

AS ADOPTED BY THE ODPI BOARD OF DIRECTORS 2015-10-22 AND FROM TIME TO  
TIME AMENDED

BY-LAWS OF

ODPi, INC.

ARTICLE I

NAME, PURPOSE AND OFFICES

Section 1.1    Name

The name of the corporation is “ODPi, Inc.” and the corporation is referred to in these By-laws as the “Initiative”.

Section 1.2    Principal Office

The principal office of the Initiative shall be located at 660 York Street, San Francisco, CA 94110. The Board of Directors of the Initiative (the “Board of Directors”) is hereby granted full power and authority to change its principal office from one location to another both within and without said state.

Section 1.3    Other Offices

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

Section 1.4    Purpose

The purpose of the Initiative (the “Purpose”) is to: (a) accelerate the development and delivery of big data solutions by providing well-defined open source and open data technologies that run across distributed devices (the “Platform”), (b) promote the Platform worldwide, (c) develop and implement certification programs to create high customer awareness of, demand for, and compliant implementations of the Platform, and (d) undertake such other activities as may from time to time be appropriate to further the purposes and achieve the goals set forth above. The Initiative shall have and may exercise all of the rights and powers given to nonprofit non-stock corporations which are organized under the General Corporation Law of Delaware.

Section 1.5    Nonprofit Status

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

(b) The Board of Directors may, in its sole discretion, elect to seek exemption from Federal taxation for the Initiative pursuant to Section 501(a) of the Internal Revenue Code of 1986, as amended (hereinafter, the “Code”). In the event that such exemption is sought and until such time, if ever, as such exemption is denied or lost, the Initiative shall not knowingly engage

directly or indirectly in any activity that it believes would be likely to invalidate its status as an organization exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(6) 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 1.6 Joint Research and Development Venture

In working toward the achievement of its stated purpose, the Corporation and its Members intend to comply with the National Cooperative Research and Production Act, 15 U.S.C.A. §4301 et seq., and to engage in a “joint research and development venture” as defined therein.

#### Section 1.7 Platform and Project Definitions

The Platform shall consist of software, documentation, certification tests, and such other materials as approved by the Board of Directors. The Platform Software shall include projects and software developed under the supervision of the Technical Steering Committee (“TSC”).

### ARTICLE II

#### MEMBERS

##### Section 2.1 Classes of Membership

The Initiative shall have two classes of membership: Premier Members and General Members. Additional classes of voting and non-voting members may be created in the future, and the rights of existing classes of members may be amended, in each case pursuant to Section 2.7. Premier Members, General Members, and any future classes of members that are entitled to any voting rights shall be collectively referred to as “Voting Members.” All Voting and non-voting memberships in the Initiative are collectively referred to in these By-laws as “Memberships”, and a person or entity holding Membership is referred to in these By-laws as a “Member”.

##### Section 2.2 General Conditions and Term of Membership

(a) Any association, partnership, organization, governmental agency, company, corporation, limited liability corporation, academic entity, or non-profit entity shall be admitted to its desired category of Membership upon: (a) execution of a written application on such form as may be from time to time required by the Initiative (which acceptance shall be administered in a non-discriminatory fashion), and (b) unless otherwise provided by the Board of Directors, payment of such application fees, assessments, initiation fees (if any), annual dues or other fees for such class of Membership as may from time to time be established by the Board of Directors (collectively, “Fees”). A Member shall remain in Good Standing as a Member provided such Member is in compliance with the terms and conditions of the Initiative’s Certificate of

Incorporation, By-laws, Membership Application and such rules and policies as the Board of Directors and/or any committees thereof (each a “Board Committee”) may from time to time adopt, including without limitation, timely payment of all Fees and penalties for late payment as may be determined by the Board of Directors (such Fees and penalties are collectively referred to in the By-laws as “Financial Obligations”, and all of the foregoing requirements are collectively referred to in the By-laws as “Membership Obligations”). A Member will be deemed to be in “Good Standing” until the Board of Directors determines otherwise as provided in Section 2.8, “Procedure for Determination of Good Standing and Termination of Membership.”

(b) Subject to Section 2.8, the initial term of Membership for all Members shall be one year after the start date of such Member’s Membership plus the period through the end of the calendar year (December 31) of the first year of Membership. Subject to Section 2.8, a Member’s Membership and its Membership Obligations shall thereafter automatically renew on January 1 for one year periods, regardless of the class of Membership, unless such Member gives written notice of non-renewal to the Initiative not less than sixty (60) days prior to the end of its current Membership term; provided that the Initiative has given the Member notice of upcoming renewal not less than one hundred and twenty (120) days prior to the last date of the term.

### Section 2.3 Privileges of Premier Membership

Each Premier Member, while in Good Standing, shall be entitled to:

(a) designate one representative to serve as a member of the Board of Directors (a “Premier Director”); and

(b) all rights of more junior classes of Membership, other than those set forth in Section 2.4 “Privileges of General Membership” (a) and 2.4(b).

### Section 2.4 Privileges of General Membership

Each General Member, while in Good Standing, shall be entitled to:

(a) stand for election as a Member entitled to appoint an individual (a “General Member Selector”) to serve on the Board of Directors as a representative of the General Members as provided in Section 4.3, “Nomination, Election and Term of Office of Directors,” (b) (each, a “General Director”);

(b) participate in the election of Members entitled to appoint General Directors;

(c) nominate its Director representative, if any, to run for election as an officer of the Initiative;

(d) except as otherwise provided in the By-laws, appoint one voting representative to each Committee and each Sub-Group thereof that the Initiative may establish;

(e) vote on each matter submitted to a vote of the Voting Members of its class (other than in connection with the election of Directors, where its rights are described in Section 4.3);

(f) attend all general and special meetings of the Membership provided for in Article III, “Meetings of Members”;

(g) vote on each matter submitted to a vote of the Voting Members of its class;

(h) receive access by electronic distribution and without charge to all materials and publications of the Initiative that are intended for regular distribution, prior to distribution to the public;

(i) placement of a link to such Member’s website on the Initiative website;

(j) display a logo approved for member use on such Member’s website, to indicate membership in the Initiative; and

(k) such other benefits, rights and privileges applicable to such Member’s Membership class as the Board of Directors may from time to time approve.

