



**Digital Intermediate Frequency  
Interoperability (DIFI) Consortium**

**Bylaws**

August 2022

**An unincorporated Association operating  
as a Program of  
the IEEE Industry Standards and Technology Organization (“ISTO”)**

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## ARTICLE 1 DEFINITIONS

**Board of Directors or Board** shall mean the Board of Directors of Organization.

**Certification Authority** means an organization that validates a products adherence to a standard.

**Certified Product** means those products that meet or exceed a minimum specified set of criteria as set by a Certification Authority.

**Certification Markings** means graphics or other materials that may be used for marketing purposes by Member organizations that have products which have been certified by the Certification Authority.

**Change of Control** means a change in ownership or control of Member effected through any of the following transactions: (a) a merger, consolidation or reorganization approved by Member's equity holders, unless securities representing more than sixty percent (60%) of the total combined voting power of the voting securities of the successor entity are immediately thereafter beneficially owned, directly or indirectly and in substantially the same proportion, by the persons who beneficially owned Member's outstanding voting securities immediately prior to such transaction; (b) any transfer or other disposition of all or substantially all of Member's assets; or (c) the acquisition, directly or indirectly, by any person or related group of persons (other than Member or any Subsidiary of Member or any person currently owning, beneficially or of record, equity securities of Member), of beneficial ownership (within the meaning or Rule 13d-3 of the Securities Exchange Act of 1934, as amended) of securities possessing more than forty percent (40%) of the total combined voting power of Member's outstanding securities.

**Committee** means a group of Members as designated by the Board of Directors to carry out certain responsibilities on behalf of the Organization, pursuant to ARTICLE 9 .

**Committee Chairperson** means the individual serving as the leader of a given Committee and is responsible for presenting draft and final versions of work products created by the Committee.

**Consensus** means the lack of a sustained objection to the issue under consideration.

**Founder** means all Members of the Organization who so qualify in accordance with the provisions of ARTICLE 14 and SECTION 16.1 below.

**Member** means a general reference to all entities who have so qualified for such classifications pursuant to the relevant provision of ARTICLE 14 and ARTICLE 16 of these Bylaws.

**Membership Agreement** means the Organization's Membership Agreement, as in effect and

amended from time to time.

**Organization** means Digital Intermediate Frequency Interoperability (DIFI) Consortium

**Person** means any individual, corporation, partnership, joint venture, trust, Limited Liability Company, business association, governmental entity, or other entity.

**Quorum** means more than fifty percent (50%) of the Members in Good Standing of the applicable group (i.e. the Board of Directors, Working Group, or other group established by the Organization) are present, either in person, by telephone or by such other means as may be prescribed by such group or by these Bylaws.

**Specification** shall refer to the Board ratified *IEEE-ISTO Std 4900 -2021: Digital IF Interoperability Standard*.

**Subsidiary** of a Member means a Person: (a) more than fifty percent (50%) of whose (a) outstanding shares or securities (representing the right to vote for the election of directors or other managing authority) or (b) if the Person does not have outstanding shares or securities, other ownership interest (representing the right to make the decisions for such Person) are, now or thereafter, owned or controlled, directly or indirectly, by such Member, but such corporation, company or other entity shall be deemed to be a Subsidiary only so long as such percentage of ownership or interest remains more than fifty percent (50%).

**Unanimous** means that the votes or written consents of all members of the relevant body or group are, with not more than one exception, affirmative. Notwithstanding the foregoing, the lower-case use of "unanimous", when used with the terms "entire" or "all", shall mean 100% affirmative votes or written consents of the entire relevant body or group.

## ARTICLE 2 OFFICES

### SECTION 2.1 PRINCIPAL OFFICE

A principal office of the Organization will be created to perform administrative and operational functions for the Organization located at 445 Hoes Lane Piscataway, NJ 08855.

### SECTION 2.2 CHANGE OF ADDRESS

The location of the Organization's principal office may be changed from time to time by the Board, which change of address shall be effective upon written notice to all Members.

### **SECTION 2.3 OTHER OFFICES**

The Organization may also have offices at such other places as its business and activities may require, and as the Board may, from time to time, designate.

## **ARTICLE 3 PURPOSE**

### **SECTION 3.1 PURPOSE**

The Organization is organized and will operate as a non-stock, not for profit membership corporation under the General Corporation Law of the State of Delaware. The Board may, in its sole discretion, elect to seek exemption from Federal taxation for the Consortium pursuant to Section 501(a) of the Internal Revenue Code of 1986, as amended, (the Code) as an organization described in Section 501(c)(6) of the Code.

The nature of the business or purposes to be conducted or promoted by the Company is to engage in any lawful act or activity for which corporations which are organized not for profit may be organized under the General Corporation Law of the State Delaware.

The primary purpose is to enable, standardize, and promote the digital transformation of the satellite industry through an initial initiative of creating an open, interoperable digital IF specification for the satellite industry that is based on the Vita-49 specification (the Standard).

### **SECTION 3.2 DURATION**

The duration of the Organization shall be perpetual but may be dissolved at any time upon a unanimous vote of the Board.

