

By-laws as AMENDED
February 13, 2009

BY-LAWS OF
ADVANCED MEDIA WORKFLOW ASSOCIATION, INC.

ARTICLE I

NAME, PURPOSE AND OFFICES

Section 1.1 Name

The name of the corporation is "ADVANCED MEDIA WORKFLOW ASSOCIATION, INC." and the corporation is referred to in these By-laws as the "Corporation".

Section 1.2 Purpose

The primary purpose of the Corporation is to promote the development and adoption of open, accessible standards and specifications relating to file formats (e.g. the Advanced Authoring Format and the Media eXchange Format), file-based workflows, Service Oriented Architectures, and Application Specifications that recommend particular usage configurations (collectively, the "Specifications"); to promote such Specifications worldwide; to provide for testing and conformity assessment of implementations in order to ensure compliance with Specifications; to create and own distinctive trademarks; if advisable, to operate a branding program to create high customer awareness of, demand for, and confidence in products designed in compliance with Specifications; and to undertake such other activities as may from time to time be appropriate to further the purposes and achieve the goals set forth above.

The Corporation intends to engage in some or all of the following activities: (a) develop, disseminate, support and maintain the Specifications, (b) develop and/or fund the development of interoperability and/or certification tests, (c) administer or subcontract testing services, (d) administer or subcontract a branding program, (e) create various printed and/or electronic materials for distribution to members and non-members, (f) develop training materials, hold training sessions, distribute training materials and otherwise provide training support for members; (g) maintain its own website, (h) coordinate the promotion of Specifications among members and non-members, as well as create basic marketing promotional collateral (e.g., both web pages as well as tangible materials), (i) maintain relations with, and work with standards developed by, other standard setting organizations and industry consortia to ensure coherence among the Specifications maintained by the Corporation and standards maintained by such other organizations, and (j) undertake those other activities which the Corporation's Board of Directors may from time to time approve.

Section 1.3 Business Address

The business address of the Corporation (hereinafter the "principal office address") shall initially be P.O. Box 450543, Atlanta, Georgia 31145-0543. The Board of Directors is hereby granted full power and authority to change the principal office address from one location to another both within and without said state.

Section 1.4 Other Offices

Branch or subordinate offices may at any time be established by the Board of Directors at any place or places.

Section 1.5 Nonprofit Status

(a) The Corporation is organized and shall be operated as a non-stock, not for profit membership corporation organized under the General Corporation Law of the State of Delaware.

(b) The Board of Directors may, in its sole discretion, elect to seek exemption from Federal taxation for the Corporation pursuant to Section 501(a) of the Internal Revenue Code of 1986, as amended (hereinafter, the "Code"). In the event that such exemption is sought and until such time, if ever, as such exemption is denied or lost, the Corporation shall not knowingly engage directly or indirectly in any activity that it believes would be likely to invalidate its status as an organization exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c) of the Code. All references to the Code contained herein are deemed to include corresponding provisions of any future United States Internal Revenue Law.

ARTICLE II

MEMBERS

Section 2.1 Classes of Membership

The Corporation shall have four classes of Members: Principal Members, General Members, Associate Members and Individual Members. Each entity that joined the Corporation as a "Founder" Member prior to March 1, 2000, shall be a Principal Member hereunder and shall sometimes be referred to as a "Founding Principal Member". Additional classes of voting and non-voting members may be created in the future, and the rights of existing class(es) of members may from time to time be amended, pursuant to Section 2.10 of these By-laws. Principal Members and any future classes of members which are entitled to voting rights shall be collectively referred to as "Voting Members." All Voting and non-voting memberships in the Corporation are collectively referred to in these By-laws as "Memberships", and a person or entity holding Membership is referred to in these By-laws as a "Member".

Section 2.2 General Conditions of Membership

Any association, partnership, organization, governmental agency, company, corporation, individual, academic or non-profit entity shall be admitted to Membership by: (a) acceptance of its application therefor on such form as may be from time to time required by the Corporation (which acceptance shall be administered in a non-discriminatory fashion), and (b) payment of such application fees, initiation fees (if any), annual dues or other fees for such class of Membership as may from time to time be established by the Board of Directors. A Member shall remain in good standing as a Member provided all application fees, initiation fees, subsequent dues, assessments, and other fees, together with such penalties for late payment as may be determined by the Board of Directors, have been paid within the period set by the Board of Directors and the Member continues to meet all of the other requirements of Membership, as from time to time determined by the Board of Directors.

Section 2.3 Intentionally omitted.

Section 2.4 Privileges of Principal Membership

Each Principal Member, while in good standing, shall be entitled to:

(a) vote, together with all other Principal Members, to elect the Board of Directors, provided, however that the first eleven (11) entities which may choose to join the Corporation in this class (including such members who join as Founding Principal Members) shall each be entitled to appoint a director, to serve until the first Annual Meeting of the Corporation, or until such earlier date as may be determined by a vote of the Board of Directors;

(b) vote on each other matter submitted to a vote of the Voting Members;

(c) appoint one voting representative and an unlimited number of additional attendees to each of the following, to the extent that they may from time to time exist: the Marketing Committee and its subcommittees, Special Interest Groups ("SIGs") and work groups, the Technical Committee and its subcommittees, and any other committee(s) (other than committee(s) of the Board of Directors), sub-committees, SIGs and work groups which the Corporation may establish (which voting representative need not be the same individual for all such committees, sub-committees, SIGs and work groups);

(d) propose new extensions and additions to Specifications and propose new Specifications;

(e) receive one copy by electronic distribution, without charge, of all publications of the Corporation which are intended for regular distribution, prior to distribution to the public, as the Board of Directors shall approve from time to time, and of all final specifications as adopted by the Corporation;

(f) attend all general and special meetings of the Membership provided for in Article III of these By-laws;

(g) receive such free or discounted services provided by the Corporation as the Board of Directors may designate from time to time; and

(h) such other benefits, rights and privileges as the Board of Directors may designate or the Voting Members may from time to time institute by vote at any meeting of the Voting Members.

Section 2.5 Privileges of General Membership

Each General Member, while in good standing, shall be entitled to:

(a) appoint one voting representative to each of the following, to the extent that they may from time to time exist: the Marketing Committee and its subcommittees, SIGs and work groups, the Technical Committee and its subcommittees, and any other committee(s) (other than committee(s) of the Board of Directors), sub-committees, SIGs and work groups which the Corporation may establish (which voting representative need not be the same individual for all such committees, sub-committees, SIGs and work groups);

(b) propose new extensions and additions to Specifications and propose new Specifications;

(c) receive one copy by electronic transmission, without charge, of all publications of the Corporation which are intended for regular distribution, prior to distribution to the public as the Board of Directors shall approve from time to time, and of final specifications as adopted by the Corporation.

(d) attend all general meetings of the Membership provided for in Article III of these By-laws, provided, that only the Voting Members shall be entitled to vote at such meetings, except as specifically provided for in these By-laws, the Certificate of Incorporation or by law;

(e) receive such free or discounted services provided by the Corporation as the Board of Directors may designate from time to time; and

(f) such other benefits, rights and privileges as the Board of Directors may designate or the Voting Members may from time to time institute by vote at any meeting of the Voting Members.

Section 2.6 Privileges of Associate Membership

Each Associate Member, while in good standing, shall be entitled to:

(a) appoint one non-voting representative to each of the following, to the extent that they may

from time to time exist: the Marketing Committee and its subcommittees, SIGs and work groups, the Technical Committee and its subcommittees, and any other committee(s) (other than committee(s) of the Board of Directors), sub-committees, SIGs and work groups which the Corporation may establish (which non-voting representative need not be the same individual for all such committees, sub-committees, SIGs and work groups);

(b) if supported by a Principal or General Member, propose new extensions and additions to Specifications and propose new Specifications;(c) receive one copy by electronic transmission, without charge, of such publications of the Corporation as the Corporation may from time to time designate which are intended for regular distribution, prior to distribution to the public, as the Board of Directors shall approve from time to time, and of all final specifications as adopted by the Corporation;

(d) attend all general meetings of the Membership provided for in Article III of these By-laws, provided, that only the Voting Members shall be entitled to vote at such meetings, except as specifically provided for in these By-laws, the Certificate of Incorporation or by law;

(e) receive, at full cost, such services provided by the Corporation as the Board of Directors may designate from time to time; and

(f) such other benefits, rights and privileges as the Board of Directors may designate or the Voting Members may from time to time institute by vote at any meeting of the Voting Members.

