

**AMENDED AND RESTATED
BYLAWS OF THE
OSGi ALLIANCE**

DEFINITIONS

“Corporation” or “OSGi” shall mean the OSGi Alliance, Inc.

“Majority Vote of the Board” shall mean a resolution adopted by a simple majority vote of a quorum of the Board of Directors.

“Member” shall mean any entity which has been admitted to membership in the Corporation pursuant to Article 11.

“Officer” shall mean any of the following: the President, Secretary, Treasurer and such other officers with such titles and responsibilities as are determined by the Board of Directors, and as further defined in Section 4.1. “Executive Officer” shall mean any of the following: the Executive Director, Secretary, Assistant Secretary, Director of Operations, Director of Technology, Treasurer, and Assistant Treasurer. All “Officers” which are not “Executive Officers” are required to be employees of Members; “Executive Officers” are not required to be employees of Members.

“Supermajority Vote of the Board” shall mean a resolution adopted by a minimum of a two-thirds (2/3) majority vote of the full Board of Directors, less any vacancies.

ARTICLE 1: OFFICES

SECTION 1.1 PRINCIPAL OFFICE

The principal office of the Corporation is located in Contra Costa County, State of California, USA.

SECTION 1.2 CHANGE OF ADDRESS

The designation of the county or state of the Corporation’s principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county.

SECTION 1.3 OTHER OFFICES

The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE 2: NON-PROFIT PURPOSES

SECTION 2.1 IRC SECTION 501 (c) (6) PURPOSES

The Corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (6) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (6) of the Internal Revenue Code.

SECTION 2.2 SPECIFIC OBJECTIVES AND PURPOSES

The Corporation is a non-profit corporation formed to provide a forum for the creation of open specifications for the delivery of multiple services over wide-area networks to local networks and devices, and to accelerate the demand for products and services based on these specifications worldwide through the sponsorship of market and user education programs.

The purposes for which the Corporation is organized are:

(1) To define, establish and support specifications which provide a common foundation for Internet Service Providers, Network Operators, Original Equipment Manufacturers, Independent Software Vendors, and other interested parties; and foster the rapid adoption of these specifications by developers of related products and services.

(2) To provide a forum and environment whereby the Corporation's Members may meet to approve suggested revisions and enhancements that evolve the initial specification; to make appropriate submissions to established agencies and bodies with the purpose of ratifying these specifications as an international standard; and, to provide a forum whereby users may meet with developers and providers of products and services to identify requirements for interoperability and general usability.

(3) To educate the business and consumer communities as of the value, benefits and applications for OSGi technology based products and services through publicity, publications, trade show demonstrations, seminars and other programs established by the Corporation.

(4) To support the creation and implementation of uniform conformance test procedures and processes which seek to assure the interoperability of OSGi technology based products and services.

(5) To maintain relationships and liaison with educational institutions, government research institutes, other technology consortia, and other organizations that support and contribute to the development of the specifications.

(6) To foster competition in the development of new products and services based on commercial and/or open source implementations of the specifications developed by the Corporation in conformance with all applicable antitrust laws and regulations.

SECTION 2.3 COMPLIANCE WITH ANTITRUST LAWS

Each Member acknowledges that the Members are committed to fostering competition in the development of new products and services based on the Specification. The Members further acknowledge that they may compete with one another in various lines of business and that it is therefore imperative that they and their representatives act in a manner which does not violate any applicable antitrust laws and regulations. Without limiting the generality of the foregoing, the Members acknowledge that the Members will not discuss issues relating to product costs, product pricing, methods or channels of product distribution, any division of markets, or allocation of customers or any other topic which should not be discussed among competitors. Accordingly, each Member hereby assumes responsibility to provide appropriate legal counsel to its representatives acting under this Agreement regarding the importance of limiting their discussions to subjects that relate to the purposes of the Agreement, whether or not such discussions take place during formal meetings, informal gatherings, or otherwise.

ARTICLE 3: DIRECTORS

SECTION 3.1 NUMBER

The Corporation shall have a minimum of eight (8) and a maximum of fifteen (15) Directors and collectively they shall be known as the Board of Directors. The number of Directors between the minimum of eight (8) and the maximum of fifteen (15) shall be set by a Supermajority Vote of the Board. The number of authorized Directors may be lowered to below eight (8) or above fifteen (15) only by a Bylaw amendment duly adopted by the Members. The Board of Directors shall be elected by the Members as provided for herein.

