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BYLAWS
of
ATSC, The Broadcast Standards Association

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

ARTICLE I. SCOPE.

Section I.1 Purpose.

The purpose of the Corporation is defined in its Articles of Incorporation and is reproduced in this Section for convenience. In the case of a discrepancy between Purpose of the Corporation as stated in the Articles of Incorporation and this document, the Articles of Incorporation shall prevail. 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 I.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. NCTA – The Internet and Television 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 I.3 Standards Development.

Technical Documents, including 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 Technical 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 I.4 International Coordination.

The Corporation shall 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 I.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 I.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.

In accordance with applicable law and the guiding principles of due process, substantive fairness, and openness, the Corporation shall keep at its principal office 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 contact information of its members entitled to vote. Such records may be inspected at any reasonable time and for proper purpose by any member of the Corporation. 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 III.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,” and collectively as “Members” or “the Membership.”

Section III.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 III.3 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.

The Board of Directors may establish such additional objective criteria for membership as it deems appropriate.

Section III.4 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, is eligible for membership in the Observer Class. 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 VIII.2.3.

Section III.5 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 III.6 Processing of Applications and Addition of Members.

The President of the Corporation shall evaluate applications for membership to determine whether the applicant meets the qualifications for membership in the class for which such applicant is applying and can be admitted to membership.

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 five 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. At the request of a Board member, the five working day review period may be extended five additional working days. If an objection is raised during the review period, 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.

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 an affirmative vote.

If it is stated by the President of the Corporation that the applicant does meet the qualifications for membership in the Observer Class, the applicant shall become an Observer unless the President recommends, and the Board of Directors by affirmative vote, determines that the work of the Corporation would be adversely affected thereby.

Section III.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 III.8 Suspension or Termination of Participation.

A Member may choose to resign and terminate its Membership at any time. Membership in the Corporation may also be suspended or terminated for cause, which shall include but not be limited to failure to timely pay dues, fees, or other assessments; a violation of the bylaws or any rule or practice of the Corporation; any other conduct prejudicial to the best interests of the Corporation; or a failure to otherwise meet the criteria for membership in the applicable class. Failure to timely pay dues, fees or other assessments shall result in automatic termination of membership, without requiring advance notice to the Member and deliberation by the Board of Directors. In special circumstances, however, the Board may delay such suspension or termination, in its discretion. Any Member proposed for suspension or termination for a reason other than failure to pay dues, fees or other assessments shall be given at least fifteen (15) days' advance written notice, including the reason for the proposed suspension or termination, an opportunity to contest the proposed suspension or termination in writing or in person before the Board, and final written notice of the Board's decision. Other than for failure to pay dues, fees or other assessments, suspension or termination shall be by a two-thirds vote of the full Board of Directors, and sufficient cause for such suspension or termination shall be as determined by the Board of Directors. Voting Member or Observer status may also be terminated by the Membership upon the affirmative two-thirds vote in accordance with Article X. Termination of membership for any reason does not relieve the member of obligations for dues, fees or assessments levied prior to the effective date of termination.

Section III.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.

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 IV.1 Number of Directors.

The number of directors of the Corporation shall be not less than fifteen and not more than seventeen, subject to Section IV.8. Five directors shall be appointed by JCIC member organizations as per Section IV.3 (JCIC-appointed Directors). Ten directors shall be elected in accordance with the nomination process set forth in Section IV.4 and the election process set forth in Section IV.6 (Elected Directors). The Board of Directors may optionally appoint no more than two additional directors in accordance with Section IV.9 (Board-appointed Directors).

Section IV.2 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. No Voting Member shall have more than one representative on the Board of Directors at any given time.

Section IV.3 Appointment of JCIC 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. NCTA – The Internet and Television 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. JCIC-appointed Directors shall serve for a term of one year; they may be re-appointed for successive terms, which shall automatically renew until their successors are appointed and shall qualify.

Section IV.4 Nomination of Elected Directors and Chairperson of the Board of Directors.