Entities may join the AMWA, and remain Associate Members for a period of one year. After one year, these members must renew at either the General or Principal Member level.

Section 2.7 Privileges of Individual Membership

Each Individual Member, while in good standing, shall be entitled to:

(a) if supported by a Principal Member, propose new extensions and additions to Specifications and propose new Specifications;

(b) receive one copy by electronic transmission, without charge, of all publications of the Corporation which are intended for regular distribution, prior to distribution to the public as the Board of Directors shall approve from time to time, and of final specifications as adopted by the Corporation.

(c) attend all general meetings of the Membership provided for in Article III of these By-laws, provided, that only the Voting Members shall be entitled to vote at such meetings, except as specifically provided for in these By-laws, the Certificate of Incorporation or by law;

(d) receive such free or discounted services provided by the Corporation as the Board of Directors may designate from time to time; and

(e) such other benefits, rights and privileges as the Board of Directors may designate or the Voting Members may from time to time institute by vote at any meeting of the Voting Members.

Section 2.8 Rights in Intellectual Property

All intellectual property, specifications, guidelines and any other technology, publications or assets granted or donated to, or developed or owned by the Corporation (collectively, "Technology") shall be subject to such policies and procedures as may from time to time be adopted by the Board of Directors. Such Technology shall include any standards and Specifications which may from time to time be submitted to or adopted by the Corporation. Any such rules or policies adopted by the Board of Directors

may control all rights of ownership and publication relating to the Technology, the specific license rights which Members may be entitled to therein, and the fees (if any) which the Corporation may charge Members and third parties for access to and use of such Technology.

Section 2.9 Subsidiaries, Etc.

(a) Any "Related Company" (as defined below) which would otherwise be eligible to become a Member shall be entitled (unless otherwise determined by the Board of Directors pursuant to a determination made in a non-discriminatory fashion) (x) to receive from a Member and distribute copies of the Technology received by the Member, and (y) with the permission of the Member, send a representative to a meeting or meetings in lieu of such Member; subject in each case to such rules as may from time to time be determined by the Board of Directors under Section 2.8 of these By-laws. For purposes of this Section 2.9, the term "Related Company" shall mean any entity which controls or is controlled by a Member or which, together with a Member, is under the common control of a third party, in each case where such control results from ownership, either directly or indirectly, of more than 50% of the voting securities of the entity in question.

(b) If a Member is itself a consortium, membership organization, user group or other entity which has members or sponsors, then the rights and privileges granted to such Member shall extend only to the paid employees of such Member, and not to its members or sponsors.

(c) Memberships shall be non-transferable, non-salable and non-assignable, except that any Member may transfer its Membership for the then current year to a successor to substantially all of its business and/or assets, whether by merger, sale or otherwise; provided that the transferee agrees to be bound by these By-laws, the Certificate of Incorporation and such policies and procedures as the Board of Directors may from time to time adopt. However, in the event that the successor is also a member at the time of the transfer, the successor shall enjoy the rights and privileges of only a single membership.

(d) There shall be only one Membership for each separate government subdivision or agency. A separate government subdivision or agency is defined as an entity that reports to its parent executive, legislative, or judicial branch of government in any country.

(e) There shall be only one Membership for each separate corporation. A separate corporation is defined as an entity that has a controlling body, such as a Board of Directors, that does not report to another controlling body.

Section 2.10 Additional Classes of Members

The conditions, privileges, powers, and voting rights (if any) of any class of Members may be changed, and one or more additional classes of Membership in the Corporation may be created, and the conditions, voting rights (if any), powers and privileges of each such class may be prescribed, by adoption of an amendment to these By-laws pursuant to Article XIV of the By-laws.

Section 2.11 Deprivation or Suspension of Membership

Any Member in good standing may be deprived of its Membership or be suspended as a Member for cause, and any Member not in good standing may be deprived of its Membership or can be suspended as a Member without cause, by a majority vote of the Board of Directors. Any application fees, initial fees, annual dues, assessments, other fees and/or penalties already paid shall not be refundable upon the Member's suspension or deprivation of Membership, and all fees of such Member which may be accrued and unpaid as of such date shall remain due and payable. No deprivation or suspension of Membership (other than for non-payment of dues, assessments or fees) shall be effective, however, unless:

- a) The Member is given notice of the proposed deprivation or suspension of Membership and of the reasons therefor;

(b) Such notice is delivered personally or by certified mail, return receipt requested, or by a national overnight courier service, sent to the last address of the Member shown on the Corporation's records;

(c) Such notice is given at least thirty (30) days prior to the effective date of the proposed deprivation or suspension of Membership; and

(d) Such notice sets forth a procedure determined by the body (said body to consist of the Board of Directors or a committee selected for that purpose by the Board) authorized to decide whether or not the proposed deprivation or suspension shall take place, whereby the Member is given the opportunity to be heard by such body, either orally (and represented by counsel if the Member so desires) or in writing, not less than five (5) days before the effective date of the proposed deprivation or suspension.

Any deprivation or suspension of Membership for non-payment of dues, assessments or fees may be effected by written notice from the Executive Director of the Corporation pursuant to such rules as the Board of Directors may from time to time adopt.

Section 2.12 Resignation by Member

A Member may resign as a Member at any time. Any application fees, initial fees, annual dues, assessments, other fees and/or penalties already paid shall not be refundable in such event, and all fees of such Member which may be accrued and unpaid as of such date shall remain due and payable.

Section 2.13 Membership Book

The name and address of each Member shall be contained in a Membership Book to be maintained at the principal office of the Corporation. Termination of any Membership shall be recorded in the book together with the date of such termination. Each Member shall be responsible for apprising the Corporation in writing of all changes to its name and address, and of the names and addresses of all representatives of such Member appointed to be members of committees designated by such Member in its application for Membership or to receive notices or to vote on behalf of such Member.

Section 2.14 Levy of Dues, Assessments or Fees

(a) The Corporation may levy dues, assessments or fees upon its Members in such amount as may be approved from time to time by a two-thirds vote of the entire Board of Directors then in office, but a Member upon learning of any increase in dues, or of any levy of any assessments or fees, may avoid liability therefor by resigning from Membership prior to the date such dues, assessments or fees are due and payable, except where the Member is, by contract with the Corporation or otherwise, independently and explicitly liable for such dues, assessments or fees. No provision of the Certificate of Incorporation or By-laws of the Corporation authorizing such dues, assessments or fees shall, of itself, create such liability. In no event shall the failure of a Member to pay any dues or assessments give rise to any claim in favor of the Corporation for indirect or consequential damages.

(b) The Executive Director shall be permitted, in his or her discretion, to exchange memberships of the Corporation with other consortia, trade associations and similar non-profit organizations on a no-fee or reduced-fee basis, where he or she believes that such cross membership is in the best interests of the Corporation and its Members, provided that prior to making any such exchange the Executive Director must give notice to each Director of the Executive Director's intent to make such exchange and any one Director may require, by notice to the Executive Director and the other Directors within ten (10) days following the delivery of the notice, a vote of the Board of Directors to approve such exchange.

