

Bylaws of RightPlug Alliance

Article 1 Offices

Section 1 Principal Office

- (a) The principal office of the Corporation shall be situated at the location stated within the Articles of Incorporation.

Section 2 Change of Address

- (a) The Board of Directors may move the principal office from one location to another within the same country by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

New Address _____

Date _____

New Address _____

Date _____

New Address _____

Date _____

Additional addresses listed on attachment

Section 3 Other Offices

- (a) The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

Article 2

Nonprofit Purposes

Section 1 IRC Section 501(c) (3) Purposes

- (a) This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2 Specific Objectives and Purposes

- (a) The specific objectives and purposes of this Corporation shall be:
 - (i) to maintain and expand the RightPlug standard, to facilitate the distribution of the RightPlug standard,
 - (ii) to assign identification numbers as required by the standard and to maintain and publish a database of assigned identification numbers as required by the standard,
 - (iii) to develop and maintain standard compliance procedures and to develop and supply compliance verification tools and services
 - (iv) to manage licensing of the RightPlug trademark(s)
 - (v) to promote adoption of the RightPlug standard worldwide
 - (vi) to facilitate supply transactions of configured RightPlug compliant components (tag ICs, tags, encoded plugs, encoded Cords, etc.) between qualified suppliers and qualified users
 - (vii) to maintain an audit trail of said supply transactions sufficient to track an individual component back to the original supply transaction, and
 - (viii) to facilitate investigation of misappropriated, misdirected or misused components and provide evidence for use in civil litigation and for law enforcement.

ARTICLE 3

Membership

Section 1 Tier of Members

- (a) The Corporation shall have three (3) tiers of voting members, designated as Tier 1, Tier 2 and Tier 3.
- (b) Tier 2 shall be further subdivided into Tier 2a and Tier 2b subject to the following:
 - (i) References to “Tier 2” shall refer to both Tier 2a and Tier 2b collectively.
 - (ii) References to “Tier 2a” or “Tier 2b” shall refer only to the named subset of Tier 2.

Section 2 Affiliated Members

- (a) Without limitation, any Member that directly or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, any other Member is an Affiliated Member.

Section 3 Membership Qualifications

- (a) Members of Tier 1 shall at all times be;
 - (i) a Manufacturer or OEM of appliance/electrical products, or
 - (ii) a Manufacturer or OEM of semiconductors, or assemblies thereof, incorporated as part of RightPlug compliant tags/plugs/cords, or
 - (iii) a Manufacturer or OEM of products or services that utilize data encoded within RightPlug compliant tags, or
 - (iv) an individual or organization exhibiting well-documented plans to Manufacture or OEM such products or services.
- (b) Members of Tier 2 shall at all times be;
 - (i) a Manufacturer or OEM of appliance/electrical products, or
 - (ii) a Manufacturer or OEM of semiconductors, or assemblies thereof, incorporated as part of RightPlug compliant tags/plugs/cords, or
 - (iii) a Manufacturer or OEM of products or services that utilize data encoded within RightPlug compliant tags, or
 - (iv) an individual or organization exhibiting well-documented plans to Manufacture or OEM such products or services, or
 - (v) an individual or organization that provides design, development or consulting services to an organization meeting these Tier 2 requirements.
- (c) Members of Tier 2a shall at all times be;
 - (i) an individual or organization meeting the qualifications of Tier 2 membership in this Section 3.

- (d) Members of Tier 2b shall at all times be;
 - (ii) an individual meeting the qualifications of Tier 2 membership in this Section 3, or
 - (iii) an individual that is a director, officer or employee of an organization meeting the qualifications of Tier 2 membership in this Section 3.
- (e) Members of Tier 3 shall at all times be
 - (i) a not-for-profit standards development organization dealing with consumer, product or electrical safety, or
 - (ii) a governmental regulatory agency dealing with consumer, product or electrical safety, or
 - (iii) a not-for-profit consumer advocacy group dealing with consumer, product or electrical safety.
- (f) Additionally, Members of any tier shall at all times be in good standing.
 - (i) Members shall continue in good standing as long as they have paid, and continue timely to pay, the dues and fees required of them under the particular tier of membership for which they qualify and select.
 - (ii) Members shall continue in good standing as long as they conduct themselves in a fashion compatible with these by-laws.

Section 4 Membership Activation

- (a) Applicants for membership shall become Members on the date that all the following conditions are fulfilled:
 - (i) Applicant has applied for membership in a particular tier, meets the qualifications for membership in said Tier listed in Article 3 section 3, and the application is accepted by the Board of Directors.
 - (ii) Ten (10) business days have passed after said Applicant has made a nonrefundable payment equal to the initiation fee plus the annual member dues for the applicant's requested tier of membership.
- (b) In accepting applicants for membership, the Board of Directors shall be guided by the purpose of making membership available to all qualified applicants.

Section 5 Change of Membership Tier

- (a) Any Tier 2 Member shall become a Member of Tier 1 on the date all the following conditions are fulfilled:
 - (i) The Member has applied for a change in membership tier, meets the qualifications for Tier 1 listed in Article 3 section 3, and the application is accepted by the Board of Directors.
 - (ii) Ten (10) business days have passed after the applicant has made a nonrefundable payment equal to the current difference between the Tier 2 and Tier 1 initiation fees plus the Tier 1 annual member dues less any member dues that the applicant has already paid in the current membership year.
- (b) The applicant's membership year shall remain unchanged by this change in membership status.