#### Section 2.5 Rights in Intellectual Property

All intellectual property submitted to or owned, adopted or created by the Initiative, including without limitation, any of the same which may be represented by any software object or source code, specifications, guidelines, policies, procedures or tests (collectively, “Intellectual Property”), shall be subject to such policies and procedures, including the Initiative’s Intellectual Property Rights Policy (the “IPR Policy”), as may from time to time be adopted by the Board of Directors. Any such rules or policies adopted by the Board of Directors shall control all rights of ownership and publication relating to such Intellectual Property, the specific license rights which Members may be entitled to therein, and the fees (if any) which the Initiative may charge Members and third parties for access to and use of such Intellectual Property.

#### Section 2.6 Subsidiaries, Etc.

(a) Only the legal entity which has been accepted as a Member of the Initiative and its Subsidiaries (as defined below) shall be entitled to enjoy the rights and privileges of such Membership; provided, however, that such Member and its Subsidiaries shall be treated together as a single Member. For purposes of this Section, the term “Subsidiaries” shall mean all Related Companies that a Member owns, either directly or indirectly. For purposes of these By-laws, the term “Related Company” shall mean any entity which controls or is controlled by a Member or which, together with a Member, is under the common control of a third party, in each case where such control results from ownership or the right to vote, either directly or indirectly, of more than fifty (50) percent of the voting securities or membership interests of the entity which vote for the election of the board of directors or other managing body of an entity; and “Related Companies” includes the Member and each entity that is a Related Company of that Member.

(b) If a Member is itself a membership organization, user group or other entity that has members or sponsors, then the rights and privileges granted to such Member shall extend only to the paid representatives (employees and individuals serving on a contractor basis) of such Member, and not to its members or sponsors, unless otherwise approved by the Board of Directors in a specific case from time to time.

(c) Memberships shall be non-transferable, non-salable and non-assignable, except that any Member may transfer its Membership for the then current year (or years, in the case of a multi-year Membership commitment) to a successor to all or substantially all of its business and/or assets, whether by merger, sale or otherwise; provided that the transferee agrees in writing to be bound by all of the Membership Obligations.

#### Section 2.7 Additional Classes of Members

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

#### Section 2.8 Procedure for Determination of Good Standing and Termination of Membership

(a) The Board of Directors shall have the authority to (a) terminate the Membership of a Member who has violated its Membership Obligations or engaged in any conduct within the Initiative, that is contrary to the interests of the Initiative or to the advancement of the Initiative's business or industry goals (other than conduct or actions taken in good faith reliance on Article XIII of these By-laws), or (b) terminate the Good Standing status of a Member if the Member has violated its Membership Obligations. Except as provided in this Section 2.8, (d), no termination of Membership or Good Standing status for any other purpose shall be effective unless:

(i) The Member is given notice of the proposed termination of Membership or Good Standing and of the reasons therefor; and

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

(b) Such notice is given at least thirty days prior to the effective date of the proposed termination of Membership or Good Standing; and

(c) Except in the case of a termination of Membership or Good Standing ("Termination") for failure to satisfy a Financial Obligation, such notice sets forth a procedure determined by the Board of Directors or a Committee of the Board of Directors if authorized by the Board of Directors) to decide whether or not the proposed Termination shall take place, whereby the Member is given the opportunity to be heard by such body, either orally (and represented by

counsel if the Member so desires, at its sole cost and expense) or in writing, not less than five days before the effective date of the proposed Termination.

(d) Notwithstanding the foregoing, in the event that the Board of Directors believes in good faith that a Member is engaging in willful misconduct within the Initiative to the material detriment of the best interests of the Initiative and its Members (other than conduct or actions taken in good faith in reliance on Article XIII of these By-laws), the Board of Directors may terminate the Member's Good Standing immediately provided that such Member is otherwise afforded the protections provided for in subsections (a), (c) and (d) of this Section 2.8.

(e) Financial Obligations already paid by a Member shall not be refundable upon any such action, and all Financial Obligations of such Member which may be accrued and unpaid as of the date of such termination shall remain due and payable.

(f) Any entity whose Membership or Good Standing has been terminated under this Section 2.8 may be restored by vote of the Board of Directors.

#### Section 2.9 Resignation by Member

A Member may resign as a Member at any time. Any Financial Obligations already paid by such Member shall not be refundable in such event, and all such Financial Obligations of such Member which may be accrued and unpaid as of such date shall remain due and payable.

#### Section 2.10 Membership Book

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

#### Section 2.11 Levy of Dues, Assessments or Fees

On not less than sixty (60) days' written notice, the Initiative may levy dues, assessments or fees upon its Members in such amounts as may be approved from time to time by the Board of Directors, but a Member upon learning of any increase in dues, or of any levy of any assessments or fees, may avoid liability therefor by resigning from Membership prior to the date such dues, assessments or fees are due and payable, except where the Member is, by contract with the Initiative or otherwise, independently and explicitly liable for such dues, assessments or fees. No provision of the Certificate of Incorporation or By-Laws of the Initiative authorizing such dues, assessments or fees shall, of itself, create such liability. In no event shall the failure of a Member to pay any dues or assessments give rise to any claim in favor of the Initiative for indirect or consequential damages.

## Section 2.12 Use of Names

Neither the Initiative nor any Member shall use the name of the other in any form of publicity without the written permission of the other, provided that the Initiative and any Member may each disclose and publicize such Member's Membership in the Initiative. Notwithstanding the foregoing, if the Initiative has not made, and does not intend to make, a filing under the National Cooperative Research and Production Act of 1993, as amended, a Member may request that its Membership not be disclosed by submitting a written request to such effect at the time of application to the Initiative for Membership.

