

**AMENDED AND RESTATED BYLAWS OF
SILICON INTEGRATION INITIATIVE, INC.
(AMENDED AND RESTATED AS OF FEBRUARY 27TH, 2015)**

**ARTICLE 1.
NAME, PURPOSE AND OFFICES**

Section 1.1. Name

The corporation is referred to hereinafter as "the Initiative."

Section 1.2. Purpose

Provide collaborative technology and services which enable higher levels of semiconductor design integration leading to industry-accepted standards. It is the intent of the Initiative to make any such standards, technology and services available to all who are interested at a fair and reasonable cost.

Section 1.3. Known Place of Business

The known place of business of the Initiative (hereinafter the "principal office") is currently located at 9111 Jollyville Road, Suite 250, Austin, Texas 78759. The Board of Directors is hereby granted full power and authority to change the principal office from one location to another both within and without said state.

Section 1.4. Other Offices

Branch or subordinate offices may at any time be established by the Board of Directors at any place or places.

Section 1.5. Non-Profit Status

(a) The Initiative is organized and shall be operated as a not-for-profit membership corporation organized under Delaware law.

(b) The Board of Directors may, in its sole discretion, elect to seek exemption from Federal taxation for the Initiative 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 Initiative 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.

ARTICLE 2. MEMBERS

Section 2.1. Membership

The Initiative shall have three classes of membership referred to hereinafter as (a) "Corporate Membership", and any entity holding Corporate Membership is referred to hereinafter as a "Corporate Member"; (b) "Exchange Membership", and any entity holding Exchange Membership is referred to hereinafter as a "Exchange Member"; and (c) "Academic Membership", and any individual holding Academic Membership is referred to hereinafter as an "Academic Member".

If a reference is made herein to either "Membership" or "Member", then such reference applies equally to all classes of Membership. Except as otherwise explicitly provided for in these Bylaws, Exchange Members and Academic Members are not granted rights to vote on any item under consideration by, or to serve in any official position within, the Initiative.

Section 2.2. General Conditions of Membership

All Members must endorse the purpose of the Initiative as stated in Section 1.2. An organization or individual shall become a Member by (a) endorsing the purpose of the Initiative, (b) submitting a completed written application and signed membership agreement in such form as may be from time to time required by the Initiative and (c) paying such initiation fees and annual dues for Membership as may from time to time be established by the Directors. A Member shall remain in good standing as a Member provided 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 the period set by the Board of Directors and the Member continues to meet all of the other requirements of Membership.

Only Members in good standing are allowed to participate in Initiative-sponsored projects, coalitions, or working groups.

Section 2.3. Conditions of Membership

Corporate Members shall be any associations, partnerships, organizations, companies or corporations which research, develop, sell, use or promote the development, sale or use of electronic design automation tools, semiconductor equipment, semiconductor intellectual property (IP), or data management systems, or which design, market, or manufacture electronic products, or which provide products or services relating to such tools, systems or products.

Academic Members shall be any:

- a) Individuals enrolled or employed full-time at an accredited college or university, with research and/or coursework related to the electronic design automation, semiconductor, or electronics industries, OR
- b) Individuals who are self-employed, and who provide research and/or consulting services to the electronic design automation, semiconductor, or electronics industries.

Section 2.4. Privileges of Membership

Each Corporate Member, while in good standing, shall be entitled to a single vote at the election of Directors and on each matter submitted to a vote of the Members and to other benefits as set by the Board of Directors. All Members shall (a) receive all publications and other technical materials of the Initiative which are intended for regular distribution, and (b) have the right to attend all meetings and special meetings of the Membership provided for in Article 3 of these Bylaws. All Corporate Members shall be eligible to participate in subcommittees of committees appointed by the Board of Directors.

Section 2.5. Additional Classes of Members

One or more additional classes of Membership in the Initiative may be created and the designations, voting rights (if any), powers, privileges and method of selection of members of each such class may be prescribed by adoption of an amendment to these Bylaws in accordance with Article 15 of the Bylaws.