Section 2.15 Use of Names

Neither the Corporation nor any Member shall use the name of the other in any form of publicity without the written permission of the other, provided that the Corporation and any Member may each

disclose and publicize such Member's membership in the Corporation. Notwithstanding the foregoing, if the Corporation has not made a filing under the National Cooperative Research and Production Act of 1993, as amended, a Member may request that its membership not be disclosed if it makes a written request to such effect at the time of application to the Corporation for Membership.

ARTICLE III

MEETINGS OF MEMBERS

Section 3.1 Place of Meetings

All meetings of the Members shall be held at such place within or without the State of Delaware and at such time as may be fixed from time to time by the Board of Directors or Executive Director, or if not so designated, at the registered office of the Corporation.

Section 3.2 Annual Meeting

Annual meetings of Members shall be held by written consent pursuant to Section 3.11, or, if in person, on the second Wednesday in November each year, if not a legal holiday, and if a legal holiday, then on the first secular day following, at 10:00 a.m., or at such other date and time as shall be designated from time to time by the Board of Directors or the Executive Director, at which meeting Voting Members shall elect, in accordance with Section 4.3, a Board of Directors and at which meeting the Members shall transact such other business as may properly be brought before the meeting. If no annual meeting is held in accordance with the foregoing provision, the Board of Directors shall cause the meeting to be held as soon thereafter as convenient, which meeting shall be designated a special meeting in lieu of annual meeting.

Section 3.3 Special Meetings

Special meetings of the Members, for any purpose or purposes, may, unless otherwise prescribed by statute or by the Certificate of Incorporation, be called by the Board of Directors or the Executive Director or Secretary at the request in writing of a majority of the Board of Directors, or at the request in writing of at least twenty-five percent (25%) of the Voting Members. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at any special meeting shall be limited to matters relating to the purpose or purposes stated in the notice of meeting.

Section 3.4 Notice of Meetings

Except as otherwise provided by law, written notice of each meeting of the Members, annual or special, stating the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten nor more than sixty days before the date of the meeting, to each Member entitled to attend such meeting.

Section 3.5 Voting List

The officer who has charge of the Membership Book of the Corporation shall prepare and make a complete list of the Voting Members entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each such Member. Such list shall be open to the examination of any Voting Member for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city or town where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any Voting Member who is present.

Section 3.6 Quorum

Except as otherwise provided by statute, the Certificate of Incorporation or these By-laws, at least fifty percent (50%) of all Voting Members, present in person or represented by proxy, shall constitute a quorum at all meetings of the Members for the transaction of business. Committees (other than committees of the Board of Directors) shall have the same rules relating to quorum requirements and voting majorities as provided for in these By-laws, unless otherwise approved by the affirmative vote of the Board of Directors.

Section 3.7 Adjournments

Any meeting of Members may be adjourned from time to time to any other time and to any other place at which a meeting of Members may be held under these By-laws, which time and place shall be announced at the meeting, by a majority of the Voting Members present in person or represented by proxy at the meeting and entitled to vote, though less than a quorum, or, if no Voting Member is present or represented by proxy, by any officer entitled to preside at or to act as Secretary of such meeting, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Member.

Section 3.8 Action at Meetings

Unless the question is one upon which by express provision of law, the Certificate of Incorporation or these By-laws, a different vote is required (in which case such express provision shall govern and control the decision of such question), when a quorum is present at any meeting of Members, the vote of fifty-one percent (51%) or more of Voting Members present in person or represented by proxy and entitled to vote on the question shall decide any question brought before such meeting; provided, however, in the event that any vote is to be taken of a single class of Member, then a quorum for such vote shall be not less than fifty percent (50%) of the Members of that class.

Section 3.9 Intentionally omitted.

Section 3.10 Proxies

Each Member entitled to vote at a meeting of Members, or to express consent or dissent to corporate action in writing without a meeting, may authorize another person or persons to act for him or her by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period.

Section 3.11 Action Without Meeting

Any action required or permitted to be taken at any annual or special meeting of Members, or at any meeting of a Committee, Sub-Committee, Working Group or other group of Members or subset of Members, may be taken without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by Members making up not less than that percentage of all Members as would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those otherwise entitled to vote thereon who have not consented in writing. For purposes of this Section 3.11, the word "writing" shall be deemed to include (x) a document manually executed and transmitted by telecopy or other electronic facsimile delivery method, and (y) to the extent at any time (i) otherwise not prohibited by law, the Certificate of Incorporation, or these By-laws, and (ii) not expressly prohibited by the Corporation, either specifically in a given case or by general guidelines or rules from time to time adopted by the Board of Directors, a transmission by electronic mail. Accordingly, any consent evidenced in the minute books of the Corporation by telecopy consents, print-outs of electronic mail transmissions, or any combination of

teletype, print-outs and original signed copies of such consent, shall be deemed to have been duly adopted under this Section.

Section 3.12 Nomination and Election Procedures

Subject to the provisions of Sections 2.4(a) and 4.3, the Board of Directors shall establish reasonable nomination and election procedures given the nature, size, and operations of the Corporation, including a reasonable means for Members of appropriate classes to nominate a person for election as a Director, a reasonable opportunity for a nominee to communicate to the Members the nominee's qualifications and the reasons for the nominee's candidacy (if requested by such nominee), a reasonable opportunity for all nominees to solicit votes (if requested by any such nominee), and a reasonable opportunity for all Members entitled to vote thereon to choose among the nominees.

Section 3.13 Order of Business

The order of business at all meetings of Members shall be as determined by the presiding officer, but the order of business to be followed at any meeting at which a quorum is present may be changed by a vote of the Voting Members. In the event of any disagreement over proper meeting conduct, Robert's Rules of Order shall be followed.

ARTICLE IV

DIRECTORS

Section 4.1 Powers: Voting

The business and affairs of the Corporation shall be managed by its Board of Directors, which shall be, and shall possess all of the powers of, the "Governing Body" of the Corporation as a not-for-profit membership corporation under Delaware General Corporation Law. The Board of Directors may exercise all powers of the Corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these By-laws directed or required to be exercised or done by the Members.

Section 4.2 Number of Directors

The total number of Directors shall be at least four and not more than twenty (except as modified below), constituting all of the Director(s) elected by the Principal Members, and the Executive Director, who shall be a Director by virtue of his or her office as Executive Director (but only if such individual is an employee of or consultant to the Corporation whose compensation is being paid by the Corporation); in addition, ex officio Directors may be appointed pursuant to Section 4.8. The Executive Director, when a voting Board member, is sometimes referred to below as the "Appointed Director" and the Directors elected by the Principal Members are sometimes referred to below as the "Elected Directors". Notwithstanding the foregoing, however, until the first meeting of the Members the Corporation may have fewer than four Directors.

Section 4.3 Nomination, Election and Term of Office of Elected Directors

(a) Each of the first eleven (11) Principal Members (while remaining in good standing) shall be entitled individually to nominate and elect one (1) Director. Each such Director shall serve until the first Annual Meeting of the Corporation, or until such earlier date as the Board of Directors may determine. Thereafter, the Principal Members as a class shall nominate, and voting as a class, elect all Elected Directors at each Annual Meeting of the Corporation.

(b) An Elected Director shall hold office until the earliest to occur of (i) the expiration of the term for which such Elected Director was elected and such Elected Director's successor is elected and

qualified, (ii) the Member which is represented by such Elected Director ceases to be a Member, (iii) the death, resignation or removal of the Elected Director, (iv) the combination, by merger, acquisition or otherwise, of two Members which have representatives on the Board of Directors, upon which event one of the two representatives, as designated by the surviving Member, shall be deemed to have resigned, or (v) if requested by the Board of Directors, upon the termination of the employment of such Elected Director by the Member represented by such Elected Director. In addition, during such times as a Member is not in financial good standing, as defined in Section 2.2 above, the attendance and voting rights of any representative on the Board of Directors represented by such Member shall be suspended until such time as the Member regains good standing.

