

**VIDEO SERVICES FORUM, INC.**

**BYLAWS**

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# **VIDEO SERVICES FORUM, INC.**

## **BY-LAWS**

### **ARTICLE I: PURPOSES AND OBJECTS**

**1.1 Purpose.** Video Services Forum, Inc. (“VSF”) is an association incorporated under the Not For Profit Corporation Law of the State of New York. It is an association of video transport service companies, equipment vendors, and other like parties involved in promoting the acceptance and implementation of video transport services, products and applications. The organization’s activities will include: providing forums to identify issues involving the development, engineering, installation, testing and maintenance of audio and video services; exchanging non-proprietary information to promote the development of video transport service technology and to foster resolution of issues common to the video services industry; identification of video services applications, educational services utilizing video transport services, promoting interoperability and encouraging technical standards for national and international standards bodies. The Corporation shall make any results of the activities of the Corporation available to all interested parties on reasonable terms applied uniformly and openly.

**1.2 Open Competition.** The Corporation and its Members are individually and collectively committed to open competition in the development of video services products, technology, and services and the Members are not restricted in any way from designing, developing, and or marketing hardware or software products, technology, or services.

**1.3 Not For Profit.** The business of the Corporation shall not be conducted for the financial profits of its individual members, but shall be conducted for the mutual benefit of its members to accomplish the purposes set forth above.

**1.4 Business League.** Nothing contained in these Bylaws shall authorize the Corporation directly or indirectly to engage in any act or thing incidental to or connected with the purposes set forth in Article I which would cause the Corporation to be disqualified as a business league within the meaning of Section

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501(c)6 of the United States Internal Revenue Code. The Corporation and its Members shall strictly comply with state and federal antitrust laws.

### **ARTICLE II : LOCATION OF THE CORPORATION**

**2.1 Location.** The principal office of the Corporation, at which the general business of the Corporation will be transacted and where the records of the Corporation will be kept, will be at such place as shall be fixed from time to time by the Board of Directors.

### **ARTICLE III: MEMBERS**

**3.1 Membership.** Membership shall be open to any entity (individual, firm, or corporation) that is a provider of video transport services. Any entity actively involved in the manufacture, sale, marketing or use of video services, products or applications may apply for membership in the Corporation. No entity may have more than one vote. The Corporation does not restrict membership on the basis of race, color, sex, religion, or national origin.

**3.2 Qualification and Rights of Members; Non-Voting Memberships.** (a) Each Member shall be entitled to one (1) vote at the annual and other meetings of the members of the Corporation and at any working group meetings organized by the Corporation.

(b) Each Member shall designate an individual who will be that Member's Primary Representative to cast votes on behalf of the Member. Members may designate additional individuals from their companies to attend and participate in meetings as non-voting participants. In the absence of the Primary Representative of a Member corporation, the participants from that corporation in attendance at a meeting shall designate one representative who shall cast the Member's vote.

(c) Each Member shall have one (1) vote in each of the committees in which it participates, to be cast by its designated Primary Representative. Members may be requested by the Board of Directors to provide qualified non-voting representatives to further the work of various Corporation committees which may be created from time to time.

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(d) The Directors may create additional classes of limited-voting and non-voting associate membership with different privileges and dues attendant to different associate membership levels.

**3.3 Admission to Membership.** Any corporation possessing the requisite qualifications to secure admission to membership in the Corporation shall make written application to the Board of Directors. The application, accompanied by a subscription to the Bylaws of the Corporation, shall be signed by an authorized representative of the applicant and submitted to the Board of Directors. The membership fee shall be disclosed by the Board of Directors to the applicant together with the subscription to the Bylaws. The Board of Directors shall recommend the approval or rejection of such application to the President in accordance with criteria consistent with Section 3.1. In those cases where the applicant clearly meets the membership criteria, final action of admission to membership shall be by unanimous vote of the Board of Directors.

