BYLAWS

OF

COMPUTE EXPRESS LINK CONSORTIUM, INC.

(a Delaware nonprofit corporation)

Effective as of September 10, 2019 ("Effective Date")

BYLAWS

OF

COMMUTE EXPRESS LINK CONSORTIUM, INC.
A Delaware nonprofit corporation

1. OFFICES

1.1 Principal Office.

The principal office of Compute Express Link Consortium, Inc. (the "**Corporation**") shall be designated by the Board of Directors. The designation of the Corporation's principal office may be changed from time to time by the Board of Directors, which change of address shall be effective upon written notice to all Members.

1.2 Other Offices.

The Corporation may also have offices at such other places, within or outside of the State of Delaware, 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.

2. PURPOSES

2.1 Code Section 501(C)(6) Purpose.

The purposes for which this Corporation is organized are as follows:

(1) The Corporation is formed as a business league within the meaning of Section 501(c)(6) of the United States Internal Revenue Code of 1986, as amended (hereinafter referred to as the "**Code**") and Section 1902(b)(3) of Title 30 of the Delaware Code. All references to the Code contained herein are deemed to include corresponding provisions of any future United States federal tax code.

(2) The Corporation may exercise all of the rights and powers conferred on nonprofit non-stock corporations under the laws of the State of Delaware.

(3) Notwithstanding any of the above statements of purposes and powers, the Corporation shall not engage in any activities or exercise any powers, whether express or implied, so as to disqualify the Corporation from exemption from federal income tax under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(6) of the Code and from exemption from Delaware income tax by reason of being an organization described in Section 1902(b)(3) of Title 30 of the Delaware Code and corresponding provisions of any future United States federal tax code or Delaware code.

2.2 Specific Purpose.

The Corporation is a non-profit corporation formed for purposes that include, but are not limited to, creating, using and/or otherwise supporting information, documentation, and/or other work products which seek to develop and promote the adoption of openly accessible standard specifications related to technical protocols which provide methods to connect various electronic devices by using one or more interfaces and using one or more modes.

3. DEFINITIONS

3.1 **"Adopter(s)"** means those Members who qualify as an "Adopter" in accordance with the provisions of Section 4.1.3.

3.2 **"Affiliate" or "Affiliates"** means any entity that is controlled by, under common control with or that controls the subject party. For purposes of this definition, "control" means direct or indirect ownership of or the right to exercise: (a) greater than fifty percent (50%) of the outstanding shares or securities entitled to vote for the election of directors or similar managing authority of the subject entity; or (b) greater than fifty percent (50%) of the ownership interest representing the right to make the decisions for the subject entity.

3.3 **"Applicant"** shall have the meaning as set forth in Section 4.4.1 of these Bylaws.

3.4 **"Antitrust Policy"** shall have the meaning as set forth in Section 8 of these Bylaws.

3.5 **"At-Large Director(s)**" shall have the meaning as set forth in Section 5.5 of these Bylaws.

3.6 **"Board of Directors"** or **"Board**" shall have the meaning as set forth in Section 5 of these Bylaws

3.7 **"Bylaws**" means these Bylaws as may be amended from time to time or at any time pursuant to the terms set forth herein.

3.8 **"CXL Policies"** shall have the meaning as set forth in Section 8 of these Bylaws.

3.9 **"Certificate of Incorporation**" means the Corporation's Certificate of Incorporation as may be amended from time to time and at any time.

3.10 **"Code"** means the Internal Revenue Code of 1986, as amended from time to time.

3.11 **"Contributor(s)" or "Contributor Member(s)"** means those Members who qualify as a "Contributor" in accordance with the provisions of Section 4.1.2.

3.12 **"Contributor Director(s)**" shall have the meaning as set forth in Section 5.4 of these Bylaws.

3.13 **"Corporation"** shall have the meaning as set forth in Section 1.1 of these Bylaws.

3.14 **"Director(s)"** shall have the meaning as set forth in Section 5 of these Bylaws.

3.15 **"DGCL"** means the Delaware General Corporation Law, as it may be amended from time to time.

3.16 **"DGCL Member Voting Rights"** shall have the meaning as set forth in Section 4.2 of these Bylaws

3.17 **"Draft Specification(s)"** shall have the meaning as set forth in Corporation's IPR Policy.

3.18 **"Effective Date of these Bylaws"** shall be the effective date set forth on the cover page of these Bylaws.

3.19 **"Final Specification(s)"** shall have the meaning as set forth in Corporation's IPR Policy.

3.20 **"IPR Policy"** has the meaning as set forth in Section 8 of these Bylaws.

3.21 **"Member**" means a general reference to all members, and their Affiliates, in the numerous membership classes established from time to time by the Board of Directors pursuant to Section 4 of these Bylaws (including, without limitation, Promoters, Contributors and Adopters), who have qualified as members in such classification pursuant to the provisions of these Bylaws.

3.223 **"Participation"** means the right to participate as a Member pursuant to these Bylaws, the Participation Agreement and any CXL Policies.

3.23 "**Participation Agreement**" means the applicable participation or membership agreement approved by the Board of Directors of the Corporation and applicable to the Member and its Member class.

3.24 "**Participation Policies**" has the meaning as set forth in Section 4.2.3.

3.25 "**Promoter(s)" or "Promoter Member(s)"** means those Members who qualify as a "Promoter" in accordance with the provisions of Section 4.1.1.

3.26 **"Promoter Director(s)**" shall have the meaning as set forth in Section 5.3 of these Bylaws.

3.27 "**Work Group**" has the meaning as set forth in Section 7 of these Bylaws.

3.28 "**Work Group Policy**" has the meaning as set forth in Section 7 of these Bylaws.

3.29 "**Technical Proposals**" means an outline of new features that has been ratified by a Work Group and is targeted for inclusion in a future Draft Specification or Final Specification.

4. MEMBER CLASSES; PARTICIPATION

4.1 Member Classes.

There shall be three (3) classes of Members: (i) Promoter(s); (ii) Contributor(s); and (iii) Adopters(s). The Board of Directors may add or eliminate classes of Members at any time by a vote of the Directors pursuant to Section 5.7.8. Except as expressly provided in, or authorized by, the applicable Participation Agreement, the Certificate of Incorporation, these Bylaws, or provisions of law, Members shall have the rights, privileges, restrictions and conditions established by resolution of the Board of Directors. For purposes of these Bylaws, a Member and its Affiliates shall be deemed to be one (1) Member. The benefits and privileges of each class of Member are defined below:

4.1.1 Promoters**.**

(i) The Corporation shall have a class of Members called "**Promoters**". The Corporation may have up to nine (9) Members in the Promoter level. The following corporations are hereby identified as the Corporation's initial nine (9) Promoters as of the effective date of these Bylaws: (i) Alibaba (China) Co., Ltd., (ii) Cisco Systems, Inc. (iii) Dell Inc. (iv) Facebook; (v) Google LLC; (vi) Hewlett Packard Enterprise Company; (vii) Huawei Technology Co., Ltd.; (viii) Intel Corporation; and (ix) Microsoft Corporation.

