



**BYLAWS
OF
VMEbus INTERNATIONAL TRADE ASSOCIATION
dba VITA**

A Nonprofit Mutual Benefit Corporation

May 2016

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ARTICLE 1 NAME AND OFFICES

Section 1.1 Name

This corporation shall be known as the VMEbus International Trade Association, doing business as VITA (hereinafter referred to as the “Association”).

Section 1.2 Known Place of Business

The Association is registered in Maricopa County, Arizona. The known place of business of the Association (hereinafter “Principal Office”) shall be listed on the Association website under Contacts. The Board of Directors is hereby granted full power and authority to change the principal office from one location to another both within and without said county.

Section 1.3 Other Offices

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

Section 1.4 Nonprofit Status

The Association shall be a nonprofit corporation and shall not engage, directly or indirectly, in any activity, including distribution of its assets upon dissolution, that would invalidate its status as an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the “Code”), by virtue of being 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.

Section 1.5 Purpose

The Association and its Members are committed to monitoring and enhancing the development of open system architecture, real-time, modular, critical and intelligent embedded system products and/or related technologies. The Association was formed to achieve this purpose by among other matters (1) striving for compatibility of all related Association standards revisions or addenda; (2) maintaining Association architectures as open, stable technologies in the spirit of their design; (3) contributing to the establishment of Association technologies as industry standards; and (4) maintaining the technical longevity of the Association architectures and standards.

The Association may make or propose technical standards and interface with other groups or bodies developing such standards.

Section 1.6 Duration

The duration of the Association shall be perpetual, but may be dissolved at any time upon a 2/3^{rds} majority vote of all members of the Board of Directors.

ARTICLE 2 MEMBERS

Section 2.1 Classes of Membership

The Association shall have three classes of membership: Sponsor Members, Senior Members, and Regular Members. Sponsor Members, Senior Members, and Regular Members shall be referred to collectively as "Voting Members." A fourth class of membership, Fellow Member, is an honorary individual membership.

Section 2.2 Sponsor Membership

Section 2.2.1 Conditions of Sponsor Membership

Sponsor Members shall be any association, organization, company, or corporation, or a division or subsidiary of a company or corporation, which promotes the manufacture, sale, or use of products and/or related technologies as described in Section 1.5 - *Purpose*; provided that no such entity shall become a Sponsor Member except : 1) upon payment of such initiation fees and such initial annual dues for Sponsor Members as may be determined from time to time by the Board of Directors, and 2) upon vetting and approval by the Board of Directors. A Sponsor Member shall remain in good standing as a Sponsor Member, and be entitled to all of the privileges of Sponsor Membership, if all subsequent dues, assessments, and 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 such Sponsor Member continues to meet all of the other requirements of Sponsor Membership.

Section 2.2.2 Privileges of Sponsor Membership

Each Sponsor Member shall be entitled to appoint one director to the Board of Directors that has been vetted and approved by the Board of Directors. The term of the office of such appointed director shall be as established in Section 4.4 - *Eligibility, Election and Term of Office of Elected Directors*. In addition, each Sponsor Member shall be entitled to the privileges of Senior Membership and Regular Membership, as described in Sections 2.3.2 - *Privileges of Senior Membership* and 2.4.2 *Privileges of Regular Membership*. Sponsor Members who are not in good standing, as set forth in Section 2.2.1 - *Conditions of Sponsor Membership*, shall not be entitled to any of the privileges of Sponsor Membership, Senior Membership, or Regular Membership for so long as such Sponsor Member is not in good standing.

Section 2.3 Senior Membership

Section 2.3.1 Conditions of Senior Membership

Senior Members shall be any association, organization, company or corporation, or a division or subsidiary of a company or corporation, which promotes the manufacture, sale, or use of products and/or related technologies as described in Section 1.5 - *Purpose*; provided that no such entity shall become a Senior Member except upon payment of such initiation fees and initial annual dues for Senior Members as may be determined from time to time by the Board of Directors. A Senior Member shall

remain in good standing as a Senior Member, and be entitled to all of the privileges of Senior Membership, if all subsequent dues, assessments, and 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 such Senior Member continues to meet all of the other requirements of Senior Membership.

Section 2.3.2 Privileges of Senior Membership

Each Senior Member shall be entitled to appoint one member to the Advisory Committee, as provided in Section 5.5 - *Advisory Committee Membership*. In addition, each Senior Member shall be entitled to the privileges of Regular Membership, as provided in Section 2.4.2 – *Privileges of Regular Membership*. Senior Members who are not in good standing, as set forth in Section 2.3.1 Section 2.3.1 - *Conditions of Senior Membership*, shall not be entitled to any of the privileges of Senior Membership or Regular Membership for so long as such Senior Member is not in good standing.

Section 2.4 Regular Membership

Section 2.4.1 Conditions of Regular Membership

Regular Members shall be any association, organization, company or corporation, or a division or subsidiary of a company or corporation, which promotes the manufacture, sale, or use of products and/or related technologies as described in Section 1.5 - *Purpose*; provided that no such entity shall become a Regular Member except upon payment of such initiation fees and such initial annual dues for Regular Members as may be determined from time to time by the Board of Directors. A Regular Member shall remain in good standing as a Regular Member, and be entitled to all of the privileges of Regular Membership, if all subsequent dues, assessments, and 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 Regular Member continues to meet all of the other requirements of Regular Membership.

Section 2.4.2 Privileges of Regular Membership

Each Regular Member in good standing shall be entitled to vote for the election of directors and on each matter submitted to a vote of the Voting Members. Regular Members shall receive all publications of the Association which are intended for regular distribution as determined by the Board of Directors. Regular Members who are not in good standing, as set forth in Section 2.4.1 - Section 2.4.1 - *Conditions of Regular Membership*, shall not be entitled to any of the privileges of Regular Membership for so long as such Regular Member is not in good standing.