## ARTICLE III

### MEETINGS OF MEMBERS

#### Section 3.1 Place of Meetings

All meetings of the Members shall physically be held at such place within or without the State of Delaware, or as may otherwise be permitted by law, and at such time as may be fixed from time to time by the Board of Directors or Chairperson of the Board of Directors (the "Chairperson"), or if not so designated, at the registered office of the Initiative.

#### Section 3.2 Annual Meeting

Annual meetings of Members (including separate meetings of each class of Voting Members) ordinarily shall be held by written consent pursuant to Section 3.10. Notwithstanding the foregoing, the Board of Directors may call an annual meeting to be held in person and each such meeting, once called, shall take place on the second Tuesday in February of the applicable year, if not a legal holiday, and if a legal holiday, then on the second business day following, at 10:00 a.m. local time, or at such other date and time as shall be designated from time to time by the Board of Directors or the Chairperson. Pursuant to such written consent, or at such meeting, as applicable, the Voting Members shall elect a Board of Directors in accordance with Section 4.3 and shall transact such other business as may properly be addressed by written consent, or at such meeting, as applicable. If no annual meeting is held (and no annual consent has been executed) in accordance with the foregoing provision, the Board of Directors shall cause a meeting to be held as soon thereafter as convenient, which meeting shall be designated a special meeting in lieu of annual meeting.

#### Section 3.3 Special Meetings

Special meetings of (a) all of the classes of Members may be called at any time by (i) four members of the Board of Directors, (ii) the Chairperson, (iii) two or more General Directors, or (iv) two or more Premier Directors; or (b) for a class of Members, by (i) four members of the Board of Directors, (ii) the Chairperson, (iii) for the General Member class, ten percent (10%) of the General Members in Good Standing, and (iv) for the Premier Member class, ten percent (10%) of the Premier Members in Good Standing. Special meetings may be called to conduct business for any purpose or purposes prescribed in the notice of the meeting and shall be held on

such date and at such time as the Board may fix. Business transacted at any special meeting of all of the Members or a particular class of Members shall be confined to the purpose or purposes stated in the notice of meeting.

Upon request by any person or persons entitled to call a special meeting of the Members or a class of Members which comply with the requirements set forth above, the Chairperson or the Secretary shall, within thirty days after receipt of the request, cause notice to be given to the Voting Members entitled to vote at such meeting that a special meeting will be held at a time chosen by the Board of Directors, but not less than thirty-five nor more than ninety days after receipt of such request.

#### Section 3.4    Notice of Meetings

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

#### Section 3.5    Voting List

The officer who has charge of the Membership Book of the Initiative shall prepare and make a complete list of the Members entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each such Member. Nothing contained in this Section shall require the Initiative to include electronic mail addresses or other electronic contact information on such list. Such list shall be open to the examination of any Member, for any purpose germane to the meeting, for a period of at least ten days prior to the meeting: (i) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting, or (ii) during ordinary business hours, at the principal place of business of the Initiative. In the event that the Initiative determines to make the list available on an electronic network, the Initiative may take reasonable steps to ensure that such information is available only to Members of the Initiative. The list shall be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any Member who is present.

#### Section 3.6    Quorum

Except as otherwise provided by statute, the Certificate of Incorporation or these By-laws, for actions that require the approval of all classes of Voting Members as a single group, Voting Members entitled to vote more than fifty percent of the votes of all Voting Members (or such higher percentage of Voting Members as may be required by law, these By-laws or the Certificate of Incorporation to approve any action to be taken at such meeting), present in person or represented by proxy, shall constitute a quorum at all meetings of the Voting Members for the transaction of business. For actions that require approval of a single class of Voting Members or of all Voting Members by class, the quorum shall be as follows: two-thirds of the number of Premier Members; and one-third of the number of General Members. Member Committees shall



have the same rules relating to quorum requirements and voting majorities as provided for in these By-laws, unless otherwise approved by the affirmative vote of the Board of Directors.

### Section 3.7    Adjournments

Any meeting of Members may be adjourned from time to time without notice to any other time and to any other place at which a meeting of Members may be held under these By-laws or by law if the time and place of such adjourned meeting, the means of remote communications, if any, by which Members may be deemed to be present in person and vote at such adjourned meeting and such other information as may be required by law are announced at the meeting at which the adjournment is taken. Such adjournment shall be approved by a majority of the Voting Members present in person or represented by proxy and entitled to vote at such meeting (regardless of whether a quorum is present), or, if no Voting Member is present or represented by proxy, by any Officer entitled to preside at or to act as Secretary of such meeting. At any reconvened meeting following such an adjournment the Initiative may transact any business that might have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to all Members.

### Section 3.8    Action at Meetings

(a) Unless the question is one upon which, by express provision of law, the Certificate of Incorporation or these By-laws, a different vote is required (in which case such express provision shall govern and control the decision of such question), when a quorum appropriate to the question is present at any meeting of Members, the vote of more than fifty percent of the Members, present in person or represented by proxy and entitled to vote on the question, shall decide any question brought before such meeting.

(b) If authorized by the Board of Directors, and subject to such guidelines and procedures as the Board may adopt, Members and proxy holders not physically present at a meeting of Members may, by means of remote communication, participate in the meeting and be deemed present in person and vote at the meeting, whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (a) the Initiative shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a Member or proxy holder, (b) the Initiative shall implement reasonable measures to provide such Members and proxy holders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (c) if any Member or proxy holder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Initiative.

### Section 3.9    Proxies

Each Member entitled to vote with respect to any corporate action at a meeting of Members, or to express consent or dissent to any corporate action in writing without a meeting,

may authorize another person or persons to act for him or her by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. Without limiting the manner in which a Member may authorize another person or persons to act for such Member as proxy pursuant to this Section, the following shall constitute valid means by which a Member may grant such authority:

(a) A Member may execute a writing authorizing another person or persons to act for such Member as proxy. Execution may be accomplished by the Member or such Member's authorized officer, director, employee or agent signing such writing or causing such person's signature to be affixed to such writing by any reasonable means including, but not limited to, by facsimile signature.

