

BYLAWS OF THE OPEN MUSIC INITIATIVE, INC.

(A Massachusetts Non-profit Corporation)

Adopted _____, 2019

ARTICLE 1. DEFINITIONS

SECTION 1.1 “**Affiliate**” or “**Affiliates**” means any entity that is controlled by, under common control with, or that controls the subject party. For purposes of this definition “control” means direct or indirect control of more than fifty percent (50%) of the voting power to elect directors of a corporation or, for any other entity, the power to direct management of such entity.

SECTION 1.2 “**Corporation**” means Open Music Initiative, Inc.

SECTION 1.3 “**Executive Director**” means the Executive Director and President of the Corporation whose duties and responsibilities are set forth in SECTION 9.5. The Executive Director shall not be a member of the Board of Directors.

SECTION 1.4 “**Intellectual Property Policy**” or “**IP Policy**” means the Corporation’s Intellectual Property Policy, as adopted by the Corporation, and as may be amended from time to time.

SECTION 1.5 “**Member**” or “**Members**” means a general reference to all Record Label Members, Recording/Performing Artist Members, Songwriter/Composer/Lyricist Members, Producer/Engineer Members, Collecting Organizations Members, Music Publisher Members, Music Streaming Service Members, Music Technology Supplier Members, General Technology Supplier Members, Entrepreneur Members, Miscellaneous Members, or any of them, who have so qualified for such classifications pursuant to the provision of these Bylaws. Except as provided for in the next sentence, Member shall not mean a “member” as that term is used in Chapter 180 of the Massachusetts General Laws (“**M.G.L.**”). As set forth in ARTICLE 4, the only “member” of the Corporation for purposes of Massachusetts state law and the rights granted thereunder is Berklee College of Music, Inc.

ARTICLE 2. PRINCIPAL OFFICE; FISCAL YEAR

SECTION 2.1 PRINCIPAL OFFICE

The principal office of the Corporation in The Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the Corporation. The designation of the Corporation’s principal office may be changed from time to time by the Board of Directors.

SECTION 2.2 OTHER OFFICES

The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

SECTION 2.3 FISCAL YEAR

The fiscal year of the Corporation shall end on May 31st in each year (the “**Fiscal Year**”).

ARTICLE 3. ARTICLES OF ORGANIZATION; PURPOSES; COMPLIANCE WITH ANTITRUST LAW

SECTION 3.1 ARTICLES OF ORGANIZATION; PURPOSES

The name and purposes of the Corporation shall be as set forth in its Articles of Organization. These Bylaws, the powers of the corporation and of its Members and Directors and officers, and all matters concerning the conduct and regulation of the affairs of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization as from time to time in effect. The Corporation will refrain from the creation of standards or protocols that replicate the work of other standards bodies or organizations whose membership includes three of the top four streaming services and the three major labels, such as those of DDEX.

SECTION 3.2 INTERNAL REVENUE CODE SECTION 501(C)(6) PURPOSES

The Corporation is organized and shall be operated exclusively as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986.

SECTION 3.3 COMPLIANCE WITH ANTITRUST LAWS

Each of the Members of the Corporation is committed to fostering competition in the development of new products and services, and the work of the Corporation is intended to promote such competition. Each Member further acknowledges that it may compete with the others in various lines of business and that it is therefore imperative that they and their representatives act in a manner which does not violate any applicable state, federal or international antitrust laws or regulations or applicable orders. Accordingly, each Member hereby assumes responsibility to provide appropriate legal counsel to its representatives participating in the activities of the Corporation regarding the importance of limiting the scope of their discussions to the topics that relate to the purposes of the Corporation, whether or not such discussions take place during formal meetings, informal gatherings, or otherwise. Each Member further acknowledges that it and each other Member is free to develop competing technologies and to license its patent rights to third parties, including without limitation, to enable competing technologies and standards.

