

## AMENDED AND RESTATED BYLAWS OF WiMAX Forum

### A California Nonprofit Mutual Benefit Corporation

#### Definitions:

The term “Supported Standard” refers to all current and future versions of IEEE standard 802.16, as well as Board approved profile amendments and extensions such as WiMAX Advanced, WiGRID and AeroMACS.

1. **Name.** The name of this corporation is WiMAX Forum (referred herein as the “Corporation” or the “WiMAX Forum”).

2. **Offices of the Corporation.**

(a) **Principal Office.** The address for the principal office of the Corporation is 9009 SE Adams St., #2259, Clackamas, OR 97015-2259. The board of directors of this Corporation (the "Board") may change the address of the principal office from one location to another. Any change of location of the principal office shall be noted by the secretary on these bylaws opposite this Section, or this Section may be amended to state the new location.

(b) **Other Offices.** The Board may, at any time, establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

3. **Purposes and Limitations.**

(a) **Purpose.** This Corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. Without limiting the generality of the foregoing, the specific purpose of this Corporation is to promote the Supported Standard for wireless networking as a global broadband wireless standard and to promote equipment interoperability and compatibility under the Supported Standard. Additionally, at the request of the President and with full approval of the Board, the Corporation may promote profiles and equipment interoperability for other wireless networking standards which may work as a complement or in concert with the Supported Standard.

(b) **Limitations.** Notwithstanding any other provision of these bylaws, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes for which the Corporation is organized as herein set forth. The Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986.

4. **Members.**

(a) **Classes, Qualifications and Rights of Membership.**

(i) Classes of Membership. The Corporation has two categories of member participants, “Board Level Members” and “Members”. For purposes of determining membership rights under Section 5056(a) of the Nonprofit Corporation Law, there shall be a single class of members, which is designated as "Board Level Members" in these Bylaws and is designated as “principal members” in Article (V)(A) of the Corporation’s Restated Articles of Incorporation. Only Board Level Members are voting members under Section 5056(a). The second category, referred to as “Members” in these Bylaws, corresponds to “regular members” in Article (V)(B) of the Corporation’s Restated Articles of Incorporation. As used in these Bylaws, “members” is also used to refer collectively to both “Board Level Members” and “Members” unless expressly provided otherwise or unless the context requires a different reading. The Corporation may have such subcategories of Members as determined by the President from time to time with full approval of the Board (e.g. “Observing Members”). The rights and obligations of such should be established by the President and approved by the Board. Such Members shall have no rights as members within the meaning of Section 5056 of the California Corporations Code.

(ii) Qualifications for Membership as a Member. Except as provided in Section 4(a)(iv), any company or other entity shall be eligible to be a Member if it demonstrates that it is dedicated to the purposes of this Corporation by:

(A) Publicly displaying a legitimate business or governmental interest; AND

(B) Publicly supporting or engaging in activities that promote the development, manufacture, improvement, or deployment of WiMAX Forum Certified® products or related products, services or applications, or that evidence an interest in potentially engaging in any of the foregoing activities; AND

(C) Receiving approval of the membership application by the WiMAX Forum President; AND

(D) Executing a copy and agreeing to the terms of the Corporation’s membership agreement, as amended from time to time; AND

(E) Paying such dues and fees, if any, as the Board may fix from time to time.

(iii) Qualifications for Membership as a Board Level Member. Except as provided in Section 4(a)(iv), any company shall be eligible for membership as a Board Level Member if it satisfies the membership eligibility requirements for Members under Section 1(a)(ii) above and is admitted by Board Level Members in their discretion and with the vote required under Section 5(g)(iv) of these bylaws, provided that the total number of Board Level Members does not exceed the maximum number of directors authorized from time to time under Section 6(c).

Selection of Board Level Members shall be based on selection criteria that the Board may establish from time to time together with such other factors and consideration as the Board determines to be relevant. The term of membership for a Board Level Member is

one (1) year from the date of appointment, at which time it will automatically expire unless renewed by the Board Level Members through the vote required under Section 5(g)(iv). In addition, Board Level Membership status shall automatically be terminated by the occurrence of one of the events described in Section 4(a)(iii)(A).

(A) Termination of Board Level Membership. A member's status as a Board Level Member will automatically terminate upon the occurrence of one of the following:

- (1) its membership is terminated pursuant to Section 4(e),
- (2) it ceases to be eligible for membership as a Member under Section 1(a)(ii),
- (3) it voluntarily relinquishes its status as a Board Level Member, or
- (4) it undergoes a "Member Corporate Transaction" as further described in Section 4(e)(iii) and 4(e)(iv).