Section 2.5 Distinguished Fellow Membership

Section 2.5.1 Conditions of Distinguished Fellow Membership

Distinguished Fellow Member is an individual membership recognizing unusual distinction in the profession and shall be conferred by the Board of Directors upon a person with an outstanding record of

accomplishments in any of the Association activities. The accomplishments that are being honored shall have contributed importantly to the advancement or application of engineering, science and technology, bringing the realization of significant value to society. The nominee shall have been an employee of an Association member in good standing in any level for a period of ten years or more preceding nomination and Association membership is no longer part of normal activities due to change in employment or retirement. The year of elevation to the level of Distinguished Fellow is the year of approval by the Board of Directors conferring the grade of Distinguished Fellow. Individuals elevated to the Distinguished Fellow grade may use the title immediately following approval by the Board of Directors.

The term of Distinguished Fellow Membership is five years from date of approval to Distinguished Fellow Membership by the Board of Directors. Distinguished Fellow Membership will be terminated if Association membership is regained through conditions of Sponsor, Senior, or Regular membership.

A Distinguished Fellow Member shall remain in good standing as a Distinguished Fellow Member, and be entitled to all of the privileges of Distinguished Fellow Membership, if all subsequent dues, assessments, and 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 Distinguished Fellow Member continues to meet all of the other requirements of Distinguished Fellow Membership.

Section 2.5.2 Privileges of Distinguished Fellow Membership

Each Distinguished Fellow Member in good standing shall be entitled to participate in any active Section 5.6 - *VITA Standards Organization* working group under the rules of that VITA Standards Organization. Distinguished Fellow Members have no voting rights outside of that VITA Standards Organization. Distinguished Fellow Members shall receive all publications of the Association which are intended for regular distribution as determined by the Board of Directors. Distinguished Fellow Members who are not in good standing, as set forth in Section 2.5.1 – *Conditions of Distinguished Fellow Membership*, shall not be entitled to any of the privileges of Distinguished Fellow Membership for so long as such Distinguished Fellow Member is not in good standing.

Section 2.6 Additional Classes of Members

One or more additional classes of membership in the Association may be created, and the designations, voting rights (if any), powers, privileges, and method of selection of members of any such class or classes may be prescribed, by an amendment to these Amended and Restated Bylaws (hereinafter, the “Bylaws”) pursuant to the provisions of Article XI hereof. Voting memberships and nonvoting memberships, if any, in the Association, are collectively hereinafter referred to as a “Membership,” and a person holding a Membership is referred to hereinafter as a “Member.”

Section 2.7 Deprivation or Suspension of Membership

The Membership of any Member in good standing, or any of the privileges thereof, may be revoked or suspended without cause, only upon a vote of a majority of all of the Voting Members. The Membership of any Member in good standing, or any of the privileges thereof, may be revoked or suspended for cause, and the Membership of any Member not in good standing may be revoked or

suspended without cause, only upon a vote of a majority of all of the Voting Members or of the Board of Directors. Any initial fees, or any annual dues, assessments, fees, and/or penalties, paid by any Member prior to any such revocation or suspension are not refundable.

For the purposes hereof, the term “cause” means the occurrence of any of the following:

- (a) A Member’s gross and willful misconduct that, in the Board of Directors’ sole discretion, is injurious to the Association, or
- (b) A Member’s engaging in fraudulent conduct with respect to the Association or in conduct of a criminal nature that, in the Board of Director’s sole discretion, may have an adverse impact on the Association’s standing and reputation.

No Member’s Membership, or any of the privileges thereof, shall be revoked or suspended unless:

- (i) The Member is given written notice of the proposed revocation or suspension of Membership, and of the specific reasons therefor, personally or by first class mail, registered or return receipt requested, not less than fifteen (15) days prior to the effective date of the proposed revocation or suspension of Membership to the last address of the Member shown on the records of the Association; and
- (ii) Such notice sets forth a procedure determined by the body (consisting of the Board of Directors or a committee selected for that purpose by the Board of Directors) authorized to determine whether or not the proposed revocation or suspension will take place, whereby the Member is given the opportunity to be heard by such body, either orally or in writing, not less than five (5) days before the effective date of the proposed revocation or suspension.

Section 2.8 Resignation by Member

A Member may resign at any time. Any initial fees, or annual dues, assessments, fees, and/or penalties, paid by any such Member prior to the effective date of the resignation are not refundable.

Section 2.9 Membership Book

The name and address of each Member shall be entered in a membership book (“Membership Book”) to be maintained in written or electronic form at the Principal Office of the Association. Termination of any Membership shall be recorded in the Membership Book, together with the date of such termination. Each Member shall be responsible for apprising the Association of all changes to its name and address.

Section 2.10 Levy of Dues, Assessments, or Fees

The Association may levy dues, assessments or fees upon its Members from time to time as determined by the Board of Directors, but a Member may avoid liability for any such dues, assessments or fees by promptly resigning from Membership upon receipt of notification thereof from the Association, except where the Member is, by contract or otherwise, liable for such dues, assessments, or fees. No provision of the Articles of Incorporation or Bylaws of the Association authorizing such dues, assessments, or fees shall, of itself, create such a 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 Association for consequential damages.

ARTICLE 3 MEETINGS OF MEMBERS

Section 3.1 Place, Date and Hour of Meetings

All meetings of the Voting Members shall be held either at the Principal Office of the Association or at such other place within or outside the State of Arizona and on such date and at such hour as may be designated by the Board of Directors in the notice of such meeting or in the waiver of notice thereof.

Section 3.2 Regular Meetings

Regular meetings of the Voting Members shall be held on such day and at such hour as may be designated by the Board of Directors. Any proper business may be transacted at a regular meeting.

