

AMENDED AND RESTATED
BY-LAWS OF
OBJECT MANAGEMENT GROUP, INC.

ARTICLE I
NAME, PURPOSE, DEFINITION AND OFFICES

Section 1.1 Name and Status

This organization shall be known as "OBJECT MANAGEMENT GROUP, INC." (sometimes referred to herein as the "Group").

Section 1.2 Purpose

The purposes of the Group are:

- (a) to promote object-oriented applications integration based on appropriate industry standards, a model-driven architectural approach to software design and the application of modeling and middleware technology to specific vertical markets;
- (b) to foster building communities in modern computing technology;
- (c) to promote frameworks for compatible and independent development of applications;
- (d) to enable coordination among applications across heterogeneous networked systems in a multinational, multilingual environment;
- (e) to adopt a core of specifications that comply with these frameworks and to promote their international market acceptance and use;
- (f) to actively influence the future direction and development of these adopted specifications; and
- (g) to foster the development of tools and applications that conform to these specifications and to provide a mechanism for certifying compliance with the adopted specifications.

Section 1.3 Definition of OMG Technology

“Object management technology” as used herein shall mean any technology that accomplishes any of the purposes set forth in Section 1.2 above or that results from actions implementing these purposes.

"OMG Domain Technology" as used herein shall mean any application domain-related technology which the Board of Directors has selected, with or without the assistance of the Architecture Board or the Domain Technology Committee, to be adopted by the Group.

"OMG Platform Technology" as used herein shall mean any platform-related technology which the Board of Directors has selected, with or without the assistance of the Architecture Board or the Platform Technology Committee, to be adopted by the Group.

"OMG Technology" as used herein shall mean any technology which the Board of Directors has selected, with or without the assistance of the Architecture Board, the Domain Technology Committee or the Platform Technology Committee, to be adopted by the Group and shall include without limitation, OMG Platform Technology and OMG Domain Technology.

Section 1.4 Place of Business

The principal office of the Group shall be in whatever locality as may be determined by the Chief Executive Officer and/or the Board of Directors. The Chief Executive Officer and/or the Board of Directors may change the principal office and may establish branch or subordinate offices.

Section 1.5 Nonprofit Status

- (a) The Group is organized and shall be operated as a nonprofit nonstock corporation organized under Delaware law.
- (b) The Board of Directors may, in its sole discretion, elect to seek exemption from Federal taxation for the Group pursuant to Section 501(a) of the Internal Revenue Code of 1986, as amended (hereinafter, the "Code"). In the event that such exemption is sought and until such time, if ever, as such exemption is denied or lost, the Group shall not be empowered to engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c) of the Code. All references to the Code contained herein are deemed to include corresponding provisions of any future United States Internal Revenue Law.

Section 1.6 Policies and Procedures

Notwithstanding any provision of these By-laws, all operations of the Group that are related to actual or potential OMG Technology, including the rights, procedures and authority of the Architecture Board and all other subgroups (including without limitation all committees, subcommittees, task forces, special interest groups, consortia, communities, programs and activities) (collectively, "Subgroups") shall be subject to such rules, policies, procedures and guidelines as may from time to time be adopted by the Platform Technology Committee, Domain Technology Committee and Architecture Board. All Subgroups that are established under the authority of the Group for any purposes shall be subject to the authority of, and report to, the Board of Directors, notwithstanding the fact that the operations of certain Subgroups may also be subject to written rules and policies that govern their conduct and operations and that certain Subgroups may have their own separate membership classes and dues structure (which separately governed and membered Subgroups are referred to as "Programs"). For clarification, chairs and members of the Group's Architecture Board, committees and task forces, and of any separate Subgroups established by OMG (including Programs), shall not be considered Directors or officers of the Group and shall not have the duties or powers of Directors or officers of the Group when acting in that capacity, even if the written rules or policies of the Architecture Board or such Subgroup state that such parties will function like a board of directors.

Section 1.7 Index to Other Definitions

"Appointed Director" shall have the meaning set forth in Section 4.2.

"Architecture Board Constitution" shall have the meaning set forth in Section 5.2.

"Elected Directors" shall have the meaning set forth in Section 4.2

"Email Notice" shall have the meaning set forth in Section 8.1(b).

"Entire Board" or "Entire Board of Directors" shall have the meaning set forth in Section 4.12.

"Entity" shall have the meaning set forth in Section 2.4.

"Good standing" shall have the meaning set forth in Section 2.2.

"Members" and "Memberships" shall have the meaning set forth in Section 2.1.

"Subgroups" shall have the meaning set forth in Section 1.6.

"Suspension" shall have the meaning set forth in Section 2.13.

"Voting Members" shall have the meaning set forth in Section 2.1.

"Written Notice," "Written Consent," and "In Writing" shall have the meaning set forth in Section 8.1(a).

ARTICLE II

MEMBERS

Section 2.1 Classes of Membership

The Group shall have nine classes of membership: Task Force Members, Contributing Members, Platform Members, Domain Members, Influencing Members, Government Members, Analyst Members, University Members, and Trial Members. Contributing Members, Platform Members and Domain Members have the right to vote on all matters to which members of the Group may be entitled to vote by law, these By-laws or the Certificate of Incorporation; and such classes and any other class or classes of Member that at any time pursuant to these Bylaws shall have the right to vote as a Member are sometimes referred to in these By-laws collectively as "Voting Members". All Voting and nonvoting memberships in the Group shall be collectively referred to as "Memberships", and a person or entity holding Membership is referred to as a "Member". The conditions, privileges and powers of any class of Members may be changed, and one or more additional classes of Membership in the Group may be created or deleted, and the conditions, privileges and powers of each such class may be prescribed, in each case by adoption of an amendment to these By-laws pursuant to Article XIII, except as otherwise provided in Section 4.5. Any member may request a change in its status to a different class of Membership by written application to the Group. Such change in class of Membership will be effective on meeting the specific conditions of Membership for such class, approval of the Chief Executive Officer, and payment of dues for such class of Membership, except that such Member will also receive full credit for prior dues payments made that same Membership year. In the event that after admission to Membership a Member that is entitled to nominate a Director: (i) controls, is controlled by, is under common control with, or sells all or substantially all its assets to, one or more Members that are entitled to nominate a Director; or (ii) splits into two or more Entities (either (i) or (ii) a "Member Combination"), only the surviving Member or, if there is more than one surviving Member, only one of such Members as designated by such surviving Members, or, if such designation has not been made or cannot be agreed on by the time of the next applicable meeting or written consent of the Board of Directors approving nominees, as designated by a majority of the Entire Board acting in its sole discretion, shall be eligible to nominate a Director in accordance with Section 4.3. For the purposes of these By-laws, whether a Member Combination has occurred shall be determined by a majority of the Entire Board acting in its sole discretion. Members shall use reasonable efforts to promptly notify the Chief Executive Officer of a Member Combination.