## **ARTICLE 4 ANTITRUST GUIDELINES**

### **SECTION 4.1 COMPLIANCE WITH ANTITRUST LAWS**

The Organization is not intended to become involved, and will not become involved, in the competitive business decisions of its Member companies, nor will it take any action which would tend to restrain competition among and between such Members in violation of the antitrust laws. The Consortium will conduct 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 Organization unequivocally supports the policy of competition served by the antitrust laws and intends to comply strictly with such laws. It shall be the responsibility of every Member of the organization to be guided by this policy of strict compliance with the antitrust laws in all of the organization's activities. It shall be the special responsibility of the Organizations officers and Committee chairpersons to ensure that this policy is known and adhered to in the course of activities pursued under their leadership. The Board and the Chairman will consult legal counsel and seek legal review whenever necessary to ensure that the activities of the Consortium are conducted in conformance with such laws.

Each Member shall assume responsibility to provide appropriate legal counsel to its representatives acting under these Bylaws regarding the importance of limiting the scope of their discussions to the topics that relate to the purposes of the Organization, whether or not such discussions take place during formal meetings, informal gatherings, or otherwise.

Any violation of the General Rules of Antitrust Compliance or of this Article shall make the violator subject to immediate suspension from membership in the Organization and immediate removal from any office held by an official representative violating such rules or this Article.

## **ARTICLE 5 BOARD OF DIRECTORS**

### **SECTION 5.1 NUMBER**

The Board shall consist of twelve (12) representatives of member entities. Nine (9) of the 12 members shall be permanent members, and the remaining three (3) at large members will be voted in for a two-year term from the general membership. If any of the three (3) elected at large members are of the Education/Government member level, non-voting rights are waived during the two-year election period, and with the expectation they will be able to vote on most issues and they will take all responsibility to abstain from voting if and when there is a potential conflict of interest. Any Director elected to the Board may designate another delegate from its Member Organization to serve as a Board Director Alternate to act in the original Director's capacity, whether for an individual meeting or longer.

### **SECTION 5.2 APPOINTED AND ELECTED BOARD MEMBERS**

Elected Board members are selected from the membership rolls in accordance with SECTION 5.5

The nine permanent Board members will hold office from the time of their appointment until the resignation, removal, or termination of board Membership in accordance with these Bylaws.

Elected and permanent Board members will pay a yearly fee as set forth in the current Organization Membership Agreement applicable to its membership classification.

### **SECTION 5.3 GENERAL POWERS**

Subject to the provisions of these Bylaws, the business activities and affairs of this Organization shall be conducted, and all powers shall be exercised by or under the direction of the Board. The Board may exercise all powers of the Consortium and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these Bylaws directed or required to be exercised or done by the Members.

### **SECTION 5.4 DUTIES**

It shall be the duty of the Board to:

- a) Perform any and all duties imposed on them collectively or individually by law, or by these Bylaws;
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Organization;
- c) Supervise all officers, agents and employees of the Organization to assure that their duties are performed properly;
- d) Meet at such times and places as required by these Bylaws;
- e) Register their addresses with the Executive Director of the Organization;
- f) Form, supervise, and dissolve Working Groups and Committees (as defined in ARTICLE 9), as appropriate to conduct the work of the Organization;
- g) Resolve issues that are brought forward to the Board by Working Groups and Committees;
- h) Consider for approval or rejection any public statement, press release or similar public materials concerning the business and technical activities of the Organization prior to making such materials public;
- i) Consider for approval or rejection the Organization's annual budget. If the annual budget is not approved at the start of each calendar year, the Organization shall operate based on the prior yearly budget, to the extent practical, until an annual budget is approved;

- j) Establish or revise membership classes and the rights and privileges of the various classes of Members;
- k) Establish annual dues for the various classes of Members and determine the rights, privileges and obligations for each class of Member not otherwise stated in these Bylaws;
- l) Make a yearly evaluation of the Organization's fulfillment of its purpose and the need to continue the existence of the Organization going forward;
- m) Adopt and modify the Bylaws;
- n) Adopt procedures to govern operations of Committees as set forth in ARTICLE 9;
- o) Adopt and modify the Membership Agreement and its Attachments (subject to ARTICLE 12);
- p) Approve and/or reject any final work product of the Organization that has been recommended by its Working Groups
- q) Have the right to withdraw from the ISTO, or otherwise terminate the Organization's agreement with the ISTO and define an alternative organizational structure;
- r) Ensure secretariat functions are sufficiently staffed, supported, and performed; and
- s) Other responsibilities as specified and approved by the Board.

#### **SECTION 5.5 QUALIFICATION, APPOINTMENT AND ELECTION OF DIRECTORS**

- a) **Qualification:** Directors shall be employees of a Member organization. No Member or Member's subsidiary may have more than one (1) representative elected to the Board. At the first time that a Member representative is seated on the Board, and annually thereafter, as of the date of the Annual Meeting of the Organization and as a condition of its representative assuming his or her seat on the Board that Member shall pay to the Organization membership dues then in effect as established by the Board.
- b) **Alternates:** Each Member represented on the Board may also appoint an alternate representative to serve on the Board on a temporary basis should its elected representative become unavailable. A represented Member must provide written notice to the Board of its choice of alternate. Even if an elected representative to the Board is present, that Director's alternate representative may also attend meetings of the Board, but in a nonvoting capacity. A represented Member, by providing written notice to the Board, may replace that Member's elected representative to the Board at any time either with its designated alternate representative or another designated representative of the Member.