Section 6 Dues, Fees and Assessments

- (a) Initially, dues, fees and assessments shall be as follows:
 - Tier 1 Members - \$25,000.00 one-time initiation fee and \$25,000.00 annual member dues.
 - Tier 2a Members - \$2,500.00 annual member dues.
 - Tier 2b Members - \$500.00 annual member dues.
 - Tier 3 Members - no initiation fee and no annual dues.
- (b) The Board of Directors may at any meeting of the Board, by a majority vote of the directors present at such meeting, but including the affirmative vote of at least one director from each tier of Members affected, fix, change, amend or adjust the dues and/or fees enumerated in these Bylaws, without amending the Bylaws. The Board of Directors may, in like manner, institute fees or assessments for any category or tier of Members.
- (c) All dues, fees and assessments shall be payable in US dollars. No portion of any dues, fee or assessment payment shall be refundable.
- (d) 2D2C, Inc. it's affiliates, and their successors, by virtue of contributed intellectual property, each have a perpetual fully paid up Tier 1 membership.

Section 7 Membership Termination

- (a) The failure of a Member to satisfy the qualifications of Article 3 Section 3, or to pay dues, fees and assessments within twenty (20) days after the mailing of a second notice of dues payable shall result in the Member being automatically dropped from membership.
- (b) Violation by a Member of any confidentiality policy of the Corporation may result, at the exclusive discretion of the Board of Directors, in the Member being dropped from membership.
- (c) Additionally, any Member may be expelled from membership, for good cause shown, by an affirmative vote of a majority of the directors then in office.

Section 8 Privileges of Membership

- (a) Each Member shall be entitled to one vote upon each matter submitted to a vote at any meeting of the Corporation, annual or special, and may vote either in person, by other means pursuant to Article 4 Section 17, or by a board of directors approved proxy except;
- (i) only Tier 1 Members may vote in the election of Tier 1 Directors, Tier 1 Technical Committee Members, and Tier 1 Compliance Committee Members,
 - (ii) only Tier 2 Members may vote in the election of Tier 2 Directors, Tier 2 Technical Committee Members, and Tier 2 Compliance Committee Members,
 - (iii) only Tier 3 Members may vote in the election of Tier 3 Directors, Tier 3 Technical Committee Members, and Tier 3 Compliance Committee Members,
 - (iv) affiliated Members shall cast only one vote as a group,
 - (v) votes of Memberships held by Corporations, shall be cast by the President of said Member corporation, or by a any other director, officer, employee or proxy appointed by such president. A proxy executed by any principal officer of such other corporation or assistant thereto shall be conclusive evidence of the signer's authority to act, in the absence of express notice to the Corporation, given in writing to the Secretary of the Corporation, of the designation of some other person by the board of directors or the Bylaws of such other corporation.
 - (vi) votes may be cast by a personal representative, trustee or other person acting in fiduciary or representative capacity of a Member, either in person or by board of directors approved proxy, without a transfer of such membership into his or her name, provided that there is filed with the Secretary and approved by the board before or at the time of meeting proper evidence of his or her incumbency. A proxy executed by a fiduciary, shall be conclusive evidence of the signer's authority to act, in the absence of express notice to this Corporation, given in writing to the Secretary of this Corporation, that such manner of voting is expressly prohibited or otherwise directed by the document creating the fiduciary relationship.
 - (vii) to the extent that the voting rights of any tier or tiers of Members are enlarged, limited or denied by these Bylaws.
- (b) Each Member shall be entitled to representation in Subcommittees of the Technical Committee and Compliance Committee and shall be entitled to voting privileges within said subcommittee providing that;
- (i) Members shall designate representatives to a particular subcommittee by making written application to the chair of said subcommittee,
 - (ii) said representatives shall be Members, or a director, officer or employee of a Member organization, or a personal representative, trustee or other person acting in fiduciary or representative capacity of a Member
 - (iii) one individual shall not act as a representative of multiple Members on a single subcommittee,

- (iv) Members shall have been represented at two of the previous three scheduled meetings of a subcommittee in order to have voting privileges except where said subcommittee has had fewer than three meetings,
 - (v) multiple representatives of a single Member shall cast only one vote as a group,
 - (vi) representatives of Affiliated Members shall have independent votes such that each Member is entitled to a single vote on each subcommittee,
- (c) Other Privileges.
- (i) Tier 1 Members and Tier 2a Members, shall be assigned identification numbers as required by the standard upon request
 - (ii) Members shall have a royalty free, nonexclusive license to use the “RightPlug Alliance” trademark owned by the corporation subject to authorization by the Board,
 - (iii) Members shall have a royalty free, nonexclusive license to use certain trademarks owned by the corporation subject to the Compliance Rules and authorization by the Compliance Committee,
 - (iv) Tier 1 Members and Tier 2a Members, both suppliers and users, shall have access to facilitation services ensuring the free supply of encoding components and subassemblies necessary to implement the standard, from suppliers to users, subject to restrictions limited to prevention or investigation of misdirection, misappropriation or misuse of such components in non-compliant products.

Section 9 Membership Year

- (a) Annual memberships shall extend for twelve months from the first day of membership activation.

Section 10 Annual Meeting

- (a) The annual meeting of Members, for the purpose of electing or appointing directors and for the transaction of such other business as may come before the meeting, shall be held at such time and place as the Board of Directors may determine.
- (b) At each annual meeting of Members, a report on the affairs of the Corporation shall be presented.

Section 11 Special Meetings

- (a) Special meetings of the Members may be held at any time and place for any purpose or purposes, unless otherwise prescribed by statute, on call of the President or Secretary, and shall be called by the Secretary on the written request of a Member of each tier of Members.
- (b) All Members shall have the right to notice of and to attend all meetings of Members.