Section 2.2 General Conditions of Membership

All Members must endorse the Purpose of the Group as stated in Section 1.2 and must agree to adhere to the availability and licensing provisions as adopted from time to time by the

Board of Directors of the Group. A Member shall be admitted to Membership by (a) acceptance of its written application therefor on such form as may be from time to time required by the Group, which acceptance will be administered in a non-discriminatory fashion and (b) payment of such initiation fees and annual dues for such class of Membership as may from time to time be established by the Board of Directors. Memberships are nontransferable and nonassignable, unless otherwise agreed in writing by the Board of Directors. The Board of Directors may terminate Membership, at its election, upon bankruptcy or withdrawal from or cessation of business by any Member. A Member shall remain in “good standing” as a Member, provided: (a) all initiation fees, subsequent dues, assessments, and fees, together with such penalties for late payment as may be determined by the Board of Directors, have been paid within ninety (90) days after the date of initial invoice sent by the Group; (b) the Member continues to meet all of the other requirements of Membership ; and (c) the Member acts at all times in accordance with these Bylaws and the other rules, policies, procedures and guidelines of the Group as amended or adopted from time to time. Any Member which is not in good standing with respect to its financial obligations may be suspended by the Board of Directors or by the Chairman, President or Chief Executive Officer without notice to the Member, until the default in payment of dues, assessments or fees is cured.

Section 2.3 Conditions of Task Force Membership

Any Entity shall be eligible for Task Force Membership in the Group if that person or entity:

- (a) is involved in the promotion, manufacture, sale, licensing or use of,
- (b) provides professional or consulting services for companies engaged in the promotion, manufacture, sale, licensing or use of,
- (c) is responsible for research and development activities in colleges, universities, government agencies or organizations under contract to any such entity where such activities are related to the use or planned use of, or
- (d) wishes to influence the direction of adopted specifications by participating and voting in a group whose activities are related to the use or planned use of –

technology, products or services that satisfy the purposes stated in Section 1.2 above and that fall within the jurisdiction of a particular domain or platform task force or other Subgroup established by the Domain Technology Committee or the Platform Technology Committee, provided the Board of Directors votes to create that specific domain or platform Task Force Membership category.

Section 2.4 Conditions of Contributing Membership

Any associations, partnerships, organizations, companies, corporations, government agencies, universities, colleges, or other non-profit institutions of higher education (collectively “Entity”) which promote the manufacture, sale, licensing or use of products based upon or using an object management technology shall be eligible to become Contributing Members. Each Contributing Member must continue to promote the manufacture, sale, licensing or use of

products based upon or using an object management technology by developing, or planning to develop, or contributing to the development of an application for such an environment or significant extensions of an object management technology.

Section 2.5 Conditions of Domain Membership

Any Entity shall be eligible for Domain Membership in the Group if that person or entity:

- (a) promotes the manufacture, sale, licensing or use of products based upon or using, or the planned use of, an object management technology by developing, or planning to develop, or contributing to the development of an application for such an environment or significant extensions of an object management technology, or
- (b) provides professional or consulting services for Entities so engaged in promoting the manufacture, sale, licensing or use of products based upon or using, or the planned use of, an object management technology, or
- (c) is responsible for research and development activities in colleges, universities, government agencies or organizations under contract to any such Entity where such activities are related to the use, or planned use of, an object management technology.

Section 2.6 Conditions of Platform Membership

Any Entities which, pursuant to this Article II, would be qualified to be Contributing and/or Domain Members shall be eligible to become Platform Members.

Section 2.7 Conditions of Influencing Membership

Any Entity shall be eligible for Influencing Membership in the Group if that person or entity:

- (a) promotes the manufacture, sale, licensing or use of products based upon or using, or the planned use of, object management technology by developing, or planning to develop, or contributing to the development of an application for such an environment or significant extensions of an object management technology,
- (b) provides professional or consulting services for companies engaged in promoting the manufacture, sale, licensing or use of products based upon or using an object management technology, or
- (c) is responsible for research and development activities in colleges, universities, government agencies or organizations under contract to any such Entity where such activities are related to the use, or planned use, of an object management technology, or

- (d) wishes to influence the direction of adopted specifications by participating and voting in either domain technology or platform technology task forces and special interest groups.

Section 2.8 Conditions of Government Membership

Any government agency or other subdivision of a government shall be eligible for Government Membership in the Group if that agency or subdivision is responsible for research and development activities related to the use, or planned use, of an object management technology.

Section 2.9 Conditions of University Membership

Any college, university or other non-profit institution of higher education shall be eligible for University Membership in the Group if that Entity is responsible for research and development activities in such college, university, or other non-profit institution of higher education, or in any organizations under contract to any such Entity, where such activities are related to the use, or planned use, of object management technology.

Section 2.10 Conditions of Trial Membership

Any individual or Entity shall be eligible for Trial Membership in the Group, as determined by the Chairman, President or Chief Executive Officer.

Section 2.11 Conditions of Analyst Membership

Any individual, association, partnership, organization, company, corporation or other business entity or professional services provider shall be eligible for Analyst Membership in the Group if that person or entity:

- (a) is a publisher, writer, commentator, analyst, researcher or research service, or other person or entity which analyzes or reports on the manufacture, sale, licensing or use of products based upon or using, or the planned use of, object management technology; or
- (b) provides professional or consulting services for companies engaged in promoting the manufacture, sale, licensing or use of products based upon or using an object management technology.

Section 2.12 Privileges of Membership

- (a) Each Contributing Member, while in good standing, shall be entitled to (i) submit candidates for nomination to the Board of Directors, (ii) vote on each

matter submitted to a vote of the Voting Members, (iii) nominate a voting representative to the Architecture Board, (iv) appoint a voting representative to all technology committees, task forces and special interest groups, (v) propose specifications for adoption by the Group acting in conjunction with its Domain Technology Committee or its Platform Technology Committee and the Architecture Board, and (vi) the privileges of Membership described in Section 2.12(i) below.

- (b) Each Domain Member, while in good standing, shall be entitled to (i) submit candidates for nomination to the Board of Directors, (ii) vote on each matter submitted to a vote of the Voting Members, (iii) nominate a voting representative to the Architecture Board, (iv) appoint a voting representative to the Domain Technology Committee, task forces and special interest groups, (v) propose specifications for adoption by the Group acting in conjunction with its Domain Technology Committee and the Architecture Board, and (vi) the benefits of Membership described in Section 2.12(i) below.
- (c) Each Platform Member, while in good standing, shall be entitled to (i) submit candidates for nomination to the Board of Directors, (ii) vote on each matter submitted to a vote of the Voting Members, (iii) nominate a voting representative to the Architecture Board, (iv) appoint a voting representative to the Platform Technology Committee, task forces and special interest groups, (v) propose specifications for adoption by the Group acting in conjunction with its Platform Technology Committee and the Architecture Board, and (vi) the benefits of Membership described in Section 2.12(i) below.
- (d) Each Influencing Member, while in good standing, shall be entitled to (i) appoint a voting representative to each task force and special interest group, and (ii) the benefits of Membership described in Section 2.12(i) below.
- (e) Each Government Member, while in good standing, shall be entitled to (i) appoint a voting representative to each task force and special interest group, and (ii) the benefits of Membership described in Section 2.12(i) below.
- (f) Each Trial Member, while in good standing, shall be entitled to (i) attend (but not participate or vote in) meetings of all task forces and special interest groups, and (ii) the benefits of Membership described in Section 2.12(i) below.
- (g) Each Analyst Member, while in good standing, shall be entitled to (i) send up to two representatives to attend (but not vote or participate in) two technology committee meetings each year, (ii) receive briefings from the Group at least twice a year, (iii) participate in such other cooperative and informative activities as the Group may offer to Analyst Members from time to time, and (iv) the benefits of Membership described in Section 2.12(i) below.