**3.4 Dues.** (a) Each member shall pay annual dues to the Secretary/Treasurer in accordance with schedules which are prescribed by the Board of Directors. The dues structure for the forthcoming year shall be reported to the membership at the annual meeting or any special meeting called for that purpose and shall be provided to an applicant together with the subscription to the current Bylaws.

(b) If any payment of dues is not made as and when required, the Board of Directors shall cause notice to be sent to the Member whose payment is delinquent. Sixty (60) days' default in payment of any assessment or installment of any dues of which notice shall have been given to any member as herein provided shall entitle the Board of Directors without further notice to the Member or Members in default to suspend the Membership until the default in payment of dues or installments is cured.

**3.5 Sustaining Fees.** (a) A registration fee may be assessed to all attendees of meetings of the Corporation.

(b) Membership candidates and their representatives may participate in VSF meetings without obligation to pay annual dues. Registration fees for non members will be determined by the Board of Directors. Voting privileges will not be granted to any regular session attendee who is not a member in

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good standing as approved by the Board of Directors and whose dues are not current.

**3.6 Special Assessments.** (a) The Board of Directors may levy special assessments, which, in any fiscal year, may not exceed fifty percent (50%) of the annual dues of members. Should special assessments be required which exceed fifty percent (50%) of the annual dues of members in a fiscal year, they shall be approved by the resolution of Members by mail ballot or at a regular or special meeting.

(b) Documents will be available to all participating organizations that bear their portion of the expenses of producing them. Documents submitted to a standards organization are to be available to members of the public for no more than the cost of duplicating them.

**3.7 Subscription to Bylaws.** Each Member corporation shall by an authorized representative subscribe to and agree to be bound by these Bylaws and all amendments thereto before being admitted to the rights of membership in the Corporation. Those Members which have paid the required dues, fees and assessments in accordance with these Bylaws and which have subscribed to the Bylaws shall be members in good standing.

**3.8 Resignation.** Any Member of the Corporation may by an authorized representative withdraw from membership by tendering a written resignation to the Board of Directors, but shall be required to pay to the Corporation any sums of money remaining unpaid, including all fees, dues, and special assessments and each and every installment thereof remaining unpaid on the date of tender of resignation.

**3.9 Withdrawal from Business.** Membership in the Corporation shall automatically terminate upon bankruptcy, cessation or withdrawal from business by any Member or upon such an alteration in the nature of business transacted by the Member as would disqualify a member from securing a membership upon application. However, all fees, dues, and special assessments and other outstanding moneys owed the Corporation must be paid.

**3.10 Expulsion.** (a) Any Member of VSF who violates any of the Bylaws, documented procedures or resolutions adopted by the Members or the Board of Directors from time to time, or who fails to pay dues or special assessments shall, by a two-thirds vote of the Board of Directors present at any meeting at



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which a quorum exists, be subject to suspension, expulsion, or any other sanction approved by the Board of Directors. Expulsion or suspension for any reason other than non-payment of dues or special assessments shall occur only after the affected Member has been advised in writing of the proposed expulsion or suspension and the reasons therefore and has been given an opportunity to submit to the Board of Directors reasons in support of its continued membership in the Corporation. The notice to the affected Member shall include a concise statement of the material facts constituting the charge. If the Board of Directors determines that the allegations are substantiated, the Board of Directors shall vote on appropriate sanctions.

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

(c) A Member expelled for any reason other than non-payment of dues or special assessments shall forfeit any dues or special assessments paid during membership. Such former members shall not be reinstated until all arrears in dues and/or monetary obligations to the Corporation shall have been paid.

**3.11 Property Rights.** (a) Any Member whose membership in this Corporation shall have terminated by resignation, cessation of business, expulsion, or other cause shall forfeit thereby all interests in any and all funds, property, rights, and interests belonging to the Corporation.

(b) No Member has any property rights in any assets of this Corporation. Further, no portion of the net earnings of this Corporation shall inure to the benefit of any Member, Officer, Director or employee of the Corporation.

