



A PROGRAM OF THE IEEE
INDUSTRY STANDARDS AND
TECHNOLOGY ORGANIZATION

**The Nexus 5001 Forum™,
a program of the IEEE Industry Standards and Technology
Organization (IEEE-ISTO)**

Approved Bylaws v2.0

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**ARTICLE I
DEFINITIONS**

Affiliate member means companies that are considered affiliates of Silicon or Non-Silicon Members of the Forum, but who wish to participate as an independent entity in the Forum. Affiliate Members have full participation rights in the Forum's committees and a non-voting seat on the Forum's Steering Committee.

Associate member means consultants and individuals from educational or government Forums who wish to participate in the Forum's technical committees. Associate Members must obtain sponsorship from a Silicon or Non-Silicon Member in good standing to be considered for membership.

Change of Control means a change in ownership or control of Member effected through any of the following transactions: (a) a merger, consolidation or reform approved by Member's equity holders, unless securities representing more than sixty percent (60%) of the total combined voting power of the voting securities of the successor entity are immediately thereafter beneficially owned, directly or indirectly and in substantially the same proportion, by the persons who beneficially owned Member's outstanding voting securities immediately prior to such transaction; (b) any transfer or other disposition of all or substantially all of Member's assets; or (c) the acquisition, directly or indirectly, by any person or related group of persons (other than Member or any Subsidiary of Member or any person currently owning, beneficially or of record, equity securities of Member), of beneficial ownership (within the meaning or Rule 13d-3 of the Securities Exchange Act of 1934, as amended) of securities possessing more than forty percent (40%) of the total combined voting power of Member's outstanding securities.

Committee means a group of Members as designated by the Steering Committee to carry out certain responsibilities on behalf of the Forum, pursuant to ARTICLE X.

Committee Chairperson Or Chairman means the individual serving as the leader of a given Committee and is responsible for presenting draft and final versions of work products created by the Committee.

Forum means Nexus 5001 Forum.

IEEE-ISTO means a not-for-profit membership organization which is the administrator of the Nexus 5001 Forum.

Member means a general reference to all entities who have so qualified for such classifications pursuant to the relevant provision of these Bylaws.

Membership Agreement means the Forum's Membership Agreement, as in effect and amended from time to time.

Nexus 5001 Forum means a group that has been formed that defines and develop a much-needed embedded processor debug interface standard for embedded control applications.

Non-silicon Member means companies and Forums which do not meet the criteria of a Silicon Member shall be considered Non-Silicon members. Non-Silicon Members have full participation rights in the Forum's committees and entitlement to a seat on the Forum's Steering Committee.

Person means any individual, corporation, partnership, joint venture, trust, Limited Liability Company, business association, governmental entity or other entity.

Quorum means one-third or more of the total membership or ten (10) or more Members in Good Standing of the applicable group (i.e. the Board of Directors, Committee, or other group established by the Forum) are present, either in person, by telephone or by such other means as may be prescribed by such group or by these Bylaws.

Silicon Member means a silicon vendor as any company that manufactures silicon components and/or markets CPU intellectual property, microprocessor architectures and/or CPU solutions based in silicon to other companies to be incorporated in end user applications. This would include companies that manufacture CPU based solutions in silicon in a "foundry" based business model. The Steering Committee of the Nexus 5001™ Forum shall serve as the final arbiter of whether, at the time of joining the Forum, a company is a silicon vendor. Silicon Members have full participation rights in the Forum's committees and entitlement to a seat on the Forum's Steering Committee.

Steering Committee means the governing body of the Forum serving in a similar capacity to a Board of Directors.

Subsidiary of a Member means a Person: (a) more than fifty percent (50%) of whose (a) outstanding shares or securities (representing the right to vote for the election of directors or other managing authority) or (b) if the Person does not have outstanding shares or securities, other ownership interest (representing the right to make the decisions for such Person) are, now or thereafter, owned or controlled, directly or indirectly, by such Member, but such corporation, company or other entity shall be deemed to be a Subsidiary only so long as such percentage of ownership or interest remains more than fifty percent (50%).