With the exception of the five directors appointed by the JCIC member organizations in accordance with Section IV.3 and the optionally appointed directors in accordance with Section IV.9, 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 from among the directors.

Each year, the Board of Directors shall appoint a Nominating Committee of eleven members, all of whom 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 who 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 IV.2. Candidates shall be nominated with due regard for their Voting Member affiliation.

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

Section IV.5 Election of Chairperson of the Board.

On an annual basis at the first meeting of the year, the Board of Directors shall elect a candidate nominated for the position in accordance with Section IV.4, to serve as Chairperson of the Board of Directors for the calendar year and continuing until the first Board meeting of the following year. The Chairperson of the Board shall be elected by the affirmative vote of the Board of Directors 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. 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, and a Chairperson may not be re-elected for a term if it would mean the extension of their service as a Director beyond the term limitations described in Section IV.6.

Section IV.5.1 Vice-Chairperson(s) of the Board.

The Board of Directors may elect up to two Vice-Chairpersons from among the Directors to serve for the calendar year and continuing until the first Board meeting of the following year. 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 IV.6 Election and Term of Directors.

With the exception of those directors appointed by JCIC member organizations and Board-appointed Directors, directors shall be elected each year from among those candidates nominated by the Nominating Committee by the Voting Members at the annual meeting of members of the Corporation or by letter ballot. 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 a maximum of two consecutive terms. Service of less than one year as a mid-term vacancy replacement on the Board of Directors pursuant to Section IV.8 below shall not be considered service of a term for the purposes of the consecutive term limitation.

Section IV.7 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 Voting Members 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 addition, any director appointed by a JCIC member organization may be removed at any time with or without cause by the appointing JCIC member organization.

Section IV.8 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 IV.6. Any vacancy occurring in a Board-appointed Director position may be filled in accordance with Section IV.9. A director appointed by the Board to fill a vacancy must be qualified in accordance with Section IV.2, and candidates shall be considered with due regard for their Voting Member 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.

Section IV.9 Board-appointed Directors.

The Board Chair in consultation with the President may nominate up to two individuals who meet the qualifications specified in Section IV.2 to be Board-appointed Directors. Each individual must be confirmed by a two-thirds majority vote of the Board of Directors. Board-appointed Directors shall operate with the same rights and responsibilities as JCIC-appointed Directors and Elected Directors except that they may not serve as Board Chair, Board Vice Chair, or on an Executive Committee of the Board. Board-appointed Directors may be appointed at any time during a calendar year and may serve until the end of the year of their appointment or the end of the year after their appointment for a maximum period of two years. The Board of Directors may remove a Board-appointed Director prior to the end of their term by a two-thirds majority vote. In the event of such a vote, the Director in question shall recuse himself or herself. Board-appointed Directors may run for an Elected Director role at any time, regardless of their term as a Board-appointed Director. Service as a Board-appointed Director shall count toward consecutive term limitation as specified in Section IV.6. Service of less than one year as a Board-appointed Director shall not be considered service of a term for the purposes of the consecutive term limitation of Elected Directors.

ARTICLE V. OFFICERS.**Section V.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 V.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 vote of the Board of Directors at the first Board meeting of the calendar year for a term of one calendar year and continuing until the first Board meeting of the following year. The President shall serve as secretary to the Board of Directors and attend its meetings but shall have no vote.

Section V.3 Vice President(s).

The Corporation may have one or more Vice Presidents, including Executive and Senior Vice Presidents, as appropriate and elected or appointed by a vote of the Board of Directors at the first Board meeting of the calendar year for a term of one calendar year and continuing until the first

Board meeting of the following year. The Vice Presidents shall perform such duties as from time to time may be assigned to them by the President.

Section V.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 President or the Chairperson of the Board of Directors. The Secretary shall be elected or appointed by a vote of the Board of Directors at the first Board meeting of the calendar year for a term of one calendar year and continuing until the first Board meeting of the following year.