Section 12 Notice and Waiver of Notice

- (a) Notice of any special meeting shall be given by oral or written notice delivered not less than ten (10) days nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or other officer or persons calling the meeting to each Member of record. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at the address as it appears on the records of the Corporation, with postage thereon prepaid. The purpose of and the business to be transacted at any special meeting of the Members shall be specified in the notice or waiver of notice of such meeting.
- (b) Whenever any notice whatever is required to be given under the provisions of the Illinois Statutes or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Member, or representative thereof, at a meeting shall constitute a waiver of notice of such meeting, except where a Member, or representative thereof, attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 13 Quorum

- (a) Sixty percent of the Members, or recognized representatives thereof, present in person, or represented by Board of Directors approved proxy, shall constitute a quorum for the transaction of business at any meeting of Members.
- (b) The affirmative vote of a fifty one percent majority of the Members represented at a meeting at which a quorum is present in person or by proxy shall be the act of the Members, unless the act of a greater number is required by Illinois Statutes, or Articles of Incorporation or Bylaws of the Corporation.
- (c) Though less than a quorum of the voting Members is represented at a meeting, a majority of the Members so represented may adjourn the meeting from time to time without further notice. In the event of a tie vote for either tier the President of the RightPlug Alliance will cast the deciding vote.

Section 14 Conduct of Meetings

- (a) The President, and in his or her absence, the Vice-President, and in their absence any person chosen by the Members present shall call the meeting of the Members to order and shall act as chairperson of the meeting.
- (b) The Secretary of the Corporation shall act as secretary of all meetings of the Members, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

Section 15 Proxies

- (a) Members may vote by proxy at all meetings of the Members provided the proxy is in writing, signed and filed with the Secretary and approved by the board before the meeting.
- (b) No proxy shall be valid after sixty (60) days from the date of its execution unless otherwise provided in the proxy.

Section 16 Informal Action by Members

- (a) Any action required by the Articles of Incorporation or Bylaws of the Corporation, or any provision of law, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

Section 17 Presumption Of Assent

- (a) A Member of the Corporation who is represented at a meeting of the Members, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Member's dissent has been entered in the minutes of the meeting or unless such Member has filed a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or has forwarded such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting.
- (b) Such right to dissent shall apply only to voting Members, but shall not apply to a Member who voted in favor of such action.

Section 18 Definitions

For purposes of this Article 3, the following definitions shall apply:

a. Manufacturer. A party that designs develops and manufactures a tangible or software product or service, or outsources design, development and/or manufacturing of said product or service while maintaining substantial control over said product or service specifications.

b. OEM. A party that resells, under its own brand name, a tangible or software product or service of a Manufacturer.

Article 4

Directors

Section 1 Number

- (a) The Corporation shall have a minimum of three (3) and a maximum of nine (9) Directors and collectively they shall be known as the Board of Directors.
- (b) Directors elected by, and representing, Tier 1 Members shall be called Tier 1 Directors.
- (c) Directors elected by, and representing, Tier 2 Members shall be called Tier 2 Directors.
- (d) Directors elected by, and representing, Tier 3 Members shall be called Tier 3 Directors.

Section 2 Powers

Subject to the provisions of the laws of the state of Illinois and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the Members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3 Qualifications

- (a) Directors shall at all times be of the age of majority in the State of Illinois
- (b) Tier 1 Directors shall at all times be an individual Tier 1 Member, or an director, officer or employee of a Tier 1 Member organization, or a personal representative, trustee or other person acting in fiduciary or representative capacity of a Tier 1 Member.
- (c) Tier 2 Directors shall at all times be an individual Tier 2 Member, or a director, officer or employee of a Tier 2 Member organization, or a personal representative, trustee or other person acting in fiduciary or representative capacity of a Tier 2 Member.
- (d) Tier 3 Directors shall at all times be a director, officer or employee of a Tier 3 Member organization, or a personal representative, trustee or other person acting in fiduciary or representative capacity of a Tier 3 Member.
- (e) Any individual that is a Member, or a director, officer or employee of a Member organization, or a personal representative, trustee or other person acting in fiduciary or representative capacity of a Member, where an Affiliated Member of said Member is represented on the Board, shall be disqualified from serving as a Director unless such disqualification would leave the Board with less than the minimum required number of Directors. Any Member that would be represented by a Director except for the disqualification provisions of this Section 3 shall be entitled to receive notice of, and to send a nonvoting observer to, all meetings of the Board of Directors.
- (f) Directors need not be residents of the State of Illinois.

Section 4 Selection and Term

- (a) Directors of this Corporation shall be selected as follows:
 - (i) The Tier 1 Members voting as a class, shall, by fifty one percent majority vote, elect a maximum of four (4) Tier 1 Directors.
 - (ii) The Tier 2 Members voting as a class, shall, by fifty one percent majority vote, elect a maximum of three (3) Tier 2 Directors, providing that the number of Tier 2 Directors elected shall not exceed the number of Tier 1 Members.
 - (iii) The Tier 3 Members voting as a class, shall, by fifty one percent majority vote, elect a maximum of two (2) Tier 3 Directors, providing that the number of Tier 3 Directors elected shall not exceed the number of Tier 1 Members.
- (b) No individual may be nominated for election as a director to represent a Tier of Members unless he/she already meets all of the qualifications for service as a director representing that Tier as provided for in Article 4, Section 3, and would continue to meet all of said qualifications if elected in combination with any other nominee.
- (c) Directors shall hold office from the close of the meeting during which they are elected until the end of the next annual meeting, or until their successors have been elected. Directors may succeed themselves if re-elected.

Section 5 Resignation

- (a) A Director may resign at any time by filing a written resignation with the Secretary of the Corporation except that No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the office of the attorney general or other appropriate agency of the state of incorporation.