SECTION 3.2 POWERS

Subject to the provisions of the California Non-Profit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the Members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3.3 DUTIES

It shall be the duty of the Directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;

- (c) Supervise all officers, agents and employees of the Corporation 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 Secretary of the Corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof;
- (f) Elect annually one Director as President who shall be the Chief Executive Officer of the Corporation and shall perform all duties as required by these Bylaws;
- (g) Establish and disband other committees as appropriate to conduct the work of the Corporation;
- (h) Establish and/or recommend policies to the membership relating to confidentiality, ownership rights, license grants, warranties, public relations, and other criteria which shall apply to all Members of the Corporation;
- (i) Approve the Corporation's annual budget. If the annual budget is not approved at the start of each calendar year, the Corporation shall operate based on the prior yearly budget, to the extent practical, until an annual budget is approved;
- (j) Establish annual dues for all Member classes, and establish privileges and benefits for all such classes.

SECTION 3.4 NOMINATION OF AND ELECTION OF DIRECTORS

Each year, the number of Directors to be elected will be noted and communicated by ballot. Except as otherwise provided herein below, each Director shall be elected for a term of one (1) year. The term of office of all Directors shall begin upon the installation of the new board at a board meeting as soon as practicable but no more than forty-five (45) days after their election.

Candidates for the Board of Directors must be employees of a Member. Candidates may be nominated by a vote of a majority of the Directors or upon written nomination signed by two (2) of the Members and submitted to the Secretary of the Corporation at least thirty (30) days prior to the date of the election. At such time as all nominees for the Directors are known, but in no event later than twenty-one (21) days prior to the date of the election, the Secretary shall provide each Member with a written ballot containing the names of all nominees.

The Board may establish procedures by which candidates run for election with one or more alternates such that in the event the primary candidate dies, is incapacitated, or is unavailable, an alternate may serve as a Director (with full voting rights), on a temporary or permanent basis.

Voting for the election of Directors shall be by written ballot and shall occur each year. Each Member eligible to vote shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the Board. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected.

None of the Directors serving on the Board may be employees of the same Member. In the event that there are two (2) or more Directors employed by the same Member at any given time, all but one (1) of such Directors shall be subject to removal.

SECTION 3.5 TERM OF OFFICE

Each Director shall hold office until his or her term expires and until his or her successor is elected except in the case of the death, resignation or removal of any Director.

SECTION 3.6 COMPENSATION

Directors shall serve without compensation.

Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefore so long as such compensation is approved by a majority of disinterested Directors.

SECTION 3.7 PLACE OF MEETINGS

Meetings shall be held at mutually agreed places and times, reflecting the global nature of the Corporation and to encourage maximum participation.

SECTION 3.8 ANNUAL MEETINGS

Annual meetings of Directors shall be held immediately prior to the annual meeting of Members.

SECTION 3.9 SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by any three Directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board.

SECTION 3.10 NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- (a) Annual Meetings. At least thirty (30) days prior notice shall be given by the Secretary of the Corporation to each Director.

- (b) Special Meetings. At least twenty (20) days prior notice shall be given by the Secretary of the Corporation to each Director of each special meeting of the Board.
- (c) Regular Meetings. Regular meetings may be held without notice at such time and place fixed by the Board of Directors.

Such notice may be oral or written, may be given personally, by mail, by telephone, by facsimile machine, or by electronic message, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification or electronic message, the Director to be contacted shall acknowledge personal receipt of the facsimile notice or electronic message by a return facsimile, electronic message or telephone call within three (3) working days of the first notification.

SECTION 3.11 QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Members of the Board of Directors.

In the absence of a quorum at any meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of enough Directors to leave less than a quorum, if any action taken is approved by at least a majority of the required quorum for such meeting.

SECTION 3.12 MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

Any action that may be taken at a meeting of the Board of Directors may be taken by unanimous written consent.

SECTION 3.13 CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Corporation or, in his or her absence, by a Vice President of the Corporation designated by the President in advance of the meeting or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

In the event that a Director is unable to attend a meeting, the Director shall have the right to send a nonvoting observer to such meeting. Notwithstanding the foregoing, the Board shall have the right to go into closed session and exclude the observer by a majority vote.

