AMENDED AND RESTATED

BYLAWS OF

RAIN ALLIANCE INC.

(A Delaware Non-Profit Corporation)

Approved by the Board of Directors: October 20, 2026

1 Definitions

"**Affiliate**" means any corporation, partnership, or other entity that, directly or indirectly, owns, is owned by, or is under common ownership with a particular entity for so long as such ownership exists. For purposes of the foregoing definition, "own," "owned," or "ownership" shall mean holding ownership of, or the right to vote, more than fifty percent (50.0%) of the voting stock or ownership interest entitled to elect a board of directors or a comparable managing authority.

"**All-But-One Vote**" means the affirmative vote of all but one (1) of those present (whether in person or via remote attendance) and eligible to vote. For clarification, an abstention, however communicated, shall not count as an affirmative vote.

"**Antitrust Policy**" shall have the meaning provided in Section 2.6.

"**Board of Directors**" (or the "**Board**") shall have the meaning provided in Section 2.2.

"**Bylaws**" means these Bylaws of RAIN Alliance Inc.

"**Chairperson**" or "**Chair**" shall have the meaning provided in Section 4.2.

"**Code**" means the Internal Revenue Code of 1986, as amended.

"**Corporation**" shall have the meaning provided in Section 2.1.

"**Director**" shall have the meaning provided in Section 2.2.

"**Majority Vote**" means the affirmative vote of more than fifty percent (50.0%) of those eligible to vote. For clarification, an abstention, however communicated, shall not count as an affirmative vote.

"**Member**" or "**Member Company**" means an entity that has joined the Corporation pursuant to these Bylaws.

"**Member Affiliate Group**" means any group or combination of Members who are Affiliates of each other.

"**Membership**" means the aggregate of all Members in all classes.

"**Membership Agreement**" means the agreement between the Corporation and a Member governing such Member's membership in the Corporation.

"**President**" shall have the meaning provided in Section 4.3.

"**Representative**" means an entity's employee, contractor, agent, or representative.

"**Secretary**" shall have the meaning provided in Section 4.4.

"**Supermajority Vote**" means the affirmative vote of at least two-thirds (2/3) of those eligible to vote. For clarification, an abstention, however communicated, shall not count as an affirmative vote.

"**Treasurer**" shall have the meaning provided in Section 4.5.

"**Voting Member**" shall have the meaning provided in Section 6.3.

"**Voting Member Representative**" shall have the meaning provided in Section 6.3.

"**Workgroup**" shall have the meaning provided in Section 3.7.

2 Name, Purposes, and Offices

2.1 Name

The name of the corporation is "RAIN Alliance Inc." and shall be referred to in these Bylaws as the "**Corporation**".

2.2 Office, Registered Agent

The principal office of the Corporation shall be located at 8 The Green, Suite #14232, Dover, Delaware 199010 USA. The board of directors of the Corporation (the "**Board of Directors**"; each member of the Board of Directors a "**Director**") may change the principal office location in its sole discretion.

Branch or subordinate offices may at any time be established, changed, or eliminated by the Board of Directors in its sole discretion.

The name and street address of the Corporation's registered agent shall be InCorp Services, Inc., 919 North Market Street, Suite 950, Wilmington, Delaware 19801, County of New Castle.

2.3 Purpose

The purposes for which the Corporation is formed is to operate as a business league not organized for profit within the meaning of Section 501(c)(6) of the Code, or any successor provision.

The specific purposes for which the Corporation is formed include, but are not limited to, accelerating the adoption of RAIN RFID technologies and related services. Specifically, the Corporation may: (a) promote awareness, education, and initiatives to accelerate RAIN technology growth and adoption in business and consumer applications worldwide; (b) develop and deliver consistent, focused messaging about the benefits of RAIN technologies to end users and consumers; (c) promote the adoption and use of RAIN technology through the hosting or attendance of conferences, creation and dissemination of whitepapers, and general promotional activities; (d) develop and maintain distinctive trademarks to create high public awareness of, demand for, and confidence in RAIN technologies and services supported by the Corporation; (e) develop, maintain, and support related technical specifications, interoperability frameworks, reference designs, and documentation of best practices; (f) petition relevant jurisdictions or agencies therein for the adoption of, and the adoption of appropriate regulations related to, RAIN technologies and services; and (g) undertake such other lawful activities as may from time to time be appropriate and approved by the Board of Directors to further the purposes and achieve the goals set forth above.