**ARTICLE IV: MEETINGS OF MEMBERS**

**4.1 Annual Meeting.** The Annual Meeting of the Members of the Corporation at the direction of the Board of Directors shall be on such date and time and at such place as to be part of the first scheduled meeting of the fiscal year as designated by the Board of Directors and stated in the notice of meeting. In the absence of such determination of place, members meetings shall be held at the Corporation's principal office. At the annual meeting, the Members shall nominate and elect a sufficient number of Directors, who may be selected from among all representatives of member corporations who regularly attend meetings, to replace all Directors whose terms are expiring, and shall transact such other business as may properly come before the meeting. Minutes of the Meeting will be kept and archived by the Secretary/Treasurer.

**4.2 Notice of Annual Meetings.** Notice of the time, place and purpose or purposes of the annual meeting of the Corporation shall be served, either personally or by mail, not less than thirty (30) days before the meeting upon each Member of the Corporation, and, if mailed, such notice shall be directed to the Principal Representative of the Member at its address as it appears on the books of the Corporation unless the Member filed with the Secretary/Treasurer of the Corporation a written request that notices be mailed to some other person or address, in which case it shall be mailed to the person and address designated in such request.

**4.3 Special Meetings.** Special meetings of the Members, other than those regulated by statute, may be called at any time by the President or Vice-President or by two (2) Directors and must be called by the President or Vice-President on receipt of the written request of one-fifth (1/5) of the Members of the Corporation.

**4.4 Notice of Special Meetings.** Notice of a special meeting, stating the time, place and purpose or purposes thereof, shall be served personally or by mail upon each Member whose address is within the United States, not less than fifteen (15) nor more than sixty (60) days before such meeting, and, if mailed, such notice shall be directed to the Principal Representative of each Member at its address as it appears on

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the books or records of the Corporation unless the Member has filed with the Secretary/Treasurer of the Corporation written request that notices intended for it shall be mailed to some other person or address, in which case it shall be mailed to the person and address designated in such request.

**4.5 Quorum.** At any meeting of Members of the Corporation, the presence of a Primary Representative or designated alternate of fifty-one percent (51%) of the Members shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the Members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these Bylaws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the Primary Representatives of the Members present, without notice other than by announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted at the meeting as originally notified.

**4.6 Participation by Telephone or Video Conference.** Any one or more Members of the Corporation or any committee thereof may participate in a meeting of the Members of the Corporation or committee by means of telephone or video conference equipment which allows all persons participating in the meeting to hear one another at the same time. Participation by such means shall constitute presence in person at a meeting.

**4.7 Voting.** Recommendations of all participants will be considered carefully and in good faith, with all views and objections considered. At every meeting of Members, the Primary Representative of each Member shall be entitled to vote in person. Each Member of the Corporation shall be entitled to one (1) vote. The vote for Directors and, upon the demand of any Member, the vote upon any question before the meeting shall be by ballot. All elections shall be had and all questions decided by a majority vote of the persons present in person. All votes shall be recorded.

Each 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 the Member by

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proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. Written proof of proxy may be demanded of the proxy's agent by the Board of Directors prior to accepting any proxy action as valid.

**4.8 Business of Annual Meetings.** Items to be covered at Annual meetings of the voting Members shall be:

- (a) Roll call
- (b) Reading and approval of minutes of previous meetings
- (c) Receiving and acting upon reports of Directors and Officers (including a financial report)
- (d) Approval of annual budget
- (e) Unfinished and new business
- (f) Election of Directors.

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

**4.9 Waiver of Notice.** Whenever, under the provisions of any law or under the provisions of the Certificate of Incorporation or Bylaws of this Corporation, the Corporation or the Board of Directors or any committee thereof is authorized to take any action after notice to the Members of the Corporation or after lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time if, at any time before or after such action be completed, such requirements be waived in writing by the Member, or person or persons entitled to such notice, or those entitled to participate in the action to be taken, or their Principal Representative or attorney.