- (h) Each University Member, while in good standing, shall be entitled to (i) appoint a voting representative to each task force and special interest group, and (ii) the benefits of Membership described in Section 2.12(i) below. If a University Member itself has members or sponsors, then the rights and privileges granted to such Member will extend only to the paid employees of such Member, and not to its members or sponsors.
- (i) Each Member of any class of Membership, while in good standing, shall be entitled to (i) receive all publications of the Group which are intended for general distribution to any class of Member, (ii) join the Speakers Bureau, and (iii) attend all meetings and special meetings of the Membership provided for in Article III of these By-laws, provided that only those Members which are permitted by this Section 2.12 shall be entitled to vote at such meetings, and (iii) attend, but not participate or vote in, meetings of the Architecture Board.
- (j) Each Task Force Member, while in good standing, shall be entitled to (i) appoint a voting representative to the task force or other Subgroup which has been established by a Technology Committee and voted by the Board of Directors, and to which the Task Force Member has been admitted as a member, (ii) vote on each matter submitted to a vote of that task force, committee or group as permitted by the rules and procedures applicable to that task force, committee or group, (iii) respond to requests for, and propose, specifications for adoption by that task force, committee or group acting in conjunction with its Technology Committee and the Architecture Board, and (iv) the benefits of Membership described in Section 2.12(i) above.
- (k) Program Exception: For clarification, the right of Members described above to appoint a voting representative to various groups does not apply to Programs.

Section 2.13 Deprivation or Suspension of Membership

Any Member who violates any of these By-laws, documented rules, policies, procedures or guidelines of the Group or engages in conduct seriously prejudicial to the purposes and interests of the Group may be deprived of its Membership or be suspended (except as set forth in Section 2.2 above) as a Member by a vote of a two-thirds majority of the Board of Directors, if the Board of Directors determines in its sole judgment that such Member is not acting in the best interests of the Group. Any initial fees, annual dues, assessments, fees and/or penalties already paid are not refundable upon the Member's suspension or deprivation of Membership. No deprivation or suspension of Membership (other than a suspension pursuant to Section 2.2 above) shall be effective unless:

- (a) The Member is given notice of the proposed deprivation or suspension of Membership and of the reasons therefor;

- (b) Such notice is delivered both by (i) Email Notice and (ii) personally or by first class or certified mail, return receipt requested, sent to the last address of the Member shown on the Group's records;
- (c) Such notice is given at least thirty (30) days prior to the effective date of the proposed deprivation or suspension of Membership; and
- (d) Such notice sets forth a procedure determined by the Board of Directors to decide whether or not the proposed deprivation or suspension shall take place, and whereby the Member is given the opportunity to appear before and be heard by the Board of Directors not less than five (5) days before the effective date of the proposed deprivation or suspension.

After such hearing, the Board of Directors will vote on deprivation or suspension of Membership. The decision of the Board of Directors will be final and binding.

Any Member whose Membership is suspended by the Board of Directors will not be a Member during the period of suspension and will have no interest, vote or right to participate in any of the activities, technology committees, task forces or special interest groups of the Group 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.

No Member who has been deprived of Membership will be eligible for Membership again for at least one (1) year from the date of expulsion; in addition, thereafter any such former Member will not be reinstated until all arrears, existing at the time of suspension or expulsion, in initial fees, annual dues, assessments, other fees, penalties and/or monetary obligations to the Group have been paid.

Notwithstanding the foregoing or any other provision of these By-laws or of the Certificate of Incorporation, a Member may belong to, participate in and endorse the purposes and activities of one or more other organizations whose purposes and activities concerning object management technology are not consistent with those of OMG.

Section 2.14 Resignation by Member

A Member may resign as a Member at any time by Email Notice to the Chief Executive Officer. Any initial fees, annual dues, assessments, fees and/or penalties already paid shall not be refundable in such event.

Section 2.15 Membership Book

The name and address of each Member shall be contained in a Membership Book or database to be maintained by the Chief Executive Officer at the principal office of the Group. Termination

of any Membership shall be recorded in the book or database together with the date of such termination. Each Member shall be responsible for apprising the Chief Executive Officer by Email Notice of all changes to its respective name and address and changes due to Member Combinations.

Section 2.16 Levy of Dues, Assessments or Fees

The Group may levy dues, assessments or fees upon its Members in such amount as may be proposed from time to time by the Chief Executive Officer and approved by the Board of Directors; provided, however, that a Member upon learning of any increase in dues, or of any levy of any assessments or fees, may avoid liability therefor by resigning from Membership prior to the date such dues, assessments or fees are due and payable, except where the Member is, by contract or otherwise, liable for such increased dues, assessments or fees. Members shall pay all invoices within ninety (90) days of the initial invoice date.

Section 2.17 Use of Names

Neither the Group nor any Member shall use the name of the other in any form of publicity without the written prior permission of the other by Email Notice, provided that any Member may disclose and publicize its membership in the Group, and the Group (unless requested otherwise in writing by any Member) may disclose and publicize the Membership of the Member in the Group. Notwithstanding any such written request by a Member, the Group may disclose the Membership of such a Member if required by law or any court or other tribunal of competent jurisdiction.

ARTICLE III

MEETING OF MEMBERS

Section 3.1 Place of Meetings

All meetings of the Members shall be held at such place within or without the State of Delaware and at such time as may be fixed from time to time by the Board of Directors.

Section 3.2 Regular Meetings

The Group will meet on a regular basis. Meetings will be for the purpose of informing Members of on-going developments, presentations, discussions and for conducting any other business that may be properly presented at the meeting.

Section 3.3 Special Meetings

Special meetings of the Members, for any purpose or purposes, may, unless otherwise prescribed by statute or by the Certificate of Incorporation, be called by: (i) the Board of Directors; or (ii) the Chief Executive Officer (a) at the request in writing of a majority of the Board of Directors,

or (b) at the request in writing of Voting Members constituting at least thirty percent (30%) of all Voting Members (but in no event at the request of fewer than five Voting Members). Such request shall state the purpose or purposes of the proposed meeting. Business transacted at any special meeting shall be limited to matters relating to the purpose or purposes stated in the notice of meeting.

Section 3.4 Notice of Meetings

Except as otherwise provided by law, written Email Notice of each meeting of the Members, regular or special, stating the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten nor more than sixty days before the date of the meeting, to each Member entitled to attend such meeting.

Section 3.5 Voting List

The Chief Executive Officer shall prepare and make, at least ten days before every meeting of the Members, a complete list of the Voting Members entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each Voting Member. Such list shall be made available to any Voting Member who requests a copy of such list. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any Voting Member who is present.

Section 3.6 Quorum

One-third of the Voting Members, present in person or represented by proxy, shall constitute a quorum at all meetings of the Members for the transaction of business, except as otherwise provided by statute, the Certificate of Incorporation or these By-laws.

Section 3.7 Adjournments

Any meeting of Members may be adjourned from time to time to any other time and to any other place at which a meeting of Members may be held under these By-laws, which time and place shall be announced at the meeting, and by Email Notice to all Members, by a majority of the Voting Members present in person or represented by proxy at the meeting and entitled to vote on any matter which might come before such meeting in compliance with law and these By-Laws, though less than a quorum, or, if no Voting Member is present or represented by proxy, by any officer entitled to preside at or to act as Secretary of such meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the original meeting.

