

Doc. B/02

24 Oct 03

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4 Apr 07

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**BYLAWS
OF
ADVANCED TELEVISION SYSTEMS COMMITTEE, INC.**

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OF
ADVANCED TELEVISION SYSTEMS COMMITTEE, INC.**

(Incorporated under the District of Columbia Nonprofit Corporation Act on January 3, 2002 and herein referred to as the “Corporation”)

ARTICLE I. SCOPE

Section 1.1. Purpose.

The purpose of the Corporation is to explore the need for and, where appropriate, to coordinate development, implementation and promotion of voluntary technical Standards for advanced television systems. For purposes of the Corporation’s work, advanced television systems shall include systems for the generation, distribution and reception of improved or enhanced analog and digital television, including standard-definition television, high-definition television, and data services. Hereinafter, such systems are referred to as “Advanced Television Systems.”

Section 1.2. Background.

The responsibility for the development of technical standards in the field of television, at least in the United States, traditionally fell within the purview of the member organizations of the Joint Committee on Inter-Society Coordination (“JCIC”), which is composed of the Consumer Technology Association, the Institute of Electrical and Electronics Engineers, the U.S. National Association of Broadcasters, the U.S. National Cable and Telecommunications Association, and the Society of Motion Picture and Television Engineers. The JCIC chartered the Advanced Television Systems Committee (“ATSC”) in 1982. The JCIC member organizations recognized that the initial development of voluntary national technical standards for Advanced Television Systems called for a single responsible party whose membership was open to JCIC member organizations, as well as other entities eligible for membership. The JCIC established the ATSC in the belief that the prompt, efficient and effective development of a coordinated set of standards was essential to foster new generations of television service. The Corporation has been formed to continue and further the activities of ATSC.

Section 1.3. Standards Development.

Proposed Standards, Recommended Practices, or Technology Group Reports may be developed by the Corporation, by member organizations of the JCIC, or by other existing standards organizations. The Corporation’s primary objective shall be the exploration of the need for and, where appropriate, the development of voluntary Standards, Recommended Practices, or Technology Group Reports for Advanced Television Systems. In developing such documents, the Corporation shall take due regard for any relevant existing practices or standards, as well as other standardization organizations and activities. The Corporation shall first consider requesting that these activities be undertaken by member organizations of the JCIC or by other existing standards developers, but will also consider assignments to Technology Groups of the Corporation. Requests for standards development made to member organizations or others may require special conditions or procedures. When the Corporation believes it is necessary to assign conditions to the development of standards, it will negotiate the requirements with the member organization or other existing standards organizations.

Section 1.4. International Coordination.

The Corporation shall also develop proposed national positions or, where possible, a single position for presentation to the appropriate governmental executive departments and regulatory agencies for purposes of developing a position within the International Telecommunication Union (“ITU”) and with other international organizations as appropriate.

Section 1.5. Government Coordination.

The Corporation shall encourage the participation of those executive departments and independent regulatory agencies of the appropriate national governments that may have an interest in the work of the Corporation.

Section 1.6. Standards Organizations and Regulatory Bodies.

Where useful and appropriate, the Corporation shall submit its voluntary Standards, Recommended Practices or Technology Group Reports to appropriate national and international standards bodies and regulatory agencies for consideration.

ARTICLE II. DUE PROCESS AND OPENNESS

Section 2.1. Due Process and Openness.

In accordance with the guiding principles of due process, substantive fairness, and openness, the Corporation shall keep at its principal office in the District of Columbia written or electronic records of account, minutes of all proceedings of the Corporation and of its Board of Directors, committees, Technology Groups, Specialist Groups and other groups, and a record of the names and addresses of its members entitled to vote. Such records may be inspected at any reasonable time by any member of the Corporation and for good cause by any interested party. All parties with a direct and material interest in the work of the Corporation shall, upon request, be afforded a reasonable opportunity to be heard on issues before the Corporation, either orally or in writing, as circumstances warrant. The proposals, views, comments, written objections and grievances of all interested parties shall be given consideration by the Corporation in timely fashion, and an effort to resolve all expressed objections shall be made. Records shall be kept concerning any such actions.

ARTICLE III. MEMBERSHIP

Section 3.1. Classes of Membership.

As provided in the Articles of Incorporation, there shall be two classes of members of the Corporation: the Voting Class and the Observer Class. Members of the Voting Class are herein referred to as “Voting Members,” and members of the Observer class are herein referred to as “Observers.”

Section 3.2. Charter Members.

As the founders of the ATSC, the predecessor to the Corporation, and because of their direct interests in Advanced Television Systems and upon their assurance that they will participate actively in the work of the Corporation and bear an appropriate share of the Corporation’s expenses through payment of dues, each member organization of the JCIC shall be a Voting Member of the Corporation without further application.

Section 3.3. Qualifications for Voting Members.

Membership in the Voting Class shall be open to:

- (a) any corporation or other business entity having a commercial interest directly and materially affected by the work of the Corporation,
- (b) any non-profit organization whose members or activities are directly affected by the work of the Corporation, and
- (c) government entities whose participation would be focused on potential usage of the Corporation's technical standards, but not to government entities focused on policy making, provided that each such entity or organization in (a), (b) and (c) above has:
 - i. the qualifications and willingness to participate actively in the work of the Corporation,
 - ii. the willingness to bear its appropriate share of the expense incurred in the work of the Corporation, through payment of dues, in accordance with the Articles of Incorporation and these bylaws, and
 - iii. the willingness to act in accordance with the rules of the Corporation as defined in these bylaws and other policies as established by the Board of Directors.

Each organization, including each distinct division of an otherwise eligible organization, may apply for full membership in the Voting Class if that organization can demonstrate:

- a) a direct and material interest that is independent of the interests of other Voting Members of the Corporation and other organizations applying for membership, and
- b) that the organization has the authority to make decisions that are independent of other Voting Members of the Corporation and other organizations applying for membership in the area of the Corporation's activities in which its interests lie.

Section 3.4. Application for Membership.

A request for membership in the Corporation shall be submitted on a completed Corporation membership application form to be made available on the ATSC website. On the application, the applicant shall indicate the applicant's direct and material interest in the Corporation's work, its qualifications and willingness to participate actively in the Corporation's work, and its willingness to meet its obligations under the Articles of Incorporation and bylaws of the Corporation, including its obligation to bear an appropriate share of the Corporation's expenses.

Section 3.5. Processing of Applications and Addition of New Members.

The President of the Corporation shall evaluate applications for membership to ensure that the applicant meets the qualifications for membership in the Voting Class set forth in Section 3.5 of these bylaws for which such applicant is applying.

If it is stated by the President of the Corporation that the applicant does meet the qualifications for membership in the Voting Class, the applicant shall become a Voting Member 5 working days following submission of its application to the Board of Directors unless a member of the Board of Directors indicates that it objects to admission of the applicant. If such objection is raised, the application shall be put to a vote of the Voting Members. The applicant shall become a member of the Voting Class upon the affirmative vote of a majority of the Voting Members voting, excluding abstentions.

If the President determines that the applicant does not meet the qualifications for membership in the Voting Class and the applicant wishes to appeal this decision, then the application shall be put to a

vote of the Board of Directors. The applicant shall become a member of the Voting Class upon the affirmative vote of a majority of the Board of Directors voting, excluding abstentions.

Section 3.6. Observers.

