

**BYLAWS  
OF  
FIELDCOMM GROUP, INC.**

**ARTICLE 1  
OFFICES, CORPORATE SEAL, LANGUAGE, DEFINITIONS**

Section 1.01. Registered Office. The registered office of this Corporation located in Delaware shall be that as set forth in the Certificate of Incorporation, or in the most recent amendment of the Certificate of Incorporation, or in the most recent statement filed with the Secretary of State of Delaware changing the registered office.

Section 1.02. Other Offices. This Corporation may have such other offices, within or without the State of Delaware, as the Board of Directors ("Board") may from time to time determine.

Section 1.03. Corporate Seal. This Corporation shall have no corporate seal.

Section 1.04. Language. The sole official language for all proceedings, affairs, materials and publications of this Corporation shall be English.

**ARTICLE 2  
MEMBERSHIP**

Section 2.01. Classes, Qualifications, and Manner of Admission of Members. This Corporation shall have members as set forth below in this Article 2.

A. Voting Members. This Corporation shall have voting members, each of whom shall be entitled to one vote on all matters submitted to the Members of this Corporation (the "Voting Members"). The Voting Members shall be composed of eight classes, designated as follows:

(1) Class A Voting Member. All businesses with annual Automation Revenues of US \$2,500,000,000 or more are eligible to become Class A Voting Members;

(2) Class B Voting Member. All businesses with annual Automation Revenues equal to or greater than US \$1,500,000,000 but less than US \$2,500,000,000 are eligible to become Class B Voting Members;

(3) Class C Voting Member. All businesses with annual Automation Revenues equal to or greater than US \$750,000,000 but less than US \$1,500,000,000 are eligible to become Class C Voting Members;

(4) Class D Voting Member. All businesses with annual Automation Revenues equal to or greater than US \$250,000,000 but less than US \$750,000,000 are eligible to become Class D Voting Members;

(5) Class E Voting Member. All businesses with annual Automation Revenues equal to or greater than US \$100,000,000 but less than US \$250,000,000 are eligible to become Class E Voting Members;

(6) Class F Voting Member. All businesses with annual Automation Revenues equal to or greater than US \$20,000,000 but less than US \$100,000,000 are eligible to become Class F Voting Members;

(7) Class G Voting Member. All businesses with annual Automation Revenues less than US \$20,000,000 are eligible to become Class G Voting Members;

(8) Class H Voting Member. The following business are eligible to become Class H Voting Members:

(i) All businesses independent of annual Automation Revenues that use, but do not manufacture, systems and products based on digital communications standards and protocols;

(ii) All businesses that develop, manufacture, and sell software development tools for process automation technologies or cables or wiring; and

(iii) Engineering contractors or contractor companies or individuals that perform work for hire in the process automation industries.

For purposes of this subsection, the term "Automation Revenues" shall mean operating revenues from the sale or license of industrial automation/instrumentation/control products by the applicant for membership. If the applicant for membership is a Juridical Person, the term "Automation Revenues" shall include operating revenues from the sale or license of industrial automation/instrumentation/control products by the Affiliates listed on the application form to become a Voting Member ("Voting Membership Application Form"). The term "Juridical Person" shall mean any entity that is a domestic or foreign corporation, limited liability company, whether domestic or foreign, partnership, limited partnership or other legal entity, whether domestic or foreign. The term "Affiliate" shall mean any person or entity that directly or indirectly controls, is controlled by, or is under common control with, such Juridical Person.

The Voting Membership Application Form shall be in writing in a form authorized by the Board. An applicant shall become a Voting Member upon payment of the annual dues prescribed from time to time by the Board and as described in Section 2.04.

B. Associates. This Corporation shall have nonvoting members, who shall be designated "Associates" and shall not be entitled to vote on any matters submitted to the Members of this Corporation. Membership as an Associate shall be open to all nonprofit corporations and associations, research institutes, individuals, educational institutions, and governmental agencies. The application to become an Associate ("Associate Membership Application Form") shall be in writing on forms authorized by the Board. An applicant shall become an Associate upon payment of the annual dues prescribed from time to time by the Board and as described in Section 2.04. Beyond the rights established in these Bylaws, Associates shall have only such rights as are expressly stated by resolution of the Board to apply to Associates.