Section 3.8 Action at Meetings

When a quorum is present at any meeting, the vote of a majority of the Voting Members present in person or represented by proxy and entitled to vote on the question shall decide any question brought before such class of Members at that meeting, unless the question is one upon which by express provision of law, the Certificate of Incorporation or these By-laws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 3.9 Voting and Proxies

Unless otherwise provided in the Certificate of Incorporation, each Voting Member shall at every meeting of the Members be entitled to one vote on matters upon which its class of Membership is entitled to vote. Each Voting Member entitled to vote at a meeting of Members, or to express consent or dissent to corporate action in writing without a meeting, may authorize another person or persons to act for him/her by proxy, but no such proxy shall be voted or acted upon after one year from its date.

Section 3.10 Action Without Meeting

Any action required to be taken at any regular or special meeting of Members, or any action which may be taken at any regular or special meeting of such Members, may be taken without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is delivered to each Voting Member, by Email Notice or written notice and is approved and returned in writing by Voting Members making up not less than that percentage of all Voting Members as would be necessary to authorize or take such action at a meeting at which all Voting Members entitled to vote thereon were present and voted. Prompt Email Notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those otherwise entitled to vote thereon who have not consented in writing and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for such meeting had been the date that written consents signed by a sufficient number of Members to take the action were delivered to the Group as provided in this Section 3.10. For purposes of this Section 3.10, the word "writing" shall be deemed to include electronic mail and any document manually executed and transmitted by any means described for written notice in Section 8.1(a). Accordingly, any consent evidenced in the minute books of the Group by electronic mail, or by any means described for written notice in Section 8.1(a), or any combination thereof shall be deemed to have been duly adopted under this Section.

Section 3.11 Action to Overturn Decision or Action of the Board of Directors

Any decision or action taken by the Board of Directors or any committee thereof may be overturned by the vote of seventy percent (70%) of the Voting Members. A proposal to overturn a Board or committee action must be made at a special meeting called and held in accordance with Section 3.3 of these By-laws or at a regular meeting if thirty percent (30%) of the Voting Members request consideration of such proposal by Email Notice or written notice to the Chief Executive Officer.

Section 3.12 Order of Business

The order of business at all meetings of Members shall be as determined by the presiding officer so designated by the Board of Directors, but the order of business to be followed at any meeting at which a quorum is present may be changed by a vote of the Voting Members. The Board of Directors may prescribe rules for meetings as are determined by the Board of Directors to be appropriate.

ARTICLE IV

DIRECTORS

Section 4.1 Powers

The business and affairs of the Group shall be managed by its Board of Directors, which may exercise all powers of the Group and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these By-laws directed or required to be exercised or done by the Voting Members.

Section 4.2 Number of Directors

The total number of Directors shall be at least fifteen but no more than thirty-one, constituting the combined total of the Directors elected pursuant to Section 4.3 of the By-laws and the Chief Executive Officer, who shall be a Director by virtue of his/her office as Chief Executive Officer. The Chief Executive Officer is sometimes referred to below as the "Appointed Director" and the Directors elected by the Board of Directors are sometimes referred to below as the "Elected Directors".

Section 4.3 Nomination, Election and Term of Office of Directors

- (a) In response to the Nominating Committee's solicitation of nominees by Email Notice, each Member that is eligible to propose a nominee candidate pursuant to Section 2.12 and desires to do so shall use its best efforts to propose as a nominee a significant contributor within its organization, and shall forward such individual's name to the Nominating Committee by such means as may from time to time be established by the Group. In determining which candidates to recommend as nominees for election as Directors, the Nominating Committee shall take into account all relevant information, including whether or not the Member offering such candidate has:
 - (i) sent representatives to at least four out of the five previous, consecutive technology committee meetings;

- (ii) actively and consistently participated on at least one task force voting list;
 - (iii) submitted technology for potential adoption at least once in each preceding two-year period;
 - (iv) held an Architecture Board seat, an elected chair in an OMG task force, special interest group or other similar group; and
 - (v) shown clear and consistent public support for adopted Group technologies, through appropriate means (e.g., press releases and/or advertisements in major news outlets).
- (b) The Nominating Committee shall recommend nominees for election as Directors to the Board of Directors as vacancies occur and Directors' terms expire.
 - (c) Up to thirty Directors shall be elected by a majority vote of the Entire Board of Directors for three-year terms at the time of the Annual Meeting of the Board of Directors or by written consent. Terms shall begin on the next January 1 following the election, unless otherwise determined by majority vote of the Entire Board as to any Director filling a vacancy. Individual Directors may, but shall not automatically, be nominated and elected for additional terms. No Member shall be represented by more than one Director.
 - (d) A Director shall hold office until the earliest to occur of (i) the expiration of the term for which such Director was elected and such Director's successor is elected and qualified, (ii) the Member that submitted such Director to the Nominating Committee for nomination ceases to be a Member, by resignation, deprivation of Membership, or otherwise in accordance with these By-laws, or changes its Membership status to a class not entitled to submit candidates for nomination, (iii) the death, resignation or removal of the Director, (iv) when such Director and/or alternate representative appointed pursuant to this Section 4.3 has failed to attend two (2) out of any three (3) consecutive meetings of the Board of Directors effective on the date of the second missed meeting, (v) a Member Combination, upon which event all but one of the representatives of the constituent Members of a Member Combination, as designated by the surviving Member(s), or, if such designation has not been made or cannot be agreed on by the time of the next meeting or written consent of the Board of Directors, as designated by a majority of the Entire Board acting in its sole discretion, shall be deemed to have resigned, or (vi) upon the termination of the employment of such Director by the Member which nominated such Director as its representative. In addition, during such times as a Member is suspended the attendance and voting rights of any representative on the Board of Directors of such Member shall be suspended until such time as the Member regains good standing or its Membership is terminated in accordance with these By-laws.

- (e) Any Member which is the employer of a then-serving Director may, in the event that such Director is not able to attend any meeting of the Directors or to execute any written consent of the Board of Directors, designate a substitute individual to act in the place of such unavailable Director, and such substitute shall, for purposes of such meeting or written consent, be a duly elected and serving substitute Director.
- (f) In the event that the Chief Executive Officer is not able to attend any meeting of the Directors or to execute any written consent of the Board of Directors, the President shall be authorized to act as a substitute individual to act in the place of the Chief Executive Officer, and such substitute shall, for purposes of such meeting or written consent, be a duly elected and serving substitute Appointed Director.

Section 4.4 [Intentionally Deleted]

Section 4.5 Enlargement or Reduction

The number of Directors, the persons eligible to become Directors, and the classes of Members eligible to nominate Directors may be amended only by a majority vote of the Entire Board of Directors, or by a two-thirds vote of the Voting Members.

Section 4.6 Resignation and Removal

Any Director may resign at any time upon written notice to the Group at its principal place of business or to the Chief Executive Officer. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Any or all of the Elected Directors may be removed, with or without cause, by a majority of the Voting Members then entitled to nominate a Director, and the Appointed Director may be removed with or without cause by majority vote of the Entire Board of Directors at an annual, regular or special meeting. Any Director who is a representative of a Member may be removed, with or without cause, by that Member.