- c) **Vote of No-Confidence:** Any Board member may call for a special vote of no-confidence concerning any representative of a Board member. Such vote of no-confidence shall be taken as soon as possible after the request. If the Board approves a vote of no-confidence regarding a Founder Board representative, that Board member shall immediately withdraw its representative from the Board and replace such person with another representative. This special vote of no-confidence provision shall not become effective and applicable until one (1) year after the establishment of the Organization.
- d) **Nomination and Election:** Any open positions for permanent seats on the Board shall be filled via election by the Board. General Membership Board seats are nominated by the general membership, companies may nominate themselves for such seats, and such seats are voted on and elected by the general membership.

### SECTION 5.6 CHAIRMAN OF THE BOARD

The Chair will be a voting member of the Board. The Chair will serve a three-year period. At the Annual Meeting of the Board at which the term of the Chair expires, the members of the Board shall elect from among the Directors a Chairman of the Board.

The Board Chair shall also act as President of the Consortium and will coordinate activities of the Consortium and the Board. The Chair may also have other powers and duties and determined from time to time by the Board.

### SECTION 5.7 VACANCIES; RESIGNATIONS

Any Director may resign effective upon giving written notice to the Secretary, with copy to the Chairman of the Board.

The Member employing the resigning or removed Director may replace that Director with its alternate representative pursuant to SECTION 5.5 or another representative by providing the Executive Director with written notice of the same within fourteen (14) days after the effective date of the Director's resignation, termination, or removal. Except as otherwise herein provided, a Director shall be conclusively deemed to resign if the Director's employment with the Member is for any reason terminated. A person appointed to fill a vacancy on the Board shall hold office until the end of the term of the individual being replaced or until his or her death, resignation, or removal from office.

If the Member who has the right under this SECTION 5.7 to appoint a replacement Director to the Board fails to appoint such Director within the prescribed time period, or if the vacancy has occurred because the Member employing the Director has terminated its membership as a Founder in the Organization, the vacancy shall not be refilled until the next meeting of the Directors.

If the resigning Director is the Chairman of the Board, the Directors shall elect a new Chairman from among the Directors after the prescribed time for the Member to appoint a replacement Director for the resigning Director.

### **SECTION 5.8 NONLIABILITY OF DIRECTORS**

Directors and Members with an employee serving as a Director shall not be personally liable for the debts, liabilities, or other obligations of the Organization.

### **SECTION 5.9 COMPENSATION**

Directors shall serve without compensation by the Organization.

Nothing contained herein shall be construed to preclude any Director from serving the Organization in any other capacity as an officer, agent, employee, or otherwise and receiving compensation there from so long as such compensation is approved by two-thirds (2/3) of the disinterested Directors. As used herein, the term “disinterested Directors” shall mean Directors not seeking compensation for such services, or whose Member organization is not seeking compensation for such services. No loans will be made by the Consortium to its directors, officers, or employees.

### **SECTION 5.10 ORGANIZATION OF MEETINGS**

Meetings of the Board shall be presided over by the Chairman of the Board or in his or her absence, by an acting Chairman approved by the Board. The Secretary of the Organization, or if the Secretary shall be absent from any such meeting, any person appointed by the Chairman or acting Chairman, shall act as secretary of all meetings of the Board and keep the minutes thereof.

Meetings shall be governed by such procedures as may be approved from time to time by the Board, insofar as such rules are not inconsistent with or in conflict with these Bylaws, or with provisions of law.

### **SECTION 5.11 PLACE OF MEETINGS**

Board meetings shall be held at places and times as may be approved by the Board. Meetings may be held in person or by any combination of audio, teleconferencing, or videoconferencing techniques, so long as all persons participating in such meeting can hear one another during such meeting.

### **SECTION 5.12 ANNUAL MEETING AND REGULAR MEETINGS**

The Annual Meeting of the Board shall be held each calendar year, the time and place of which shall be determined by the Board, for the transaction of any business placed on the agenda by the Board. The appointment of the new members of the Board, if any, shall be completed at or before such annual meeting.

The Board will hold Regular Meetings at least once a year. The time and place of Regular Meetings will be determined by the Board.

Notice of the Annual Meeting and Regular Meetings shall be sent to each Director at least 7 days in advance of the day specified for the meeting. The Board may invite any other person to such meeting as it deems necessary and appropriate.

### **SECTION 5.13 SPECIAL MEETINGS**

Special Meetings of the Board may be called at any time by the Executive Director, the Chairman of the Board, or by two-thirds (2/3) of the Board. There shall be at least three (3) business days prior notice of a Special Meeting to each Director.

### **SECTION 5.14 NOTICE OF MEETINGS**

Notice of all Board meetings will be issued via electronic mail to the Directors at the electronic mail address as it appears on the records of the Organization. The notice will identify the day, time and place of the meeting, the purpose or agenda for the meeting, and all potential actions to be undertaken by the Board at the meeting.