C. Definition of Member; Antitrust Regulations. All references to "Members" in these Bylaws and in resolutions and minutes of this Corporation shall mean Voting Members and Associates unless expressly stated otherwise.

This Corporation, its Board, and its Members will respect and comply with any rights of third parties potentially existing under applicable antitrust regulations (as the case may be) to be admitted to this Corporation as Members.

D. Designation of Representatives. Each Voting Member that is a Juridical Person shall designate in writing to the Secretary a natural person to whom this Corporation shall direct all correspondence and who shall have the power to represent, and vote on behalf of, such Voting Member at all meetings and to sign on behalf of such Voting Member all votes, consents, waivers or proxy appointments (a "Voting Representative"). Each Voting Member shall have one Voting Representative regardless of the number of Affiliates listed on the Voting Membership Application Form. This Corporation, if acting in good faith, may accept the vote, consent, waiver, or proxy appointment of such Voting Representative and give it effect as the act of such Voting Member. No person other than a Voting Representative appointed pursuant to this Section 2.01(D) shall have the right to vote or sign a consent, waiver, or proxy appointment on behalf of a Voting Member that is a Juridical Person. In addition, each Associate that is not a natural person shall designate in writing to the Secretary a natural person to whom this Corporation shall direct all correspondence.

An appointment of a representative pursuant to this Section 2.01(D) is revocable by the Voting Member or Associate that appointed such representative by delivering to the Secretary a writing (i) stating that the appointment of such representative is revoked, and (ii) designating a new representative.

E. Affiliates. An Affiliate of a Voting Member shall be entitled to all of the rights, privileges or benefits of membership in this Corporation to the same extent as the Voting Member if such Affiliate is listed on the Voting Membership Application Form other than the right to vote. An Affiliate of an Associate shall be entitled to all of the rights, privileges or benefits of membership in this Corporation to the same extent as the Associate if such Affiliate is listed on the Associate Membership Application Form. An Affiliate of a Voting Member or an Associate that is not listed on either the Voting Membership Application Form or the Associate Membership Application Form, as applicable, shall not be entitled to any of the rights, privileges or benefits of membership in this Corporation unless such Affiliate is a Voting Member or an Associate of this Corporation in its own right.

Section 2.02. No Transfer of Membership Rights. No Member may sell, pledge, encumber or otherwise transfer membership in this Corporation or a right arising from such membership.

Section 2.03. Resignation. A Member may resign at any time by delivering to the Secretary such Member's written resignation. Such resignation shall take effect at the date of receipt of such notice or at any later time specified therein. Unless otherwise specified in such notice, acceptance of such resignation shall not be necessary to make it effective. The resignation of a Member does not relieve such Member from any obligations such Member may have to this Corporation for dues, assessments, or fees or charges for goods or services accruing or arising prior to the date of delivery of the resignation.

Section 2.04. Membership Dues. The annual membership dues for Members shall be determined by the Board. Membership dues will apply for a one (1) year term. Members shall pay annual membership dues to the this Corporation according to the schedule of dues, if any, established from time to time by the Board. If any special dues or fees are established by the Board, Members shall pay such special dues or fees according to the schedule of dues or fees established. Unless otherwise approved by the Board, annual membership dues and any other special dues and fees are non-refundable.

Timely payment of dues is required for membership and, for Voting Members, the right to vote. When any Member is in default in the payment of any dues or fees hereunder for a period of one (1) month from the beginning of the fiscal year or one (1) month from the period for which such dues or fees

become payable, such Member's membership may be thereupon terminated in accordance with Section 2.05.

Section 2.05. Termination of Membership. The Board may, upon the affirmative vote of three-fourths (3/4) of the directors then in office, terminate the membership of any Member who, in the determination of the Board, has engaged or is engaging in conduct that is not in the best interest of this Corporation, which conduct shall include, without limitation, misrepresentations regarding the conformance of such Member's products with testing procedures established from time to time by this Corporation and/or misrepresentations regarding the certification of such products by this Corporation; provided, however, that the Board (i) shall deliver to such Member written notice of such proposed expulsion, suspension or termination not less than thirty (30) days prior to the effective date of such proposed expulsion, suspension or termination, which notice shall set forth the reasons for such expulsion, suspension or termination, and (ii) shall provide an opportunity for such Member to be heard, orally or in writing, not less than ten (10) days before the effective date of such expulsion, suspension or termination by the Board or a committee of the Board that is authorized to decide whether such proposed expulsion, suspension or termination should take place ("Due Process Procedure"). The termination of a Member shall not relieve the Member from obligations the Member may have to this Corporation for dues, assessments, or fees or charges for goods or services accruing or arising prior to the date of such termination. The second paragraph of Article 2, Section 2.01(C) applies *mutatis mutandis* to the Board's decision to terminate a Member.