ARTICLE II: PURPOSE

SECTION 1 MISSION

The mission of the Nexus 5001 Forum is to define a global, open debug interface standard for embedded processor development.

The Forum shall also establish a validation methodology and process to promote compliance and implementation consistency. The Forum shall undertake programs to support the development, publication, maintenance, promotion, and validation of IEEE-ISTO Std 5001, The Nexus 5001 Forum Standard for a Global Embedded Processor Debug Interface.

SECTION 2 DURATION

The duration of the Forum shall be perpetual in accordance with ARTICLE XIII, Section 1.

ARTICLE III ANTITRUST GUIDELINES

SECTION 1 COMPLIANCE WITH ANTITRUST LAWS

The Forum is not intended to become involved, and will not become involved, in the competitive business decisions of its Member companies, nor will it take any action which would tend to restrain competition among and between such Members in violation of the antitrust laws.

The Forum unequivocally supports the policy of competition served by the antitrust laws and intends to comply strictly with such laws. It shall be the responsibility of every Member of the Forum to be guided by this policy of strict compliance with the antitrust laws in all of the Forum's activities. It shall be the special responsibility of the

Forum's officers and Committee Chairpersons to ensure that this policy is known and adhered to in the course of activities pursued under their leadership.

Each Member shall assume responsibility to provide appropriate legal counsel to its representatives acting under these Bylaws regarding the importance of limiting the scope of their discussions to the topics that relate to the purposes of the Forum, whether or not such discussions take place during formal meetings, informal gatherings, or otherwise.

Any violation of the General Rules of Antitrust Compliance or of this Article shall make the violator subject to immediate suspension from membership in the Forum and immediate removal from any office held by an official representative violating such rules or this Article.

ARTICLE IV MEMBERSHIP

Section 1 Membership

A. Membership shall be comprised of those persons who qualify under Section 2. For the purposes of these Bylaws, "Person" or "Member" shall mean any individual, proprietorship, partnership, firm, association, corporation, institution or other business or legal entity.

B. A Member may, by communication to the Secretary in written form, request that their membership will not be publicly disclosed in the Forum's website or in the Forum's press or public announcements. The Forum will make a reasonable effort to maintain the confidentiality of Members who so request, but the Forum and its Members accept no responsibility in the event that this knowledge becomes public. Members who request that their membership be kept private are eligible to serve as Officers of the Forum or as members of the Steering Committee or of the Subcommittees, but the obligation to maintain privacy is extinguished. The membership of all Members will be disclosed to all other Members of the Forum.

C. All Members, except those who have requested that their membership not be publicly disclosed, are expected to use reasonable efforts to promote the mission and activities of the Forum in the public and standards arenas and to support the decisions of the Forum, but Members are in no way restricted from supporting proposals or delivering products compliant to specifications beyond or competitive with those proposed or supported by the Forum.

Section 2 Qualifications

Membership shall be open to those persons who support the mission statement of the Forum.

Section 3 Application

Application for membership in this Forum shall be made to the IEEE-ISTO in writing on the required form as established by the IEEE-ISTO and the Forum. The Steering Committee, or an appointed membership subcommittee, shall resolve any outstanding questions concerning the qualifications of the applicant.

Section 4 Dues

Reasonable Membership fees will be established on a yearly basis by the Forum's Steering Committee. The Steering Committee may suspend any Member who is in arrears in payment of membership fee for 90 days. Exceptions to this rule may be considered by the Steering Committee.

Section 5 Resignation

Resignations of Members shall be submitted in writing to the IEEE-ISTO. A resignation shall not be retroactively effective but shall be effective on the date of its execution and mailing, if specified therein, or if none is specified, on the date received. Any Member resigning from the Forum shall have no further interest in the property of, or claim against, the Forum, nor will membership dues or any other dues or fees be refunded in whole or in part.