Section 6 Removal

- (a) A director may be removed from office with or without cause by the Member or group of Members that appointed or elected such director, either at a regular meeting or at any special meeting of the Members called for that purpose.
- (b) Violation by a Director or by the Member organization or Affiliated organization associated with such Director, of any confidentiality policy or code of conduct policy of the Corporation may result, in the discretion of the Board of Directors of the Corporation, in the Director being removed from office.
- (c) A Director shall be removed from office automatically when they no longer meet all of the qualifications for service as a Director representing the Tier that elected them as provided for in Article 4, Section 3.

Section 7 Vacancies

- (a) In the event a vacancy occurs in the Board of Directors from any cause, including an increase in the permitted number of Directors due to an increase in membership, an interim Director shall be elected by the affirmative vote of a majority of the number of Directors of this Corporation then in office until a successor is elected upon expiration of the term of office for that Director.

Section 8 Duties

- (a) It shall be the duty of the Directors to:
- (i) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
 - (ii) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation;
 - (iii) Supervise all officers, agents, and employees of the Corporation to assure that their duties are performed properly;
 - (iv) Meet at such times and places as required by these bylaws;
 - (v) Register their addresses with the secretary of the Corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Section 9 Compensation

- (a) Directors shall not receive compensation for serving on the board. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.
- (b) Any expenses incurred by Directors shall be approved in advance in accordance with this Corporation's conflict of interest policy, as set forth in Article 14 of these bylaws.

Section 10 Place of Meetings

- (a) Meetings of Directors shall be held at the principal office of the Corporation unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors, either within or without the State of Illinois.

Section 11 Regular Meetings

- (a) Regular meetings of Directors shall be held on such date and at such time as shall be designated from time to time by the Board of Directors.

Section 12 Special Meetings

- (a) Special meetings of the Board of Directors may be called by the chairperson of the Board, or by any two Directors.
- (b) Such meetings shall be held at the principal office of the Corporation or, if different, at the place designated by the person or persons calling the special meeting.

Section 13 Notice of Meetings

- (a) Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the provisions of this section shall govern the giving of notice for meetings of the Board of Directors:
- (b) **Regular Meetings.** No notice need be given of any regular meeting of the Board of Directors.
- (c) **Special Meetings.** At least one week prior notice shall be given by the Chairperson, or the person or persons calling for the meeting to each director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by email, or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.
- (d) **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this Corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 14 Quorum

- (a) A quorum shall consist of sixty percent of the members of the Board of Directors or of any committee or subcommittee thereof.
- (b) Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the Board or any committee or subcommittee, as the case may be, at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 15 Majority Action

- (a) Every act or decision done or made by a fifty one percent majority of the members of the Board of Directors, or committee or subcommittee thereof, present at a meeting duly held at which a quorum is present is the act of the Board of Directors or committee or subcommittee, as the case may be, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board or committee or subcommittee.

Section 16 Actions of the Board by Written Consent

- (a) Unless otherwise provided in the Articles of Incorporation or by these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee or subcommittee thereof may be taken without a meeting, if all the members of the Board of Directors or committee or subcommittee, as the case may be, consent thereto in writing or by electronic transmissions, and the writing or writings or electronic transmissions or transmissions are filed with the minutes of the Board of Directors or committee or subcommittee, as the case may be. Such filings shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 17 Meetings by Means of Conference Telephone

- (a) Unless otherwise provided in the Articles of Incorporation or by these Bylaws, members of the Board of Directors of the Corporation, or any committee or subcommittee thereof, may participate in a meeting of the Board of Directors or committee or subcommittee, as the case may be, by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 17 shall constitute presence in person at such meeting.

Section 18 Conduct of Meetings

- (a) Meetings of the Board of Directors shall be presided over by the chairperson of the Board, or, by the Board member designated by the chairperson, or in the absence of each of these persons, by a chairperson chosen by a majority of the Directors present at the meeting.
- (b) The secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 19 Insurance for Corporate Agents

- (a) Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee, or other agent 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 the articles of incorporation, these bylaws, or provisions of law.

Section 20 Annual Meeting

- (a) The annual meeting of the Board of Directors shall be held at such time and place as the Board of Directors may determine, for the purpose of transacting such business as may come before the meeting.

Article 5 Officers

Section 1 Designation of Officers

- (a) The officers of the Corporation shall be a president, a vice president, a secretary, treasurer, chief technology officer, a chief compliance officer and a chairperson of the Board.
- (b) The Corporation may also have one or more vice presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.
- (c) Any two or more offices may be held by the same person, except the offices of President and Secretary, or President and Vice President.
- (d) Officers may, but need not, be members of the Board of Directors.

Section 2 Qualifications

Any person may serve as an officer of this Corporation.

Section 3 Election and Term of Office

- (a) The officers of this Corporation shall be appointed by the Board of Directors.
- (b) Officers shall hold office from the close of the meeting during which they are appointed until their successors have been appointed, or until that officer's unable or unwilling to continue their duties, or until that officer shall resign or shall have been removed in the manner hereinafter provided.

Section 4 Removal and Resignation

- (a) Any officer may be removed, either with or without cause, by the Board of Directors, at any time.
- (b) Any officer may resign at any time by giving written notice to the Board of Directors or to the president or secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- (c) The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation. Election or appointment shall not of itself create contract rights.

Section 5 Vacancies

- (a) Any vacancy in any of the offices listed in Article 5 Section 1a, from any cause, shall be filled by the Board of Directors.
- (b) In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the Board shall fill the vacancy.
- (c) Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 6 Duties of President

- (a) The president shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the Board of Directors.
- (b) Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 7 Duties of Vice President

- (a) In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president.
- (b) The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the Board of Directors.