2.4 Nonprofit Status

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

The Board of Directors may, in its sole discretion, elect to seek exemption from Federal taxation for the Corporation pursuant to Section 501(a) of the Code. In the event that such exemption is sought and until such time, if ever, as such exemption is denied or lost, the Corporation shall not knowingly engage directly or indirectly in any activity that it believes would be likely to invalidate its status as an organization exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(6) of the Code. All references to the Code contained herein are deemed to include corresponding provisions of any future United States Internal Revenue Law.

2.5 Duration

The duration of the Corporation shall be perpetual, unless or until the Executive Board dissolves the Corporation pursuant to these Bylaws.

2.6 Compliance with Antitrust Laws

The Corporation shall comply with all applicable antitrust and competition laws and shall adopt and enforce an antitrust compliance policy (the "**Antitrust Policy**"). The Corporation shall conduct its affairs and activities in compliance with the Antitrust Policy, and all Members shall be required to comply with the Antitrust Policy. The Antitrust Policy may be revised by the Board of Directors from time to time pursuant to these Bylaws. The Corporation and its Members shall reasonably solicit and permit membership in the Corporation by third parties with a reasonable and legitimate interest in the purpose of the Corporation on a fair, equitable, non-discriminatory, and open basis.

3 Board of Directors

3.1 Board of Directors

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which shall be, and shall possess all of the powers of, the board of directors of the Corporation as a non-stock membership corporation under Delaware General Corporation Law. The Board of Directors may exercise all powers of the Corporation and do all such lawful acts and things except as may be limited by statute, the Certificate of Incorporation, or by these Bylaws. In all exercises of the powers provided by these Bylaws or by applicable law, the Board of Directors, and each Director, shall act reasonably and in the best interest of the Corporation, specifically including, but not limited to, the exercise of the power to budget and spend money on behalf of the Corporation.

3.2 Number of Directors, Alternate Directors

The Board of Directors shall comprise at least three (3) and no more than eleven (11) Directors.

3.3 Qualification, Election

Only employees of Members in good standing (including, but not necessarily limited to, having paid all applicable membership fees, at the full list price applicable to the relevant Membership class or pursuant to an applicable new member onboarding program expressly approved by the Board of Directors, due to the Corporation) in an eligible Member class (as determined by the Board of Directors) may serve as a Director. Each Director shall be chosen by nomination by, and a subsequent vote of, the Membership pursuant to Section 3.11 of these Bylaws.

3.4 Term

Each elected Director shall serve a two (2) year term, which begins on the first day of the calendar month following the election, or such other date as the Board of Directors may specify in the election notice.

The Board of Directors shall ensure that (i) approximately half (1/2) of the Directors are up for reelection each calendar year, and (ii) under ordinary circumstances the Membership votes for Directors once per calendar year.

3.5 Participation

Directors are expected to participate in Board meetings in person or via remote attendance.

Failure by a Director to attend two (2) consecutive meetings of the Board of Directors, and/or failure to participate materially in the business of the Board of Directors, shall trigger a performance review by the remainder of the Board of Directors and constitute resignation by such Director unless such failure is waived by a Majority Vote of the remaining Directors.

3.6 Board Member Responsibilities

Board Members approve the Alliance direction, policies and procedures; monitor the Alliance finances; ratify and monitor Alliance committees; participate in Alliance budget planning; and support the Alliance mission, vision, and values. Board Members shall:

- Attend Board meetings prepared and informed about issues on the agenda
- Conduct themselves in accordance with the best interests of the Alliance
- Consider other points of view, make constructive suggestions, and encourage and respect questions and discussions that help the Board make decisions that benefit the Alliance
- Volunteer for and willingly accept assignments, completing them properly and on time
- Serve as Alliance ambassadors, including being Alliance spokespersons when engaging the media or the public in general
- Hold each other accountable to the Board Member responsibilities
- Attend the Alliance annual meeting and volunteer to help as needed
- Recruit new Alliance members

3.7 Board Duties

The Board of Directors shall appoint the officers (as described in Article 4) on an annual basis.

The Board of Directors shall, or may delegate to the President the authority to, charter workgroups to perform Corporation activities ("**Workgroups**").

The Board of Directors shall approve associations with other industry organizations and trade groups, including setting the scope of the activity and the responsibilities of the lead person(s).

