

**AMENDED AND RESTATED
BYLAWS
OF
DSL FORUM**

A California Nonprofit Mutual Benefit Corporation

ARTICLE 1 -- PURPOSE AND OBJECTS

- 1.1** The name of this corporation is DSL Forum (the "Corporation"). The business of the Corporation shall not be conducted for the financial profits of its Members, but shall be conducted for the mutual benefit of its Members.
- 1.2** The Corporation is an international group of service providers, equipment and technology vendors, research and engineering organizations, users, and other parties interested in promoting the acceptance and implementation of all types of Digital Subscriber Line ("DSL") and other Broadband technologies and systems; where applicable preference may be given to standardized forms of DSLs. The intent of this Corporation is to support the rapid advancement of end-end network systems employing DSL and other Broadband technologies in a manner that promotes a competitive DSL marketplace. The Corporation's activities will include: promoting global development of DSL systems technology; identifying global DSL applications and corresponding services; providing global educational services; promoting nationwide and worldwide compatibility and interoperability; encouraging input to appropriate national and international standards bodies; and identifying, selecting, augmenting as appropriate, and publishing DSL and Broadband centric equipment specifications drawn from appropriate national and international standards. The Corporation shall make any approved results of the activities of the Corporation available to all interested parties on reasonable terms applied uniformly and openly.
- 1.3** The purposes of the Corporation shall be promoted by: identifying, selecting, augmenting as appropriate, and publishing DSL and Broadband centric equipment specifications drawn from appropriate national and international standards; developing proposals to be made to appropriate national and international standards bodies; developing publications and informational materials; facilitating demonstrations and field trials; and performing other activities permitted under these Bylaws to further the purposes and objects of the Corporation.

In working toward the achievement of these stated purposes and objects, the Corporation may conduct cooperative research, and the Corporation and its Members intend to comply with the National Cooperative Research Act of 1984. The Corporation and its Members are individually and collectively committed to open competition in the

development of products, technology and services, and the Members are not restricted in any way from designing, developing, marketing and/or procuring hardware, software, systems, technology, or services. Implementation or use of specific DSL standards, recommendations and the Corporation specifications will be voluntary, and no Member shall agree or be obliged to implement them by virtue of participation in the Corporation. The Corporation Directors and Members acknowledge that the purposes and objects of the Corporation prohibit discussion about sales levels, methods, or channels of distribution, markets, customers, prices or profitability or any other topic which would restrict use of DSL or any other hardware, software, technology, or services.

- 1.4** Notwithstanding anything herein to the contrary, nothing contained in these Bylaws shall authorize the Corporation directly or indirectly to engage in any act or thing incidental to or connected with the purposes set forth in Article 1 hereof or advancement thereof which would cause the Corporation to be disqualified as a business league within the meaning of Section 501(c)(6) of the United States Internal Revenue Code. The Corporation and its Members and participants shall strictly comply with state and federal antitrust laws.

ARTICLE 2 - OFFICES

- 2.1** The principal office of this Corporation shall be located at such location within the State of California, as the Board of Directors so elects. The principal office of the Corporation may be changed to another location in the State of California if the Board of Directors so elects.
- 2.2** In addition to the principal office, the Corporation may have other offices within or without the State of California, as shall be designated by the Board of Directors.

ARTICLE 3 - MEMBERSHIP

3.1 Membership Candidates

Any individual, firm, partnership, corporation, unincorporated association, or government body (hereinafter "Person") with a demonstrated interest in promoting the cause of the Corporation, may apply for membership in the Corporation. The Corporation does not restrict membership on the basis of race, color, sex, religion, or national origin.

3.2 Qualifications and Rights

The membership of the Corporation consists of three types, those being a Principal Membership, an Auditing Membership and an Associate Membership.

3.2.1 Principal Membership

- (a) Any Person or others approved by the Board of Directors shall be deemed qualified to apply for Principal Membership in the Corporation. An applicant for membership that is affiliated with an existing Principal Member will not be considered for Principal Membership but is eligible for Auditing Membership.
- (b) "Affiliation" for this purpose is: ownership or control by an existing Principal Member of more than fifty percent of the voting stock (or similar rights of control) of the applicant; ownership or control of more than fifty percent of the voting stock (or similar rights of control) of an existing Principal Member by the applicant; or common control of more than fifty percent of the voting stock (or similar rights of control) of an existing Principal Member and the applicant.
- (c) The Board of Directors shall determine the number of representatives to which each Principal Member shall be entitled to attend working committee, special, and general meetings of the Corporation, but under no circumstances shall this number be less than two (2). Each Principal Member shall have access to all working documents, minutes of meetings (Board of Directors and Committees) and written contributions by the Corporation.
- (d) Each Principal Member shall be entitled to one (1) vote at the annual, general and special meetings of the Members of the Corporation and at any working committee meeting organized by the Corporation.
- (e) Principal Members may be requested by the Board of Directors to provide qualified representatives to further the work of various Corporation committees

which may be created from time to time. Each Member shall have one (1) vote in each of the committees in which it participates.