(B) Consequences of Termination of Board Level Membership Status. Upon termination of Board Level Member status, membership rights automatically revert to those of a Member (i.e. non Board level) if the company continues to satisfy the qualifications for membership as a Member and its membership remains in good standing. Termination of membership in the Corporation automatically results in concurrent termination of all rights as a Board Level Member.

(iv) Collective Organization Not Eligible for Membership. No "Collective Organization" shall be eligible for membership as a member of the Corporation. For purposes of this Section, "Collective Organization" means any membership- or representative-based association, organization or entity.

(v) No Admission or Exclusion in Violation of Applicable Law. This Corporation shall take no action in admitting a member, refusing to admit a member, or suspending or terminating the membership of a member that would be a violation of any applicable law, rule or regulation.

(vi) Supermajority Voting Requirements. At any such time as the Corporation has only three (3) Board Level Members, for any matter that requires approval of at least three-quarters or sixty percent (60%) of the Board Level Members voting as a single class, the percentage required for approval shall be two thirds. At any such time as the Corporation has less than three (3) Board Level Members, the approval of any matter shall be by a majority.

(vii) Rights and Privileges Reserved to Members. Unless otherwise provided herein, the following rights and privileges are reserved to members only: the

right to certify products under certification programs that the Corporation may operate from time to time; participation in PlugFest events that the Corporation conducts; the right to participate in any active Public Key Infrastructure (PKI) or other security certification programs managed or affiliated with the Corporation or its designated security certification partner companies; and such other rights and privileges as the Board may prescribe from time to time. From time to time, the Corporation management or the Board may grant the rights and privileges described in this Section to non-members.

(viii) Extension of Benefits to Affiliates of Members. Except for the voting rights, a member of the WiMAX Forum of any class may extend to one or more of its Affiliates (as further defined in this Section) certain of the benefits and/or privileges of its membership with the WiMAX Forum upon satisfying the following conditions: (i) providing written notice regarding same to the WiMAX Forum; and (ii) receiving approval from the WiMAX Forum management to extend such benefits and/or privileges. For the purposes of this Section, an "Affiliate" shall mean any company or entity that directly controls, is controlled by, or is under common control with a member that is extending its benefits and/or privileges. As used in this definition, the term "control" (including the terms "controlling," "controlled by," and "under common control with") means the direct possession of beneficial ownership of one hundred percent (100%) of the equity interests of a member that is extending its WiMAX Forum membership benefits and/or privileges.

(b) **Reserved.**

(c) **Dues, Fees, and Assessments.** Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. Unless the Board makes an express determination to the contrary, all dues, fees, and assessments are nonrefundable. No dues, fees, or assessments will be refunded to a member in the event that a member's membership in the Corporation is suspended or terminated.

(d) **Good Standing.** Those members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

(e) **Termination and Suspension of Membership.**

(i) Causes of termination. A membership shall terminate on occurrence of any of the following events:

(A) Resignation of a member, on written notice to the Corporation;

(B) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;

(C) Failure of a member to pay dues, fees, or assessments as set by the Board within sixty (60) days after they become due and payable;

(D) Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications;

(E) Expulsion or suspension of the member under Sections 4(e)(ii), 4(e)(iii) and 4(e)(iv) of these bylaws.

(ii) Suspension of membership. A member may be suspended, under this Section 4(e)(ii) of these bylaws, based on the good faith determination by the Board or a committee, that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation. A person whose membership is suspended shall not be a member during the period of suspension.

(iii) Suspension in the event of Member Corporate Transaction. A member may be suspended under this Section 4(e)(iii) of these bylaws, based on the final vote and determination by the Board pursuant to the procedure described in Section 4(e)(iv) of these bylaws, in the event of a merger, asset sale or other transaction, in which the resulting or surviving person or entity (the "Surviving Entity") obtains a fifty percent (50%) or greater ownership interest or voting power of the member (a "Member Corporate Transaction"). In the event the Surviving Entity is not a member of the WiMAX Forum, the suspended non-surviving entity that is a member of the WiMAX Forum shall either transfer its membership to the Surviving Entity pursuant to Section 4(e)(v) of these bylaws or the Surviving Entity shall apply as a member of the WiMAX Forum. In any event, the Surviving Entity shall satisfy the applicable qualifications of membership provided in Section 4(a) of these bylaws. An entity whose membership is suspended shall not be a member during the period of suspension. No meeting or vote taken in which a suspended member participates shall be void or voidable because of such suspended member's participation, but such suspended member's presence and/or vote shall not be counted for any purpose.