Section V.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 vote of the Board of Directors at the first Board meeting of the calendar year for a term of one calendar year and continuing until the first Board meeting of the following year.

Section V.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 V.7 Compensation.

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

Section V.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.

Section V.9 Vacancies.

In the event of a vacancy in any Officer position, the Board Chair shall appoint an Interim Officer at the earliest convenience, and subsequently an elected Officer shall be chosen through the election process at or before the first Board meeting of the following year.

ARTICLE VI. BUDGET AND EXPENSES.**Section VI.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 the Board of Directors.

Section VI.2 Changes in the Budget.

Changes in the budget may be proposed at any time by the President, 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 VI.1.

Section VI.3 Financial Management.

The President, under the supervision of the Board of Directors, shall administer the work of the Corporation in a manner such that its financial results conform to the Corporation's approved annual budget.

Section VI.4 Dues and Assessments.

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 the Board of Directors.

ARTICLE VII. COMMITTEES.

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

Section VII.1 Executive Committee.

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 VII.2 Budget and Finance Committee.

The Board of Directors shall provide for a Budget and Finance Committee of two or more directors. 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 and 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 VI 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 VIII. TECHNOLOGY GROUPS; SPECIALIST GROUPS; OTHER GROUPS AND COMMITTEES.

Section VIII.1 Technology Groups.

The Board of Directors may recommend to the Voting Members the formation of one or more Technology Groups to facilitate the technical work of the Corporation in the development of draft Standards, draft Recommended Practices and/or Technology Group Reports. The formation and later dissolution of such Technology Groups shall require approval by the Voting Members. 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, draft Recommended Practices, or Technology Group Reports or for proposals for substantive changes thereto, 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 the Board of Directors. The chairperson of a Technology Group must be a representative of a Voting Member. 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 VIII.1.1 Membership of Technology Groups.

Any Voting Member 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 determines, that the work of the Technology Group would be adversely affected thereby.

Section VIII.1.2 Observers of Technology Groups.

Any Observer 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 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 VIII.1.3 Technology Group Membership Roster.

The Secretary 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 VIII.2 Specialist Groups.

Any Technology Group may establish various Specialist Groups for the purpose of drafting Standards, Recommended Practices, Technology Group Reports, or other tasks as assigned by the parent Technology Group. Chairpersons of Specialist Groups shall be appointed by and shall serve at the discretion of the chairperson of the parent Technology Group. The parent Technology Group can delegate any activity it might otherwise perform to Specialist Groups, which shall report to and remain under the general supervision of the parent Technology Group.

Section VIII.2.1 Membership of Specialist Groups.

Membership shall be open to Voting Members and Observers and other persons with a direct and material interest in the work of the Specialist Group who are willing to participate actively, provide technical expertise, and abide by all applicable ATSC rules and policies.

Section VIII.2.2 Specialist Group Membership Roster.

The Secretary shall keep an accurate roster of the members of each Specialist Group. The roster of each Specialist Group shall be available to members of the group and to the Membership upon request. The chairperson of each Specialist 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 VIII.2.3 Decisions by Specialist Groups.

For decisions on significant questions such as the form or content of Technical Documents, 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 Technical 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 voting eligible members of the Specialist Group pursuant to Section X.4.1. This rule requires that a formal recorded vote with approval by at least two-thirds in accordance with Article X of Specialist Group members eligible to vote in accordance with Section X.4.1 be achieved. The outcome of a Two-Thirds rule procedure shall overrule a determination of consensus by the chairperson.

Section VIII.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 a Specialist Group as follows:

- a) The Board of Directors or the Voting Members of the Corporation may establish such advisory groups as may be appropriate to the work of the Corporation.
- b) Any Technology Group may establish such subgroups or subcommittees as may be useful to its work.
- c) A Technology Group Chairperson may form ad hoc groups to study, analyze and make recommendations to the Technology Group concerning specific issues.
- d) A Specialist Group Chairperson may form ad hoc groups to study, analyze and make recommendations to the Specialist Group concerning specific issues.

