meetings of the Executive Committee and Members.
 - j. Be responsible for providing timely notices of meetings to Members.
 - k. Be responsible for receiving and processing membership applications.
14. Oversee and control Corporation's legal affairs.
- a. Management of legal files.
 - b. Evaluation and execution of agreements, contracts and legal papers on Corporation's behalf.

- c. Implementation and updating of Corporation's legal tools, including these Bylaws, membership agreements, confidentiality agreements and other legal means.
 - d. Industry screening for unlicensed and illicit use of Corporation's technology.
 - e. Corporation's first line of legal contact.
- 15. Corporation's first line of support for technology and membership enquiries.

Qualifications

The individual applying for, being considered for or assuming the role of General Manager of the Corporation shall have the following qualifications and expertise, each item intended to come at high, or extensive level.

- 16. Business and financial disassociation from Members.
- 17. Present or past director or higher management level responsibilities in marketing or sales.
- 18. Skill in defining business, marketing and technology strategies.
- 19. Ability to lead and manage technology and business development programs.
- 20. Understanding of public relations matters.
- 21. Skill in dealing with industry media and wide audiences.
- 22. Knowledge of domestic and international markets and cultures.
- 23. Command of verbal and written protocol, diplomacy and interpersonal skills.
- 24. Technical expertise in semiconductor, microprocessor and system design, communication technologies, advanced technologies and emerging technologies directly and indirectly related to the technologies controlled by the Corporation.
- 25. Financial expertise in budget management, capital investments and financial practices.
- 26. Diligence in corporate administration.
- 27. Past or present involvement in complex, business-related legal matters.
 - a. Ability to draft, modify and finalize complete agreements and legal documents.
 - b. Familiarity with terms and practices of contractual and confidentiality relationships.
 - c. Familiarity with legal language and structures of legal documents.
- 28. Ability to make objective decisions.
- 29. Ability to deal with controversial situations.
- 30. Non-hierarchical, team player, entrepreneurial attitude

SECTION 5.8 VICE PRESIDENT ROLE AND QUALIFICATIONS

The Vice President of the Corporation shall report to the Executive Committee and shall carry the duties and qualification expertise outlined below and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to such officer from time to time by the Executive Committee.

Duties

No active Corporation duties other than:

1. Participation to Executive Committee meetings and other special Corporation meetings and events called by the Executive Committee or by the General Manager.
2. Ability to temporarily assume the position, role objectives and duties of the President of the Corporation at any time and upon request by the Executive Committee until a duly elected President is nominated by the Executive Committee.

Expertise

Same as for the role of President.

SECTION 5.9 TREASURER ROLE AND QUALIFICATIONS

The Treasurer of the Corporation shall report to the Executive Committee and shall operate under the general direction of HTC's General Manager. The Treasurer shall carry the duties and qualification expertise outlined below and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to such officer from time to time by the Executive Committee.

Duties

1. Have control, custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Executive Committee.
2. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the General Manager or the Executive Committee and in compliance with the provisions of Sections 7.1 and 7.2, keeping detailed records of such disbursements.
4. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
5. Exhibit at all reasonable times the books of account and financial records to any Promoter Member, or to agent or attorney of any Promoter Member, on request thereof.
6. Render to the Promoter Members, whenever requested, an account of any or all of such individual's transactions as General Manager and of the financial condition of the Corporation.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
8. Be responsible for overseeing tax matters for the Corporation.

9. Collect dues, fees, and assessments, as determined by the Executive Committee, and use the dues, fees and assessments it collects only (i) to pay such administrative costs that are approved by the General Manager and if applicable the Executive Committee; (ii) to pay the expenses of any materials or workshops that the Corporation may require to conduct its activities; and (iii) for any other purposes that the General Manager or the Executive Committee may authorize consistent with the purpose of the Corporation and these Bylaws.
10. Open and administer, in the name of the Corporation, such federally insured bank accounts, investment accounts and credit card accounts as the General Manager reasonably may deem appropriate and hold all dues and fees it collects from Members in those accounts until disbursement in accordance with the policies and procedures established by the Executive Committee.
11. Manage the Corporation's mail box and timely internal distribution of incoming mail and material.
12. Attend Executive Committee meetings and any other meetings of the Corporation as the General Manager or the Executive Committee may deem appropriate.

Qualifications

The individual applying for, being considered for or assuming the role of Treasurer of the Corporation shall have the following qualifications and expertise, each item intended to come at thorough level.