Any individual, or any entity not eligible for membership in the Voting Class having an interest in the Corporation's work and willing to bear its appropriate share of the expenses of the Corporation, may be accorded a membership in the Observer Class unless the President recommends, and the Board of Directors by affirmative majority vote excluding abstentions, determine, that the work of the Corporation would be adversely affected thereby. The Board of Directors shall establish an assessment schedule, or dues structure, requiring Observers to pay reasonable dues in accordance with Article VIII these bylaws. Listed Observers shall be advised of Corporation activities, may attend meetings, and may submit comments for consideration, but shall have no vote other than Specialist Group decisions pursuant to Section 10.5.

Section 3.7. Financial Obligations.

In submitting an application for membership as a Voting Member or an Observer of the Corporation, the applicant shall disclose sufficient, accurate financial information to enable the officers of the Corporation to determine its appropriate membership dues according to the approved dues structure. Dues shall be invoiced by the President of the Corporation or his or her designee in accordance with policies established by the Board of Directors.

Section 3.8. Termination of Participation.

Whenever a Voting Member or Observer is found in default of its financial or other obligations to the Corporation, as set forth in the Articles of Incorporation, in these bylaws, or policies established by the Board of Directors, the President of the Corporation shall take appropriate action which may include termination of Voting Member or Observer status. Voting Members and Observers shall be accorded an opportunity to appeal the decision to the Board of Directors which may take such action as may be appropriate. Voting Member or Observer status may also be terminated upon the affirmative vote of two-thirds of the Voting Members voting, excluding abstentions. Alternatively, a Voting Member or Observer may voluntarily resign.

Section 3.9. Roster.

The Secretary shall maintain a current and accurate roster of Voting Members and Observers, and shall provide an updated roster periodically to members of both the Voting Class and the Observer Class.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1. General.

The activities and affairs of the Corporation shall be managed under the direction of its Board of Directors. The Board of Directors may exercise all administrative powers of the Corporation and function on behalf of the Corporation in accordance with the provisions of these bylaws and as the Corporation from time to time may require.

Section 4.2. Number of Directors.

The number of directors of the Corporation shall be fifteen, or such other number as is determined from time to time by amendment of the bylaws pursuant to Section 14.2. Five of the fifteen directors shall be appointed by JCIC member organizations as per Section 4.4. The remaining ten directors shall be elected in accordance with the nomination process set forth in Section 4.5 and the election process set forth in Section 4.7.

Section 4.3 Qualification of Directors

Directors are required to be bona fide employees or officers of Voting Members of the Corporation, and are to be supported in their work by the organization they represent. Directors are not required to be residents of the District of Columbia.

Section 4.4. Appointment of Directors.

JCIC member organizations, viz., the Consumer Technology Association, the Institute of Electrical and Electronics Engineers, the U.S. National Association of Broadcasters, the U.S. National Cable and Telecommunications Association, and the Society of Motion Picture and Television Engineers, shall each have the option to appoint one director to the Board of Directors of the Corporation. Directors so appointed shall serve indefinitely until their successors are appointed and shall qualify.

Section 4.5. Nomination of Directors.

With the exception of the five directors appointed by the JCIC member organizations in accordance with Section 4.4, the remaining members of the Board of Directors shall be elected from among candidates nominated by a Nominating Committee. The Chairperson of the Board of Directors shall also be elected from among candidates nominated by a Nominating Committee.

Each year, the Board of Directors shall appoint a Nominating Committee of eleven members, all of who shall be representatives of Voting Members. These shall include the five representatives of the JCIC members, up to three directors and at least three Voting Member representatives whom are not directors. The Nominating Committee shall nominate at least one candidate for each vacancy on the Board of Directors. Candidates for the Board of Directors must be qualified in accordance with Section 4.3. Candidates shall be nominated with due regard for their company affiliation. No Voting Member shall have more than one representative who is elected by the Voting Members on the Board of Directors at any given time, it being understood that directors appointed by the JCIC member organizations in accordance with Section 4.4 shall not be deemed elected by the Voting Members for purposes of this sentence.

The Nominating Committee shall also nominate at least one Chairperson of the Board of Directors.

Section 4.6. Chairperson of the Board.

On an annual basis, the Board of Directors shall elect a candidate nominated for the position in accordance with Section 4.5, to serve as Chairperson of the Board of Directors. The Chairperson of the Board shall be elected by the affirmative vote of a majority of members of the Board of Directors voting by confidential ballot administered by an independent organization.

The Chairperson of the Board of Directors shall preside at all meetings of the Corporation and the Board of Directors, shall retain legal counsel, if necessary, subject to the prior approval of a majority of the Board of Directors, and have such other powers and duties as prescribed by the Board of Directors. The Chairperson of the Board of Directors shall not be an employee of or a paid consultant to the Corporation, and shall be fully supported in his or her work for the Corporation by the Voting Member whom he or she represents. The Chairperson of the Board shall serve a term of one year and may only serve three consecutive terms. Should the Chairperson of the Board resign a new Chairperson of the Board of Directors shall be elected in the manner set forth above for election of a Chairperson of the Board of Directors. In no case shall the Chairperson of the Board serve more than three consecutive terms. Service as Chairperson of the Board of Directors shall count towards the term limitations as a Director in accordance with Section 4.6. The Chairperson's term cannot be extended if it would mean the extension of their service as a Director beyond the term limitations described in Section 4.6.

Section 4.6.1 Vice-Chairperson(s).

The Board of Directors may elect by majority vote excluding abstentions, up to two Vice-Chairpersons. In the absence of the Chairperson, a Vice-Chairperson may chair meetings of the Board of Directors. A Vice-Chairperson may take on other responsibilities as delegated by the Chairperson. Vice-Chairpersons shall serve one-year terms.

Section 4.7. Election of Directors.

With the exception of those directors appointed by JCIC member organizations, directors shall be elected each year from among those candidates nominated by the Nominating Committee at the annual meeting of members of the Corporation or by letter ballot in accordance with Article XI by the affirmative plurality vote of the Voting Members voting, excluding abstentions. Those candidates receiving the highest number of votes shall fill the open positions so long as each receives the affirmative vote of a minimum of fifteen percent of the eligible Voting Members. In the event all open positions are not filled by the election, a run-off election shall be organized by the Nominating Committee for those positions not filled in the original vote in accordance with the preceding sentence. Directors so elected shall serve three-year terms and may only serve two consecutive terms. Service of less than one year as a mid-term vacancy replacement on the Board of Directors pursuant to Section 4.9 below shall not be considered service of a term for the purposes of the consecutive term limitation.

Section 4.8. Removal of Directors.

Any director of the Board of Directors may be removed from office as a director at any time with or without cause by the affirmative vote of a majority of Voting Members voting, excluding abstentions, at a duly called special meeting of the members of the Corporation or at the annual meeting of the members of the Corporation or by letter ballot in accordance with Article XI.

Section 4.9. Vacancies.

Any vacancy occurring in a JCIC-appointed director position shall be filled by the appropriate JCIC organization. Any vacancy occurring in an elected director position may be filled by the Board of Directors by appointing a director to complete the unexpired term. Alternatively, the Board may allow the position to remain vacant to be filled during the next annual election cycle as described in Section 4.7. A director appointed by the Board to fill a vacancy must be qualified in accordance with Section 4.3 and candidates shall be considered with due regard for their company affiliation. The Board shall not appoint a director to fill a vacancy from a Voting Member that has an existing representative on the Board of Directors.