(b) A Member may authorize another person or persons to act for such Member as proxy by transmitting or authorizing the transmission of a telegram, cablegram, or other means of electronic transmission to the person who will be the holder of the proxy or to a proxy solicitation firm, proxy support service organization or like agent duly authorized by the person who will be the holder of the proxy to receive such transmission, provided that any such telegram, cablegram or other means of electronic transmission must either set forth or be submitted with information from which it can be determined that the telegram, cablegram or other electronic transmission was authorized by the Member. If it is determined that such telegrams, cablegrams or other electronic transmissions are valid, the inspectors or, if there are no inspectors, such other persons making that determination shall specify the information upon which they relied.

### Section 3.10 Action Without Meeting

Any action required or permitted to be taken at any annual or special meeting of Members, or at any meeting of a Member Committee, Sub Group thereof or a class of Members may be taken without prior notice and without a vote, if a consent in writing, setting forth the action to be taken, shall be signed by Members (or members of a class of Members, as the case may be) making up not less than the greater of (a) that percentage of all Members as would be necessary to authorize or take such action at a meeting at which the required quorum of Members (or class of Members, as the case may be) entitled to vote thereon were present and voted, or (b) a majority of the Members (or class of Members, as the case may be), participating in such action, provided that in any such case that (i) such consent has been delivered simultaneously to all Members entitled to vote on the matters addressed by the written consent, and (ii) the taking of the action by written consent shall not be deemed to be complete until the earlier of (x) ten calendar days following the date of transmission by the Initiative, or (y) the date upon which a number of votes for or against adoption has been received that would be sufficient to approve or disapprove the action at a meeting at which all Members (or class of Members, as the case may be) were present and voting. Prompt notice of the taking of any corporate action without a meeting by less than unanimous written consent shall be given to those otherwise entitled to vote thereon who have not consented in writing. An electronic transmission consenting to an action to be taken and transmitted by a Member or proxyholder, or by a person or persons authorized to act for a Member or proxyholder, shall be deemed to be written, signed and dated for the purposes of this Section, provided that any such electronic transmission sets forth or is delivered

with information from which the Initiative can determine (A) that the electronic transmission was transmitted by the Member or proxyholder or by a person or persons authorized to act for the Member or proxyholder, and (B) the date on which such Member or proxyholder or authorized person or persons transmitted such electronic transmission. The date on which such electronic transmission is transmitted shall be deemed to be the date on which such consent was signed. No consent given by electronic transmission shall be deemed to have been delivered until such consent is reproduced in paper form and until such paper form shall be delivered to the Initiative by delivery to its registered office in Delaware, its principal place of business or an Officer or agent of the Initiative having custody of the book in which proceedings of meetings of Members are recorded. Delivery made to the Initiative's registered office shall be made by hand or by certified or registered mail, return receipt requested. Notwithstanding the foregoing limitations on delivery, consents given by electronic transmission may be otherwise delivered to the principal place of business of the Initiative or to an Officer or agent of the Initiative having custody of the book in which proceedings of meetings of Members are recorded if, to the extent and in the manner provided by resolution of the Board of Directors of the Initiative.

Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

#### Section 3.11 Nomination and Election Procedures

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

#### Section 3.12 Order of Business

The order of business at all meetings of Members shall be as determined by the presiding officer, but the order of business to be followed at any meeting at which a quorum is present may be changed by a vote of the Voting Members who are present.

### ARTICLE IV

#### DIRECTORS

#### Section 4.1 Powers; Voting

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

#### Section 4.2 Number of Directors

Subject to Section 4.4, “Resignation and Removal,” the total number of Directors shall be at least one and not more than twelve, comprising the Premier Directors, General Directors, the TSC Director and the Apache Director (defined below).

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

(a) Each Premier Member in Good Standing shall be entitled to appoint one Premier Director. Each Premier Director shall serve at the pleasure of the Premier Member that appointed him or her.

(b) The General Members in Good Standing shall elect the same number of General Director Selectors as the Director Limit. The Director Limit shall be the lesser of the total number of General Members or three. All General Directors shall hold office from January 1<sup>st</sup> through December 31<sup>st</sup> of the calendar year.

(c) The Chairperson of the TSC while serving as such shall, by virtue of such office, automatically be a Director, or such other individual approved by a vote of the TSC (the “TSC Director”). The TSC Director is subject to the Director Diversity Requirement, as defined in Section 4.3(g) below, and the TSC shall appoint a new Director to replace its existing TSC Director within thirty days of notice from the Board of Directors of violation of the Director Diversity Requirement.

(d) The Apache Software Foundation shall be entitled individually to appoint one Director (the “Apache Director”), who shall serve at the pleasure of the Apache Software Foundation. The Apache Director is subject to the Director Diversity Requirement and the Apache Software Foundation shall appoint a new Director to replace its existing Apache Director within thirty days of notice from the Board of Directors of violation of the Director Diversity Requirement.

(e) Each Director shall hold office until the earliest to occur of (i) the expiration of the term for which such Director was appointed or elected, (ii) the expiration or termination of Membership of the Member that appointed or nominated such Director (including the General Member Selector), (iii) the death, resignation or removal of such Director, (iv) the combination, by merger, acquisition or otherwise, of two Members that would violate the Director Diversity Requirement, upon which event (except as provided by Section 4.3(c) and 4.3(d) which shall govern the TSC Director and the Apache Director respectively) one of the Directors as designated by the surviving Member, shall be deemed to have resigned, (v) if requested by the

Board of Directors, upon the termination of the employment of such Director by any Member that appointed such Director, (vi) the Member appointing the Director is declared not to be in Good Standing, (vii) for the TSC Director as provided by Section 4.3(c), or (viii) for the Apache Director as provided in Section 4.3(d). In addition, if any Member is not in Good Standing, the Director may be reappointed once the Member appointing the Director is restored to Good Standing.

(f) The Board may approve from time to time such reasonable attendance and other requirements as it shall deem to be advisable to ensure that seats on the Board are held by active, contributing individuals. Such rules may provide that in the event that such requirements have not been met, any Member which has appointed a Director may be asked to replace such Director, but no such rule may be imposed retroactively.