(c) Each Director (or the Member which is the employer of such Elected Director) may designate in writing (which designation may be withdrawn in writing at any time by such Director or Member) an individual to act as a Director in his or her stead, whether for a single meeting or as a standing alternate. Any such alternate Director shall be entitled to (i) attend and vote at all meetings which the designating Director does not attend, (ii) sign all written consents in lieu of the designating Director, and (iii) otherwise exercise the duties and enjoy the privileges of the designating Director in the absence or unavailability of the designating Director. In addition, in lieu of making such a substitution, any Elected Director who will be absent for any meeting may deliver a written proxy to the Executive Director of the Corporation, authorizing the Executive Director to either vote as instructed in such proxy, or to vote in the stead of such absent Elected Director in such manner as the Executive Director may believe appropriate. Any such proxy shall be valid only with respect to the meeting and such specific matters (or with respect to all matters, if so desired) as may be stated in such proxy.

(d) The Board of Directors may approve from time to time such reasonable attendance and other requirements as it shall deem to be advisable to ensure that Board seats are held by active, contributing individuals. Such rules may provide that the Member which has elected or nominated a Director, as the case may be, may lose its ability to provide a representative to the Board of Directors in the event that such requirements have not been met, but no such rule may be imposed retroactively.

Section 4.4 Appointment and Term of Office of Appointed Director

The Executive Director, by virtue of his or her office, shall automatically be a Director, provided that he or she is an employee of or consultant to the Corporation, and the Corporation pays his or her compensation. The Executive Director shall hold office as the Appointed Director until the earliest to occur of his or her (i) death or resignation as a director, (ii) resignation or termination as Executive Director, or (iii) beginning to receive compensation as a full-time employee or equivalent from a Member employer. For purposes of these By-laws, the continuation of any individual under any pension, retirement or similar plan, or any seniority plan, shall not be deemed to be "compensation".

Section 4.5 Enlargement or Reduction

The number of Directors, the persons eligible to become Directors and the classes of Members eligible to elect Directors may be amended at any time by a vote of the Board of Directors or by a vote of the Voting Members.

Section 4.6 Resignation and Removal

Any Director may resign at any time upon written notice to the Corporation at its principal place of business or to the Executive Director or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Any Elected Director who was elected under Section 4.3(a) and represents a Principal Member may be removed, with or without cause, by the Principal Member. The Appointed Director may be removed with or without cause by majority vote of the Board of Directors. Unless otherwise specified by law or the Certificate of Incorporation, any Elected Director may be removed with cause by a majority of the other Directors. For the purposes of this Section 4.6, "cause" shall mean gross misconduct injurious to the Corporation or the willful failure to perform the duties of a Director (other than any such failure resulting from an incapacity

due to physical or mental illness) after a written demand for substantial performance is delivered by the Board of Directors which specifically identifies the manner in which the Board of Directors believes that such duties have not been performed.

Section 4.7 Vacancies

(a) Vacancies on the Board of Directors occurring as a result of death, resignation or removal of a Director shall be filled in the manner and by the person(s) entitled to elect such Director as set forth in Sections 4.3, 4.4 and 4.6. All other vacancies shall be filled by the Board of Directors. The term of a Director so appointed or elected shall be the unexpired portion of the term of the Director, if any, whom the Director so appointed or elected is replacing, or until the next general election of Directors, in the case of an expansion of the Board of Directors.

(b) In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law or these By-laws, may exercise the powers of the full Board until the vacancy is filled.

Section 4.8 Ex Officio Directors

In addition to the elected and appointed Directors provided for in Section 4.1, the Board of Directors may elect such ex officio Directors as it may find appropriate. Ex officio Directors shall have such entitlements as the Board of Directors shall determine from time to time, except that ex officio Directors shall not be entitled to vote at meetings of the Board of Directors or of any committee thereof.

Ex officio Directors shall serve for a term of one (1) year, unless they resign or are sooner removed, and may be reelected for additional one-year terms. An ex officio Director shall be subject to removal in the same manner and upon the same conditions as other members of the Board of Directors.

Section 4.9 Place of Meetings

The Board of Directors may hold meetings, both regular and special, either within or without the State of Delaware.

Section 4.10 Regular Meetings

Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board; provided that any Director who is absent when such a determination is made shall be given prompt notice of such determination. A regular meeting of the Board of Directors may be held without notice immediately after and at the same place as the annual meeting of Members.

Section 4.11 Special Meetings

Special meetings of the Board may be called by the Executive Director, Secretary, or on the written request of two or more Directors, or by one Director in the event that there is only one Director in office. Five (5) business days' notice to each Director, either personally or by telegram, cable, telecopy, commercial delivery service, electronic mail, telex or similar means sent to his or her business or home address, or six (6) business days' notice by written notice deposited in the mail, shall be given to each Director by the Secretary or by the officer or one of the Directors calling the meeting. A notice or waiver of notice of a meeting of the Board of Directors need not specify the purposes of the meeting.

Section 4.12 Quorum, Action at Meeting, Adjournments

(a) At all meetings of the Board a majority of Directors then in office, but in no event less than one-half of the entire Board, shall constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of

Directors, except as may be otherwise specifically provided by Section 4.12(b), by law or by the Certificate of Incorporation,. For purposes of this section the term "entire board" shall mean the number of directors last fixed by the Voting Members or Directors, as the case may be, in accordance with law and these By-laws; provided, however, that if less than all the number so fixed of Directors were elected, the "entire board" shall mean the greatest number of Directors so elected to hold office at any one time pursuant to such authorization. If a quorum shall not be present at any meeting of the Board of Directors, a majority of the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. In the event that one or more of the Directors shall be disqualified from voting at any meeting upon any matter, then the required quorum as it relates to the consideration of such matter shall be reduced by one for each such director so disqualified.

(b) The act of two-thirds of the entire Board of Directors then in office shall be required to effect any of the following:

- (i) The approval or establishment of technical standards;
- (ii) An amendment of these By-laws;
- (iii) An increase in the Corporation's dues or assessments pursuant to Section 2.14; and
- (iv) Removal of the Executive Director of the Corporation.

Section 4.13 Action by Consent

(a) Unless otherwise restricted by the Certificate of Incorporation or these By-laws, any action required or permitted to be taken by the Board of Directors may be taken without a meeting and without prior notice if a majority of Directors then in office (or such greater number of Directors as may be required by law or these By-laws for the taking of any such action at a meeting) consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors, provided that:

(i) such written consent shall have been sent simultaneously to all Directors then in office for their consideration;

(ii) prompt written notice of any action so taken is given to those Directors who have not consented in writing; and

(iii) (except as provided for below) two or more such Directors have not objected to the taking of any such action by written notice delivered to the Corporation within ten business days following the date that written notice of the Directors action is mailed or otherwise delivered to such Directors.

(b) Notwithstanding the foregoing, the ability of two or more non-consenting Directors to prevent the taking of an action by written consent under clause 4.13(a)(iii) above shall not prevent any such action from being taken at a later date at an actual meeting of the Board of Directors.

(c) Unless otherwise restricted by the Certificate of Incorporation or these By-laws, any action required or permitted to be taken at any meeting of any committee of the Board of Directors may be taken in the manner set forth in the preceding clauses 4.13(a) and (b).

(d) For purposes of this Section 4.13, the word "writing" shall be deemed to include (i) a document manually executed and transmitted by telecopy or other electronic facsimile delivery method, and (ii) to the extent at any time otherwise not prohibited by law or the Certificate of Incorporation, a transmission by electronic mail. Accordingly, any consent evidenced in the minute books of the Corporation by telecopy consents, print-outs of electronic mail transmissions, or any combination of telecopy, print-outs and original signed copies of such consent, shall be deemed to have been duly

adopted under this Section.