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 the Articles of Incorporation, these Bylaws, or with provisions of law.

Directors may participate in a regular or special meeting through use of conference telephone, video communication or similar communications, so long as all people participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

SECTION 3.14 VACANCIES, RESIGNATIONS

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, (2) whenever the number of authorized Directors is increased, (3) whenever a Director's employer terminates its membership in the Corporation, and (4) whenever a Director's employment with his or her employer is terminated for any reason.

Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of the State of California.

Vacancies on the Board may be filled by the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 3.15 NON-LIABILITY OF DIRECTORS

The Directors and their employers shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

SECTION 3.16 WAIVER OF FIDUCIARY DUTY

The Corporation eliminates the personal liability of each member of its Board of Directors to the Corporation and its stockholders for monetary damages for breach of fiduciary duty as a Director to the maximum extent permitted by applicable law. If at any time in the future the applicable law is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by then-applicable law, consistent with the Corporation's Bylaws.

SECTION 3.17 INDEMNIFICATION BY THE CORPORATION OF DIRECTORS AND OFFICERS

The Directors and officers of the Corporation shall be indemnified by the Corporation to the fullest extent permitted by law.

SECTION 3.18 INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 4: OFFICERS

SECTION 4.1 DESIGNATION OF OFFICERS

The officers of the Corporation shall be a President, a Secretary, and a Treasurer. The Corporation may also have a Chief Technology Officer, and one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

SECTION 4.2 ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors, each year at a meeting of the Board of Directors and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

The President shall be a Director and elected by the Board of Directors.

SECTION 4.3 REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. 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.

Notwithstanding the foregoing, the Corporation may enter into agreements with Executive Officers, the terms of which may modify the foregoing provisions of this Section 4.3, to the fullest extent permitted by law.

SECTION 4.4 VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office, other than that of President, such vacancy may be filled temporarily by appointment by the President 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.

SECTION 4.5 DUTIES OF PRESIDENT

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors, including presiding as chairperson at all meetings of the Board of Directors and at all meetings of the Members.

Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 4.6 DUTIES OF VICE PRESIDENT

Vice President(s) shall have powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

In the absence of the President, or in the event of his or her inability or refusal to act, a Vice President, who is also a current Director, shall be selected and approved by a Supermajority Vote of the Board to become the interim President up until the next normal Officer election is completed and shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. In the complete absence of any Vice-President qualifying for selection and approval as interim President (e.g., if none of the current Vice-Presidents are Directors), the Board shall select and approve an interim President by a Supermajority Vote of the Board.

SECTION 4.6.1 DUTIES OF CHIEF TECHNOLOGY OFFICER (VICE PRESIDENT OF TECHNOLOGY)

The Chief Technology Officer (CTO), which is also the officer position of Vice President of Technology, shall drive the overall technical vision of the Corporation, present OSGi technology in public forums on behalf of the OSGi Alliance, support the Board of Directors in

advancing the OSGi Mission, liaison between OSGi Expert Groups and the Board of Directors, Chair the OSGi Technical Steering Committee, maintain all OSGi technical processes, coordinate all technical liaisons with other Standards and Specifications Bodies, and provide guidance to and oversight of the Director of Technology as necessary.

SECTION 4.7 DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the Corporation or at such other place as the board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of Members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof, including all ballots and proxies.

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.

Be custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation.

Keep at the principal office of the Corporation a membership book 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.

Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the Corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 4.8 DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefor.

Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 4.9 COMPENSATION

The officers shall serve without compensation.

Nothing herein contained shall be construed to preclude any officer from serving the Corporation in any other capacity as an agent, employee, or otherwise, and receiving compensation therefore as long as such compensation is approved by a majority of disinterested Directors.

ARTICLE 5: COMMITTEES

SECTION 5.1 EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of its Members, designate an Executive Committee consisting of three (3) Directors and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the Corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its Members, the Board may at any time revoke or modify any or all the Executive Committee authority so delegated, increase or decrease but not below three (3) the number of the Members of the Executive Committee, and fill vacancies on the Executive Committee from the Directors. The Executive Committee shall keep regular minutes of its

proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the Board may require.

SECTION 5.2 OTHER COMMITTEES

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors or upon majority vote of the Members. These committees may consist of persons who are not also Members of the board and shall act in an advisory capacity to the board.

