

**BYLAWS
OF
DNP USERS GROUP
A California non-profit mutual benefit corporation**

**ARTICLE I
NAME**

The name of this corporation is DNP Users Group.

**ARTICLE II
OFFICES**

The principal office for the transaction of the activities and affairs of this corporation is located at Suite 200 1671 Dell Avenue, Campbell 95008 in Santa Clara County, California. The Board of Directors shall have the authority to change the principal office from one location to another. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

**ARTICLE III
GENERAL AND SPECIFIC PURPOSES; LIMITATIONS**

The purpose of this corporation is to maintain and promote the Distributed Network Protocol by providing a forum in which the various stakeholders can work cooperatively as members of a common organization. In the context of these general purposes, the corporation shall support the Distributed Network Protocol standards as appropriate to the needs of the membership, develop and maintain the technical documentation necessary to facilitate interoperability of products and systems based on these standards, and implement educational and promotional activities that increase awareness and deployment of the Distributed Network Protocol. Also in the context of these purposes, the corporation shall be limited to activities associated with the Distributed Network Protocol.

**ARTICLE IV
CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction, and definition in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

**ARTICLE V
MEMBERSHIP**

This corporation shall have two classes of membership, which are: Basic, and Premium. Any person dedicated to the purposes of the corporation shall be eligible for membership on approval of the membership application by the board and on timely payment of such dues and fees as the board may fix from time to time.

**ARTICLE VI
MEMBERSHIP RIGHTS**

Active Basic members shall have the following rights and obligations:

- (1) The right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the assets of the corporation, on any merger and its principal terms and any amendment to those terms, and on any election to dissolve the corporation;
- (2) One (1) website user account to provide access to documentation or areas of the Users Group's web site that are restricted to members in good standing.

Active Premium members have all of the rights of Basic members along with:

- (1) Access to or use of trademarks or registered certification marks that may be owned by the corporation;
- (2) Additional tools available to market products consistent with the goals and objectives of the DNP Users Group;
- (3) Five (5) additional website accounts to provide access to documentation or areas of the Users Group's web site that are restricted to members in good standing.

Additional membership classes may be created by the board; they shall have the same rights and obligations as the Basic membership type, and may also have additional privileges.

All membership rights are subject to restrictions set by the board. In addition, all members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. If the corporation is dissolved, members shall receive a prorata distribution of all assets, exclusive of those held in charitable trust, remaining after payment or provision for payment of the obligation and debts of the corporation and provision for any other payment required under applicable law.

ARTICLE VII MEMBERS' DUES, FEES, AND ASSESSMENTS

Each member must pay, within the time and on the conditions set by the board, the dues, fees, and assessments in amounts to be fixed from time to time by the board. The dues, fees, and assessments for each membership type shall be set by the Board of Directors.

ARTICLE VIII MEMBERS IN GOOD STANDING

Members who have paid the require dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

ARTICLE IX TERMINATION OF MEMBERSHIP

A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the member;
- (b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;
- (c) The member's failure to pay dues, fees, or assessments as set by the board within sixty (60) days after they are due and payable;
- (d) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications;
- (e) Termination of membership under this Article IX of these bylaws based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

ARTICLE X SUSPENSION OF MEMBERSHIP

A member by be suspended, under this Article X of these bylaws, based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the corporation's purpose and interests.

ARTICLE XI
PROCEDURE FOR TERMINATION OR SUSPENSION

If grounds appear to exist for suspension or termination of a member under Articles IX and X of these bylaws, the following procedure shall be followed:

- (a) The board shall give the member at least fifteen (15) days prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent first-class or registered mail to the member's last address as shown on the corporation's records.
- (b) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the board or by a committee or person authorized by the board to determine whether the suspension or termination should occur.
- (c) The board, committee, or person shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the board, committee, or person shall be final.
- (d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

ARTICLE XII
MEETINGS

Section 1. ANNUAL MEETINGS. An annual meeting of members shall be held on the 26th day of January at 5:00 p.m., unless the board fixes another date or time and so notifies members as provided in Article XIII of these bylaws. If the scheduled date falls on a legal holiday, the meeting shall be held on the next full business day. At the meeting, directors shall be elected and other proper business may be transacted.