**4.10 Compensation and Expenses.** Neither Members nor their representatives shall receive any compensation for their services, but by resolution of the Board of Directors a fixed, reasonable sum, or expenses of attendance, if any, may be allowed for attendance of representatives at each regular or special meeting. The Board of Directors shall have power in its discretion to contract for and to pay to representatives of Members rendering unusual or special services to the Corporation special compensation appropriate to the value of such services.

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**4.11 Participation by Email or Internet Posting.** Any one or more Members of the Corporation or any committee thereof may participate in a meeting of the Members of the Corporation or committee by means of email to the meeting Convener or by posting information to an authorized location on the Internet in advance of the actual meeting. Participation by such means shall constitute presence in person at a meeting.

### **ARTICLE V: DIRECTORS**

**5.1 Number.** The number of members of the Board of Directors of this Corporation will be not less than seven (7) nor more than eight (8) persons, three (3) of whom shall be representative of video services providers, three (3) of whom shall be representative of the video services manufacturing industry, and two (2) of whom may be representative of video services end users. Such number, within the limits fixed by the Certificate of Incorporation of the Corporation, may be increased or decreased by amendment to these Bylaws in the manner set forth in **Article X**. If the number of Directors is decreased by amendment adopted by the Board of Directors, all Directors then in office shall serve until their terms expire or until their resignation or removal in accordance with these Bylaws.

**5.2 Duties of Directors.** The business and property of the Corporation shall be managed and controlled by a Board of Directors, who will share in the mission and goals of the Corporation and its Members. The Board of Directors shall present at the Annual Meeting of Members and file with the minutes thereof a report verified by the President and Secretary/Treasurer or by a majority of the Directors, showing (a) the whole amount of real and personal property owned by the Corporation, where located and where and how invested; (b) the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition; (c) the amount applied, appropriated or expended during the year immediately preceding such date and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; and (d) the names and addresses of all the members, including any new members who have been admitted to membership during the year.

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**5.3 Election of Directors.** The Directors may be selected from among all representatives of member corporations who regularly attend meetings, and shall be chosen by ballot at the annual meeting by a majority vote of the Principal Representatives of Members present. Only one Director may be elected from any single corporation, including subsidiaries or related affiliates of such corporation.

**5.4 Resignation.** Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

**5.5 Vacancies.** Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of Directors made by the Board of Directors, may be filled by affirmative vote of the majority of the Directors then serving, although less than a quorum. Candidates for Board of Directors vacancies resulting from resignation or change in Board Member status shall be from the membership category of the vacant seat as described in Section 5.1. Should there be a lack of suitable candidates for the vacant Board of Directors seat from the appropriate membership category, all actions of the Board of Directors shall be by vote of a majority of the Directors then serving, although less than a quorum. Any Director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the Members of the Corporation or until the election of a qualified successor.

**5.6 Compensation.** Directors shall not receive any salary for their services.

**5.7 Power.** All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of New York, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number or to officers of the Corporation, such powers as they may see fit.

**5.8 Term.** Each Director shall serve for a two-year term, with no more than 50% of the Directors standing for election at any annual Membership Meeting.

**ARTICLE VI: MEETINGS OF THE BOARD OF DIRECTORS**

**6.1 Annual Meetings.** Immediately after each annual election, the newly elected Directors may meet for the purpose of organization, the election of officers and the transaction of other business, and if a quorum of the Directors be then present, no prior notice of such meeting shall be required to be given. The place and time of such first meeting may, however, be fixed by written consent of all of the Directors.

**6.2 Special Meetings.** Special meetings of the Board of Directors may be called by the President or Vice-President and must be called by either of them on the written request of any member of the Board.

**6.3 Notice of Meetings.** Notice of **all Directors' meetings**, except as herein otherwise provided, shall be given by mailing the same at least ten (10) days or by facsimile/electronic mailing the same at least three (3) days before the meeting to the usual business or residence address of the Director, but such notice may be waived by any Director. **Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board.** Any business may be transacted at any Directors' meeting. At any meeting at which every Director shall be present even though without any notice or waiver thereof, any business may be transacted as provided herein.