3.2.2 Auditing Membership

- (a) Any Person or others approved by the Board of Directors shall be deemed qualified to apply for Auditing Membership in the Corporation.
- (b) The Board of Directors shall determine the number of representatives to which each Auditing Member shall be entitled to attend working committee, special, and general meetings of the Corporation. Each Auditing Member shall have access to all working documents, minutes of meetings (Board of Directors and Committees) and written contributions by the Corporation.
- (c) Auditing Members do not have any voting rights and are not statutory Members as defined in Section 5056 of the California Nonprofit Corporation Law. Furthermore, Auditing Members do not have the privilege to call any meeting, special or otherwise, of the Corporation.

3.2.3 Associate Membership

- (a) Not for profit, educational or others approved by the Board of Directors shall be deemed qualified to apply for Associate Membership in the Corporation. An applicant for membership that is affiliated with an existing Member will not be considered for Associate Membership. Associate Members will be approved for membership annually by a majority vote, Yes v. No, abstentions excluded, of the Board of Directors.
- (b) "Affiliation" for this purpose is: ownership or control by an existing Principal Member of more than fifty percent of the voting stock (or similar rights of control) of the applicant; ownership or control of more than fifty percent of the voting stock (or similar rights of control) of an existing Principal Member by the applicant; or common control of more than fifty percent of the voting stock (or similar rights of control) of an existing Principal Member and the applicant.
- (c) The Board of Directors shall determine the number of representatives to which each Associate Member shall be entitled to attend working committee, special, and general meetings of the Corporation, but under no circumstances shall this number be less than two (2). Each Associate Member shall have access to all working documents, minutes of meetings (Board of Directors and Committees) and written contributions by the Corporation.
- (d) Associate Members do not have voting rights and are not statutory Members as defined in Section 5056 of the California Nonprofit Corporation Law.

Furthermore, Associate Members do not have the privilege to call any meeting, special or otherwise, of the Corporation.

- (e) Associate Members may be requested by the Board of Directors to provide qualified representatives to further the work of various Corporation committees which may be created from time to time.

3.3 Admission to Membership

Any Person possessing the requisite qualifications to secured admission to membership in this Corporation shall make written application to the Membership and Nominating Committee. The initiation fee shall be disclosed by the Membership and Nominating Committee to the applicant together with a copy of these Bylaws, to which new Members must subscribe. The application, accompanied by a Subscription to the Bylaws of the Corporation in a form prescribed by the Board of Directors, shall be signed by the applicant and submitted to the Membership and Nominating Committee. The Membership and Nominating Committee shall recommend the approval or rejection of such application to the President in accordance with criteria consistent with Section 3.2 and established by the Board of Directors and fairly applied. The recommendation of the Membership and Nominating Committee shall be made in accordance with the Committee's operating procedures following its receipt of the application and the Subscription to the Bylaws, as set forth in part in Section 7.3 of these Bylaws. In those cases where the applicant clearly meets the membership criteria, final action of admission to membership shall be by vote of the Membership and Nominating Committee and approval of the President. In those cases where any member of the Membership and Nominating Committee questions the applicant's ability to meet the membership criteria, final action of admission to membership shall be by vote of the Board of Directors.

3.4 Initiation Fee

Each applicant for membership shall, upon election to membership in this Corporation, pay to the Treasurer of this Corporation an initiation fee prescribed by the Board of Directions for membership. Written notice of election shall be given promptly by the Secretary of the Corporation to each applicant elected to membership.

3.5 Dues

- (a) Each Member shall pay annual dues to the Treasurer according to schedules which from time to time may be prescribed by the Board of Directors. The dues structure for the forthcoming year shall be reported to the membership at the annual meeting or in some other written form and shall be provided to an applicant together with the Subscription to the current Bylaws.

- (b) If any payment of dues is not made as and when required, the Board of Directors shall cause notice to be sent to the Member whose payment is delinquent. Ninety (90) days default in payment of any assessment or installation of any dues of which notice shall have been given to any Member as herein provided shall entitle the Board of Directors without notice to the Member or Members in default to suspend the membership until the default in payment of dues or installments is cured.

3.6 Special Assessments

- (a) This Corporation may be required to pay unusual or extraordinary expenses as may be authorized and incurred from time to time at properly noticed regular or special meetings of the Members or the Board of Directors in furtherance of the business and objects of the Corporation. The monies so required may be raised by special assessments which shall be levied from time to time against all Members by the Board of Directors. The Board of Directors shall not levy special assessments which, in any fiscal year, cumulatively exceed fifty percent (50%) of the annual dues of all Members. Special assessments which exceed fifty percent (50%) of the annual dues of all Members in a fiscal year shall be approved by the resolution of Members; provided, however, no special assessment with respect to a resolution or a series of resolutions shall exceed two (2) times the annual dues within a fiscal year. Within forty-five (45) days after any assessment has been levied, notice thereof shall be given to each and every Member of the Corporation stating the amount of such assessment and the date or dates which the same was ordered by the Board of Directors to be paid.
- (b) No newly elected Member shall be required to pay any special assessment or portion thereof levied prior to the date such Member was admitted to membership in the Corporation.