### **SECTION 5.15 QUORUM FOR MEETINGS**

Unless otherwise provided by law, quorum will consist of the majority of the number of Directors. A Quorum shall be present at any meeting, either in person, by telephone, or by such other means as may be prescribed by the Board or these Bylaws, for the Board to transact business at such meeting. In the absence of a continued Quorum at any meeting of the Board already in progress, a majority of the Directors present shall adjourn the meeting.

### **SECTION 5.16 GOOD STANDING**

A member of the Board shall be deemed to be in Good Standing if the Member is current in all membership dues assessed and the Member's representative or alternate representative has attended (in person or telephonically) a minimum of two (2) of the last four (4) Board meetings (if there have been at least four meetings), unless such absence has been approved by the Executive Director in his or her reasonable discretion.

### **SECTION 5.17 BOARD ACTION**

The Board shall seek to make decisions by Consensus. When Consensus cannot be reached in a timely manner, the Board shall make decisions by voting as described in this SECTION 5.17 .

Each Board member shall have one (1) vote on each matter submitted to a vote by the Board. Voting at meetings shall be by a show of hands if held in person, or by voice ballot if held by

audio, video conferencing or teleconferencing, or by electronic ballot if held by electronic means, unless otherwise required.

For general actions not described in (a) or (b) below, such action must be approved by a majority of those Board members in Good Standing represented at a Board meeting at which a Quorum is present.

- a) The following actions must be approved by two-thirds (2/3) of the Board members in Good Standing:
  - i. removing a Director for cause
  - ii. chartering or amending the charter of any Committee, establishing rules of governance, procedure, or guidance to or for Committees, or terminating Committees
  - iii. requiring the expenditure in excess of USD \$5,000 over budgeted amounts
  - iv. approving annual dues and budget
  - v. terminating a Member's Membership Agreement in accordance with its terms
  - vi. appointing or removing a Chairperson of a Committee
  - vii. approving any press release, public announcement, or other public communication (e.g., white papers, guidelines)
  - viii. granting to a Non-Member access to, or the receipt of copies of, Organization created Specifications
  - ix. any other action not described in section (b) below that two or more Members reasonably believe is outside of the Scope of the Organization (upon request, the members will disclose the reasons for their belief)
  - x. adopting and/or ratifying an Organization Specification
  - xi. These Bylaws may be altered, amended, or repealed by a vote of 2/3 of the Board, except with respect to any provision that by law requires action by the Voting Members.
  
- b) The following actions must be approved by the unanimous vote or written consent of the Board as a whole. Any Board member voting against any such action must provide a reasonable explanation for its objection during such Board Meeting and agrees to consult in good faith with the other Board members to attempt to resolve its concerns.
  - i. approving or modifying the Membership Agreement and any other documents among the Organization and its Members

- ii. adopting or amending antitrust guidelines, except where counsel has advised that an amendment to the guidelines is required, in which case such amendment is approved
- iii. enforcing a copyright owned by the Organization
- iv. changing the name of the Organization
- v. approving a new name or logo adopted by the Organization for use by its Members in identifying the Organization's certified products
- vi. causing a substantial change in the Scope of the Organization
- vii. entering into a sale of assets of the Organization outside of the ordinary course of business
- viii. dissolving the Organization.

#### **SECTION 5.18 BOARD ACTIONS WITHOUT A MEETING**

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if two-thirds (2/3) of the members of the Board in Good Standing consent in writing or by electronic transmission.

#### **SECTION 5.19 CONFIDENTIALITY OF BOARD PROCEEDINGS**

Persons other than Board members, the Executive Director, and Secretary will not be permitted to attend Board meetings unless approved in advance by the Board. Minutes of Board meetings as approved by the Board will not be distributed outside the Board members' organizations unless approved by the Board. The Board may summarize substantial actions taken during Board meetings and distribute such summaries to all the Organization's Members.

#### **SECTION 5.20 VOTING MEMBER OF ISTO**

All Directors shall be voting members of ISTO unless the Board takes action to remove the Organization from the ISTO. The Board shall appoint a representative to serve on the ISTO nominating committee on behalf of the Organization.



## **ARTICLE 6 OFFICERS**

### **SECTION 6.1 DESIGNATION OF OFFICERS**

The officers of the Organization shall include the Chairman of the Board, a Secretary, and a Treasurer. The Organization may also have such other officers with such titles as may be determined from time to time by the Board of Directors. Any two or more offices may be held by the same person. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

### **SECTION 6.2 ELECTION AND TERM OF OFFICE**

Officers shall be elected from time to time by the Board and each officer shall hold office until he or she dies, resigns, or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. All officers of the Organization shall be elected or appointed by a majority vote of a Quorum of the Board.

### **SECTION 6.3 REMOVAL AND RESIGNATION**

The Board may remove any officer from his or her elected office, either with or without cause, at any time. An officer who is also an employee of a Member shall automatically be removed if the employer of the officer terminates its membership in the Organization or if the representative ceases to be an employee of the Member. Any officer may resign at any time by giving written notice to the Secretary with a copy to the Chairman of the Board of the Organization. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract that has been approved by the Board of Directors relating to the employment of any officer of the Organization.