(ii) All Promoters must execute a Participation Agreement, in a form approved by the Board of Directors, and pay at all times any fees called for therein for Promoters. Following the Corporation's acceptance of a Participation Agreement and for so long as such Participation Agreement shall remain in effect (but subject to continued compliance with all requirements applicable to Members contemplated by these Bylaws, the Participation Agreement and any CXL Policies, including without limitation being current on its payment of Member dues), all Promoters shall be entitled to all rights, and will be bound by all obligations, granted in the Participation Agreement, in these Bylaws and in any CXL Policies, as well as the following additional rights:

a. Those benefits generally afforded to and imposed upon all Contributors as well as the following additional rights:

(1) Subject to Section 5.3 below, the right to appoint one representative to serve as a Promoter Director on the Board of Directors pursuant to Section 5.3.1 of these Bylaws; or

(2) The right to vote to fill a Promoter membership position vacated by a withdrawing Promoter Member pursuant to Section 4.1.1(iv) of these Bylaws;

(3) The right to participate in the exercise of any DGCL Member Voting Rights, if any are applicable; as contemplated by Section 4.2.2.1 of these Bylaws;

(4) The right to vote on all matters presented to the Members for a vote, except for the rights granted to Contributors to nominate and then vote for the election of Contributor Directors pursuant to Section 5.4 of these Bylaws and of the Board to nominate and then vote for the election of the initial Contributor Directors pursuant to Section 5.4 of these Bylaws and the At-Large Directors pursuant Section 5.5 of these Bylaws;

(5) The right to participate, along with the Directors, in the Corporation's Promoter Task Force;

(6) Listed as a Promoter on the Corporation's web site and in Corporation's marketing material; and

(7) Listed as a Promoter in all press releases, and at all events of the Corporation;

b. In addition to the foregoing, the Board of Directors may from time to time approve other benefits to which all Promoters may be entitled.

(iii) An entity cannot be admitted as a Promoter if the Corporation has already reached the maximum number of Promoters allowable under Section 4.1.1(i) of these Bylaws or the Board of Directors has voted pursuant to Section 4.1.1(iv) of these Bylaws not to fill a Promoter membership position vacated by a withdrawing Promoter Member; provided, however, in such a situation such entity can still apply to be a Member at the Contributor or Adopter level.

(iv) If any Promoter withdraws from the Promoter level of Members or such Promoter's status as a Member of the Corporation is terminated (the "**withdrawing Promoter**"), the following procedure shall apply:

(a) The Board of Directors, in its sole discretion, shall determine whether or not it is in the best interests of the Corporation to seek a new entity to fill the withdrawing Promoter's membership position at the Promoter level. This determination shall be made by a vote of the Directors pursuant to Section 5.7.8 of these Bylaws. In making this determination the Board may, in its discretion, consider the following factors:

(1) Any reasonable factors that may indicate that it may be in the best interests of the Corporation, at that time, to seek a new entity to fill the withdrawing Promoter's membership position at the Promoter level, in which case the procedures set forth in Section 4.1.1(iv)(b) of these Bylaws shall apply to fill such position; and

(2) Any reasonable factors that may indicate that it is not necessary for the Corporation, at that time, to seek a new entity to fill the withdrawing Promoter's membership position at the Promoter level. As a part of evaluating these factors, the Board may also consider the following factors: (x) whether to leave the Promoter Director position unfilled for a period of time, and, thus, have one (1) less Director serving on the Board of Directors for a period of time; or (y) leave the Promoter Director position unfilled but have the Board of Directors instead, at its discretion, elect a new At-Large Director pursuant to Section 5.5 of these Bylaws.

(b) If the Board of Directors, pursuant to Section 4.1.1(iv)(a) of these Bylaws, votes to seek a new entity to fill the withdrawing Promoter's membership position at the Promoter level, then the following procedure shall apply to fill such position:

(1) The Board of Directors, or a committee of the Board of Directors, shall solicit applications from companies that are interested in filling the withdrawing Promoter's membership position at the Promoter level ("**Interested Companies**"). The Board of Directors shall determine the procedures and deadline for soliciting and receiving applications from any such Interested Companies.

(2) Once the Board of Directors has completed the above process for soliciting and receiving applications from any Interested Companies, the Board of Directors, or a committee of the Board of Directors, shall present the Interested Companies as nominees to the remaining Promoter Members and the remaining Promoter Members shall then vote to elect one of the Interested Companies to fill the withdrawing Promoter's membership position at the Promoter level (the ("**Promoters' Special Vote**").

(3) The following quorum and voting requirements shall apply to such Promoter's Special Vote: (x) a majority of the Promoters Members in existence at the time of such vote shall be required to constitute a quorum of the Promoters to hold the Promoters' Special Vote; and (y) the vote of a majority of the Promoter Members in existence at the time of such vote shall be required in order to elect one (1) of the Interested Companies to fill the withdrawing Promoter's membership position at the Promoter level. Except for the above special voting requirements for the Promoters' Special Vote, the Board of Directors shall conduct the Promoters' Special Vote in accordance with, and as otherwise permitted by, Section 4.2.2 of these Bylaws.

(4) If there is an insufficient quorum for the Promoters' Special Vote or insufficient vote to meet the Promoters' Special Vote, or if the Promoters cannot otherwise elect one of the Interested Companies to fill the withdrawing Promoter's membership position at the Promoter level, the Board of Directors, in its discretion, may re-evaluate whether or not the Board of Directors elects to fill the withdrawing Promoter's membership position at the Promoter level and, if so, whether to conduct another Promoters' Special Vote for such purpose in accordance with the procedure set forth in this Section 4.1.1(iv).

(c) The following issues may be considered by the Board of Directors as the Board solicits Interested Companies, and by the Promoter Members for the above described Promoter's Special Vote in order to select one of the Interested Companies to fill the withdrawing Promoter's membership positions at he Promoter level: (1) the Interested Company's level of Participation in, and activities on behalf of, the Corporation to date (if any); (2) any desire to populate the Promoter level of Members with a balanced voice of industry and to account for a global perspective in order to foster more open industry-wide communication and to better fulfill the Corporation's purposes; and (3) any other qualifications or requirements for the Promoter level of Members that may be set forth in any CXL Policies or adopted by the Board of Directors; and

(d) The Interested Company selected by the Board of Directors pursuant to the above Promoters' Special Vote will be deemed to be an Applicant who must then, after such vote, satisfy any of the other requirements to be a Promoter as set forth in these Bylaws or in any other CXL Policies and, upon such satisfaction, will then be deemed to be the new Promoter that fills the vacancy caused by the above described withdrawing Promoter.

4.1.2 Contributors**.**

The Corporation shall have a class of members called "**Contributors**". All Contributors must execute a Participation Agreement, in a form approved by the Board of Directors, and pay at all times any fees called for therein for Contributors. Following the Corporation's acceptance of a Participation Agreement and for so long as such Participation Agreement shall remain in effect (but subject to continued compliance with all requirements applicable to Members contemplated by these Bylaws, the Participation Agreement, and any CXL Policies, including without limitation being current on its payment of Member dues), all Contributors shall be entitled to all rights, and will be bound by all obligations, granted in the Participation Agreement, in these Bylaws and in any CXL Policies, as well as the following additional rights:

a. Those benefits generally afforded to and imposed upon all Adopters as well as the following additional rights:

(1) Subject to, and pursuant to the procedures set forth in, Section 5.4 of these Bylaws, a right to nominate and then vote for the election of the Contributor Directors;

(2) Subject to, and pursuant to any procedures set forth in, the Work Group Policy, the right to participate in Work Groups;

(3) Subject to, and pursuant to any procedures set forth in, the Work Group Policy, the right to: (i) vote as a participant of a Work Group on matters presented to Work Group participants for such vote; (ii) review Draft Specifications; and (iii) have access to any approved Technical Proposals.

b. In addition to the foregoing, the Board of Directors may from time to time approve other benefits to which all Contributors may be entitled.

4.1.3. Adopters.

The Corporation shall have a class of members called "**Adopters**". All Adopters must execute a Participation Agreement, in a form approved by the Board of Directors, and pay at all times any fees called for therein for Adopters. Following the Corporation's acceptance of a Participation Agreement and for so long as such Participation Agreement shall remain in effect (but subject to continued compliance with all requirements applicable to Members contemplated by these Bylaws, the Participation Agreement and any CXL Policies, including without limitation being current on its payment of Member dues), all Adopter shall be entitled to all rights, and will be bound by all obligations, stated therein as well as the following additional rights:

a. The right to attend those Corporation trade shows or other industry events (in the status of a Member of the Corporation) as may be determined by the Board of Directors or its designee;

b. Subject to any conditions or limitations of the Board of Directors, Adopters may be given reasonable early access to a Final Specification before it is released to the general public; and

c. In addition to the foregoing, the Board of Directors may from time to time approve other benefits to which all Adopters may be entitled.