Section 2. PLACE OF MEETING. Meetings of the members shall be held at any place within or outside California designated by the board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the corporation's office. The board may authorize members who are not present in person to participate by electronic transmission or electronic video communication.

Section 3. SPECIAL MEETINGS. The board, the president, or five (5) percent or more of the members, may call a special meeting of the members for any lawful purpose at any time. Such a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the president, vice-president, or secretary. The officer receiving the request shall cause notice to be given promptly to all members entitled to vote, stating that a meeting will be held at a specified time and date fixed by the board, provided, however, that the meeting date shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice.

No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

ARTICLE XIII
NOTICE

Section 1. WHEN NOTICE IS REQUIRED. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under this Article XIII of these bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which members may participate in the meeting. For the annual meeting, the notice shall state the matters that the board, at the time notice is given, intends to present for

action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice at any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

Section 2. FORM OF NOTICE. Notice of any meeting of members shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given by email, or by other means of electronic or written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the corporation or at the address given by the member to the corporation for purposes of notice.

ARTICLE XIV QUORUM

One third of the members shall constitute a quorum for the transaction of business at any meeting of members. If, however, the attendance at any general or annual meeting, whether in person or by proxy, is less than one third (1/3) of the voting power, the members may vote only on matters as to which notice of their general nature was given under Article XIII of these bylaws.

ARTICLE XV VOTING

Section 1. ELIGIBILITY TO VOTE. Subject to the California Nonprofit Mutual Benefit Corporation Law, only members in good standing on the record date as determined under Article XVII of these bylaws shall be entitled to vote at any meeting of members.

Section 2. MANNER OF VOTING. Voting may be by voice or ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member at the meeting.

Section 3. NUMBER OF VOTES. Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.

Section 4. APPROVAL BY MAJORITY VOTE. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number is required by the California Nonprofit Mutual Benefit Corporation Law or by the articles of incorporation.

Section 5. WAIVER OF NOTICE OR CONSENT. The transactions of any meeting of members, however called or noticed and wherever held, shall be valid as though taken at a meeting duly held after standard call or notice, if (a) a quorum is present either in person or by proxy, and (b) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if the action is taken or proposed to be taken for approval of any matter specified in Article XIII of these bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made part of the minutes of the meeting.

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

ARTICLE XVI ACTIONS WITHOUT MEETINGS

Section 1. ACTION BY UNANIMOUS WRITTEN CONSENT. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing

to the action. The written consent or consents shall be filed within the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

Section 2. ACTION BY SIMPLE MAJORITY. The Board of Directors may issue vote questions, requesting that members submit ballots by written or electronic means such as email. Voting members will be notified of the question by email, and email ballots will then be accepted from voting members for thirty (30) days. The results of the vote will be determined by a simple majority of all valid ballots received within the 30-day voting time period.

ARTICLE XVII RECORD DATE

Section 1. RECORD DATE FOR MEMBER NOTICE, VOTING, AND GIVING CONSENTS. For the purpose of determining the members entitled to notice of any meeting or to vote or entitled to give consent to corporate action without a meeting, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty (60) days nor less than ten (10) days before the date of any such meeting nor more than sixty (60) days before any such action without a meeting, and in this event only members of record on the date so fixed are entitled to notice and to vote or to give consents, except as otherwise provided in the California Nonprofit Mutual Benefit Corporation Law. A determination of members entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting. The Board shall fix a new record date if the meeting is adjourned for more than forty-five (45) days from the date set for the original meeting.

If the Board of Directors does not fix a record date:

- (a) The record date for determining members entitled to notice of or to vote at a meeting of members shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held.
- (b) The record date for determining members entitled to give consent to corporate action in writing without a meeting, when no prior action by the Board has been taken, shall be the day on which the first written consent is given.
- (c) The record date for determining members for any other purpose shall be at the close of business on the day on which the board adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later.
- (d) Members at the close of business on the record date are entitled to notice and to vote, except as otherwise provided in the articles or by agreement.