ARTICLE IX. MEETINGS.**Section IX.1 Meeting of Members.**

An annual meeting of the Membership shall be held at a time and place as determined by the Board of Directors.

Section IX.1.1 Notice of Annual Meeting of Members.

Notice of the Corporation's annual meeting of the Membership stating the place, day, and hour of the meeting shall be delivered by the Secretary to all Voting Members and Observers no less than 30 days and no more than 365 days before the date of the meeting.

Section IX.1.2 Special Meetings of Members.

Special meetings of the Membership 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.

Section IX.1.3 Notice of Special Meeting of Members.

Notice of a special meeting of the Membership shall be delivered to all Voting Members and Observers 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.

Section IX.1.4 Quorum of Meetings of Members.

The presence of at least ten percent of the Voting Members shall constitute a quorum for conducting business at a meeting of the Membership.

Section IX.2 Meetings of the 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 IX.2.1 Quorum of Meetings 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 IX.3 Meetings of Committees of the Board of Directors.

Each committee of the Board of Directors shall operate under the same requirements as those applicable to the Board of Directors and shall meet according to a schedule as it may determine or upon resolution of the Board of Directors.

Section IX.4 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 IX.4.1 Notice of Meetings of Technology Groups.

Notice of a meeting of a Technology Group shall be delivered to all Voting Members and Observers 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.

Section IX.4.2 Quorum of Meetings of Technology Groups.

A majority of voting-eligible members of a Technology Group pursuant to Section X.4.1 shall constitute a quorum at Technology Group meetings.

Section IX.5 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 IX.5.1 Notice of Meetings of Specialist Groups.

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.

Section IX.5.2 Quorum of Meetings of Specialist Groups.

There is no quorum requirement for a Specialist Group to conduct business except in the case of invocation of the Two-Thirds rule (see Section VIII.2.3), in which case a majority of voting-eligible members of a Specialist Group pursuant to Section X.4.1 shall constitute a quorum for the purpose of invoking and conducting a Two-thirds rule vote.

Section IX.6 Delivery of Notice.

Notice of meetings described in this Article IX 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 person entitled to receive such notice at the address appearing on the records of the Corporation. Notice given by e-mail shall be deemed delivered when sent to the e-mail address of the person entitled to receive such notice appearing on the records of the Corporation.

Section IX.7 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 IX.8 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 IX.9 Open Meetings.

Meetings of the Membership, Technology Groups, Specialist Groups, and other groups excepting Implementation Teams shall be open to all Voting Members, Observers, and other persons having a direct and material interest in the subject of the meeting, provided that all participants, on behalf

of themselves and their organizations, agree to abide by ATSC rules and policies. Implementation Team meetings are open only to members of the Implementation Team.

Section IX.10 Minutes.

The Secretary shall keep accurate minutes of all meetings of the Membership. 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 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 IX.11 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. VOTING.

Unless a specific means of voting is provided in the Articles of Incorporation or these bylaws for any matter, voting shall be conducted in accordance with this Article X.

Voting shall be conducted by formal recorded balloting at meetings of the Corporation at which quorum is present or through use of a letter ballot without a meeting.

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

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

Voting must be conducted by an authorized representative of the Voting Member. An individual is limited to representing a single Member for any given vote taken in a meeting or via letter ballot.

Section X.1 Letter Ballots.

Letter ballots may be distributed and received by mail, electronic mail, or any other means of record, including e-mail, 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.

Section X.2 Minimum Number Required to Carry a Vote.

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, the affirmative vote of a majority of the votes entitled to be cast shall carry an action where a quorum is present or the minimum number of eligible votes have been cast on a letter ballot.

Votes not cast and abstentions shall not be considered for determining approval of a matter submitted to a vote; provided, however that abstentions shall be counted for purposes of determining whether a sufficient number of eligible votes have been cast on a letter ballot.

Section X.3 Minimum Number of Votes Cast.