4.2 General Member Requirements; Participation Policies; Member Voting Rights.

4.2.1 General Member Requirements.

As a general condition of accepting an Applicant's application to be a Member, and as a condition of a Member's continued Participation in the Corporation, all Members and Applicants are required to: (i) abide by, and remain in compliance with, these Bylaws and all CXL Policies; and (ii) execute a Participation Agreement and abide by, and remain in compliance with, the Participation Agreement.

4.2.2 Voting Rights of Members.

4.2.2.1 Notwithstanding any other provision in these Bylaws which may be to the contrary, the following governs the voting rights of the Members of the Corporation:

(i) Any voting rights which may be granted to "members" of the Corporation pursuant to the DGCL ("**DGCL Member Voting Rights**") shall be exclusively granted to, and exclusively exercised by, the Promoters but no other Members shall have any such voting right whatsoever under the DGCL.

(ii) If any voting rights are granted to Members of the Corporation pursuant to the Certificate of Incorporation, these Bylaws, or any CXL Policies without explicitly stating which class of Members of the Corporation are entitled to exercise that voting right, then such voting right shall be exercised exclusively by the Promoters (and no other Members shall have any voting right whatsoever regarding that applicable issue).

(iii) Except for the voting rights granted to Contributors pursuant to Section 5.4 of these Bylaws to nominate and then vote for the election of Contributor Directors and except for any other rights which may be given to Contributors pursuant to any Work Group Policy to vote as a participant in any Work Group, the Contributors have no other voting rights whatsoever as a Member, including, without limitation, no DGCL Member Voting Rights.

(iv) Adopters have no voting rights whatsoever, including, without limitation, no DGCL Member Voting Rights.

4.2.2.2. The quorum and voting requirements for Contributor Members for the election of Contributor Directors shall be as set forth in Section 5.4.3 of these Bylaws.

4.2.2.3 Except for the requirements for the vote by the Promoter Members to elect a new Promoter Member pursuant to Section 4.1.1(iv) of these Bylaws, the following shall govern any vote of the Promoter Members pursuant to these Bylaws:

(i) The majority of Promoter Members shall constitute a quorum for any vote or meeting of the Promoter Members; and

(ii) If a quorum of Promoter Members is present in person or by proxy, then any action approved by a mere majority of the Promoter Members who are present for such vote shall be an act of the Promoter Members for such vote.

4.2.2.4 The following additional terms shall govern any vote or meeting of the Promoter Members and the Contributor Members:

(i) To the extent a particular membership class is entitled to vote on a particular matter pursuant to these Bylaws, each Member in that particular membership class will be entitled to one vote on each matter submitted to a vote of the Members of the applicable membership class entitled to such vote.

(ii) Any action that may be taken at any meeting of Members of a membership class that is entitled to vote may be conducted using any remote communication means as contemplated under the DGCL

(iii) Any action that may be taken at any meeting of Members of a membership class that is entitled to vote may be taken without a meeting if the Corporation delivers a written ballot to every Member entitled to vote on the particular matter using any means permitted by the DGCL, including without limitation any electronic means as contemplated under the DGCL. In addition to any other requirements under the DGCL regarding content, such written ballot shall: (i) set forth each proposed action, (ii) provide an opportunity to vote for or against each proposed action, and (iii) specify a reasonable time period set by the Board of Directors within which time to return the ballot to the Corporation. Approval by written ballot by the Members of the applicable membership class entitled to vote shall be valid when the

number of votes cast by ballot, within the time period specified by the Board of Directors, equals or exceeds any quorum required that would be present at a meeting authorizing such action, and the number of votes approving the matter equals or exceeds the number of votes that would be required to approve the matter at a meeting. Ballots shall be distributed to Members of the applicable membership class entitled to vote to the last address, facsimile number, or email address of record for the applicable Member. Each Member must return their ballot to the Secretary of the Corporation or its designee within the time period specified and pursuant to the procedure set forth in such ballot.

4.2.3 Participation Policies.

In addition to other requirements and qualifications set forth in these Bylaws applicable to Applicants and Members, the Board of Directors may adopt, at any time and from time to time, policies and procedures which the Board of Directors deems appropriate related to the admission of Applicants into the Corporation, the qualifications for each of the particular classes of Members, or other requirements or qualifications for Participation as a Member in the Corporation, including without limitation any policies the Board of Directors deems necessary to allow the Corporation to comply with all laws, regulations, treaties or other governmental orders ("**Participation Policies**"). Participation Policies may be approved, and existing Participation Policies may be amended, by a vote of the Board of Directors pursuant to Section 5.7.8 of these Bylaws. Participation Policies shall be effective as of the date set forth therein and shall be applicable to all Members (then existing and those in the future) and all pending Applicants

4.3 **General Member and Participation Qualifications.** In addition to all other qualifications and requirements for Members and their Participation set forth in these Bylaws (including, without limitation, in this Section 4), the following are additional general qualifications for Participation by an Applicant (as defined herein) and for continued Participation by a Member in the Corporation:

(i) Applicants and Members must be supportive of the Corporation's Purposes as defined in Section 2 of these Bylaws and in the Corporation's Certificate of Incorporation. "**Supportive of the Corporation's Purposes**" means that the Member is generally supportive of the Corporation's overall efforts to create Final Specifications;

(ii) No law, regulation, treaty or governmental order exists which would:

(y) prohibit or substantially interfere with the Member's ability to comply with any provisions of these Bylaws, the Member's Participation Agreement, any CXL Policy, or any other policies and procedures duly approved by the Board of Directors or with the Member's Participation in the Corporation; or

(z) prohibit or substantially prevent Corporation from allowing the Member's Participation in the Corporation.

(iii) Applicant must pay, and the Member must continue to pay, the then-current annual dues applicable to the relevant Member class.

4.4 **Additional Conditions Related to Admission of Members.**

4.4.1 Initial Applications for Participation as a Member.

Applicants seeking admission as a Member in the Corporation ("**Applicant**") at any of the membership levels must first satisfy the following conditions: (i) Applicant must submit a completed Participation Agreement to the Board of Directors; and (ii) Applicant must satisfy all requirements contemplated by these Bylaws and any CXL Policies for admission as a Member.

4.4.2 Admission as Member.

In addition to any of the other requirements of becoming a Member set forth in these Bylaws, each Applicant applying to be a Member of the Corporation may be admitted as a Member (at the applicable Member level) subject to the following additional terms and conditions:

(i) Applicant must qualify under, and once a Member must remain in compliance with, all other provisions of these Bylaws and all CXL Policies as a Member, including those applicable to its particular Member level;

(ii) Applicant's Participation Agreement must have been fully completed, signed, and properly delivered to the Corporation or its designee;

(iii) Applicant, once a Member, must pay, and continue to pay, all applicable membership dues as specified in the Participation Agreement.

4.5 Membership Fees.

The annual fees payable to the Corporation by each class of Members shall be established and may be changed from time to time by a vote of the Directors pursuant to Section 5.7.8 of these Bylaws. Initial fees, if any, shall be due and payable upon execution of a Participation Agreement according to terms defined in the Participation Agreement. In addition to the other termination provisions of Section 4.10, any Member that is delinquent in the payment of any fee(s) is subject to termination as a Member in accordance with Section 4.10.1. Notwithstanding the foregoing, the Board of Directors has the authority to reduce or waive Member fees for any Member class as it deems appropriate to support the purpose of the Corporation.