ARTICLE XVIII PROXIES

Every person entitled to vote for directors or on any other matter shall have the right to do so either in person, or by one or more agents authorized by a written proxy signed by the person and filed with the Secretary of the Corporation or other designated officer. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the member or the member's attorney in fact. A validly executed proxy which does not state that it is irrevocable shall continue in full force and effect unless (i) revoked by the person executing it, before the vote pursuant to that proxy, by a writing delivered to the Corporation stating that the proxy is revoked, or by a subsequent proxy executed by, or attendance at the meeting and voting in person by, the person executing the proxy; or (ii) written notice of the death or incapacity of the maker of that proxy is received by the Corporation before the vote pursuant to that proxy is counter; provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy. No proxies will be irrevocable.

ARTICLE XIX
ADJOURNMENT AND NOTICE OF ADJOURNED MEETINGS

Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at that meeting, either in person or by proxy, but in the absence of a quorum, no other business may be transacted at that meeting, except adjournment.

When any meeting of members, either annual or special, is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at the meeting at which the adjournment is taken, unless a new record date for the adjourned meeting is fixed, or unless the adjournment is for more than forty-five (45) days from the date set for the original meeting, in which case the Board of Directors shall set a new record date. Notice of any such adjourned meeting shall be given to each member entitled to vote at the adjourned meeting in accordance with the notice requirements of Article XIII. At any adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting.

ARTICLE XX
BOARD OF DIRECTORS

Section 1. POWERS. Subject to (1) the provisions of the California Nonprofit Mutual Benefit Corporation Law and (2) any limitations in the Articles of Incorporation and (3) these Bylaws relating to action required to be approved by the members, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the day-to-day operation of the business of the Corporation to a management company or other person, provided that the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

- (a) Select and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are not inconsistent with law, with the Articles of Incorporation, and with these Bylaws; fix their compensation; and require from them security for faithful service.
- (b) Conduct, manage and control the affairs and business of the Corporation, and make such rules and regulations pertaining thereto not inconsistent with law, with the Articles of Incorporation, or with these Bylaws, as they may deem best.
- (c) Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or without the State of California; and designate any place within or without the State of California for the holding of any meeting, or meetings, including annual meetings.
- (d) Borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 2. NUMBER AND QUALIFICATION OF DIRECTORS. The number of directors of the Corporation shall be not less than one (1) nor more than six (6). The exact number of directors shall be six (6) until changed, within the limits specified above, by a bylaw amending this Section 2, duly adopted by the Board of Directors or by the members. The indefinite number of directors may be changed, or a definite number fixed without provision for an indefinite number, by a duly adopted amendment to the Articles of Incorporation or by an amendment to this Bylaw duly adopted by the vote or written consent of holders of a majority of the members entitled to vote; provided, however that an amendment reducing the fixed number of directors to a number less than six (6) cannot be adopted if the votes cast against its

adoption at a meeting of the members, or the members not consenting in the case of action by written consent, are equal to more than sixteen and two-thirds percent (16-2/3%) of the outstanding members entitled to vote. No amendment may change the stated maximum number of authorized directors to a number greater than two times the stated minimum number of directors minus one.

Section 3. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No more than forty-nine (49) percent of the persons serving on the board may be “interested persons.” An interested person is (a) any person compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as a director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

Section 4. ELECTION AND TERM OF OFFICE OF DIRECTORS. One half of the Directors shall be elected at each annual meeting of the members to hold office until the annual meeting two years from the date elected. If any such annual meeting is not held or if the directors are not elected at that meeting, the directors may be elected at a special meeting of members held for that purpose. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

Section 5. VACANCIES. Vacancies in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director, except that a vacancy created by the removal of a director by the vote or written consent of the members or by court order may be filled only by the vote of a majority of the members entitled to vote represented at a duly held meeting at which a quorum is present, or by the written consent of the holders of a majority of the members entitled to vote. Each director so elected shall hold office until the next annual meeting of the members and until a successor has been elected and qualified.