The Board of Directors may delegate tasks to any person or persons, provided that Corporation activities and affairs remain in the Board of Directors' ultimate direction. The Board of Directors shall approve the Corporation's annual budget and approve the annual plan for Corporation activities.

3.8 Board Meetings

The Board of Directors shall hold regular meetings at times and places of its choosing and may hold special meetings in its sole discretion. The Board shall keep a record of its proceedings and shall produce an annual report of its activities.

3.9 Board Committees

The Board of Directors may, in its sole discretion, establish committees to address matters of interest to the Corporation. These Bylaws anticipate, but do not require, that the Board of Directors establish at least a finance committee, a compensation committee, and a membership committee. Committee participation shall be open to all Directors except where there is conflict of interest (for example, the President may not serve on the compensation committee).

3.9.1 Nominating Committee

Notwithstanding the foregoing in Section 3.9, the Board shall maintain and support a Nominating Committee for the purpose of seeking suitable candidates for open Director seats with demonstrated potential for significant benefit to the Corporation, taking into account factors such as industry profile, relevant experience, level of influence, and other applicable criteria. The Nominating Committee shall consist of (i) the President, (ii) those Directors whose seats are not up for election in the next election cycle, and (iii) any other non-Directors (e.g., former Directors) as may be determined by the Nominating Committee. The Nominating Committee shall elect a chair from among its members, provided that the President shall act as chair pro tempore if the members have not yet elected, or choose to not elect, another chair. The membership of the Nominating Committee shall reset after each election cycle.

3.10 Quorum and Voting

In meetings held in person, any vote requires a quorum of at least fifty percent (50%) of eligible Directors to be present (in person, via remote attendance, or by proxy), except that, for a vote which requires a Supermajority Vote, a quorum of two-thirds (2/3) of eligible Directors to be present (in person, via remote attendance, or by proxy). For meetings conducted electronically, votes (including written abstentions) from at least fifty percent (50%) of the eligible Directors will be deemed to meet the quorum requirement, except that, for a vote which requires a Supermajority Vote, votes (including written abstentions) from at least two-thirds (2/3)_of the eligible Directors will be deemed to meet the quorum requirement. Votes on matters raised or discussed at a scheduled meeting of the Board of Directors (whether in-person or via remote attendance) may be taken electronically after such meeting pursuant to this Section 3.10. Votes on matters not first raised or discussed at a scheduled meeting of the Board of Directors (whether in-person or via remote attendance) are subject to the requirements of Section 3.14.

Unless otherwise stated in these Bylaws, a Majority Vote shall be required to constitute a decision of the Board of Directors.

Notwithstanding the foregoing, a Supermajority Vote of all the Directors eligible to vote shall be required to constitute a decision of the Board of Directors in the following matters:

- Changing the number of Directors;
- Changing the criteria for eligibility to become a Director;
- Defining the class(es) of Members eligible to appoint, elect, and/or nominate Directors
- Amendment of these Bylaws.

3.11 Elections

The President shall conduct elections among those Members eligible to vote for open Director positions as follows:

- At least two (2) months before a Director's term expires: the Secretary shall issue a nomination call to the Membership;

- At least one (1) month before a Director's term expires: the Secretary shall distribute candidate biographies, nominating statements, a clear indication of which candidates qualify as Systems Integrators or End Users (as defined by resolution of the Board on November 18, 2025 and duly reflected in the minutes of the Company), and initiate a confidential minimum fourteen (14)-day ballot;
- In any election in which the following are true: (i) the Company maintains the Member designations "Systems Integrator" and "End User"; (ii) the Board comprises at least nine (9) Director seats; and (iii) there are at least five (5) open Director seats to be filled in the election; then open Director seats shall be filled as follows:
    - If, among the top vote recipients, there are at least two candidates who are designated as an End User or Systems Integrator (the "**End User/Systems Integrator Candidates**"), then all of the top vote recipients shall be seated;
    - If, among the top vote recipients, there are fewer than two (2) End User/Systems Integrator Candidates, then the next-to-last and/or last (as applicable) open Director seats shall be filled by the End User/Systems Integrator Candidates with the highest number of votes, such that two seats are filled by End User/Systems Integrator Candidates;
    - If the election does not meet the criteria above, then no open Director seats shall be specifically allocated to any particular Member designation or class;
    - Beginning April 1, 2027 the number of End User/Systems Integrator Candidates to be seated pursuant to this Section 3.11 shall increase to three (3), and the process shall be modified accordingly to accommodate the increased number.
- At least two (2) weeks before a Director's term expires: The Secretary shall either (i) announce the new Director as the candidate receiving the most votes or, (ii) in the event of a draw, announce a seven (7)-day runoff among the candidates who are tied with the most votes. Subsequent runoff elections shall be conducted until one candidate receives more votes than the other(s).