13. Present or past managerial-level or greater responsibility in finance administration.
14. Expertise in:
 - a. Corporate administration.
 - b. Budget management.
 - c. Financial account management.
 - d. Invoicing and billing.
 - e. Expense management.
 - f. Banking and financial institution regulations, policies and practices.
 - g. Capital investments option – risk and return – and practices
 - h. Financial software tools
15. Timeliness with financial deadlines.
16. Accuracy and diligence in corporate administration and record keeping.
17. Understanding of legal matters, practices and language
18. Skills in interacting with global industry
19. Command of verbal and written protocol, diplomacy and interpersonal skills.
20. Ability to make objective decisions.
21. Ability to deal with controversial situations.
22. Team player.

ARTICLE 6 WORKING GROUPS

SECTION 6.1 WORKING GROUPS

The Corporation shall have any number of Working Groups as may from time to time be deemed appropriate by the Executive Committee. Working Groups shall have only those powers delegated by the Executive Committee, shall act in an advisory capacity to the Executive Committee and shall report directly to the Executive Committee. Working Groups consist of voluntary participation and voting rights by employees of Promoter Members and Contributor Members. An example of such Working Groups is the Technical Working Group, who is in charge of coordinating, reviewing, approving or disapproving all technical matters relating to the Specifications (subject to the ultimate authority of Executive Committee) and propose a Specification for review and release by the Executive Committee.

Working Groups shall be responsible for coordinating, reviewing, authorizing, approving or disapproving such activities as proposed and carried out by its subordinate Task Forces, if any. No Working Group shall be delegated the power and authority of the Executive Committee in the management of the Corporation unless all of the members of such Working Group shall be Directors.

SECTION 6.2 MEETINGS AND ACTION OF WORKING GROUPS

Meetings of the Working Groups shall be governed by, noticed, held and taken in accordance with policies and procedures established by the Working Groups, as approved or ratified by the Executive Committee. Notice of the time and place and purpose of holding any meeting of a Working Group shall be given by the chair of the Working Group to the persons entitled to participate in such meeting at least fourteen (14) calendar days prior to the scheduled date for the meeting. The Executive Committee may also adopt rules and regulations pertaining to the conduct of meetings of Working Groups to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

SECTION 6.3 COMPOSITION OF WORKING GROUPS

The Executive Committee shall select the chair or co-chairs of a Working Groups. Such chair or co-chairs shall serve for a one (1) year term and until their successors are duly selected. Each Promoter Member shall be entitled to have an employee included in any Working Group. All Contributor Members and Promoter Members of the Corporation, in good standing, are eligible to submit a request to a Working Group chair or co-chairs to have an employee included in a Working Group. From the Contributor Member requests, a Working Group chair or co-chairs shall propose the remaining individuals to serve on a Working Group and submit this proposal to the Executive Committee for approval. A minimum of one-third of the total number of members of any Working Group shall be reserved for employees of Contributor Members. If the Working Group chairs or co-chairs cannot decide on the remaining individuals to serve, the Executive Committee shall select the remaining individuals to serve on a Working Group.

SECTION 6.4 TASK FORCES

Any Working Group may, in its discretion, establish Task Forces subordinate to a Working Group to deal with individual topics or sections of a proposal. Members of a Working Group will elect the chair or co-chairs, if any, of each Task Force. Each Promoter Member shall be entitled to have an employee included in any Task Force, and each Contributor Member may submit a request to a Working Group chair or co-chairs to have an employee included in the Task Group. For reasons of operational efficiency of a Task Force, a Working Group shall have the discretion to limit the size of a Task Force.

SECTION 6.5 SCHEDULE OF MEETINGS

The chair or co-chairs of a Working Group or an established Task Force shall keep all eligible participants informed about the schedule or completion date of the Working Group or the established Task Force activities.

SECTION 6.6 CONDUCT OF MEETINGS

The Working Groups and Task Forces will maintain minutes of their meetings. The affirmative vote of representatives of at least two-thirds (2/3) of the Promoter or Contributor Members represented on the Technical Working Group and that are eligible to vote, in attendance in person or by electronic means, shall be necessary to adopt any resolution or submit a proposal to the Executive Committee. A majority vote of the representatives serving on a Task Force shall be necessary for the submission of a proposal to a Working Group.