Section 4.7 Vacancies

- (a) A vacancy in the Board of Directors shall be deemed to exist (i) upon the occurrence of an event referred to in Section 4.3(d) or 4.6 above, or (ii) if the authorized number of Directors is increased.
- (b) Vacancies on the Board of Directors occurring as a result of an event referred to in Section 4.3(d)(iii) or (vi) above shall be filled by the Member whose representative has ceased to be a Director. All other vacancies shall be filled by candidates recommended by the Nominating Committee, in accordance with

Section 4.3 (a), and elected by a majority of the Entire Board of Directors, whether or not less than a quorum, or by a sole remaining Director. The term of a Director so appointed or elected shall be the unexpired portion of the term of the Director, if any, whom the Director so appointed or elected is replacing, or until the next general election of Directors, in the case of an expansion of the Board of Directors.

- (c) The Voting Members may elect a Director or Directors at any time to fill any vacancy or vacancies for Elected Director(s) not filled by the Nominating Committee and the Directors within one hundred and eighty (180) days of the vacancy. The qualifications of Directors elected pursuant to this Section 4.7(c) shall be the same as those otherwise described in these By-laws.
- (d) In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law or these By-laws, may exercise the powers of the full Board of Directors until the vacancy is filled.

Section 4.8 Place of Meetings

The Board of Directors may hold meetings, annual, regular and special, either within or without the State of Delaware.

Section 4.9 Annual Meetings

Annual Meetings will be held on the second Wednesday in November of each year if not a Saturday, Sunday or legal holiday, and if a Saturday, Sunday or legal holiday, then on the second business day following, at 10 a.m., or at such other date and time as may be designated from time to time by the Board or Directors or the Chief Executive Officer, at which meeting the Board of Directors will be elected in accordance with these By-laws and such other business transacted as may properly be brought before the meeting.

Section 4.10 Regular Meetings

Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors; provided that any Director who is absent when such a determination is made shall be given prompt notice of such determination.

Section 4.11 Special Meetings

Special meetings of the Board of Directors may be called by the Chief Executive Officer or on the written request of two or more Directors, or by one Director in the event that there is only one Director in office. Two business days' notice to each Director, either personally or by Email Notice, telegram, cable, telecopy, commercial delivery service, telex or similar means sent to

his/her email, business or home address, or four business days' notice by written notice deposited in the mail, shall be given to each Director by the officer or one of the Directors calling the meeting. A notice or waiver of notice of a meeting of the Board of Directors need not specify the purposes of the meeting.

Section 4.12 Quorum, Action at Meeting, Adjournments

At all meetings of the Board of Directors a simple majority of the Entire Board of Directors, present in person or by substitute, shall 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, except as may be otherwise specifically provided by law or by the Certificate of Incorporation or by these By-laws. For purposes of these By-laws, the term "Entire Board" or "Entire Board of Directors" shall mean the actual number of Directors then elected or appointed and serving. If a quorum shall not be present at any meeting of the Board of Directors, a majority of the Directors present thereat may adjourn the meeting to another date, with ten (10) days' prior notice to be sent to all Directors.

Section 4.13 Action by Consent

- (a) Unless otherwise restricted by law, the Certificate of Incorporation or these By-laws, any action required or permitted to be taken by the Board of Directors may be taken without a meeting and without prior notice if a majority of the Entire Board of Directors (or such greater number of Directors as may be required by law, the Certificate of Incorporation or the By-laws of the Group for the taking of any such action at a meeting) consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors, provided that:
 - (i) such written consent shall have been sent simultaneously to all Directors then in office in either hard copy, telecopy form or by Email Notice for their consideration,
 - (ii) prompt written notice or Email Notice of any action so taken is given to those Directors who have not consented in writing, and
 - (iii) (except as provided for below) two or more such non-consenting directors have not objected to the taking of any such action, by written notice delivered to the Group within ten (10) business days following the date that the proposed action was mailed or otherwise delivered to such Directors.
- (b) Notwithstanding the foregoing, the ability of two or more non-consenting Directors to prevent the taking of an action by written consent under clause 4.12(a)(iii) above shall:
 - (i) not prevent any such action from being taken at a later date at an actual meeting of

the Board of Directors, and

- (ii) not exist where the action in question is required by law, the Certificate of Incorporation or the By-laws to be voted on twice before being deemed approved and such action is being submitted for approval by the Board of Directors for a second time, after previously having been approved at an actual meeting of the Board of Directors.
- (c) For purposes of any such consent, facsimile or other electronically transmitted signatures and electronic mail shall be acceptable evidence of such consent.
- (d) Unless otherwise restricted by statute, the Certificate of Incorporation or these By-laws, any action required or permitted to be taken at any meeting of any committee of the Board of Directors may be taken without a meeting, if a majority of the members of the committee (or such greater number as may be required by law, the Certificate of Incorporation or the By-laws of the Group for the taking of any such action at a meeting) consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the committee, provided that: (i) such written consent shall have been sent simultaneously to all members of such committee in either hard copy, telecopy form or by Email Notice for their consideration, and prompt written notice or Email Notice of any action so taken is given to those Directors who have not consented in writing. For purposes of any such consent, facsimile or other electronically transmitted signatures and electronic mail shall be acceptable evidence of such consent.

Section 4.14 Telephonic Meetings

Unless otherwise restricted by statute, the Certificate of Incorporation or these By-laws, members of the Board of Directors or of any committee thereof may participate in a meeting of the Board of Directors or of any committee, as the case may be, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and communicate with each other simultaneously, and such participation in a meeting shall constitute presence in person at the meeting.

Section 4.15 Inspection Rights

Every Director shall have the absolute right at any time to inspect, copy and make extracts of, in person or by agent or attorney, all books, records and documents of every kind and to inspect the physical properties of the Group.

Section 4.16 Fees and Compensation

Directors shall not receive any stated salary for their services as Directors, except for the

Chief Executive Officer. Directors may be reimbursed in such amounts as may be determined from time to time by the Board of Directors for expenses incurred while acting on behalf of the Group and/or expenses incurred in attending meetings of the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Group in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor.

Section 4.17 Adoption of Technical Specification

Notwithstanding anything in these By-laws to the contrary, no technical specification shall be adopted by the Board of Directors on behalf of the Group unless Directors constituting a majority of the Entire Board of Directors have indicated, in person or in writing, their respective approval of such technical specification.

Section 4.18 Adoption of Architecture Board Constitution

Notwithstanding anything in these By-laws to the contrary, adoption of the Architecture Board Constitution and any revisions to such Constitution shall require the affirmative vote of Directors constituting a majority of the Entire Board of Directors on behalf of the Group.

ARTICLE V

ARCHITECTURE BOARD

Section 5.1 Purpose

The Architecture Board shall be responsible for internal consistency of Group specifications in the context of business, market and technical realities and shall have such authority and tasks as shall be set forth in the Architecture Board Constitution or otherwise as from time to time may be assigned to the Architecture Board by the Board of Directors.