Section 2.06. Cancellation of Membership for Nonpayment of Dues Assessments or Fees or Charges. If any Member fails to pay to this Corporation the full amount of dues, assessments, or fees or charges for goods or services as authorized by the Board within thirty (30) days after any such amount shall have become payable, this Corporation shall deliver to such Member written notice thereof. If such Member does not cure such failure within a reasonable period of time, as determined by the President/Chief Executive Officer, after the date of such written notice, the membership of such Member shall be terminated immediately; provided, however, that the Due Process Procedure set forth in Section 2.05 shall be followed. Upon payment of all amounts that are due and payable to this Corporation, such Member may reapply as a Voting Member or an Associate, as the case may be. The termination of membership of a Member shall not relieve such Member from obligations the Member may have to this Corporation for dues, assessments, or fees or charges for goods or services accruing or arising prior to the date of the termination.

Section 2.07. Intellectual Property Policy. All Members shall sign this Corporation's Intellectual Property Policy, as may be amended from time to time ("IP Policy"). Any Member who fails to comply with the IP Policy may be terminated from membership pursuant to Section 2.05 and is subject to penalty under the law of State of Delaware. Members who are terminated from membership shall surrender all rights and license granted to Members of this Corporation for the use of this Corporation's intellectual property.

Section 2.08. Member Responsibilities. Members are expected to demonstrate their commitment to this Corporation's overall goals through active participation in and providing, as needed, funding, time and resources to initiatives created by the Board. Members are required to honor programs, processes and/or standards developed and agreed upon by the Board in a commercially reasonable, best efforts manner.

### ARTICLE 3 MEETINGS OF MEMBERS

Section 3.01. Place of Meetings. Meetings of Members shall be held at such place, either within or without the State of Delaware, as the Board shall determine. Rather than holding a meeting at any place, the Board may determine that a meeting shall be held solely by remote communications (including, without limitation, telephone, internet or other electronic means) if such form of meeting complies with the requirements of the Delaware General Corporation Law.

Section 3.02. Annual Meeting. The regular annual meeting of the Members shall be held at such time and place as the Board may determine, for the purpose of electing directors, receiving a report on the activities and financial condition of this Corporation, and for the transaction of such other business as shall come before the meeting. The notice of the annual meeting shall include the agenda, copies or references to relevant documents (e.g., documents the Voting Members will be requested to reject/approve), and confirmation of attendance form.

Section 3.03. Special Meetings. Special meetings of the Members shall be held whenever called by the Board, the President/Chief Executive Officer, or a majority of the Voting Members. Special meetings of the Members may be held within or without the State of Delaware at the place fixed by the Board. If at least ten percent (10%) of the Members, or fifty (50) Members, whichever is less, sign, date and deliver to the President/Chief Executive Officer or the Secretary one or more written demands for a meeting describing the purpose for which it is to be held, the Board shall cause a special meeting of the Members to be called and held on notice no later than forty-five (45) days after the receipt of the demand. If a special meeting of the Members is demanded by the Members pursuant to this Section 3.03, such special meeting must be held in the county where this Corporation's registered office is located. The business transacted at a special meeting of the Members shall be limited to the purposes stated within the notice of the special meeting.