Section 6 Expulsion from Membership

A. Reasons for Expulsion by Membership Vote. Any Member may be expelled from membership by a vote of the Steering Committee for failure to conform with the provisions of the Participant Program Agreement, with the IEEE-ISTO Bylaws or with the Forum's Bylaws, including the failure to provide any license required to comply with the standards of the Forum or for failure to continue to meet membership eligibility requirements.

B. Procedure for Expulsion by Membership Vote. Upon being advised that an event has happened which would constitute grounds for expulsion of any Member from the Forum, the Steering Committee shall consider the report of such event at their next regular or special meeting, and if they believe that the charge made against any Member may be true, or upon the written request of any Member, they shall set a time at the next regular meeting of the membership for holding a hearing of the Member accused to determine the truth of the charge, and shall order the IEEE-ISTO to notify the accused Member in writing of the charge and of the time and place set for its hearing thereon. The IEEE-ISTO shall promptly give such notice by certified mail, return receipt requested, thirty (30) days prior to the date set for the hearing. After holding such hearing the Members shall take such action against the accused Member as they shall deem to be in the best interest of the Forum, including the expulsion of such Member, provided, however, that no Member shall be expelled except by vote of two-thirds of the entire membership. The action of the Members in expelling, or refusing to expel, any Member may be reconsidered by the Members in their discretion upon a two-thirds vote, but such action shall be subject to no other review or appeal whatsoever.

C. Expelled Members. Any Member expelled from the Forum under Section 6 shall have no further interest in the property of, or claim against, the Forum, nor will membership dues or any other dues or fees be refunded in whole or in part.

ARTICLE V DELEGATES OF MEMBERS

Section 1 Delegates of Members

Whenever membership is held in the name of a firm, association, institution or corporation, one individual (primary contact) named by a responsible official of the Member shall exercise the power of the Member and that name shall be provided to the IEEE-ISTO, together with the name of an alternate.

Section 2 Acquisition of majority ownership of one Member by Another

In the event that one Member acquires majority ownership of another Member, then the acquired Member's rights to function as an independent voting Member of the Forum shall terminate six (6) months thereafter or at the next renewal date for membership, whichever occurs first.

ARTICLE VI MEMBERSHIP FEES AND INTELLECTUAL PROPERTY

Section 1 Membership Fees

The budget of the Forum shall be determined by the Steering Committee and shall be distributed among, and paid by all Members, through the payment of membership fees assessed to each Member. The Steering Committee shall also determine from time to time the amount of the membership fees. Subject to agreement by a vote of the Annual Meeting, the Steering Committee may recommend a fair and equitable apportionment of membership fees as between Members who are semiconductor-vendors, Members who are tools-vendors and other Members. All normal and regular membership fees shall be billed to at least 90 days prior to the due date and paid by the Member to the Forum no later than 31st of December of the year preceding the year for which such dues are assessed.

Fees from new Members are due at the date of their acceptance into the Forum. New Members joining before 1st of July shall pay the full annual fee for that year; new Members joining on or after 1st of July shall pay half of the full annual fee.

Section 2 Annual Budget

The Steering Committee shall submit an annual budget to the Members for the next year no less than fifteen (15) days before the annual meeting.

Section 3 Intellectual Property Rights

As a condition of membership, each Member shall agree to grant to other Members a license under nondiscriminatory and reasonable terms and conditions a reciprocal, nonexclusive license under any of its patent claims that are necessarily infringed by a compliant implementation of a version of the standard or specification developed by the Forum where such infringement could not have been avoided by another technically feasible non-infringing implementation. Any intellectual property rights, i.e. patents owned or controlled by a Member, which are licensed according to these Bylaws shall remain the sole property of such Member and the Forum shall not acquire any interest or title in said intellectual property. Any trademarks associated with the Forum, its programs and standards will be held in trust by the IEEE-ISTO for the benefit of the Forum. The Forum shall have the right to license or assign any such trademarks to a licensee or assignee of its designation.