(iv) Procedure for expulsion or suspension. If grounds appear to exist for expulsion or suspension of a member under Sections 4(e)(i), 4(e)(ii) and 4(e)(iii) of these bylaws, the procedure set forth below shall be followed:

(A) The member shall be given fifteen (15) days for prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the Corporation's records;

(B) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed action. The hearing shall be held, or the written statement considered by the Board to determine whether the expulsion or suspension should take place;

(C) The Board shall vote and decide whether or not the member should be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final;

(D) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

(v) Transfer of Memberships. Memberships are not transferable, except with the approval of the Board. The Board may also impose transfer fees or other conditions on the transferring party as the Board deems fit, provided those fees and conditions are the same for similarly situated members. The proposed transferee shall be required to submit a new application for membership as a condition to becoming a member. All rights of membership cease on the member's dissolution.

(vi) Board of Directors. The position on the WiMAX Forum Board cannot be claimed an asset of the member company, and as such may not be sold or transferred by the member company.

(vii) Dissolution and Winding Up. If the Corporation is dissolved, all members in good standing who are promptly paying applicable membership fees (including Board Level Members) shall receive a pro-rata distribution of all assets (based on their respective levels of fee contribution), exclusive of those held in charitable trust, remaining after payment or provision for payment of the obligations and debts of the Corporation and provision for any other payment required under applicable law.

## 5. Meetings of Members.

(a) **Place of Meeting.** Meetings of the members shall be held at any place within or outside California designated by the Board or by written consent of all members entitled to vote at the meeting, given before or during the meeting.

(b) **Annual Meeting.** An annual members' meeting shall be held on the date and in the location specified by the Board of directors. For this meeting, the Board shall circulate the agenda for the meeting in advance and any proper business may be transacted by the Board Level Members, subject to Sections 5(d)(ii) and 5(e)(i) of these bylaws.

### (c) **Special Meetings.**

(i) Persons authorized to call. A special meeting of the members for any lawful purpose may be called at any time by at least sixty percent (60%) of the members of the Board, the chairperson of the Board, if any, or the president, or five (5) percent or more of the members.

(ii) Calling meetings. A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted

to the chairperson of the Board, if any, or the president or any vice president or the secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Section 5(d) of these bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least thirty-five (35) but not more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

(iii) Proper business of special meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

(d) **Notice Requirements for Members' Meetings.**

(i) General notice requirements. Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be given, in accordance with Section 5(d)(ii) of these bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which members may participate in the meeting, and (A) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (B) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members.

(ii) Manner of giving notice. Notice of any meeting of members shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given either personally or by first-class, registered or certified mail, by confirmed facsimile or electronic mail transmission or by other means of written communication, charges prepaid, and shall be addressed to each delegate (and alternate delegate if the Board so chooses) of each member entitled to vote, at the address of that member appearing on the books of the Corporation or at the address given by the member to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (A) notice is sent to that member by first-class mail or telegraphic or other written communication to the Corporation's principal office or (B) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

(iii) Affidavit of mailing notice. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of the Corporation, and, if so executed, shall be filed and maintained in the Corporation's minute book.

(iv) Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (A) Removing a director without cause;
- (B) Filling vacancies on the Board;
- (C) Amending the articles of incorporation; or
- (D) Electing to wind up and dissolve the corporation.

(e) **Quorum.**

(i) Percentage required. A majority of the members entitled to vote shall constitute a quorum for the transaction of business at any meeting of members.

(ii) Loss of quorum. Subject to the preceding Section 5(e)(i) of these bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken is approved by at least sixty percent (60%) vote of the members required to constitute a quorum, unless the vote of a greater number or voting by classes is required by the California Nonprofit Mutual Benefit Corporation Law, by the articles of incorporation, or by Section 5(g)(v) of these bylaws.

(f) **Adjournment and Notice of Adjourned Meeting.** Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of at least sixty percent (60%) of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than forty-five (45) days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

(g) **Voting.**

(i) Eligibility to vote. Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, the only persons entitled to vote at any meeting of members shall be the Board Level Members who are in good standing as of the record date determined under Sections 5(j)(i) and 5(j)(ii) of these bylaws.

(ii) Manner of casting votes. Voting may be by voice or ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member at the meeting.

(iii) Voting. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. Each member's vote will be cast by either its primary delegate or its alternate delegate, but not both.