Section 5.2 Establishment

The Chief Executive Officer shall appoint a chair of the Architecture Board who shall be responsible for presiding over meetings of the Architecture Board and drafting rules and policies governing the Architecture Board (the "Architecture Board Constitution"), for submission for adoption and approval by majority vote of the Entire Board of Directors. The Architecture Board shall initially have eleven (11) members, five (5) of whom shall be elected by the Platform Technology Committee, five (5) of whom shall be elected by the Domain Technology Committee, and one (1) of whom shall be the chair of the Architecture Board. The terms of such members and the rules governing future appointments of members to the Architecture Board shall be provided for in the Architecture Board Constitution.

ARTICLE VI

EXECUTIVE COMMITTEE AND OTHER COMMITTEES

Section 6.1 Executive Committee

The Board of Directors may, by resolution adopted by a majority of the Entire Board of Directors, create an Executive Committee, consisting of two or more Directors (including the Chief Executive Officer, should said office then be filled). The Executive Committee, subject to any limitations imposed by the Certificate of Incorporation, by statute, or by these By-laws and/or by the Board of Directors, shall have and may exercise all of the powers of the Board of Directors which are delegated to the Executive Committee from time to time by a majority of the Entire Board of Directors; provided, however, that the Executive Committee shall have no authority with respect to:

- (a) The approval of any action which also requires approval of the Voting Members.
- (b) The filling of vacancies on the Board of Directors.
- (c) The amendment or repeal of the By-laws or the adoption of new By-laws.
- (d) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable.
- (e) Recommending to the Members a dissolution of the Group or a revocation of a dissolution.

Section 6.2 Meetings of Committees of the Board of Directors

Except as otherwise provided in these By-laws or by resolution of the Board of Directors, each committee of the Board of Directors may adopt its own rules governing the time and place of holding and the method of calling its meetings and the conduct of its proceedings and shall meet as provided by such rules, but unless otherwise provided by resolution of the Board of Directors or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided in these By-laws for the conduct of the business of the Board of Directors.

Section 6.3 Term of Office of Members of Committees of the Board of Directors

Each member of a committee of the Board of Directors shall serve at the pleasure of the Board of Directors.

Section 6.4 Appointment of Industry Experts to Committees

The Board of Directors may from time to time appoint industry experts to any committee or subcommittee, with such experts to be paid such consulting fees as the Board of Directors

may approve. Such industry experts need not be affiliated with any Member. Such industry experts may not have voting rights with respect to any matter considered by any committee, subcommittee or the Board of Directors and shall serve at the pleasure of the Board of Directors.

Section 6.5 Domain Technology Committee

- (a) Establishment - A Domain Technology Committee of the Group shall be established. Each Contributing Member and each Domain Member shall be entitled to appoint one voting member of the Domain Technology Committee.
- (b) Term of Office of Domain Technology Committee Members - Each member of the Domain Technology Committee shall serve in accordance with the Group's policies and procedures, as from time to time in force; however, the Board of Directors or Chief Executive Officer may suspend or terminate the term of office of any committee member if: (i) the Membership of the Contributing Member or Domain Member affiliated with or employing such Domain Technology Committee member is not maintained in good standing, or (ii) the Membership of the Contributing Member or Domain Member affiliated with or employing such Domain Technology Committee member is changed to a Membership level not eligible to appoint a member of the Domain Technology Committee, or (iii) otherwise at the election of the Contributing Member or Domain Member affiliated with or employing such Domain Technology Committee member.
- (c) Function of the Domain Technology Committee - The Domain Technology Committee shall act as the voting body for its underlying subcommittees, task forces and special interest groups.

Section 6.6 Platform Technology Committee

- (a) Establishment - A Platform Technology Committee of the Group shall be established. Each Contributing Member and each Platform Member shall be entitled to appoint one voting member of the Platform Technology Committee.
- (b) Term of Office of Platform Technology Committee Members - Each member of the Platform Technology Committee shall serve in accordance with the Group's policies and procedures, as from time to time in force; however, the Board of Directors or Chief Executive Officer may suspend or terminate the term of office of any committee member if: (i) the Membership of the Contributing Member or Platform Member affiliated with or employing such Platform Technology Committee member is not maintained in good standing, or (ii) the Membership of the Contributing Member or Platform Member affiliated with or employing such Platform Technology Committee member is changed to a Membership level not eligible to appoint a member of the Platform Technology

Committee, or (ii) otherwise at the election of the Contributing Member or Platform Member affiliated with or employing such Platform Technology Committee member.

- (c) Function of the Platform Technology Committee - The Platform Technology Committee shall act as the voting body for its underlying subcommittees, task forces and special interest groups.

Section 6.7 Other Committees

- (a) The Board of Directors may, by resolution adopted by a majority of the Entire Board of Directors, create such other committees (including a Nominating Committee), each consisting of two (2) or more Directors appointed by the Board of Directors, as it may from time to time deem advisable to perform such general or special duties as may from time to time be delegated to any such committee by a majority of the Entire Board of Directors, subject to the limitations imposed by these By-laws.
- (b) From time to time, the Board of Directors may establish committees and subcommittees whose members need not be Directors. Except as otherwise set forth in these By-laws, only persons representing Voting Members shall be eligible to be voting, participating members on any such committee or subcommittee.
- (c) No such committee shall have the power or authority to take any action prohibited by Section 6.1 above to be taken by the Executive Committee. Any committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each committee shall keep regular minutes of its meetings and make such reports to the Board of Directors as the Board of Directors may request.

ARTICLE VII

OFFICERS

Section 7.1 Officers

The officers of the Group shall be a Chairman, President, Chief Executive Officer, Treasurer and a Secretary. In addition, the Board of Directors may elect and designate any person or persons as the Chief Executive Officer and/or Chief Operating Officer of the Group. The Group may also have, at the discretion of the Board of Directors, one or more Assistant Secretaries and/or Assistant Treasurers, and such other officers with such titles, terms of office and duties as may be elected in accordance with the provisions of Section 7.3. One person may hold two or more offices.

Section 7.2 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these By-laws for regular elections to such office.

Section 7.3 Election

The Board of Directors at its annual meeting or by written consent shall elect a Chairman, President, Chief Executive Officer, Secretary and Treasurer. Other officers (including without limitation a Chief Executive Officer and a Chief Operating Officer) may be elected by the Board of Directors at such meeting, at any other meeting, or by written consent.

Section 7.4 Tenure

Each officer of the Group shall hold office until his/her successor is chosen and qualifies, unless a different term is specified in the vote choosing or electing him/her, or until his/her earlier death, resignation, removal or disqualification. Any officer elected by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Entire Board of Directors. Any vacancy occurring in any office of the Group may be filled by the Board of Directors, at its discretion. Any officer may resign by delivering his/her written resignation to the Group at its principal place of business or to the Chief Executive Officer. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 7.5 Chief Executive Officer

The Chief Executive Officer shall, subject to monitoring of, or assignment by, the Board of Directors:

- (a) (i) act as the Chief Executive Officer of the Group, (ii) have general supervision, direction and control of the business and officers of the Group, (iii) have general and active management of the business of the Group and see that all orders and resolutions of the Board of Directors are carried into effect, and (iv) have such other powers and duties as may be prescribed by the Board of Directors or by these By-laws.
- (b) Direct and administer the affairs of the Group, including setting compensation (other than his/her own), and the hiring and discharge of office employees.
- (c) Have complete charge of the records of the Group (other than corporate records maintained by the Secretary or an Assistant Secretary) and submit quarterly and annual reports to the Board of Directors.