### **SECTION 6.4 VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board. In the event of a vacancy in any office, such vacancy may be filled temporarily by appointment by the Chairman until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Any vacancy by an officer who is also a Director shall be filled by the Board pursuant to SECTION 6.2. The replacement Director shall not assume the office of the Director he or she replaces unless he or she is elected by the Board to that office.

### SECTION 6.5 DUTIES OF SECRETARY

The Secretary shall:

- a) Certify and keep at the principal office of the Organization the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- b) Keep at the principal office of the Organization meeting minutes in accordance with SECTION 11.1 .
- c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. Advise the Members in writing of all results of any election of Directors.
- d) Be custodian of the records of the Organization.
- e) Keep at the principal office of the Organization a membership roster containing the name and address of each and any Members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
- f) Exhibit at all reasonable times to any Member of the Organization, or to the Member's agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings, including Board Minutes, of the Members of the Organization.
- g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

### SECTION 6.6 DUTIES OF TREASURER

The Board may appoint ISTO, or an accounting services firm, to assist the Treasurer in performing the Treasurer's duties and to perform such other duties as the Treasurer may delegate.

The Treasurer shall:

- a) Have charge and custody of, and be responsible for, all funds and securities of the Organization, and deposit all such funds in the name of the Organization in such banks, trust companies, or other depositories as shall be selected by the Board.
- b) Receive, and give receipt for, monies due and payable to the Organization from any source whatsoever.
- c) Disburse or cause to be disbursed, the funds of the Organization as may be directed by the Board, taking proper vouchers for such disbursements.

- d) Keep and maintain adequate and correct accounts of the Organization’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- e) Exhibit at all reasonable times the books of account and financial records to any Director of the Organization, or to his or her agent or attorney, on request, therefore.
- f) Render to the Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Organization.
- g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- h) Ensure that a financial audit of the Organization is performed annually, either as part of the overall ISTO audit or as a separate audit. Maintain the records of such audits and provide a notice the Board of the results of the audit.
- i) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

**SECTION 6.7 COMPENSATION**

The officers shall serve without compensation by the Organization unless the Board authorizes compensation.

**SECTION 6.8 NONLIABILITY OF OFFICERS**

Officers and Members with an employee serving as an Officer shall not be personally liable for the debts, liabilities, or other obligations of the Organization.

**ARTICLE 7  
EXECUTIVE DIRECTOR**

**SECTION 7.1 DUTIES OF THE EXECUTIVE DIRECTOR**

The Board has the option to appoint an Executive Director to manage the business affairs of the Organization on a daily basis. The Executive Director shall report to the Board and shall be subject to the oversight of the Board. The Executive Director of the Organization shall perform such undertakings as are necessary to manage the daily needs of the Organization, including:

- a) Schedule and set up meetings.
- b) Facilitate communication between Members.

- c) Act as the liaison to other consortia or associations with which the Organization may choose to associate.
- d) Provide Members with timely minutes, summaries, and other reports with respect to the activities of the Organization as may be prepared by the Secretary or the Executive Director.
- e) Receive and process Membership Agreements and execute them on behalf of the Organization.
- f) In general, perform all duties incident to the office of Executive Director and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.
- g) The Executive Director may engage third parties to undertake such activities, provided that the Executive Director enters into appropriate contracts protective of the Organization and ensures compliance with terms and conditions of this Agreement and of the financial policy as specified for the Organization at the time.

## **ARTICLE 8 USE OF NAME**

Digital Intermediate Frequency Interoperability Consortium, abbreviated as DIFI Consortium, is the selected Name of this Organization. The Board may select a new Name in accordance with SECTION 5.17 . The Board will send reasonable advance notice to all Members prior to the adoption of any new Name.

### **SECTION 8.1 PROHIBITION ON REGISTRATION OF THE NAME**

No Member shall register or attempt to register the Name or any name, trademark, or service mark confusingly similar to the Name, or register any second level domain name that uses the Name in a way likely to create confusion regarding the ownership of the second level domain name, anywhere in the world. Any Member that holds a second level domain name that uses the Name as described above will (1) redirect it to the official Organization website and (2) assign it to the Organization upon request of the Board.

### **SECTION 8.2 PROHIBITION ON ASSERTION OF RIGHTS IN THE NAME**

Each Member agrees not to assert any rights in the Name against any other Member or their Affiliates, or to object to the use of the Name by such parties as long as their use of the Name is in compliance with their Membership Agreement and these Bylaws as applicable.

### SECTION 8.3 REQUIRED USE OF THE NAME

The Members agree that when they refer to any Organization Specifications or Services, they will use the Name or use some other means to accurately describe the Organization as the origin. Except as provided in the previous sentence, no Member shall be obligated to use the Name on any product, advertising, or other materials in any manner. Each Member uses the Name at its own risk.

### SECTION 8.4 LIMITATIONS ON THE USE OF THE NAME

The Members agree that they will use the Name only for the limited purpose of promoting the Organization and for labeling, promoting, and marketing Compliant Portions. No Member shall use the Name or any name, trademark, or service mark confusingly similar to the Name to promote, or refer to, other initiatives or technologies.

## ARTICLE 9 COMMITTEES AND WORKING GROUPS

### SECTION 9.1 COMMITTEES AND WORKING GROUPS

The Board may designate and terminate Committees in accordance with SECTION 5.17 . Such Committees shall have such rights and obligations as may be determined from time to time by resolution adopted by the Board.