Section 3.3 Special Meetings

Special meetings of the Voting Members may be called at any time by the Board of Directors, the Executive Director, or by Voting Members entitled to cast five percent (5%) or more of the votes at such meeting. Any request by Voting Members for a special meeting shall be in writing and shall state the purpose(s) of the proposed meeting, and the business to be transacted at any such meeting shall be confined to the purposes stated in the notice thereof and such additional matters as the chairperson of said meeting may rule to be germane to such purposes.

Section 3.4 Record Date

- (a) The Board of Directors may fix, in advance, a time in the future as the record date for the determination of Members entitled to notice of any meeting, to vote, or to exercise any rights in respect of any other lawful action. Said record date shall not be more than sixty (60) nor less than ten (10) days prior to the date of such meeting, nor more than sixty (60) days prior to any other action.
- (b) A determination of Members of record entitled to notice of or to vote at a meeting of Members shall apply to any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting.
- (c) If no record date is fixed by the Board of Directors with respect to any particular meeting or action, the record date shall be fixed in accordance with applicable Arizona law (hereinafter referred to as the "Nonprofit Corporation Act").

Section 3.5 Notice of Meetings or Reports

- (a) Written notice of each regular or special meeting of the Voting Members shall be given to each Voting Member entitled to vote thereat not less than twenty (20) days nor more than ninety (90) days prior to the date of the meeting. Such notice shall be given either personally or by mail or other means of written communication (including, but not limited to, publication in the Association's regular newsletter, electronic transmission, and facsimile transmission), addressed, or delivered to each such Voting Member at the address, including electronic transmission addresses, of such Voting Member appearing on the Membership Book of the

Association or given by the Voting Member to the Association for the purposes of such notice. If no such address so appears or is given, notice shall be given either personally or by mail or other means of written communication addressed to the Voting Member at the place where the principal office of the Association is located, or by publication at least once in the Association's regular newsletter. The notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication (including, but not limited to, publication in the Association's regular newsletter, electronic transmission, and facsimile transmission).

- (b) All such notices shall state the place, the date, and the hour of such meeting, and shall state such other matters, if any, as may be expressly required by the Nonprofit Corporation Act. The notice of any regular or special meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given. Notices of any meeting of Voting Members shall specify those matters which the Board of Directors, at the time of the giving of the notice, intends to present for action by the Voting Members; provided, however, that other matters may be presented at the meeting pursuant to Section 3.11 - *Nomination and Election Procedure*. Notice of any special meetings shall specify the general nature of the business to be transacted thereat and no other business may be transacted except as may from time to time be permitted pursuant to the Nonprofit Corporation Act.
- (c) All notices shall be sent by the Secretary or Assistant Secretary of the Association, or if there be no such officer, or in the case of such officer's neglect or refusal to act, by any other officer of the Association, or by those persons calling the meeting.
- (d) The same procedure for the giving of notice shall apply to the giving of any report to Voting Members prior to any regular or special meeting of the Voting Members.

Section 3.6 Adjournment of Meetings

Any regular or special meeting of the Voting Members, whether or not a quorum is present, may be adjourned by the vote of a majority of the Voting Members present, represented either in person or by proxy, but in the absence of a quorum, no other business may be transacted at such meeting, except as provided in Section 3.7 – *Voting* of these Bylaws.

Section 3.7 Voting

- (a) Except as otherwise provided in the Articles of Incorporation and subject to Section 7.3 – *Reports to Directors, Members and Others* of these Bylaws, each Voting Member shall be entitled to one vote on each matter submitted to a vote of the Voting Members. Votes may be cast viva voce or by ballot, as determined by the presiding officer of the meetings.
- (b) No Voting Member shall be entitled to cumulate votes in connection with any election of directors.
- (c) At any meeting at which a quorum is present, the affirmative vote of a majority of the Voting Members represented at the meeting and entitled to vote on any matter shall be the act of the Voting Members, unless otherwise required by the Articles of Incorporation or the Nonprofit Corporation Act.

Section 3.8 Quorum

- (a) Thirty-three percent (33%) of the Voting Members entitled to vote, represented in person or by proxy, constitutes a quorum at any meeting of the Voting Members.
- (b) The Voting Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Voting Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Voting Members required to constitute a quorum.

Section 3.9 Action Without Meeting

Any action that may be taken at any meeting of Voting Members may be taken without a meeting if all Voting Members shall unanimously consent in writing to such action. Any such written consent or consents shall be filed with the minutes of the proceedings of the Voting Members. Such action by written consent shall have the same force and effect as a unanimous vote of such Voting Members at a meeting duly called, noticed and held in accordance with the provisions hereof.

Section 3.10 Inspectors of Election

- (a) In advance of any meeting of Voting Members, the Board of Directors may appoint inspectors of election (“Inspectors of Election”) to act at the meeting and any adjournment thereof. If Inspectors of Election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the chairperson of any meeting of Voting Members may, and on the request of any Voting Member shall, appoint Inspectors of Election (or persons to replace those who so fail or refuse) at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more Voting Members, the majority of Voting Members represented shall determine whether one or three inspectors are to be appointed.
- (b) The Inspectors of Election shall (i) determine the total number of Voting Members of the Association and the number represented at the meeting, including the voting power of each, the existence of a quorum and the authenticity, validity and effect of proxies, (ii) receive votes, ballots or consents, (iii) hear and determine all challenges and questions in any way arising in connection with the right to vote, (iv) count and tabulate all votes or consents, (v) determine when the polls shall close, (vi) determine the results of the election, and (vii) take such other actions as may be proper to conduct the election or vote with fairness to all Voting Members.
- (c) The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical. If there are three inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act, or certificate of all. Any report or certificate made by the inspectors of election is prima facie evidence of the facts stated therein.

Section 3.11 Nomination and Election Procedure

The Board of Directors, or if a quorum of the Board of Directors is not present, the person or persons calling the meeting, shall establish reasonable nomination and election procedures given the nature, size, and operations of the Association, including a reasonable means of nominating a person for

election as a director, a reasonable opportunity for a nominee to communicate to the Voting Members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for all nominees to solicit votes, and a reasonable opportunity for all Voting Members to choose among the nominees.