SECTION 5.3 MEETINGS AND ACTION OF COMMITTEES

Meetings and action of the committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its Members for the Board of Directors, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee.

The Board of Directors may also adopt rules and regulations, of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 6.1 EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, 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 Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 6.2 CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and approved by the President of the Corporation, except in cases where the amount exceeds a pre-determined threshold set by the Board; in such cases a check shall require a second signature by an officer of the Corporation.

SECTION 6.3 DEPOSITS

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

SECTION 6.4 GIFTS

The Board of Directors may accept on behalf, and for the benefit, of the Corporation any contribution, gift, bequest, or device for the Non-profit purposes of this Corporation.

ARTICLE 7: CORPORATE RECORDS, REPORTS AND SEAL

SECTION 7.1 MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office:

(a) Minutes of all meetings of Directors, committees of the board and, if this Corporation has Members, of all meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof including all proxies.

(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, if any, indicating their names and addresses and, if applicable, the class of membership held by each Member and the termination date of any membership;

(d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members, if any, of the Corporation at all reasonable times during office hours.

SECTION 7.2 CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 7.3 DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute 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 Corporation and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 7.4 RIGHT TO COPY AND MAKE EXTRACTS

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 7.5 PERIODIC REPORT

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the Members, if any, of this Corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 8: IRC 501 (c) (6) TAX EXEMPTION PROVISIONS

SECTION 8.1 LIMITATION ON ACTIVITIES

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

SECTION 8.2 PROHIBITION AGAINST PRIVATE INUREMENT

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

SECTION 8.3 DISTRIBUTION OF ASSETS

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (6) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE 9: AMENDMENT OF BYLAWS

These Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by a Supermajority Vote of the Board. Pursuant to California Corporations Code Sections 7150, 7151, 7220, 7512 and other provisions of California law, membership approval shall be required to effect any change in the Bylaws which would do any of the following:

(1) Materially and adversely affect the rights of Members as to voting, dissolution, redemption, or transfer;

- (2) Increase or decrease the number of Members authorized in total or for any class;
- (3) Effect an exchange, reclassification or cancellation of all or part of the memberships;
- (4) Authorize a new class of membership;
- (5) Increase the number of Directors to more than fifteen (15), or decrease the number of Directors to less than eight (8);
- (6) Increase the length of Directors' terms of office;
- (7) Provide for selection of Directors by designation;
- (8) Change the quorum for membership meetings, change membership proxy rights, or change cumulative membership voting rights; or
- (9) Indirectly effectuate one or more of the foregoing.

Notwithstanding the foregoing, in the event that applicable California law is amended to grant corporate boards of Nonprofit Mutual Benefit Corporations additional powers, these Bylaws shall be deemed to be automatically amended to grant such additional powers to the Board of Directors, to the fullest extent permitted by law.

ARTICLE 10: CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of the Corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holdings.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of the Corporation filed with an office of this state and used to establish the legal existence of the Corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE 11: MEMBERSHIP PROVISIONS

SECTION 11.1 DETERMINATION AND RIGHTS OF MEMBERS

The Corporation shall have categories of membership as defined by the Board of Directors; all such categories shall have identical voting rights, but may differ in other rights, selection criteria, privileges, and responsibilities. The Board may also create one or more categories of nonvoting associates which shall have such selection criteria, rights, privileges, and responsibilities as determined by the Board. None of such nonvoting associates shall be members of the Corporation pursuant to California Corporations Code Section 5056, however the Board may create any title it deems appropriate to refer to such nonvoting associates, including without limitation "Nonvoting Member", "Associate Member" or "Honorary Member".

No Member shall hold more than one membership in the Corporation. Where it appears that an organization is, via related, partially owned, or subsidiary entities, seeking membership in the Corporation for such entities, the Board of Directors shall determine the suitability of these memberships by considering written guidelines and the best interests of the Corporation.

SECTION 11.2 QUALIFICATIONS FOR MEMBERSHIP

The qualifications for membership in this Corporation are as follows:

Any For-Profit Corporation, Non-profit Corporation, Government Organization, Educational Institution or other enterprise which supports this Corporation's goals, policies and procedures is qualified to become a Member of the Corporation.

SECTION 11.3 ADMISSION TO MEMBERSHIP

Applicants shall be admitted to membership upon completion of a Registration Form and Member Agreement, and payment of the first annual dues.