ARTICLE V. COMMITTEES

Section 5.1. General.

The Board of Directors may, by resolution, form administrative, advisory and/or liaison committees, and appoints such Corporation members thereto, as it deems appropriate, subject to applicable law.

Section 5.2. Executive Committee.

The Board of Directors, by resolution adopted by a majority of the members of the Board of Directors, may provide for an Executive Committee of two or more directors. If provision is made for an Executive Committee, the members thereof shall be elected by the Board of Directors to serve at the pleasure of the Board of Directors. During intervals between meetings of the Board of Directors, the Executive Committee shall possess and may exercise such powers in the management of the affairs of the Corporation as may be authorized by the Board of Directors. All action by the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action, and shall be subject to revision and alteration by the Board of Directors.

Section 5.3. Budget and Finance Committee.

The Board of Directors, by resolution adopted by a majority of the Board of Directors, may provide for a Budget and Finance Committee of two or more directors. If provision is made for a Budget and Finance Committee, the members thereof shall be elected by the Board of Directors to serve at the pleasure of the Board of Directors. During intervals between meetings of the Board of Directors, the Budget & Finance Committee shall possess and may exercise such powers in the financial affairs of the Corporation as may be authorized by the Board of Directors. The Budget and Finance Committee will prepare on an annual basis a proposed budget to cover the activities of the Corporation in accordance with Article VIII of the bylaws. All action by the Budget and Finance Committee shall be reported to the Board of Directors at its meeting next succeeding any action by such committee, and shall be subject to revision and alteration by the Board of Directors.

ARTICLE VI. TECHNOLOGY GROUPS; SPECIALIST GROUPS; OTHER GROUPS AND COMMITTEES

Section 6.1. Technology Groups.

The Board of Directors may, by resolution, recommend to the Voting Members of the Corporation, at the annual meeting of the members of the Corporation, at a duly called special meeting, or by letter ballot in accordance with Article XI, the formation of one or more Technology Groups to facilitate the technical work of the Corporation in the development of draft Standards. The formation and later dissolution of such Technology Groups shall require approval by the affirmative vote of a majority of the Voting Members of the Corporation voting at such meeting or by letter ballot (as described in Section 11.1), as the case may be, excluding abstentions. The scope and duties of a Technology Group and any subsequent changes in such scope or duties shall be approved by the Voting Members in the same manner.

The recommendation to form each Technology Group shall clearly state whether:

- (a) The Technology Group is responsible for the initial formulation of one or more draft Standards or for proposals for substantive changes in any existing Standard, and for soliciting comments, views, and objections relating thereto; or
- (b) The Technology Group is responsible for assisting the Corporation in some other fashion (e.g., drafting responses to comments, drafting positions on international standards, or performing purely advisory functions).

A chairperson shall be appointed for each Technology Group by the Chairperson of the Board of Directors and confirmed by majority vote of the Board of Directors. The chairperson of a Technology Group must be a representative of a Voting Member of the Corporation. A chairperson of a Technology Group may serve up to three consecutive years. The Chairperson of the Board of Directors, with confirmation by majority vote of the Board of Directors, may extend the length of service of a Technology Group chairperson for up to two one-year terms.

Section 6.1.1. Membership of Technology Groups.

Any Voting Member of the Corporation with a bona fide interest in the work of a particular Technology Group shall be entitled to membership thereon and shall be accorded such status unless the Chairperson of the Board recommends, and the Board of Directors by majority vote determines, that the work of the Technology Group would be adversely affected thereby.

Section 6.1.2. Observers of Technology Groups.

Any Voting Member or Observer of the Corporation with a bona fide interest in the work of a particular Technology Group may request to be listed as an observer of such Technology Group, and shall be accorded such status unless the Chairperson of the Board recommends, and the Board of Directors by majority vote determines, that the work of the Technology Group would be adversely affected thereby. Listed observers shall be advised of Technology Group activities, may attend meetings, and may submit comments for consideration, but shall have no vote on Technology Group decisions.

Section 6.1.3. Technology Group Membership Roster.

The Secretary of the Corporation shall keep an accurate roster of the members of each Technology Group. The Secretary shall periodically notify the Corporation of the membership of each Technology Group. The chairperson of each Technology Group shall keep an accurate list of attendees at meetings to submit to the Secretary for the record and in order to track voting eligibility.

Section 6.2. Specialist Groups.

Any Technology Group may, upon affirmative majority vote of its members, establish various Specialist Groups for the purpose of drafting Standards, Recommended Practices and Technology Group Reports. Chairpersons of Specialist Groups shall be appointed by and shall serve at the discretion of the chairperson of the parent Technology Group. Membership shall be open to Voting Members and Observers of the Corporation and other persons with a direct and material interest in the work of the Specialist Group who are willing to participate actively and to provide technical expertise. Individuals interested in Specialist Group membership shall notify the chairperson of such Specialist Group in writing or by electronic mail (e-mail). The chairperson of each Specialist Group shall maintain a roster of members, which will be available at each meeting.

Section 6.3. Other Groups and Committees.

Groups and committees other than Technology Groups and Specialist Groups may be formed, and members appointed thereto, by the Board of Directors, the Chairperson of the Board of Directors, Chairperson of a Technology Group or Chairperson of Specialist Group as follows:

- (a) The Board of Directors, by a resolution adopted by a majority of directors, may form groups to act as liaisons with national or international standards bodies;
- (b) The Chairperson of the Board of Directors by resolution adopted by a majority of the directors, or the Voting Members of the Corporation upon affirmative majority vote of Voting Members voting, excluding abstentions, may establish such advisory groups as may be appropriate to the work of the Corporation;
- (c) Any Technology Group may, upon affirmative majority vote of its members, establish such subgroups or subcommittees as may be useful to its work;
- (d) A Technology Group Chairperson may form ad hoc groups to study, analyze and make recommendations concerning specific issues;
- (e) A Specialist Group Chairperson may form ad hoc groups to study, analyze and make recommendations concerning specific issues;
- (f) The Board of Directors, by a resolution adopted by a majority of directors, may form one or more Implementation Teams to provide a venue for industry discussions of issues related to implementation of ATSC Standards. Implementation Teams may address business, regulatory and technical requirements for successful roll-out of new standards as determined by the Board of Directors and reflected in the authorizing resolutions. Participation in Implementation Teams is open to all interested organizations offering or planning to offer services or products relating to a given ATSC Standard, subject to conditions as determined by the Board of Directors. Participants must abide by rules for operation of Implementation Teams as determined by the Board of Directors. Implementation Teams shall not develop Standards or Recommended Practices.
- (g) The Board of Directors, by a resolution adopted by a majority of directors, may form one or more Planning Teams to provide a venue for industry discussions of issues related to planning future or expanded activities of ATSC. Planning Teams may consider technical feasibility and market requirements to explore areas of industry interest as determined by the Board of Directors and reflected in the authorizing resolutions. Participation in Planning Teams is open to all interested parties that are eligible to participate in Technology Groups as described herein, subject to conditions as determined by the Board of Directors. Participants must abide by rules for operation of Planning Teams as determined by the Board of Directors. Planning Teams shall not develop Standards or Recommended Practices.

ARTICLE VII. OFFICERS

Section 7.1. Executive Officers.

The Executive Officers of the Corporation shall be a President, such number of Vice Presidents as the Board of Directors may determine, a Secretary and a Treasurer.

Section 7.2. President.