Section 3.12 Order of Business

The order of business at all meetings of Voting Members shall be as determined by the Board of Directors, but the order of business to be followed at any meeting at which a quorum of the Voting Members is present may be changed in any manner by an affirmative vote of a majority of the Voting Members present.

ARTICLE 4 DIRECTORS

Section 4.1 Powers

Subject to the limitations stated in the Articles of Incorporation, these Bylaws, and the Nonprofit Corporation Act as to actions that shall be approved by the Voting Members, and subject to the duties of directors as prescribed by the Nonprofit Corporations Act, all corporate powers shall be exercised by, or under the direction of, and the business and affairs of the Association shall be managed by, the Board of Directors. The individual directors shall act only as members of the Board of Directors, and the individual directors shall have no power as such.

Section 4.2 Duties

It shall be the duty of the Directors to:

- (a) perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of the Executive Director of the Association;
- (c) meet at such times and places as required by these Bylaws;
- (d) register their addresses with the Executive Director of the Association, and notices of meetings given in accordance with Section 4.10 - *Organizational Meeting* shall be valid notices thereof;
- (e) elect annually a Chairman to preside over the Board of Directors' meetings or to take such action as may be agreed upon by the Board of Directors;
- (f) establish, charter, and disband committees as appropriate to conduct the work of the Association;
- (g) consider for approval or rejection any public statement, press release or similar public materials concerning the standards or the business of the Association prior to making such materials public;
- (h) consider for approval or rejection the Association's annual budget. If the annual budget is not approved at the start of each calendar year, the Association shall operate based on the prior yearly budget, to the extent practical, until an annual budget is approved;

- (i) establish annual dues for Members;
- (j) make a yearly evaluation of the Association's fulfillment of its purposes;
- (k) establish or revise the rights and privileges of Members; and
- (l) such other duties as are customary for the Directors of a Nonprofit Business organized under Section 501(c)(6) of the Internal Revenue Code.

Section 4.3 Number and Composition of Board of Directors

The Board of Directors shall consist of (i) the person then elected and serving as Executive Director of the Association (the "Executive Director"), (ii) the person appointed to the Board of Directors by each Sponsor Member in good standing (each, a "Sponsor Director") and (iii) such number of elected directors (each, an "Elected Director") as the Board of Directors may determine from time to time, provided that the minimum number of persons comprising the Board of Directors shall be three (3).

Section 4.4 Eligibility, Election and Term of Office of Elected Directors

- (a) Any full-time employee of a Senior Member in good standing shall be eligible for election as a director. In the event that there are no Senior Members, any full-time employee of a Regular Member in good standing shall be eligible for election as a director.
- (b) The Board of Directors shall determine in its sole discretion, when to hold an election for additional directors at a regular meeting or special meeting of the Voting Members. The elected directors shall be elected, at the discretion of the Board of Directors, either (i) by written ballot at a regular meeting or special meeting of the Voting Members at which a quorum is present; (ii) by proxy at a regular meeting or special meeting of the Voting Members in accordance with the procedures set forth in subsection (c) hereof; or (iii) in any other manner authorized by the Nonprofit Corporation Act. A written ballot may not be revoked subsequent to the announcement of the results of the election.
- (c) If the election of directors is to be conducted by proxy at a regular meeting or special meeting of the Voting Members, the Association must comply with any procedures set forth in the Nonprofit Corporation Act and the following procedures: Proxies shall set forth the names of the nominees, provide an opportunity to vote for each nominee and shall provide a reasonable time within which to return the ballot to the Association. Proxies shall be delivered either personally or by mail or other means of written communication, including, but not limited to, electronic and facsimile transmission, addressed to each Voting Member at its address, including electronic transmission addresses, appearing on the Membership Book of the Association or given by the Voting Member for the purpose of receiving notices. If no address appears on the Membership Book of the Association or has been given to the Association, or if ballots are returned as undeliverable, ballots for such Voting Members shall be solicited in any other manner consistent with the requirements of the Nonprofit Corporation Act. The voting and quorum requirements set forth in Sections 3.7 - *Voting* and 3.8 - *Quorum*, respectively, shall be satisfied and all such solicitations shall indicate the number of responses needed to constitute a quorum. The solicitation must specify the time by which the proxy must be received by the Association in order to be counted.

- (d) Each elected director shall serve a term of one (1) year, commencing on the date of such director's election, or appointment pursuant to Section 4.8 - *Vacancies*; provided, however, each Elected Director shall serve for a maximum of two (2) consecutive terms.

Section 4.5 Appointment and Term of Office of Sponsor Directors

- (a) Sponsor Directors appointed by Sponsor Members shall be appointed upon the occurrence of the payment of the requisite dues by the Sponsor Member.
- (b) The term of a Sponsor Director shall be one (1) year, provided that, in addition to the provisions of Section 4.4(d) - *Eligibility, Election and Term of Office of Elected Directors* of these Bylaws, the term of a Sponsor Director shall terminate if and when the Sponsor Member who appointed such Sponsor Director loses its status as a Sponsor Member in good standing.

Section 4.6 Resignation

Any director may resign at any time by giving written notice of such resignation to the Chairman of the Board, the Secretary, or the Board of Directors of the Association. Such resignation shall take effect at the time specified in the notice; provided, however, that if the resignation is not to be effective upon receipt of the notice by the Association, the Association (by action of its Board or the Voting Members, as the Board in its discretion, may decide) shall determine the effective date thereof. If the resignation is effective at a future time, a successor may be appointed or elected, in accordance with Section 4.8 - *Vacancies*, to take office when the resignation becomes effective.

Section 4.7 Removal

The Board of Directors may declare vacant the office of any director who has been declared of unsound mind by a final order of court or convicted of a felony.