Section 8 Duties of Secretary

- (a) The secretary shall:
 - (i) Certify and keep at the principal office of the Corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.
 - (ii) Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
 - (iii) Ensure that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

- (iv) 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.
- (v) Keep at the principal office of the Corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
- (vi) Exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request therefore, the bylaws, the membership book, and the minutes of the proceedings of the Directors of the Corporation.
- (vii) In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 9 Duties of Treasurer

- (a) The treasurer shall:
 - (i) Have charge and 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 Board of Directors.
 - (ii) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
 - (iii) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
 - (iv) 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.
 - (v) Exhibit at all reasonable times the books of account and financial records to any director of the Corporation, or to his or her agent or attorney, on request therefore.
 - (vi) Render to the president and Directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the Corporation.
 - (vii) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
 - (viii) In general, perform all duties incident to the office of treasurer 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 him or her from time to time by the Board of Directors.

Section 10 Duties of Chief Technology Officer

(a) The Chief Technology Officer shall:

- (i) Be responsible for all aspects of the development and maintenance of the RightPlug Standard.
- (ii) Serve as chair of the Technical Committee
- (iii) Prepare a report on the activities and future plans of the Technical Committee to be presented to the Board of Directors at the annual meeting thereof.
- (iv) In general, perform all duties incident to the office of Chief Technology Officer 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 him or her from time to time by the Board of Directors.

Section 10 Duties of Chief Compliance Officer

(a) The Chief Compliance Officer shall:

- (i) Be responsible for all aspects for all aspects of the development, maintenance and application of the RightPlug Compliance Policy, said policy having the express purpose of ensuring compliance with the RightPlug Standard and defining the requirements for authorizing the use of the Trademarks.
- (ii) Serve as chair of the Compliance Committee.
- (iii) Prepare a report on the activities and future plans of the Compliance Committee to be presented to the Board of Directors at the annual meeting thereof.
- (iv) In general, perform all duties incident to the office of Chief Compliance Officer 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 him or her from time to time by the Board of Directors.

Section 12 Compensation

- (a) The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors.
- (b) In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered to or for the Corporation.
- (c) All officer salaries shall be approved in advance in accordance with this Corporation's conflict of interest policy, as set forth in Article 14 of these bylaws.

Article 6 Committees

Section 1 Executive Committee

- (a) The Board of Directors may, by a majority vote of its members, designate Executive Committee members from the membership of the Board and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the Corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law.
- (b) By a majority vote of its members, the Board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, dissolve the executive committee, and fill vacancies on the Executive Committee from the members of the Board.
- (c) The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 2 Other Committees

- (a) The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors.
- (b) These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

Section 3 Meetings and Action of Committees

- (a) Meetings and action of committees, and subcommittees thereof, shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the Board of Directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee, or subcommittees thereof, and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees and subcommittees may be fixed by resolution of the Board of Directors as well as by the committee or subcommittee itself.
- (b) The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

ARTICLE 7

Technical Committee

Section 1 Composition of the Technical Committee (TC)

- (a) A Technical Committee (TC) is established whose membership shall be selected as follows:
 - (i) The Chief Technology Officer shall serve as the chair of the Technical Committee
 - (ii) The Tier 1 Members voting as a single class, shall by fifty one percent majority vote elect a maximum of three (3) Tier 1 TC members.
 - (iii) The Tier 2 Members voting as a class, shall, by fifty one percent majority vote, elect a maximum of two (2) Tier 2 TC members, providing that the number of Tier 2 TC members elected shall not exceed the number of Tier 1 Members.
 - (iv) The Tier 3 Members voting as a class, shall, by fifty one percent majority vote, elect a maximum of three (3) Tier 3 TC member, providing that the number of Tier 3 TC members elected shall not exceed the number of Tier 1 Members.
- (b) No individual may be nominated for election as a TC member to represent a Tier of Members unless he/she already meets all of the qualifications for service as a TC member representing that Tier as provided for in Article 7, Section 2, and would continue to meet all of said qualifications if elected in combination with any other nominee.
- (c) No TC member may stand for reelection in any successive year unless, prior to the annual meeting of members at which such TC member wishes to stand for reelection, the Board of Directors adopts a resolution determining that it is in the best interests of the Corporation for such TC member to stand for reelection, in which case the TC member may stand for reelection.
- (d) TC members shall hold office from the close of the meeting during which they are elected until the end of the next annual meeting, or until their successors have been elected.

Section 2 Qualifications

- a. Tier 1 TC members shall at all times be an individual Tier 1 Member, or a director, officer or employee of a Tier 1 Member organization, or a personal representative, trustee or other person acting in fiduciary or representative capacity of a Tier 1 Member.
- b. Tier 2 TC members shall at all times be an individual Tier 2 Member, or a director, officer or employee of a Tier 2 Member organization, or a personal representative, trustee or other person acting in fiduciary or representative capacity of a Tier 2 Member.
- c. Tier 3 TC members shall at all times be a director, officer or employee of a Tier 3 Member organization, or a personal representative, trustee or other person acting in fiduciary or representative capacity of a Tier 3 Member.

- d. Any individual that is a Member, or a director, officer or employee of a Member organization, or a personal representative, trustee or other person acting in fiduciary or representative capacity of a Member, where an Affiliated Member of said Member is represented on the TC, shall be disqualified from serving as a TC member. Notwithstanding the preceding sentence, if a person would otherwise be disqualified from serving as a member of the TC because of an affiliation with a Member represented by the Chief Technology Officer, such person shall not be disqualified from serving as a member of the TC; instead, the Chief Technology Officer shall be denied voting rights, except in the case of a tied vote, with respect to actions taken by the TC for so long as such other person is a member of the TC.
- e. Members of the TC need not be residents of the State of Illinois.