Notwithstanding anything to the contrary above, the Board may, by Supermajority Vote, delay an election by up to ninety (90) days when it reasonably determines that it is in the best interest of the Corporation to do so. If, at the end of such ninety (90) day period, the Board reasonably determines that the conditions which justified the initial delay continue to apply, the Board may, by Supermajority Vote, further delay the election by an additional ninety (90) days. The terms of incumbent Directors shall be automatically extended to accommodate such delays. The Board may determine whether to shorten the new Director terms to return to a regular schedule for elections or to shift the timing of future elections to enable a full term for such new Directors.

3.12 Compensation and Expense Reimbursement.

Directors shall serve without compensation and are expected to pay their own expenses associated with attending regular Board meetings, etc. Reasonable expenses may be re-imbursed to a Director, if:

- It is not possible for a Corporation staff person to attend an event or perform a particular function and a Director steps in specifically for the purpose of representing the Corporation; and
- Apart from representing the Corporation, the Director has no other business reason to justify the expense on behalf of their own company.

Any such expense claim is to be approved by the President and the Treasurer, and does not require further Board approval.

3.13 Removal, Resignation, and Replacement

Members may remove a Director for any reason by a no-confidence vote. Such a vote must have a quorum of at least forty percent (40%) of the Membership, and a Supermajority Vote of the Membership. Removal shall be immediate.

Any Director may be removed by Supermajority Vote of all the other Directors then in office if:

- The Director engages in any conduct, either within or without the Corporation, that is contrary to (i) the interests of the Corporation; or (ii) the Antitrust Policy Statement or other policies of the Corporation; or
- The Member for whom such Director is an employee is no longer in good standing as a Member.

A Director shall automatically be removed (without need for any action by the Board of Directors) if:

- The Member for whom such Director is an employee ceases to be a Member;
- The Director ceases to be an employee of the Member which was such Director's employer when last elected to the Board of Directors.

Any Director may resign at any time upon notice to the Corporation by written notice to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

For any open Director seat, the Board of Directors may (i) designate an employee of a Member, (ii) hold a special election among the Members for a replacement Director to serve, or (iii) leave the seat open for the remaining term.

3.14 Action by Unanimous Written Consent

An action that has not been raised or discussed at a scheduled meeting of the Board of Directors but would otherwise be permitted to be taken at a meeting of the Board of Directors, may be taken without a meeting and instead taken by unanimous written consent. This consent shall set forth the action taken and be approved in writing by each Director. Approval may be signed hardcopy (including by fax) or electronic communication (including email).

4 Officers

4.1 Officers

Corporation officers shall include a President, Secretary, Treasurer, and Chairperson each appointed by the Board of Directors. The Corporation may also have, at the discretion of the Board of Directors, one or more Vice Presidents, and such other Officers with such titles, terms of office, and duties as may be determined by the Board of Directors, provided that the Chairperson may serve a maximum of two (2) consecutive terms of up to one (1) year each, and that other officer appointments shall be reviewed by the Board of Directors at least annually. Unless decided otherwise by the Board of Directors, each officer role shall be filled by a Director. One person may hold two or more offices except as may be limited by the Certificate of Incorporation or these Bylaws. Every officer shall serve at the pleasure of the Board of Directors and may be removed in the sole discretion of the Board of Directors. Notwithstanding anything to the contrary in this Section 4.1, except for the Chairperson, the Board of Directors may hire

employees, retain contractors, or otherwise appoint persons who are not Directors to act as officers and/or to carry out tasks on behalf of one or more officers.

4.2 Chairperson

The Chairperson shall have all of the powers normally associated with the role of chairperson of a board of directors and shall:

(i) Preside at all meetings of the Board of Directors;

(ii) Act as the representative of the Board of Directors in all communications with officers, Members, and third parties;

(iii) In general, perform all duties incident to the office of Chairperson and such other duties as may be required by law, by the Certificate 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.