Section 2.6. Deprivation or Suspension of Membership

No Member in good standing may be deprived of his Membership or be suspended as a Member without cause. Any Member in good standing may be deprived of his Membership or be suspended as a Member for cause by a majority vote of the Members or of the Board of Directors. Any Member not in good standing who fails to correct its standing after thirty (30) days written notice shall automatically be deprived of its Membership and have such deprivation recorded in the Membership Book. Any initial fees, annual dues, assessments or penalties already paid are not refundable upon the Member's suspension or deprivation of Membership. No deprivation or suspension of Membership of a Member in good standing 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 personally or by first class or certified mail, return receipt requested, or overnight delivery, sent to the last address of the Member shown on the Initiative'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;

(d) Such notice sets forth a procedure determined by the Board of Directors or a committee selected for that purpose by the Board of Directors whereby the Member is given a reasonable opportunity to correct the cause or be heard by such body, either orally (and represented by counsel if the Member so desires) or in writing, not less than five (5) days before the effective date of the proposed deprivation or suspension.

Section 2.7. Resignation by Member

A Member may resign as a Member at any time. Any initial fees, annual dues, assessments, fees or penalties already paid shall not be refundable in such event.

Section 2.8. Membership Book

The name and address of each Member shall be contained in a Membership Book or an equivalent database to be maintained at the principal office of the Initiative. Termination of any Membership shall be recorded in the book together with the date of such termination. The Members shall be responsible for apprising the Initiative in writing of all changes to their respective names and addresses.

Section 2.9. Levy of Dues, Assessments or Fees

The Initiative may levy dues, assessments or fees upon its Members in such amount as may be approved from time to time by the Board of Directors, but 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 dues, assessments or fees. No provision of the Certificate of Incorporation or Bylaws of the Initiative authorizing such dues, assessments or fees shall, of itself, create such liability. In no event shall the failure of a Member to pay any dues or assessments give rise to any claim in favor of the Initiative for consequential damages. In the case of an organization organized as a not-for-profit corporation, if, at the discretion of the President, it is determined that it would be beneficial for such organization to hold membership in the Initiative and for the Initiative to hold membership in such organization, the President may modify the dues charged by the Initiative to such organization so as to match the dues charged the Initiative by the other organization.

Section 2.10. Period of Membership

The period of Membership for all classes shall begin on the date of payment of the appropriate annual dues and receipt of completed Membership application and shall continue for a period of one year. The Initiative shall endeavor to send a renewal invoice to each member not less than sixty (60) days in advance of that Member's anniversary date, which invoice shall be paid in full by the Member by such anniversary date. In any event, renewal of Membership must be current by payment of dues prior to or during the annual meeting of the Membership for Members to vote.

**ARTICLE 3.
MEETINGS 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 or the President. If no place is so designated, such meetings shall be held at the registered office of the Initiative.

Section 3.2. Annual Meeting

Annual meetings of Members shall be held on a date and time as shall be designated from time to time by the Board of Directors or the President, and shall be communicated to all Si2 Members at least 30 days in advance. At such meetings the Corporate Members shall, subject to the limitation set forth in Section 4.3(i), elect by a plurality vote a Board of Directors and shall transact such other business as may properly be brought before the meeting. If the results of such an election involve a number of contestants receiving the same number of votes, thereby preventing the filling of one or more Director positions, a run-off election shall be held among those contestants; provided that no contestant who is a representative of a Supplier (as defined in Section 4.2) shall be eligible for a run-off if, by prevailing in such run-off, such contestant would cause the limitation set forth in Section 4.3(i) to be violated. If no annual meeting is held in accordance with the foregoing provision, the Board of Directors shall cause the meeting to be held as soon thereafter as convenient, which meeting shall be designated a special meeting in lieu of annual 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 the Board of Directors or the President or Secretary at the request in writing of a majority of the Board of Directors, or at the request in writing of Corporate Members (but in no event at the request of fewer than five Corporate 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 notice of each meeting of the Members, annual 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 (10) nor more than sixty (60) days before the date of the meeting, to each Member entitled to attend such meeting.

Section 3.5. Voting List

The officer who has charge of the Membership Book of the Initiative shall prepare and make, at least ten (10) days before every meeting of the Members, a complete list of the Corporate Members entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each such Member. Such list shall be open to the examination of any Member, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city or town where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. 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 Member who is present.

Section 3.6. Quorum

One third of the Corporate 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 Bylaws.