Section 3 Purpose

- a. Subject to the direction and approval of the Board of Directors, the TC shall:
 - (i) Define and maintain Standards Development Rules governing the development and maintenance of the RightPlug Standard
 - (ii) Regulate the technical programs of the Corporation
 - (iii) Review the technical activities of the Corporation from time to time as appropriate

Section 4 Removal of TC Member

- (a) A TC member shall be removed automatically when they no longer meet all of the qualifications for service as a TC member representing the Tier that elected them as provided for in Article 7, Section 2.
- (b) Violation by a TC member or by the Member organization or Affiliated organization associated with such TC member, of any confidentiality policy or code of conduct policy of the Corporation may result, in the discretion of the Board of Directors of the Corporation, in the TC member being removed.

Section 5 Technical Sub-Committees

- (a) The TC may, by a majority action, create Technical Sub-Committees (TSC's) as may from time to time be deemed advisable to perform such general or special duties as may from time to time be delegated by the TC, subject to the limitations imposed by the Articles of Incorporation or these Bylaws.
- (b) Additionally, a TSC may be proposed by any two or more Members of the Corporation by submitting a proposal in accordance with the Standards Development Rules. The TC may vote to approve or disapprove of the formation of any such proposed TSC. If the TC approves the formation of any TSC, it shall extend an offer to join the TSC to all Members of the Corporation.
- (c) The TC may, by a majority action, dissolve any TSC at any time.

ARTICLE 8

Compliance Committee

Section 1 Composition of the Compliance Committee (CC)

- (e) A Compliance Committee (CC) is established whose membership shall be selected as follows:
 - (i) The Chief Compliance Officer shall serve as the chair of the Compliance Committee
 - (ii) The Tier 1 Members voting as a single class, shall by fifty one percent majority vote elect a maximum of three (3) Tier 1 CC members.
 - (iii) The Tier 2 Members voting as a class, shall, by fifty one percent majority vote, elect a maximum of two (2) Tier 2 CC members, providing that the number of Tier 2 CC members elected shall not exceed the number of Tier 1 Members.
 - (iv) The Tier 3 Members voting as a class, shall, by fifty one percent majority vote, elect a maximum of three (3) Tier 3 CC member, providing that the number of Tier 3 CC members elected shall not exceed the number of Tier 1 Members.
- (f) No individual may be nominated for election as a CC member to represent a Tier of Members unless he/she already meets all of the qualifications for service as a CC member representing that Tier as provided for in Article 8, Section 2, and would continue to meet all of said qualifications if elected in combination with any other nominee.
- (g) No CC member may stand for reelection in any successive year unless, prior to the annual meeting of members at which such CC member wishes to stand for reelection, the Board of Directors adopts a resolution determining that it is in the best interests of the Corporation for such CC member to stand for reelection, in which case the CC member may stand for reelection.
- (h) CC members shall hold office from the close of the meeting during which they are elected until the end of the next annual meeting, or until their successors have been elected.

Section 2 Qualifications

- a. Tier 1 CC members shall at all times be an individual Tier 1 Member, or a director, officer or employee of a Tier 1 Member organization, or a personal representative, trustee or other person acting in fiduciary or representative capacity of a Tier 1 Member.
- b. Tier 2 CC members shall at all times be an individual Tier 2 Member, or a director, officer or employee of a Tier 2 Member organization, or a personal representative, trustee or other person acting in fiduciary or representative capacity of a Tier 2 Member.
- c. Tier 3 CC members shall at all times be a director, officer or employee of a Tier 3 Member organization, or a personal representative, trustee or other person acting in fiduciary or representative capacity of a Tier 3 Member.

- d. Any individual that is a Member, or a director, officer or employee of a Member organization, or a personal representative, trustee or other person acting in fiduciary or representative capacity of a Member, where an Affiliated Member of said Member is represented on the CC, shall be disqualified from serving as a CC member. Notwithstanding the preceding sentence, if a person would otherwise be disqualified from serving as a Member of the CC because of an affiliation with a Member represented by the Chief Compliance Officer, such person shall not be disqualified from serving as a member of the CC; instead, the Chief Compliance Officer shall be denied voting rights, except in the case of a tied vote, with respect to actions taken by the CC for so long as such other person is a member of the CC.
- e. Members of the CC need not be residents of the State of Illinois.

Section 3 Purpose

- a. Subject to the direction and approval of the Board of Directors, the CC shall:
 - (i) Define and maintain Compliance Rules governing the evaluation of product compliance with the Standard
 - (ii) Define and maintain Compliance Test Requirements for evaluation of a product or subassembly's compliance with the Standard
 - (iii) Develops and maintain, or oversees the development and maintenance of, tools that implement said Compliance Test Requirements
 - (iv) Authorizes the use of the Trademarks with products determined to be compliant according to the Compliance Rules and
 - (v) Notify the Board of any non-compliant product being sold or offered for sale and/or any misuse of the trademarks.

Section 4 Removal of CC Member

- (a) A CC member shall be removed automatically when they no longer meet all of the qualifications for service as a CC member representing the Tier that elected them as provided for in Article 8, Section 2.
- (b) Violation by a CC member or by the Member organization or Affiliated organization associated with such TC member, of any confidentiality policy or code of conduct policy of the Corporation may result, in the discretion of the Board of Directors of the Corporation, in the CC member being removed.

Section 5 Compliance Sub-Committees

- (b) The CC may, by a majority action, create Compliance Sub-Committees (CSC's) as may from time to time be deemed advisable to perform such general or special duties as may from time to time be delegated by the CC, subject to the limitations imposed by the Articles of Incorporation or these Bylaws.
- (c) Additionally, a CSC may be proposed by any two or more Members of the Corporation by submitting a proposal in accordance with the Compliance Rules. The CC may vote to approve or disapprove of the formation of any such proposed CSC. If the CC approves the formation of any CSC, it shall extend an offer to join the CSC to all Members of the Corporation.
- (d) The CC may, by a majority action, dissolve any CSC at any time.