Section 4 Delinquency

It shall be the duty of the IEEE-ISTO to report to the Chairperson, on or before any regular or special meeting of the Forum, the name of any Member who may be ninety (90) days or more in arrears of its membership fees or who fails to license necessary patent rights. No such Member so in arrears shall have its individual vote counted on any matter or be counted in ascertaining a Quorum.

Section 5 Non-Liability of Members

No Member of this Forum, as such, shall be individually liable for the debts, liabilities, or obligations of the Forum.

Section 6 Non-Transferability of Memberships

A Member may not transfer, assign or sublicense any of its rights or obligations under these Bylaws or the Membership Agreement without the prior written approval of the Steering Committee, unless otherwise permitted in the Membership Agreement. A third party further may not assume any of a Member's rights or obligations under these Bylaws or the Membership Agreement incident to a Change of Control of Member,

without the written consent of the Board. Any attempted transfer by a Member in violation of this Section shall be null and void.

ARTICLE VII MEETINGS AND QUORUMS

Section 1 Place of Meetings

Steering Committee meetings shall be held at places and times as may be approved by the Steering Committee. Meetings may be held in person or by any combination of audio, teleconferencing, or videoconferencing techniques, so long as all persons participating in such meeting can hear one another during such meeting.

Section 2 Annual Meeting

The Members of the Forum shall hold an annual meeting at such time and place as the Steering Committee shall designate, for the transaction of any business that may properly come before the meeting. Notice of such meeting and the agenda therefore shall be sent by the IEEE-ISTO to each Member at least thirty (30) days in advance of the day specified for the meeting with a statement of the day, time and place of the meeting and information as to the subject matter to be considered at the meeting.

Section 3 Special Meetings

Special meetings of the Members of the Forum may be called by the IEEE-ISTO or the Chairman of the Steering Committee at a place then designated. In addition, special meetings shall be called by the IEEE-ISTO upon the request of not less than five (5) Members of the Forum. Notice of such meeting shall be sent at least fifteen (15) days before said meeting. Meetings of the Members and the Steering Committee may be held at any location where a majority of Members agree or, lacking a majority, at a location designated by the IEEE-ISTO.

Section 4 Quorum, Voting and Proxies

The presence, in person or by proxy, of one-third or more of the total membership or ten (10) or more Members at any meeting of the Forum shall be necessary to constitute a quorum for the transaction of business. A meeting at which a quorum is present shall be duly constituted for the transaction of business even though a lack of a quorum may subsequently arise. Each Member shall have only one (1) vote at any full Meeting of the Forum, regardless of the number of representatives of such Member who may be present at the full meeting. A Member who is not personally present may be represented and may vote by written proxy. No one employed by the IEEE-ISTO or Forum shall act as proxy for any Member. Proxies must be delivered to the Chairperson of the meeting prior to the opening hour of the meeting at which they are voted and shall expire after the meeting for which such proxy was delivered.

Section 5 Good Standing

A member of the Steering Committee shall be deemed to be in Good Standing if the Member is current in all membership dues assessed and the Member's representative or alternate representative has attended (in person or telephonically) a minimum of two (2) of the last four (4) Steering Committee meetings (if there have been at least four meetings), unless such absence has been approved by the Chairman in his or her reasonable discretion.

Section 6 Procedures

If, after any meeting of the Members of the Forum and/or Steering Committee has been duly called, it be found by the Chairman or Vice-Chairman that an insufficient number will be present to constitute a Quorum, the IEEE-ISTO may, by and with the consent of the Chairman, establish a new date and place for the meeting at any practical and

reasonable date and venue. The Members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. The Chairperson of the Steering Committee of the Forum or in his absence the Vice-Chairperson shall be the chairperson of all meetings of the Members and the Steering Committee.