The President shall be the Chief Operating Officer of the Corporation. He or she shall have general charge and supervision of the operations of the Corporation and shall have such other powers and

duties of management as from time to time may be assigned to him or her by the Board of Directors. The President shall be elected or appointed by a majority vote of the Board of Directors for a term of one year. The President shall serve as secretary to the Board of Directors and attend its meetings, but shall have no vote.

Section 7.3. Vice Presidents.

The Corporation may have one or more Vice Presidents, including Executive and Senior Vice Presidents, as appropriate and elected or appointed by a majority vote of the Board of Directors for a term of one year. The Vice Presidents shall perform such duties as from time to time may be assigned to them by the President.

Section 7.4. Secretary.

The Corporation shall have a Secretary. The Secretary shall attend all meetings of the members of the Corporation and record all votes and minutes of proceedings; shall see that all notices of such meetings are duly given in accordance with the bylaws of the Corporation, or as required by law; shall be custodian of the Corporate seal; shall see that the Corporate seal is affixed to all documents, the execution of which, on behalf of the Corporation, under its seal, is duly authorized, and when so affixed may attest the same; and in general, perform all duties incident to the office of a secretary of a corporation and such other duties as from time to time may be assigned to the Secretary by the Chairperson of the Board of Directors. The Secretary shall be elected or appointed by a majority vote of the Board of Directors for a term of one year.

Section 7.5. Treasurer.

The Corporation shall have a Treasurer. The Treasurer shall have charge of and be responsible for all funds, receipts, and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all monies or other valuable effects in such banks, trust companies, or other depositories as shall, from time to time, be selected by the Board of Directors; and in general, shall render such reports and perform such other duties incident to the office of a treasurer of a corporation, and such other duties as from time to time may be assigned to him or her by the President. The Treasurer shall be elected or appointed by a majority vote of the Board of Directors for a term of one year.

Section 7.6. Other Officers and Agents.

The Board of Directors may create such other officers and appoint or provide for the appointment of such other officers and agents as it shall deem necessary.

Section 7.7. Compensation.

The Board of Directors shall have the power to fix the compensation of all officers and employees of the Corporation.

Section 7.8. Removal.

Any officer of the Corporation may be removed by the Board of Directors if such removal is determined in the judgment of the Board of Directors to be in the best interests of the Corporation.

ARTICLE VIII. BUDGET AND EXPENSES

Section 8.1. Formulation and Adoption.

The Budget and Finance Committee shall, on an annual basis, formulate and deliver to the Board of Directors a proposed budget to cover the activities of the Corporation. The proposed budget shall be considered, modified if necessary, and approved by a majority of the Board of Directors.

Section 8.2. Changes in the Budget.

Changes in the budget may be proposed at any time by the Chairperson of the Board of Directors, by motion of the Board of Directors, or by petition of at least 15 percent of the Voting Members of the Corporation. Proposed changes shall be submitted to the Board of Directors and acted upon in the same manner described in Section 8.1.

Section 8.3. Financial Management.

The Board of Directors and officers of the Corporation shall administer the work of the Corporation in a manner such that its financial results conform to the Corporation's approved annual budget. The Board of Directors and officers shall, where possible, seek out voluntary contributions of money, goods, and services in order to hold the expenses of the Corporation to a minimum. In so doing, however, the Board of Directors and the officers shall take care to avoid creating the impression that any person or entity, not a Voting Member of the Corporation, that provides a voluntary contribution is entitled to vote in the affairs of the Corporation.

Section 8.4. Cost Sharing.

Each Voting Member and Observer shall be responsible for its appropriate share of the expenses involved in carrying out the work of the Corporation that is set out in the approved annual budget. The Board of Directors shall establish an assessment schedule, or dues structure, for contributions from each Voting Member and Observer, but may exempt invited Observers from such assessments. Such assessment schedule is subject to approval by a majority of the Board of Directors. In accordance with Section 3.8 of these bylaws, the Board of Directors shall establish policies regarding actions to be taken in cases where a Voting Member or Observer is found in default of its financial obligations to the Corporation.

Section 8.5. Distribution on Dissolution.

Upon dissolution of the Corporation in accordance with the Articles of Incorporation and Section 15.2 of these bylaws, the Treasurer shall dispose, by means of a pro rata distribution to the membership in the manner set forth in these bylaws and approved by the Board of Directors, all funds remaining after subtraction of an amount necessary to cover all outstanding liabilities and projected expenses.

ARTICLE IX. MEETINGS

Section 9.1. Annual Meeting of Members.

An annual meeting of all members of the Corporation shall be held at a time and place to be announced in the notice of the Corporation's annual meeting.

Section 9.2. Special Meetings of Members.

Special meetings of the members of the Corporation may be called by the Chairperson of the Board of Directors, by the Board of Directors, or by petition of at least 15 percent of the Voting Members of the Corporation for any purpose set forth in these bylaws, including to amend the Corporation's Articles of Incorporation or bylaws, to dissolve the Corporation, to form Technology Groups, or to elect or remove officers or directors. Special meetings may also be called for the purpose of conducting business such as making assignments, receiving reports, considering draft Standards, resolving differences among Technology Groups and subgroups, and considering views and objections from any source.

Section 9.3. Meetings of Board of Directors.

Meetings of the Board of Directors may be held at such time or place and upon such notice as provided by resolution of the Board of Directors.

Section 9.4. Meetings of Committees of the Board of Directors.

Each committee of the Board of Directors shall establish its own rules of procedure consistent with those established by the Board of Directors and with these bylaws, and shall meet as provided by those rules or upon resolution of the Board of Directors.

Section 9.5. Meetings of Technology Groups.

Each Technology Group shall establish its own rules of procedure consistent with those established by the Board of Directors and with these bylaws, and shall meet as provided by those rules or upon resolution of the Board of Directors. A meeting of a Technology Group may also be called by the chairperson of such Technology Group or by a majority of the members of such Technology Group.

Section 9.6. Meetings of Specialist Groups.

Each Specialist Group shall establish its own rules of procedure consistent with those established by the Board of Directors and its parent Technology Group, as well as with these bylaws, and shall meet as provided by those rules or upon resolution of the Board of Directors. A meeting of a Specialist Group may also be called by its parent Technology Group, by the chairperson of such Specialist Group or by a majority of the members of such Specialist Group.

Section 9.7. Notice of Meetings.

Section 9.7.1. Annual Meeting of Members.

Notice of the Corporation's annual meeting of members stating the place, day, and hour of the meeting shall be delivered by the Secretary to all Voting Members and Observers of the Corporation no less than 30 days and no more than 365 days before the date of the meeting. Such notice may be delivered electronically, personally or by mail. Notice given by mail shall be deemed delivered when deposited in the United States mail and addressed to the member of the Corporation at the address appearing on the records of the Corporation.

Section 9.7.2. Special Meeting.

Notice of a special meeting of the members of the Corporation shall be delivered to all Voting Members and Observers of the Corporation by the Secretary no less than 14 days and no more than 365 days before the date of the meeting. Such notice shall describe the purpose of the meeting and shall identify a readily available source for further information, if appropriate. A proposed agenda of items to be considered shall be distributed prior to the meeting. The notice may be delivered personally or by mail. Notice given by mail shall be deemed delivered when deposited in the United States mail and addressed to the member of the Corporation at the address appearing on the records of the Corporation.

Section 9.7.3. Technology Group Meeting.