Article 9 Indemnification

Section 1 Power to Indemnify in Actions, Suits or Proceedings other than Those by or in the Right of the Corporation

Subject to Section 6 hereof, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that such person is or was a director or officer of the Corporation, or is or was a director or officer of the Corporation serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such persons' conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

Section 2 Power to Indemnify in Actions, Suits or Proceedings by or in the Right of the Corporation

Subject to Section 6 hereof, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director or officer to the Corporation, or is or was a direction or officer of the Corporation serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matters as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which the court shall deem proper.

Section 3 Authorization of Indemnification

Any indemnification under this article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the present or former director or officer is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 1 or Section 2 hereof, as the case may be. Such determination shall be made, with respect to a person who is a director or officer at the time of such determination, (i) by a majority vote of the Directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (ii) by a committee of such director designated by a majority vote of such Directors, even though less than a quorum, or (iii) if there are no such Directors, or if such Directors so direct, by independent legal counsel in a written opinion. Such determination shall be made, with respect to former Directors and officers, by a person or persons having authority to act on the matter on behalf of the Corporation. To the extent however, that a present or former director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding described above, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith, without the necessity of authorization in the specific case.

Section 4 Good Faith Defined

For the purposes of any determination under Section 3 hereof, a person shall be deemed to have acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Corporation, or, with respect to any criminal action or proceeding, to have no reasonable cause to believe such person's conduct was unlawful, if such person's action is based on the records or books of account of the Corporation or another enterprise, or on information supplied to such person by the officers of the Corporation or another enterprise in the course of their duties, or on the advice of legal counsel for the Corporation or another enterprise or on information or records given or reports made to the Corporation or another enterprise by an independent certified public accountant or by an appraiser or other expert selected with reasonable care by the Corporation or another enterprise. The provisions of this Section 4 shall not be deemed to be exclusive or to limit in any way the circumstances in which a person may be deemed to have met the applicable standard of conduct set forth in Section 1 or in Section 2 hereof, as the case may be.

Section 5 Indemnification by a Court

Notwithstanding and contrary determination in the specific case under Section 3 hereof, and notwithstanding the absence of any determination thereunder, any director or officer may apply to the State Court of Illinois or any other court of competent jurisdiction in the State of Illinois for indemnification to the extent otherwise permissible under Section 1 or Section 2 hereof. The basis of such indemnification by a court shall be a determination by such court that indemnification of the Directors or officer is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 1 or Section 2 hereof, as the case may be. Neither a contrary determination in the specific case under Section 3 hereof nor the absence of any determination thereunder shall be a defense to such application or create a presumption that the director or officer seeking indemnification has not met any applicable standard of conduct. Notice of any application for indemnification pursuant to this Section 5 shall be given to the Corporation promptly upon the filing of such application. If successful, in whole or in part, the director or officer seeking indemnification shall also be entitled to be paid the expense of prosecuting such application.

Section 6 Expenses Payable in Advance

Expenses (including attorneys' fees) incurred by a director or officer in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article 9. Such expenses (including attorneys' fees) incurred by former Directors and officers or other employees and agents may be so paid upon such terms and conditions, if any, as the Corporation deems appropriate.

Section 7 Non-exclusivity of Indemnification and Advancement of Expenses

The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 9 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under the Certificate of Incorporation, these Bylaws, agreement, or disinterested Directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, it being the policy of the Corporation that indemnification of the person specified in Section 1 and Section 2 hereof shall be made to the fullest extent permitted by law. The provisions of this Article 9 shall not be deemed to preclude the indemnification of any person who is not specified in Section 1 or Section 2 hereof but whom the Corporation has the power or obligation to indemnify under the provisions of the General Corporation Law of the State of Illinois, or otherwise.

Section 8 Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was a director or officer of the Corporation serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such persons status as such, whether or not the Corporation would have the power or the obligation to indemnify such person against such liability.

Section 9 Certain Definitions

For purposes of this Article 9, references to “the Corporation” shall include, in addition to the resulting Corporation, any constituent Corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its director or officers, so that any person who is or was a director or officer of such constituent Corporation, or is or was a director or officer of such constituent Corporation serving at the request of such constituent Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of the Article 9 with respect to the resulting or surviving corporation as such person would have with respect to such constituent Corporation if its separate existence had continued. The term “another enterprise” as used in this Article 9 shall mean any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise of which such person is or was serving at the request of the Corporation as a director, officer, employee, or agent. For purposes of the Article 9, references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the Corporation” shall include any services as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director or officer with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Corporation” as referred to in this Article 9. For purposes of the Article 9, references to "Liability" includes the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, including an excise tax assessed with respect to an employee benefit plan, and reasonable expenses. For purposes of the Article 9, references to "Party" includes a natural person who was or is, or who is threatened to be made, a named defendant or respondent in a proceeding. For purposes of the Article 9, references to "Proceeding" means any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the corporation or by any other person. For purposes of the Article 9, references to "Affiliate" shall include, without limitation, any corporation, partnership, joint venture, employee benefit plan, trust or other enterprise that directly or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, the corporation. For purposes of the Article 9, references to “Director or Officer” mean any of the following:

- (1) A natural person who is or was a director or officer of this Corporation.

(2) A natural person who, while a director or officer of this Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of another corporation or foreign corporation, partnership, joint venture, trust or other enterprise.