A vacancy or vacancies in the Board of Directors shall be deemed to exist in the event of the death, resignation, or removal of any director, or if the Board of Directors by resolution declares vacant the office of a director who has been declared of unsound mind by an order of court or convicted of a felony, or if the authorized number of directors is increased, or if the members fail, at any meeting of members at which any director or directors are elected, to elect the number of directors to be voted for at that meeting.

The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors, but any such election by written consent shall require the consent of a majority of the members entitled to vote.

Any director may resign effective on giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for that resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. However, except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

No reduction of the authorized number of directors shall have the effect of removing any director before that director’s term of office expires.

Section 6. NOMINATIONS AND ELECTIONS. The president shall appoint a nominating committee consisting of those Directors whose positions do not expire at the upcoming annual meeting. The nominating committee shall notify members of the positions to be elected, and accept nominations for those positions. Notification of the positions to be elected shall be sent to all voting members sixty (60) to seventy-five (75) days prior to the annual meeting; nominations for the open positions will then be accepted for twenty-one (21) days. Nominees must be members in good standing.

Members will be notified of all valid nominations within seven (7) days of the closure of nominations. Voting members may then submit their votes by written or electronic means to the nominating committee, or may submit their vote in person or by proxy at the annual meeting. Votes that are not submitted in person or by proxy at the annual meeting must be received by the nominating committee prior to the beginning of the annual meeting.

If no nominations are received for an open position, nominations will be accepted for that position at the annual meeting. Voting members may then submit their vote for the position in person or by proxy.

Section 7. PERFORMANCE OF DUTIES BY DIRECTOR; LIABILITY. A director shall perform the duties of a director, including duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the corporation and its members and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) One (1) or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented.
- (b) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence.

A committee of the board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as, in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 8. MEETINGS OF BOARD OF DIRECTORS. Meetings of the board shall be held at any place within or outside California that has been designated by resolution of the board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

Any board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if: 1) each member participating in the meeting can communicate concurrently with all other members, and 2) each member is provided with the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Subsection 1. ANNUAL MEETINGS. Immediately following each annual meeting of members, the Board of Directors shall hold a regular meeting for the purpose of organization, any desired election of officers, and the transaction of other business. Notice of this meeting shall not be required. Other general meetings of the board may be held without notice at such time and place as the board may fix from time to time.

Subsection 2. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairperson of the Board or the President or any vice president or the Secretary or any two directors.

Notice of the time and place of special meetings shall be delivered personally or by telephone to each director or sent by first-class mail or other written or electronic means such as email, charges prepaid, addressed to each director at that director's address as it is shown on the records of the Corporation, or as may have been given to the Corporation by the director for purposes of notice. In case the notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. In case the notice is delivered personally, or by telephone or other written or electronic means such as email, it shall be delivered personally or by telephone or other written or

electronic means such as email at least forty-eight (48) hours before the time of the holding of the meeting. Any oral notice given personally or by telephone or other written or electronic means such as email may be communicated either to the director or to a person at the office of the director who the person giving the notice has reason to believe will promptly communicate it to the director. The notice need not specify the purpose of the meeting nor the place if the meeting is to be held at the principal executive office of the corporation.

Subsection 3. QUORUM. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 8 of this Article XX. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of Section 310 of the Corporations Code of California (as to approval of contracts or transactions in which a director has a direct or indirect material financial interest), Section 311 of that Code (as to appointment of committees), and Section 317(e) of that Code (as to indemnification of directors). A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Subsection 4. WAIVER OF NOTICE. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting the lack of notice either before that meeting or at its commencement.

Subsection 5. ADJOURNMENT. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Subsection 6. NOTICE OF ADJOURNMENT. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting, in the manner specified in Section 8 of this Article XX, to the directors who were not present at the time of the adjournment.

Subsection 7. 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 individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Subsection 8. COMPENSATION. Directors and members of committees of the board shall not receive compensation for their services as directors or officers.