Notice of a meeting of a Technology Group shall be delivered to all Voting Members and Observers of the Corporation by the chairperson of such Technology Group no less than 30 days and no more than 365 days before the date of the meeting. Such notice shall describe the purpose of the meeting and shall identify a readily available source for further information, if appropriate. A proposed agenda of items to be considered shall be distributed prior to the meeting. Such notice may be delivered personally, by mail or by electronic mail (e-mail). Notice given by mail shall be deemed delivered when deposited in the United States mail and addressed to the member of the Corporation at the address appearing on the records of the Corporation. Notice given by e-mail shall be deemed delivered when sent to the member e-mail address appearing on the records of the Corporation.

Section 9.7.4. Specialist Group Meeting.

Notice of a meeting of a Specialist Group shall be delivered to all members of the Specialist Group by the chairperson of such Specialist Group no less than 14 days and no more than 365 days before the date of the meeting. A proposed agenda of items to be considered shall be distributed prior to the meeting. Such notice may be delivered personally, by mail, by electronic mail (e-mail) or by posting on the Corporation web site.

Section 9.8. Waiver of Notice.

Whenever notice is required to be given under these bylaws, a written waiver, signed by a person entitled to receive such notice, shall be deemed equivalent to such notice. A waiver may be signed either before or after the meeting or other action for which notice is required.

Section 9.9. Attendance as Waiver.

Attendance at a meeting shall automatically constitute a waiver of notice of that meeting, unless attendance at a meeting is for the express and sole purpose of objecting to the transaction of business at that meeting because of defective notice.

Section 9.10. Open Meetings.

Meetings of the Corporation and its Technology Groups, Specialist Groups and other groups shall be open to all Voting Members, Observers, and other persons having a direct and material interest in the subject of the meeting.

Section 9.11. Quorum and Letter Ballots.

Section 9.11.1. Actions of Members at Meetings or by Letter Ballots.

- (a) The presence in person or by proxy of at least twenty-five percent of the Voting Members of the Corporation shall constitute a quorum for conducting business at a meeting of the members of the Corporation.
- (b) Any action that can be taken at a meeting of members of the Corporation may also be taken by letter ballot as provided by Article XI of these bylaws. In the event action is to be taken by letter ballot of the members, the submission of letter ballots (including abstentions) by Voting Members having at least one-tenth of the votes entitled to be cast shall be sufficient for action to be taken or rejected. If at least one-tenth of the votes entitled to be cast are not cast within the initial designated time period for the letter ballot, the voting period shall extend two weeks for the purpose of receiving enough letter ballots from Voting Members to obtain the requisite one-tenth of the votes entitled to be cast.
- (c) Unless a greater percentage is otherwise required by the Articles of Incorporation, these Bylaws or the District of Columbia Nonprofit Corporation Act with respect to any matter submitted to a vote of the Voting Members of the Corporation, the affirmative vote of a majority of the votes entitled to be cast by members (i) present or represented by proxy at any meeting at which a quorum is present or (ii) represented by letter ballot for any vote taken by letter ballot for which letter ballots have been submitted by Voting Members having at least one-tenth of the votes entitled to be cast, shall be necessary for the adoption of any matter voted upon by the Voting Members.

Section 9.11.2. Meeting of Board of Directors.

A majority of the members of the Board of Directors shall constitute a quorum for conducting business at a meeting of the Board of Directors.

Section 9.11.3.

A majority of voting-eligible members of a Technology Group shall constitute a quorum at Technology Group meetings. In the event action is to be taken by letter ballot of the members of a Technology Group, the submission of letter ballots (including abstentions) by members of the Technology Group having greater than one-quarter of the votes entitled to be cast shall be sufficient for action to be taken or rejected. If letter ballots (including abstentions) by members of the Technology Group having greater than one-quarter of the votes entitled to be cast are not submitted within the initial designated time period for such letter ballot the voting period will extend two weeks for the purpose of receiving enough letter ballots from members of the Technology Group to obtain the requisite one-quarter of the votes entitled to be cast.

Section 9.11.4. Meeting of Specialist Group.

A majority of voting-eligible members of a Specialist Group shall constitute a quorum at Specialist Group meetings.

Section 9.12. Minutes.

The Secretary shall keep accurate minutes of all meetings of the Corporation. The Chairperson of the Board of Directors, chairpersons of committees established by the Board of Directors, and chairpersons of Technology Groups, Specialist Groups and other subgroups and subcommittees shall

ensure that accurate minutes are kept of all meetings. Minutes shall list all those who are present at the meeting and shall summarize the substance of the discussions and state the actions taken. Minutes of all meetings shall be filed electronically and shall be available for inspection by any Corporation Voting Member or Observer or, for good cause by any other interested party in accordance with Article II of the bylaws. The Secretary shall supply a copy of meeting minutes to any Voting Member or Observer making such a request.

Section 9.13. Procedure.

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.

ARTICLE X. DEVELOPMENT AND APPROVAL OF STANDARDS, RECOMMENDED PRACTICES, AND TECHNOLOGY GROUP REPORTS

Section 10.1. Documents.

Documents issued by the Corporation will have the meanings as herein established:

Section 10.1.1. ATSC Standard.

An ATSC Standard is a document that states basic specifications or criteria that are necessary for effective implementation and interoperability of Advanced Television Systems.

Section 10.1.2. ATSC Recommended Practice.

An ATSC Recommended Practice is a document that states specifications or criteria within Advanced Television Systems that are not strictly necessary for effective implementation and interoperability, but that are thought to be advisable and may improve the efficiency of implementation or reduce the probability of implementation errors. An ATSC Recommended Practice may specify preferred methodology for implementation and operation and may recommend a choice from among alternatives.

Section 10.1.3. ATSC Technology Group Report

An ATSC Technology Group Report is a document that incorporates consensus on information regarding ATSC Standards and related industry activities.

Section 10.1.4. Working Draft.

A Working Draft is a technical document that is in development within a Specialist Group. Generally, Specialist Groups create Working Drafts with the intent of advancing them along the standardization track. However, publication of a Working Draft does not guarantee that it will advance to a Candidate Standard or Standard. A Working Draft is not an assertion of consensus, endorsement or technical and editorial quality. The Working Draft may be unstable or it may not address all Specialist Group requirements. A Working Draft of a Standard may be advanced to Candidate Standard or directly to Proposed Standard. A Working Draft of a Recommended Practice may be advanced to Proposed Recommended Practice.

Section 10.1.5. Candidate Standard.

A Candidate Standard has received significant review within a Specialist Group. Advancement of a document to Candidate Standard is an explicit call to those outside of the related Specialist Group for implementation and technical feedback. This is the phase at which the Specialist Group is responsible for formally acquiring that experience or at least defining the expectations of implementation. The parent Technology Group must approve advancement to Candidate Standard status. The Specialist Group's request for advancement to Candidate Standard status should include a report of present and expected implementation of the specification. The request must also specify duration for the implementation period. A Candidate Standard may be revised during this period. If, at the end of that time, the Specialist Group has not requested that the document advance to Proposed Standard status, the document returns to Working Draft status. The Specialist Group may request that the implementation period be shortened or lengthened, subject to approval by the Technology Group. The request must explain the reasons for the change.

Section 10.1.6. Proposed Standard/Proposed Recommended Practice.