(3) A natural person who, while a director or officer of this Corporation, is or was serving an employee benefit plan because his or her duties to the Corporation also impose duties on, or otherwise involve services by, the person to the plan or to participants in or beneficiaries of the plan.

(4) Unless the context requires otherwise, the estate or personal representative of a director or officer. For purposes of this Article, it shall be conclusively presumed that any Director or Officer serving as a director, officer, partner, trustee, member of any governing or decision-making committee, employee or agent of an Affiliate shall be so serving at the request of the Corporation.

Section 10 Survival of Indemnification and Advancement of Expenses

The indemnification and advancement of expenses provided by, or granted pursuant to this article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 11 Limitation on Indemnification

Notwithstanding anything contained in the article to the contrary, except for proceedings to enforce rights to indemnification (which shall be governed by Section % hereof), the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) or advance expenses in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors of the Corporation.

Section 12 Indemnification of Employees and Agents

The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this article to Directors and officers of the Corporation.

Article 10

Fiscal Year

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

Article 11

Execution of Instruments, Deposits, and Funds

Section 1 Execution of Instruments

The Board of Directors, 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 officer, 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 2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the treasurer and countersigned by the president of the Corporation.

Section 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 Board of Directors may select.

Article 12

Corporate Records, Reports, and Seal

Section 1 Maintenance of Corporate Records

The Corporation shall keep at its principal office:

- a. Minutes of all meetings of Directors, committees of the Board, and, if this Corporation has members, of 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;
- 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 tier of membership held by each member and the termination date of any membership;
- d. A copy of the Corporation's articles of incorporation and 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.

Section 2 Corporate Seal

The Board of Directors 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 3 Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation, and shall have such other rights to inspect the books, records, and properties of this Corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 4 Members' Inspection Rights

If this Corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon written demand on the secretary of the Corporation, which demand shall state the purpose for which the inspection rights are requested.

- b. To obtain from the secretary of the Corporation, upon written demand on, and payment of a reasonable charge to, the secretary of the Corporation, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the secretary of the Corporation or after the date specified therein as of which the list is to be compiled.
- c. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the secretary of the Corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this Corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 5 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 6 Periodic Report

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this Corporation, to be so prepared and delivered within the time limits set by law.

Article 13

IRC 501(c) (3) Tax Exemption Provisions

Section 1 Limitations on Activities

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2 Prohibition against Private Inurement

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, Directors or trustees, 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 this Corporation.

Section 3 Distribution of Assets

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

Section 4 Private Foundation Requirements and Restrictions

In any taxable year in which this Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article 14

Conflict of Interest and Compensation Approval Policies

Section 1 Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt 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 or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2 Definitions

a. Interested Person. Any director, principal officer, member of a committee with governing Board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, 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,
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 not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

c. Affiliated Member. Without limitation, any Member that directly or indirectly through one or more intermediaries, controls or is controlled by, or is under common control with, any other Member.

Section 3 Conflict of Interest Avoidance Procedures

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing Board 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, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

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

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy. If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 Records of Board and Board Committee Proceedings

The minutes of meetings of the governing Board and all committees with Board delegated powers shall contain:

- a. 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 governing Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. 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 with the proceedings.

Section 5 Compensation Approval Policies

A voting member of the governing Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member 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.

No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for Directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the Board or a duly constituted compensation committee of the Board shall also comply with the following additional requirements and procedures:

- a. the terms of compensation shall be approved by the Board or compensation committee prior to the first payment of compensation,
- b. all members of the Board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each Board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 1. is not the person who is the subject of the compensation arrangement, or a family member of such person;

2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement
 3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement
 4. has no material financial interest affected by the compensation arrangement; and
 5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the Board or committee member.
- c. the Board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources
 2. the availability of similar services in the geographic area of this organization
 3. current compensation surveys compiled by independent firms
 4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the Board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- d. the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board or compensation committee that approved the compensation. Such documentation shall include:
1. the terms of the compensation arrangement and the date it was approved
 2. the members of the Board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each Board or committee member
 3. the comparability data obtained and relied upon and how the data was obtained
 4. If the Board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the Board or committee shall record in the minutes of the meeting the basis for its determination.
 5. If the Board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the Board or committee meeting.

6. any actions taken with respect to determining if a Board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).
7. The minutes of Board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next Board or committee meeting or 60 days after the final actions of the Board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the Board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next Board or committee meeting following final action on the arrangement by the Board or committee.

Section 6 Annual Statements

Each director, principal officer, and member of a committee with governing Board delegated powers shall annually sign a statement which affirms 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 the Corporation is charitable and 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 7 Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 8 Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

Article 15 Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this Corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this Corporation filed with an office of this state and used to establish the legal existence of this Corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE 16 Amendments of Bylaws

Section 1 By the Directors

(a) These Bylaws shall not be altered, amended or repealed by the board of directors.

Section 2 By the Members

(b) These Bylaws may be altered, amended or repealed by the Members of this Corporation having voting rights at any regular or special meeting thereof, by the affirmative unanimous vote of the number of the Members of this Corporation having voting rights.

(c) New Bylaws may be adopted by the Members of this Corporation having voting rights at any regular or special meeting thereof, by the affirmative unanimous vote the number of Members of this Corporation having voting rights.

ARTICLE 17

RightPlug Standard

Section 1 Backwards Compatibility

- (d) Any changes to the RightPlug Standard authorized by the TC or the Board of Directors shall be backward compatible with any products designed to the first release of the RightPlug Standard.
- (e) Any non-backward compatible changes to the RightPlug Standards shall be authorized by the Members of this Corporation having voting rights, at any regular or special meeting thereof, by the affirmative unanimous vote of the number of Members of this Corporation having voting rights.