Section 4.8 Vacancies

- (a) A vacancy on the Board of Directors shall be deemed to exist in the case of the death, resignation, or removal by the Board of Directors pursuant to Section 4.7 – *Removal* of any elected director or any Sponsor Director.
- (b) In the event of the death, resignation, or removal of any elected director, the remaining members of the Board of Directors, in their discretion, may appoint or call for the election of a full-time employee of a Senior Member in good standing to fill the resulting vacancy on the Board of Directors. Any director appointed or elected to fill a vacancy created by the death, resignation, or removal of an elected director shall be considered an elected director for the purposes of these Bylaws.
- (c) In the event of the death, resignation, or removal of any Sponsor Director, the Sponsor Member who appointed such Sponsor Director shall recommend to the remaining Sponsor Directors, or if there are not any remaining Sponsor Directors, to the Executive Director and any elected directors serving at the time (hereinafter referred to collectively as the “Remaining Directors”), a person to be appointed as a Sponsor Director to fill the vacancy caused by the death, resignation or removal of the Sponsor Director. Any such recommended Sponsor Director may

be appointed by the Board of Directors by a vote of a majority of the remaining Sponsor Directors or, if there are not any remaining Sponsor Directors, by a majority of the Remaining Directors. A director thereby appointed as a Sponsor Director shall be considered a Sponsor Director for the purposes of these Bylaws.

In the event the Sponsor Member who appointed the original Sponsor Director does not make such a recommendation within ten (10) days following the creation of such vacancy, the Board of Directors shall appoint or call for the election of a full-time employee of a Senior Member, if any, or a Regular Member, in good standing to fill the vacancy.

- (d) Vacancies filled by appointment shall be filled within thirty (30) days following the creation of the vacancy. Vacancies filled by election shall be filled at the next regular meeting or special meeting of the Voting Members as called by the Board of Directors pursuant to Section 4.4(b) - *Eligibility, Election and Term of Office of Elected Directors*.
- (e) The Voting Members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the Board of Directors in accordance with Section 4.8(d) . The qualifications of directors elected pursuant to this Section 4.8(e) shall be the same as those described in Section 4.8(b) .

Section 4.9 Ex Officio Members

The Board of Directors may elect such ex officio members of the Board of Directors as it may deem appropriate. Ex officio directors shall be entitled to attend all meetings of the Board of Directors or of committees to which they may be appointed by the Board of Directors. However, ex officio directors shall serve in an advisory capacity only, and shall not be eligible to act as chairmen of committee, nor shall they be entitled to vote at meetings of the Board of Directors or of any committee thereof.

The Board of Directors may elect persons as ex officio directors by a unanimous vote of the directors appointed by the Sponsor Members and the directors elected by the Voting Members. 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 condition as other members of the Board of Directors.

Section 4.10 Organizational Meeting

Immediately after each regular meeting of Voting Members, the Board of Directors shall hold a meeting for the purpose of organization, election of officers, and transaction of other business. No notice of such meeting is required.

Section 4.11 Regular Meetings

In addition to the organizational meeting, the Board of Directors may provide by resolution the date, time and place for the holding of regular meetings of the Board of Directors. No notice of such regular meetings of the Board of Directors is required.

Section 4.12 Special Meetings

Special meetings of the Board of Directors shall be held whenever and wherever called by the Executive Director or any two (2) directors of the Association. Notice of such special meetings shall be given in accordance with Section 4.15 - *Notice of Special Meetings* of these Bylaws.

Section 4.13 Place of Meetings

Meetings of the Board of Directors shall be held at any place within or outside the State of Arizona as may be designated in the notice of the meeting, or, if not stated in the notice or if there is no notice, designated by resolution of the Board of Directors. In the absence of such designation, meetings of the Board of Directors shall be held at the Principal Office of the Association.

Section 4.14 Telephonic Meetings

Members of the Board of Directors may participate in organizational, regular, or special meetings through use of conference telephone or similar communications equipment, provided that all members participating in such meeting can hear one another. Participation in a meeting pursuant to this Section 4.14 constitutes presence in person at such meeting.

Section 4.15 Notice of Special Meetings

Written notice of the time and place of special meetings of the Board of Directors shall be delivered personally to each Director, or sent to each Director by first class mail, telephone, or telegraph. In case such notice is sent by mail, it shall be mailed not less than seven (7) days prior to the date of the meeting. In case such notice is delivered personally, or by telephone, telegraph, electronic transmission, or facsimile transmission, it shall be so delivered at least forty-eight (48) hours prior to the time of the holding of the meeting. Such notice may be given by the Secretary or the Executive Director of the Association. Such notice need not specify the purpose of the meeting. Notice shall not be necessary if appropriate waivers, consents and/or approvals are filed in accordance with Section 4.16 - *Waiver of Notice* of these Bylaws.

Section 4.16 Waiver of Notice

Notice of a meeting need not be given to any director who signs a waiver of notice, or a written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without objecting, prior thereto or at its commencement, regarding the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the directors need be specified in any such waiver, consent or approval.

Section 4.17 Action Without Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall unanimously consent in writing to such action. Such written consent or

consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

Section 4.18 Quorum

A majority of the directors then in office shall constitute a quorum of the Board of Directors for the transaction of business. Every act or decision taken or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or the Nonprofit Corporation Act specifically requires a greater number. In the absence of a quorum at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting as provided in Section 4.19 – *Adjournment* of these Bylaws.

Section 4.19 Adjournment

Any meeting of the Board of Directors, whether or not a quorum is present, may be adjourned to another time and place by the vote of a majority of the directors present. Notice of the time and place of the adjourned meeting need not be given to absent directors if said time and place are fixed at the meeting adjourned; provided, however, that if the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 4.20 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 Association.