A Proposed Standard or a Proposed Recommended Practice is believed by a Specialist Group to meet such Specialist Group's requirements and if applicable, to adequately address issues identified during the Candidate Standard phase. There is no requirement that a Candidate Standard have independent and interoperable implementations to become a Proposed Standard. However, such experience is strongly encouraged and will generally strengthen its case before the Technology Group. The Technology Group must approve elevation of a Working Draft or Candidate Standard for it to become a Proposed Standard or Proposed Recommended Practice. Upon approval by the Technology Group, the Proposed Standard or Proposed Recommended Practice shall be balloted to Voting Members of the Corporation for approval as an ATSC Standard or Recommended Practice. Publication of an approved Standard or Recommended Practice may be delayed by the chairperson of the originating Technology Group or by the President of the Corporation for a period not to exceed one hundred twenty days to allow the originating Technology Group time to review and consider substantive objections or comments received in writing received during the membership ballot. Upon an affirmative two-thirds vote of the originating Technology Group members qualified to vote pursuant to Section 10.8, excluding abstentions, the approved Proposed Standard or Proposed Recommended Practice may be revised to address substantive comments. The revised document and a summary of the rationale for the revision shall be submitted to the full membership for approval. If the originating Technology Group or the Voting members of the Corporation do not approve the revisions, the original documents shall be published.

Section 10.2. Areas of Development.

The first order of business of the Corporation with respect to Standards development shall be to identify those areas in which such Standards, including Recommended Practices and Technology Group Reports, may be appropriate or necessary, with due regard to be given to existing standards, practices and standardization activity. Voting Members and Observers of the Corporation, as well as other interested parties, shall be invited to submit written comments and suggestions concerning this topic, including identification of any relevant existing practices or standards. These comments and suggestions shall be considered by the Board of Directors of the Corporation, or by a Technology Group of the Corporation charged with such responsibility, in identifying areas in which Standards development may be appropriate or necessary. The Secretary shall maintain a file of all such comments or suggestions, which shall be open for inspection by Voting Members and Observers and, for good cause, other interested parties during regular business hours. The decision to commence standards development work in a given area shall be subject to confirmation by the affirmative vote of a majority of the Voting Members of the

Corporation voting, excluding abstentions, at the annual meeting of the members of the Corporation, at a duly called special meeting, or by letter ballot in accordance with Article XI.

Section 10.3. Delegation of Development to Other Organizations.

In developing Standards, the Corporation shall take due regard for existing standards organizations and activities, and shall first consider requesting that standardization activities be undertaken by member organizations of the JCIC or by other existing standards bodies.

Section 10.4. Development and Decision by Technology Groups.

Section 10.4.1. Development by Technology Groups.

The Board shall approve the initiation of work on new Standards and Recommended Practices or significant revisions to existing Standards or Recommended Practices, based upon the following criteria:

- 1) Scope
The project is within the scope of ATSC.
- 2) Potential for Use
There shall be evidence of existing or potential use of the Standard or Recommended Practice.
- 3) Support
At least five member companies must support the work and commit to actively participate in the work.
- 4) Conflict
Due consideration is given to the existence of other ATSC or other standards body work in the given field.
- 5) Public Interest
The work has not been demonstrated to be contrary to the public interest.

Any Technology Group charged with the development of drafts of new Standards or Recommended Practices or drafts of substantive changes in existing Standards or Recommended Practices shall make copies of such drafts available to all members of the Corporation. If deemed useful, copies of such drafts may be sent to the appropriate technical advisory group(s), national standards bodies, or any other appropriate body or person. Comments, views, and objections received as the result of such transmittal shall be given due regard in the deliberative process of the Technology Group and an effort to resolve all expressed objections shall be made.

Section 10.4.2. Decision by Technology Groups.

Upon an affirmative two-thirds vote of the Technology Group members qualified to vote pursuant to Section 10.8, excluding abstentions, a Working Draft or Candidate Standard shall be elevated to a Proposed Standard or Proposed Recommended Practice and submitted to the full membership of the Corporation for approval. Submission to the full membership may be delayed by the chairperson of the Technology Group or by the President of the Corporation for up to one hundred twenty days to allow the Technology Group time to review and consider substantive objections or comments received in writing. Upon an affirmative two-thirds vote of the Technology Group members qualified to vote pursuant to Section 10.8, excluding abstentions, the approved Proposed Standard or Proposed Recommended Practice may be revised to address substantive comments. Submission of the Proposed Standard or Proposed Recommended Practice to the full membership shall include summaries of relevant issues and unresolved objections associated with the draft document.

Alternatively, upon an affirmative two-thirds vote of the Technology Group members qualified to vote pursuant to Section 10.8, excluding abstentions, a Working Draft may be elevated to the status of Candidate Standard for a specified period of time.

Section 10.5. Decision by Specialist Groups.

For decisions on significant questions such as the form or content of ATSC Standards, Recommended Practices or Technology Group Reports, and for establishment and modification of Program Plans, Specialist Groups are required to reach a consensus. Consensus requires that under due process procedures, substantial agreement shall have been achieved among the Specialist Group members attending the meeting. Substantial agreement means much more than a simple majority, but not necessarily unanimity. It is the chairperson of such Specialist Group's responsibility to determine when a consensus has been established and to have it noted in the minutes. When judicious attempts to apply the test of consensus are delaying the promulgation of a document or progress on other important issues, the chairperson may choose to apply the alternate "Two-Thirds" rule. The Two-Thirds rule may also be invoked by a motion approved by a majority of those voting, excluding abstentions. This rule requires that a formal recorded vote with approval by at least two-thirds of those Specialist Group members voting, excluding abstentions, be achieved. The outcome of a Two-Thirds rule procedure shall overrule a determination of consensus by the chairperson.

Section 10.6. Approval of Standards and Recommended Practices.

Each Proposed ATSC Standard or Recommended Practice, draft of a substantive change in an existing ATSC Standard or Recommended Practice, reaffirmation of an existing ATSC Standard or Recommended Practice, stabilization of an existing ATSC Standard or Recommended Practice, or withdrawal of an existing ATSC Standard or Recommended Practice shall be subject to a letter ballot vote by the Voting Members of the Corporation in accordance with the procedures set forth in Article XI. In order to be approved, such proposals shall require approval by affirmative vote of two-thirds of the Voting Members qualified to vote pursuant to Section 10.8 and voting, excluding abstentions. The so qualified Voting Members, in voting on any such drafts of new ATSC Standards or Recommended Practices or a proposed amendment to, reaffirmation of or withdrawal of existing ATSC Standards or Recommended Practices, shall take cognizance of any comments, views, and objections transmitted by the appropriate Technology Group. In instances where the responsibility for the formulation of such draft standards has not been delegated to a Technology Group, the Voting Members shall take care to solicit the comments, views, and objections of interested parties as part of its own deliberative process.

Section 10.7. Approval of Technology Group Reports

ATSC Technology Group Reports must be approved by two-thirds of the Technology Group members eligible to vote pursuant to Section 10.8, excluding abstentions.

Section 10.8. Qualifications to Vote on Standards, Recommended Practices and Technology Group Reports.

The purpose of the following voting eligibility requirements is to encourage active participation in the work of the Corporation and its Technology Groups, Specialist Groups and other groups and committees. However, the Voting Members of the Corporation and the members of Technology Groups, Specialist Groups and other groups and committees shall have the flexibility, for good cause, to waive these eligibility requirements by majority vote on their own motion or upon the recommendation of the Board of Directors of the Corporation.

Section 10.8.1. Votes of the Corporation.