SECTION 11.4 FEES AND DUES

The annual dues payable to the Corporation by each class of Members shall be established and may be changed from time to time by resolution of the Board of Directors. Dues shall be due and payable upon written commitment to join the Corporation.

Dues shall be for the twelve months from the date of the applicant's written commitment to join and shall be due and payable each successive year on that same date provided membership is retained by the Member. If any Member is delinquent in the payment of dues, such Member's rights, including all voting rights, shall be deemed revoked upon written notice from the Corporation until all delinquent dues are paid.

SECTION 11.5 NUMBER OF MEMBERS

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

SECTION 11.6 MEMBERSHIP BOOK

The Corporation shall keep a membership book containing the name and address of each Member, the date upon which the applicant became a Member, and the name of one individual from each Member organization who shall serve as a primary contact for the Corporation; receive all correspondence and information and distribute this information within his/her organization. Termination of the membership of any Member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the Corporation's principal office.

SECTION 11.7 NON LIABILITY OF MEMBERS

No Member of this Corporation is, as such, individually liable for the debts, liabilities, or obligations of the Corporation.

SECTION 11.8 NON TRANSFERABILITY OF MEMBERSHIPS

No Member may transfer a membership or any right arising there from. All rights of membership cease upon the Member's dissolution.

SECTION 11.9 TERMINATION OF MEMBERSHIP

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

(1) Upon a failure to 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 or mailed to such Member by the Secretary of the Corporation. 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.

(2) Upon a determination by a Supermajority Vote of the Board that the Member has publicly disparaged the Corporation or its objectives, purposes, work or work product, or for any other reason permitted by law. Following the determination by the Board that a Member should be expelled or suspended, pursuant to California Corporations Code Section 7341 the following procedures shall be implemented:

(i) A notice shall be sent by mail by prepaid, first-class, certified or registered mail to the most recent address of the Member as shown on the Corporation's records, setting forth the expulsion or suspension and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion or suspension.

(ii) The Member being expelled or suspended shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held no fewer than five (5) days

before the effective date of the proposed suspension or expulsion. The hearing shall be held by the Board of Directors. The notice to the Member of its proposed expulsion or suspension shall state that such Member is entitled, upon request, to such hearing, shall state that a date, time and place of the hearing will be established upon receipt of request therefore, and shall state, that in the absence of such request, the effective date of the proposed suspension or expulsion.

(iii) In the event that a hearing is held, then following the hearing, the Board of Directors shall decide whether the Member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final. Any action to expel, suspend, or otherwise sanction the Member must be approved by a Supermajority Vote of the Board.

(iv) Any action challenging an expulsion or suspension of membership of a Member, including any claim alleging defective notice, must be commenced within one (1) year after the date of the expulsion or suspension.

(v) Any Member expelled from the Corporation shall receive a pro-rated refund of dues already paid for the current dues period.

(3) Upon a thirty (30) day prior written notice by the Member of intent to resign membership in the Corporation to the Secretary of the Corporation.

Any continuing rights and obligations of a Member following termination of membership are as described in the Member Agreement.

SECTION 11.10 NON OBLIGATION OF MEMBERS

No Member shall have any obligation to endorse, promote, or produce products based upon, or in any way use, any output of the Corporation, even if it shall have voted for or in any way participated in the creation of such output.

ARTICLE 12: MEETINGS OF MEMBERS

SECTION 12.1 PLACE OF MEETINGS

Meetings of Members shall be designated from time to time by resolution of the Board of Directors and be held at places and times reflecting the global nature of the Corporation and to encourage maximum participation. Meetings may be held in person or by any combination of audio, document or video teleconferencing techniques; a meeting attendance fee may be charged as determined in advance by the Board of Directors.

SECTION 12.2 REGULAR MEETINGS

The Annual Meetings of Members shall be held for the purpose of announcing the results of elections of Directors and transacting other business as may come before the meeting. The Annual Meeting of Members shall be deemed a regular meeting.

Other regular meetings of the Members shall be held on dates and at times to be determined by the Board of Directors, with the expectation that there will be at least one additional meeting of Members each year.

SECTION 12.3 SPECIAL MEETINGS OF MEMBERS

Special meetings of the Members for any purpose shall be called by the Board of Directors, the President of the Corporation or by written request of fifty percent (50%) or more of the Members eligible to call such meetings.