**Specification Working Group.** A Technical Committee of the Consortium will be established. The Technical Committee will be the primary forum for discussing and evaluating the Standard, subject to the review, and within the strategic direction established, by the Board. The Technical Committee may, by a two-thirds vote of quorum, make technical recommendations to the Board concerning the Standard and may undertake other tasks as may from time to time be established by the Board, provided that the Standard and any revisions to the Standard may only be finally adopted by a two thirds approval of quorum of the Board.

**Certification Working Group.** A Certification Committee of the Consortium will be established. The Certification Committee will be the primary forum for establishing and maintaining a certification program in connection with the Standard, subject to the review, and within the strategic direction established, by the Board. The Certification Committee may, by a two-thirds vote of a quorum, make recommendations to the Board concerning certification matters, may coordinate and implement the same, and may undertake such other tasks as may from time to time be permitted by the Board.

Except as otherwise provided by the Board, each Member 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, its business shall be conducted as nearly as possible in the same manner as is provided in these Bylaws for the conduct of the business by the Voting Members.

### **SECTION 9.2 COMMITTEE MEMBERS**

Member representatives on Committees shall be employees of the Members who appoint them, although the Board may, by resolution adopted at any time or from time to time, determine or change the qualifications for Member representatives on Committees.

The Board shall appoint or remove Chairpersons of Committees in accordance with SECTION 5.17 .

### **SECTION 9.3 COMMITTEE PROCEDURES, RULES AND REGULATIONS**

Each Committee may establish its own charter, setting forth procedures, rules, and regulations for the conduct of such Committee. Such charter shall be subject to approval by the Board. Such charter shall not be inconsistent with the provisions of these Bylaws or with any resolution or action by the Board. Unless otherwise specified in the charter of a Committee or by any resolution or action by the Board, the rules of procedure for the Board shall govern the procedure of such Committee. Committee actions shall require the affirmative vote of at least two-thirds (2/3) of the quorum of a Committee unless otherwise specified in any resolution or action by the Board. If any motion to vote made within a Committee results in a tie, the motion will be brought to the Board to break the tie.

### **SECTION 9.4 MEETINGS OF COMMITTEES**

Each Committee shall keep regular records of its meetings. Committees shall transmit such meeting minutes to the Board or Secretary when required. The Secretary shall keep a book of Committee meeting minutes in accordance with SECTION 6.5 , if applicable. Committee meetings may be done in person, via the telephone or the Internet or other means as agreed to by the Committee members.

### **SECTION 9.5 PUBLICATION OF COMMITTEE MATERIALS**

All written materials finally approved by a standing or other Committee of the Board, and accepted by the Board, as necessary, shall be made available for inspection by any member of such Committee.

## **ARTICLE 10 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

### **SECTION 10.1 EXECUTION OF INSTRUMENTS**

The Board, except as otherwise provided in these Bylaws, may by resolution authorize the ISTO as agent of the Organization to enter into or sign any contract, bill, note, receipt, acceptance, endorsement, check, release, document, or to execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **SECTION 10.2 CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Organization with a value of less than Fifty Thousand Dollars (USD \$50,000) cumulative in any quarterly period may be signed by the ISTO upon written request from the Chairman, Treasurer or Executive Director. Checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness in excess of Fifty Thousand Dollars (USD \$50,000) shall require a special resolution of the Board.

### **SECTION 10.3 DEPOSITS**

All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies, or other depositories as the Board may select.

## **ARTICLE 11 RECORDS AND REPORTS**

### **SECTION 11.1 MAINTENANCE OF RECORDS**

The Organization shall keep at its principal office at 445 Hoes Lane Piscataway, NJ 08855.

- a) Minutes of all meetings of the Board and all meetings of Committees, recording therein the time and place of holding such meetings, whether regular or special, the names of those present or represented at the meeting, and the proceedings thereof, including ballots;
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

- c) A record of its Members, indicating their names and addresses and, if applicable, the class of membership held by each Member and the effective date and termination date, if applicable, of any membership;
- d) A copy of the Organization's Bylaws and Membership Agreement as amended to date;

The foregoing records shall be open to inspection by the Members of the Organization at all reasonable times during office hours.

### **SECTION 11.2 INSPECTION RIGHTS**

Subject to such confidentiality and nondisclosure requirements as the Board may reasonably deem appropriate, or restrictions imposed via any confidentiality and nondisclosure agreement concerning any particular record, book or document, all Members shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Organization and shall have such other rights to inspect the books, records and properties of this Organization as may be required under the Bylaws and provisions of law.

### **SECTION 11.3 RIGHT TO COPY AND MAKE EXTRACTS**

Unless otherwise restricted pursuant to confidentiality and nondisclosure limitations, any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

### **SECTION 11.4 PERIODIC REPORT**

The Board may cause any annual or periodic report to be so prepared and delivered within the time limits set by the Board.

## **ARTICLE 12 AMENDMENT OF BYLAWS OR MEMBERSHIP AGREEMENT**

Except where otherwise provided for in individual Articles herein, these Bylaws and any Attachments, the Membership Agreement and any Attachments, or any of them, may only be altered, amended, or repealed, and new Bylaws or Membership Agreement terms adopted, upon unanimous approval of the Board.