4.6 Number of Members.

Subject to the other provisions of this Section 4 of these Bylaws, including Section 4.1.1 with regards to Promoters, and the CXL Policies, there is no limit on the number of Members the Corporation may admit.

4.7 Member Roll.

The Corporation shall keep a Member roll containing the name and address of each Member, the date upon which the Applicant became a Member, and the name and contact information of one (1) individual from each Member organization who shall serve as a primary contact for the Corporation, receive all correspondence, notices and information on behalf of the Member, and then distribute such correspondence, notices and information within his or her Member organization. Termination of any Member shall be recorded in the roll, together with the date of termination of such Member. Such roll shall be kept by the Secretary of the Corporation. The Corporation shall use addresses and other contact information provided by Members on their Participation Agreements. If the address or other contact information of a Member changes it shall be the responsibility of the Member to provide the Corporation with updated information.

4.8 Non-liability of Members.

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

4.9 Non-transferability of Member Status.

All rights as a Member shall cease upon the Member's dissolution. No membership in the Corporation may be assigned (including without limitation any purported transfer to an Affiliate of the Member) without the prior written consent of the Corporation and any purported assignment without such written consent shall be null and void.

4.10 Termination of Member's Participation.

Notwithstanding anything to the contrary in the Participation Agreement, and in addition to any termination of a Member by a vote of the Board of Directors under Section 4.12 of these Bylaws, a Member shall be terminated as a Member of the Corporation upon the occurrence of any of the following events:

4.10.1 Failure to Renew Participation as a Member**.**

Upon a failure to initiate or renew Participation as a Member by paying dues on or before their due date (as set forth in the applicable Participation Agreement), such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such Member by the Corporation. A Member may avoid such termination by paying the amount of delinquent dues within the thirty (30) day period following the Member's receipt of the written notification of delinquency.

4.10.2 Termination by Member**.**

If a Member gives written notice to the Secretary of the Corporation that such Member withdraws from the Corporation, effectively immediately on the date of receipt of such notice by the Secretary of the Corporation.

4.10.3 Member's Dissolution or Merger.

In the event that two (2) or more Member entities are merged or a Member entity is acquired by another Member entity, the resulting entity shall have only one (1) membership and one (1) vote (if any voting rights apply to the applicable Member class) in all Member votes thereafter.

4.11 Effect of Member's Termination.

All rights of a Member shall cease on termination as a Member as herein provided. A Member terminated from the Corporation shall not receive any refund of dues already paid for the current dues period.

4.12 Board of Director's Right to Suspend or Terminate Members if Member Not in Compliance with Policies or No Longer Satisfies Member Qualifications or Requirements of Membership

Upon a vote of the dis-interested Director of the Board of Directors pursuant to Section 5.7.8 of these Bylaws, and after affording the Member in question the right to be heard on the applicable issue at a meeting of the Board of Directors, the Board of Directors has the option to elect to either: (i) terminate such Member as a Member of the Corporation; or (ii) suspend all or certain rights or privileges of such Member for any time period determined by the Board of Directors in the event of any one of the following events:.

(i) If the Board of Directors has determined the Member has violated any provisions of these Bylaws, the Member's Participation Agreement, any CXL Policy, or any other policies and procedures duly approved by the Board of Directors; or

(ii) If the Board of Directors has determined that a Member no longer satisfies one or more of the qualifications or requirements of being a Member of the Corporation as set forth in these Bylaws, including without limitation the qualifications and requirements set forth in Section 4.3 of these Bylaws

4.13 Use of Member Name and Corporation Trademark.

4.13.1 Members agree that, subject to the Member's company logo and/or trademark usage guidelines provided to the Corporation, the Corporation may reproduce the Member's designated company logo, company trademark, and company name on the Corporation's website and in press releases, marketing material, and other material of the Corporation for the purposes of acknowledging the Member's status as a Member of the Corporation and its Participation in the Corporation. Upon notice of termination as a Member, a Member's company name shall be removed from the Corporation's then current public lists of Members, future press releases, and any yet-to-be released marketing materials, provided, however, the Corporation shall not be required to remove the terminating Member's company logo, company trademark, or company name from already publicly released material or documentation.

4.13.2 No Member shall have any right to use the Corporation's trademarks, trade names, logos or name except in connection with such Member's Participation as a Member of the Corporation and only in accordance with the terms and conditions of all applicable CXL Policies which govern the use of the Corporation's trademarks, trade names, logos and name.

5. BOARD OF DIRECTORS

5.1 Powers.

Subject to the limitations of the Certificate of Incorporation, of these Bylaws, and of the DGCL, and subject to the duties of Directors as prescribed by these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be controlled by, the Board of Directors of the Corporation ("**Board of Directors**" or the "**Board**"). The Board of Directors shall have the power to (i) select and remove all officers, agents, employees and contractors, and to fix reasonable compensation thereof, (ii) to authorize and empower officers or agents to enter into contracts and other commitments on behalf of this Corporation, and (iii) to create committees and appoint and delegate responsibilities and authority to such committees, officers and agents.

5.2 Size and Composition; Meaning and Treatment of Directors.

5.2.1 Size of Board of Directors. The Board of Directors (each person referred to individually as a "**Director**" and collectively as "**Directors**") shall consist of a maximum of sixteen (16) Directors and a minimum of Three (3) Directors.

5.2.2 Composition of Board of Directors. Subject to the size limitations set forth in Section 5.2.1 above, the Board of Directors shall consist of the following: (i) up to nine (9) Promoter Directors appointed or elected (as the case may be) in accordance with Section 5.3; (ii) up to four (4) Contributor Directors appointed or elected (as the case may be) in accordance with Section 5.5; and (ii) up to three (3) At Large Directors elected in accordance with Section 5.6.

5.2.3 Meaning of Directors. Unless an explicit distinction is made in these Bylaws between the defined terms of Promoter Directors, Contributor Directors and At-Large-Directors, the term "**Directors**", "**members of the Board of Directors**", or "**Board of Directors**" as used in these Bylaws shall mean, in the aggregate, all of the Promoter Directors, the Contributor Directors, and the At-Large Directors.

5.2.4 Treatment of Directors. Except for the distinctions made in Sections 5.3, 5.4 and 5.5 of these Bylaws with regard to the procedure for the election of the Promoter Directors, the Contributor Directors and the At-Large-Directors, each such elected Director shall thereafter have the identical voting rights and identical privileges as a Director of the Corporation.

5.2.5 Additional Qualifications for Promoter Directors and Contributor Directors. Each Promoter Director and Contributor Directors must be an employee of a Member (including, for the avoidance of doubt, employees of the Member's Affiliates).

5.2.6 Limitations on a Member's Representation on the Board of Directors. A Member may only have one (1) employee (including, for the avoidance of doubt, employees of the Member's Affiliates) service as a Director on the Board of Directors at the same time. In the event two or more employees of the same Member (including, for the avoidance of doubt, employees of the Member's Affiliates) are appointed or elected to serve as Directors, the applicable Member will be required, upon notice by the Corporation, to effectuate the resignation of a sufficient number of that Member's employees as Directors in order to satisify the above requirements of this Section 5.2.6.

5.3 Promoter Directors.

5.3.1 Appointment of Promoter Directors by Promoters.

(1) Each Promoter, has the right to select one (1) individual (hereinafter, the "**Promoter Board Representative**") to serve as a Director on the Board of Directors (individually a "**Promoter Director**" and collectively the "**Promoter Directors**"), subject, however, to the Promoter's compliance with these Bylaws, its Participation Agreement and all CXL Policies, including without limitation the payment of its Member fees.

(2) Once elected to the Board of Directors, all Promoter Directors shall have full and complete voting rights and privileges as Directors.

(3) Each Promoter must provide written notice to the Secretary or President of the Corporation in accordance with the procedures set forth in this Section 5.3.1 of these Bylaws in order to exercise its right to select its initial (and, if applicable, any subsequent) Promoter Board Representative to serve as a Promoter Director.