Section 4.21 Fees and Compensation

Directors shall not receive any stated salary for their services as directors, but the Board of Directors may, by resolution, authorize the payment to each director of a fixed fee for attendance at each meeting. In addition, directors may be reimbursed in such amounts as may be determined from time to time by the Board of Directors for expenses incurred while acting on behalf of the Association and/or expenses incurred in attending meetings of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor.

ARTICLE 5 EXECUTIVE COMMITTEE AND OTHER COMMITTEES

Section 5.1 Executive Committee

The Board of Directors may, by resolution adopted by a majority of the directors then in office create an Executive Committee, consisting of two or more directors, including the Executive Director. 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 the committee. Subject to any limitations imposed by the

Nonprofit Corporation Act, or imposed by the Articles of Incorporation, by these Bylaws, and/or the Board of Directors, the Executive Committee 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) Approval of any action that also requires approval of the Voting Members.
- (b) Filling any vacancies on the Board of Directors or on any committee of the Board of Directors.
- (c) Fixing the fee, if any, payable to directors for attendance at meetings of the Board of Directors or reimbursement for expenses incurred in connection with Association activities or attendance at any meeting of the Board of Directors or any committee of the Board of Directors.
- (d) Amendment or repeal of these Bylaws or the adoption of new Bylaws.
- (e) Amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable.
- (f) Establishment of committees of the Board of Directors or appointment of the members thereof.
- (g) Expenditure of corporate funds to support a nominee for director if there are more nominees than vacancies on the Board of Directors.

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 appoint such other committees, consisting of two (2) or more directors each 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 contained in the Nonprofit Corporation Act, or imposed by the Articles of Incorporation or by these Bylaws. 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.

Section 5.3 Meetings of Committees of the Board of Directors

Except as otherwise provided in these Bylaws or by resolution of the Board of Directors, each committee of the Board of Directors shall 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 in such rules, and it shall also meet at the call of any member of the committee. Unless otherwise provided by such rules or by resolution of the Board of Directors, committee meetings shall be governed by Sections 4.14 - *Telephonic Meetings*, 4.15 - *Notice of Special Meetings*, 4.16 - *Waiver of Notice*, and 4.17 - *Action Without Meeting* of these Bylaws.

Section 5.4 Term of Office of Members of Committee 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 but not to exceed such committee member's term as a director.

Section 5.5 Advisory Committee Membership

An Advisory Committee of the Association shall be established. Each Senior Member in good standing shall be entitled to appoint one member to the Advisory Committee. In addition, the Board of Directors may, by resolution adopted by a majority of the directors then in office, appoint such additional person or persons to the Advisory Committee (the “Special Advisory Committee Members”) as it may from time to time deem advisable.

Section 5.5.1 Meetings of the Advisory Committee

Except as otherwise provided in these Bylaws, or by resolution of the Board of Directors, the Advisory Committee shall meet concurrently with, and in the presence of, each regularly scheduled meeting of the Board of Directors, provided, however, that the Advisory Committee may, by resolution adopted by a majority of the Advisory Committee members at a regularly scheduled Board of Directors Meeting, agree to convene at a time and place other than a regularly scheduled Board of Directors meeting. The minutes and other findings, discussions, resolutions, or other outcomes of any kind occurring at an Advisory Committee meeting outside the presence of the Board of Directors must be reported to the Board of Directors. The Chairperson of the Advisory Committee shall report such minutes, findings, discussions, resolutions, or other outcomes (i) to the Board of Directors, by writing or by presentation, at the next regular or special meeting of the board of directors, or (ii) to the Executive Director by writing within thirty (30) days of such meeting, whichever shall occur first.

Section 5.5.2 Term of Office of Advisory Committee Members

Each member of the Advisory Committee shall serve at the pleasure of the Senior Member appointing such member, provided, however, that the term of office of any Advisory Committee member shall automatically expire at any time the Senior Member appointing such member is not in good standing. Each Special Advisory Committee Member shall serve at the pleasure of the Board of Directors.

Section 5.5.3 Function of the Advisory Committee

The Advisory Committee shall provide information, advice, and guidance to the Board of Directors regarding industry developments, technical information for VMEbus products, or any other items of concern that the Advisory Committee in its discretion concludes warrants presentation to the Board of Directors. In addition, the Advisory Committee shall provide advice to the Board of Directors regarding any matters that the Board of Directors concludes is appropriate for consideration by the Advisory Committee for the good of the Association.

Section 5.6 VITA Standards Organization (VSO)

The Board of Directors may, by resolution adopted by a majority of the directors then in office appoint a VITA Standards Organization. Except as otherwise provided by these Bylaws or, by resolution of the Board of Directors, the VITA Standards Organization shall adopt its own rules, or the rules of the relevant accrediting agency, which govern the time, place, or holding and the method of calling its meetings and the conduct of its proceedings and shall meet as provided in the rules so adopted. The VITA Standards Organization shall be responsible 1) for proposing the standardization of new

technologies that may be used in conjunction with or supplement to technologies as described in Section 1.5 – *Purpose*, and 2) for proposing the resolution of problems with VITA technologies in their current state of standardization. Any findings and/or recommendations of the VITA Standards Organization shall first be presented to the Executive Director for review and consideration. In the event the VITA Standards Organization disagrees with the Executive Director’s adoption, or lack thereof, of its findings and/or recommendations, the VITA Standards Organization may present the matter to the Board of Directors. Further channels of appeal may exist through the applicable accrediting authority. Such appeals, if any, are beyond the scope of these Bylaws and are subject to the applicable accrediting authority’s Bylaws.

ARTICLE 6 OFFICERS

Section 6.1 Officers

The officers of the Association shall be a President, a Treasurer, and a Secretary. The Executive Director of the Association shall serve as the President. The Association may also have, at the discretion of the Board of Directors, an Assistant Executive Director, one or more Vice Presidents, one or more Assistant Secretaries, and such other officers as may be appointed by the Board of Directors, at its discretion. One person may hold two or more offices provided, however, that the Executive Director may not hold the office of Secretary.