Section 7 Minutes

At all meetings of the Members of the Forum and the Steering Committee a record of the proceedings shall be preserved by IEEE-ISTO and delivered to the Secretary-Treasurer as the minutes of the meeting. The IEEE-ISTO shall submit a draft copy of the minutes of Forum or Steering Committee meetings to the Steering Committee within a reasonable time after such meeting, but no less than five (5) working days if by electronic mail. The IEEE-ISTO shall distribute final electronic copies of the minutes of such meeting within fifteen (15) days of approval by the Steering Committee.

Section 8 Meetings by Phone

Members may participate in a meeting of the Members or a committee of the Members by conference telephone or similar communications equipment by means of which all parties participating in the meeting can hear each other.

Section 9 Steering Committee Action

The Steering Committee shall seek to make decisions by consensus. When consensus cannot be reached in a timely manner, the Steering Committee shall make decisions by voting.

Each Steering Committee member shall have one (1) vote on each matter submitted to a vote by the Steering Committee. Voting at meetings shall be by a show of hands if held in person, or by voice ballot if held by audio, videoconferencing or teleconferencing, or by electronic ballot if held by electronic means, unless otherwise required.

For general actions not described in (a) or (b) Article VIII Section 1, such action must be approved by a majority of those Board members in Good Standing represented at a Board meeting at which a Quorum is present.

Section 10 Confidentiality of Steering Committee Proceedings

Persons other than Steering Committee members, the Chairman, and Secretary-Treasurer will not be permitted to attend Steering Committee meetings unless approved in advance by the Steering Committee. Minutes of Steering Committee meetings as approved by the Steering Committee will not be distributed outside the Steering Committee members' forums unless approved by the Steering Committee. The Steering Committee may summarize substantial actions taken during Steering Committee meetings and distribute such summaries to all the Forum's members.

**ARTICLE VIII
RECORDS AND REPORTS****Section 1 Maintenance of Records**

The Forum shall keep at its principal office:

- a) Minutes of all meetings of the Board and all meetings of Committees, recording therein the time and place of holding such meetings, whether regular or special, the names of those present or represented at the meeting, and the proceedings thereof, including ballots;

- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c) A record of its Members, indicating their names and addresses and, if applicable, the class of membership held by each Member and the effective date and termination date, if applicable, of any membership;
- d) A copy of the Forum's Bylaws and Membership Agreement as amended to date;

The foregoing records shall be open to inspection by the Members of the Forum at all reasonable times during office hours.

ARTICLE IX EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1 Execution of Instruments

The Steering Committee, except as otherwise provided in these Bylaws, may by resolution authorize the IEEE-ISTO as agent of the Forum to enter into or sign any contract, bill, note, receipt, acceptance, endorsement, check, release, document, or to execute and deliver any instrument in the name of and on behalf of the Forum, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Forum by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2 Checks and Notes

Except as otherwise specifically determined by resolution of the Steering Committee, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Forum with a value of less than Three Thousand Dollars (USD \$3,000) cumulative in any quarterly period may be signed by the IEEE-ISTO upon written request from the Chairman, Treasurer or Vice-Chairman. Checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness in excess of Three Thousand Dollars (USD \$3,000) shall require a special resolution of the Steering Committee.

Section 3 Deposits

All funds of the Forum shall be deposited from time to time to the credit of the Forum in such banks, trust companies, or other depositories as the Steering Committee may select.

ARTICLE X STEERING COMMITTEE

Section 1 Steering Committee Membership and Role

The Steering Committee Members of the Forum shall comprise one delegate from each Member who wishes to serve and appoint a representative. The Steering Committee shall not consist of less than five (5) persons.