Section 3.7. Adjournments

Any meeting of Members may be adjourned from time to time to any other time and place at which a meeting of Members may be held under these Bylaws, which time and place shall be announced at the meeting, by a majority of the Corporate Members present in person or represented by proxy at the meeting and entitled to vote, though less than a quorum, or, if no Corporate Member is present or represented by proxy, by any officer entitled to preside at or to act as Secretary of such meeting, without notice other than announcement at the 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 at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Member.

Section 3.8. Action at Meetings

When a quorum is present at any meeting, the vote of a majority of the Corporate Members present in person or represented by proxy and entitled to vote on the question shall decide any question brought before such meeting, unless the question is one upon which by express provision of law, the Certificate of Incorporation or these Bylaws, 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 Corporate Member shall at every meeting of the Members be entitled to one vote. Each Corporate 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 Corporate Member by proxy. No proxy shall be voted or acted upon more than one year from its date, unless the proxy provides for a longer period.

Section 3.10. Action Without Meeting

Any action which is required to be taken or which otherwise may be taken at any annual or special meeting of Members, may be taken without prior notice and without a vote, if a consent in writing or by electronic transmission, setting forth the action so taken, is given by not less than the minimum number of Corporate Members that would be necessary to authorize or take such action at a meeting at which all Corporate Members entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those Corporate Members who have not consented in writing.

Section 3.11. Nomination and Election Procedures

Subject to the limitations set forth in Section 4.3 and Section 4.8 of these Bylaws any individual representative of a Corporate Member shall be eligible for election as a Director. The Board of Directors shall establish reasonable nomination and election procedures given the nature, size, and operations of the Initiative, including a reasonable means of nominating an individual representative of a Corporate Member for election as a Director, a reasonable opportunity for a nominee to communicate to the Membership the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for all Corporate Members to solicit votes, and a reasonable opportunity for all Corporate Members to choose among the nominees.

Section 3.12. Order of Business

The order of business at all meetings shall be as determined by the presiding officer, 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 Corporate Members. Robert's Rules of Order shall be followed for all meetings of Members.

**ARTICLE 4.
DIRECTORS**

Section 4.1. Powers

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

Section 4.2. Definitions of Suppliers and Users

Two categories shall be defined for the process of elections to the Si2 Board of Directors. Corporate Members whose primary source of revenue comes from the sale of EDA software, semiconductor manufacturing software, or semiconductor manufacturing equipment shall be categorized as "Suppliers". All other Corporate Members shall be categorized as "Users". Without limiting the foregoing, Users may include Corporate Members engaged in the

development of silicon and silicon intellectual property that rely upon design and/or manufacturing flows comprised of products offered by other entities.

Section 4.3. Number of Directors

The total number of Directors elected by the Corporate Members pursuant to Section 4.4(a) shall be eleven (11), of which the composition shall be: (i) three or fewer representatives of Suppliers, (ii) one (or fewer) representative of either a Supplier or a User, and (iii) the remainder to be representatives of Users. In addition to the foregoing Directors, pursuant to Section 6.5(h) of these Bylaws the President will, by right of position, be a voting member of the Board of Directors. In addition, ex-officio members of the Board of Directors may be appointed by the elected Directors. However, ex-officio members of the Board of Directors shall serve in an advisory capacity only and shall not be entitled to vote at meetings of the Board of Directors or of any committee thereof.

Section 4.4. Election and Term of Office of Elected Directors

(a) The Corporate Members shall elect Directors at the time of the Annual Meeting. Directors may be replaced as Directors by designation of the Corporate Members they represent at any time and at the sole discretion of such Corporate Members.

(b) The term of office for each Director shall be one (1) year. 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 Corporate Member that the Director represents ceases to be a Corporate Member in good standing, or (iii) the disqualification, resignation or removal of the Director.

Section 4.5. Enlargement or Reduction

The number of Directors and the classes of Members eligible to elect Directors may be amended only by a majority vote of the Corporate Members or as provided by Article 15 of these Bylaws.

Section 4.6. Resignation and Removal

Any Director may resign at any time upon written notice to the Initiative at its principal place of business or to the President or Secretary. 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 Director or the entire Board of Directors may be removed, with or without cause, by a majority of the Corporate Members then entitled to vote at an election of Directors, unless otherwise specified by law or the Certificate of Incorporation.