(g) The Initiative desires to ensure that diversity in managing the Platform. This diversity shall be implemented by limiting the relationships between the Members and the Board of Directors. No more than two directors shall be Affiliated (the “Director Diversity Requirement”). For the purposes of the Director Diversity Requirement, the term “Affiliated” or “Affiliation” in the Bylaws is defined as follows:

(i) relationship between Members who are business entities and individuals, the individual is a (A) board member, officer or employee of the Member or its Related Companies, or (B) an independent contractor to the Member or its Related Companies who has earned more than \$60,000 in the most recent twelve month period; or

(ii) relationship between Members who are business entities, the business entities are Related Companies.

The final determination of Affiliation shall be made by the Board of Directors without the vote of the Directors who are alleged to have been Affiliated.

(h) If a Director who is an individual becomes Affiliated during his or her term and such Affiliation violates the Director Diversity Requirement, such individual shall resign as a Director.

(i) A violation of the Director Diversity Requirement may be waived by a vote of the Board of Directors (not including the directors who are Affiliated).

(j) No Director may take office if the addition of the Director would cause a violation of the Director Diversity Requirement. If the new Director is a Premier Director, the Premier Member making such appointment shall make the determination of which other Director shall resign from the Board of Directors. If the designated Director does not resign, the other members of the Board of Directors may terminate the term of such Director. If the new Director is a General Director, the General Director Selector making such appointment shall make the determination of which other Director shall resign from the Board of Directors. If the designated Director does not resign, the other members of the Board of Directors may terminate the term of such Director. If the new Director is appointed by the TSC or the Apache Software Foundation

then the TSC or the Apache Software Foundation comply with Section 4.3(c) and 4.3(d) respectively.

#### Section 4.4 Resignation and Removal

Any Director may resign at any time upon notice to the Initiative in writing or by electronic transmission at the principal place of business of the Initiative or to the Chairperson or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Any Director (i) (except the TSC Director, who shall always be the then serving Chair of the TSC) may be removed by the entity that appointed or nominated, as the case may be, such Director, (ii) may be removed for cause by a Super Majority Vote of the Board, excluding the Director in question from the calculation of quorum for such vote.

#### Section 4.5 Vacancies

(a) A vacancy on the Board of Directors occurring as a result of the death, resignation or removal of (i) a Director who was appointed or elected, as the case may be, by a Member may be filled by such Member, (ii) the Apache Director, may be filled by the Apache Software Foundation, or (iii) the TSC Director, may be filled by the TSC. Vacancies existing by reason of an expansion of the Board other than other than by automatic adjustment pursuant to Article IV shall be filled by, or in such manner as may be provided by the Board of Directors. The term of a Director so appointed shall be the unexpired portion of the term of the Director, if any, whom the Director so appointed is replacing.

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

#### Section 4.6 Place of Meetings

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

#### Section 4.7 Regular Meetings

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

#### Section 4.8 Special Meetings

Special meetings of the Board of Directors may be called by the Chairperson, Secretary, on the written request of two or more Directors, or by one Director in the event that there is only one Director in office. Two business days' notice to each Director, either personally or by telecopy, commercial delivery service, electronic transmission, or similar means sent to his or her address as reflected in the Initiative's records, or three business days' notice by written notice deposited in the mail, shall be given to each Director by the Secretary or by the officer or one of the Directors calling the meeting. A notice or waiver of notice or any waiver by electronic transmission of a meeting of the Board of Directors need not specify the purposes of the meeting.

#### Section 4.9 Quorum, Action at Meeting, Adjournments

(a) Except where a Super Majority Vote is required under these By-laws, at all meetings of the Board of Directors a majority of Directors then in office shall constitute a quorum for the transaction of business and the act of a majority of such Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors except as may otherwise be specifically required by law, the Certificate of Incorporation or these By-laws.

(b) A Super Majority Vote may only take place at a meeting of the Board at which at least two-thirds of the Directors then in office are present and in support of which at least two-thirds of the Directors then in office have voted affirmatively. A Super Majority Vote of the Board of Directors shall be required with respect to the following matters:

- (i) Amending or repealing any provision of these By-laws;
- (ii) Amending the Certificate of Incorporation;
- (iii) Adopting or recommending to the Members an agreement of merger or consolidation;
- (iv) Approving or recommending to the Members the sale, lease or exchange of all or substantially all of the Initiative's property and assets;
- (v) Approving or recommending to the Members the dissolution, liquidation or winding up of the Initiative or a revocation of any such dissolution, liquidation or winding up;
- (vi) Establishing any new Board Committee or Member Committee;
- (vii) Enlarging or reducing the size of the Board of Directors, other than by automatic adjustment pursuant to Article IV;
- (viii) Amending or modifying the eligibility requirements for membership on the Board of Directors or the classes of Members eligible to designate and/or elect Directors;
- (ix) Adopting, amending or repealing any policy adopted by the Board of Directors and applied generally to the Members, including, without limitation, the Antitrust Policy and the IPR Policy;

(x) Terminating or restoring the Membership or Good Standing of a Member;

(xi) Waiving a violation of the Director Diversity Requirement (and, for such purposes, disregarding the directors who are Affiliated in the calculation of the Super Majority); and

(xii) Removing a Director.

#### Section 4.10 Action by Consent Without a Meeting

Unless otherwise restricted by these By-Laws, any action required or permitted to be taken by the Board of Directors may be taken without a meeting and without prior notice in the manner provided in Article TENTH, Section C of the Certificate of Incorporation.

#### Section 4.11 Meetings Conducted via Electronic Communication

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

#### Section 4.12 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 Initiative.

#### Section 4.13 Fees and Compensation

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

## ARTICLE V

### COMMITTEES



### Section 5.1 Committees of the Board of Directors

The Board of Directors may, by resolution adopted by a majority of the Directors then in office, create such nominating, audit, compensation and other Board Committees, each consisting of one or more Directors appointed by the Board of Directors, as the Board of Directors 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 Board Committees by the Board of Directors, subject to the limitations imposed by the Certificate of Incorporation or by these By-laws. The Board of Directors may designate one or more Directors as alternate members of any Board Committees, who may replace any absent member at any meeting of such Board Committees. Any such Board Committee or Board Committees shall have such powers, duties and name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each Board Committee shall keep regular minutes of its meetings and make such reports to the Board of Directors as the Board of Directors may request.