**6.4 Chairman.** At all meetings of the Board of Directors, the President or, at the discretion of the President, a Chairman designated by the President shall preside.

**6.5 Quorum.** At all meetings of the Board of Directors, a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director.

**6.6 Participation by Telephone or Video Conference.** Any one or more members of **the Board of Directors** or any committee thereof may participate in a meeting of the board or committee by means of telephone or video conference equipment which allows all persons participating in the meeting to hear

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one another at the same time. Participation by such means shall constitute presence in person at a meeting.

**6.7 Attendance by Associate Members and Non-members.** Associate members or non-members may attend and participate in meetings of members, directors, or in committee meetings by invitation and in the discretion of the Corporation. As a condition of attendance or participation, they shall pay fees in accordance with any fee schedules for associate members or non-members approved by the Board of Directors. Associate members and non-members shall not have any voting privileges except as may be provided by the Board of Directors.

**6.8 Participation by Email or Internet Posting.** Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of the board or committee by means of email to the meeting Convener or by posting information to an authorized location on the Internet in advance of the actual meeting. Participation by such means shall constitute presence in person at a meeting.

### **ARTICLE VII: OFFICERS**

**7.1 Number.** The officers of the Corporation shall be the President, Vice-President, Secretary/Treasurer and such others not inconsistent with the Bylaws as may be appointed and determined by the Board of Directors. The officers shall not be voting members of the Board of Directors.

**7.2 Election, Terms of Office, and Qualifications.** The officers shall be elected bi-annually by the Board of Directors and may be selected from those persons who regularly attend Corporation meetings, including representatives of associate members. Only one officer may be from any single corporation, including subsidiaries and related affiliates of such corporation.

**7.3 Vacancies.** In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the majority of the Directors then in office, although less than a quorum, may elect an officer to fill such vacancy and the officer so elected shall hold office and serve until the first meeting of the Board of Directors after the annual meeting of members next succeeding and until the election and qualification of his successor.



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**7.4 President.** The President shall have and exercise general charge and supervision of the affairs of the Corporation and shall do and perform such other duties as may be assigned to the President by the Board of Directors. **The President or a designee of the President shall preside at all meetings of Members and of the Board of Directors.**

**7.5 Vice-President.** At the request of the President or in the event of the President's absence or disability, the Vice-President shall perform the duties and possess and exercise the power of the President, and to the extent authorized by law, the Vice-President shall have such other power as the Board of Directors may determine and shall perform such other duties as may be assigned to the Vice President by the Board of Directors.

**7.6 Secretary/Treasurer.** The Secretary/Treasurer shall have charge of such books, documents and papers as the Board of Directors may determine and shall have custody of the corporate seal. The Secretary/Treasurer shall attend and keep the minutes of all the meetings of the Board of Directors and of Members of the Corporation. The Secretary/Treasurer shall keep a record containing the names of all organizations that are members of the Corporation showing their places of business, membership class and status, and names of and contact information for their Principal Representatives, and such book shall be open for inspection as prescribed by law. The Secretary/Treasurer may sign, with the President or Vice-President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, the Secretary/Treasurer may affix the seal of the Corporation. The Secretary/Treasurer shall, in general, perform all the duties incidental to the office of Secretary/Treasurer, subject to the control of the Board of Directors and shall do and perform such other duties as may be assigned by the Board of Directors. The Secretary/Treasurer shall have custody of all funds, property and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. When necessary or proper, the Secretary/Treasurer may endorse on behalf of the Corporation for collection checks, notes, and other obligations and shall deposit same to the credit of the Corporation at such bank or banks or depository as

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the Board of Directors may designate. The Secretary/Treasurer shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, the Secretary/Treasurer shall sign all checks of the Corporation, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation. The Secretary/Treasurer shall enter regularly on the books of the Corporation to be kept by the Secretary/Treasurer for that purpose, full and accurate account of all moneys and obligations received and paid or incurred by the Secretary/Treasurer for or on account of the Corporation and shall exhibit such books at all reasonable times to any Director or member on application at the offices of the Corporation. The Secretary/Treasurer shall, in general, perform all the duties incidental to the office of Secretary/Treasurer, subject to the control of the Board of Directors.