3.7 Subscription to Bylaws

Each Member shall subscribe to and agree to be bound by these Bylaws and all amendments thereto before being admitted to the rights of membership in the Corporation. Those Members who have paid the required dues, fees and assessments in accordance with these Bylaws and who are not suspended shall be Members in good standing.

3.8 Certificate of Membership

Each Member of this Corporation in good standing shall be entitled to a certificate of membership in such form as shall be prescribed by the Membership and Nominating Committee. A certificate of membership shall be issued to each new Member within a reasonable time after election and receipt by the Corporation of the initiation fees and first dues paid, and shall be surrendered by said Member immediately upon termination

or discontinuation of membership. The certificates of membership shall be non-assignable and non-transferable.

In the event that, through merger or acquisition or other cause, a Member's assets are totally or substantially transferred to another entity, that Member's membership may be transferred to the new entity, provided all appropriate membership documents, including but not limited to the Subscription to the Bylaws and the Membership Application, are properly executed in the name of the new entity. Any such transfer of membership shall be subject to approval by the Board of Directors and, if approved, shall cause a new certificate of membership to be issued.

3.9 Auditing Member Change in Membership

An Auditing Member of the Corporation may request a change in its status to a Principal Membership by written application to the Membership and Nominating Committee. Persons with Auditing Membership shall be required to pay full initiation fees and current dues for their Principal Membership, except that they shall also receive full credit for the prior initiation fees and current dues payments of the Auditing Membership.

3.10 Resignation

Any Member of the Corporation may withdraw from membership by tendering a written resignation to the Board of Directors and a sum of money equal to full payment of any and all initiation fees, dues, and special assessments and each and every installment thereof remaining unpaid on the date of tender of resignation.

3.11 Withdrawal from Business

Membership in the Corporation shall automatically terminate upon bankruptcy or withdrawal from or cessation of business by any Member or upon such an alteration in the nature of business transacted by the Member as would disqualify a Member from securing a membership upon application therefor.

3.12 Suspension and Expulsion

- (a) Any Member of the Corporation who violates any of the Bylaws, documented procedures or resolutions adopted by the Board of Directors from time to time, or fails to pay dues or special assessments shall, by a two-thirds vote of the Board of Directors present at any meeting at which a quorum exists, be subject to suspension, expulsion, or any other sanction approved by the Board of Directors. Expulsion or suspension for any reason other than non-payment of dues or special assessments shall occur only after the affected Member has been advised, at least fifteen (15) days in advance, in writing of the proposed expulsion or suspension and the reasons therefor, and has been given an opportunity to submit not less

than five (5) days in advance to the Board of Directors reasons in support of its continued membership in the Corporation. The notice to the affected Member shall include the name and address of the individual or corporation making the charge and a concise statement of the material facts constituting the charge. If the Board of Directors determines in good faith that the allegations are substantiated, the Board of Directors shall vote on appropriate sanctions. The decision of the Board of Directors concerning an expulsion or a suspension shall be final and binding.

A Member may be suspended based on the good faith determination of the Board of Directors that the Member has failed in material and serious degree to observe the Corporation's rules, or has engaged in conduct seriously prejudicial to the purposes and interests of the Corporation. Any Member whose membership in this Corporation shall have been suspended by the Board of Directors shall not be a Member during the period of suspension and shall have no interest in any of the activities, funds, property, rights, and interest belonging to the Corporation until such time as such Member complies with the requirements of the Board of Directors for the removal of the suspension and the return to good standing.

- (b) A Member expelled for any reason shall forfeit any dues or special assessments paid during membership. No Member who has been expelled shall be eligible for reelection to membership for at least one (1) year from the date of expulsion; such former Members shall not be readmitted until all arrears in dues and/or monetary obligations to the Corporation have been paid.

3.13 Property Rights

- (a) Any Member whose membership in this Corporation shall have terminated by resignation, cessation of business, expulsion, or other cause shall forfeit thereby all interests in any and all funds, property, rights and interests of the Corporation, other than any executory licenses to intellectual property with the Corporation entered into during the term of membership.
- (b) Except as provided under Article 10 on Dissolution, and the intellectual property licensing provisions of this Article, no Member has any property rights in any assets of this Corporation. Furthermore, no surplus of funds of this Corporation (if any) shall inure to the benefit of any Member, officer or employee of the Corporation.

3.14 Intellectual Property Policy

The Board of Directors shall have the authority to adopt and from time to time to amend an Intellectual Property Policy (the "IPP"). The IPP shall set forth the policy and rules of the Corporation which shall govern the Corporation's and the Member's use, disclosure and contribution of intellectual property in connection with the Corporation's

consideration and adoption of implementation agreements.