Section 4.7. Vacancies

(a) A vacancy in the Board of Directors shall be deemed to exist in case of the disqualification, resignation or removal of any Corporate Member as a Director or if the authorized number of Directors is increased.

(b) Vacancies on the Board of Directors may be filled by a majority of the elected Directors then in office if six (6) or more Directors remain in office. If the number of remaining elected Directors is less than six (6), then such vacancies shall be filled through election by the Corporate Members. The term of a Director so appointed or elected shall be the unexpired portion of the term of the Director, if any, of 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 Corporate Members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors. The qualifications of Directors elected pursuant to this Section 4.7(c) shall be the same as those described in Section 4.8.

(d) In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law or these Bylaws, may exercise the powers of the full Board of Directors until the vacancy is filled.

Section 4.8. Qualifications

An eligible candidate for election to the Board of Directors must be an officer of a Corporate Member and/or hold a position in a Corporate Member company as a decision maker on matters relating to the purpose of the Initiative and hold authority within the organization commensurate with such position. Typically, these positions will hold the title of President, Vice President, General Manager, Director, or higher.

Section 4.9. Place of Meetings

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

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. A regular meeting of the Board of Directors may be held without notice immediately after and at the same place as the annual meeting of Members.

Section 4.11. Special Meetings

Special meetings of the Board of Directors may be called by the President, Secretary, 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 days' notice to each Director, either personally or by telegram, cable, telecopy, commercial delivery service, telex or similar means sent to his business or home address, or three days' notice by written notice deposited in the mail, or three days' shall be given to each Director by the Secretary or 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 majority of Directors then in office 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. No person other than a Director shall be permitted to attend any meeting of the Board of Directors, except as a non-voting observer and then only with the prior approval of the Board of Directors. For purposes of this section the term "entire board" shall mean the number of Directors last fixed by the Members or Directors, as the case may be, in accordance with law and these Bylaws; provided, however, that if less than all the number so fixed of Directors were elected, the "entire board" shall mean the greatest number of Directors so elected to hold office at any one time pursuant to such authorization. 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 from time to time, without notice other than announcement at the meeting, until a quorum shall be present. For the purposes of this Section 4.12, the President of the Initiative shall be deemed to have been "elected" to hold office pursuant to Section 6.5 of these Bylaws.

Section 4.13. Action by Consent

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board of Directors or committee, as the case may be, consent thereto in writing or by electronic transmission, and the written consents or electronic transmissions are filed with the minutes of proceedings of the Board of Directors or any such committee.

Section 4.14. Telephonic Meetings

Unless otherwise restricted by the Certificate of Incorporation of these Bylaws, 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, provided that all persons participating in the meeting can hear each other. 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 of the Initiative and to inspect the physical properties of the Initiative.

Section 4.16. Fees and Compensation

Directors shall not receive any stated salary or other compensation for their services as Directors, but, by resolution of the Board of Directors, a fixed fee may be allowed for attendance at each meeting of the Board of Directors. Directors may be reimbursed in such amounts as may be determined from time to time by the Board of Directors for expense incurred while acting on behalf of the Initiative or expenses incurred in attending meetings of the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Initiative in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor. The Directors may also allow compensation for Technical Advisory Board Members and ex-officio Directors for service to the Board of Directors and members of committees for service on such committees.

ARTICLE 5.
EXECUTIVE COMMITTEE AND OTHER COMMITTEES

Section 5.1. Executive Committee

The Board of Directors may, by resolution adopted by a majority of the Directors then in office (provided a quorum is present), create an Executive Committee, consisting of two or more Directors (including the President and the Chairperson, should said offices then be filled). The Board of Directors may designate one or more Directors as alternate members of such committee, who may replace any absent member at any meeting of such committee. The Executive Committee, subject to any limitations imposed by the Certificate of Incorporation, by these Bylaws, by statute, 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 the 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 Corporate Members.
- (b) The filling of vacancies on the Board of Directors.
- (c) The fixing of compensation of the Directors for serving on the Board of Directors or on any committee.
- (d) The amendment or repeal of the Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable.
- (f) Amending the Certificate of Incorporation.
- (g) Adopting an agreement of merger or consolidation.
- (h) Recommending to the Corporate Members the sale, lease or exchange of all or substantially all of the Initiative's property and assets.