## **ARTICLE 13 SEPARABILITY**

In case any provision in these Bylaws shall be invalid, illegal, or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby.

## **ARTICLE 14 MEMBERSHIP PROVISIONS**

### **SECTION 14.1 DETERMINATION, RIGHTS AND OBLIGATIONS OF MEMBERS**

The Organization shall have such classes of membership as set forth by ARTICLE 16. No Member shall hold more than one (1) membership in the Organization. A Member and any of its Subsidiaries that are Members shall be deemed one (1) Member.

**Membership Representation.** Each Member will be represented by two representatives, one of which will be designated as the “Primary Representative” and one as the “Alternate Representative”. The Primary Representative and Alternative Representative that each Member designates for representation at General and Special Meetings, for participation in the Working Groups, or Board membership may be different. Each Members’ representative must possess sufficient knowledge and skill relevant to the Purpose of the Consortium.

Among the benefits generally to be afforded to the Members are the right to attend meetings of the Members of the Organization and have access to documents as may be approved by the Board, and access to the general Member portion(s) of the Organization’s website.

All Members must abide by the Bylaws of the Organization, the Membership Agreement, any policies, guidelines, or procedures adopted by the Board, and the Bylaws of ISTO.

### **SECTION 14.2 QUALIFICATIONS FOR MEMBERSHIP**

The qualifications for membership in this Organization are as follows:

Any Person supportive of the Organization’s purposes and not otherwise prohibited by treaty, law or regulation from abiding by the terms of these Bylaws and who meets the membership criteria and pays the annual dues as set forth in the Schedule of Fees and Dues applicable to its membership classification.

### **SECTION 14.3 ADMISSION TO MEMBERSHIP**

Applicants qualified under SECTION 14.2 , above, shall be admitted to membership upon affirmation of the Bylaws, the execution of a Membership Agreement and any relevant Attachments, payment of the applicable annual dues as set forth in the Schedule of Fees and Dues, and approval of the Board of Directors.

### **SECTION 14.4 FEES AND DUES**

The annual dues payable to the Organization by each class of Members shall be established and may be changed from time to time by resolution of the Board. Initial dues shall be due and payable upon the Member's execution of the Membership Agreement and approval by the Board. Thereafter, yearly dues shall be due and payable as specified in the Organization Membership Agreement and corresponding annual dues invoicing. If any Member is ninety (90) days delinquent in the payment of dues, such Member's rights shall be deemed suspended upon written notice from the Organization until all delinquent dues are paid.

### **SECTION 14.5 NUMBER OF MEMBERS**

There is no limit on the number of Members the Organization may admit.

### **SECTION 14.6 MEMBERSHIP ROLL**

The Organization shall keep a membership roll containing the name and address, including electronic mail addresses, of each Member, the date upon which the applicant became a Member, and the name of one (1) individual from each Member organization who shall serve as a primary contact for the Organization, receive all correspondence and information, and vote on all issues submitted to a vote of the Members. Termination of the membership of any Member shall be recorded in the roll, together with the date of termination of such membership. Membership in the Organization is a matter of public record; however, membership lists will not be sold or otherwise be made available to third parties.

### **SECTION 14.7 NONLIABILITY OF MEMBERS**

No Member of this Organization, as such, shall be individually liable for the debts, liabilities, or obligations of the Organization.

### **SECTION 14.8 NONTRANSFERABILITY OF MEMBERSHIPS**

A Member may not transfer, assign or sublicense any of its rights or obligations under these Bylaws or the Membership Agreement without the prior written approval of the Board, unless otherwise permitted in the Membership Agreement. A third party further may not assume any

of a Member's rights or obligations under these Bylaws or the Membership Agreement incident to a Change of Control of Member, without the written consent of the Board. Any attempted transfer by a Member in violation of this Section shall be null and void.

### **SECTION 14.9 TERMINATION OF MEMBERSHIP**

The membership of a Member shall terminate upon the occurrence of any of the following events:

- a) Upon a failure to initiate or renew membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally, electronically mailed, or mailed to such Member by the Secretary or Executive Director of the Organization. A Member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the Member's receipt of the written notification of delinquency.
- b) Upon written notice from the Member.
- c) Upon the affirmative vote of two thirds (2/3) of the Board, when the Board determines, after affording the Member in question the right to be heard on the issue, that the Member has violated the policies, procedures or duties of Membership herein, including the requirements for Membership as stated in SECTION 14.2 , above, or the terms of the Membership Agreement. Termination of a Founder under this subsection requires unanimous vote of the Board minus that Founder under consideration for termination.
- d) Upon a Member's dissolution.

Except as provided in the Membership Agreement, all rights of a Member in the Organization shall cease on termination of membership as herein provided. A Member terminated from the Organization shall not receive any refund of dues already paid for the current dues period.

## **ARTICLE 15 MEETINGS OF MEMBERS**

### **SECTION 15.1 PLACE OF MEETINGS**

Meetings of Members shall be designated from time to time by resolution of the Board, which resolution shall specify the meeting place and time. At the discretion of the Board, meetings may be held in person or by any combination of audio, teleconferencing, or videoconferencing techniques.