**7.7 Compensation.** Officers shall not receive any salary for their services.

**7.8 Removal.** Any Officer may be removed from office by the affirmative vote of the majority of Directors at any regular or special meeting called for that purpose, for nonfeasance or malfeasance, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objects or for refusal to render reasonable assistance in carrying out its purpose. Any officer proposed to be removed shall be entitled to a least five (5) days notice in writing by mail of such meeting of the Board of Directors.

## **ARTICLE VIII: COMMITTEES**

**8.1 Appointment.** The Board of Directors by resolution adopted by a majority vote of all Directors may appoint from their number or from among such persons as the Board may see fit, one or more committees, and at any time may appoint additional members thereto. Such advisory committees shall advise with and aid the officers of the Corporation in all matters designated by the Board of Directors. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedures.

**8.2 Compensation.** The members of any committee shall not receive any salary for their services as

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such, but by resolution of the Board of Directors, a fixed, reasonable sum, or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting of such committee. The Board of Directors shall have power in its discretion to contract for and to pay to any member of an advisory committee rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services.

### **ARTICLE IX: MISCELLANEOUS**

**9.1 Indemnification.** The Corporation shall have the power to indemnify and hold harmless any Director, Officer or Member from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person or corporation acting in the capacity of a Director, Officer, or Member, except in cases involving willful misconduct. The Corporation shall have the power to purchase or procure insurance for such purposes.

**9.2 Agents and Representatives.** The Officers and Directors of the Corporation are the only Members that are hereby authorized to represent the Corporation; all contact and interchange with the public at large, the press, National and International standards bodies or other legal entities will be discharged by the Officers and Directors of the Corporation. The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

**9.3 Contracts and Services.** The Directors and Officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation and may freely make contracts, enter transactions or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as Directors of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, directors or otherwise; provided, however, that any contract, transaction or act on behalf of the Corporation in a matter in which

## **Video Services Forum, Inc., Bylaws**

the Directors or Officers are personally interested as stockholders, Directors or otherwise shall be at arm's length and not violate the proscriptions in the Certificate of Incorporation against the Corporation's use or application of its funds for private acts. In no event, however, shall any person or other entity dealing with the Directors or Officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction or other action.

**9.4 Investments.** The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it according to the judgment of the Board of Directors without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction.

**9.5 Fiscal Year.** The fiscal year of the Corporation shall commence on the first day of January of each year and end on the thirty first day of December of the same calendar year.

**9.6 Antitrust Policy.** (a) It is the undeviating policy of the Corporation to comply strictly with the letter and spirit of all federal, state and applicable international trade regulations and antitrust laws. There will be no discussion of prices or pricing, marketing policies or plans, market shares, or non-public business plans of any company. Any activities of the Corporation or Corporation related actions of its staff, officers, Directors, or members which violate these regulations and laws are detrimental to the interests of the Corporation and are unequivocally contrary to Corporation policy. Implementation of the antitrust compliance policy of the Corporation shall include, but shall not be limited to, the following:

(a) Corporation Membership, Board of Directors, Executive Committee, and other Committee meetings shall be conducted pursuant to agendas distributed in advance to attendees; discussions shall be limited to agenda items. There shall be no substantive discussions of Corporation matters other than at official meetings, and minutes shall be distributed to attendees promptly.

(b) All Corporation activities or discussions shall be avoided which might be construed as tending to: (1) raise, lower, or stabilize prices; (2) regulate production; (3) allocate markets; (4) encourage boycotts; (5) foster unfair trade practices; (6) assist in monopolization; or in any way violate federal, state

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or applicable international trade regulations and antitrust laws.