- (i) Recommending to the Corporate Members a dissolution of the Initiative or a revocation of a dissolution.
- (j) Adopting standards, specifications and guidelines on behalf of the Initiative.

Section 5.2. Other Committees of the Board of Directors

The Board of Directors may, by resolution adopted by a majority of the Directors then in office (provided a quorum is present), create such other committees, 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 the Board of Directors, subject to the limitations imposed by the Certificate of Incorporation or by these Bylaws. No such committee shall have the power or authority to take any action prohibited by Section 5.1 above to be taken by the Executive Committee. The Board of Directors may designate one or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the 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.

Section 5.3. Meetings of Committees of the Board of Directors

Except as otherwise provided in these Bylaws 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 meetings, the method of calling its meetings, and the conduct of its proceedings. Each committee 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 Bylaws for the conduct of the business the Board of Directors.

Section 5.4. 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 5.5. Project Technical Advisory Boards (PTAB)

Project Technical Advisory Boards (each a "PTAB") shall be established from time to time with the approval of the Board of Directors. The membership and rules of operation of each PTAB shall be as determined by the Board of Directors in compliance with Article 13 of these Bylaws. Subject always to the rules of operation as determined by the Board of Directors, the purpose of a PTAB will be to exercise individual project control and accountability to the facilitating staff of the Initiative and to extend leadership and support toward the success of the project. Subject to the foregoing, PTAB membership shall be comprised of representatives of companies participating in the project along with the appointed Initiative representative. Subject to the foregoing, upon formation and Board of Directors approval, PTAB members shall elect a

Chairperson for the PTAB and formally review and adopt the operating guidelines of the Initiative. Initiative staff may serve in the capacity as PTAB chairperson if elected.

Subject to the foregoing, each PTAB member shall serve for the term of the project.

Section 5.6. Special Interest Groups

Special Interest Group Councils (also referred to as "Councils", "Advisory Boards," and/or "SIGS") shall be established from time to time with the approval of the Board of Directors. The membership criteria and rules of operation of each Special Interest Group Council shall be approved by the Board of Directors in compliance with Article 13 of these Bylaws. Subject always to the rules of operation as approved by the Board of Directors, the purpose of a Council will be to identify and address the issues of the Council's members consistent with the purpose of the Initiative. Subject to the foregoing, Special Interest Group Council membership shall be determined by the initial proposers of the group and expanded or reduced in accordance with the then current membership guidelines. All activities of the Special Interest Groups are to be attended and facilitated by an Initiative representative. Initiative members in good standing may assign representatives to multiple Special Interest Groups. Such participation will not have the effect of increasing or decreasing membership rights.

The Initiative may assess additional dues for Special Interest Group participation to cover costs beyond the basic membership fee. Such fees are to be set by the Initiative from time to time under the established financial operating guidelines monitored by the Board.

Section 5.7. Technical Subcommittees of PTABs

Subject always to the rules of operation determined by the Board of Directors with respect to each PTAB, a PTAB may form technical subcommittees or working groups comprised of members of the PTAB (each a "Working Group"). The Working Groups shall develop requirements, review candidate technologies or services and propose resolution of issues in accordance with PTAB operating guidelines.

Section 5.8. Adoption of Proposals for Standards, Specifications and Guidelines

Any proposal for standards, specifications and guidelines adopted by a two-thirds vote of the members of the Working Group may be submitted to the PTAB for approval. Members of the PTAB shall be given at least 30 days advance notice, and shall be given reasonable opportunity to present comments, prior to the approval deadline for the proposal. A proposal approved by at least a two-thirds (2/3) majority of the PTAB shall then be effective as to the Initiative. Notice of any new standard, specification, or guideline of the Initiative shall be distributed to the Membership within 30 days of PTAB approval.

Section 5.9. Recourse to Vote of PTABs

By written petition of ten percent (10%) of the Corporate Members, any matter voted on by the PTAB may be brought before the Board of Directors for approval or disapproval.

Section 5.10. Changes to Scope or Structure of Existing PTABs

Any proposal for a modification to either the scope or operating structure of an existing PTAB, as defined within the PTAB's Operating Rules, must be submitted to the Board of Directors for approval.