SECTION 6.7 VOTING ELIGIBILITY

Each Member with a representative(s) on a Working Group may have only one (1) vote on matters put before such Working Group. Each Promoter or Contributor Member with a representative on a Working Group must have had a representative (or a substitute representative) present at three (3) of the last four (4) meetings of a Working Group in order for its representative to be eligible to vote.

ARTICLE 7

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 7.1 EXECUTION OF INSTRUMENTS

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

SECTION 7.2 CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Executive Committee, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation can be signed by the Treasurer under the supervision of the General Manager, or by the General Manager for expenses already approved by the Executive Committee, except in those cases, if any, in which the amount exceeds a maximum limit set by the Executive Committee; in such cases a check shall require the signatures of both the General Manager and the President.

SECTION 7.3 DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the General Manager may select as appropriate.

ARTICLE 8 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 8.1 MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office:

- (a) Minutes of all meetings of the Executive Committee, committees of the Executive Committee, Working Groups, Task Forces and all meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof including all proxies;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its Members, if any, indicating their names and addresses and, if applicable, the class of membership held by each Member and the termination date of any membership;
- (d) A copy of the Corporation's Articles of Incorporation and these Bylaws, as amended to date, which shall be open to inspection by the Members, if any, of the Corporation at all reasonable times during office hours; and
- (e) A copy of the Corporation's annual return and the exempt status application materials of the Corporation, all of which will be provided to any individual (without charge other than a reasonable fee for any reproduction and mailing costs) who requests, in person or in writing, a copy of such documents.

SECTION 8.2 CORPORATE SEAL

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

SECTION 8.3 MEMBERS' INSPECTION RIGHTS

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

SECTION 8.4 RIGHT TO COPY AND MAKE EXTRACTS

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

SECTION 8.5 PERIODIC REPORT

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

ARTICLE 9 TAX EXEMPT PROVISIONS

SECTION 9.1 LIMITATION ON ACTIVITIES

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

SECTION 9.2 PROHIBITION AGAINST PRIVATE INUREMENT

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

SECTION 9.3 DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed as determined by the Executive Committee, in accordance with provisions of Article 4 of the Articles of Incorporation.

ARTICLE 10 AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by the affirmative vote of two-thirds (2/3) of the “number of Directors currently serving on the Executive Committee” (as this phrase is defined in Section 4.17 of these Bylaws). Notwithstanding the foregoing, (i) Section 3.1 may only be amended as provided in Section 3.1; (ii) any amendment of a provision requiring more than a majority vote of a class of Directors or Members may only be amended if passed by more than a majority of the Directors or applicable Member class required by the provision being amended; and (iii) any termination of a Member class pursuant to this Article 10 or termination of membership status pursuant to Article 4.18 shall require thirty (30) days notice to each of the Members of the affected class or the affected Member.

ARTICLE 11 CONSTRUCTION OF TERMS

SECTION 11.1 ENFORCEABILITY

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.

SECTION 11.2 REFERENCES TO ARTICLES

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation filed in the office of the Secretary of State of the State of Texas, as amended from time to time.

ARTICLE 12 MEMBERSHIP PROVISIONS

SECTION 12.1 ROLE OF MEMBERSHIP

Membership to the Corporation is the means through which subject to the benefits and the limitations of individual membership classes described in Section 12.2 Members may obtain:

- (a) Royalty-free license rights to commercial use of the Specifications and their related patents which are part of the patent pool controlled by the Corporation;
- (b) Royalty-free license rights to commercial use of the Corporation's Trademarks;
- (c) Rights to participate to and vote on Executive Committee, Working Groups meetings and Task Force discussions, deliberations and decisions;
- (d) Rights to propose technology designs or solutions in line with the provisions of Section 1.14 for possible adoption and approval by the Corporation as a Specification
- (e) Advanced access to specifications under development and discussion by Working Groups not yet adopted and approved by the Corporation;
- (f) Access to the member-only technical support database accessible online via password log-in on the Corporation web site at www.hypertransport.org;
- (g) Technical support and technology training on the Specifications;
- (h) Rights to leverage special features of the Corporation's web site as well as industry and media events sponsored or co-sponsored by the Corporation for the promotion of Member's Specifications-related technology, reference designs and products to the global technology industry and media;
- (i) Advanced knowledge of technology promotion and marketing plans of the Corporation;
- (j) Rights to participate to general meetings, seminars and developers conferences organized by the Corporation; and
- (k) Updates on the status and progress of the Specifications and the Corporation.