(iv) Approval by at least sixty percent (60%) vote of members. If a quorum is present, the affirmative vote of at least sixty percent (60%) of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the voting members (i.e. Board Level Members), unless the vote of a greater number or voting by classes is required by the California Nonprofit Mutual Benefit Corporation Law, by the articles of incorporation, or by Section 5(g)(v) of these bylaws.

(v) Approval by at least three-quarters vote of members. If a quorum is present, decisions on the following matters shall be deemed adopted if approved by the affirmative vote of at least three-quarters of the voting power represented at the meeting, entitled to vote (i.e. Board Level Members):

- (A) Dissolution or winding up of the Corporation;
  - (B) Sale, lease, conveyance, exchange, transfer or other disposition of all or substantially all assets of the Corporation;
  - (C) Merger of the Corporation with other business entities;
- AND
- (D) Amendment of articles of incorporation or bylaws of the Corporation.

(h) **Waiver of Notice or Consent.**

(i) Written waiver or consent. The transactions of any members' meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (A) a quorum is present either in person or by proxy, and (B) either before or after the meeting, each member entitled to vote, who is not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 5(d)(iv), the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(ii) Waiver by Attendance. A member's attendance at a meeting also shall constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

(i) **Action Without a Meeting.**

(i) Action by unanimous written consent. Any action required or permitted to be taken by the members may be taken without a meeting, if all members entitled to vote shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. A written consent may, to the extent permitted by applicable law, be solicited and provided by electronic mail or facsimile, so long as the response contains an actual, facsimile or electronic signature clearly indicating the member's assent to the proposition. The action by written consent shall have the same force and effect as the unanimous vote of the members.

(ii) Action by written ballot without a meeting. Any action that may be taken at any meeting of members may be taken without a meeting by complying with this Section 5(i)(ii) of these bylaws.

(A) Solicitation of written ballots or web based ballots, here after referred to as "ballots." The Corporation shall distribute one ballot to each member entitled to vote on the matter. Such ballots shall be mailed, emailed or delivered in the manner required by Section 5(d)(ii) of these bylaws. All solicitations of votes by ballot shall (1) indicate the number of responses needed to meet the quorum requirement, (2) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures, and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action, (2) provide the members an opportunity to specify approval or disapproval of each proposal, and (3) provide a reasonable time in which to return the ballot to the Corporation. If the Corporation has one hundred (100) or more members, any ballot distributed to 10 or more members shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of directors, a ballot that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

(B) Number of votes and approvals required. Approval by ballot shall be valid only when (1) the number of votes cast by ballot (including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of votes approving equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(C) Revocation. A ballot may not be revoked.

(D) Filing. All ballots shall be filed with the secretary of the Corporation and maintained in the corporate records for at least three years.

(j) **Record Date for Notice, Voting, Written Ballots, and Other Actions.**

(i) Record date determined by Board. For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may fix, in advance, a record date. The record date so fixed for (A) sending notice of a meeting shall not be more than ninety (90) or less than ten (10) days before the date of the meeting; (B) voting at a meeting shall not be more than sixty (60) days before the date of the meeting; (C) voting by written ballot shall not be more than sixty (60) days before the day on which the first written ballot is mailed or solicited; and (D) taking any other action shall not be more than sixty (60) days before that action.

(ii) Record date not determined by Board.

(A) Record date for notice or voting. If not otherwise fixed by the Board, the record date for determining members entitled (1) to receive notice of a meeting of members shall be the business day next preceding the day on which notice is given or, if notice is waived, the business day next preceding the day on which the meeting is held, and (2) to vote at the meeting shall be the day on which the meeting is held.

(B) Record date for action by written ballot. If not otherwise fixed by the Board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

(C) Record date for other actions. If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that acting, whichever is later.

(iii) Members of record. For purposes of this Section 5(j), a person holding a membership at the close of business on the record date shall be a member of record.

(k) **Proxies.**

(i) Rights of members. Each person entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed or emailed by the person and filed with the secretary of the Corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the member or the member's attorney-in-fact.

(ii) Form of solicited proxies. If the Corporation has 100 or more members, any form of proxy distributed to 10 or more members shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters and shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of

directors, any form of proxy that a member marks "withhold," or marks otherwise in a manner indicating that the authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

(iii) Requirement that general nature of subject of proxy be stated. Any revocable proxy covering matters for which a vote of the members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on. Such matters include amendments to the articles of incorporation; amendments to the articles or bylaws changing proxy rights; removal of directors without cause; filling vacancies on the Board of directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the corporate assets unless the transaction is in the usual and regular course of the Corporation's activities; the principal terms of a merger or the amendment of a merger agreement; the election to dissolve the Corporation; contracts or transactions between the Corporation and one or more directors or between the Corporation and an entity in which the director has a material financial interest; or a plan of distribution of assets other than money to members when the Corporation is in the process of winding up, when the distribution is not in accordance with liquidation rights of any class or classes.