**ARTICLE 6.
OFFICERS**

Section 6.1. Officers

The officers of the Initiative shall be the President, the Board-approved Vice-President, a Treasurer, a Secretary and a Chairperson of the Board of Directors. The Initiative may also have, at the discretion of the Board of Directors, one or more Vice Chairpersons, one or more Assistant Secretaries 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 6.3. Vice Chairpersons, Treasurer and Secretary must as a prerequisite be individuals designated by a Corporate Member, a representative of which has been elected to the Board of Directors. An individual may hold two or more offices unless the Certificate of Incorporation otherwise provides.

Section 6.2. Vacancies

A vacancy in any office described in above Section 6.1 because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for elections to such office. A vacancy in any office may only be filled by the affirmative vote of a majority of the Board of Directors then in office (provided a quorum is present).

Section 6.3. Election and Tenure

The Board of Directors at its first meeting after each annual meeting of Members shall choose a Chairperson, a Secretary and a Treasurer. Other officers may be elected by the Board of Directors at such meeting, at any other meeting, or by written consent. Each officer of the Initiative shall hold office until such officer's successor is chosen and qualifies, unless a different term is specified in the vote choosing or electing such officer, or until such officer's earlier death, resignation or removal. Any officer elected by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors or a committee duly authorized to do so. Any vacancy occurring in any office of the Initiative may be filled by the Board of Directors, at its discretion, through election at a meeting held for that purpose, at any

other meeting, or by written consent. Any officer may resign by delivering a written resignation to the Initiative at its principal place of business or to the President or the Secretary. 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 6.4. Chairperson

The Chairperson of the Board of Directors or his delegated alternate shall preside over all meetings of the Board of Directors. Working with the President and the other members of the Executive Committee, the Chairperson will call Board of Directors meetings, prepare the agenda for those meetings, organize Board of Directors activities, distribute materials, and follow-up on Board of Directors action items.

The Chairperson will be selected by the Board of Directors from among the Directors, and may also serve as the President.

Section 6.5. President

The President is the chief executive officer and general manager of the Initiative. The President shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the Initiative and of its officers, employees and agents, including the right to employ, discharge and prescribe the duties and compensation of all officers, employees and agents of the Initiative, except where such matters are prescribed in the Bylaws or by the Board of Directors. The President (a) will be a full-time position; (b) will be selected by the Board of Directors by whatever method the Board of Directors deems to be appropriate; (c) will serve for a term determined by the Board of Directors; (d) may be terminated at the discretion of the Board of Directors; (e) can be any qualified person, not necessarily having an association with a Member organization; (f) will have compensation and other terms and conditions for employment as determined by the Board of Directors; (g) may be compensated by the Initiative and/or by contribution from a third party as determined by the Board of Directors; (h) will, by right of position, be a voting member of the Board of Directors.

The President is eligible to serve simultaneously as a Board of Directors delegate representing a Corporate Member should he/she be so designated by that Corporate Member. However, in such a case, the President will have the right to cast only a single vote.

Section 6.6. Vice President

The Board-approved Vice President shall perform, under the direction of the President, duties and responsibilities in the management of the Initiative or in one or more particular areas of its management. In the event of the disability of the President, the duties of the President shall be exercised by the Vice President in the order designated by the Board of Directors (or in the absence of any designation, then in the order determined by their tenure in office).

Section 6.7. Secretary

The Secretary shall keep or cause to be kept the Membership Book and the Minute Book of the Initiative. The Secretary shall sign in the name of the Initiative, either alone or with one or more other officers, all documents authorized or required to be signed by the Secretary. If the Initiative has a corporate seal, the Secretary shall keep the seal and shall affix the seal to membership certificates, if issued, and to other documents as appropriate or desired. The Board of Directors may by resolution authorize one or more Assistant Secretaries to perform, under the direction of the Secretary, some or all the duties of the Secretary.

Section 6.8. Treasurer

The Treasurer is responsible for the receipt, maintenance and disbursement of all funds of the Initiative and for the safekeeping of all securities of the Initiative. The Treasurer shall keep or cause to be kept books and records of account and records of all properties of the corporation. The Treasurer shall prepare or cause to be prepared annually, or more often if so directed by the Board of Directors or President, financial statements of the Initiative. The Board of Directors may by resolution authorize one or more Assistant Treasurers to perform, under the direction of the Treasurer, some or all the duties of the Treasurer.