Unless otherwise provided in the Articles of Incorporation or these bylaws there is no minimum number of eligible votes cast required to carry an action in a meeting where a quorum is present. The minimum number of eligible votes cast required to carry a letter ballot is the same number as required for a quorum for a meeting, and abstentions shall be counted for purposes of determining whether a sufficient number of eligible votes have been cast.

Section X.4 Voting Eligibility.

Unless otherwise provided in the Articles of Incorporation or these bylaws all Voting Members shall have the right to vote on any question put to a vote of the Corporation.

Section X.4.1 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 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.

Section X.4.1.1 Votes of the Membership.

In order to be eligible to vote on a draft Standard or Recommended Practice, or the amendment, revision, or withdrawal of an existing Standard or Recommended Practice, a Voting Member must have been a Voting Member 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.

Section X.4.1.2 Votes of Technology Groups.

In order for a member of a Technology Group to be eligible to vote on a draft Standard, Recommended Practice, Candidate Standard, or Technology Group Report, or the amendment, revision, or withdrawal of an existing 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, 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.

Section X.4.1.3 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 VIII.2.3, 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 a Member participate in the work of the Specialist Group, only one of such individuals shall vote.

Section X.5 Votes of the Board of Directors.

A majority vote shall carry an action at a meeting of the Board of Directors where a quorum is present. Alternatively, the Board of Directors may take action without a meeting by unanimous written consent (including via e-mail or other electronic transmission) of all directors.

Section X.6 Votes of the Membership.

Unless otherwise provided in the Articles of Incorporation or these bylaws a majority vote shall carry an action at a meeting of the Membership where a quorum is present. Alternatively, the Membership may take action via a Letter Ballot.

Elevation of Technical Documents to Standard or Recommended Practice and approval of Revisions, Withdrawals, or Amendments of Standards or Recommended Practices require voting to be done by means of a letter ballot and require affirmative two-thirds vote in accordance with this Article X.

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 X.6.1 Authorization of Letter Ballots to the Membership.

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 Membership;
- d) the Chairperson of the Board of Directors;
- 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 Article XIV); or
- f) the written petition of 15 percent or more of the current Voting Members.

Section X.6.2 Voting Period of Letter Ballots to the Membership.

The voting period for any letter ballot to the Membership shall end four weeks from the date of issue. However, if the required minimum number of votes entitled to be cast are not cast within the initial designated time period for the letter ballot, the voting period may be extended by the Board of Directors.

Section X.6.3 Minimum Number of Votes for Letter Ballots to the Membership.

The submission of letter ballots (including abstentions) of the votes entitled to be cast having at least the number required for a quorum of a meeting of the Membership shall be sufficient for action to be taken or rejected.

Section X.7 Votes of Technology Groups.

Unless otherwise provided in the Articles of Incorporation or these bylaws a majority vote shall carry an action at a meeting of a Technology Group where a quorum is present. Alternatively, the Technology Group may take action via a Letter Ballot.

Elevation of Technology Documents to Candidate Standard, Proposed Standard, Proposed Recommended Practice and approval of Proposed Revisions, Withdrawals, Amendments, and Technology Group Reports require voting to be done by means of a letter ballot and require affirmative two-thirds vote in accordance with this Article X. Corrigenda may be approved at a meeting of the Technology Group or by letter ballot and require affirmative majority vote in accordance with this Article X.

Section X.7.1 Form of Technology Group Votes.

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

Section X.7.2 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 Technology Group members qualified to vote pursuant to Section X.4.1 where a quorum is present at a meeting of the Technology Group;
- b) the written petition of 15 percent or more of the Technology Group members qualified to vote pursuant to Section X.4.1Section X.4.1.2;
- c) the Chairperson of the Technology Group.

Section X.7.3 Voting Period of Technology Group Letter Ballots.

The voting period for letter ballots to a Technology Group shall end four weeks from the date of issue. The voting period may be changed by agreement of the Technology Group at the time of ballot authorization but shall not be less than one week nor longer than six weeks unless extended for the purposes of obtaining the minimum number of votes.