SECTION 12.2 MEMBERSHIP CLASSES

The Corporation has four (4) classes of members: Promoter Members, Contributor Members, Adopter Members and Academic Members as defined in Article 1. The difference in benefits between membership classes is so as to best serve the diverse industry needs for the adoption and commercial use of the Specifications and Trademarks and the benefits received from the Corporation as follows:

- (a) Promoter membership – For companies seeking: (i) royalty-free commercial license to proprietary implementations and/or business promotion of technology or products based on HyperShare™ and/or HyperTransport® Specifications and their related patents; (ii) royalty-free license to commercial use of any of the Corporation's

Trademarks; (iii) rights to nominate one (1) representative as Director of the Executive Committee in accordance with the provisions of Article 4; (iv) rights to participate to and vote on Executive Committee, Working Groups and Task Force meetings, discussions, deliberations and decisions; (v) rights to propose a technology solution or design in line with the provisions of Section 1.14 for possible adoption and approval by the Corporation as a Specification; (vi) advanced access to Specifications under development and discussion by Working Groups not yet adopted and approved by the Corporation; (vii) access to member-only technical support databases accessible online via password log-in on the Corporation web site at www.hypertransport.org; (viii) rights to all technical support, training and business promotion benefits offered at any given time by the Corporation and detailed on the Corporation web site at www.hypertransport.org; (ix) rights to leverage certain special features of the Corporation's web site as well as industry and media events sponsored or co-sponsored by the Corporation for the promotion of Member's Specifications-related technology, reference designs and products to the global technology industry and media; (x) advanced knowledge of technology promotion marketing plans of the Corporation; (xi) rights to participate to general meetings, seminars and developers conferences organized by the Corporation; and (xii) updates on the status and progress of the Specifications and the Corporation;

- (b) Contributor membership – For companies seeking: (i) royalty-free commercial license to proprietary implementations and/or business promotion of technology or products based on HyperShare™ and/or HyperTransport® Specifications and their related patents; (ii) royalty-free license to commercial use of any of the Corporation's Trademarks (iii) rights to participate to and vote on Working Groups and Task Force meetings, discussions, deliberations and decisions; (iv) rights to propose a technology solution or design in line with the provisions of Section 1.14 for possible adoption and approval by the Corporation as a Specification; (v) advanced access to Specifications under development and discussion by Working Groups not yet adopted and approved by the Corporation; (vi) access to member-only technical support databases accessible online via password log-in on the Corporation web site at www.hypertransport.org; (vii) rights to certain technical support, training and business promotion benefits offered at any given time by the Corporation and detailed on the Corporation web site at www.hypertransport.org; (viii) rights to leverage certain special features of the Corporation's web site as well as industry and media events sponsored or co-sponsored by the Corporation for the promotion of Member's Specifications-related technology, reference designs and products to the global technology industry and media; (ix) advanced knowledge of technology promotion marketing plans of the Corporation; (x) rights to participate to general meetings, seminars and developers conferences organized by the Corporation; and (xi) updates on the status and progress of the Specifications and the Corporation;
- (c) Adopter membership – For companies seeking: (i) royalty-free commercial license to proprietary implementations and/or business promotion of technology or products based on HyperTransport® technology Specifications and its related patents; (ii) royalty-free license to commercial use of any HyperTransport®-related Trademarks;

- (iii) access to portion of the member-only technical support databases accessible online via password log-in on the Corporation web site at www.hypertransport.org;
 - (iv) rights to participate to general meetings, seminars and developers conferences organized by the Corporation; and (v) updates on the status and progress of the Specifications and the Corporation;
- (d) Academic membership – This membership class is exclusively reserved for academic institutions and non-profit organizations seeking: (i) Adopter membership level technical information on and support for the HyperTransport® Specifications; (ii) Corporation promotion to the global industry of their HyperTransport®-based research and projects, provided that such research and projects are deemed noteworthy by the Corporation and in line with the Corporation’s purpose outlined in Article 2. Academic membership does not grant any commercial license rights to any Specification, nor to any commercial Trademark of the Corporation.

Only Promoter Members and Contributor Members have rights to vote as set forth in these Bylaws, and only Promoter Members shall have the right to vote on proposed amendments to these Bylaws. Otherwise, Members have such other rights, privileges, benefits, and restrictions established by these Bylaws, by the Executive Committee, or by law.