(4) A Promoter and its Affiliates shall be deemed to be one (1) Promoter for determining the right to select its Promoter Board Representative to serve as a Promoter Director under this Section 5.3.1. If two (2) or more Promoter entities are merged or if a Promoter entity is acquired by another Promoter entity, the resulting or acquiring Promoter entity shall only be entitled to select one (1) individual to serve as a Promoter Director and said resulting or acquiring Promoter entity shall designate which Promoter Board Representatives will remain on the Board to serve as the Promoter Director, and the term of office of the other Promoter Director will cease immediately upon the effective date of such acquisition or merger.

5.3.2 Procedure for Appointing Promoter Directors.

(1) Each Promoter must provide the Secretary or President of the Corporation with written notice of:

(i) its initial selection of its first Promoter Board Representative pursuant to its right to select one (1) Promoter Director to serve on the Board of Directors pursuant to Section 5.3.1 of these Bylaws; and

(ii) if applicable, its decision to remove its Promoter Board Representative as a Promoter Director as well as the name of its replacement Promoter Board Representative who will serve as its Promoter Director.

(2) As of the date of the Secretary's or President's receipt of such notice from the Promoter, the following shall be deemed to automatically occur, and the Secretary or President of the Corporation shall note the following in the Corporation's official records:

(i) With regard to the notice of the initially selected Promoter Board Representative, such person will automatically be deemed to be the Promoter Director appointed by the applicable Promoter;

(ii) With regard to any subsequent notice(s) about removing and/or replacing a Promoter Board Representative:

(x) if the notice states that the Promoter is removing its then current Promoter Board Representative and the notice identifies the name of the replacement Promoter Board Representative, then the replacement Promoter Board Representative will automatically be deemed to be the new Promoter Director appointed by the applicable Promoter pursuant to Section 5.3.1 of these Bylaws; or

(y) if the notice states that the Promoter is removing its then current Promoter Board Representative, but the notice fails to clearly state the name of the replacement Promoter Board Representative, then the current Promoter Director will be deemed to have been removed without any replacement, and the position will be deemed to be vacant unless and until the Promoter provides adequate notice under this Section 5.3.2 which clearly names the replacement Promoter Board Representative that will serve as a Promoter Director pursuant to Section 5.3.1 of these Bylaws.

5.3.3 <u>Vacancy and Replacement of Promoter Directors.</u>

(1) The position of a Promoter Director selected by a Promoter pursuant to Section 5.3.1 of these Bylaws shall be deemed to be automatically vacant if any one of the following conditions occurs:

(i) whenever the individual Promoter Director resigns from the Board of Directors pursuant to Section 5.6.1 of these Bylaws or such individual Promoter Director has died;

(ii) upon any Removal of a Promoter Director by the Board of Directors pursuant to Section 5.6.2 of these Bylaws;

(iii) whenever a Promoter Director is removed by the applicable Promoter that selected such Promoter Director pursuant to the notice requirements of Section 5.3.2 of these Bylaws, but said Promoter failed to clearly state the name of the replacement Promoter Board Representative in such notice; or

(iv) if the Promoter that selected the applicable Promoter Director withdraws as a Promoter or its status as a Promoter or as a Member in general is terminated.

(2) If a Promoter Director position becomes vacant pursuant to the foregoing terms of this Section 5.3.3, such Promoter Position will remain vacant, and shall not be required to be counted for purposes of determining a quorum of the Directors or for the voting requirements of the Directors under Section 5.7.8 of these Bylaws until and until one of the following events may occur:

(i) if the applicable Promoter provides adequate notice under Section 5.3.2 of these Bylaws which clearly names the replacement Promoter Board Representative that will serve as the Promoter Director for the remainder of that Promoter's Appointment Period; or

(ii) if the Promoter Director's position became vacant because the Promoter Member that appointed such Promoter Director either withdrew as a Promoter Member or its status as a Promoter or as a Member in

general was terminated, only if a new Promoter Member, if any, is elected to replace the withdrawn Promoter Member pursuant to the provisions of Section 4.1.1(iv) of these Bylaws.

5.4 Contributor Directors.

5.4.1 Contributor Directors. Subject to the size limitations of the Board of Directors set forth in Section 5.2 of these Bylaws, up to four (4) additional Directors may be elected initially be a vote of the Board of Directors and thereafter by a vote of the Contributors, as more fully sets forth in this Section 5.4 (hereinafter referred to as the "**Contributor Director(s)**"). Once elected to the Board of Directors, all Contributor Directors shall have full and complete voting rights and privileges as a Director.

5.4.2 Election of Initial Contributor Directors by Board of Directors. The initial four (4) Contributor Directors (the "**initial Contributor Director(s)**") shall be elected to an initial term of two (2) years by a vote of the Board of Directors pursuant to Section 5.7.8 of these Bylaws Upon the expiration of said two (2) year term for each such initial Contributor Director or upon any earlier resignation, removal or death of an such initial Contributor Director, whichever occurs first, the election to fill the applicable initial Contributor Director's position shall be conducted in accordance with the nominating and voting procedures set forth in Section 5.4.3 of these Bylaws.

5.4.3 Nomination and Election of Contributor Directors; Quorum and Voting Requirements for Contributor Members in Election of Contributor Directors.

(1) Except for the initial Contributor Directors contemplated by Section 5.4.2 of these Bylaws, this Section 5.4.3 shall govern the procedure for the nomination and election of all Contributor Directors.

(2) The Board of Directors, or a committee of the Board of Directors, may call for nominations from the Contributors for individuals to run for up to four (4) Contributor Director positions. A Contributor may only nominate one (1) person for each open Contributor Director position (hereinafter, each person so nominated shall be referred to as "**Contributor Board Nominee**").

(3) At an annual meeting of the Contributors or at a special meeting called for such purpose (hereinafter referred to as the "**Contributor's Election Meeting**"), each Contributor shall be entitled to one vote in order to elect one person to be the new Contributor Director without aggregated voting pursuant to following conditions:

(i) The presence of eight (8) Contributors at the Contributor's Election Meeting shall constitute a quorum for the election of the Contributor Directors.

(ii) Contributor Directors shall be elected by a mere majority of the votes cast by the Contributors present at a Contributor's Election Meeting at which a quorum is present.

(iii) If there is an insufficient quorum at the Contributor's Election Meeting, or, even if there is a quorum but the Contributors present at the Contributor's Election Meeting cannot elect a particular Contributor Director at such meeting for any reason, then the Board of Directors has the right to vote (pursuant to Section 5.7.8 of these Bylaws) to elect the Contributor Directors from the applicable list of Contributor Board Nominees.

(iv) Except for the above requirements for the Contributor's Election Meeting, the Board of Directors shall conduct the Contributor's Election Meeting in accordance with, and as otherwise permitted by, Section 4.2.2 of these Bylaws.

5.4.4 Term of Office for Contributor Directors; Board Can Approve Staggered Terms . Subject to any vacancy under Section 5.4.5 of these Bylaws, each Contributor Director shall hold office for a period of two (2) years or until his or her successor is elected and qualified; provided, however, the Board of Directors make elect to stagger the terms of office of these Promoter Directors by providing for shorter initial terms of office.

5.4.5 Vacancy of Contributor Directors; Filling Such Vacancies

(1) The position of a Contributor Director shall be deemed to be automatically vacant if any one of the following conditions occurs:

(i) whenever the individual Contributor Director resigns from the Board of Directors pursuant to Section 5.6.1 of these Bylaws or such individual Contributor Director had died; or

(ii) upon any Removal of any such Contributor Director by the Board of Directors pursuant to Section 5.6.2 of these Bylaws.