## **SECTION 15.2 NOTICE OF MEETINGS**

Unless otherwise provided by the Bylaws, or provisions of law, notice stating the place, day and hour of the Members' meeting shall be provided not less five business days in advance thereof for Regular Member Meetings and not less than five (5) days in advance thereof for Special Member Meetings.

The primary means for the provision of notice shall be via electronic mail to the Member at the electronic mail address as it appears on the records of the Organization.

Whenever any notice of a meeting is required to be given to any Member of this Organization under these Bylaws, a waiver of notice in writing signed by the Member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

## **SECTION 15.3 MEMBER ACTION**

Member actions and decisions shall be advisory in nature only and shall not be binding upon the Board. Each Member shall have one (1) vote on each matter submitted to a vote by the Members.

## **SECTION 15.4 MEMBER ACTION AT MEETINGS**

Voting at meetings shall be by a show of hands if held in person, or by voice ballot if held by audio, video-conferencing or teleconferencing techniques, unless otherwise required. Results of all Board voting shall be distributed to all Members within thirty (30) days of each ballot.

## **SECTION 15.5 ACTION BY WRITTEN BALLOT**

Except as otherwise provided under Bylaws, or provisions of law, any action which may be taken at any meeting of Members may also be taken without a meeting or in conjunction with a meeting if the Organization distributes a written ballot to each Member entitled to a vote.

Ballots shall be mailed or delivered in the same manner required for giving notice of membership meetings as specified in these Bylaws.

## **SECTION 15.6 CONDUCT OF MEETINGS**

Meetings of Members shall be presided over by the Chairman of the Organization or, in his or her absence by a Board Member designated by the Board. The Secretary of the Organization shall act as Secretary of all meetings of Members. In the absence of the Secretary, the presiding officer shall appoint another person to act as Secretary for that meeting.

Meetings shall be governed by such procedures as may be approved from time to time by the Board, insofar as such rules are not inconsistent with these Bylaws, or with provisions of law.

The Consortium will hold an annual Members Meeting that may be attended by all Members. Other matters may be brought before such meeting by any Member if submitted in writing five days before the meeting, provided that such notice may be waived by a majority of the Members in attendance.

## **ARTICLE 16 MEMBERSHIP CLASSIFICATIONS**

### **SECTION 16.1 FOUNDER**

The Organization shall consist of the 6 founding members. Founders shall be entitled to all rights and bound to the obligations generally afforded and imposed upon all Members. In addition, Founders shall be granted the specific additional rights stated in this Section and shall be subject to the obligations stated in the Membership Agreement and any relevant Attachments thereto.

Among other benefits specifically afforded to Founders who remain in good standing are:

- a) to be a permanent, voting member of the Board, and all rights that conveys as long as they choose and maintain good standing per the requirements of the Membership Agreement and Bylaws;
- b) to be listed as a Founder in all press releases of the Organization, when the Founder is listed

In addition to the foregoing, the Board may from time to time approve other benefits to which all Founders may be entitled.

If the Founder chooses to end its membership with the Organization, the Founder's Board seat will become available as an Permanent Board member seat.

### **SECTION 16.2 GENERAL MEMBERSHIP LEVELS**

Members signing up at a higher level of commitment to the Organization receive all benefits of that level plus all benefits of levels lower than the level selected.

The Consortium will have three classes of members:

- 1) **Board Level** – Board membership with benefits referenced in Section 16.1.
- 2) **General Membership** - General Members will consist of Members that are for profit organizations that agree to contribute to the Purpose of the Consortium by actively developing and promoting the Standard and participating in the Consortium. General Members, while in good standing, will be entitled to: (a) nominate one representative for election to serve as a member of the Board (each member of the Board being a "Director");

(b) a single vote on all matters submitted to the Voting Members; (c) attend annual and special meetings of the Members; (d) designate a representative to participate and vote in any working groups established by these Bylaws or that may be created by the Board at its sole discretion from time to time; (e) other rights as determined by the Board from time to time.

- 3) **Education/Government Members** – Education and Government Members will consist of Members that are government agencies, Systems Engineering and Technical Assistance (SETA) contractors, universities or other research institutes, and non-profit organizations that have an interest in developing, adopting, implementing, or using of the Standard. Education and Government Members will be non-voting members and will have an advisory role in the Technical Committee, Certification Committee, and any other Member Committee as determined by the Board from time to time.

Additional classes of members may be created by the Board in accordance with these Bylaws. General Members and any other classes entitled to voting rights in the Consortiums will be known as “Voting Members.” All voting and non-voting members in the Consortium are collectively referred to in these Bylaws as “Memberships”, and an entity holding a Membership is referred to in these Bylaws as a “Member”.

## Template Revision History

<b>Date</b>		<b>Version</b>	<b>Author</b>
July 2021		V1.0	IEEE-ISTO M. Hunt
January 2022		V1.1	Stuart Daughtridge/ISTO J. Sterlacci
July 2022		V1.2 – majority vote – live quorum vs e-vote	Stuart Daughtridge/ISTO J. Sterlacci
August 2022		V1.3 Committee resulting in tie vote	Stuart Daughtridge/ISTO J. Sterlacci