ARTICLE XXI COMMITTEES

Section 1. COMMITTEES OF DIRECTORS. The Board of Directors may, by resolution adopted by a majority of the authorized number of directors, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. The Board 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, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except with respect to:

- (a) The approval of any action which, under the California Nonprofit Mutual Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (b) The filling of vacancies on the Board of Directors or in any committee;
- (c) The fixing of compensation of the directors for serving on the Board or on any committee;
- (d) The amendment or repeal of bylaws or the adoption of new bylaws;
- (e) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not amendable or repealable;
- (f) Expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected; or
- (g) The appointment of any other committees of the Board of Directors or the members of these committees.

The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, the committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or the committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provision of Article XX applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

ARTICLE XXII OFFICERS

Section 1. OFFICERS. The officers of the Corporation shall be a president, vice president, secretary, and chief financial officer. The Corporation may also have, at the discretion of the Board of Directors, a chairman of the board, and additional officers may be appointed in accordance with the provisions of Section 3 of this Article XXII. Any number of offices may be held by the same person.

Section 2. ELECTION OF OFFICERS. The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article XXII, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

Section 3. SUBORDINATE OFFICERS. The Board of Directors may appoint, and may empower the President to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 4. REMOVAL AND RESIGNATION OF OFFICERS. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 5. VACANCIES IN OFFICES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

Section 6. CHAIRPERSON OF THE BOARD. The Chairperson of the Board shall represent a utility or non-vendor implementer of the DNP protocol. The Chairperson of the Board shall, if present, preside at meetings of the Board of Directors and exercise and perform such other powers and duties as

may be from time to time assigned to him by the Board of Directors or prescribed by the Bylaws. If there is no President, the Chairperson of the Board shall in addition be the chief executive officer of the Corporation and shall have the powers and duties prescribed in Section 7 of this Article XXII.

Section 7. PRESIDENT. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairperson of the Board, if there be such an officer, the President shall be the chief executive officer and general manager of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the activities, affairs, and the officers of the Corporation. He shall preside at all meetings of the members and, in the absence of the Chairperson of the Board, or if there be none, at all meetings of the Board of Directors. He shall have the general powers and duties of management usually vested in the office of President and General Manager of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 8. VICE PRESIDENT. In the absence or disability of the President, the vice president shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. 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 Bylaws, the Board of Directors, the Chairperson of the Board, and the President.

Section 9. SECRETARY. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of directors, committees of directors, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at directors' meetings and committee meetings, the number of members present or represented at members' meetings, and the proceedings.

The Secretary shall keep, or cause to be kept, at the principal executive office or at such other place as the Board of Directors may direct, a copy of the articles of incorporation and bylaws, as amended to date.

The Secretary shall keep, or cause to be kept, at the principal executive office or at such other place as the Board of Directors may direct, a record of the corporation's members, showing each member's name and address.

The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors and any committee thereof required by the Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

Section 10. CHIEF FINANCIAL OFFICER. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the corporation's properties and transactions. The chief financial officer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall at all reasonable times be open to inspection by any director.

The Chief Financial Officer shall also serve as the "Treasurer" of the Corporation. The Chief Financial Officer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all of his transactions as Chief Financial Officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 11. LIMITATIONS ON THE AUTHORITY OF OFFICERS TO BIND CORPORATION. No officer except the President shall incur any indebtedness on behalf of the

Corporation in excess of \$5,000 without prior approval or subsequent ratification by the Board of Directors.

ARTICLE XXIII
CONTRACTS WITH DIRECTORS

No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this corporation, unless (a) the material facts as to the transaction and such director's interest are fully disclosed or known to the members and such contract or transaction is approved by the members in good faith, with any membership owned by any interested director not being entitled to vote thereon, or (b) the material facts regarding such director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes or are known to all board members before consideration by the board of such contract or transaction, and such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the vote of the interested director.

ARTICLE XXIV
LOANS TO DIRECTORS AND OFFICERS

This corporation shall not lend any money or property to or guarantee the obligation of any director or officer of the corporation or of its parent, affiliate, or subsidiary.