Section 6.2 Election and Term

The officers of the Association shall be elected by the Board of Directors and shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any consulting or employment contract. Officers need not be chosen from among the directors.

Section 6.3 Resignation

Any officer may resign at any time by giving written notice to the Board of Directors of the Association, subject to the rights, if any, of the Association under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.4 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 Bylaws for regular elections to such office.

Section 6.5 Executive Director

The Executive Director shall, subject to monitoring of, or assignment by the Board of Directors:

- (a) act as the Chief Executive Officer of the Association and shall have general supervision, direction, and control of the business and officers of the Association. The Executive Director

shall have the general powers and duties of management usually vested in the office of president of a corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or by these Bylaws;

- (b) direct and administer the affairs of the Association, including setting compensation (other than his own), and the employment and discharge of other Association employees;
- (c) create, and update when necessary, employee job descriptions and hold individual annual reviews with each employee;
- (d) maintain custody of the records of the Association, and submit quarterly and annual financial, operational, and legal reports to the Board of Directors;
- (e) initiate and promote programs which serve and advance the purpose and objective of the Association;
- (f) facilitate communication between Members, including providing timely notices of meetings;
- (g) coordinate, assist, and monitor all committees and their programs;
- (h) act as the liaison to other consortiums or organizations with which the Association may choose to engage;
- (i) direct all Association functions such as trade shows and special affairs;
- (j) submit an annual budget together with supporting documentation;
- (k) submit an annual business plan;
- (l) serve as a member of the Board of Directors and Executive Committee with full voting rights, except as to matters relating to his compensation or the terms of any agreement with the Association pursuant to which he is retained to render services; and
- (m) perform such other duties as may be specified from time to time by the Board of Directors and/or the Executive Committee; however, such assignments shall at all times be consistent with the purpose and objectives of the Association as set forth in these Bylaws.

The Executive Director may engage third parties to undertake such activities, provided that the Executive Director enters into appropriate contracts protective of the Association, and ensures compliance with terms and conditions of this Agreement including confidentiality obligations.

Section 6.6 Assistant Executive Director

The Assistant Executive Director, if one is appointed, shall exercise such powers and perform such duties as may be from time to time assigned to the Assistant Executive Director by the Board of Directors and/or the Executive Director. In the protracted absence (ten (10) days or more) or disability of the Executive Director, the Assistant Executive Director shall perform the duties of the Executive Director, except for those duties specified in Section 8.2 - *Execution of Contracts* hereof, and, when so acting, shall have all of the powers of and be subject to all of the restrictions upon, the Executive Director.

Section 6.7 Vice President

In the protracted absence or disability of the Assistant Executive Director, the Vice Presidents, if any, in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice President designated by the Board of Directors, shall perform the duties of the Assistant Executive Director, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Assistant Executive Director.

The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board of Directors or these Bylaws.

Section 6.8 Secretary

- (a) The Secretary shall keep, or cause to be kept, a book of minutes in written form of the proceedings of the Board of Directors, committees of the Board of Directors, and the Members. Such minutes shall include all waivers of notice, consents to the holding of meetings, or approvals of the minutes of meetings executed pursuant to these Bylaws or the Nonprofit Corporation Act. The Secretary shall keep, or cause to be kept at the Principal Office a record of the Association's Members, giving the names and addresses of all Members.
- (b) The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board of Directors required by these Bylaws or by law to be given, and shall cause the seal of the Association to be kept in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 6.9 Treasurer

- (a) The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account in written form or any other form capable of being converted into written form.
- (b) The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse all funds of the Association as may be ordered by the Board of Directors; shall render to the Board of Directors, whenever it may request, an accounting of all of the Treasurer's transactions as Treasurer and of the financial condition of the Association; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

Section 6.10 Assistant Secretary

The Assistant Secretary, if any, shall have the powers, and perform the duties, of the Secretary in the protracted absence of the Secretary or the inability of the Secretary to act.

Section 6.11 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 Association. The Executive Director, although a member of the Board of Directors, shall not vote on matters relating to his compensation or duration in office.

ARTICLE 7 BOOKS AND RECORDS

Section 7.1 Books and Records

The Association shall keep adequate and accurate books and records of account, minutes of the proceedings of the Voting Members, the Board of Directors, and committees of the Board of Directors, and, in accordance with Section 2.9 – *Membership Book* hereof, the Membership Book.

Section 7.2 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. If any record subject to inspection pursuant to the Nonprofit Corporation Act is not maintained in written form, a request for inspection shall be deemed not to have been complied with unless and until the Association at its expense makes such record available in written form.

Section 7.3 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 by the Nonprofit Corporation Act.

ARTICLE 8 GRANTS, CONTRACTS, LOANS ETC.

Section 8.1 Grants

The making of grants and contributions, and otherwise rendering financial assistance for the purposes of the Association, 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 Association to make any such grants, contributions or assistance.

Section 8.2 Execution of Contracts

The Board of Directors may authorize any officer, employee, or agent, in the name and on behalf of the Association, 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 Association.

Section 8.3 Loans

The Executive Director or any other officer, employee, or agent authorized by the Bylaws or by the Board of Directors may effect loans and advances at any time for the Association from any bank, trust company or other institutions or from any firm, association or individual, and in connection therewith may make, execute, and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Association, and when authorized by the Board of Directors so to do, may pledge and hypothecate or transfer assets of the Association 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 8.4 Checks, Drafts, Etc.

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

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association with a value of less than One Hundred Thousand Dollars (\$100,000) shall be signed by the Executive Director. Checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness in excess of One Hundred Thousand Dollars (\$100,000), shall require a special resolution of the Board of Directors.

Section 8.5 Deposits

The funds of the Association not otherwise employed shall be deposited from time to time to the order of the Association in such banks, trust companies, or other depositories as the Board of Directors may select or as may be selected by an officer, employee or agent of the Association to whom such power may from time to time be delegated by the Board of Directors.