Section 4.14 Telephonic Meetings

Unless otherwise restricted by the Certificate of Incorporation or these By-laws, members of the Board of Directors or of any committee thereof may participate in a meeting of the Board of Directors or of any committee, as the case may be, by means of conference telephone, video conference equipment, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 4.15 Inspection Rights

Every Director shall have the absolute right at any time to inspect, copy and make extracts of, in person or by agent or attorney, all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 4.16 Fees and Compensation

Directors shall not receive any stated salary or reimbursements for their services as Directors; provided that, by resolution of a majority of the Board of Directors, the Corporation may reimburse Directors for expenses incurred while acting on behalf of the Corporation and/or expenses incurred in attending meetings of the Board of Directors, in such amounts as the Board of Directors may determine to be appropriate. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor. The Directors may also provide reimbursement of expenses for members of committees in connection with their service on such committees.

ARTICLE V

EXECUTIVE COMMITTEE AND OTHER COMMITTEES

Section 5.1 Executive Committee

The Board of Directors may (but shall not be required) by resolution adopted by a majority of the Directors then in office (provided a quorum is present), create an Executive Committee, consisting of one or more Directors. The Board of Directors may designate one or more Directors as alternate members of such committee, who may replace any absent member at any meeting of such committee. The Executive Committee, subject to any limitations imposed by the Certificate of Incorporation, by these By-laws, by statute, and/or by the Board of Directors, shall have and may exercise all of the powers of the Board of Directors which are delegated to the Executive Committee from time to time by the Board of Directors; provided, however, that the Executive Committee shall have no authority with respect to:

- (a) The approval of any action which also requires approval of the Voting Members;
- (b) The filling of vacancies on the Board of Directors;
- (c) The fixing of compensation of the Directors for serving on the Board of Directors or on any committee;
- (d) The amendment or repeal of the By-laws or the adoption of new By-laws;
- (e) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;

- (f) Amending the Certificate of Incorporation;
- (g) Adopting an agreement of merger or consolidation;
- (h) Recommending to the Members the sale, lease or exchange of all or substantially all of the Corporation's property and assets;
- (i) Recommending to the Members a dissolution of the Corporation or a revocation of a dissolution;
- (j) Adopting a technical standard; and
- (k) Terminating the Executive Director.

Section 5.2 Other Committees of the Board of Directors

The Board of Directors may, by resolution adopted by a majority of the Directors then in office (provided a quorum is present), create such nominating, audit, compensation and other committees, each consisting of one (1) or more Directors appointed by the Board, as it may from time to time deem advisable to perform such general or special duties as may from time to time be delegated to any such committee by the Board of Directors, subject to the limitations imposed by the Certificate of Incorporation or by these By-laws. No such committee shall have the power or authority to take any action prohibited by Section 5.1 above to be taken by the Executive Committee. The Board of Directors may designate one or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each committee shall keep regular minutes of its meetings and make such reports to the Board of Directors as the Board of Directors may request.

Section 5.3 Meetings of Committees of the Board of Directors

Except as otherwise provided in these By-laws or by resolution of the Board of Directors, each committee of the Board of Directors may adopt its own rules governing the time and place of holding and the method of calling its meetings and the conduct of its proceedings and shall meet as provided by such rules, but unless otherwise provided by resolution of the Board of Directors or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided in these By-laws for the conduct of the business of the Board of Directors.

Section 5.4 Term of Office of Members of Committees of the Board of Directors

Each member of a committee of the Board of Directors shall serve at the pleasure of the Board of Directors.

Section 5.5 Committees of the Members

(a) A Technical Committee of the Corporation may be established by vote of the Board of Directors. Such Committee may have such Sub-committees, Work Groups and Special Interest Groups (collectively, "Sub-Groups") as from time to time may be approved by the Board of Directors, and the members of such Committee and Sub-Groups need not be Directors. Each Member, so long as it remains a Member in good standing, shall be entitled to appoint a representative or representatives to the Technical Committee and to each Sub-Group, as set forth in Article II, with such representative(s) to have the voting rights set forth in Article II. The Technical Committee and its Sub-Groups shall be the principal Member-level forum for the discussion and preliminary adoption of technical specifications and standards, subject to the review, and within the strategic direction established by, the Board of Directors, and such committee shall otherwise have such rights and privileges, and shall have such number of voting members, as shall from time to time be established by the Board of Directors, or as set forth in such

Technical Committee rules and policies as shall have been previously adopted by a majority of the entire Board of Directors. The Technical Committee may make technical recommendations to the Board of Directors concerning specifications, enhancements, and testing, may coordinate and implement the same, and may undertake such other tasks as may from time to time be established by the Board of Directors, provided that all specifications and standards may only be finally adopted by the Board of Directors.

(b) A Marketing Committee of the Corporation may be established by vote of the Board of Directors. Such Committee may have such Sub-Groups as from time to time may be approved by the Board of Directors, and the members of such Committee and Sub-Groups need not be Directors. Each Member, so long as it remains a Member in good standing, shall be entitled to appoint a representative or representatives to the Marketing Committee and such Sub-Groups as set forth in Article II, such representative(s) to have the voting rights as set forth in Article II. The Marketing Committee shall be the principal Member-level forum for the discussion of activities intended to promote the Specifications generally in the industry, subject to the review, and within the strategic direction established by, the Board of Directors, and such committee shall otherwise have such rights and privileges, and shall have such number of voting members, as shall from time to time be established by the Board of Directors, or as set forth in such Marketing Committee rules and policies as shall have been previously adopted by a majority of the entire Board of Directors. The Marketing Committee may make recommendations to the Board of Directors concerning promotional matters relating to Specifications, may coordinate and implement the same, and may undertake such other tasks as may from time to time be permitted by the Board of Directors.

(c) From time to time, the Board of Directors may establish additional committees and sub-committees whose members need not be Directors. Each Member, so long as it remains a Member in good standing, shall be entitled to appoint a representative or representatives to each such committee as set forth in Article II, such representative(s) to have voting rights as set forth in Article II.

ARTICLE VI

OFFICERS

Section 6.1 Officers

The officers of the Corporation shall be an Executive Director, a Treasurer and a Secretary. The Corporation may also have, at the discretion of the Board of Directors, one or more Assistant Executive Directors, one or more Assistant Secretaries and/or Assistant Treasurers, and such other officers with such titles, terms of office and duties as may be elected in accordance with the provisions of Section 6.3. One person may hold two or more offices unless the Certificate of Incorporation otherwise provides.

Section 6.2 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these By-laws for regular elections to such office.

Section 6.3 Election

The Board of Directors at its first meeting after each annual meeting of Members shall choose an Executive Director, a Secretary and a Treasurer. Other officers may be elected by the Board of Directors at such meeting, and all officers may be replaced, at any other meeting, or by written consent, provided, however, that the Executive Director may only be removed by a two-thirds vote of the entire Board of Directors then in office.

Section 6.4 Tenure

Each officer of the Corporation shall hold office until his or her successor is chosen and qualifies,

unless a different term is specified in the vote choosing or electing him, or until his or her earlier death, resignation or removal. Any officer elected by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors or a committee duly authorized to do so. Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors, at its discretion. Any officer may resign by delivering his or her written resignation to the Corporation at its principal place of business or to the Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 6.5 Executive Director

The Executive Director shall be the chief executive and the chief operating officer of the Corporation. The Executive Director shall, unless the Board of Directors provides otherwise in a specific instance or generally, preside at all meetings of the Members and the Board of Directors, have general and active management of the business of the Corporation and see that all orders and resolutions of the Board of Directors are carried into effect. Without limiting the foregoing, the Executive Director shall:

(a) Execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation;

(b) Direct and administer the affairs of the Corporation, including setting compensation (other than his or her own), and the hiring and discharge of office employees;

(c) Have complete charge of the records of the Corporation (other than corporate records maintained by the Secretary);

(d) Initiate and promote programs which serve and advance the purpose and objective of the Corporation;

(e) Coordinate, assist and monitor all committees and their programs;

(f) Direct all Corporation functions;

(g) Submit an annual budget, together with supporting documentation;

(h) Create, and update when necessary, employee job descriptions and hold individual annual reviews with each employee;

(i) Subject to Section 4.4, serve as a member of the Board of Directors and any Executive Committee with full voting rights, except as to matters relating to his or her compensation or the terms of any agreement with the Corporation pursuant to which he or she is retained to render services; and

(j) Perform such other duties as may from time to time be assigned by the Board of Directors and/or any Executive Committee.