Academic members have no commercial license rights to any Specifications, nor to any trademarks of the Corporation.

Commercial organizations cannot be granted Academic membership.

Individuals cannot be granted any class of membership.

SECTION 12.3 MANDATORY AND ELECTIVE MEMBERSHIP

A proper class of membership to the Corporation per Article 12 above is mandatory as the means to obtaining proper commercial license rights to HyperShare™ and/or HyperTransport® technology Specifications. Specifically:

- (a) Either a Promoter membership or Contributor membership is mandatory for any commercial use, promotion and/or sale through any means of technology solutions or products based on any or any portion of HyperShare™ technology Specifications that are implemented in a company-proprietary fashion.
- (b) Either a Promoter membership, Contributor membership, or Adopter membership is mandatory for any commercial use, promotion and/or sale through any means of technology solutions or products based on any or any portion of HyperTransport® technology Specifications implemented in a company-proprietary fashion.

Membership to the Corporation is elective and non mandatory for:

- (c) Commercial use, promotion and/or sale through any means of technology solutions or products based on any or any portion of HyperShare™ and/or HyperTransport® technology Specifications and which are (i) commercially acquired from duly licensed third-party Promoter Members, Contributor Members, or Adopter Members and (ii) resold without introducing company-proprietary modifications or changes of any kind; or
- (d) Non-commercial use of any or any portion of HyperTransport® technology Specifications – e.g. in academic projects – by HTC-approved academic institutions and non-profit technology organizations (see section 12.5c for details).

SECTION 12.4 QUALIFICATIONS FOR MEMBERSHIP CLASSES

The qualifications for membership in this Corporation are as follows:

Subject to the provisions of Sections 12.1 and 12.2, membership will be available to all commercial enterprises or academic institutions that are users, manufacturers, sellers, suppliers, or researchers of computing, networking, telecommunications, storage, signal processing or high performance embedded applications products and technologies, or related peripherals, software, or other similar products or services, and that expect to support the design, development or application of hardware or software products that will implement or comply with the Specifications.

All Members shall agree to adhere to (i) an appropriate membership agreement provided by the Corporation, as amended from time to time, (ii) these Bylaws as amended from time to time, and (iii) policies and procedures duly adopted by the Executive Committee.

Government entities, schools and universities, and nonprofit organizations may be eligible for Membership. Additionally, the Executive Committee may authorize such entities to otherwise participate in the Corporation's activities, subject to such policies, procedures and limitations as may be established by the Executive Committee.

SECTION 12.5 ADMISSION TO MEMBERSHIP CLASSES

- (a) Promoter Members. Qualified commercial enterprises may be admitted to membership in the class of Promoter Member upon (i) meeting the requirements of Section 12.4, (ii) execution of a membership agreement as a Promoter Member, and (iii) payment of the applicable dues within a deadline established by the Executive Committee.
- (b) Contributor Members. Qualified commercial enterprises may be admitted to membership in the class of Contributor Member upon (i) meeting the requirements of Section 12.4, (ii) execution of a membership agreement as a Contributor Member, and (iii) payment of the applicable dues within a deadline established by the Executive Committee.

- (c) Adopter Members. Qualified commercial enterprises may be admitted to membership in the class of Adopter Member upon (i) meeting the requirements of Section 12.4, (ii) execution of a membership agreement as an Adopter Member, and (iii) payment of the applicable annual dues as specified by the Executive Committee.
- (d) Academic Members. Qualified non-profit educational institutions may be admitted to membership in the class of Academic Member upon (i) meeting the requirements of Section 12.4, (ii) execution of a membership agreement as an Academic Member (iii) payment of the applicable annual dues (if any) as specified by the Executive Committee.

SECTION 12.6 FEES AND DUES

- a) Amount of Dues. The annual membership dues payable to the Corporation by each class of Members shall be established and may be changed from time to time by resolution of the Executive Committee. Dues may vary between Member classes and within a class based on reasonable and nondiscriminatory criteria approved by the Executive Committee. Annual dues applicable to new memberships and membership renewals for all Members classes are detailed on the Corporation web site at www.hypertransport.org.
- b) Payment of Dues. Dues shall be due upon becoming a Member of the Corporation or admission to a different class of membership and payable within thirty (30) days of receipt of an invoice from the Corporation by the Member. Annual dues shall be for the twelve (12) consecutive months from the date of the Member's joining and shall be due and payable each successive year on that same date. If any Member is delinquent by more than sixty (60) days in the payment of dues, such Member's rights, including voting rights, can be deemed suspended upon written notice from the Corporation until all delinquent dues are paid. A Member is not in good standing if its dues have not been paid within the time required.
- c) Acquisition of Member. In the event that a Member is acquired by another Member, no future installments for dues shall be assessed for the acquired Member and no refunds for dues payments already made shall be given. The foregoing shall not relieve the acquiring Member of its obligation to pay dues in accordance with the terms of this Agreement or its obligation to pay the Corporation any other fees the acquired Member owed the Corporation