- (d) Initiate and promote programs which serve and advance the purpose and objective of the Group.
- (e) Coordinate, assist and monitor all committees and their programs.
- (f) Direct all Group functions such as trade shows and special affairs.
- (g) Submit an annual budget, together with supporting documentation to the Board of Directors for its approval.
- (h) Create, and update when necessary, employee job descriptions and hold individual annual reviews with each employee.
- (i) Serve as a member of the Board of Directors and any Executive Committee with full voting rights, except as to matters relating to his/her compensation or the terms of any agreement with the Group pursuant to which he/she is retained to render services.
- (j) Perform such other duties specified in these By-laws or assigned by the Board of Directors and/or any Executive Committee; however, any such assignments shall at all times be consistent with the purpose and objectives of the Group as set forth in these By-laws.

Section 7.6 President

The President shall be the Chief Operating Officer of the Group.

Section 7.7 Secretary

The Secretary shall have such powers and perform such duties as are incident to the office of Secretary, and shall:

- (a) Prepare and maintain lists of Members and their addresses as required.
- (b) Attend all meetings of the Board of Directors and all meetings of the Members and record all the proceedings of the meetings of the Group and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required.
- (c) Give, or cause to be given, notice of all meetings of the Members and special meetings of the Board of Directors, and shall perform such other duties as may be from time to time prescribed by the Board of Directors or Chief Executive Officer, and shall be under their supervision.

- (d) Have custody of the corporate seal of the Group and the Secretary, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by signature of the Secretary or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Group and to attest the affixing by such officer's signature.

Section 7.8 Treasurer

The Treasurer shall perform such duties and shall have such powers as may be assigned to him/her by the Board of Directors or the Chief Executive Officer. In addition, the Treasurer shall perform such duties and have such powers as are incident to the office of Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Group and shall deposit all moneys and other valuable effects in the name and to the credit of the Group in such depositories as may be designated by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chief Executive Officer and the Board of Directors, when the Chief Executive Officer or Board of Directors so requires, an account of all his/her transactions as Treasurer and of the financial condition of the Group.

Section 7.9 Assistant Secretaries

The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors, the Chief Executive Officer or the Secretary (or if there be no such determination, then in the order determined by their tenure in office), shall, in the absence of the Secretary or in the event of his/her inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors, the Chief Executive Officer or the Secretary may from time to time prescribe. In the absence of the Secretary or any Assistant Secretary at any meeting of Members or Directors, the person presiding at the meeting shall designate a temporary or acting Secretary to keep a record of the meeting.

Section 7.10 Chairman

The Chairman shall, unless the Board of Directors provides otherwise in a specific instance or generally, preside at all meetings of the Members and the Board of Directors.

Section 7.11 Compensation

The compensation, if any, of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such compensation by reason of the fact that the officer is also a Director of the Group. The Chief Executive Officer, and any other officer, although a member of the Board of Directors, shall not vote on matters relating to his/her

compensation or duration in office.

ARTICLE VIII

NOTICES

Section 8.1 Delivery

- (a) Whenever, under the provisions of law, or of the Certificate of Incorporation or these By-laws, written notice is required to be given to any Director or Member, such notice may be given by mail, addressed to such Director or Member, at his/her address as it appears on the records of the Group, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Unless written notice by mail is required by law, written notice may also be given by electronic mail, telegram, cable, telecopy, facsimile with confirmed transmission, commercial delivery service, telex or similar means, addressed to such Director or Member at his/her address as it appears on the records of the Group, in which case such notice shall be deemed to be given when delivered into the control of the persons charged with effecting such transmission, the transmission charge to be paid by the Group or the person sending such notice and not by the addressee. In-hand delivery (in person) shall be deemed given at the time it is actually given. Any of the foregoing means of notice shall constitute “written notice,” “written consent,” or “in writing,” as those terms are used in these By-laws.
- (b) Without limiting the foregoing, the Group adopts electronic mail as its principal source of communication with its Directors and Members. Each Director and Member acknowledges and agrees that the Group shall not be under any obligation (except as required by law, the Certificate of Incorporation or these By-laws) to send any notice to any Director or any Member by any means other than electronic mail, and it is therefore the responsibility of each Director and Member to avail itself of and make such arrangements as may be necessary to receive notice in such fashion (“Email Notice”). To the extent that any Director or Member fails to take such action, such Director or Member shall be deemed to have waived his, her or its right to receive written notice from the Group.

Section 8.2 Waiver of Notice

Whenever any notice is required to be given under the provisions of law or of the Certificate of Incorporation or of these By-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE IX
BOOKS AND RECORDS

Section 9.1 Books and Records

The Group shall keep adequate and correct books and records of account, minutes of the proceedings of the Members, the Board of Directors and committees of the Board of Directors, and a record of the Members giving their names and addresses and the class of Membership held by each.

Section 9.2 Form of Records

Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form.

Section 9.3 Reports to Directors, Members and Others

The Board of Directors shall cause such reports to be prepared, filed and/or distributed as may be required from time to time by applicable law or these By-laws.

Section 9.4 Record Date

The Board of Directors may fix, in advance, a record date, in order that the Group may determine the Members entitled to notice of, or Voting Members entitled to vote, at any meeting of Members or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any distribution, if any, permitted by law and the Group's then current federal and state tax status, or allotment of any rights, or for any other lawful action. Such record date shall not be more than sixty days nor fewer than ten days before the date of such meeting, nor more than sixty days prior to any other action to which such record date relates. A determination of Members of record entitled to notice of, or Voting Members entitled to vote at, a meeting of Members shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting. If no record date is fixed, the record date for determining Members entitled to notice of, or Voting Members entitled to vote at, a meeting of Members shall be at the close of business on the day before the day on which notice is given, or, if notice is waived, at the close of business on the day before the day on which the meeting is held. The record date for determining Members entitled to express consent to any action in writing without a meeting, when no prior action by the Board of Directors is necessary, shall be the close of business on the day before a consent in writing is delivered to each Voting Member for approval per Section 3.10. The record date for determining Members for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating to such purpose.

ARTICLE X

CERTAIN TRANSACTIONS

Section 10.1 Transactions with Interested Parties

No contract or transaction between the Group and one or more of its Directors or officers, or between the Group and any corporation, partnership, association, or other organization in which one or more of its Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction or solely because his/her or their votes are counted for such purpose, if:

- (a) The material facts as to his/her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or
- (b) The material facts as to his/her relationship or interest and as to the contract or transaction are disclosed or are known to the Voting Members entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the Voting Members; or
- (c) The contract or transaction is fair as to the Group as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the Voting Members.

Section 10.2 Quorum

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

ARTICLE XI

GRANTS, CONTRACTS, LOANS, ETC.

Section 11.1 Grants

The making of grants and contributions, and otherwise rendering financial assistance for the purpose of the Group may be authorized by the Board of Directors. The Board of Directors may authorize any officer or officers, agent or agents, in the name of and on behalf of the Group to make any such grants, contributions or assistance.

Section 11.2 Execution of Contracts

The Board of Directors may authorize directors, officers, employees or agents, in the name and on behalf of the Group, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specified instances, or otherwise limited. The Board may require the signatures of two such authorized persons on any such contract, instrument or other obligation.

Section 11.3 Checks, Drafts, Etc.