Section 3.04. Notice of Meetings; Waiver of Notice. Unless otherwise provided in the Delaware General Corporation Law, notice of a meeting of the Members shall be mailed to each Member, addressed to such Member at its usual place of business, or personally delivered to such Member, at least thirty (30) days, but not more than sixty (60) days, before the day on which the meeting is to be held. The notice shall state the time and place of the meeting, and a statement of the purposes thereof. The business transacted at a meeting of the Members is limited to the purposes stated within the notice of the meeting. A Member may place an item of business to be transacted at a regular meeting on the notice of such meeting by delivering to the Secretary a written description of such business at least seventy-five (75) days before such meeting is to be held. Without limiting the manner by which notice may otherwise be given, notice may be given by a form of electronic transmission that satisfies the requirements of the Delaware General Corporation Law. If mailed, notice shall be deemed given when deposited in the U.S. mail, postage prepaid, directed to the Member's address as it appears in this Corporation's records. Notice shall be deemed given at the times specified with respect to the giving of notice by electronic transmission in the Delaware General Corporation Law. An affidavit of this Corporation's Secretary, an Assistant Secretary or an agent of this Corporation that notice has been given shall, in the absence of fraud, be prima facie evidence of the facts stated in the affidavit.

Any Member may waive notice of a meeting of the Members. A waiver of notice by a Member entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, orally, or by attendance. Attendance by a Member at a meeting is a waiver of notice of that meeting, unless the Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or has not been called or convened in compliance with these Bylaws, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

Section 3.05. Quorum; Voting. Except as otherwise provided by statute or by these Bylaws, thirty percent (30%) of the total number of Voting Members on the day of the meeting represented in person or by proxy shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Voting Members present in person or by proxy at any duly held meeting at which a quorum is present shall be the act of the Members. In the absence of a quorum, a majority of the Voting Members present in person or by proxy may adjourn a meeting from time to time until a quorum is present in person or by proxy. Each Voting Member shall be entitled to one (1) vote on each matter to be voted on by the Members. Except as required by law, notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. If a quorum is present when a duly called or held meeting is convened, the Voting Members present in person or by proxy may continue to transact business until adjournment, even though the withdrawal of Voting Members originally present in person or by proxy leaves less than the number otherwise required for a quorum; provided, however, that the affirmative vote of a majority of the required quorum is required to take any action other than adjournment.

Section 3.06. Proxy Voting. With respect to any meeting of the Members, a Voting Member may appoint a proxy to vote or otherwise act for the Voting Member by: (1) filing a non-electronic written appointment of a proxy, signed by the Voting Member, a Voting Representative or by an attorney-in-fact (if the Voting Member is not a Juridical Person), with an officer of this Corporation at or before the meeting at which the appointment is to be effective, or (2) authenticated electronic communication, whether or not accompanied by written instructions of the Voting Member, of an appointment of a proxy with this Corporation or this Corporation's duly authorized agent at or before the meeting at which the appointment is to be effective. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes. An appointment is valid for eleven (11) months unless a different period is expressly provided in the appointment form; provided, however, that a proxy is not valid for more than three (3) years from its date of execution. An appointment of a proxy is revocable by the Voting Member appointing the proxy (i) attending a meeting and voting in person or (ii) signing and delivering to the Secretary or officer or other agent authorized to tabulate votes either a writing stating that the appointment of the proxy is revoked or a later appointment form.

Section 3.07. Written Consent. Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting, without prior notice and without a vote, if the number of affirmative written consents from the Voting Members obtained in writing or by electronic transmission is not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Voting Members eligible to vote thereon were present and voted and shall be delivered to this Corporation by delivery to its registered office in this State, its principal place of business or an officer or agent of this Corporation having custody of the book in which proceedings of meetings of Members are recorded. Prompt notice of the taking of action without a meeting by less than a unanimous written consent shall be given to those Voting Members who have not consented, as required by the Delaware General Corporation Law. A Voting Member may consent to a written action via electronic transmission provided that such electronic transmission sets forth information from which this Corporation can determine (a) that the electronic transmission was transmitted by the Member, and (b) the date on which the Member transmitted the communication. By resolution, the Board may establish that such communications are "delivered" for purposes of Delaware General Corporation Law Section 228(d)(1) upon the Secretary's, or the Secretary's designee's, printing of a paper version of the electronic transmission for inclusion in the book in which proceedings of meetings of this Corporation's Members are recorded.

