



**BYLAWS OF
PC/104 CONSORTIUM**

**ARTICLE I
Name; Purpose; Offices**

Section 1.1 Name. The name of this California nonprofit public benefit corporation is “PC/104 Consortium”. It is referred to in these Bylaws as the “Corporation”.

Section 1.2 Purpose. The purpose of the Corporation is to promote the common business interests of the members.

Section 1.3 Offices. The Corporation may have offices at such places as the Board of Directors may from time to time determine.

**ARTICLE II
Members**

Section 2.1 Membership Classes and Privileges. The Corporation may establish voting and non-voting membership classes as permitted by law. Each class of membership will have defined privileges as outlined in these bylaws. Membership fees and benefits of membership can be established and modified by the Board of Directors from time to time.

The classes of membership and privileges are:

Section 2.1(i) Executive. Each Executive Member in good standing shall be a voting member of the Corporation and entitled to vote on all matters submitted to a vote of the Voting Members. Executive Members are eligible to vote on the Bylaws of the Corporation, nominate, vote and serve on the Board of Directors. Executive Members are eligible to serve on Advisory Committees, Task Forces and Working Groups as outlined in Section 5.2.

Section 2.1(ii) – Associate. Associate Members are non-voting members of the Corporation. Associate Members are eligible to serve on Advisory Committees, Task Forces and Working Groups as outlined in Section 5.2.

Section 2.2 Application and Acceptance to Membership. Any eligible person or organization meeting the criteria established by the Board of Directors may become a member of the Corporation upon invitation or application to and approval by the Board of Directors. Applications shall be made in accordance with guidelines and upon such form or forms as may be prescribed and approved by the Board of Directors. Applicants not admitted to membership have the right to appeal to the Board of Directors, in writing or in person, upon rules for such appeal as may be established by the Board from time to time.

Section 2.3 Fees and Dues. The Board of Directors shall establish, and may change from time to time, the amounts of dues or fees required to be paid by each class of member and non-voting members and any other category of membership that the Board may establish from time to time.

Section 2.4 Withdrawal. Any member of the Corporation may terminate its membership by submitting a written notice to the Board of Directors.

Section 2.5 Suspension. Any member which fails to meet any obligation or make any payments due to the Corporation shall have its membership suspended. Suspension shall continue until such obligations are met or all sums due to the Corporation are paid, at which time such membership may be reinstated.

Section 2.6 Termination. Whenever in the judgment of the Board of Directors the best interest of the Corporation will be served thereby, the membership of any member may be terminated by the affirmative vote of two-thirds (2/3) of the Directors then in office, in accordance with procedures adopted by the Board. The decision of the Board shall be final.

Section 2.7 Meetings. Meetings of members are required annually and may be called from time to time by the Board. Meetings may be held in person or by any combination of teleconferencing or other method of remote communication.

ARTICLE III Board of Directors

Section 3.1 General Powers. The property, affairs, and business of the Corporation shall be managed and controlled by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by the Law, the Articles of Incorporation or these Bylaws.

Section 3.2 Eligibility. Any individual whose company is a voting member in good standing with the Corporation, shall be eligible for election to the Board of Directors.

Section 3.3 Number and Election. The number of Directors shall not be less than three (3) and not more than seven (7). The Directors shall be elected by a majority vote of the voting members and shall serve terms of three (3) years. Annually nominations will be held and voting members will be given no less than 15 business days to cast a ballot, electronically or otherwise as determined by the Board of Directors. Members present shall constitute a quorum for election of directors. The Directors may succeed themselves in office. Directors shall hold office until his/her successor is appointed, elected or qualified or until his/her earlier resignation or removal.

Section 3.4 Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the Directors then in office. Each Director so elected shall hold office through the remainder of the term of the vacancy they are filling.

Section 3.5 Meetings. The Board of Directors may hold regular or special meetings in or outside the State of California at the call of the President, the Secretary, or the Vice-President. Regular meetings of the Board may be held without notice if the time and place of the meetings are fixed by the Bylaws or the Board. Notice of the date, time, place, or method of special meetings shall be given to each Director at least two (2) days in advance in person, by telephone, or by electronic transmission.

Section 3.6 Quorum and Voting. At any meeting of the Board of Directors, a majority of the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of all business. An affirmative vote of a majority of directors present at a meeting of the Board of Directors, duly called and at which a quorum is present, shall be sufficient to take or authorize action, unless the concurrence of a greater proportion is required for such action by the Law, the Articles of Incorporation, or these Bylaws. Voting may be done electronically as permitted by law.