(iv) Revocability. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect until either (A) it is revoked by the member executing it before the vote is cast under that proxy, (1) by a writing delivered to the Corporation stating that the proxy is revoked, (2) by a subsequent proxy executed by that member and presented to the meeting, or (3) as to any meeting, by the member's personal attendance and voting at the meeting, or (B) written notice of the death or incapacity of the maker of the proxy is received by the Corporation before the vote under the proxy is counted; provided, however, that no proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three years from the date of execution. The revocability of a proxy that states on its face that it is irrevocable shall be governed by Section 7613 of the California Corporations Code.

## 6. Directors.

### (a) **Nomination and Appointment of Directors**

(i) Eligibility. A Board Level Member may appoint as a director any employee or non-employee who is eligible under the Nonprofit Mutual Benefit Corporation Law to serve as a director.

(ii) Appointment of Directors. Each Board Level Member is entitled appoint one director to the Board of directors.

### (b) **Powers.**

(i) General corporate powers. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation and

bylaws regarding actions that require the approval of the members, the Corporation's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the Board's direction.

(ii) Specific powers. Without prejudice to the general powers set forth in Section 6(b)(i) of these bylaws, but subject to the same limitations, the directors shall have the power to:

(A) Appoint and remove at the pleasure of the Board all the Corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with the law, with the articles of incorporation, and with these bylaws; and fix their compensation and require from them security for faithful performance of their duties;

(B) Designate any place within or outside California for holding any meeting of members;

(C) Adopt and use a corporate seal; prescribe the forms of membership certificates consistent with the provisions of Section 7313 of the California Corporations Code; and alter the form of the seal and certificates;

(D) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(E) Review and approve the annual budget of the Corporation.

(F) The Board owns the final decision on selecting and approving system profiles based on the recommendations made by relevant committee(s) of the Board. The Board may only refuse such recommendations when it determines that the decision process of such recommendations by the committee(s) is inappropriate. System profiles contain the criteria necessary for interoperability including but not limited to such specifications as frequency band of operation, channel bandwidth, etc.

(c) **Number of Directors.** The Board shall consist of at least three (3) but not more than twenty two (22) directors until changed by amendment to these bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the Board of directors. The qualifications for director are that the individual is nominated by and serves as a representative of a Board Level Member in good standing of the Corporation, and that the individual agrees to accept the duties or responsibilities imposed upon Board members generally, as established by the Board from time to time.

(d) **Vacancies on Board.**

(i) Events causing vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of the following: (A) the death or resignation of any director, (B) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court or convicted of a

felony, or, if the Corporation holds assets in charitable trust, has been found by a final order or judgment of any court to have breached a duty arising under Section 7238 of the California Corporations Code; (C) the vote of at least sixty percent (60%) of the Board Level Members to remove any director(s); (D) the increase of the authorized number of directors; (E) the resignation or removal of a Board Level Member who nominated such director, in which case the director will promptly resign; (F) the removal of a director by the Board Level Member that has the right to elect such director; or (G) the failure of the members, at any meeting of the members at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting.

(ii) Resignations. Except as provided below, any director may resign by giving written notice to the chairperson of the Board, if any, or to the president or the secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective.

(iii) Filling vacancies. If the Board Level Member represented by the director whose resignation or removal caused the vacancy continues to be a Board Level Member in good standing, then the vacancy shall be filled by such Board Level Member. If a director resigns because the Board Level Member he or she represents loses or ceases to maintain its membership in good standing, or if such Board Level Member declines to appoint a Board representative, then the number of authorized directors shall be reduced accordingly, unless a replacement Board Level Member is admitted to the Board.

(iv) No vacancy on reduction of number of directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

(e) **Directors' Meetings.** Directors' meetings will be governed by the following provisions; provided, that if a matter is submitted for approval at a Board meeting, any director, whether or not participating in the Board meeting, or any Board member, whether or not represented by a director at the time, may require by oral or written notice to the chairperson before or after the matter is approved by the Board, that such matter be subject to the approval of the Board Level Members in the manner specified in these bylaws. In any such case, a meeting of the Board members will be called and convened by the chairperson within thirty (30) days of such notice for this purpose.

(i) Place of meetings. Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board or in the notice of the meeting.