(2) If any Contributor Director position becomes vacant pursuant to the foregoing terms of this Section 5.4.5 any such Contributor Director position will remain vacant, and shall not be required to be counted for purposes of determining a quorum of the Directors or for the voting requirements of the Directors under Section 5.7.8 of these Bylaws unless and until one of the following events occurs:

(i) The Board of Directors may, but are not required to, to fill that vacant Contributor Director position (for the remainder of the outstanding term) by a vote of Board pursuant to Section 5.7.8 of these Bylaws.

(ii) The Board of Directors, or a committee of the Board of Directors, may call for nominations from the Contributor for individuals to run as a Contributor Director in order to fill the vacant Contributor Director position (for the remainder of the outstanding term). Such election shall be governed by the terms and conditions governing the nomination and election of Contributor Directors set forth in Section 5.4.3 of these Bylaws.

5.5 At-Large Directors.

5.5.1 At-Large Directors. Subject to the size limitations of the Board of Directors set forth in Section 5.2 of these Bylaws, the Board of Directors may elect up to three (3) additional Directors (hereinafter referred to as the "**At-Large Director(s)**"). Once elected to the Board of Directors, all At Large Directors shall have full and complete voting rights and privileges as a Director.

5.5.2 Nomination and Election of At Large Directors. Any Director, or a committee of the Board of Directors, may nominate any eligible individual for election as an At-Large Director. At-Large Directors shall be elected by a vote of the Board of Directors pursuant to Section 5.7.8 of these Bylaws.

5.5.3 Term of Office for At Large Directors. Subject to any vacancy under Section 5.5.4 of these Bylaws, each At-Large Director shall hold office for a period of one (1) year or until his or her successor is elected and qualified, provided, however, the Board of Directors may in its discretion designate a shorter or longer term than one (1) year at the time of the election of each particular At-Large Director.

5.5.4 Vacancy of At-Large Directors; Filling Such Vacancies

(1) The position of an At-Large Director shall be deemed to be automatically vacant if any one of the following conditions occurs:

(i) whenever the individual At-Large Director resigns from the Board of Directors pursuant to Section 5.6.1 of these Bylaws or such individual At-Large Director had died; or

(ii) upon any Removal of any such At-Large Director by the Board of Directors pursuant to Section 5.6.2 of these Bylaws.

(2) If any At-Large Directors position becomes vacant pursuant to the foregoing terms of this Section 5.5.4, any such At-Large Director position will remain vacant, and shall not be required to be counted for purposes of determining a quorum of the Directors or for the voting requirements of the Directors under Section 5.7.8 of these Bylaws unless and until the Board of Directors elects, in its sole discretion, to vote to fill the vacant At-Large Director position.

5.5.5 No Obligation to Elect At Large Directors or Replace Vacant At-Large Director Position. For purposes of clarity, the Board of Directors is not obligated to elect At-Large Directors or, once elected, to fill any At-Large Director position that has become vacant:

5.6 Resignation of a Director; Removal of a Director by Board of Directors.

5.6.1 Resignations. Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors; provided, however, no Director may resign if the Corporation would then be left without a duly appointed Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the State of Delaware.

5.6.2 Board of Directors' Removal of a Director. A Director may be removed from the Board of Directors by a vote of the Directors pursuant to Section 5.7.8 of these Bylaws ("**Removal**") if that Director has failed to attend two-thirds (2/3) of the Board of Directors meetings over a three (3) month period, provided that the Chairman of the Board or the President can request that the above referenced number of Board meetings or period of time be extended for a particular Director. Upon any such vote by the Board of Directors, that Director's office shall be deemed to be vacant under these Bylaws.

5.7 Meetings.

5.7.1 Regular Meetings.

A regular meeting of the Board of Directors may be held prior to the annual meeting of the Corporation, either within or without the State of Delaware. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Delaware, for the holding of additional regular meetings.

5.7.2 Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of any Director or the President of the Corporation, or by the persons authorized under the DGCL to call Special Meetings of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Delaware, as the place for holding any special meeting of the Board of Directors called by them.

5.7.3 Notice for Special Meetings.

Notice shall be given to each Director of the date, time and place of any special meeting of the Board of Directors. Such notice shall be given at least 24 hours prior to the meeting by any means provided by law, including communication in person, or by other methods of delivery including, without limitation, by telephone or by voice mail, or other electronic transmission. If notice to the Director is written notice, it is effective:

(a) Only with regard to notice that is deposited in the United States mail no less than ten (10) days prior to the meeting and only if sent to an address in the United States, upon such deposit in the United States mail addressed to the Director at the Director's business address in the United States, with postage thereon prepaid; or

(b) When electronically transmitted to the Director in a manner authorized by the Director. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

5.7.4 Consent to Meetings.

The transactions of the Board of Directors at any meeting however called and noticed or wherever held, shall be as valid as though done at a meeting duly held after call and notice if a quorum is present and if either before or after the meeting each Director not present (i) signs a written waiver of notice, or (ii) signs a consent to the holding of such meeting, or (iii) approves the minutes thereof. Each Director who attends the meeting without protesting, prior thereto or at its commencement shall be deemed conclusively to have consented to the holding of the meeting and to have waived the lack of notice to such Director. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

5.7.5 Action without Meeting.

To the fullest extent permitted by the DGCL, any action that is required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing or by electronic transmission setting forth the action so taken

shall be signed by all of the Directors entitled to vote on the matter. The action shall be effective on the date when the last signature is placed on the consent or at such earlier or later time as is set forth therein. Such consent, which shall have the same effect as a unanimous vote of the Directors, shall be filed with the minutes of the corporation.

5.7.6 Conducting Meetings of Board of Directors by Telephone Conference or Similar Communications Equipment**.**

To the fullest extent permitted by the DGCL, Directors on the Board of Directors may hold a meeting of the Board of Directors by conference telephone, videoconference, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at such meeting.

5.7.7 Quorum.

Except as may be otherwise explicitly set forth in the table in Section 5.7.8 (ii) below**,** a majority of all Directors in office shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided

5.7.8 Voting and Action of Board of Directors.

(i) The act of a majority of the Directors at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a different number is provided by law, the Certificate of Incorporation, or by these Bylaws.

(ii) The table below sets forth specific acts or decisions and the number of affirmative votes required for the decision to be regarded as an act of the Board of Directors at a meeting at which a quorum is present:

Matter to be Voted On	Number of Affirmative Votes Required
1. Amendment to the Certificate of Incorporation; or Change to the Corporation's Purpose.	2/3rds of Directors in office
2. Dissolution or merger of the Corporation; or the sale, pledge or transfer of all or substantially all of the Corporation's assets.	2/3rds of Directors in office
3. Adding or eliminating classes of Members pursuant to Section 4.1	2/3rds of Directors in office
4. Approving a new entity to be a new Promoter to replace a withdrawing Promoter pursuant to Section 4.1.1(iv)	2/3rds of Directors in office
5. Suspending or terminating a Member pursuant to Section 4.12	2/3rds of disinterested Directors in office
6.Electing the initial Contributor Director pursuant to Section 5.4.2.	Majority of Directors in office
7. Electing a Contributor Director if unable to get vote of Contributor Members to do so pursuant to Section 5.4.3(3)(iii)	Majority of Directors in office
8. Filling a vacant Contributor Director pursuant to Section 5.4.5(2)(i)	Majority of Directors in office
9. Electing any At-Large Directors pursuant to Section 5.5.2.	2/3rds of Directors in office
10. Filling a vacant At-Large Director pursuant to Section 5.5.4	2/3rds of Directors in office

11. Removing any Director pursuant to Section 5.6.2.	2/3rds of disinterested Directors in office
12. Approving any Final Specifications under the IPR Policy	2/3rds of Directors in office
13. Approving any Final Specifications that is not "Backward Compatible" under, and as such term is defined in, the IPR	An "Ultra-Majority" vote as defined in the IPR Policy
14. Approving the contribution of any Final Specification to a third party standard body or consortia under the IPR Policy.	An "Ultra-Majority" vote as defined in the IPR Policy
15. Approving any "Minor Updates" to a Final Specification under, and as such term is defined in, the IPR Policy.	Majority of Directors in office
16. Amendments to the IPR Policy.	3/4th of Directors in office

5.7.9 Adjournment.

A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to meet again at another time or place. In the event a meeting of the Board of Directors is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time set for the rescheduled meeting to the Directors who were not present at the time of the adjournment.