Section 3.08. Remote Communications. The Board may permit Members to participate in meetings of the Members (whether such meetings are held at a designated place or solely by means of

remote communication) using one or more methods of remote communication, provided that this Corporation:

A. implements reasonable measures to verify that each person deemed present at the meeting by means of remote communication is a Member;

B. implements reasonable measures to verify that each person permitted to vote at the meeting by means of remote communication is a Voting Member;

C. implements reasonable measures to provide such Members a reasonable opportunity to participate in the meeting and for Voting Members to vote on matters submitted to the Members, consistent with Delaware General Corporation Law; and

D. if any Voting Member votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by this Corporation. The Board may adopt such guidelines and procedures applicable to participation in Members' meetings by means of remote communication, as it deems appropriate. Participation in a Members' meeting by means of a method of remote communication permitted by the Board shall constitute presence in person at the meeting.

Section 3.09. Adjournment of Meetings. The chairperson of a meeting of the Members may adjourn such meeting from time to time. At any adjourned meeting, the Voting Members may transact any business that they might have transacted at the original meeting. Notice of an adjourned meeting need not be given if the time and place, if any, or the means of remote communications to be used rather than holding the meeting at any place are announced at the meeting so adjourned, except that notice of the adjourned meeting shall be required if the adjournment is for more than thirty (30) days or if after the adjournment a new record date is fixed for the adjourned meeting.

Section 3.10. Chairperson; Secretary. The following individuals shall preside over any meeting of the Members, in order of availability at such meeting: (a) the Chairperson of the Board, if any; (b) in such individual's absence, the President/Chief Executive Officer, if any; (c) in the absence of all of the foregoing individuals, a chairperson designated by the Board; or (d) in the absence of a chairperson designated by the Board, a chairperson chosen by the Voting Members present in person at the meeting. In the absence of the Secretary and any Assistant Secretary, the chairperson of the meeting may appoint any person to act as secretary of the meeting.

Section 3.11. Rules of Conduct. The Board may adopt such rules, regulations and procedures for the conduct of any meeting of the Members as it deems appropriate including rules, regulations and procedures regarding participation in the meeting by means of remote communication. Except to the extent inconsistent with any applicable rules, regulations or procedures adopted by the Board, the chairperson of any meeting may adopt such rules, regulations and procedures for the meeting, and take such actions with respect to the conduct of the meeting, as the chairperson of the meeting deems appropriate. The rules, regulations and procedures adopted may include, without limitation, ones that

- A. establish an agenda or order of business;
- B. are intended to maintain order and safety at the meeting;
- C. restrict entry to the meeting after the time fixed for its commencement; and
- D. limit the time allotted to Member questions or comments.

Section 3.12. Parliamentary Procedure. Unless otherwise determined by an affirmative vote by two-thirds (2/3rds) of the Voting Members present in person at the meeting, the meeting shall be run in accordance with the rules of parliamentary procedure.

#### ARTICLE 4 BOARD OF DIRECTORS

Section 4.01. General Powers. The property, business and affairs of this Corporation shall be managed by or under the direction of the Board.

Section 4.02. Number, Qualifications, Term of Office Nomination and Election.

A. Number; Qualifications. Directors must (i) be natural persons, and (ii) be either Voting Members or employees of Voting Members. A majority of the directors must be adults. The maximum number of directors shall be eleven (11). The maximum number of directors may be increased or decreased by unanimous, affirmative vote of the directors then in office; provided, however that (i) if the number of Voting Members is three (3) or more, the number of directors shall not be less than three (3), and (ii) if the number of Voting Members is less than three (3), the number of directors may be less than three (3) but not less than the number of Voting Members.

C. Term. The terms of directors shall be staggered. The initial directors of this Corporation shall be composed of one group of five (5) directors who shall serve an initial term of three (3) years and one group of six (6) directors who shall serve an initial term of two (2) years. The incorporator of this Corporation will appoint the initial Board and will determine the applicable term of each director. Thereafter, each director shall hold office for a term of two (2) years or until such director's successor shall have been elected and qualified, or until the earlier death, resignation, or removal of such director.

D. Nomination. Other than the initial Board (which shall be appointed by the incorporator), the Board, or a committee appointed by the Board, shall nominate candidates for election as directors at the annual meeting of the Members. Voting Members may nominate candidates for election as directors at the annual meeting of Members by delivering to the Secretary a writing specifying the name of such candidate not less than seventy-five (75) days before such annual meeting.