4.3 President

The President shall have all of the powers normally associated with the role of chief executive officer and shall:

(i) Preside at all meetings of the Members;

(ii) Oversee the management of the business of the Corporation and see that all orders and resolutions of the Executive Board are carried into effect;

(iii) Execute all contracts on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation

(iv) Hire and supervise all employees of the Corporation;

(v) In general, perform all duties incident to the office of President and such other duties as may be required by law, by the Certificate 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.

4.4 Secretary

The Secretary shall have such powers and perform such duties as are incident to the office of Secretary, and shall, either directly, or, with authorization of the Board, actively supervise the performance of the following by Corporation staff or contractors:

Prepare and maintain lists of Members and their addresses, including email addresses(ii) Attend all meetings of the Board of Directors and all meetings of the Members and record all the proceedings of the meetings of the Corporation and of the Board of Directors in a book to be kept for that purpose and perform like duties for any standing Board Committees when required;

(iii) Give, or cause to be given, notice of all meetings of the Members and special meetings of the Board of Directors, and perform such other duties as may be from time to time prescribed by the Board of Directors, and be under their supervision;

(iv) Be custodian of the records of the Corporation, including these Bylaws and the Certificate of Incorporation of the Corporation, as authorized by law or the provisions of these Bylaws and to duly execute documents of the Corporation, and to maintain such records and documents at the principal office of the Corporation; and

(v) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate 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.

4.5 Treasurer

The Treasurer shall have such powers and perform such duties as are incident to the office of Treasurer; and shall, either directly, or, with authorization of the Board, actively supervise the performance of the following by Corporation staff or contractors:

(i) 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;

(ii) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever;

(iii) 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;

(iv) 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;

(v) 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 written request therefor;

(vi) 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;

(vii) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and

(viii) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Certificate 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.

5 Membership

5.1 Membership classes

The Corporation shall have such Member classes as the Board may create, and the Board may amend the rights of existing Member classes (including discontinuation of an existing Member class), in each case pursuant to these Bylaws.

5.2 Membership conditions

Any entity with a reasonable and legitimate interest in the purpose of the Corporation may become a Member by:

a) submitting a written Membership application and executing the Membership Agreement,
b) paying the dues for the applicable Member class, and
c) satisfying any other applicable conditions for the applicable Membership class as determined by the Board of Directors.

A Member shall be deemed to be in good standing provided that the Member:

(a) has paid in full the annual dues and any other applicable fees for the Membership class, as well as penalties for late payment (if any),
(b) is in compliance with the terms and conditions of the Corporation's Certificate of Incorporation, Bylaws, Membership Agreement, and Antitrust Policy, the Operating Procedures, and such other rules and policies as the Board of Directors may from time to time adopt and update, and
(c) has not been suspended or removed pursuant to this Section 5.2.

Any Member may be suspended from Membership or have its Membership terminated by the Board of Directors for failure to satisfy its obligations pursuant to the Membership Agreement (specifically including, but not limited to, payment of all applicable fees), Bylaws, Certificate of Incorporation, or Antitrust Policy or for engaging in any conduct, either within or without the Corporation, that is contrary to the interests of the Corporation. Any fees already paid shall not be refundable upon any such termination or suspension, and all fees of such Member which may be accrued and unpaid as of the date of such termination shall remain due and payable. No termination or suspension of Membership shall be effective unless the Member is provided written notice of the breach of its Membership obligations giving rise to such termination or suspension and a reasonable opportunity (not to exceed thirty (30) days) to fully cure such breach. During a suspension of membership, the suspended Member shall not be entitled to exercise any rights of Membership but shall not be relieved of any obligations under these Bylaws or such Member's Membership Agreement. The Board of Directors may approve reinstatement of a suspended Member at any time and shall do so upon such suspended Member's cure of the breach of its obligations which was the basis for its suspension.

A Member may resign as a Member at any time by sending a written notice (including email) to the President. The Corporation will not refund any portion of the Member's fees already paid, and any fees due and payable remain due and payable.

5.3 Fees, Dues and Assessments

The Board of Directors shall set dues, fees, and assessments as well as the terms of payment applicable to each Member class, provided that no assessment may exceed $2,000 per applicable Member for a single assessment, or a cumulative total of $6,000 per applicable Member for multiple assessments in a fiscal year, unless ratified by a majority vote of the applicable Member class(es) eligible to vote.