All checks, drafts and other orders for the payment of money out of the funds of the Group, and all notes or other evidences of indebtedness of the Group, shall be signed on behalf of the Group in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 11.4 Deposits

The funds of the Group not otherwise employed shall be deposited from time to time to the order of the Group in such banks, trust companies, or other depositories as the Board of Directors may select or as may be selected by an officer, employee or agent of the Group to whom such power may from time to time be delegated by the Board of Directors.

ARTICLE XII

LEGAL COMPLIANCE

The Group will conduct all of its activities in conformance with all applicable laws, including the antitrust laws of the United States. The Members acknowledge that the purposes and objects of the Group prohibit discussion and information exchanges relating to individual Members' costs, sales, profitability, prices, marketing, or distribution, if such information is not reasonably required to carry out the purpose of the Group.

ARTICLE XIII

AMENDMENTS

These By-laws may be altered, amended or repealed or new By-laws may be adopted by the Voting Members or by the Board of Directors, when such power is conferred upon the Board of Directors by the Certificate of Incorporation, at any annual, regular or special meeting of the Board of Directors or at any regular or special meeting of the Voting Members, provided, however, that in the case of a regular or special meeting of Voting Members, notice of such alteration, amendment, repeal or adoption of new By-laws be contained in the notice of such meeting, and provided further that no provision in these By-laws which requires a vote of either Voting Members or the Board of Directors in excess of a simple majority may be amended or

repealed without the affirmative vote of the requisite percentage of Voting Members or Directors specified in such provision.

ARTICLE XIV

GENERAL PROVISIONS

Section 14.1 Fiscal Year

The fiscal year of the Group shall be determined, and may be changed, by resolution of the Board of Directors.

Section 14.2 Seal

The Board of Directors may, by resolution, adopt a corporate seal. The corporate seal shall have inscribed thereon the name of the Group, the year of its organization and the word "Delaware". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The seal may be altered from time to time by the Board of Directors.

Section 14.3 Proprietary Rights

All information disclosed by any participant during any official meeting or official activity of the Group, including but not limited to Member meetings, Board meetings, Committee meetings, Sub-committee meetings, electronic mail, Task Force meetings or the like, shall be deemed to have been disclosed on a non-confidential basis, and, except with respect to valid patents, patent applications, and Federal and international statutory copyrights, may be used by anyone without restriction. Notwithstanding the foregoing, information concerning the business or operations of the Group disclosed at Board meetings, Board Committee meetings or Board Sub-committee meetings shall be considered confidential, except as otherwise determined by the Board.

Section 14.4 Availability of OMG Specifications

The Group plans to develop and promulgate Specifications which will define and describe the OMG Technology. With respect to each such Specification, it is the good faith objective of the Group to make each Specification available as soon as its development is complete to those who have not participated in the development or determination of such Specification, and to make each Specification available at the same point in time to OMG Members and non-members in accordance with to the IPR Mode that applies pursuant to the OMG intellectual property policy. No member will, by reason of its Membership or participation in the Group or otherwise, be obligated to license, use, endorse or conform any of its products to any standards or Specifications developed or promulgated by the Group.

ARTICLE XV
INDEMNIFICATION

Section 15.1 Actions other than by or in the Right of the Group.

The Group, to the extent legally permissible and only to the extent that the status of the Group as an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, is not affected thereby, shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Group) by reason of the fact that he/she is or was a Director, officer, employee or agent of the Group, or is or was serving at the request of the Group as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and shall have authority to indemnify, in its discretion, any person who is or was serving on any steering committee or other governing body that manages any of the subgroups, activities, consortia or communities organized by the Group, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Group, and, with respect to any criminal action or proceeding, had no reasonable cause to believe this conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Group, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Section 15.2 Actions by or in the Right of the Group.

The Group shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Group to procure a judgment in its favor by reason of the fact that the person is or was a Director, officer, employee or agent of the Group, or is or was serving at the request of the Group as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and the Group shall have authority to indemnify, in its discretion, any person who is or was serving on any steering committee or other governing body that manages any of the subgroups, activities, consortia or communities organized by the Group, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Group and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Group unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought

shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery of the State of Delaware or such other court shall deem proper.

Section 15.3 Success on the Merits.

To the extent that a present or former Director or officer of the Group or other person has been successful on the merits or otherwise in defense of any action, suit or proceeding against which the person will be indemnified pursuant to Sections 15.1 or 15.2, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 15.4 Specific Authorization.

Any indemnification under Section 15.1 or 15.2 of this Article XV (unless ordered by a court) shall be made by the Group only as authorized in the specific case upon a determination that indemnification of the present or former Director, officer, employee, agent or other person is proper in the circumstances because the person has met the applicable standard of conduct set forth in said Sections. Such determination shall be made with respect to a person who is a Director or officer at the time of such determination, (1) by a majority vote of the of Directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (2) by a committee of such Directors designated by majority vote of such Directors, even though less than a quorum, (3) if there are no such Directors, or if such Directors so direct, by independent legal counsel in a written opinion, or (4) by the Voting Members of the Group.

Section 15.5 Advance Payment.

Expenses incurred by a present or former officer or Director of the Group, or other party to be indemnified hereunder, in defending any civil, criminal, investigative or administrative action, suit or proceeding may be paid by the Group in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to indemnification by the Group as authorized in this Article XV. Such expenses (including attorneys' fees) incurred by former Directors and officers or other employees, agents and indemnifiable parties may be so paid upon such terms and conditions, if any, as the Group deems appropriate.

Section 15.6 Non-Exclusivity.

The indemnification and advancement of expenses provided by, or granted pursuant to, the other Sections of this Article XV shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any By-law, agreement, vote of Members or disinterested Directors or otherwise, both as to action in such

person's official capacity and as to action in another capacity while holding such office.

Section 15.7 Insurance.

The Board of Directors may authorize, by a vote of the majority of the Entire Board, the Group to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Group, or is or was serving at the request of the Group as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, or is or was serving on any steering committee or other governing body that manages any of the subgroups, activities, consortia or communities organized by the Group, against any liability asserted against such person and incurred by him/her in any such capacity, or arising out of such person's status as such, whether or not the Group would have the power to indemnify such person's against such liability under the provisions of this Article XV.

Section 15.8 Continuation of Indemnification and Advancement of Expenses.

The indemnification and advancement of expenses provided by, or granted pursuant to, this Article XV shall continue as to a person who has ceased to be a Director, officer, employee, agent or other indemnifiable party and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 15.9 Exclusive Jurisdiction.

The Court of Chancery is hereby vested with exclusive jurisdiction to hear and determine all actions for advancement of expenses or indemnification brought under this Section or under any By-law, agreement, vote of Members or disinterested Directors, or otherwise. The Court of Chancery may summarily determine a corporation's obligation to advance expenses (including attorneys' fees).

Section 15.10 Severability.

If any word, clause or provision of this Article XV or any award made hereunder shall for any reason be determined to be invalid, the provisions hereof shall not otherwise be affected thereby but shall remain in full force and effect.

Section 15.11 Intent of Article.

The intent of this Article XV is to provide for indemnification and advancement of expenses to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware. To the extent that such Section or any successor section may be amended or supplemented from time to time, this Article XV shall be amended automatically and construed so as to permit indemnification and advancement of expenses to the fullest extent from time to time permitted by law.

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