SECTION 12.7 MEMBERSHIP RENEWAL OBLIGATION AND ELECTIVENESS

Upon each membership renewal date as described in Section 12.6(b), the Member shall be either obligated or not obligated to renew its membership to the Corporation depending on its standing and compliance with the provisions of Sections 12.3. If according to the provisions of Section 12.3 the Member is not under any obligation to renew its membership to the Corporation and if the Member continues to qualify in accordance with the provisions of Section 12.4, the Member may freely elect to renew its membership to the Corporation.

SECTION 12.8 MEMBERSHIP CLASS UPGRADE AND DOWNGRADE

- (a) Membership Class Upgrade. At any time the Member can issue a request for membership upgrade to a membership class higher than the Member's current membership class. Such membership upgrade request shall be deemed acceptable by the Corporation if the Member's standing at the time of its request is in full compliance with the provisions of Sections 12.4, 12.5 and 12.6. Member's dues for the membership class upgrade shall be due to the Corporation in accordance with the provisions of Section 12.6. The unused portion of the membership dues already paid to the Corporation for the Member's current membership yearly cycle shall be prorated toward the dues for the higher membership class.
- (b) Membership Class Downgrade. At any time the Member can issue a request for membership downgrade to a membership class lower than their current membership class. Such membership downgrade request shall be deemed acceptable by the Corporation if: (i) the Member's standing at the time of its request is in full compliance with the provisions of Sections 12.4, 12.5 and 12.6, and (ii) it is in compliance with the member's standing on the use of the Specifications and the Trademarks in conjunction with the provisions of Section 12.3. The Member shall not be entitled to a refund of the unused portion of the membership dues already paid to the Corporation, nor to a prorating of the same toward the dues for the lower membership class.

Requests for membership class upgrade and downgrade should be in writing and addressed to the General Manager of the Corporation.

SECTION 12.9 MEMBERSHIP TERMINATION

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

- (a) By the Member, upon the Member's written request to the General manager of the Corporation informing of the Member's decision to terminate its membership in the Corporation. Such membership termination request shall be deemed acceptable by the Corporation if: (i) it is in compliance with the member's standing on the use of the Specifications and the Trademarks in conjunction with the provisions of Section 12.3, (ii) the Member is in compliance with the provisions of Sections 12.4, 12.5 and 12.6, and (iii) it is received by the General Manager of the Corporation within sixty (60) from the membership renewal date.
- (b) By the Corporation, upon a failure of a Member to initiate or renew membership by paying dues on or before the due date thereof, such termination to be effective thirty (30) days after a written notification of delinquency is sent to such Member by the General Manager of the Corporation. A Member may avoid such termination by

paying the amount of delinquent dues within a thirty (30) day period following the Member's receipt of the written notification delinquency;

- (c) By the Corporation for cause, after providing the Member with at least thirty (30) days' prior written notice of the proposed termination and the reason(s) and an opportunity to be heard either orally or in writing not less than five (5) days before the effective date of termination, upon a determination by the affirmative vote of the number of Directors currently serving on the Executive Committee, minus one (1): (i) that the Member is in breach of these Bylaws or its membership agreement; (ii) that the Member has failed to satisfy the qualifications for membership; or (iii) that there are other grounds supporting termination that are fair and reasonable under the circumstances.

Upon membership termination, the Member shall not be entitled to any refund of the unused portion of the membership dues already paid to the Corporation. Additionally, any outstanding dues by the Member at the time of membership termination shall promptly become due and payable on the effective termination date, and shall be paid to the Corporation within thirty (30) days of the membership agreement termination date. All rights of a Member in the Corporation shall cease on termination of membership as herein provided, except as otherwise provided in the members' agreement entered into by such Member.

SECTION 12.10 NUMBER OF MEMBERS

There is no limit on the number of Members that the Executive Committee may admit as Contributor Members, Adopter Members and Academic Members.