Section 6.9. Bond

If required by the Board of Directors, any officer shall give the Initiative a bond in such sum and with surety or sureties and upon such terms and conditions as shall be satisfactory to the Board of Directors, including without limitation a bond for the faithful performance of such officer's duties and for the restoration to the Initiative of all books, papers, vouchers, money and other property of whatever kind in such officer's possession or control and belonging to the Initiative.

Section 6.10. Compensation

The compensation, if any, of the officers shall be fixed from time to time by the Board of Directors. No officer shall be prevented from receiving compensation by reason of the fact that the officer is also a Director of the Initiative. The President, although a member of the Board of Directors, shall not vote on matters relating to the President's compensation or duration in office.

**ARTICLE 7.
NOTICES**

Section 7.1. Delivery

Whenever, under the provisions of law, or of the Certificate of Incorporation or these Bylaws, 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 the address which appears on the

records of the Initiative, with postage thereon prepaid. Any 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 telegram, cable, telecopy, commercial delivery service, telex or similar means, addressed to such Director or Member at the address which appears on the records of the Initiative, in which case such notice shall be deemed to be given when delivered into the control of the person(s) effecting such transmission, the transmission charge to be paid by the Initiative or the person sending such notice and not by the addressee. Oral notice or other notice given by direct communication or personal delivery (in person or by telephone) shall be deemed given at the time it is actually given.

Section 7.2. 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 Bylaws, a waiver thereof in writing, signed by the person entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

**ARTICLE 8.
INDEMNIFICATION**

Section 8.1. Actions other than by or in the Right of the Initiative

The Initiative 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 Initiative) by reason of the fact that such person is or was a Director, ex-officio member of the Board of Directors, officer, employee or agent of the Initiative, or is or was serving at the request of the Initiative as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines or amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be not opposed to the best interests of the Initiative, and with respect to any criminal action or proceedings, 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 such person reasonably believed to be not opposed to the best interests of the Initiative, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 8.2. Actions by or in the Right of the Initiative

The Initiative 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 Initiative to procure a judgment in its favor by reason of the fact that such person is or was a

Director, ex-officio member of the Board of Directors, officer, employee or agent of the Initiative, or is or was serving at the request of the Initiative as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be not opposed to the best interests of the Initiative. However, 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 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 8.3. Success on the Merits

To the extent that any person described in Section 8.1 or 8.2 of this Article 8 has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in said Sections, or in defense of any claim, issue or matter therein, such person shall be indemnified against expense (including attorneys' fees) actually and reasonably incurred in connection therewith.

Section 8.4. Specific Authorization

Any indemnification under Section 8.1 or 8.2 of this Article 8 (unless ordered by a court) shall be made by the Initiative only as authorized in the specific case upon a determination that indemnification of any person described in said Sections is proper in the circumstances because such person has met the applicable standard of conduct set forth in said Sections. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by the Corporate Members of the Initiative.

Section 8.5. Advance Payment

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Initiative in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of any person described in said Section to repay such amount if it shall ultimately be determined that such person is not entitled to indemnification by the Initiative as authorized in this Article 8.

Section 8.6. Non-Exclusivity

The indemnification and advancement of expenses provided by, or granted pursuant to, the other Sections of this Article 8 shall not be deemed exclusive of any other rights to which those provided indemnification or advancement of expenses may be entitled under any Bylaw,

agreement, vote of Corporate 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 8.7. Insurance

The Board of Directors may authorize, by a vote of the majority of the full Board of Directors, the Initiative to purchase and maintain insurance on behalf of any person who is or was a Director, ex-officio member of the Board of Directors, officer, employee or agent of the Initiative, or is or was serving at the request of the Initiative as a Director, ex-officio member of the Board of Directors, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Initiative would have the power to indemnify such person against such liability under the provisions of this Article 8.

Section 8.8. Continuation of Indemnification and Advancement of Expenses

The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 8 shall continue as to a person who has ceased to be a Director, ex-officio member of the Board of Directors, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 8.9. Severability

If any word, clause or provision of this Article 8 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 8.10. Intent of Article

The intent of this Article 8 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 8 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.

**ARTICLE 9.
PATENT POLICY**

Section 9.1. Si2 shall not file for any patent application without the explicit and prior approval of Si2's Board.