Section 2 General Powers

Subject to the provisions of these Bylaws, the activities and affairs of this Forum shall be conducted and all powers shall be exercised by or under the direction of the Board

Section 3 Duties

It shall be the duty of the Steering Committee to:

- a) Perform any and all duties imposed on them collectively or individually by law, or by these Bylaws;
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Forum;
- c) Supervise all officers, agents and employees of the Forum to assure that their duties are performed properly;
- d) Meet at such times and places as required by these Bylaws;
- e) Register their addresses with the Chairperson of the Forum;
- f) Elect annually a Chairperson to preside over the Steering Committee meetings or to take such action as may be agreed upon by the Steering Committee;
- g) Form, supervise, and dissolve Committees, as appropriate to conduct the work of the Forum;
- h) Resolve issues that are brought forward to the Steering Committee by Committees;
- i) Consider for approval or rejection any public statement, press release or similar public materials concerning the business and technical activities of the Forum prior to making such materials public;
- j) Consider for approval or rejection the Forum's annual budget as submitted by the Chairman. If the annual budget is not approved at the start of each calendar year, the Forum shall operate based on the prior yearly budget, to the extent practical, until an annual budget is approved;
- k) Establish or revise membership classes and the rights and privileges of the various classes of Members;
- l) Establish annual dues for the various classes of Members and determine the rights, privileges and obligations for each class of Member not otherwise stated in these Bylaws;
- m) Make a yearly evaluation of the Forum's fulfillment of its purpose and the need to continue the existence of the Forum going forward;
- n) Adopt and modify the Bylaws;
- o) Adopt procedures to govern operations of Committees.
- p) Adopt and modify the Membership Agreement;
- q) Have the right to withdraw from the IEEE-ISTO, or otherwise terminate the Forum's agreement with the IEEE-ISTO and define an alternative structure;
- r) Ensure secretariat functions are sufficiently staffed, supported and performed; and
- s) Other responsibilities as specified and approved by the Steering Committee.

Section 4 Meetings

The Steering Committee shall meet at such times as are designated from time to time, but not less frequently than annually. A majority of the members of the Steering Committee shall constitute a Quorum. Special meetings of the Steering Committee may be called by the Chairperson or IEEE-ISTO upon five (5) days' notice, which notice may be by telephone, facsimile, or e-mail. Such special meetings may be conducted by telephone conference of a quorum of the Steering Committee members.

Section 5 Actions of the Steering Committee

Except as otherwise provided by law or by these Bylaws, the Steering Committee may take any action or adopt any resolution by majority vote of a Quorum of its members under such procedures in these Bylaws..

Section 6 Emergency Provisions

During any emergency period caused by war or any other national catastrophe or local disaster of sufficient severity to prevent the conduct and management of the business and affairs of the Forum by its Steering Committee and officers as contemplated by the other provisions of these Bylaws, a majority of the available Steering Committee members (or the sole such member) who have not been rendered incapable of acting because of incapacity or the difficulty of communication or transportation to the place of meeting shall constitute a quorum for the sole purpose of electing Steering Committee members to fill such emergency vacancies; and a majority of the Steering Committee members present at such a meeting may act to fill such vacancies or to reduce the size of the full Committee or both. Steering Committee members so elected shall serve until the absent Steering Committee members are able to attend meetings or until the members act to elect Steering Committee members to succeed them. During such an emergency period, if the Steering Committee is unable to meet, such officers of the Forum as may be present and able may take action appropriate to the circumstances. Questions as to the existence of a national catastrophe or local disaster and the number of surviving persons capable of acting shall be conclusively determined at the time by the Steering Committee or the officers so acting.

Section 7 Chairperson at Steering Committee Meetings

Meetings of the Steering Committee shall be chaired by the Chairperson of the Forum, or in his or her absence by the Vice-Chairperson of the Forum or in his or her absence by a chairperson selected for the duration and functions of the meeting by a majority of the attendees at the Steering Committee meeting.