Section X.7.4 Minimum Number of Votes for Letter Ballots to a Technology Group.

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 X.8 Votes of Specialist Groups.

See Section VIII.2.3.

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

Section XI.1 Technical Documents.

Technical Documents issued by the Corporation will have the meanings as herein established.

Section XI.1.1 ATSC Standard.

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

Section XI.1.2 ATSC Recommended Practice.

An ATSC Recommended Practice (Recommended Practice) is a document that states specifications or criteria 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. A Recommended Practice may specify preferred methodology for implementation and operation and may recommend a choice from among alternatives.

Section XI.1.3 ATSC Technology Group Report.

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

Section XI.1.4 ATSC Working Draft.

An ATSC Working Draft (Working Draft) is a technical document that is in development. Generally, Specialist Groups create Working Drafts with the intent of advancing them as described herein. However, completion of a Working Draft does not guarantee that it will advance as described herein. 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 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. A Working Draft of a Technology Group Report may be advanced to Technology Group Report.

Section XI.1.5 ATSC Candidate Standard.

An ATSC Candidate Standard (Candidate Standard) is a technical document that has received significant review while in Working Draft status. Advancement of a Working Draft to Candidate Standard is an explicit call for implementation and technical feedback. A Candidate Standard may be revised during the implementation period by the originating group, which can be a Specialist Group or a Technology Group. The implementation period may be shortened or lengthened by the Technology Group, generally at the recommendation of an authoring Specialist Group, which must explain the reasons for the change. A Candidate Standard may be advanced to Proposed Standard. If, at the end of the implementation period, the Candidate Standard has not advanced to Proposed Standard status, the document returns to Working Draft status.

Section XI.1.6 ATSC Proposed Standard and ATSC Proposed Recommended Practice.

An ATSC Proposed Standard (Proposed Standard) or an ATSC Proposed Recommended Practice (Proposed Recommended Practice) is believed to meet its intended 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.

Section XI.2 Areas of Development.

The Corporation shall 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, 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, or by a Technology Group 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 in accordance with Article II. The decision to commence standards development work in a given area contemplated by Article I herein shall be made in accordance with Section XI.3 and Section XI.4. The decision to commence standards development work in a given area not contemplated in Article I herein shall be subject to confirmation by the Voting Members.

Section XI.3 Delegation of Development to Other Organizations.

In developing Standards in a given area contemplated by Article I herein, 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 XI.4 Development by Technology Groups.

The Board shall establish a process for initiation of the development of drafts of new Standards or Recommended Practices or drafts of Revisions or Amendments to existing Standards or Recommended Practices (Projects) by a Technology Group. The Board shall evaluate proposed Projects based upon the following criteria:

- 1) Scope
The Project is within the scope of ATSC pursuant to Article I.
- 2) Potential for Use
There shall be evidence of existing or potential use of the Standard or Recommended Practice.
- 3) Support
There is no evidence that a majority of Technology Group members oppose the Project; due consideration shall be given to expressions of support for the Project from Members and/or a Technology or Specialist Group.
- 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 a Project 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 XI.5 Development of Standards, Recommended Practices and Revisions and Amendments to Standards and Recommended Practices.

Upon receipt of an approved Project from the Board of Directors to develop a Standard, Recommended Practice or Revision or Amendment to a Standard or Recommended Practice, the Technology Group may begin work on the Project, and may assign the Project to a Specialist Group.

The initial stage of development is the Working Draft. The Technology Group may elevate a Working Draft to Candidate Standard, a Candidate Standard to Proposed Standard, a Working Draft to Proposed Standard, or a Working Draft to Proposed Recommended Practice via letter ballot pursuant to Article X.

If elevation is approved by the Technology Group, the document attains the elevated status, and the Technology Group shall undertake, if ballot comments are submitted, Ballot Comment Resolution pursuant to Section XI.9. The Ballot Comment Resolution process may require a re-ballot.

If elevation of such a ballot or re-ballot is not approved, the document remains at its previous status, which is Candidate Standard, if one exists, or Working Draft, if not.