E. Election. The Voting Members shall elect the director positions to be filled at the annual meeting of the Members. Each Voting Member present in person or by proxy shall be entitled to one vote with respect to each director position to be filled at such meeting. The candidate who receives the largest number of votes shall be elected to the first director position to be filled, the candidate who receives the next largest number of votes shall be elected to the next director position to be filled and so on until each such director position has been filled. In the event of a tie vote for the last director position to be filled, a run-off election between the tying candidates shall be held. With respect to such run-off election, each Voting Member present in person or by proxy shall be entitled to one (1) vote, and the candidate who receives the largest number of votes shall be elected to fill such last director position.

Section 4.03. Resignation. A director may resign, with or without cause, at any time by giving written notice to this Corporation. The resignation of a director is effective without acceptance when the notice is given to this Corporation, unless a later effective time is specified in the notice.

Section 4.04. Removal of Directors. A director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the Voting Members. A director shall cease to qualify and shall be removed automatically as a director without the requirement of any action on the part of the



Board as of the date on which such (i) director ceases to be (x) a Voting Member (in the case of a director who is a Voting Member) or (y) an employee of the Voting Member by which such director was employed when such director was elected to the Board (in the case of a director who is an employee of a Voting Member) or (ii) in the case of a director who is an employee of a Voting Member, such organization ceases to be a Voting Member.

Section 4.05. Vacancies. Any vacancy on the Board caused by death, resignation, removal, an increase in the number of directors, or any other cause, shall be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum, and the term of the director filling the vacancy shall expire at the end of the term the director is filling.

Section 4.06. Place of Meetings; Electronic Communications. The Board may hold its meetings at such place or places, within or without the State of Delaware, as it may from time to time determine. If the Board fails to select a place for a meeting, it shall be held at the registered office of this Corporation. One or more directors may participate in a meeting by any means of communication through which all directors participating in the meeting may simultaneously hear each other during the meeting. Participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 4.07. Annual Meetings. The annual meeting of the Board shall be held each year, at such time, place and in such manner as the Board may determine, for the transaction of such other business as shall come before the meeting.

Section 4.08. Regular Meetings and Special Meetings. Regular meetings of the Board shall be held periodically, not less than three (3) times each year, at such times and places as the Board may determine, for the purpose of electing officers and for the transaction of such other business as shall come before the meeting.

Special meetings of the Board shall be held whenever called by the President/Chief Executive Officer or by any one of the directors. Notice of a special meeting shall be mailed to each director, addressed to the director at his or her residence or usual place of business, or delivered personally or by telephone or electronic transmission, at least twenty (20) days before the day on which the meeting is to be held. The notice shall state the time and place of the meeting and the purposes thereof. Notice of any meeting of the Board need not be given to any director who participates in such meeting.

Section 4.09. Quorum. Except as otherwise provided by statute or by these Bylaws, one-half (1/2) of the directors in office at the time of a meeting shall be required to constitute a quorum for the transaction of business at any meeting. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the number otherwise required for a quorum.

Section 4.10. Proxy Voting. Proxy voting shall not be permitted.

Section 4.11. Voting. Each director shall be entitled to one (1) vote on each matter to be voted on by the directors. Unless explicitly set forth otherwise in these Bylaws, or as otherwise required by Delaware General Corporation Law, all votes, resolutions and other actions of the Board shall be by a majority vote of the directors present at a meeting at which there is a quorum, except for the Major Decisions referenced in Article 9.

Section 4.12. Action Without Meeting. An action required or permitted to be taken at a meeting of the Board may be taken by a written consent signed, or counterparts of a written consent signed in the aggregate, by all of the directors unless the action need not be approved by the Voting Members, in which case the action may be taken by a written consent signed, or counterparts of a written consent signed in the aggregate, by the number of directors that would be required to take the same action at a meeting of the Board at which all of the directors were present.

Section 4.13. Conflicts of Interest. It shall be the policy of this Corporation that all directors, officers, and committee members of this Corporation shall scrupulously avoid any conflict between their own respective individual interests and the interests of this Corporation in any and all actions taken by them on behalf of this Corporation in their representative capacities. Directors, officers, and committee members shall comply with the Conflict of Interest Policy approved by the Board, as it is amended from time to time, and shall annually acknowledge receiving the Conflict of Interest Policy.