Payment is due upon approval by the Board of Directors of an entity as a Member, and at each anniversary of this approval thereafter. No portion of the yearly dues shall be refundable including for reasons of removal, a member resigning, member bankruptcy, or for any other reason.

5.4 Member Affiliates

For any Member Affiliate Group:

- Only one Member from a Member Affiliate Group may be in a Member class eligible to vote in Member ballots, though others in the Member Affiliate Group may maintain membership in a Member class not eligible to vote in Member ballots, if they are otherwise eligible for such Member class;
- Only one person from the Member Affiliate Group may serve as an Director; and
- Only one person from the Member Affiliate Group may serve as chairperson or vice-chairperson of any single Workgroup.

6 Meetings of Members

6.1 Annual and Special Meetings

Annual meetings of the Corporation shall be held at a time and places determined by the Board of Directors. Special meetings may be called by the President, Chairperson, or any two (2) Directors. The Corporation may charge attendees, including Members, a fee to offset meeting costs. Meetings may be physical (in-person) and/or via remote attendance (including by any combination of telephonic or audio conference, videoconferencing, or any other communications equipment by means of which all persons participating in the meeting can hear each other).

6.2 Meeting Notices

Meeting notices shall be delivered in writing (including email) at least thirty (30) days before an in-person meeting. The notice shall specify the meeting date, time, place, and purpose. Meeting notices may be sent by fax, mail, or email. For remote attendance meetings the notice shall be delivered no later than fifteen (15) days before the meeting.

6.3 Quorum and Voting

Each Member eligible to vote (each, a "**Voting Member**") is entitled to a single vote on any ballot. Each Voting Member shall designate, via written notice to the President, one individual as its "**Voting Member Representative**", entitled to cast the one vote in each vote put to the Membership. The Voting Member may designate, via written notice to the President, an alternative Voting Member Representative in situations in which the primary Voting Member Representative is unavailable. Only Members who are in good standing in an applicable Member class, as provided in Section 3.2, are eligible to vote.

Members must be eligible on the day a ballot opens to be eligible to cast a vote on that ballot. Members who become eligible after a ballot opens are ineligible to vote on that ballot.

The Board of Directors, the President, or a referendum supported by at least ten percent (10%) of the Voting Members may call for a vote on topics of interest or concern to the Corporation.

Any Member vote may be held electronically, with Voting Members given at least ten (10) days to cast a ballot.

In votes held in person, a quorum of at least twenty percent (20%) of eligible Voting Members must be present (in person, via remote attendance, or by proxy). For votes conducted electronically, votes (including written abstentions) from at least twenty percent (20%) of the eligible Voting Members will be deemed to meet the quorum requirement.

Unless otherwise stated in these Bylaws, the affirmative vote of more than fifty percent (50%; a "**Majority Vote**") of the eligible Voting Members present (for vote conducted in person) or of the votes (including abstentions) submitted electronically shall be required to constitute a decision of the Members. For clarification, an abstention, however submitted, shall not count as an affirmative vote.

6.4 Meeting Participation

Meeting attendance (in-person or via remote attendance) is limited to Members in good standing and subject matter experts or others invited to attend by the Board of Directors or President unless publicly announced or otherwise confirmed in writing by the President or Board of Directors. Non-Members invited to attend may, in the Board's discretion, be required to execute non-disclosure and/or other applicable agreements in order to attend.

7 Indemnification

7.1 Indemnification of Directors and Officers

To the fullest extent permitted by law, the Corporation shall indemnify and defend (including the advancement of reasonable expenses, upon approval by the Board of Directors) any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a Director or officer acting on behalf of the Corporation; and

This Section 7.1 shall not be deemed exclusive of any other provisions or insurance for the indemnification of Directors, officers, employees, or contractors or other agents that may be included in any statute, bylaw, agreement, resolution of Board of Directors, or otherwise, both as to action in any official capacity and action in any other capacity while holding office, or while an employee or agent of the Corporation.

7.2 Jurisdiction of Delaware Court of Chancery

The Delaware Court of Chancery is vested with exclusive jurisdiction to hear and determine all actions for indemnification.

7.3 Insurance

The Board of Directors may authorize the Corporation to purchase and maintain insurance, in an amount or amounts sufficient to provide for the indemnification obligations imposed on the Corporation by this Article 7, on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article 7.