In order to be eligible to vote on a draft ATSC Standard, Recommended Practice, or Technology Group Report, or the revision, reaffirmation, stabilization or withdrawal of an existing ATSC Standard, Recommended Practice, or Technology Group Report, a Voting Member must have been a Voting Member of the Corporation for the three month period preceding the vote at a meeting or for the three month period preceding the date the letter ballot is issued in accordance with Article XI.

Section 10.8.2. Votes of Technology Groups.

In order for a member of a Technology Group to be eligible to vote on a draft ATSC Standard, Recommended Practice, or Technology Group Report, or the revision, reaffirmation, stabilization or withdrawal of an existing ATSC Standard, Recommended Practice, or Technology Group Report, a Technology Group member must:

- (a) have been a member of the Technology Group for the three-month period preceding the vote at a meeting or for the three-month period preceding the date the letter ballot is issued in accordance with Article XI, and
- (b) have been represented by a person or persons with authority to vote for the member at:
 - i. a minimum of two of the three immediately preceding meetings of the Technology Group, or
 - ii. all of the meetings of the Technology Group held during the one hundred twenty-day period preceding the vote.

Voting must be conducted by authorized representative of company. Non-employee representatives of Voting Members must declare that they have authority to vote at the beginning of the meeting. An individual is limited to representing a single Member.

10.8.3. Votes of Specialist Groups.

In order for a member of a Specialist Group to be eligible to vote in accordance with the Two-Thirds rule as defined in Section 10.5, the Specialist Group member must have been represented at a minimum of two of the three immediately preceding meetings of the Specialist Group or all of the meetings of the Specialist Group in the three month period preceding the vote. If multiple individuals from an organization participate in the work of the Specialist Group, only one of such individuals shall vote.

Section 10.9. Transmittal of Approved Documents.

Upon completion of the procedures for voting, and after disposition of appeals, if any, approved ATSC Standards, Recommended Practices, or Technology Group Reports shall be submitted, if appropriate, to other standards-developing organizations, to national regulatory agencies, and to executive departments of national governments for use in the International Telecommunication Union (“ITU”).

ARTICLE XI. VOTING

Section 11.1. General.

Unless a specific means of voting is provided in the Articles of Incorporation or these bylaws for any matter, voting shall be conducted by formal recorded balloting at meetings of the Corporation or through use of a letter ballot. Letter ballots may be distributed and received by mail, electronic mail or any other means of electronic or telephonic transmission, including email, facsimile and the use of online

voting systems; provided that the member shall state, or submit information from which it can be determined, that the method of voting chosen was acceptable to the member. The Board of Directors may designate a preferred methodology for distributing and receiving letter ballots, but in extenuating circumstances may accept ballots delivered by alternative methods.

Each Voting Member shall be entitled to one vote. In the case of a Voting Member composed of more than one entity, its one vote may be split and cast in whatever fractionalized portions that Voting Member chooses.

A Voting Member shall not be allowed to give his or her proxy to another Voting Member.

Unless otherwise provided in Section 10.8 hereof, all Voting Members shall have the right to vote on any question put to a vote of the Corporation. Votes not cast and abstentions shall not be considered for determining approval of a matter submitted to the vote of the members; provided, however that abstentions shall be counted for purposes of determining a quorum for any meeting or whether a sufficient number of letter ballots have been submitted for any vote taken by letter ballot.

In the case of a tie, the Chairperson of the Board of Directors shall cast the deciding vote, except that the Chairperson of the Board shall not be allowed to cast a vote to elect a Chairperson of the Board of Directors or to renew the term of the Chairperson of the Board of Directors. In such instances, a tie will necessitate conducting additional ballots until the deadlock is removed.

Section 11.2. Authorization of Letter Ballots.

A letter ballot may be authorized by any of the following for a vote on any matter which is not otherwise expressly required to be voted upon at a meeting of members of the Corporation:

- (a) the Articles of Incorporation;
- (b) these bylaws;
- (c) the affirmative vote of a majority of those Voting Members present at a meeting of the members of the Corporation;
- (d) the Chairperson of the Board of Directors of the Corporation;
- (e) the affirmative vote of a majority of the members of the Board of Directors present at a meeting of the Board of Directors (with the exception stated in Section 14.2); or
- (f) the written petition of 15 percent or more of the current Voting Members of the Corporation.

Section 11.3. Form of Votes.

All votes shall be one of three options: (a) affirmative; (b) negative; or (c) abstention.

Section 11.4. Voting Period for Letter Ballots to the Corporation.

The voting period for any letter ballot to the Corporation shall end four weeks from the date of issue unless extended for the purposes of obtaining the minimum number of votes by letter ballot as contemplated by Section 9.11.1.

An extension may be granted at the Chairperson of the Board of Director's option, when warranted. A follow-up notification requesting immediate return of the ballot shall be sent, as appropriate, to Voting Members whose votes have not been received within ten working days before the balloting closes.

Section 11.5. Report of Final Result.

The final result of the voting shall be reported by the Secretary to the members of the Corporation.

Section 11.6. Technology Group Votes.

Section 11.6.1 General.

Voting shall be conducted at meetings of the Technology Group, or through the use of a letter ballot. Letter ballots may be distributed and received by mail, electronic mail or any other means of electronic or telephonic transmission, including email, facsimile and the use of online voting systems; provided that the member shall state, or submit information from which it can be determined, that the method of voting chosen was acceptable to the member. Elevation of documents to Candidate Standard, Proposed Standard, Proposed Recommended Practice and approval of Revisions, Stabilizations and Amendments require voting to be done by means of a letter ballot. Corrigenda may be approved at a meeting of the Technology Group or by letter ballot.

Each eligible Technology Group member shall be entitled to one vote. In the case of a Voting Member composed of more than one entity, its one vote may be split and cast in whatever fractionalized portions that Technology Group member chooses.

A Technology Group member shall not be allowed to give his or her proxy to another Technology Group member.

Unless otherwise provided in Section 10.8 hereof, all Technology Group members shall have the right to vote on any question put to a vote of the Technology Group. Votes not cast and abstentions shall not be considered for determining approval of a matter submitted to the vote of the Technology Group members; provided that abstentions shall be counted for purposes of determining a quorum for any meeting or whether a sufficient number of letter ballots have been submitted for any vote taken by letter ballot.

The approval of a majority of the eligible members voting, excluding abstentions, is required for all Technology Group and subgroup actions with the exception of approval of Proposed Standards and Proposed Recommended Practices as described in section 10.4.2 and 10.1.6 of these Bylaws.

Section 11.6.2 Authorization of Technology Group Letter Ballots.

A letter ballot may be authorized by any of the following for a vote on any matter which is not otherwise expressly required to be voted upon at a meeting of members of the Technology Group:

- (a) the affirmative vote of a majority of eligible Technology Group members present at a meeting of the Technology Group;
- (b) the written petition of 15 percent or more of the eligible Technology Group members;
- (c) the Chairperson of the Technology Group.

Section 11.6.3 Form of Votes.

All votes shall be either (a) affirmative; (b) negative; or (c) abstention.

Section 11.6.4 Voting Period for Letter Ballots to a Technology Group.

The voting period for letter ballots to a Technology Group shall end four weeks from the date of issue or as soon as all ballots are returned, whichever is earlier. The voting period may be changed by agreement of the Technology Group at the time of ballot authorization but shall not be longer than six weeks unless extended for the purposes of obtaining the minimum number of votes by letter ballot as contemplated by Section 9.11.3.