Section 6.6 Assistant Executive Directors

In the absence of the Executive Director or in the event of his or her inability or refusal to act, a Assistant Executive Director, or if there be more than one Assistant Executive Director, the Assistant Executive Directors in the order designated by the Board of Directors (or in the absence of any designation, then in the order determined by their tenure in office) shall perform the duties of the Executive Director, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Executive Director. The Assistant Executive Directors shall perform such other duties and have such other powers as the Board of Directors or the Executive Director may from time to time prescribe.

Section 6.7 Secretary

The Secretary shall have such powers and perform such duties as are incident to the office of Secretary, and shall:

- (a) Prepare and maintain lists of Members and their addresses as required.
- (b) Attend all meetings of the Board of Directors and all meetings of the Members and record all the proceedings of the meetings of the Corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required.
- (c) Give, or cause to be given, notice of all meetings of the Members and special meetings of the Board of Directors, and shall perform such other duties as may be from time to time prescribed by the Board of Directors, and shall be under their supervision.
- (d) Have custody of the corporate seal of the Corporation and the Secretary, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by signature of the Secretary or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by such officer's signature.

Section 6.8 Assistant Secretaries

The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors, the Executive Director or the Secretary (or if there be no such determination, then in the order determined by their tenure in office), shall, in the absence of the Secretary or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors, the Executive Director or the Secretary may from time to time prescribe. In the absence of the Secretary or any Assistant Secretary at any meeting of Members or Directors, the person presiding at the meeting shall designate a temporary or acting Secretary to keep a record of the meeting.

Section 6.9 Treasurer

The Treasurer shall perform such duties and shall have such powers as may be assigned to him or her by the Board of Directors or the Executive Director. In addition, the Treasurer shall perform such duties and have such powers as are incident to the office of Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Executive Director and the Board of Directors, when the Executive Director or Board of Directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

Section 6.10 Assistant Treasurers

The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors, the Executive Director or the Treasurer (or if there be no such determination, then in the order determined by their tenure in office), shall, in the absence of the Treasurer or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors, the Executive Director or the Treasurer may from time to time prescribe.

Section 6.11 Bond

If required by the Board of Directors, any officer shall give the Corporation a bond in such sum

and with such surety or sureties and upon such terms and conditions as shall be satisfactory to the Board of Directors, including without limitation a bond for the faithful performance of the duties of his or her office and for the restoration to the Corporation of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control and belonging to the Corporation.

Section 6.12 Compensation

The compensation, if any, of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such compensation by reason of the fact that the officer is also a Director of the Corporation. The Executive Director, although a member of the Board of Directors, shall not vote on matters relating to his or her compensation or duration in office.

ARTICLE VII

NOTICES

Section 7.1 Delivery

(a) Whenever, under the provisions of law, or of the Certificate of Incorporation or these By-laws, written notice is required to be given to any Director or Member, such notice may be given by mail, addressed to such Director or Member, at his, her or its address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Unless written notice by mail is required by law, the Certificate of Incorporation or another provision of these By-laws, written notice may also be given by electronic mail, telecopy, commercial delivery service, or similar means, addressed to such Director or Member at his, her or its address as it appears on the records of the Corporation, in which case such notice shall be deemed to be given when delivered into the control of the persons charged with effecting such transmission, the transmission charge to be paid by the Corporation or the person sending such notice and not by the addressee. Oral notice or other in-hand delivery (in person or by telephone) shall be deemed given at the time it is actually given.

(b) Without limiting the foregoing, the Corporation adopts electronic mail as its principal source of communication with its Members. Each Member acknowledges and agrees that the Corporation shall not be under any obligation (except as required by law or these By-laws) to send any notice to any Member by any means other than electronic mail, and it is therefore the responsibility of each Member to avail itself of and make such arrangements as may be necessary to receive notice in such fashion. To the extent that any Member fails to take such action, such Member shall be deemed to have waived its right to receive written notice from the Corporation.

Section 7.2 Waiver of Notice

Whenever any notice is required to be given under the provisions of law or of the Certificate of Incorporation or of these By-laws, a waiver thereof (i) in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, or (ii) a waiver under Section 7.1(b) above (except to the extent limited by applicable law), shall be deemed equivalent thereto.

ARTICLE VIII

INDEMNIFICATION

Section 8.1 Actions other than by or in the Right of the Corporation

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 he or she is or was a Director, ex officio member of the Board, officer, employee or agent of the Corporation, or is or was 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 him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe this 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 he or she 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 his or her conduct was unlawful.

Section 8.2 Actions by or in the Right of the Corporation

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 he or she is or was a director, ex officio member of the Board, officer, employee or agent of the Corporation, or is or was 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 him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable unless and only to the extent that the Court of Chancery of the State of Delaware or 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 indemnity for such expenses which the Court of Chancery of the State of Delaware or such other court shall deem proper.

Section 8.3 Success on the Merits

To the extent that any person described in Section 8.1 or 8.2 of this Article VIII has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in said Sections, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 8.4 Specific Authorization

Any indemnification under Section 8.1 or 8.2 of this Article VIII (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of any person described in said Sections is proper in the circumstances because he or she has met the applicable standard of conduct set forth in said Sections. Such determination shall be made (1) by a majority vote of a such Directors who were not parties to such action, suit or proceeding, even though less than a quorum, or (2) by the majority vote of the Members of the Corporation.

Section 8.5 Advance Payment

Expenses incurred in defending a civil or criminal action, suit or proceeding may 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 any person described in said Section to repay such amount if it shall ultimately be determined that he or she is not entitled to indemnification by the Corporation as authorized in this Article VIII.

Section 8.6 Non-Exclusivity

The indemnification and advancement of expenses provided by, or granted pursuant to, the other Sections of this Article VIII shall not be deemed exclusive of any other rights to which those provided indemnification or advancement of expenses may be entitled under any By-law, agreement, vote of Voting Members or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Section 8.7 Jurisdiction of Delaware Court of Chancery

The Delaware Court of Chancery is vested with exclusive jurisdiction to hear and determine all actions for advancement of expenses or indemnification. The Delaware Court of Chancery may summarily determine the Corporation's obligation to advance expenses (including attorney's fees).

Section 8.8 Insurance

The Board of Directors may authorize, by a vote of the majority of the full Board, the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director, ex officio member of the Board, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, ex officio member of the Board, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article VIII.

Section 8.9 Continuation of Indemnification and Advancement of Expenses

The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VIII shall continue as to a person who has ceased to be a Director, ex officio member of the Board, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 8.10 Severability

If any word, clause or provision of this Article VIII or any award made hereunder shall for any reason be determined to be invalid, the provisions hereof shall not otherwise be affected thereby but shall remain in full force and effect.

Section 8.11 Intent of Article

The intent of this Article VIII is to provide for indemnification and advancement of expenses to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware. To the extent that such Section or any successor section may be amended or supplemented from time to time, this Article VIII shall be amended automatically and construed so as to permit indemnification and advancement of expenses to the fullest extent from time to time permitted by law.

ARTICLE IX

BOOKS AND RECORDS

Section 9.1 Books and Records

The Corporation shall keep adequate and correct books and records of account, minutes of the proceedings of the Members, the Board of Directors and committees of the Board of Directors, and a record of the Members giving their names and addresses and the class of Membership held by each.

Section 9.2 Form of Records

Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 9.3 Reports to Directors, Members and Others

The Board of Directors shall cause such reports to be prepared, filed and/or distributed as may be required.