7.4 Continuation of Indemnification

The indemnification provided by, or granted pursuant to, this Article 7, as well as the insurance provided by Section 7.3, shall continue as to a person who has ceased to be a Director, officer, employee, or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

7.5 Intent of Article

The intent of this Article 7 is to provide for indemnification to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware. To the extent that such section or any successor section may be amended or supplemented from time to time, this Article 7 shall be amended automatically and construed so as to permit indemnification and advancement of expenses to the fullest extent from time to time permitted by law.

8 Books and Records

8.1 Books and Records

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

8.2 Form of Records

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

8.3 Reports to Directors, Members and Others

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

9 Confidentiality

9.1 Confidential Information

"**Confidential Information**" means all information, in any form, related to or arising from the activities of the Corporation, including information disclosed by the Corporation and information which is generated in discussions among Members which is, (i) if disclosed in writing or in other tangible form, marked confidential, proprietary, or with other similar notation, (ii) if disclosed visually or in other intangible form, is identified in writing by the Corporation as confidential within fifteen (15) days of such disclosure, or (iii) disclosed under circumstances such that a Member should reasonably understand the information to be confidential. By way of example and without limitation, Confidential Information includes any and all information of the following or similar nature: membership lists, agreements and drafts of agreements, marketing plans and business plans, strategies, forecasts, financial information, budgets, and personnel and contractor information.

Each Member shall maintain the confidentiality of Confidential Information of the Corporation. Confidential Information does not include any information disclosed by a Member arising from or relating to its own business activities or goals, and each Member shall not disclose any such confidential information in connection with the activities of the Corporation.

9.2 Exclusions to Confidential Information

Confidential Information does not include information that: (a) was in a Member's possession prior to its being furnished by the Corporation, provided the source of that information was not known by Member to be subject to an obligation of confidentiality to the Corporation; (b) is now, or hereafter becomes, through no act or failure to act on the part of a Member, generally known to the public; (c) is rightfully obtained by a Member from a third party, without breach of any obligation to the Corporation; or (d) is independently developed by a Member without use of or reference to the Confidential Information.

Unless otherwise explicitly agreed and authorized in advance in writing by the President or Board of Directors, Members shall not disclose their own respective confidential information to the

Corporation or in the conduct of and/or participation of Corporation activities, and any disclosure of information by a Member not explicitly agreed and authorized as provided in this Section 9.2 shall be deemed non-confidential, and neither the Corporation nor any Member shall have any obligation under these Bylaws to maintain the confidentiality of such disclosures.

9.3 Permitted Disclosures

A Member may disclose and discuss Confidential Information with other Members and to such of Member's Representatives with a bona fide need to know such Confidential Information, but only to the extent necessary to further or carry out Member's participation in the Corporation and only if such Representatives are each (i) advised of the confidential nature of such Confidential Information and Member's confidentiality obligations under these Bylaws, and (ii) bound by a written agreement or other legally enforceable obligation of confidentiality (including, but not limited to a code of professional responsibility) which contains protections for such Confidential Information at least as strict as those in these Bylaws. Member shall be responsible for any breach of these confidentiality obligations by any of its Representatives.

9.4 Required Disclosures

A Member may disclose Confidential Information if and only to the extent such disclosure is legally required pursuant to the order of a court or government authority of competent jurisdiction, provided that such Member, to the extent legally permitted, shall provide the Corporation a reasonable opportunity to review the disclosure before it is made and to interpose its own objection to the disclosure, and shall reasonably cooperate with the Corporation, at the Corporation's sole expense in seeking an appropriate protective order to limit the scope of such disclosure.

9.5 Use

Each Member and its Representatives shall use Confidential Information solely for the purpose of constructively participating as Members in the Corporation and shall not in any way use the Confidential Information for any other purpose. Nothing in these Bylaws shall be construed as granting any rights to any Member, by license or otherwise, to any of the Confidential Information or any aspect or element thereof, including any patent, copyright, trademark, trade secret, or other intellectual property rights.

9.6 Return of Documents

Each Member shall, upon expiration or termination of such Member's Membership, immediately return to the Corporation or destroy (at the Corporation's discretion) any and all Confidential Information in Member's possession in any form, including all records, notes, and other written, printed, or other tangible materials. If Confidential Information is retained pursuant to legal or regulatory requirements, as documentary support for ongoing obligations, or as part of an automated and company-standard backup or archiving mechanism, such Confidential may continue to be retained pursuant to the terms of these Bylaws until such time as the foregoing no longer apply. Each Member shall confirm in writing its compliance with any request in writing by the Corporation under this provision. The returning or destruction of materials pursuant to this provision shall not relieve Member from its obligations of compliance with any other terms and conditions of these Bylaws.