### Section 5.2 Meetings of Committees of the Board of Directors

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

### Section 5.3 Term of Office of Members of Committees of the Board of Directors

Each member of a Board Committee shall serve for such term as shall be established at the time of his or her election or appointment.

### Section 5.4 Other Committees

(a) From time to time, the Board of Directors may establish Member Committees and the Board of Directors may approve (“Sub-Groups”). Membership attendance and voting rights in all Member Committees shall be as specified in Article II, “Members,” and any such Member Committee may operate under such further rules of process as it may propose and which are approved by the Board of Directors.

(b) The TSC shall be established, with the following duties and authority:

(i) managing releases, administering delivery options and maintaining technical best practices (including the establishment and maintenance of a development process) for the Platform Software;

(ii) establishing and monitoring technical progress of the Platform Software and determining what software should be developed and how it should be developed;

(iii) creating and administering verification and certification programs and processes of the Platform Software; and

(iv) defining, establishing and managing release of the Approved Platform Software Release; and

(v) such other duties and authority as may from time to time be set forth in the TSC Charter.

(c) The operation of the TSC shall be governed by the TSC Charter.

## ARTICLE VI

### OFFICERS

#### Section 6.1    Officers

The officers of the Initiative shall be a Chairperson, who shall be a Director, and a Treasurer and a Secretary each of whom may also be a Director. The Initiative may also have, at the discretion of the Board of Directors, an Executive Director, one or more Vice-Chairpersons, one or more Assistant Secretaries and/or Assistant Treasurers, and such other officers with such titles, terms of office and duties as may be elected in accordance with the provisions of Section 6.3. The Chairperson shall preside over meetings of the Board of Directors. One person may hold two or more offices unless the Certificate of Incorporation or these By-laws otherwise provide.

#### Section 6.2    Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these By-laws for regular elections to such office and may be filled by the Board of Directors, at its discretion.

#### Section 6.3    Election

The Board of Directors at its first meeting after each annual meeting of Members shall choose a Chairperson, Vice-Chairperson (if desired), a Secretary and a Treasurer. Other officers may be elected by the Board of Directors at such meeting, and any or all officers may be replaced, at any other meeting of, or by written consent of, the Board of Directors.

#### Section 6.4    Tenure

Each officer of the Initiative shall hold office until his or her successor is chosen and qualifies, unless a different term is specified in the vote choosing or electing him, or until his or her earlier death, resignation or removal. Any officer elected by the Board of Directors may be

removed at any time by the Board of Directors or a Board Committee duly authorized to do so. Any officer may resign by delivering his or her written resignation to the Initiative at its principal place of business or to the Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

#### Section 6.5    Chairperson

The Chairperson shall have all of the powers normally associated with the role of chief executive officer and preside at all meetings of the Board of Directors and the Members. The Chairperson shall oversee the management of the business of the Initiative and see that all orders and resolutions of the Board of Directors are carried into effect. Without limiting the foregoing, the Chairperson shall:

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

(b) Oversee the Executive Director (if any).

#### Section 6.6    Executive Director

The Executive Director (if any) shall preside over the day-to-day affairs of the Initiative under the direction of the Board of Directors and the Chairperson and perform such other duties and have such other powers as the Board of Directors or the Chairperson may from time to time prescribe.

#### Section 6.7    Secretary

The Secretary shall have such powers and perform such duties as are normally incident to the office of Secretary. Notwithstanding the foregoing, at the direction or with the permission of the Board, the Secretary may delegate and supervise any or all such duties and actions to a person or service provider retained by the Initiative.

#### Section 6.8    Treasurer

The Treasurer shall perform such duties, shall have such powers as may be assigned to him or her by the Board of Directors or the Chairperson. Notwithstanding the foregoing, at the direction or with the permission of the Board, the Treasurer may delegate and supervise any or all such duties and actions to a person or service provider retained by the Initiative.

#### Section 6.9    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 Initiative.

## ARTICLE VII

### NOTICES

#### Section 7.1    Delivery

(a) Whenever, under the provisions of law, or of the Certificate of Incorporation or these By-laws, written notice is required to be given to any Director or Member, such notice may be given by mail, addressed to such Director or Member, at his, her or its address as it appears on the records of the Initiative, with postage thereon prepaid. Unless written notice by mail is required by law, the Certificate of Incorporation or another provision of these By-laws, and subject to the provisions below relating to notice by electronic transmission to Members, written notice may also be given by electronic mail, telecopy, commercial delivery service, or similar means, addressed to such Director or Member at his, her or its address as it appears on the records of the Initiative. Without limiting the manner by which notice otherwise may be given effectively to Members, any notice to Members given by the Initiative under any provision of law, the Certificate of Incorporation, or the By-laws, unless written notice by mail is required by law, the Certificate of Incorporation or another provision of these By-laws, shall be effective if given by a form of electronic transmission consented to by the Member to whom the notice is given. Any consent by a Member to receive notice by electronic transmission shall be revocable by that Member by written notice to the Initiative. Any such consent shall be deemed revoked if (1) the Initiative is unable to deliver by electronic transmission two consecutive notices given by the Initiative in accordance with such consent, and (2) such inability becomes known to an officer of the Initiative, or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

(b) Notice given pursuant to this Section shall be deemed given: (1) if by facsimile telecommunication (A) to a Member, when directed to a number at which the Member has consented to receive notice, and (B) to a Director, when directed to the number for such Director as it appears on the records of the Initiative; (2) if by electronic mail to (A) a Member, when directed to an electronic mail address at which the Member has consented to receive notice, and (B) to a Director, when directed to the electronic mail address for such Director as it appears on the records of the Initiative; (3) if by a posting on an electronic network together with separate notice to the Member or Director of such specific posting, upon the later of (A) such posting, and (B) the giving of such separate notice; (4) if by any other form of electronic transmission, when directed to the Member or Director; (5) if by in-hand delivery or oral notice, at the time it is actually given; (6) if by mail, at the time when the same shall be deposited in the United States mail; and (7) if by commercial delivery carrier or similar means, at the time when the same shall be deposited with the carrier, in each case the transmission charge to be paid by the Initiative or the person sending such notice and not by the addressee. An affidavit of the Secretary or an Assistant Secretary other agent of the Initiative that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