SECTION 12.11 MEMBERSHIP RECORDS AND DESIGNATION OF REPRESENTATIVE

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

SECTION 12.12 NON-LIABILITY OF MEMBERS

No Member of this Corporation is, as such, individually liable for the particular debts, liabilities, or obligations of the Corporation. A Member exercising management powers or responsibilities for or on behalf of the Corporation will not have personal liability to the Corporation or its Members for damages for any breach of duty in that capacity, provided that nothing in this Section shall eliminate or limit: (a) the liability of any Member if a judgment or other final adjudication adverse to such Member establishes that such Member's acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law, or that such Member personally gained in fact a financial profit or other advantage to which such Member was not legally entitled, or that, with respect to a distribution to Members, such Member's acts were not performed in accordance with the applicable provisions of the Act.

SECTION 12.13 NON-TRANSFERABILITY OF MEMBERSHIPS

No Promoter Member may transfer a membership or any right arising there from unless approved by a simple majority of the Executive Committee. Notwithstanding the foregoing, upon written notice to the Corporation, any Contributor Member, Adopter Member or Academic Member may transfer its membership to a successor to its business or an Affiliate, which agrees to be bound by the terms and conditions of such Member's agreement with the Corporation and these Bylaws. All rights of membership cease upon the Member's dissolution.

SECTION 12.14 AFFILIATED ENTITIES – ONE MEMBER

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

SECTION 12.15 NO OWNERSHIP INTEREST

Members shall not have any ownership interest in the assets of the Corporation.

ARTICLE 13 MEETINGS OF MEMBERS

SECTION 13.1 PLACE OF MEETINGS

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

SECTION 13.2 SPECIAL MEETINGS OF THE MEMBERS

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

SECTION 13.3 NOTICE OF MEETINGS

Unless otherwise provided by these Bylaws or by law, written notice stating the place, day and hour of a meeting of Members and, in the case of a special meeting of Members, the purpose or purposes for which the meeting is called, shall be delivered to appropriate Members not less than fourteen (14) nor more than sixty (60) days before the date of the meeting, at the direction of the Executive Committee, President or the General Manager, or the persons calling the meeting by electronic email, by postal mail, by express mail, or by facsimile transmission. If mailed by regular mail or express mail, such notice shall be deemed to be delivered three (3) days after being deposited in the mail or registered with the express mail courier addressed to the Member's prime contact at such Member's address as it appears on the records of the Corporation, with postage prepaid. If the notice is sent by electronic mail, by facsimile transmission or by other electronic means, the notice shall be deemed delivered the first business day following the day it is sent.

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

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

SECTION 13.4 QUORUM FOR MEMBER MEETINGS

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

SECTION 13.5 MEMBERSHIP ACTION

Every act or decision done or made by a majority of the Promoter Members and the Contributor Members or Delegates thereof at a duly held meeting is the act of the Promoter Members and Contributor Members, unless these Bylaws or provisions of law require a greater number or different method of calculation.

SECTION 13.6 ELECTION OF EXECUTIVE COMMITTEE

Election of individuals nominated by Promoter Members and Contributor Members to the Executive Committee in accordance with Section 4.4 of these Bylaws shall be by electronic

or written ballot. All Promoter Members and Contributor Members in good standing are entitled to vote for the election of such Directors. Such electronic or written ballots shall be distributed to those Promoter Members and Contributor Members eligible to vote. Such ballots shall be due by the date specified on the ballot. Each Promoter Member and Contributor Member eligible to vote may vote for Executive Committee nominees up to the number of Director positions that may be filled by Contributor Member nominations (if any) in accordance with Section 4.4. The nominees receiving the highest number of votes shall be elected to the Executive Committee as Directors.

SECTION 13.7 VOTING PROCEDURE

Each Promoter Member and Contributor Member in good standing shall have one (1) vote on each matter submitted to a vote by the Members. Voting on all matters other than election of Directors for the Executive Committee at meetings shall be by a show of hands if held in person, or by voice ballot if held by audio or video teleconferencing, unless otherwise required, or by secret ballot if requested by a majority of any class of Promoter Members or Contributor Members. Results of all ballots shall be duly distributed to all Members within one (1) business day of each ballot.