Section 4.14. Electronic Transmissions. For purposes of these Bylaws, "electronic transmission" shall mean a form of communication not directly involving the physical transmission of paper that satisfies the requirements with respect to such communications contained in the Delaware General Corporation Law

## ARTICLE 5 OFFICERS

Section 5.01. Number and Qualifications. The officers of this Corporation shall be a Chairperson of the Board, a President/Chief Executive Officer, a Treasurer, a Secretary, and such other officers as may be elected by the Board, including but not limited to one or more Vice Presidents. Only one office may be held by the same person. Officers shall be natural persons.

Section 5.02. Election and Term of Office. Officers shall be elected annually by the Board, and, except in the case of officers appointed in accordance with the provisions of Section 5.11, each shall hold office until the next annual election of officers and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the officer.

Section 5.03. Resignations. Except as otherwise provided in an employment contract, an officer may resign, with or without cause, by giving written notice to this Corporation. The resignation is effective without acceptance when the notice is given to this Corporation, unless a later effective date is named in the notice.

Section 5.04. Removal. An officer may be removed, with or without cause, by a resolution adopted by the Board.

Section 5.05. Vacancies. A vacancy in an office because of death, resignation, removal, or any other cause shall be filled for the unexpired part of the term in the manner prescribed in these Bylaws for election to such office.

Section 5.06. Chairperson of the Board. The Chairperson of the Board shall preside at all meetings of the Members and the Board and shall have such other duties as may be prescribed from time to time by the Board.

Section 5.07. President/Chief Executive Officer. The President/Chief Executive Officer shall report to the Chairperson of the Board and: (a) have general active management of the business of this Corporation; (b) in the absence of the Chairperson of the Board, preside at meetings of the Board and the

Members; (c) see that orders and resolutions of the Board are carried into effect; (d) sign and deliver in the name of this Corporation deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Certificate of Incorporation or Bylaws or by the Board to another officer or agent of this Corporation; and (e) perform such other duties as may from time to time be prescribed by the Board or the Chairperson of the Board. In the event of absence or disability of the President/Chief Executive Officer, the Board shall appoint a person to succeed to the powers and duties of the President/Chief Executive Officer.

Section 5.08. Vice President. Each Vice President, if any, shall have such powers and shall perform such duties as may from time to time be prescribed by the Board or by the President/Chief Executive Officer. Each Vice President, if any, shall report to the President/Chief Executive Officer.

Section 5.09. Treasurer. The Treasurer shall report to the Chairperson of the Board. The Treasurer shall have the responsibility and authority to: (a) keep accurate financial records for this Corporation; (b) deposit money, drafts, and checks in the name of and to the credit of this Corporation in the banks and depositories designated by the Board; (c) endorse for deposit notes, checks, and drafts received by this Corporation as ordered by the Board, making proper vouchers for the deposit; (d) disburse corporate funds and issue checks and drafts in the name of this Corporation, as ordered by the Board; (e) upon request, provide the President/Chief Executive Officer and the Board an account of transactions by the Treasurer and of the financial condition of this Corporation; and (f) perform such other duties as may from time to time be prescribed by the Board.

Section 5.10. Secretary. The Secretary shall report to the Chairperson of the Board. The Secretary shall: (a) maintain records of and, when necessary, certify proceedings of the Board and the Members; (b) when directed to do so, give proper notice of meetings of the Board and the Members; and (c) perform such other duties as may from time to time be prescribed by the Board.

Section 5.11. Other Officers. This Corporation may have such other officers and agents as the Board considers necessary for the operation and management of this Corporation, each of whom has the powers, rights, duties, responsibilities, and terms in office as may be determined by resolution of the Board.

Section 5.12. Delegation. An officer may not, without the approval of the Board, delegate some or all the duties and powers of his or her office to any other person.

## ARTICLE 6 COMMITTEES

Section 6.01. Committees. The Board may act by and through such committees as may be specified in resolutions approved by a majority of the directors then in office. Such committees, to achieve the purposes of this Corporation as set forth in Article Third of the Certificate of Incorporation ("Purposes"), shall be sponsored by a director. The Board shall establish a Strategic Technology Committee to advise and consult with the Board and the President/Chief Executive Officer to examine and/or discuss future technology directions to achieve the Purposes. The head of the Strategic Technology Committee shall be appointed by the Board. The Board shall establish an Audit Committee to review, and report to the Board regarding, the financial situation of this Corporation. The Audit Committee shall be composed of one (1) or more directors and one (1) or more representatives of a certified public accounting firm of national repute selected by the Board. The Board shall establish a Compensation Committee to review and determine the compensation of officers of this Corporation. The

Board shall establish a Finance Committee to oversee the financial operations of this Corporation. The Finance Committee shall consist of one (1) or more directors and be chaired by the Treasurer. All committees shall be subject at all times to the direction and control of the Board. Members of such committees must be natural persons. A committee established pursuant to this Section 6.01 shall consist of one (1) or more persons appointed by the Board. Other than as specified above, committees need not have directors as members.