Section 9.2. Si2 takes no position on the validity of patents.

Section 9.3. Si2 takes no position on whether any implementation of Si2 standards requires the use an any external IP.

Section 9.4. If any patent-related issue is deemed to require Si2 legal counsel opinion, then such request is required to be approved by the Si2 Board of Directors.

ARTICLE 10. BOOKS AND RECORDS

Section 10.1 Books and Records

The Initiative 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 10.2 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 10.3 Reports to Directors, Members and Others

The Board of Directors shall cause such reports to be prepared, filed and distributed as may be required.

Section 10.4 Record Date

The Board of Directors may fix, in advance, a record date in order to determine the Corporate Members entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or to receive payment of any distribution, if any, permitted by law and the Initiative's then current federal and state tax status, or allotment of any rights, or to exercise any rights in respect of any change, conversion or exchange of membership or to accomplish any other lawful action. The record date shall not be more than sixty (60) nor fewer than ten (10) days before the date of any applicable meeting, nor more than sixty (60) days prior to any other action to which such record date relates; as to an adjourned meeting of Members, 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 Corporate Members entitled to notice of or Corporate 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 consent to corporate action in writing without a meeting when no prior action by the Board of Directors is necessary shall be the day on which the first written consent is expressed. 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.

Section 10.5 Registered Members

The Initiative shall be entitled to recognize the exclusive right of a person registered on its books as a Corporate Member to receive distributions, if any, and to vote, if such records

indicate that such person is a Corporate Member, and to be held liable for fees, penalties and assessments, and shall not be bound to recognize any equitable or other claim to or interest in Membership on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Delaware.

**ARTICLE 11.
CERTAIN TRANSACTIONS**

Section 11.1 Transactions with Interested Parties

No contract or transaction between the Initiative and one or more of its Directors or officers, or between the Initiative and any other corporation, partnership, association, or other organization 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 the votes of such Director or officer are counted for such purpose, if:

(a) The material facts as to the 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 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 the relationship or interest and as to the contract or transaction are disclosed or are known to the Corporate Members entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the Corporate Members; or

(c) The contract or transaction is fair as to the Initiative as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the Corporate Members.

Section 11.2 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 12.
GRANTS, CONTRACTS, AND LOANS**

Section 12.1 Grants

The making of grants and contributions, and otherwise rendering financial assistance for the purpose of the Initiative, 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 Initiative to make any such grants, contributions or assistance.

Section 12.2 Execution of Contracts

The Board of Directors may authorize any officer, employee or agent, in the name of and on behalf of the Initiative, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances, or otherwise limited. In the absence of any action by the Board of Directors to the contrary, the President shall be authorized to execute such contracts and instruments on behalf of the Initiative.

Section 12.3 Loans

The President or any other officer, employee or agent authorized by the Bylaws or by the Board of Directors may effect loans and advances at any time for the Initiative from any bank, trust company or other institution or from any firm association or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Initiative, and when authorized by the Board of Directors so to do, may pledge and hypothecate or transfer assets of the Initiative as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances or otherwise limited.

Section 12.4 Checks and Drafts

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

Section 12.5 Deposits

The funds of the Initiative not otherwise employed shall be deposited from time to time to the order of the Initiative 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 Initiative to whom such power may from time to time be delegated by the Board of Directors.

**ARTICLE 13.
GENERAL PROVISIONS**

Section 13.1 Fiscal Year

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

Section 13.2 Reserves

The Directors may set apart out of any funds of the Initiative a reserve or reserves for any proper purpose and may abolish any such reserve.

Section 13.3 Seal

The Board of Directors may, by resolution, adopt a corporate seal. The corporate seal shall have inscribed thereon the name of the Initiative, 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.

**ARTICLE 14.
ANTITRUST COMPLIANCE**

All activities of the Initiative shall be conducted in conformance with the federal and state antitrust laws, including without limitation the Sherman Act, the Clayton Act and the Robinson-Patman Act.

**ARTICLE 15.
AMENDMENTS**

These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the 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 meeting of the Members or regular meeting of the Board of Directors or at any special meeting of Members, or of the Board of Directors, provided, however, that in the case of a regular or special meeting of Members, notice of such alteration, amendment, repeal or adoption of new Bylaws shall be contained in the notice of such meeting.