SECTION 13.8 ACTION BY WRITTEN OR ELECTRONIC BALLOT

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

The ballot shall:

- (a) Set forth the proposed action;
- (b) Provide an opportunity to specify approval or disapproval of each proposal;
- (c) State the percentage of approvals necessary to pass the measure submitted;
and
- (d) Specify the date by which the ballot must be received by the Corporation in order to be counted. The date set shall afford Promoter Members and Contributor Members a reasonable time within which to return the ballots to the Corporation.

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

SECTION 13.9 CONDUCT OF MEETINGS

Meetings of Members shall be presided over by the President or, in the President's absence, by another individual serving on the Executive Committee or, in the absence of all of these

persons, by the General Manager. The General Manager of the Corporation shall act as secretary of all meetings of Members, provided that, in the General Manager's absence or when the General Manager is presiding, the presiding officer shall appoint another person to act as secretary of the Meeting.

Meetings shall be conducted to allow for active, fair and open participation by all Members attending the meeting. All Members shall have the right to express opinions on the subject matter, whether or not the opinions differ from those of the majority. Where a decision is called for, it shall be determined by voice vote, and each Promoter Member or Contributor Member shall have the opportunity to vote on the outcome. Meetings may not be adjourned until questions, opinions and comments from all participating Members are voiced and duly recorded by the presiding officers, subject to reasonable limitations on the time and duration of meetings.

ARTICLE 14

SPECIFICATIONS DEVELOPMENT

Before approving Specifications, design guidelines, or other documentation in furtherance of the purpose of the Corporation, the Executive Committee shall adopt and publish to the Membership, policies and procedures for the development and approval of such documents. Such policies and procedures shall be in conformity with these Bylaws and approved by the affirmative vote of two-thirds (2/3) of the number of Directors on the Executive Committee. The policies and procedures shall give Working Groups, Promoter and Contributors the opportunity to make proposals for changes or additions to the Specifications, design guidelines, and other documentation. The policies and procedures shall also give such Members a reasonable time period, but no less than sixty (60) days, to review draft Specifications, design guidelines and other documentation, before such documents are finally released by the Executive Committee.

ARTICLE 15

ANTITRUST

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

limiting their discussions to subjects that relate to the purposes of the Corporation, whether or not such discussions take place during formal meetings, informal gatherings, or otherwise.

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

ARTICLE 16 VOLUNTARY DISSOLUTION

The Corporation may dissolve voluntarily upon the unanimous vote of the Executive Committee.

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

ARTICLE 17 CONFLICTS OF INTEREST

SECTION 17.1 PURPOSE

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

SECTION 17.2 DEFINITIONS

(a) Interested Person. Any director, principal officer, or member of a committee with Executive Committee-delegated powers who has a direct or indirect Financial Interest, as defined below, is an "Interested Person."

(b) Financial Interest. A person has a "Financial Interest" if the person has, directly or indirectly, through business, investment or family:

(1) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or

(2) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

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

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

SECTION 17.3 PROCEDURES

(a) Duty to Disclose. In connection with any actual or possible conflicts of interest, an Interested Person must disclose the existence of such person's Financial Interest and all material facts relating thereto to the Executive Committee and members of committees with Executive Committee-delegated powers considering the proposed transaction or arrangement.

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

(c) Procedures for Addressing the Conflict of Interest.

(1) An Interested Person may make a presentation at the Executive Committee or committee meeting, but after such presentation, such Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

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

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

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

(d) Violations of the Conflicts of Interest Policy.

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

(2) If, after hearing the response of the Interested Person and making such further investigation as may be warranted in the circumstances, the Executive Committee or committee determines that the Interested Person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 17.4 RECORDS OF PROCEEDINGS

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

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

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

SECTION 17.5 COMPENSATION COMMITTEES

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

SECTION 17.6 ANNUAL STATEMENTS

Each Director, officer and member of a committee with Executive Committee-delegated powers shall annually sign a statement, which affirms that such person

- (a) has received a copy of the conflicts of interest policy;
- (b) has read and understands the policy;
- (c) has agreed to comply with the policy; and

- (d) understands that the Corporation is a charitable organization and that, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 17.7 PERIODIC REVIEWS

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

ARTICLE 18 MISCELLANEOUS

SECTION 18.1 FREEDOM OF ACTION

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

SECTION 18.2 FISCAL YEAR

The fiscal year of the Corporation shall be the twelve-month period ending on the last day of June in each year.

SECTION 18.3 GOVERNING LAW

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

These Amended and Restated Bylaws were adopted by the Executive Committee effective as of May, 2012.

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