Section 6.02. Technical Committees. The Board may approve the creation of one or more technical committees, as recommended by the President/Chief Executive Officer, by a resolution approved by the affirmative vote of a majority of the directors then in office. Such technical committees shall act in an advisory capacity only, shall have no authority to act on behalf of or bind this Corporation in any way and shall be subject at all times to the direction and control of the President/Chief Executive Officer. Members of committees established pursuant to this Section 6.02 must be natural persons. A committee established pursuant to this Section 6.02 shall consist of one (1) or more persons, who need not be directors, appointed by the President/Chief Executive Officer.

Section 6.03. Procedures. Sections 3.06 through 3.12 apply to committees and members of committees to the same extent as those sections apply to the meetings of Members. Each committee shall prepare minutes of its meetings and shall furnish such minutes to the Board and to members of the committee.

## ARTICLE 7 BOOKS OF RECORD

This Corporation shall keep, at its principal place of business, correct and complete copies of:

- A. its Certificate of Incorporation and these Bylaws;
- B. accounting records; and
- C. minutes of meetings of the Members, the Board and committees having any of the authority of the Board.

## ARTICLE 8 INDEMNIFICATION; INSURANCE

Section 8.01. Indemnification.

A. General. This Corporation shall indemnify its directors, officers and other fiduciaries to the fullest extent authorized or permitted by the Delaware General Corporation Law (as the same may be amended from time to time, but only to the extent that such amendment granted this Corporation broader indemnification rights than the Delaware General Corporation Law permitted prior to the adoption of such amendment), and shall otherwise indemnify persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law (each director, officer, fiduciary and other person entitled to indemnification hereunder, an "Indemnitee").

B. Advancement of Expenses. The Company shall promptly advance all reasonable out-of-pocket expenses of the Indemnitee, up to \$100,000 without Board approval, in connection with any investigation, proceeding, claim, loss, settlement or appeal in respect of which the Indemnitee may be entitled to seek indemnification by this Corporation hereunder. Advancement of expenses in excess of \$100,000 shall require Board approval. This Corporation is entitled to repayment of any amounts

advanced if, and to the extent that, it shall ultimately be determined that the Indemnitee is not entitled to be indemnified by this Corporation as authorized by these Bylaws.

Section 8.02. Insurance. This Corporation shall at its cost obtain and maintain during the term of these Bylaws an appropriate directors' and officers' liability insurance in amounts commensurate with industry standards ("D&O Insurance") for the benefit of its directors, officers and other fiduciaries and agents. In the case of an insured event, this Corporation shall take all necessary or desirable action to cause the insurers under the D&O Insurance to pay all amounts payable as a result of such insured event in accordance with the terms of such policy.

**ARTICLE 9.  
MAJOR DECISIONS**

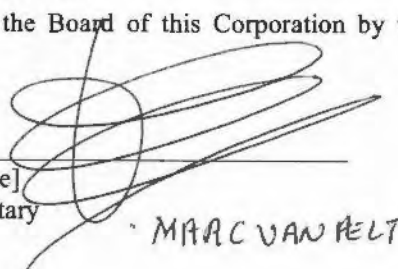
The following events shall require (i) the affirmative vote of two-thirds (2/3) of the Voting Members present in person or by proxy at any duly held meeting at which a quorum is present, and (ii) the affirmative vote of two-thirds (2/3) or more of all directors then in office:

- A. The sale, transfer or other disposition of all or substantially all of this Corporation's assets; and
- B. Any amendment of the Certificate of Incorporation or the Bylaws of this Corporation.

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These Bylaws have been approved and adopted by the Board of this Corporation by written action dated mm dd, 2014.

\_\_\_\_\_  
[Name]  
Secretary



MARC VAN RELT