As a continuing condition of their membership in the Corporation, all Members shall be bound by the IPP.

The Board of Directors shall notify the Members promptly of any amendments to the IPP, and shall post the most recent version of the IPP on the Corporation website.

ARTICLE 4 - MEETING OF MEMBERS

4.1 Annual Meeting

The annual meeting of the Members of the Corporation, at the direction of the Board of Directors, may be held inside or outside the State of California, shall be on such date and time and at such place as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting. In the absence of such determination of place, Members meetings shall be held at the Corporation's principal office. At the annual meeting, the Members shall nominate and elect a sufficient number of Directors to replace all Directors whose terms are expiring, and shall transact such other business as may properly come before the meeting. Minutes of the meeting will be kept and archived by the Secretary or Secretariat.

4.2 General Meetings

General meetings of the Members of the Corporation may be held at any place designated by the President or the Board of Directors, upon call by the President of the Board of Directors. There shall be at least one general meeting each year. General meetings are intended to be a vehicle to discuss the work plan of the Corporation and progress thereof, and to solicit Member contribution. Minutes of general meetings will be kept and archived by the Secretary or Secretariat.

4.3 Special Meetings

Special meetings of the Members of the Corporation may be called by the President, Chairman of the Board, Board of Directors or not less than 5% of the Principal Members of the Corporation. A special meeting called by any Person (other than the Board of Directors) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the Chairman of the Board, if any, or the President, any Vice President, or the Secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the Members entitled to vote, in accordance with Section 4.4 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board of Directors, provided, however, that the meeting date shall be at least twenty (20) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the Person or Persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting may be held when the meeting is called by the Board of Directors. No business, other than the business of a general nature of which was set forth

in the notice of the meeting, may be transacted at a special meeting. Minutes of the meeting will be kept and archived by the Secretary or Secretariat.

4.4 Notice

Notice of the time and place and purpose of holding any annual meeting and general meeting shall be given to each Member of this Corporation who on the record date of notice is permitted to attend such a meeting at least thirty (30) days but no more than ninety (90) days prior to the scheduled date for the meeting. The notice of a meeting will include the proposed agenda for the meeting. All notices shall be given at the address on file with the Corporation either personally, or by electronic mail, or by any method deemed appropriate by the Board of Directors. Notice of a meeting need not be given to any Member who signs a waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any Member at a meeting, in person or by proxy, shall constitute a waive of notice by that Member.

4.5 Quorum

One-third (1/3) or more of the Members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business. Any vote taken by email shall count towards the quorum.

4.6 Meeting Adjournments

If such quorum requirements are not met at any meeting, a majority of the Members present in person or by proxy shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting of the time and place to which the meeting is adjourned. No meeting may be adjourned for more than forty-five (45) days. At such adjourned meeting at which the requisite number of Members shall be represented any action may be taken which might have been transacted at the meeting as originally noticed. If after adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each Member of record on the new record date entitled to notice under Section 4.4 of these Bylaws in the manner set forth in Section 4.4.

4.7 Voting

A majority vote, Yes v. No, abstentions excluded, of the ballots cast is required to pass a resolution of the Members.

4.8 Director Election

Directors shall be elected by a plurality of the votes cast at an election held during a meeting at which a quorum is present. Each Member shall be entitled to one vote for

each Director position to be filled, but no more than one vote for each Director candidate, and shall have one vote upon any question coming before any meeting of the Members.

4.9 Proxies

At all meetings of the Corporation any Member shall be entitled to vote either in person or by a duly accredited proxy. Every proxy shall be executed in writing by the Member or the Member's agent, except that a proxy may be given by a Member or the agent by any method deemed appropriate by the Board of Directors. Such proxy shall be filed with the Secretary of the Corporation. A proxy shall not be valid for more than the meeting for which it is intended to be used thereat, or any adjournment thereof. The presence at any meeting of any Member who has given a proxy shall not revoke the proxy unless the Member or its representative shall file a written notice of revocation with the Secretary of the meeting prior to the voting of the proxy. A Person named in a proxy as the attorney or agent of a Member may, if the proxy so provides, substitute another Person to act in that Person's place, including any other Person named as an attorney or agent in the same proxy. The substitution shall not be effective until an instrument effecting it is filed with the Secretary of the Corporation.

Any revocable proxy concerning the following matters for which a vote of the Members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on: (1) amendments to the Articles of Incorporation, (2) amendments to the Articles or Bylaws changing proxy rights, (3) removal of the Directors without cause, (4) filling vacancies on the Board of Directors, (5) the sale, lease, exchange, conveyance, transfer or other disposition of all or substantially all of the Corporate assets, (6) the principal terms of a merger or the amendment of a merger agreement, (7) the election to dissolve the Corporation, (8) contracts or transactions between the Corporation and one or more Directors or between the Corporation and an entity in which the Director has material financial interest, and (9) a plan of distribution of assets other than money to Members when the Corporation is in process of winding up, when the distribution is not in accordance with liquidation rights of any class.