Section 8 Resignation

Any Steering Committee member may resign by submitting to the Chairperson such written resignation, which shall become effective upon its receipt by such officer or at any later time specified therein; and, unless specified therein, the acceptance of such resignation shall not be necessary to make it effective. A Steering Committee member who resigns or is expelled from the Forum shall be deemed to have resigned from the Steering Committee effective as of the date of the member's resignation or expulsion. A Steering Committee member vacancy shall be filled pursuant to Section 9 of this Article.

Section 9 Vacancies in the Steering Committee

Vacancies in the Steering Committee, including where a nominee has not commenced his term of office but who is unable to serve because of death, disability, withdrawal of his name, resignation or other cause, shall be filled by the appointment of an alternate candidate by the affected Member. Where the affected Member cannot or does not wish to fill the vacancy, then the vacancy may be filled by a vote of the members of the Forum.

Section 9 Compensation

Steering Committee member shall serve without compensation by the Forum.

Nothing contained herein shall be construed to preclude any Steering Committee member from serving the Forum in any other capacity as an officer, agent, employee, or otherwise and receiving compensation there from so long as such compensation is approved by two-thirds (2/3) of the disinterested Directors. As used herein, the term “disinterested Steering Committee member” shall mean Steering Committee members not seeking compensation for such services, or whose member Forum is not seeking compensation for such services.

Article XI

COMMITTEES AND WORKING GROUPS

The Steering Committee may designate and terminate Committees or Working Groups. Such Committees shall have such rights and obligations as may be determined from time to time by resolution adopted by the Steering Committee.

Section 1 Committees of the Forum

Standing or temporary subcommittees, consisting of one or more Steering Committee members, together with members or third persons, may be appointed by the Steering Committee from time to time by vote of a majority of the Steering Committee members present at any regular or special meeting of the Steering Committee. The Steering Committee may from time to time invest subcommittees with such power and authority, and subject to such conditions, as it may see fit and as accord with these Bylaws.

Section 2 Removal; Vacancies; Absence or Disqualification

The Steering Committee may remove members from subcommittees and fill vacancies, and designate one or more Steering Committee members as alternate members of any subcommittee, who may replace any absent or disqualified member at any meeting of such subcommittee.

Section 3 Forum Finality of Action

All subcommittees shall determine their own Forum, procedures and times and places of meeting, unless otherwise directed by the Steering Committee. Any action taken by any subcommittee shall be subject to alteration or revocation by the Steering Committee; provided, however, that such alteration or revocation shall not prejudice third parties. The Steering Committee shall have the sole power to set policies regarding activities of the Forum in accordance with these Bylaws.

ARTICLE XII OFFICERS

Section 1 Officers

The officers of the Forum shall be a Chairperson of the Forum (and of the Steering Committee), Vice-Chairperson, and Secretary-Treasurer. The members at the Annual Meeting may choose to appoint one person to serve as Vice-Chairperson and Secretary-Treasurer. The term of the officers shall be from the Annual Meeting at which they are elected until the next Annual Meeting. Officers may be re-elected for multiple terms not to exceed three successive terms for the same office. Term limitations may be waived if an officer position would otherwise be left vacant.

Section 2 Chairperson

The Chairperson shall be elected by the Members at the Annual Meeting and shall serve as the chief executive officer of the Forum and, subject to the control of the Steering Committee, shall manage and supervise and

exercise general executive powers concerning all the property, business and affairs of the Forum. The Chairperson shall be charged with carrying out the policies, programs, orders, and resolutions adopted or approved by the Steering Committee in accordance with these Bylaws

The Chairperson shall, wherever possible, preside at all meetings of the Members of the Forum.

Section 3 Vice-Chairperson

A Vice-Chairperson shall be elected by the members at the Annual Meeting. The Vice-Chairperson shall assist the Chairperson with all of the necessary duties to further support the activities of the Forum. In the absence of the Chairperson the Vice-Chairperson shall assume the duties and responsibilities of the Chairperson.