Upon approval of elevation to Proposed Standard or Proposed Recommended Practice and completion of Ballot Comment Resolution, each Proposed Standard or Proposed Recommended Practice shall be subject to a letter ballot by the Voting Members to be elevated to Standard or Recommended Practice, respectively, pursuant to Article X. The so qualified Voting Members, in voting on any such drafts of 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 Standard or Recommended Practice 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.

If the document is approved, it shall be published. Publication of an approved Standard or Recommended Practice may be delayed by the chairperson of the originating Technology Group or by the President for a period not to exceed one hundred twenty days for Ballot Comment Resolution pursuant to Section XI.9 or for other due cause as determined by the foregoing persons.

If the document is not approved, the document returns to Working Draft, or if applicable, to Candidate Standard. If the Standard or Recommended Practice that was not approved represents a revision of a previously published version of a Standard or Recommended Practice, the previously published version remains the published version.

Section XI.6 Development of Amendments, Revisions, and Corrigenda.

Amendments, Revisions, and Corrigenda are developed in the same manner as the documents to which they apply except that a Technology Group may approve Corrigenda for Membership ballot at a meeting or by letter ballot of the Technology Group.

Section XI.7 Withdrawal of Standards and Recommended Practices.

A Technology Group may, at its discretion, initiate withdrawal of an existing Standard or Recommended Practice. In order to be approved, such proposals shall require affirmative two-thirds vote in accordance with Article X. If approved, the proposal shall be subject to a letter ballot by the Voting Members, which shall require affirmative two-thirds vote in accordance with Article X. If the proposal is not approved at either stage, the action to withdraw is not taken.

Section XI.8 Approval of Technology Group Reports.

A Technology Group may approve Technology Group Reports via letter ballot or at a duly called meeting with affirmative two-thirds vote in accordance with Article X.

Section XI.9 Ballot Comment Resolution.

The Board of Directors, in consultation with Technology Group Chairperson(s), shall establish a Ballot Comment Resolution process, which shall be made available to the Membership.

Section XI.10 Transmittal of Approved Technical Documents.

Upon completion of the procedures for voting, and after disposition of appeals, if any, approved Standards, Recommended Practices, and 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 XII. APPEALS.**Section XII.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 XII.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 XII.2.1 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 XII.3 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: 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 XII.4 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 XII.5 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 XII.6 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 XIII.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 XIII.2 External Communications.

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

Section XIII.3 Inquiries Regarding Standards, Recommended Practices, and Technology Group Reports.

Inquiries regarding a 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.

Such inquiries shall be acknowledged within thirty days and a formal reply shall be transmitted as promptly as possible thereafter.

ARTICLE XIV.AMENDMENTS.

These bylaws may be amended by the Membership upon initiation by the Board of Directors. The Board of Directors shall convene a meeting of the Membership or initiate a ballot whenever a minimum of one-third of the Board of Directors 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 or issuance of any letter ballot at which such amendments are to be voted upon. Amendments to the bylaws shall be adopted upon affirmative two-thirds vote of the Voting Members in accordance with Article X.

ARTICLE XV. INDEMNIFICATION.

The Corporation shall indemnify each of its directors and officers to the full extent permitted by law and shall advance the costs of defense to such indemnified persons to full extent permitted by law. The Corporation shall also have power to make any other indemnification and advancement of defense costs that is permissible under the law and authorized by resolution of the Board.

ARTICLE XVI.DISSOLUTION.

Section XVI.1 Dissolution of Technology Groups.

Proposals to dissolve a Technology Group shall be submitted in writing by Members to the Board of Directors 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 for a vote whenever a minimum of one-third of the Board of Directors deems it appropriate to do so.

Section XVI.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 Membership. 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 two-thirds vote of the Voting Members in accordance with Article X.

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, 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 XVII. SUSPENSION OF REQUIREMENTS.

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 to the extent any such action is not contrary to the Articles of Incorporation or to any applicable law.