4.10 Written Consent

Any action required or permitted to be taken at a meeting of Members by the California Nonprofit Corporation Law, the Articles of Incorporation, or the Bylaws of the Corporation, may be taken without meeting if all the Members consent thereto in writing.

4.11 Written Ballots

- (a) Subject to the provisions of this Section 4.11, any action required or permitted to be taken at a meeting of Members by the California Nonprofit Corporation Law, the Articles of Incorporation, or the Bylaws, other than the annual election of Directors, may be taken without a meeting by written ballot so long as one-third (1/3) or more of voting Members, eligible to vote, submit completed ballots. A

majority of ballots cast shall authorize the action and voting shall comply with the following Subsection (b).

- (b) The Corporation shall distribute one written ballot to each Member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 4.4 of these Bylaws. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirements, (2) with respect to ballots other than for election of Directors, state the percentage of approvals necessary to pass the measure or measures, and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action, (2) provide the Members an opportunity to specify approval or disapproval of each proposed, and (3) provide reasonable time in which to return the ballot to the Corporation. If the Corporation has one hundred (100) or more voting Members, any written ballot distributed to ten (10) or more Members shall provide, subject to reasonable specified conditions, that if the Person solicited specified a choice with respect to any such matter, the vote shall be cast in accordance with that specification. A written ballot may not be revoked.
- (c) Whenever action is taken pursuant to Subsection (a) and (b) of this Section, the written consents of the Members consenting thereto shall be filed with the minutes of proceedings of Members.

4.12 Procedures

Where procedure is not otherwise provided for meetings of the Corporation, Robert's Rules of Order shall control.

ARTICLE 5 - DIRECTORS

5.1 Number and Election

- (a) The properties and business of this Corporation shall be managed by its Board of Directors, whose members shall number no less than five (5) and no more than eleven (11). The exact number of Directors may be fixed by resolution of the Board within this range. Each Director shall be elected by the membership at an annual meeting. Each Director shall serve for two (2) years.

The Board shall be divided approximately in half, with one part being elected in even years and the other part being elected in odd years.

The Director shall be selected from employees of Members, but no more than one Director may be employed by any one Member. The candidates for Director may be identified by the Membership and Nominating Committee in accordance with Section 7.3 herein. Candidates for Director may also be nominated by the membership at large or be self-nominating.

- (b) The Chairman of the Board shall be elected from the Board of Directors by the Board of Directors. The President, Vice President(s), Secretary, and Treasurer may be members of the Board of Directors. Officers who are not members of the Board of Directors shall be ex-officio members.

5.2 Removal

Directors may be removed by the Board of Directors "for cause". "For cause" shall mean removal of a Director who has been declared of unsound mind or convicted of a felony. Directors may be removed by the Members without cause if such removal is approved by the Members pursuant to Article 4, unless the Corporation has less than fifty (50) voting Members, in which case Directors may be removed by a majority vote, Yes v. No, abstentions excluded, of all Members.

If a Director's employer ceases to be a Member in good standing or the Director leaves the employment of the Member, then that director's position shall be considered vacant.

5.3 Vacancies

Any vacancy in the Board of Directors may be filled by a majority vote, Yes v. No, abstentions excluded, of the Directors present at any quorate meeting of the Board of Directors.

Members may fill a vacancy at annual, general or special meetings.

The term of the filled position shall be until the next annual meeting at which time the position will become open. If the remaining term for the filled position is one year, the Board of Directors may designate the remaining term as two years provided the requirements in 5.1 (a) are satisfied.

5.4 Powers

The Board of Directors shall have power to:

- (a) Elect all officers and appoint all agents of the Corporation and prescribe their duties and fix their compensation except as otherwise provided by these Bylaws.
- (b) Appoint such standing or special committees as may be found necessary or desirable to carry out the objects and purposes of this Corporation, and to fix their powers and prescribe their duties. Notwithstanding anything contained herein, these shall be the committees set forth in Article 7.
- (c) Select a Secretariat for administering the day-to-day activities necessary for the conduct of business of the Corporation, and fix and prescribe its duties.
- (d) Bond such officers, agents, and employees of the Corporation as may be necessary in such amounts and with such sureties as may be reasonable.
- (e) Designate depositories for the Corporation, to rent safety deposit vaults, and to provide the manner of signing checks, notes, bills, and other evidences of indebtedness of the Corporation.
- (f) Invest and reinvest the fund of the Corporation and to change such investments from time to time.
- (g) In general do all lawful things and exercise all such lawful powers as are not vested in the Members of the Corporation and which will promote the objects and purposes of this Corporation.
- (h) Interpret and administer these Bylaws and other documents and agreements related to the Corporation.