(ii) Meetings by telephone and other means. Any meeting may be held by conference telephone or electronic video screen communication as long as all directors participating in the meeting can hear one another. Any meeting may also be held by electronic transmission by and to the Corporation, as defined in Sections 20 and 21 of the California Corporations Code, provided that each director participating

in the meeting can communicate with all other directors concurrently and each director is provided with a means of participating in all matters before the Board at such meeting, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation. All such directors shall be deemed to be present in person at such a meeting.

(iii) Other regular meetings. Other regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

(iv) Special meetings.

(A) Authority to call. Special meetings of the Board for any purpose may be called at any time by the chairperson of the Board, the vice chairperson, the president or any vice president, the secretary, or any two directors.

(B) Notice of Special Meetings.

(v) Manner of giving notice. Notice of the time and place of special meetings shall be given to each director by one of the following methods: personal delivery of written notice; first-class mail, postage prepaid; telephone or voice messaging system, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; confirmed facsimile; telegram, charges prepaid; electronic mail; or other electronic means. All such notices shall be given or sent to the director's address, telephone number, facsimile number, or electronic mail address as shown on the records of the Corporation.

(vi) Time requirements. Notices sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile, electronic transmission by the Corporation, or telegraph shall be delivered, telephoned, transmitted or sent at least forty-eight (48) hours before the time set for the meeting.

(vii) Notice contents. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.

(viii) Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business or approval of a matter put to vote. Unless otherwise provided in these bylaws, every action taken or decision made by at least sixty percent (60%) vote of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business, even if enough directors have withdrawn to leave less than a quorum, if any action taken is approved by at least sixty percent (60%) vote of the directors required to constitute a quorum, unless the vote of a greater number is

required by the California Nonprofit Mutual Benefit Corporation Law, by the articles of incorporation or by these bylaws.

(ix) Waiver of notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

(x) Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(xi) Notice of adjourned meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

(xii) Supermajority Voting. A simple majority shall be required if the Corporation has less than three (3) directors.

(f) **Action Without a Meeting.** Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board. A written consent may, to the extent permitted by applicable law, be solicited and provided by electronic transmission by the Corporation and to the Corporation or by facsimile, so long as the response contains an actual, facsimile or electronic signature clearly indicating the member's assent to the proposition and, in the case of electronic transmission to the Corporation, complies with all other applicable legal requirements in effect at the time of the transmission.

(g) **Compensation and Reimbursement.** Directors will receive no compensation for their services, but may receive such reimbursement of expenses, as may be determined by Board resolution to be just and reasonable as to the Corporation at the time the resolution is adopted.

(h) **Committees.**

(i) Committees of the Board. The chairperson of the Board or the Board, by resolution adopted by at least sixty percent (60%) vote of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of three or more directors appointed by the Board, to serve at the pleasure of the Board. Appointments to committees of the Board shall be approved by at least sixty percent (60%) vote of the directors then in office. The Board may appoint one or

more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board except that no committee, regardless of Board resolution, may:

(A) Take any final action on any matter that, under the California Nonprofit Mutual Benefit Corporation Law, also requires approval of the members;

(B) Fill vacancies on the Board or on any committee that has the authority of the Board;

(C) Fix compensation of the directors for serving on the Board or on any committee;

(D) Amend or repeal bylaws or adopt new bylaws;

(E) Amend or repeal any Board resolution that, by its express terms, is not so amendable or repealable;

(F) Create any other committees of the Board or appoint the members of committees of the Board;

(G) Expend corporate funds to support a nominee for director after more people have been nominated for director than can be elected; or

(H) With respect to any assets held in charitable trust, approve any contract or transaction between the Corporation and one or more of its directors or between the Corporation and an entity in which one or more of its directors have a material financial interest, subject to the special approval provisions of Section 5233(d)(3) of the California Corporations Code.

(I) Exercise powers reserved specifically for the Board of directors.

(J) Take any action, which, pursuant to the Nonprofit Corporation Law, requires approval of the Board of directors.

(ii) Meetings and action of committees. Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with, the provisions of these bylaws concerning meetings and other Board actions except that the time for regular meetings of such committees and calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by the committee. Minutes of each meeting of any committee of the Board shall be kept by a secretary of such committee or as otherwise designated by applicable committee. The Board may adopt rules for the government of any committee that are consistent with these bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

(iii) Advisory Committees and Boards. The Board, by resolution adopted by the approval of at least sixty percent (60%) of the directors then in office, provided a quorum is present, may establish procedures for the conduct of the Corporation's technical activities within its membership and create for this purpose or any other purpose one or more advisory committees, working groups or boards, each consisting of members and/or non-members, to serve at the pleasure of the Board. In addition, the chairperson of the Board may also create such advisory committees, working groups or boards, each consisting of members and/or non-members, to serve at the pleasure of the Board. These committees will not exercise any of the Board's powers, but may render advice or recommendations to the Board as the Board may direct them, or may serve such other purposes as the Board may determine from time to time. These advisory organizations shall operate according to such rules as the Board may establish from time to time.