Section 4 Secretary-Treasurer

The Secretary-Treasurer shall serve as the chief financial officer of the Forum and shall be responsible for the minutes of all Annual meetings and Steering Committee meetings and official correspondence. He shall collect dues from the members as authorized and shall pay all expenses of the Forum, subject to the general approval and direction of the Steering Committee. He shall render to the members annually a detailed statement showing the financial status of the Forum, and at such other times as may be directed by the Steering Committee. His accounts shall be audited from time to time as may be directed by the members, provided that no member, whether an officer or not, shall have access to figures which would indicate the business of any other member of the Forum. The Secretary-Treasurer shall deliver over to his successor all books and other property of the Forum upon leaving office.

ARTICLE XIII DISSOLUTION

Section 1. Dissolution by Vote. The Forum shall be dissolved when two-thirds of its Members vote for such dissolution. The extension of the License Agreements as concluded according to Article V, Section 3 beyond the existence of the Forum will be subject to individual agreement between the parties to these License Agreements.

Section 2. Distribution of Assets upon Dissolution. Upon dissolution of the Forum, if there shall be any surplus of assets remaining after the payment of all obligations of the Forum, the IEEE-ISTO shall distribute to each Member in good standing such percentage of the surplus as such Member's contribution of dues during the past year.

ARTICLE VX GENERAL

Section 1 Office

The business office of the Forum shall be located at 445 Hoes Lane, Piscataway, New Jersey, USA, unless otherwise specified by the Members.

Section 2 Fiscal Year

The fiscal year of the Forum shall be from January 1 to December 31.

ARTICLE XV AMENDMENTS

Section 1 Amendments to these Bylaws

These Bylaws may be amended by ballot at a meeting of the members of the Forum or by letter ballot of the entire membership, provided that valid votes (in favor or against or abstaining) are returned by not less than sixty percent (60%) of the entire membership and that not less than two-thirds of the valid votes are in favor of such amendment, the nature of the proposed amendment having been stated in the call for the meeting or request for letter ballot. The provisions for giving advance notice of the proposed amendment may be waived by the consent of two-thirds of the total membership.

Section 2 Publication of Standards

A Standard proposed for publication by the Forum shall first be approved by a vote of the entire membership after a review period of 30-days, provided that valid votes (in favor or against or abstaining) are returned by not less than sixty percent (60%) of the entire membership and that not less than two-thirds of the valid votes are in favor of publication. During such review period the nominated representatives of the members shall disclose patent applications that are personally known to those representatives that relate to the proposed Standard or Amendment.

Bylaws Revision History

Date	Version	Revision	Author
10/17/2002	1.0	First approved version	ISTO
03/07/2005	1.2	Article VIII, Section 1 Amended	ISTO
05/25/2012	1.3	Changed the review period	Marissa Jadrosich
04/15/2013	2.0	<ul style="list-style-type: none"> • Added a Table of Contents • Added Term Definitions to the Bylaws • Article III, Section 1 was added – Compliance with Antitrust Laws • Article VI Section 5: Non-Liability of Members and Article VI Section 6: Non-transferability of Memberships • Article VII, Section 1: Place of Meetings added. Article VII, Section 5: Good Standing • Article VII, Section 9: Steering Committee Action, Article VII, Section 10: Confidentiality of Steering Committee Procedures added to the document • Article VIII, Section 1: Maintenance of Records added to the document • Article IX, Execution of Instruments, Deposits, and Funds added to the document • Article X, Steering Committee was modified to include duties and responsibilities of the committee • Article X, Section 9: Compensation was added to the document • Article XIII, Section 3: Gender, Section 4: Applicable Law / Arbitration, Section 5: Entire Agreement removed from the document 	Marissa Jadrosich
11/15/2013	2.0	<ul style="list-style-type: none"> • Article IX, Section 2: Checks and Notes was changed to \$3,000 from \$50,000 	Jane Celusak