SECTION 12.4 NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days before the date of the meeting, at the direction of the President, or the Secretary, or the persons calling the meeting, personally by mail, or by facsimile transmission or other electronic means to each Member. If mailed, such notice shall be deemed to be delivered when deposited in the mail addressed to the Member's prime contact at his or her address as it appears on the records of the Corporation, with postage prepaid.

Personal notification includes notification by telephone, facsimile machine, or other electronic means provided however, in the case of facsimile notification or electronic message, the Member to be contacted shall acknowledge personal receipt of the facsimile notice or electronic message by a return facsimile or electronic message or telephone call within three (3) working days of the first notification.

The notice of any meeting of Members at which Directors are to be elected shall also state the names of all those who are nominees or candidates for election to the Board at the time notice is given or as soon thereafter as such information is known.

Whenever any notice of a meeting is required to be given to any Member of this Corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, 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 12.5 QUORUM FOR MEETINGS

A quorum shall consist of one third (1/3) of the Members of the Corporation eligible to vote.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Members at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

SECTION 12.6 MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of Members eligible to vote and present in person or by proxy at a duly held meeting at which a quorum is present is the act of the Members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

SECTION 12.7 VOTING RIGHTS

Each Member eligible to vote is entitled to one vote on each matter submitted to a vote by the Members. Voting at duly held meetings shall be by a show of hands if held in person, or by voice ballot if held by audio, video or document teleconferencing, or by written ballot. Results of all ballots shall duly be distributed to all Members within thirty (30) days of each ballot.

SECTION 12.8 ACTION BY WRITTEN BALLOT

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at any regular or special meeting of Members may be taken without a meeting if the Corporation distributes a written ballot to each Member eligible to vote on the matter.

The ballot shall:

1. set forth the proposed action;
2. provide an opportunity to specify approval or disapproval of each proposal;
3. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, state the percentage of approvals necessary to pass the measure submitted; and
4. shall specify the date by which the ballot must be received by the Corporation in order to be counted. The date set shall afford Members eligible to vote a reasonable time within which to return the ballots to the Corporation.

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

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors shall be elected by written ballot. Such ballots for the election of Directors shall list the persons nominated at the time the ballots are mailed or delivered.

SECTION 12.9 CONDUCT OF MEETINGS

Meetings of Members shall be presided over by the President of the Corporation or, in his or her absence, by a Vice President of the Corporation designated by the President in advance of the meeting or, in the absence of all of these persons, by a Chairperson chosen by a majority of the Members, present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of Members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be conducted so as to allow for active, fair and open participation by all Members attending the meeting. All participants shall have the right to express opinions on the subject matter, whether or not these opinions dissent with that of the majority. Where a decision is called for it shall be effected by consensus or the matter shall be put to voice vote and each Member eligible to vote shall have the opportunity to vote on the outcome. Meetings may not be adjourned until questions, opinions and comments from all participating Members are voiced and duly recorded by the presiding person.

SECTION 12.10 PROXIES

Every Member eligible to vote shall have the right to vote either in person or by one or more agents authorized by a proxy validly executed by the Member. A proxy may be executed by written authorization signed, or by electronic transmission authorized, by the Member, giving the proxy holder(s) the power, to vote the vote. A proxy shall be deemed signed if the Member's name or other authorization is placed on the proxy (whether by manual signature, typewriting, telegraphic or electronic transmission or otherwise) by the Member. A proxy may only be held by a Member of the Corporation eligible to vote.

A validly executed proxy which does not state that it is irrevocable shall continue in full force and effect unless revoked by the person executing it, prior to the vote pursuant thereto, by a writing delivered to the cooperation stating that the proxy is revoked or by a subsequent proxy executed by, or attendance at the meeting and voting in person by the person executing the proxy; provided, however, that no such proxy shall be valid after the expiration, of eleven, (11) months from the date of such a proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of California Corporations Code Section 7613.

CERTIFICATE OF SECRETARY

I hereby certify:

That I am the duly elected and acting Secretary of OSGi Alliance, a California Corporation; and

The foregoing Bylaws, comprising twenty (21) pages, constitute the Bylaws of the Corporation as amended.

IN WITNESS WHEREOF, I have hereunder subscribed my name this _____ day of _____, 2006

Olivier Pavé, Secretary