7. **Officers.**

(a) **Officers of the Corporation.** The officers of the Corporation shall be a chairperson, a vice chairperson, a president, a secretary and a treasurer or a chief financial officer. The Corporation also may have, at the Board's discretion, one or more additional vice presidents and vice chairpersons. In addition, the Corporation may have such other officers as may be appointed in accordance with Section 7(c) of these bylaws. Any number of offices may be held by the same person.

(b) **Eligibility of Officers.** Each officer of the Corporation shall be elected from persons acting as directors, persons who have been engaged by the Board Level Members of the organization, or other persons that the Board or other person with power of appointment of such officers under these bylaws, determines to be appropriate candidates. The officers of the Corporation, except those appointed under Section 7(c) of these bylaws, shall be chosen from time to time by the approval of at least sixty percent (60%) vote of the Board members and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment or other agreement (e.g. consulting). Unless otherwise provided by Board resolution, each officer shall serve a term of one-year and until his or her successor is elected and qualified.

(c) **Other Officers.** The Board may appoint any other officers that the Corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws, or determined by the Board.

(d) **Removal of Officers.** Without prejudice to any rights of an officer under any contract of employment, an officer may be removed with or without cause by the Board and, also, if the officer was not chosen by the Board, by the President with written consent of the Board.

(e) **Resignation of Officers.** Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise

specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

(f) **Vacancies in Office.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

(g) **Responsibilities of Officers.**

(i) Chairperson of the Board. The chairperson shall preside at Board meetings, shall have the responsibility and authority to represent decisions of the Board, and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no president, the chairperson of the Board also shall be the chief executive officer and shall have the powers and duties prescribed by these bylaws for the president of the Corporation.

(ii) President. Subject to such supervisory powers as the Board may give to the chairperson of the Board, and subject to the control of the Board, the president shall be the general manager of the Corporation, shall be responsible for managing; directing; supervising; controlling the Corporation's day-to-day operations, activities, and affairs; and performing such other duties and exercise such other powers as the Board may assign from time to time. As part of these responsibilities and subject only to such limitations as the Board may impose, the president shall manage and supervise the Corporation's contracting process and shall have broad signature authority to execute any document on behalf of the Corporation. In the absence of the chairperson and vice chairperson, the president shall preside at all members' meetings and at all Board meetings.

(iii) Vice Chairperson and Vice President. In the absence or disability of the chairperson or president, the vice chairpersons or vice presidents, if any, in order of their rank as fixed by the Board or, if not ranked, a vice president or vice chairperson designated by the Board, shall perform all duties of the chairperson or president. When so acting, a vice chairperson/vice president shall have all powers of and be subject to all restrictions on the chairperson/president. The vice chairpersons/vice presidents shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

(iv) Secretary.

(A) Book of minutes. The secretary shall keep or cause to be kept a book of minutes of all meetings, proceedings, and actions of the Board and other books and records of the Corporation as may be designated by the Board or the chairperson. The minutes of Board meetings shall include the time and place of holding, whether the meeting was annual, regular, or special and, if special, how authorized, the notice given, and the names of those present or represented at Board meetings. Those minutes and other books and records may be kept in any form (including online or

software form) capable of being converted into clearly legible tangible form. The secretary shall keep or cause to be kept a copy of the articles of incorporation and bylaws, as amended to date.

(B) Membership records. The secretary shall keep or cause to be kept a record of the Corporation's members. Such records may be kept in any form (including online or software form) capable of being converted into clearly legible tangible form.

(C) Notices, seal, and other duties. The secretary shall give, or cause to be given, notice of all meetings of the Board required by these bylaws to be given. The secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

(v) Treasurer.

(A) Books of account. The Treasurer shall perform the functions of the chief financial officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required by law, by these bylaws, or by the Board to be given. The books of account shall be open to inspection by any director at all reasonable times.

(B) Deposit and disbursement of money and valuables. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall invest surplus money in accordance with guidelines set by the Board from time to time, shall render to the president, chairperson of the Board, if any, and the Board, when requested, an account of all transactions as chief financial officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

(C) Bond. If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the chief financial officer on his or her death, resignation, retirement, or removal from office.