ARTICLE 9 INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 9.1 Indemnification by the Association

- (a) For the purposes of this Section 9.1, “agent” means any person who is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or as a director or officer of a foreign or domestic corporation which was a predecessor corporation of the Association or of another enterprise at the request of such predecessor corporation; “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” includes without limitation attorneys’ fees and any expenses of establishing a right to indemnification.
- (b) The Association shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the Association, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding.
- (c) In the event entitlement to indemnification is required by law to be based upon a determination by the Board of Directors or the Voting Members that the agent has met the standards of conduct prescribed by law, the agent may select which body shall, or that both bodies shall, make such determination, and each such body shall meet and shall reach a determination on the issue within a reasonable period of time after a request therefor is received by the Association from the agent.

Section 9.2 Advancing Expenses

The Association may advance to each agent the expenses incurred in defending any proceeding referred to in Section 9.1 - *Indemnification by the Association* of these Bylaws prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in Section 9.1 - *Indemnification by the Association* of these Bylaws.

Section 9.3 Insurance

The Association shall have the power to purchase and maintain insurance on its behalf and on behalf of any agent of the Association against any liability asserted against or incurred by the Association or the agent in such capacity or arising out of the agent's status as such whether or not the Association would have the power to indemnify the agent against such liability under the provisions of Article IX of these Bylaws.

ARTICLE 10 IRC 501(C)(6) TAX EXEMPTION PROVISIONS

Section 10.1 Limitation on Activities

Notwithstanding any other provisions of these Bylaws, the Association shall not carry on any activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code (the "Code").

Section 10.2 Prohibition Against Private Inurement

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

Section 10.3 Distribution of Assets

In the event of liquidation, dissolution, termination, or winding up of the Association (whether voluntary, involuntary, or by operation of law), the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, transfer all of the property and assets of the Association to one or more "Qualified Organizations," as defined below, as the Board of Directors shall determine. For purposes of this Section 10.3, "Qualified Organization" shall mean a corporation or other organization organized and operated exclusively for religious, charitable, educational or other purposes meeting the requirements for exemption provided by either (i) as exempt from Federal income tax under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(6) of the Code, or (ii) as a corporation or other organization to which contributions are deductible under Section 170(c)(1) of the Code.

ARTICLE 11 DISCLOSURE OF INFORMATION AND CONFIDENTIALITY

Section 11.1 Limitation on the Scope of Disclosed Information

The Members acknowledge that they will not disclose or exchange confidential information as part of Association activities unless such disclosure is necessary in order to achieve the lawful purposes of the Association. All information disclosed as a part of the Association's activities shall be deemed nonconfidential except as may be otherwise agreed to in a written agreement between the affected parties.

Section 11.2 Confidential Information

Members of the Association acknowledge that the Association prohibits any disclosure of information which such Member considers confidential or proprietary ("Confidential Information"). Accordingly, each Member will counsel its representatives on the importance of Confidential Information.

Confidential Information of the Association will be clearly marked "Confidential Information" until made publicly available. Financial information, minutes of Board of Directors' meetings, and attorney work product shall in all cases be deemed Confidential Information of the Association.

Section 11.3 International Information Exchange

The Members of the Association understand that the Association is a United States non-profit corporation that provides its Members with the ability to develop and promote open technology standards. Membership to the Association is open to international members. Association employees, agents, and Members may be engaged in various international information exchanges.

United States laws, which facilitate global security and promote United States foreign policy, govern many types of international information exchanges and the provision of services related thereto. These laws concern embargoes, economic sanctions, and restrictions on the export of certain United States technology to foreign persons, entities, and governments.

Without limiting the generality of the foregoing, the Members of the Association acknowledge that the Association is committed to compliance with United States and international laws and has adopted a separate International Information Exchange Policies and Procedures (IIEPP) to guide employee, agent, and Member conduct in international information and services exchanges. No information subject to international information exchange laws shall be exchanged during any Association meetings.

Accordingly, each Member will counsel its representatives on the importance of limiting the scope of their discussions to the topics which relate to the purposes of the Association, whether or not such discussions take place during formal meetings, informal gatherings, or otherwise.

ARTICLE 12 SEAL AND FISCAL YEAR

Section 12.1 Seal

The Board of Directors, at its discretion, may adopt a corporate seal.

Section 12.2 Fiscal Year

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

ARTICLE 13 AMENDMENTS

Section 13.1 Power of Directors

New Bylaws may be adopted or these Bylaws may be amended or repealed by the affirmative vote of a majority of the Board of Directors then in office at a regular or special meeting of the Board of Directors.

Section 13.2 Compliance with Antitrust Laws

The Members of the Association understand that in certain lines of business they are direct competitors and that it is imperative that they and their representatives act in a manner which does not violate any state, federal or international antitrust laws and regulations.


Without limiting the generality of the foregoing, the Members of the Association acknowledge that the Association prohibits any discussion on costs, prices, quantity or quality of production levels, methods or channels of distribution, markets, customers or any other topic that may be construed as a violation of antitrust laws. Accordingly, each Member will counsel its representatives on the importance of limiting the scope of their discussions to the topics which relate to the purposes of the Association, whether or not such discussions take place during formal meetings, informal gatherings, or otherwise.

CERTIFICATE OF SECRETARY

I, Jerald Gipper, do hereby certify:

That I am the duly appointed executive director and acting Secretary of VMEbus International Trade Association (dba VITA), an Arizona mutual benefit nonprofit corporation; and that the foregoing Amended and Restated Bylaws comprising twenty-five (25) pages, constitute the Bylaws of said corporation as duly adopted by the Board of Directors of the Association through ballot closing May 17, 2016.

IN WITNESS WHEREOF, I have hereunder subscribed my name this 19th day of May, 2016.



Executive Director/Secretary