(c) For purposes of these By-laws, “electronic transmission” means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

(d) Without limiting the foregoing, the Initiative adopts electronic mail as its principal source of communication with its Members and among the Board of Directors. Each Member acknowledges and agrees that the Initiative shall not be under any obligation (except as required by law or these By-laws) to send any notice to any Member by any means other than electronic mail, and it is therefore the responsibility of each Member to avail itself of and make such arrangements as may be necessary to receive notice in such fashion. Each member of the Board of Directors acknowledges and agrees that the Initiative shall not be under any obligation (except as required by law or these By-laws) to send any notice to any member of the Board of Directors by any means other than electronic mail, and it is therefore the responsibility of each member of the Board of Directors to make such arrangements as may be necessary to receive notice in such fashion.

#### Section 7.2 Waiver of Notice

Whenever any notice is required to be given under the provisions of law or of the Certificate of Incorporation or of these By-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, or a waiver by electronic transmission by the person entitled to notice, shall be deemed equivalent thereto.

### ARTICLE VIII

#### INDEMNIFICATION

#### Section 8.1 Actions other than by or in the Right of the Initiative

The Initiative shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Initiative) by reason of the fact that he or she is or was a director, officer, employee or agent of the Initiative, or is or was serving at the request of the Initiative as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the fullest extent authorized by Delaware Corporate Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Initiative to provide broader indemnification rights than such law permitted the Initiative to provide prior to such amendment) against all expenses (including attorneys’ fees), judgements, fines, liability and loss reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a Director or officer and shall inure to the benefit of his heirs, executors and administrators. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon

a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Initiative, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

#### Section 8.2    Actions by or in the Right of the Initiative

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

#### Section 8.3    Success on the Merits

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

#### Section 8.4    Right of Claimant to Bring an Action

If a claim under Section 8.1, "Actions other than by or in the Right of the Initiative," or 8.2, "Actions by or in the Right of the Initiative," is not paid in full by the Initiative within 60 days after a written claim has been received by the Initiative, or 20 days in the case of a claim for advancement of expenses, the claimant may at any time thereafter bring suit against the Initiative to recover the unpaid amount of the claim and, to the extent he or she is successful in such action, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to this Initiative) that the claimant has not met the standards of conduct which make it permissible under the Delaware Corporate Law to indemnify the claimant for the amount claimed. Neither the failure of the Initiative (including its Board of Directors, independent legal counsel, or its Members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances

because he or she has met the applicable standard of conduct set forth in the Delaware Corporate Law, nor an actual determination by the Initiative (including its Board of Directors, independent legal counsel or its Members) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that claimant has not met the applicable standard of conduct. In any suit brought by the Initiative to recover an advancement of expenses pursuant to the terms of an undertaking, the Initiative shall be entitled to recover such expenses upon a final judicial decision from which there is no further right to appeal that the indemnitee has not met any applicable standard for indemnification set forth in the Delaware Corporate Law. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or brought by the Initiative to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, shall be on the Initiative.

#### Section 8.5    Advance Payment

For individuals serving in the capacity of an officer or Directors, expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Initiative in advance of the final disposition of such action, suit or proceeding, provided that that the Board has received an undertaking by or on behalf of any person described in said Section to repay such amount if it shall ultimately be determined that he or she is not entitled to indemnification by the Initiative as authorized in this Article VIII. For all other indemnitees, the expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Initiative in advance of the final disposition of such action, suit or proceeding if approved by the Board of Directors, provided that that the Board of Directors has received an undertaking by or on behalf of any person described in said Section to repay such amount if it shall ultimately be determined that he or she is not entitled to indemnification by the Initiative as authorized in this Article VIII.

#### Section 8.6    Non-Exclusivity

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

#### Section 8.7    Jurisdiction of Delaware Court of Chancery

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

#### Section 8.8    Insurance

The Board of Directors may authorize the Initiative to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Initiative, or

is or was serving at the request of the Initiative as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Initiative would have the power to indemnify him or her against such liability under the provisions of this Article VIII.

#### Section 8.9 Continuation of Indemnification and Advancement of Expenses

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

#### Section 8.10 Severability

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

#### Section 8.11 Intent of Article

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

### ARTICLE IX

#### BOOKS AND RECORDS

##### Section 9.1 Books and Records

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

##### Section 9.2 Form of Records

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

##### Section 9.3 Reports to Directors, Members and Others



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

#### Section 9.4 Record Date

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

#### Section 9.5 Registered Members

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

### ARTICLE X

#### CERTAIN TRANSACTIONS

#### Section 10.1 Transactions with Interested Parties

No contract or transaction between the Initiative and one or more of its Directors or officers, or between the Initiative and any other corporation, partnership, association, or other

organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because such Director or officer (or other director or officer) is present at or participates in the meeting of the Board of Directors or Board Committee which authorizes the contract or transaction or solely because his, her or their votes are counted for such purpose, if:

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

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

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

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

## ARTICLE XI

### GRANTS, CONTRACTS, LOANS, ETC.

#### Section 11.1 Grants

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

#### Section 11.2 Execution of Contracts

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

shall be authorized to execute such contracts and instruments on behalf of the Initiative, but shall promptly inform the Board of Directors of any such actions.

### Section 11.3 Checks, Drafts, Etc.

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

### Section 11.4 Deposits

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

## ARTICLE XII

### GENERAL PROVISIONS

#### Section 12.1 Fiscal Year

The fiscal year of the Initiative shall initially end on December 31, subject to change at any time by resolution of the Board.