5.7.10 Conduct of Meetings**.**

Meetings of the Board of Directors shall be presided over by the Chairman of the Board of Directors, or in his or her absence, by an acting Chairman chosen by a majority of the Directors present at that meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by such procedures as may be approved from time to time by the Board of Directors, insofar as such rules are not inconsistent with or in conflict with the Certificate of Incorporation, these Bylaws, or with provisions of applicable law. Where practical, the Board of Directors will model its procedures and actions on *Robert's Rules of Order*, although the Board shall not be required to adopt *Robert's Rules of Order* in its entirety or any part thereof.

5.8 Chairman of the Board.

The Chairman of the Board presides at all meetings of the Board of Directors, and is a voting member of the Board. The Chairman may also serve as President of the Corporation and have such other powers and duties as may be designated from time to time by the Board of Directors. The Chairman may be appointed from time to time by the Board of Directors pursuant to the vote required by Section 5.7.8 of these Bylaws. Any Director is eligible to serve as Chairman of the Board. Any removal of a Director from the Chairman position does not limit the Director's rights as a member of the Board of Directors. The Chairman of the Board shall be an officer of the Corporation under Section 6 of these Bylaws and, thus, is subject to the two (2) year term of office set forth in Section 6.2 of these Bylaws.

5.9 Board Committees of the Board of Directors.

5.9.1 Appointment of Board Committees. The Board of Directors may appoint such committees or subcommittees of the Board of Directors as the Board of Directors from time to time deems necessary or appropriate to conduct the business and further the objectives of this Corporation, including without limitation an Executive Committee (each a "**Board Committee**" and collectively the "**Board Committees**"). The creation or other appointment by the Board of Directors of any Board Committee having the authority of the Board of Directors shall be by resolution adopted by the Board of Directors. Any Board Committee having authority of the Board of Directors shall consist of two (2) or more Directors who serve at the pleasure of the Board of Directors. The Board of Directors shall retain the right to limit the powers and duties of any Board Committee that it has created and to disband any such committees in its sole discretion.

5.9.2 Powers and Authority of Board Committees. The Board of Directors may delegate to any Board Committee having the authority of the Board of Directors, any of the powers and authority of the Board of Directors in the management of the business and affairs of this corporation; provided, however, that no Board Committee may:

(i) approve or recommend the dissolution or merger of the Corporation or the sale, pledge or transfer of all or substantially all of the Corporation's assets;

(ii) elect, appoint, or remove Directors or fill vacancies on the Board of Directors or on any of its Board Committees;

(iii) adopt, amend or repeal the Certificate of Incorporation, these Bylaws, or any resolutions of the Board of Directors; or

(iv) take any other action which requires the vote of the full Board of Directors pursuant to the DGCL.

5.10 Compensation.

Directors shall serve without compensation by the Corporation.

5.11 Standard of Conduct.

A Director shall perform the duties of a Director, including duties as a member of any committee of the Board of Directors upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented: or

(b) Legal counsel, independent accountants or other professionals as to matters which the Director believes to be within such person's professional or expert competence; or

(c) A committee of the Board of Directors upon which the Director does not serve, as to matters within the committee's designated authority, which committee the Director believes to merit confidence; provided, that in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

5.12 Self-Dealing Transactions.

As used in this section, a "self-dealing transaction" is any contract or transaction (i) between the Corporation and one (1) or more of its Directors, or between the Corporation and any corporation, firm or association in which one (1) or more of the Directors or, to the best of each respective Director's knowledge at the time the contract or transaction is proposed, or thereafter, one (1) or more Members is employed or has a material financial interest, or (ii) between the Corporation and a corporation, firm or association of which one (1) or more of its directors or employees or consultants are Directors of the Corporation (collectively, "**Interested Director(s)**"). Pursuant to the DGCL, no self-dealing contract shall be void or voidable because such Interested Director(s) or corporation, firm or association is a party or because such Interested Director(s) are present at the meeting of the Board of Directors or committee which authorizes, approves or ratifies the self-dealing contract, if:

(a) Board of Directors or Committee Approval. The material facts as to the Interested Director's relationship or interest and as to the self-dealing contract are disclosed or are known to the Board of Directors or committee, and the Board of Directors or committee in good faith authorizes the self-dealing contract by the affirmative votes of two-thirds (2/3) of the disinterested Directors in office, even though the disinterested Directors be less than a quorum; or

(b) The self-dealing contract is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors or committee thereof.

5.13 Advances for Expenses.

To the extent a Director or officer of the Corporation, or other third party acting on behalf of the Corporation, is a party to an action, suit or proceeding as a result of such Director's, officer's or third party's service to the Corporation, the Corporation shall pay for or reimburse the reasonable expenses incurred by such Director, officer, or third party in advance of final disposition of the action, suit or proceeding to the fullest extent permitted by the DGCL, as it exists on the date hereof or is hereafter amended.

6. OFFICERS

6.1 Officers.

The required officers of the Corporation shall be a President and Secretary. The Corporation may have a Vice President, Treasurer, Chairman of the Board, and such other officers with such titles as may be determined from time to time by the Board of Directors. All officers shall be an employee of a Member (including, for the avoidance of doubt, employees of the Member's Affiliates), provided, however, the Secretary does not have to be an employee of a Member. One (1) person may hold two (2) or more offices except no single individual may authorize an act of the Corporation that requires the approval of two or more officers.

6.2 Election.

The officers of the Corporation shall be elected by the Board of Directors in accordance with Section 5.7.8 of these Bylaws, and each officer shall hold his or her office for a term of two (2) years, or until he or she shall resign or shall be removed or his or her successor shall be elected and qualified. The Incorporator shall designate an interim President and Secretary who will serve until the Board of Directors holds an election or before the first annual meeting, whichever comes first.

6.3 Removal and Resignation.

6.3.1 Removal.

Any officer may be removed, either with or without cause, by the Board of Directors at any regular or special meeting (subject to the rights, if any, of an officer under any contract of employment).

6.3.2 Resignation.

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

6.4 Vacancies.

A vacancy in any officer position because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such officer position.

6.5 President.

The President may serve as both the Chairman of the Board of Directors and the President of the Corporation. Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of this Corporation. The President may execute on behalf of the corporation and, when required, upon approval and at the direction of the Board of Directors, all contracts, agreements, and other instruments. The President shall have such other powers and duties as may be designated from time to time by the Board of Directors.

6.6 Secretary.

The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the Corporation, and shall deliver the annual Statement required in these Bylaws to the Board of Directors. The Secretary shall have such other powers and duties as may be designated from time to time by the Board of Directors.

6.7 Vice President.

At the discretion of the Board of Directors, the Corporation may have a Vice President. In the absence of the President or in the event of the President's death or inability to act, the Vice President (if such position has been filled by the Board of Directors at that time) shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and duties as may be designated from time to time by the Board of Directors.

6.8 Treasurer.

At the discretion of the Board of Directors, the Corporation may have a Treasurer. The Treasurer shall have overall responsibility for all corporate funds, and shall perform, or cause to be performed, the following: (a) keeping of full and accurate accounts of all financial records of the Corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; and (d) making financial reports as to the financial condition of the Corporation to the Board of Directors. The Treasurer shall have such other powers and duties as may be designated from time to time by the Board of Directors.