5.5 Meetings

- (a) Meetings of the Board of Directors may be held either within or without the State of California. Regular meetings of the Board of Directors may be held at such intervals as shall be determined by the President and/or Chairman of the Board of Directors. Such regular meetings may be held without notice of the time and place except announcement at the last previous regular meeting of the Board of Directors. No notice shall be required to newly elected Directors of the first meeting of the Board of Directors following the annual meeting of the Corporation. Meetings of Board of Directors may be conducted by voice or multimedia conference call.

- (b) Special meetings of the Board of Directors may be called by the Chairman or President on at least four (4) days notice prior to the meeting of the date, time, and place given either personally, by mail, or by electronic transmission with acknowledgment of receipt. In addition, special meetings of the Board of Directors shall be called by the Chairman or President on like notice on the written request of two (2) members of the Board of Directors, any Secretary, or any Vice President.
- (c) Notice of any meeting need not be given to a Director who signs a waiver of notice, whether before or after the meeting. The attendance of any Director at a meeting without protesting prior to the conclusion of the meeting the lack of notice of the meeting shall constitute a waiver of notice by the Director. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourned and if the period of adjournment does not exceed ten (10) days in any one adjournment. Notice shall be given to any Director absent at any adjourned meeting of the new date, time and place of the meeting.

5.6 Quorum and Voting

A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

5.7 Compensation

Directors shall receive no compensation for their services as Directors. For attendance at a meetings of the Board of Directors each Director attending may, under certain unusual circumstances as may be approved by the Board of Directors, be paid a sum to defray reasonable and actual expenses of attendance.

5.8 Written Consent

Notwithstanding anything contained herein to the contrary, any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors consent thereto in writing and the written consents are filed with the minutes of the proceedings of the Board of Directors.

ARTICLE 6 - OFFICERS

6.1 Election and Tenure

The officers of the Corporation shall be elected by the Board of Directors annually after the annual meeting of Members and shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of any officer under contracts of employment. The officers shall be a Chairman of the Board of Directors, a President, a Vice President, a Secretary, and a Treasurer. No officer, except the Chairman, need be a Director. The Board of Directors may elect such other officers, including additional Vice Presidents, assistant Secretaries and assistant Treasurers, or a Chief Operating Officer as it may deem necessary, which shall have such authority and perform such duties as from time to time may be prescribed by the Board of Directors. The offices of the Chairman of the Board and President may be filled by the same person. The offices of Secretary and Treasurer may be filled by the same person or the Vice President may hold at the same time, the office of Secretary or Treasurer. Officers shall hold their offices for one year or until their successors are chosen. Any officer may be removed with or without cause at any time by resolution passed by the Board of Directors. In the event of death, resignation, removal, or disqualification of any officer, the vacancy shall be filled by the Board of Directors. The officers shall not receive any compensation for their services, except as may be provided from time to time by resolution of the Board of Directors.

6.2 Chairman of the Board

The Chairman of the Board shall set the agenda and preside at all meetings of the Members and the Board of Directors. The Chairman of the Board shall also act as liaison from and spokesperson for the Board of Directors and shall participate in long-term planning for the Corporation. The Chairman of the Board shall perform all such other duties as pertain to the office of the Chairman of the Board and shall perform such other duties as the Board of Directors shall prescribe by resolution.

6.3 President

The President shall be a member ex-officio of all standing and special committees. The President shall execute all instructions requiring a seal of the name of the Corporation, shall perform all such other duties as pertain to the office of the President and shall see that all resolutions of the Members and the Board of Directors shall be carried into effect. In the absence of the Chairman of the Board from any meeting of the Corporation or the Board of Directors, the President shall preside.

6.4 Vice President

The Vice President shall in the absence of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors or the Members shall prescribe by resolution. In the event that there is more than one Vice President, the Board of Directors shall designate, at the time of the election of Vice Presidents, which Vice President position shall perform the duties of the President during any absence of the President.

6.5 Chief Operating Officer

The Chief Operating Officer shall be responsible for the operational aspects of the Corporation. The Chief Operating Officer will manage the Corporation's cost control structure, work to satisfy the desires of a diverse membership and execute the programs set forth by the Board of Directors. The Chief Operating Officer shall also act as liaison from and spokesperson for the Corporation and shall participate in long-term planning for the Corporation. The Chief Operating Officer shall perform all other duties as the Board of Directors shall prescribe by resolution.

The Chief Operating Officer shall carry out those tasks outlined above and present regular updates to the Board of Directors.

6.6 Secretary

The Secretary shall keep a correct list of the names and addresses of the Members of the Corporation, shall attend all meetings of the Members and of the Board of Directors, and shall keep a correct record of all the transactions at such meetings in a minute book belonging to the Corporation. The Secretary shall be the custodian of the corporate records, except those pertaining to the office of the Treasurer, and shall be custodian of the corporate seal. The Secretary shall send out notice of meetings of the Members and of the Board of Directors and shall conduct all correspondence other than that appertaining to the office of President and Treasurer. The Secretary shall have custody of the corporate seal and shall affix the corporate seal to all instruments requiring a seal. The Secretary shall perform such other duties as pertain to the office of the Secretary and shall do all such things and carry out all such orders as are required by the Members of the Corporation or the Board of Directors. The Secretary shall keep or cause to be kept at the principal office of the Corporation in California a copy of the Articles of Incorporation and Bylaws as amended to date.