Section 9.4 Record Date

In order that the Corporation may determine the Members entitled to notice of or Voting Members entitled to vote at any meeting of Members or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any distribution, if any, permitted by law and the Corporation's then current federal and state tax status, or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of Membership or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty days nor fewer than ten days before the date of such meeting, nor prior to the adoption of the resolution by the Board of Directors fixing such record date. A determination of Members of record entitled to notice of or Voting Members entitled to vote at a meeting of Members shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting. If no record date is fixed, the record date for determining Members entitled to notice of or Voting Members entitled to vote at a meeting of Members shall be at the close of business on the day before the day on which notice is given or, if notice is waived, at the close of business on the day before the day on which the meeting is held. The record date for determining Members entitled to express consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is necessary, shall be the day on which the first written consent is delivered to the Corporation. The record date for determining Members entitled to express consent to corporate action in writing without a meeting, when prior action by the Board of Directors is necessary, shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action.

Section 9.5 Registered Members

The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as a Member or a representative of a Member to receive distributions, if any, and to vote, if such records indicate that such person is a Voting Member or a representative of a Voting Member, and to hold liable for fees, penalties and assessments a person or entity registered on its books as a Member, and shall not be bound to recognize any equitable or other claim to or interest in Membership on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the Delaware General Corporation Law.

ARTICLE X

CERTAIN TRANSACTIONS

Section 10.1 Transactions with Interested Parties

No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction or solely because his, her or their votes are counted for such purpose, if:

(a) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

(b) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Voting Members entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the Voting Members; or

(c) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the Voting Members.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes the contract or transaction.

ARTICLE XI

GRANTS, CONTRACTS, LOANS, ETC.

Section 11.1 Grants

The making of grants and contributions, and otherwise rendering financial assistance for the purposes of the Corporation, may be authorized by the Board of Directors. The Board of Directors may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to make any such grants, contributions or assistance.

Section 11.2 Execution of Contracts

The Board of Directors may authorize any officer, employee or agent, in the name and on behalf of the Corporation, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances, or otherwise limited. In the absence of any action by the Board of Directors to the contrary, the Executive Director shall be authorized to execute such contracts and instruments on behalf of the Corporation.

Section 11.3 Loans

The Board of Directors may authorize the Executive Director or any other officer, employee or agent to effect loans and advances at any time for the Corporation from any bank, trust company or other institutions or from any firm, association or individual, and for such loans and advances to make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Corporation, and to pledge and hypothecate or transfer assets of the Corporation as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances or otherwise limited.

Section 11.4 Checks, Drafts, Etc.

All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 11.5 Deposits

The funds of the Corporation not otherwise employed shall be deposited from time to time to the

order of the Corporation in such banks, trust companies, or other depositories, or shall be otherwise invested, as the Board of Directors may select or direct, or as may be selected or directed by an officer, employee or agent of the Corporation to whom such power may from time to time be specifically delegated by the Board of Directors.

ARTICLE XII

GENERAL PROVISIONS

Section 12.1 Fiscal Year

The fiscal year of the Corporation shall be determined, and may be changed, by resolution of the Board of Directors.

Section 12.2 Reserves

The Directors may set apart out of any funds of the Corporation a reserve or reserves for any proper purpose and may abolish any such reserve.

Section 12.3 Seal

The Board of Directors may, by resolution, adopt a corporate seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the word "Delaware". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The seal may be altered from time to time by the Board of Directors.

Section 12.4 Proprietary Rights

(a) Except as specifically provided to the contrary in such policies and procedures as may from time to time be approved by the Board of Directors, all information disclosed by any participant during any official meeting or activity of the Corporation (including but not limited to Member meetings, Technical Committee meetings, Marketing Committee meetings, Sub-committee meetings, electronic mail or the like) shall be deemed to have been disclosed on a non-confidential basis, and, subject to rights and restrictions represented by valid patents, patent applications, and Federal and international statutory copyrights (no waiver of any rights pertaining to which shall be implied from such disclosure or the terms of this Section 12.4, except as specifically provided herein), may be used by any Member without restriction.

(b) No express or implied right, whether by implication, estoppel, or otherwise, to any patent, copyright, trademark, trade secret, or other intellectual property right of any Member is or shall be deemed to be granted to the Corporation or to any other Member by reason of its membership in or participation in the activities of the Corporation, except as may be provided in a separate written agreement.

(c) No Member shall at any time be required to exchange proprietary information with any other Member solely by reason of its being a Member of the Corporation.

ARTICLE XIII

ANTITRUST COMPLIANCE

Section 13.1 General

The Corporation will conduct all of its activities in conformance with the federal and state antitrust laws, including the Sherman Act, the Clayton Act, the Robinson-Patman Act and the Federal Trade

Commission Act. The Board of Directors and the Executive Director of the Corporation shall consult legal counsel and seek legal review whenever necessary to insure that the activities of the Corporation are conducted in conformance with such laws.

Section 13.2 Availability of Technology

It is the good faith objective of the Corporation (i) to make all Technology available as soon as its development and adoption by the Corporation is complete on the same terms to all Members who have not participated in the development or determination of such Technology as well as to all those Members who have participated, (ii) to make all such Technology available at the same point in time to all Members, and (iii) to make all such Technology available to all non-Members on fair and reasonable terms and conditions.

Section 13.3 No Obligation to Endorse

No Member shall, by reason of its membership or participation in the Corporation or otherwise, be obligated to license, use or endorse any Technology developed or endorsed by the Corporation, or to conform any of its products to any standards or specifications developed or adopted by the Corporation, nor shall any such Member be precluded from independently licensing, using or endorsing similar intellectual property, software, specifications or documentation developed by it or by others.

ARTICLE XIV

AMENDMENTS

These By-laws may be altered, amended or repealed or new By-laws may be adopted by (i) a majority vote of the Voting Members, or (ii) the two-thirds vote of the Board of Directors, except where such power is expressly limited by law or the Certificate of Incorporation, at any annual meeting of the Voting Members or regular meeting of the Board of Directors or at any special meeting of the Voting Members or of the Board of Directors, provided, however, that in the case of a regular or special meeting of Voting Members, notice of such alteration, amendment, repeal or adoption of new By-laws shall be contained in the notice of such meeting.

Register of Amendments to the By-laws

<u>Date</u>	<u>Section Affected</u>	<u>Change</u>
April , 2001	2.2	See below.

Any association, partnership, organization, governmental agency, company, corporation, individual, academic or non-profit entity shall be admitted to Membership by: (a) acceptance of its written application therefor on such form as may be from time to time required by the Corporation (which acceptance shall be administered in a non-discriminatory fashion), and (b) payment of such application fees, initiation fees (if any), annual dues or other fees for such class of Membership as may from time to time be established by the Board of Directors. A Member shall remain in good standing as a Member provided all application fees, initiation fees, subsequent dues, assessments, and other fees, together with such penalties for late payment as may be determined by the Board of Directors, have been paid within the period set by the Board of Directors and the Member continues to meet all of the other requirements of Membership, as from time to time determined by the Board of Directors. ~~Notwithstanding the foregoing, no entity may be admitted as a Principal Member after November 29, 2000, although any Member admitted as a Founder Member or Principal Member on or before such date may retain membership as a Principal Member subject to the requirements of these By-Laws~~

June 29, 2001	4.2	See below.
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The total number of Directors shall be at least four and not more than ~~twelve~~thirteen (except as modified below), constituting all of the Director(s) elected by the Principal Members, and the Executive Director, who shall be a Director by virtue of his or her office as Executive Director (but only if such individual is an employee of or consultant to the Corporation whose compensation is being paid by the Corporation); in addition, ex officio Directors may be appointed pursuant to Section 4.8.

April 29, 2003	2.1	See below.
<u>Section 2.1</u>	<u>Classes of Membership</u>	

The Corporation shall have ~~three~~ four classes of Members: Principal Members, General Members ~~and~~, Associate Members ~~and Developer Members~~.