Section 3.7 Telephone or Remote Meetings. Members of the Board of Directors, or a committee, may participate in any meeting of the Board by means of conference telephone, electronic video screen communication or electronic transmission by and to the Corporation or any means of communication by which all persons participating in the meeting can hear each other. Participation through electronic transmission by and to the Corporation, other than by conference telephone and electronic video screen communication, constitutes presence in person at the meeting only if (A) each director participating in the meeting can communicate with all of the other directors concurrently, and (B) each director is

provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

Section 3.8 Resignation and Removal. Any Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President or Secretary. A Director may be removed for three consecutive unexcused absences from Board meetings, or when in the judgment of the Board of Directors the best interest of the Corporation will be served thereby, upon the affirmative vote of two-thirds (2/3) of the Directors then in office. The Director being considered for removal shall not participate in the voting.

Section 3.9 Compensation. Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors expenses of attendance may be allowed for attendance at each regular or special meeting of the Board; however, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

ARTICLE IV Officers

Section 4.1 Officers. The officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer, who shall be elected or appointed by the Board, and such other officers as may be elected or appointed to offices created by the Board. Officers shall have powers and duties as specified herein and as may be additionally prescribed by the Board. One person may hold two or more offices, except that no person serving as Secretary, the Treasurer, or the chief financial officer may serve concurrently as the President or Chair of the Board. The Board of Directors may employ or engage an Executive Director (or such other title as designated by the Board of Directors) or other paid officers as determined by the Board of Directors.

Section 4.2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at a regular annual meeting following the election of the Board of Directors. If the election of any officer shall not be held at such meeting, the election shall be held as soon thereafter as conveniently possible. New offices may be created and filled, and vacancies may be filled, at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been elected, unless otherwise removed.

Section 4.3 Duties. The officers shall perform those duties that are usual to their positions and that are assigned to them by the Board of Directors. The President shall preside at meetings of the Board and shall be an ex-officio member of all committees. The Vice-President shall act in place of the President when the President is not available. The Secretary shall be the recording officer of the Corporation, responsible for minutes, corporate records, and notices. The Treasurer shall be the financial officer, with responsibility for oversight of revenues and expenditures, and reporting on the financial affairs of the Corporation to the Board.

Section 4.4 Vacancies. If a vacancy occurs among the principal officers for any reason, the position shall be filled for the unexpired portion of the term by majority vote of the Directors present at a meeting, duly called and at which a quorum is present.

Section 4.5 Resignation and Removal. Any officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the President or Secretary. Subject to the rights, if any, of an officer under any contract of employment, any officer elected or appointed by the Board may be removed by the Board with or without cause, whenever in its judgment the best interests of the Corporation would be served thereby.

ARTICLE V Committees

Section 5.1 Board Committees. The Board of Directors, by resolution adopted by a majority of the Directors then in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, may have and exercise the authority of the Board of Directors in the management of the Corporation except as restricted by the Law, the resolution creating the committee, the Articles of Incorporation or these Bylaws. Any such committee shall have the authority of the Board to the extent provided in the Board resolution, except that no committee, regardless of Board resolution, may:

- a) fill vacancies on the Board or any committee that has the authority of the Board;
- b) amend or repeal Articles of Incorporation or bylaws or adopt new Articles of Incorporation or bylaws;
- c) amend or repeal any Board resolution that by its express terms is not so amendable or repealable;
- d) create any other committees of the Board or appoint the members of committees of the Board;
- e) approve any transaction (i) between the Corporation and one or more of its Directors or (ii) between the Corporation and any entity in which one or more of its Directors have a material financial interest.

Section 5.2 Advisory Committees, Task Forces, or Working Groups. The Board of Directors, by resolution adopted by a majority of the Directors then in office, or by the President as authorized by a like resolution of the Board, may designate and appoint one or more advisory committees, task forces or working groups. Membership on such committee, task force or working group need not be limited to Directors. No such advisory committee, task force or working group shall have or exercise the authority of the Board of Directors in the management of the Corporation.

ARTICLE VI Indemnification

To the fullest extent permitted by law, any current or former director or officer of the Corporation, or other such persons so designated in the discretion of the Board of Directors, shall be indemnified (including advances against expenses) by the Corporation against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any actual and threatened action, suit, or proceeding to which any such person may be made a party by reason of his/her being or having been such a director or officer of the Corporation. The Corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of related expenses, to any employee or agent of the Corporation to the extent permitted by law. No indemnification or advance against expenses shall be approved by the Board or paid by the Corporation until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

ARTICLE VII Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the Voting Members with or without a meeting of the Voting Members. Such ballot must provide at least 30 days for the Voting Members to respond.

ARTICLE VIII
General Provisions

Section 8.1 Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

Section 8.2 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

The foregoing Bylaws were adopted by the Voting Members on May 30, 2018.