6.7 Treasurer

If required by the Board of Directors, the Treasurer shall give bond in such amount and with such surety as may be designated by the Board of Directors, the cost of such bond to be paid by the Corporation. The Treasurer shall receive, disburse, and collect any monies due and belonging to the Corporation and shall, under the supervision of the Board of Directors, deposit the monies for the Corporation, in its name and to its credit in such depository or depositories as may be designated by the Board of Directors. The Treasurer shall invest all funds not needed for current disbursements, as may be directed

by the Board of Directors, and shall pay all bills and make all disbursements authorized by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall notify the Secretary of all delinquencies in the payment of special assessments, dues, and initiation fees by Members and shall render a full and annual report of the financial condition of the Corporation to the Directors prior to the annual meeting of the membership. This annual financial report shall comply with Generally Accepted Accounting Principles (GAAP). The Treasurer shall perform all other duties required by resolution of the full Members of the Corporation or the Board of Directors and shall perform all duties as pertain to the office of Treasurer. The Treasurer may, with approval from the Board of Directors, appoint an assistant Treasurer to perform some of the duties as they pertain to the office of the Treasurer.

6.8 Counter-Signature

Except as provided elsewhere in these Bylaws, all documents which purport to bind this corporation must be countersigned by any two officers. The Board of Directors shall, by resolution, determine levels of approval required for disbursement of Corporation funds.

ARTICLE 7 - ADVISORY COMMITTEES

7.1 The Board of Directors, by resolution adopted by a majority vote, Yes v. No, abstentions excluded, of all Directors comprising the Board of Directors, shall appoint one or more advisory committees, each of which shall include one or more members who are Directors of the Corporation. To the extent provided in such resolution, each such advisory committee shall have the authority prescribed by the Board of Directors, except to the extent prohibited by California Nonprofit Corporation Law. The Corporation shall have three (3) standing advisory committees: the Management Committee, the Membership and Nomination Committee and the Finance and Audit Committee. The Board of Directors or Management Committee by resolution adopted by a majority vote, Yes v. No, abstentions excluded, of all Directors comprising the Board of Directors shall appoint one or more working committees, each of which shall consist of representatives of the Members of the Corporation as provided by the Board of Directors or Management Committee. To the extent provided in such resolution, each such working committee shall have the authority prescribed by the Board of Directors or Management Committee, except to the extent prohibited by California Nonprofit Corporation Law. The duties of the three (3) standing committees are as follows:

7.2 Management Committee

The Management Committee, under the policy guidance of the Board of Directors, shall create working groups to carry out the work of the Corporation, and shall provide supervision and coordination of those working groups.

7.3 Membership and Nominating Committee

The size and composition of the Membership and Nominating Committee shall be determined by the Board of Directors and the Committee shall be chaired by a Director. The Committee shall review the qualifications of all applicants for membership and recommend to the President the approval or rejection of each application. The Committee shall consider whether an applicant for membership has discussed with an officer of the Corporation the commitments required of Members of the Corporation, and understands such commitments. The Committee shall consider joint applicants for membership as though they had the qualifications of the most qualified of the joint applicants, or the qualifications of all Persons in the joint application taken as a whole. Notwithstanding anything contained in Section 7.3, the Membership and Nominating Committee may consider any facts or circumstances it deems necessary, desirable, or appropriate in making its proposal whether to approve the membership of an applicant. The Committee shall review the standing of all Members and is empowered to recommend to the Board of Directors a change in classification of a member or the expulsion, suspension, or any other sanction deemed necessary and reasonable under the circumstances. The Committee may also propose nominees to the Board of Directors who stand for election

at the annual meeting of the Corporation, and shall nominate a slate of officers for all positions which shall be elected by the Board of Directors. In nominating a slate of officers the Committee, to the extent reasonably possible in the discretion of the Committee, shall strive to maintain a balanced representation of the industry and geographic balance of the membership.

7.4 Finance and Audit Committee

The size and composition of the Finance and Audit Committee shall be determined by the Board of Directors, provided however, the Committee shall be chaired by a Director. The Committee shall review the finances of the Corporation and prepare and propose to the Board of Directors the dues, fees, and special assessments to be paid to the Corporation. The Committee shall recommend an annual budget or amendments thereto to the Board of Directors. The Committee shall recommend auditors to the Board of Directors.

7.5 Quorum and Voting

A majority of the Members of these Committees shall be necessary to constitute a quorum for the transaction of business. A majority vote, Yes v. No, abstentions excluded, of the Members in good standing present in person or represented by proxy shall be sufficient to pass a resolution of the Committee.