April 29, 2003	2.7	See below.
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Section 2.7 Privileges of Developer Membership

Each Developer Member, while in good standing, shall be entitled to:

(a) appoint one voting representative to each of the following, to the extent that they may from time to time exist: the Marketing Committee and its subcommittees, SIGs and work groups, the Technical Committee and its subcommittees, and any other committee(s) (other than committee(s) of the Board of Directors), sub-committees, SIGs and work groups which the Corporation may establish (which voting representative need not be the same individual for all such committees, sub-committees, SIGs and work groups);

(b) if supported by a Principal Member, propose new extensions and additions to Specifications and propose new Specifications;

(c) receive one copy by electronic transmission, without charge, of all publications of the Corporation which are intended for regular distribution, prior to distribution to the public as the Board of Directors shall approve from time to time, and of final specifications as adopted by the Corporation.

(d) attend all general meetings of the Membership provided for in Article III of these By-laws, provided, that only the Voting Members shall be entitled to vote at such meetings, except as specifically

provided for in these By-laws, the Certificate of Incorporation or by law;

(e) receive such free or discounted services provided by the Corporation as the Board of Directors may designate from time to time; and

(f) such other benefits, rights and privileges as the Board of Directors may designate or the Voting Members may from time to time institute by vote at any meeting of the Voting Members.

(g) Developer membership is limited to companies or individuals who have five or fewer employees. It is the responsibility of the applicant to show that they meet this requirement upon initial application for membership and at each dues renewal period.

~~Intentionally omitted.~~

June 29, 2001 4.2 See below.

The total number of Directors shall be at least four and not more than ~~thirteen~~ fourteen (except as modified below), constituting all of the Director(s) elected by the Principal Members, and the Executive Director, who shall be a Director by virtue of his or her office as Executive Director (but only if such individual is an employee of or consultant to the Corporation whose compensation is being paid by the Corporation); in addition, ex officio Directors may be appointed pursuant to Section 4.8.

January 29, 2007 1.2 See below

Section 1.2 Purpose

The primary purpose of the Corporation is to promote the development and adoption of open, accessible standards and specifications relating to file formats (e.g. the Advanced Authoring Format and the Media eXchange Format), filed-based workflows, Service Oriented Architectures, and Applications Specifications that recommend particular usage configurations (collectively, the "Specifications"); to promote such Specifications worldwide; to provide for testing and conformity assessment of implementations in order to ensure compliance with Specifications; to create and own distinctive trademarks; if advisable, to operate a branding program to create high customer awareness of, demand for, and confidence in products designed in compliance with Specifications; and to undertake such other activities as may from time to time be appropriate to further the purposes and achieve the goals set forth above.

The Corporation intends to engage in some or all of the following activities: (a) develop, disseminate, support and maintain the Specifications, (b) develop and/or fund the development of interoperability and/or certification tests, (c) administer or subcontract testing services, (d) administer or subcontract a branding program, (e) create various printed and/or electronic materials for distribution to members and non-members, (f) develop training materials, hold training sessions, distribute training materials and otherwise provide training support for members; (g) maintain its own website, (h) coordinate the promotion of Specifications among members and non-members, as well as create basic marketing promotional collateral (e.g., both web pages as well as tangible materials), (i) maintain relations with, and work with standards developed by, other standard setting organizations and industry consortia to ensure coherence among the Specifications maintained by the Corporation and standards maintained by such other organizations, and (j) undertake those other activities which the Corporation's Board of Directors may from time to time approve.

May 10, 2007 2.1 See below

Section 2.1 Classes of Membership

The Corporation shall have four classes of Members: Principal Members, General Members, Associate Members and ~~Developer Individual~~ Members. Each entity that joined the Corporation as a "Founder" Member prior to March 1, 2000, shall be a Principal Member hereunder and shall sometimes be referred to as a "Founding Principal Member". Additional classes of voting and non-voting members may be created in the future, and the rights of existing class(es) of members may from time to time be amended, pursuant to Section 2.10 of these By-laws. Principal Members and any future classes of members which are entitled to voting rights shall be collectively referred to as "Voting Members." All Voting and non-voting memberships in the Corporation are collectively referred to in these By-laws as "Memberships", and a person or entity holding Membership is referred to in these By-laws as a "Member".

May 10, 2007 2.7 See below

Section 2.7 Privileges of ~~Developer Individual~~ Membership

Each Individual Member, while in good standing, shall be entitled to:

(a) ~~appoint one voting representative to each of the following, to the extent that they may from time to time exist: the Marketing Committee and its subcommittees, SIGs and work groups, the Technical Committee and its subcommittees, and any other committee(s) (other than committee(s) of the Board of Directors), sub-committees, SIGs and work groups which the Corporation may establish (which voting representative need not be the same individual for all such committees, sub-committees, SIGs and work groups);~~ if supported by a Principal Member, propose new extensions and additions to Specifications and propose new Specifications;

(b) receive one copy by electronic transmission, without charge, of all publications of the Corporation which are intended for regular distribution, prior to distribution to the public as the Board of Directors shall approve from time to time, and of final specifications as adopted by the Corporation.

(c) attend all general meetings of the Membership provided for in Article III of these By-laws, provided, that only the Voting Members shall be entitled to vote at such meetings, except as specifically provided for in these By-laws, the Certificate of Incorporation or by law;

(d) receive such free or discounted services provided by the Corporation as the Board of Directors may designate from time to time; and

(e) such other benefits, rights and privileges as the Board of Directors may designate or the Voting Members may from time to time institute by vote at any meeting of the Voting Members.

May 31, 2007 1.1 See below

Section 1.1 Name

The name of the corporation is "~~AAF ADVANCED MEDIA WORKFLOW~~ ASSOCIATION, INC." and the corporation is referred to in these By-laws as the "Corporation".

June 26, 2008 2.6.f See below

Section 2.6 Privileges of Associate Membership

Each Associate Member, while in good standing, shall be entitled to:

(a) appoint one non-voting representative to each of the following, to the extent that they may from time to time exist: the Marketing Committee and its subcommittees, SIGs and work groups, the Technical Committee and its subcommittees, and any other committee(s) (other than committee(s) of the Board of Directors), sub-committees, SIGs and work groups which the Corporation may establish (which non-voting representative need not be the same individual for all such committees, sub-committees, SIGs and work groups);

(b) if supported by a Principal or General Member, propose new extensions and additions to Specifications and propose new Specifications;(c) receive one copy by electronic transmission, without charge, of such publications of the Corporation as the Corporation may from time to time designate which are intended for regular distribution, prior to distribution to the public, as the Board of Directors shall approve from time to time, and of all final specifications as adopted by the Corporation;

(d) attend all general meetings of the Membership provided for in Article III of these By-laws, provided, that only the Voting Members shall be entitled to vote at such meetings, except as specifically provided for in these By-laws, the Certificate of Incorporation or by law;

(e) receive, at full cost, such services provided by the Corporation as the Board of Directors may designate from time to time; and

(f) such other benefits, rights and privileges as the Board of Directors may designate or the Voting Members may from time to time institute by vote at any meeting of the Voting Members.

Entities may join the AMWA, and remain Associate Members for a period of one year. After one year, these members must renew at either the General or Principal Member level.

February 13, 2009

Section 4.2 Number of Directors

The total number of Directors shall be at least four and not more than ~~fourteen~~ **twenty** (except as modified below), constituting all of the Director(s) elected by the Principal Members, and the Executive Director, who shall be a Director by virtue of his or her office as Executive Director (but only if such individual is an employee of or consultant to the Corporation whose compensation is being paid by the Corporation); in addition, ex officio Directors may be appointed pursuant to Section 4.8.

Section 2.5(b) Privileges of General Membership

~~(b) if supported by a Principal Member,~~ propose new extensions and additions to Specifications and propose new Specifications;