ARTICLE XXV
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

To the fullest extent permitted by law, this corporation may indemnify its directors, officers, employees, and other persons described in Corporations Code section 7237(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in the Corporations Code.

On written request to the board by any person seeking indemnification under Corporations Code section 7237(b) or section 7237(c), the board shall promptly decide under Corporations Code section 7237(e) whether the applicable standard or conduct set forth in Corporations Code section 7237(b) or section 7237(c) has been met and, if so, the board may authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under this Article XXV of these bylaws in defending any proceeding, before final disposition of the proceeding, will not be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

ARTICLE XXVI
MAINTENANCE OF CORPORATE RECORDS

This corporation shall keep the following:

- (a) Adequate and correct books and records of account;
- (b) Minutes of the proceedings of its members, board, and committees;
- (c) A record of each member's name and address;

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

ARTICLE XXVII
INSPECTION RIGHTS

Section 1. MAINTENANCE AND INSPECTION OF MEMBERSHIP RECORD. The Corporation shall keep at its principal executive office, or at such other place as the Board of Directors may direct, a record of its members.

Any member may do either or both of the following: (i) inspect and copy the records of members' names and addresses during usual business hours upon five (5) days prior written demand on the Corporation, or (ii) obtain from the secretary of the Corporation, upon written demand and upon the tender of such secretary's charges for such list, a list of the members' names and addresses, who are entitled to vote for the election of directors, as of the most recent record date for which that list has been compiled or as of a date specified by the member after the date of demand. This list shall be made available on or before the later of five (5) days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, it may deny the member access to the membership record.

Any inspection and copying under this Section 1 may be made in person or by an agent or attorney of the member making the demand.

Section 2. MAINTENANCE AND INSPECTION OF BYLAWS. The Corporation shall keep at its principal executive office, or at such other place as the Board of Directors may direct, the original or a copy of the Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal executive office of the Corporation is outside the State of California and the Corporation has no principal business office in this state, the Secretary shall, upon the written request of any member, furnish to that member a copy of the Bylaws as amended to date.

Section 3. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS. The accounting books and records and minutes of proceedings of the members and the Board of Directors and any committee or committees of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written form and the accounting books and records shall be kept either in written form or in any other form capable of being converted into written form. The minutes and accounting books and records shall be open to inspection upon the written demand of any member, at any reasonable time during the usual business hours, for a purpose reasonably related to the member's interests as a member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary corporation of the Corporation.

Section 4. INSPECTION BY DIRECTORS. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

Section 5. ANNUAL REPORT TO MEMBERS AND ADDITIONAL DISCLOSURES. The Board of Directors shall cause an annual report to be sent to the members and directors not later than one hundred twenty (120) days after the close of the fiscal year adopted by the Corporation. This report shall contain:

- (a) A balance sheet as of the end of the fiscal year, an income statement, and statement of changes in financial position for the fiscal year, accompanied by an independent accountants' report, or, if none, by the certificate of an authorized officer of the corporation that they were prepared without audit from the corporation's books and records; and
- (b) A statement of the place where the names and addresses of current members are located.

The corporation shall annually notify each member of the member's right to receive a copy of the financial report under this Section. Except as provided in the next paragraph of this bylaw, on written

request by a member, the board shall promptly the most recent annual report to be sent to the requesting member. If the board approves, the corporation may send the report and any accompanying material sent pursuant to this section by electronic transmission.

This Section shall not apply if the corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year.

ARTICLE XXVIII
GENERAL CORPORATE MATTERS

Section 1. CHECKS, DRAFTS, EVIDENCES OF INDEBTEDNESS. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 2. CORPORATE CONTRACTS AND INSTRUMENTS; HOW EXECUTED. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and this authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

ARTICLE XXIX
AMENDMENTS

Section 1. AMENDMENT BY MEMBERS. New Bylaws may be adopted or these Bylaws may be amended or repealed by the vote or written consent of holders of a majority of the members entitled to vote; provided, however, that if the Articles of Incorporation of the Corporation set forth the number of authorized directors of the Corporation, the authorized number of directors may be changed only by an amendment of the Articles of Incorporation.