#### Section 12.2 Reserves

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

#### Section 12.3 Seal

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

#### Section 12.4 Proprietary Rights

(a) Except as specifically provided to the contrary in such policies and procedures as may from time to time be approved by the Board of Directors, all information disclosed by any participant during any official meeting or activity of the Initiative, including but not limited to

Member meetings, Member Committee Meetings, Sub-Group meetings, Board of Directors meetings, meetings of Board Committees and sub-committees thereof, electronic mail or the like, shall be deemed to have been disclosed on a non-confidential basis, but without waiver of any rights represented by valid patents, patent applications, and copyrights.

(b) Except as provided in any IPR Policy, no express or implied right, whether by implication, estoppel, or otherwise, to any patent, copyright, trademark, trade secret, or other intellectual property right of any Member is or shall be deemed to be granted to the Initiative or to any other Member by reason of its membership in or participation in the activities of the Initiative, except (i) as may be provided in a separate written agreement, and (ii) that each Member agrees and consents to the use of its corporate name and corporate logo in membership lists on the Initiative website.

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

#### Section 12.6 Certificate of Incorporation.

All references in these Bylaws to the Certificate of Incorporation shall be deemed to refer to the Certificate of Incorporation of the Initiative, as amended and in effect from time to time.

#### Section 12.7 Severability.

Any determination that any provision of these Bylaws is for any reason inapplicable, illegal or ineffective shall not affect or invalidate any other provision of these Bylaws.

#### Section 12.8 Reliance Upon Books, Reports and Records.

Each Director, each member of any committee designated by the Board of Directors, and each officer shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account or other records of the Initiative, as provided by law, including reports made to the Initiative by any of its officers, by an independent certified public accountant, or by an appraiser selected with reasonable care.

#### Section 12.9 Time Periods.

In applying any provision of these By-laws which require that an act be done or not done a specified number of days prior to an event or that an act be done during a period of a specified number of days prior to an event, calendar days shall be used, the day of the performance of the act shall be excluded, and the day of the event shall be included.

### ARTICLE XIII

#### ANTITRUST COMPLIANCE

### Section 13.1 General

The Initiative will conduct all of its activities in conformance with all international, U.S. federal and state antitrust laws, including the Sherman Act, the Clayton Act, the Robinson-Patman Act and the Federal Trade Commission Act. The Board of Directors shall adopt and maintain an Antitrust Policy, and the Chairperson shall consult legal counsel and seek legal review whenever necessary to insure that the activities of the Initiative are conducted in conformance with such laws.

### Section 13.2 Availability of Intellectual Property

It is the good faith objective of the Initiative (i) to make all Intellectual Property available as soon as its development and adoption by the Initiative is complete on the same terms to all Members who have not participated in the development or determination of such Intellectual Property as well as to all those Members who have participated, and (ii) to make all such Intellectual Property available to all non-Members on fair and reasonable terms and conditions. This section does not alter the terms of Section 2.5.

### Section 13.3 No Obligation to Endorse

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

## ARTICLE XIV

### AMENDMENTS

#### Section 14.1 Amendment of Bylaws

Except as provided in Section 14.2, these By-laws may be altered, amended or repealed, and new By-laws may be adopted, by the Directors at any regular or special meeting of the Board of Directors at which the appropriate quorum is present.

#### Section 14.2 Special Votes for Amendment of Bylaws

(a) In addition to the approval of the Board of Directors in Section 14.1, the amendment of the following sections requires an affirmative vote of a majority of the Premier Members as provided in Article III, "Meetings of Members," (including the quorum requirements of Section 3.6, "Quorum"): Sections 2.2(a)(i), "General Conditions and Terms of Membership," and 2.3, "Privileges of Premier Membership."

(b) In addition to the approval of the Board of Directors in Section 14.1, the amendment of the following sections requires an affirmative vote of a majority of the General Members as provided in Article III (including the quorum requirements of Section 3.6): Sections 2.2 “General Conditions and Terms of Membership” (a)(ii), and 2.4, “Privileges of General Membership.”

(c) In addition to the approval of the Board of Directors in Section 14.1, the amendment of the following sections requires an affirmative vote of a majority of the Premier Members and General Members each voting as separate classes as provided in Article III (including the quorum requirements of Section 3.6), “Quorum:” Article XIV, AMENDMENTS, and Sections 3.6, 3.8, “Action at Meeting,” (b) and 5.4, “Term of Office of Members of Committees of the Board of Directors.”

(d) In addition to the approval of the Board of Directors in Section 14.1, the amendment of any other Section of the By-laws requires an affirmative vote of a majority of the Premier Members and General Members, each voting as separate classes as provided in Article III (including the quorum requirements of Section 3.6).

Register of Amendments to the By-laws

<u>Date</u>	<u>Section Affected</u>	<u>Change</u>
2/21/2017	5.4	References to Release Team deleted; Release Team duties transferred to Technical Committee. Subsection (b)(iv) – (vi) added; old Subsection (c) deleted; old Subsection (d) re-lettered and conformed to other changes
12/11/2017	2.1-5	Platinum membership level renamed to Premier; Gold membership level renamed to General; Silver membership level removed; conforming changes to other Sections
	2.2(a)	Limitations on numbers of Platinum and Gold Members and related terms deleted
	2.2(c)	Three year initial term requirement for Platinum and Gold Members deleted
	2.4(d)	Certain rights modified and deleted
	3.6	General Member class vote quorum lowered to one-third from fifty percent
	4.2	Board reduced to twelve from sixteen members
	4.3(b)	Gold Director term clarified
	4.4	Removal of Director process changed
	4.5	Technical correction
	4.9(b)(xiii)	Added
11/15/2018	1.7	Removed terms “Core Project” and “Initiative Software”
	2.4	Removed Subsection (g); Subsections (h)-(l) re-lettered.
	3.8	Removed Subsection (b); Subsection (c) re-lettered.
	4.9(b)	Removed “Core Procedures Policy” reference from Subsection (ix); removed Subsection (xii); re-lettered Subsection (xiii)

5.4(b) Removed term “Initiative” from Subsection (ii); removed Subsection (v); Subsection (vi) re-lettered