7. WORK GROUPS; WORK GROUP POLICY

7.1 Work Groups.

The Corporation shall have such technical groups or other work groups ("**Work Group(s)**") as may from time to time be created in accordance with the procedures of the Work Group Policy as set forth in Section 7.2 of these Bylaws. The formation, governance and dissolution of all Work Groups are subject to the terms and conditions of the Work Group Policy.

7.2 Work Group Policy.

The Board of Directors may: (i) create a policy ("**Work Group Policy**" or "**Work Group Policies**") which will govern the formation, general functions of, election of members to, dissolution, and other administration of one (1) or more Work Groups; and (ii) amend or dissolve the Work Group Policy. For the avoidance of doubt, the Work Group Policy shall state that only Members in the Promoter class and the Contributor class may have representatives on any Work Group.

8. BOARD OF DIRECTOR'S ADOPTION OF ADDITIONAL POLICIES

8.1 Adoption of Policies.

In addition to any other policies or procedures set forth in these Bylaws, the Board of Directors, by resolution, may from time to time or at any time create any additional policies or procedures which shall govern the Members or any other operation or administration of the Corporation, and may also amend or dissolve any of the foregoing policies or procedures, including without limitation the following: (a) any policy or policies governing any proprietary rights or intellectual property rights ("**IPR Policy**"); or (b) any antitrust policies, procedures or guidelines (collectively, the "**Antitrust Policy**").

8.2 Meaning of CXL Policies.

For purposes of these Bylaws, the term "**CXL Policy**" or "**CXL Policies**" means any and all policies or procedures adopted by the Corporation including without limitation (i) any Participation Policies as contemplated by Section 4 of these Bylaws; (ii) any Work Group Policies as contemplated by Section 7 of these Bylaws; (iii) any IPR Policy as contemplated by this Section 8; (iv) any Antitrust Policy as contemplated by this Section 8; and/or (v) any other policies or procedures adopted by the Board of Directors as contemplated by this Section 8.

8.3 Process for Board Adoption of Policies.

Any CXL Policies may be approved, and existing CXL Policies may be amended or dissolved, by a vote of the Board of Directors pursuant to Section 5.7.8 of these Bylaws. All CXL Policies shall be effective as of the date set forth therein and shall be applicable to all then-existing Members and all pending Applicants.

9. CONFIDENTIAL INFORMATION

All Member are obligated to comply with the confidentiality provisions set forth in the IPR Policy or any other duty of confidentiality that may now or in the future be set forth in any other CXL Policies.

10. MISCELLANEOUS

10.1 Fiscal Year.

The fiscal year of the Corporation shall start on January 1 and end on December 31 of each year.

10.2 Inspection of Corporate Records.

The books of account and minutes of the proceedings of the Board of Directors, and of any committees of the Board of Directors, shall be open to inspection at the principal office of the Corporation by each Member at any reasonable time upon the written demand of any Member. Such inspection may be made in person or by an agent or attorney, and shall include the right to make photocopies and extracts at the requesting Member's expense.

10.3 Checks, Drafts, Etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Corporation and any and all securities owned by or held by this Corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

10.4 Execution of Contracts.

The Board of Directors may authorize any officer, employee, or agent to enter into any contract or execute any contract or execute any instrument in the name of and on behalf of this Corporation and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind this Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

10.5 Corporate Loans, Guarantees and Advances.

The Corporation shall not make any advances or make any loan of money or property to or guarantee the obligation of any Director or officer, except as is expressly allowed under the DGCL and the Code.

10.6 Public Inspection and Disclosure.

The Corporation shall have available for public inspection at its principal office a copy of its three (3) most recent annual exempt organization information returns and a copy of its application for recognition of exemption and determination letter. In addition, in the event that the Corporation provides services or information to the public for a fee, and such services or information are available from the federal government free of charge or for a nominal cost, such availability shall be conspicuously disclosed in an easily recognizable format in any solicitation or offer by the Corporation.

10.7 Political Activities.

The Corporation shall not make any political expenditure or lobbying expenditure, which will result in the loss of, or otherwise adversely affect, its status as a tax exempt organization under the United States Internal Revenue Code. No substantial part of the Corporation's activities shall consist of attempting to influence legislation by propaganda or otherwise (except as provided in Section 501(h) of the Code, or any successor Section that may be hereafter enacted, if the benefits of that Section are elected) or participating directly or indirectly in, or intervening in, any political campaign on behalf of, or in opposition to, any candidate for public office..

10.8 Communication Policies.

The Corporation may make, subject to any oversight by the Board of Directors (if any), a press or other public announcement regarding any subject germane to its purposes, including without limitation identifying a Member as a Member in the Corporation provided that prior written consent is received from the particular Member before naming that Member in the applicable press release or public announcement. No Member may make a press or other public announcement which names the identities of any other Member or regarding the activities of that other Member within the Corporation unless prior written consent is received from the applicable Member named in the press release or public announcement.

10.9 Waiver of Warranties.

ALL DRAFT SPECIFICATIONS, FINAL SPECIFICATIONS, OTHER CONTENT, OTHER MATERIAL, OR ANY OTHER DELIVERABLES OF THE CORPORATION, AND ANY INTELLECTUAL PROPERTY OF THE CORPORATION THEREIN (COLLECTIVELY, "**CXL CONTENT**"), AND ANY CONTRIBUTIONS TO ANY SUCH CXL CONTENT MADE BY ANY MEMBERS OR ANY EMPLOYEES OR AGENT OF THE CORPORATION ARE PROVIDED "**AS IS**," AND WITHOUT ANY WARRANTY OF ANY KIND, INCLUDING, WITHOUT LIMITATION, ANY EXPRESS OR IMPLIED WARRANTY OF NONINFRINGEMENT, MERCHANTABILITY, OR FITNESS FOR A PARTICULAR PURPOSE.

10.10 Limitation of Liability.

IN NO EVENT SHALL THE CORPORATION BE LIABLE TO THE MEMBERS, OR THE MEMBERS LIABLE TO THE CORPORATION, IN CONNECTION WITH THE CONTRACTUAL NATURE OF THESE BYLAWS OR ANY INTELLECTUAL PROPERTY RIGHTS AGREEMENTS OF THE CORPORATION, FOR INDIRECT, INCIDENTAL, CONSEQUENTIAL, RELIANCE OR SPECIAL DAMAGES, INCLUDING, WITHOUT LIMITATION, DAMAGES FOR LOST PROFITS, EVEN IF THE OTHER PARTY HAS BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES. EACH PARTY RELEASES EACH OTHER PARTY AND ALL OF SUCH OTHER PARTY'S AFFILIATES, EMPLOYEES, AND AGENTS FROM ANY SUCH DAMAGES.

10.11 Mediation.

The parties agree to first submit any controversy or claim between any Member and the Corporation arising out of or relating to these Bylaws, or the breach thereof, to nonbinding mediation in San Jose, California USA by a mediator to be selected by the parties from a panel selected by the International Chamber of Commerce ("**ICC**") ADR Dispute Resolutions Services. The parties agree to mediate in good faith over a minimum period of thirty (30) days. Any costs or fees shall be split equally.

11. EFFECTIVE DATE AND AMENDMENTS

11.1 Effective Date.

These Bylaws shall become effective immediately upon their adoption by the Board of Directors.

11.2 Amendments.

These Bylaws may be altered, amended or repealed, or new Bylaws may be approved, only by a vote of the Directors pursuant to Section 5.7.8 of these Bylaws and effective as of the date the Board of Directors vote.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the Secretary of Compute Express Link Consortium, Inc. (the "Corporation"); and

2. That the foregoing Bylaws constitute the Bylaws of the Corporation adopted by the Board of Directors on September 10, 2019.

DATED AS OF: September 10, 2019.

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Name: Kurtis Bowman
Title: Secretary