(c) No officer, director or member of the Corporation shall make any representation in public or in private, orally or in writing, which states, or appears to state, an official policy or position of the Corporation without specific authorization to do so.

(d) Associate members, officers, directors, or employees who participate in conduct which the Board of Directors, by a two thirds (2/3) majority vote, determines to be contrary to the Corporation antitrust compliance policy shall be subject to disciplinary measures up to, and including, termination.

**9.7. Nondiscrimination.** The members, officers, directors, employees and persons served by this Corporation shall be selected on a nondiscriminatory basis with respect to age, sex, race, religion and national origin.

**9.8. Restrictions.** All policies and activities of the Corporation shall be consistent with:

- (a) Applicable federal, state, and local antitrust, trade regulation, or other legal requirements; and
- (b) Applicable tax exemption requirements including the requirements that the Corporation not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

## **ARTICLE X: AMENDMENTS**

**10.1 The Bylaws.** The Bylaws may be altered, amended or repealed at any meeting of Board of Directors of the Corporation by a vote of more than two-thirds of the Board members, provided that the proposed action is inserted in the notice of such meeting and if notice is provided to Principal Representatives of Member entities at least thirty days in advance of the proposed action.

## **ARTICLE XI: DISSOLUTION**

**11.1 Distribution of Earnings.** Upon the dissolution of the Corporation and after the payment or the provision for payment of all liabilities of the Corporation, the Board of Directors will dispose of all of the

**Video Services Forum, Inc., Bylaws**

assets of the Corporation exclusively for the purposes of the Corporation or to organizations that are then qualified as tax-exempt organizations under section 501(c) of the Internal Revenue Code.

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These By-Laws approved by the undersigned subscribers.

Dated: October 7, 1998

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Pierre Costa  
SBC Technology Resources, Inc.  
9505 Arboretum Boulevard  
Austin, TX 78759

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Robert Alexander  
SNET  
530 Preston Avenue  
Meriden, CT 06450

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Steve Miller  
Leitch Network Systems  
Suite 404  
17 Hammond Avenue  
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Robert Osborn  
BellSouth  
Suite 500  
3000 Galleria Towers  
Birmingham, AL 35244

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Wesley D. Simpson  
ADC Broadband Communications  
999 Research Parkway  
Meriden, CT 06450

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Amendment:

Article II: Location of the Corporation, 2.1 Location was amended by a vote of the VSF Membership on May 16, 2001.

\_\_\_\_\_  
Secretary Treasurer VSF

\_\_\_\_\_  
Date

The following bylaws were amended or added by a vote of the VSF Membership on October 1, 2001.

Article III: Members, 3.1 Membership (amended)

Article III: Members, 3.2 Qualification and Rights of Members; Non-Voting Memberships (amended)

Article IV: Meetings of Members, 4.7 Voting (amended)

Article IV: Meetings of Members, 4.11 Participation by Email or Internet Posting (added)

Article V: Directors, 5.7 Term (amended)

Article VI: Meetings of the Board of Directors, 6.8 Participation by Email or Internet Posting (added)

Article X: Amendments, 10.1 The Bylaws (amended)

\_\_\_\_\_  
Secretary Treasurer VSF

\_\_\_\_\_  
Date

The following bylaws were amended as per Article X of the bylaws during the period from October 2, 2001 to October 28, 2002:

Article IV: Meetings of Members, 4.1 Annual Meeting

Article V: Directors, 5.5 Vacancies

\_\_\_\_\_  
Secretary Treasurer VSF

\_\_\_\_\_  
Date

The following bylaw was amended as per Article X of the bylaws during the period from October 29, 2002 to February 26, 2003:

Article V: Directors, 5.1 Number



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\_\_\_\_\_  
Secretary Treasurer VSF

\_\_\_\_\_  
Date