8. Indemnification.

(a) **Right of Indemnity.** To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any

"proceeding," as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

(b) **Approval of Indemnity.** On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board promptly shall determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board promptly shall call a meeting of members. At that meeting, the members shall determine under Section 7237(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

(c) **Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 8(a) and 8(b) of these bylaws in defending any proceeding covered by those sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

9. **Insurance.** The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

10. **Records and Reports.**

(a) **Maintenance of Corporate Records.** The Corporation shall keep:

- (i) Adequate and correct books and records of account;
- (ii) Written minutes of the proceedings of its members, Board, and committees of the Board; and
- (iii) A record of each member's name, address, and class of membership.

The minutes and any other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

(b) **Members' Inspection Rights.**

(i) Membership records. Subject to Division 2, Part 3, Chapter 13, Article 3 (commencing at Section 8330) of the California Corporations Code and unless the Corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

(A) Inspect and copy the records of members' names, addresses, and voting rights during usual business hours on five (5) days' prior written demand on the Corporation, which demand must state the purpose for which the inspection rights are requested; or

(B) Obtain from the Corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for the election of directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Corporation shall make this list available to the member on or before the later of ten (10) days after (1) the demand is received or (2) the date specified in the demand as the date as of which the list is to be compiled. The Corporation may, within ten (10) business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand. If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list. Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of the Corporation.

(ii) Accounting records and minutes. On written demand on the Corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the Corporation.

(c) **Maintenance and Inspection of Articles and Bylaws.** The Corporation shall keep the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal office of the Corporation is outside California and the Corporation has no principal business office in this state, the secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and bylaws as amended to date.

(d) **Inspection by Directors.** Every director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, and documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

(e) **Annual Report.** Any annual report shall be prepared within one hundred twenty (120) days after the end of the Corporation's fiscal year. That report shall contain the following information in appropriate detail:

(i) A balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants, or, if there is no such report, by the certificate of an authorized officer of the corporation that they were prepared without audit from the books and records of the Corporation;

(ii) A statement of the place where the names and addresses of current members are located; and

(iii) Any information that is required by Section 10(f) of these bylaws. Except as provided in the following paragraph, on written request by a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member. This Section shall not apply if the Corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

(f) **Annual Statement of Certain Transactions and Indemnifications.** As part of the annual report, or as a separate document if no annual report is issued, the Corporation shall prepare annually and furnish to its directors a statement of any transaction or indemnification of the following kinds within one hundred twenty (120) days after the end of the Corporation's fiscal year:

(i) Unless approved by members under Section 7233(a) of the California Corporations Code, any transaction (1) to which the Corporation, its parent, or its subsidiary was a party, (2) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (3) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest):

(A) Any director or officer of the Corporation, its parent, or its subsidiary;

(B) Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction, and, when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

(ii) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation under Section 8 of these bylaws, unless the loan, guaranty, indemnification, or advance has already been approved by the Board Level Members under Section 5034 of the California Corporations Code, or the loan or guaranty is not subject to the provisions of Section 7235(a) of that Code.

11. **Construction and Definitions.** Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws.

12. **Amendments.**

(a) **Amendment by Board.**

(i) Subject to the rights of members under Section 12(b) of these bylaws, the Board may by the approval of at least three-quarters vote of the Board members adopt, amend, or repeal bylaws unless the action would:

(A) Materially and adversely affect the members' rights as to voting, dissolution, redemption, or transfer;

(B) Increase or decrease the number of members authorized in total or for any class;

(C) Effect an exchange, reclassification, or cancellation of all or part of the memberships;

(D) Authorize the creation of a new class of "members" within the meaning of Section 5056(a) of Nonprofit Corporation Law;

(E) Increase or extend the terms of directors;

(F) Fix or change the minimum or maximum number of directors;

(G) Change from a fixed number of directors to a variable number of directors or vice versa;

(H) Increase the quorum for members' meetings;

(I) Repeal, restrict, create, expand, or otherwise change proxy rights;

(J) Authorize cumulative voting; or

(K) Amend the purpose statement of the Corporation set forth in Section 3 hereof, or the requirements for membership set forth in Section 4 hereof.

(ii) If any provision of these bylaws requires the vote of a larger proportion of the Board than otherwise required by law, such provision may not be altered, amended, or repealed except by that greater vote.

(b) **Amendment by Members.** New bylaws may be adopted or these bylaws may be amended or repealed by approval of at least three-quarters of the Board Level Members.