7.6 Other Committees

Other Committees within the Corporation, created by the Board of Directors or the Management Committee, shall be provided with a written Charter which clearly states the purpose and object of the Committee and is entirely consistent with the goals of the Corporation as stated in Article 1.

Other Committees shall have a Chairperson and Vice-Chairperson, elected by Committee participants. The Chairperson sets the overall direction of the committee. The Chairperson sets the agenda and schedule for the meetings, conducts the meetings and bears responsibility for adequate communication to all Members. Notification of meetings of working committees should be made to the membership at least one week in advance. The Chairperson assigns responsibility for writing meeting minutes in the absence of the Vice-Chairperson.

The Vice-Chairperson takes minutes for all meetings, conducts meetings in the absence of the Chairperson and assists the Chairperson in the operation of the committee. The Vice-Chairperson keeps role of participating attendees and assures that participants are registered Members. The Vice-Chairperson ensures timely distribution (by electronic mail or otherwise) of minutes and contributions discussed at the meeting to the Corporation's Secretariat who makes them available to all Members.

ARTICLE 8 - NO WARRANTY

- 8.1** Members and the Corporation make no express or implied warranty as to any matter whatsoever, including the conditions of the research or any invention or product, whether tangible or intangible, made or developed by the Corporation or in the course of its activities, or the ownership, merchantability, or fitness for a particular purpose, or any research, invention, product, or submission. This provision shall survive resignation, expulsion, or cessation of business of any Member or dissolution of the Corporation.

ARTICLE 9 - SECRETARIAT

- 9.1** The Corporation may have a Secretariat, which shall be appointed by or staffed as directed by the Board of Directors. The Secretariat shall perform those functions which are necessary for the administration of the Corporation, as more particularly described in these Bylaws or by the Chief Operating Officer, with the Board of Directors having oversight authority.

ARTICLE 10 - DISSOLUTION

- 10.1** In the event of dissolution of this Corporation, any remaining property of the Corporation will, after paying the necessary expense thereof, be returned to the Member who contributed such property except property which is attributed to earnings.
- 10.2** Notwithstanding anything in Section 10.1 to the contrary, no earnings from the Corporation may be distributed to any Member, an officer or employee of a Member, or any officer or employee of this Corporation. Instead such earnings or property attributed to earnings, if any, remaining after payment of necessary expenses, shall be distributed to either an entity which qualifies under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or any successor provision in any future Federal Income Tax law) and which has substantially similar purposes as this Corporation, or to an entity which qualifies under Section 501(c)(3) of the Internal Revenue Code, as amended (or any successor provision in any future Federal Income Tax law).

ARTICLE 11 - CORPORATE SEAL

- 11.1** The Corporation shall have a corporate seal which shall be circular in form and shall bear the name of the Corporation and the year of its organization and the name of the state under the laws of which it was organized.

ARTICLE 12 - FISCAL YEAR

12.1 The fiscal year of the Corporation shall be the calendar year.

ARTICLE 13 - INDEMNIFICATION

- 13.1** To the fullest extent permitted by law, the Corporation shall indemnify its Directors, officers, and employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that Section, and including an action by or in the right of the Corporation, by reasons of the fact that the person is or was a person described in that Section. "Expenses" as used in this Bylaw, shall have the same meaning as in Section 7237(a) of the California Corporation Code.
- 13.2** On written request to the Board of Directors by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporation Code, the Board of Directors shall promptly determine under Section 7237(e) of the California Corporation Code whether the application standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met, and if so, the Board of Directors shall authorize indemnification. If the Board of Directors cannot authorize indemnification because the number of Directors who are parties to the proceedings with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board of Directors shall promptly call a meeting of Members. At that meeting, the Members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Members present at the meeting in person or by proxy shall authorize indemnification.
- 13.3** To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnity under this Bylaw shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advanced will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.
- 13.4** The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, against any liability asserted against or incurred by such person in such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article 13.

ARTICLE 14 - AMENDMENT

- 14.1** These Bylaws and any amendments or alterations thereof may be altered, amended, or repealed by the Members at any annual, general, or special meeting of the Corporation by a vote of one-third (1/3) or more of the Members eligible to vote, provided notice of such proposed alteration, amendment, or repeal shall have been mailed to each Member at its last known address at least ten (10) but no more than sixty (60) days before the date of such meeting. These notifications may also be made via electronic mail provided that a receipt confirmation is requested.

ARTICLE 15 - LAWS

15.1 Notwithstanding anything contained in these Bylaws to the contrary, these Bylaws shall apply to Members of the Corporation and be interpreted in a manner consistent with all federal and state laws.

I certify that I am the duly elected and acting as Executive Director of the DSL Forum, a California nonprofit mutual benefit Corporation, that the above amended and restated Bylaws consisting of 30 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on December 06, 2006.

Christine Freytag, Executive Director

Date

Member Organization

Member's Representative (Printed)

Member's Representative (Signature)