ARTICLE XII. APPEALS

Section 12.1. Scope.

Any person or legal entity materially and directly affected by the Standards development activity of the Corporation, the Board of Directors, or any committee, Technology Group, or other group (hereinafter referred to as the “appellant”) who believes that he, she or it has been treated unfairly or inequitably as a result of any action or inaction of the Corporation, the Board of Directors, or any committee, Technology Group, or other group may file an appeal, which will be dealt with in accordance with the provisions of this Article.

Section 12.2. Complaint.

The appellant shall file a written complaint with the Chairperson of the Board of Directors within thirty days after the date of notification of action by the Corporation, the Board of Directors, or any committee, Technology Group, or other group or at any time with respect to inaction. The complaint shall state the nature of the objection(s), including any adverse effects that have been or may be suffered by the appellant, the section(s) of those procedures or the Standards that are at issue, actions or failures to act that are at issue, and the specific remedial measure(s) that would satisfy the appellant’s concerns. Previous efforts to resolve the objection(s) and the outcome of each shall be noted.

Section 12.3. Response.

Within thirty days after receipt of the complaint, the Board of Directors or its designee (hereinafter referred to as the “respondent”) shall respond in writing to the appellant, specifically addressing each allegation of fact in the complaint to the extent of the respondent’s knowledge.

Section 12.4. Appeals Panel.

If the appellant and the respondent are unable to resolve the written complaint informally within 14 days after the response, an appeals panel shall be formed by the Chairperson of the Board of Directors to resolve the dispute. The appeals panel shall consist of three individuals, all of whom shall be representatives of Voting Members of the Corporation: one shall be chosen by the appellant, one shall be chosen by the respondent, and the third member shall be selected by the first two Voting Members. If the first two Voting Members cannot agree on the selection of the third Voting Member within 14 days, the third Voting Member shall be selected by the Chairperson of the Board of Directors. Neither the appellant in a dispute nor any Technology Group chairperson shall be eligible to serve on the appeals panel.

Section 12.5. Summary Disposition.

If two members of the appeals panel determine, on the basis of the complaint and the response, that the appeal is frivolous on its face, the appeal shall be dismissed with a statement of the reasons

therefor. Otherwise, the appeals panel shall schedule a hearing at a date and place agreeable to all participants, giving at least 10 days notice.

Section 12.6. Conduct of the Hearing.

The appellant has the burden of demonstrating adverse effects, improper actions or failures to act, and the efficacy of the requested remedial action. The respondent has the burden of demonstrating that the Corporation has taken all actions in compliance with these procedures and that the requested remedial action would be ineffective or detrimental. The appeals panel shall consider all relevant evidence without regard to formal rules of evidence. Robert's Rules of Order shall apply to any questions of parliamentary procedure for the hearing not covered herein.

Section 12.7. Decision.

The appeals panel shall render its decision and deliver it to the Chairperson of the Board of Directors in writing within thirty days after the hearing, stating findings of fact and conclusions, with reasons therefore, based on a preponderance of the evidence. One of the following dispositions shall be made in the decision:

- (a) finding for the appellant, remanding the action to the Corporation or the Board of Directors with a specific statement of the issues and facts in regard to which fair and equitable action was not taken;
- (b) finding for the respondent, with a specific statement of the facts that demonstrate fair and equitable treatment of the appellant and the appellant's objections.

With respect to the subject matter of a complaint that has been remanded to the Corporation by the appeals panel, any subsequent decision by the Corporation shall be final.

ARTICLE XIII. COMMUNICATIONS

Section 13.1. Formal Internal Communications.

If correspondence between or among the Corporation, Board of Directors, Technology Groups, Specialist Groups and other groups or committees involves issues or decisions affecting any other such group, copies shall be sent to all chairpersons of such affected groups and to the Chairperson of the Board of Directors and the Secretary.

Section 13.2. External Communications.

Inquiries relating to the Corporation should be directed to the Chairperson of the Board of Directors or the President in care of the Secretary, and members should so inform individuals who make such inquiries.

Section 13.3. Inquiries Regarding Standards, Recommended Practices, and Technology Group Reports

Inquiries regarding an ATSC Standard, Recommended Practice, or Technology Group Report developed by the Corporation shall be directed to the Chairperson of the Board of Directors or the President in care of the Secretary. Such inquiries shall be acknowledged within thirty days and a formal reply shall be transmitted by the Secretary as promptly as possible thereafter.

ARTICLE XIV. AMENDMENTS

Section 14.1. Amendments to the Articles of Incorporation.

The Articles of Incorporation may be amended as provided in the Articles of Incorporation.

Section 14.2. Amendments to the Bylaws.

These bylaws may be amended at a meeting of the members of the Corporation or by means of a letter ballot in accordance with Article XI initiated by the Board of Directors. The Board of Directors shall convene a meeting of the members of the Corporation or initiate a ballot whenever a minimum of one-third of its members deems it appropriate that a proposed amendment be put to a vote. Any proposal to alter or amend the bylaws or to adopt new bylaws must be transmitted to all Voting Members at least 30 days in advance of any meeting at which such amendments are to be voted upon in accordance with Section 9.7. Amendments to the bylaws shall be adopted upon the affirmative vote of two-thirds of the Voting Members of the Corporation voting, excluding abstentions.

ARTICLE XV. TERMINATION OF CORPORATION AND TECHNOLOGY GROUPS

Section 15.1. Dissolution of Technology Groups.

Proposals to dissolve a Technology Group of the Corporation shall be submitted in writing by members of the Corporation to the Board of Directors in care of the Secretary and to the chairperson and members of such Technology Group, and shall include a statement of the reasons why the Technology Group should be dissolved. The Chairperson of the Board of Directors shall submit the proposal to the Voting Members of the Corporation for a vote whenever a minimum of one-third of the Board of Directors deems it appropriate to do so. The Technology Group shall be terminated if a majority of Voting Members voting, excluding abstentions, favors such action.

Section 15.2. Dissolution of the Corporation.

The Board of Directors shall adopt a resolution, by a minimum vote of two-thirds of the directors, recommending that the Corporation be dissolved and directing that the matter of such dissolution be submitted to a vote at either an annual or special meeting of the members of the Corporation. The recommendation shall include a statement of the reasons why the Corporation should be terminated and the name of the organization(s) that will assume responsibility for maintenance of any existing Standards that are the responsibility of the Corporation. The Corporation shall be terminated upon the affirmative vote of two-thirds of the votes entitled to be cast by Voting Members of the Corporation present at such meeting.

Upon dissolution, the Chairperson of the Board of Directors, the Board of Directors, and the officers of the Corporation, in consultation with member organizations of the JCIC and any other appropriate institutions, shall ensure that responsibility for the Corporation's work in progress is transferred. Upon dissolution, the Corporation shall dispose of its funds, remaining after payment of an allowance for all expenses and obligations, as determined by the Board of Directors. Any funds remaining after satisfaction of all expenses and obligations of the Corporation shall be distributed to the members in proportion to each such member's proportionate share of the assessment schedule for the most recent fiscal year of the Corporation.

ARTICLE XVI. UNANIMOUS CONSENT

Section 16.1. Unanimous Consent.

With the exception of Article XII in cases of appeals, the requirements of any of the foregoing bylaws may at any time be suspended, and other procedures substituted, with the unanimous written consent of the Voting Members of the Corporation to the extent any such action is not contrary to the Articles of Incorporation or to any applicable law.