9.7 Irreparable Harm

Each Member understands and acknowledges that any disclosure or misappropriation of any Confidential Information in breach of these Bylaws may cause the Corporation irreparable harm, the amount of which may be difficult to ascertain, and therefore agrees that the Corporation shall have the right to seek from a court of competent jurisdiction specific performance and/or an order restraining and enjoining any such actual, threatened, or further disclosure or breach and for such other relief as the Corporation shall deem appropriate. Such right of the Corporation is to be in addition to the remedies otherwise available to the Corporation at law or in equity.

9.8 Survival

Each Member's confidentiality obligations hereunder shall survive expiration or termination of such Member's Membership for a period of five (5) years.

10 Use of Funds, Dissolution

10.1 Fiscal Year

The fiscal year of the Corporation shall begin on January 1 of each calendar year, unless changed by resolution of the Board of Directors.

10.2 Use of Funds, Distributions

The Corporation shall use its funds solely to accomplish the objectives and purposes specified in these Bylaws and the Certificate of Incorporation and no part of the Corporation's funds shall inure, or be distributed, to Members as a dividend, profit, distribution, or other similar benefit to a Member, provided that Members who are employees or contractors of the Corporation shall be entitled to appropriate reasonable compensation according to the terms of such employment or contract.

10.3 Reserves

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

10.4 Dissolution

The Board of Directors may dissolve the Corporation upon an All-But-One Vote of the Board of Directors.

Upon dissolution of the Corporation by the Board of Directors pursuant to these Bylaws, all remaining cash after liquidation and satisfaction of debts shall be contributed to another appropriate 501(c)(6) entity to be determined by the Board of Directors.

11 General Provisions

11.1 Order of Business

The order of business at any meetings conducted under these Bylaws shall be as determined by the presiding officer (including the chairperson of the applicable Committee or Working Group),

but the order of business to be followed at any meeting at which a quorum is present may be changed by a Majority Vote of the Members present and participating with a right to vote. Matters of procedure may be guided by recourse to the then most current edition of *Robert's Rules of Order*.

11.2 Notice

(a) Whenever, under the provisions of law, or of the Certificate of Incorporation or these Bylaws, written notice is required to be given to any Director or Member, such notice may be given by mail, addressed to such Director or Member, at his, her or its address as it appears on the records of the Corporation, with postage thereon prepaid. Unless written notice by mail is required by law, the Certificate of Incorporation or another provision of these Bylaws, and subject to the provisions below relating to notice by electronic transmission to Members, written notice may also be given by electronic mail, telecopy, commercial delivery service, or similar means, addressed to such Director or Member at his, her or its address as it appears on the records of the Corporation.

(b) Without limiting the foregoing, the Corporation adopts electronic mail as its principal source of communication with its Members. Each Member acknowledges and agrees that the Corporation shall not be under any obligation (except as required by law or these Bylaws) to send any notice to any Member by any means other than electronic mail, and it is therefore the responsibility of each Member to avail itself of and make such arrangements as may be necessary to receive notice in such fashion, including providing the Corporation with the name and electronic email address of at least one contact person for receiving notices and other communications from the Corporation, and keeping such information updated during the term of membership of such Member.

11.3 Conflicts of Interest

Should a Director or officer have an employment-related, financial, personal, or other interest in any transaction or matter coming before the Board of Directors then such Director or officer shall (i) fully disclose the nature of such conflict to the Board of Directors, and (ii) not vote on or attempt to influence any Director's vote on such transaction or matter.

Any transaction or matter in which a Director or officer has an employment-related, financial, personal, or other interest must be ratified by the non-interested Directors.

Payments, compensation, or other remuneration paid to any officer or other contractor to the Corporation shall be reasonable and shall not exceed fair market value.

11.4 Amendments

The Board of Directors may amend these Bylaws by Supermajority Vote.

11.5 Severability

If any word, clause or provision of these Bylaws shall for any reason be determined to be invalid, the provisions hereof shall not otherwise be affected thereby but shall remain in full force and effect.

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