ARTICLE 4. SOLE STATUTORY MEMBER

SECTION 4.1 DESIGNATION OF SOLE STATUTORY MEMBER

Berklee College of Music, Inc. shall be the sole “member” of the Corporation as such term is used in M.G.L. Chapter 180 (the “**Statutory Member**”). No other Member of the Corporation shall be a “member” of the Corporation as such term is used in M.G.L. Chapter 180, or have any rights of “members” under Massachusetts state law. Members other than the Statutory Member shall have only those rights and responsibilities as explicitly set forth in these Bylaws. At a minimum of every three (3) years, the Board of Directors will include as an agenda item (or convene a special meeting) a discussion of the role of the Statutory Member and whether it is in the best interests of the Corporation for Berklee College of Music, Inc. to continue serving as the Statutory Member. The Statutory Member shall, in its discretion, take such actions as it deems appropriate based on the feedback from the Board of Director and current operations of the Corporation.

SECTION 4.2 POWERS AND RIGHTS

The Statutory Member shall have such powers and rights as are set forth in M.G.L. Chapter 180, the Articles of Organization of the Corporation and these Bylaws. In addition to such other powers and rights as are vested in the Statutory Member by law, the Articles of Organization or these Bylaws, the Statutory Member shall have the unilateral rights set forth in ARTICLE 14.

SECTION 4.3 STATUTORY MEMBER MEETINGS; ACTION WITHOUT A MEETING

Meetings of the Statutory Member may be held at such place within or without The Commonwealth of Massachusetts as the Statutory Member may from time to time appoint, or as may be designated in the notice of the meeting. Separate and apart from the annual meeting of the Members provided for in ARTICLE 6, there shall be an annual meeting of the Statutory Member, which shall be held on such date and at such time and place as designated by the Statutory Member.

Any action which may be taken at a meeting of the Statutory Member may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by an officer of the Statutory Member in accordance with the bylaws of the Statutory Member and shall be filed with the Secretary of the Corporation. Such consent may be written or electronic. If written, the consent must be executed by an officer of the Statutory Member by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by e-mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the officer.

ARTICLE 5. MEMBERSHIP PARTICIPATION PROVISIONS

SECTION 5.1 DETERMINATION AND RIGHTS OF MEMBERS

The Corporation shall have such classes of membership (“**Membership Classifications**”) as set forth in ARTICLE 7 below. With the exception of the Statutory Member, no Member shall hold more than one (1) membership in the Corporation.

Among the benefits generally to be afforded to the Members are the right to:

1. Attend meetings of the general Members of the Corporation;
2. Approve, adopt and/or publish standards, specifications, publications, software, tools, metrics, or other formal policy positions of the Corporation (“**Formal Corporation Policy**”), as such Formal Corporation Policy may be recommended for approval by a Steering Committee or Working Group within the scope of its charter;
3. To be listed as a Member on the Corporation’s web site and certain press releases; and
4. Access to the general Members’ portions of the Corporation’s web site.

SECTION 5.2 QUALIFICATIONS FOR PARTICIPATION

Any company or individual supportive of the Corporation’s purposes, and not otherwise prohibited by treaty, law or regulation from abiding by the terms of these Bylaws, its Membership Agreement and the Corporation’s IP Policy, and who pays the then-current annual dues applicable to its Membership Classification, qualifies for membership in the Corporation.

For the avoidance of doubt, (i) any entity that is an Affiliate of a Member and (ii) any individual that is an employee, agent, director or officer of a Member or its Affiliate may also be a Member, provided that, at Corporation meetings, each Member speaks and acts on its own behalf (for example, an individual Member may not act or speak on behalf of the entity Member of which the individual is an employee, agent, director or officer (such entity Member would need a separate representative at the meeting)). Notwithstanding the foregoing, the Executive Director may, at his or her discretion, reject any Membership application from any individual or entity for reasonable cause (for example, if an entity Member appears to be encouraging many of its employees or Affiliates to become Members in an effort to attain outsized voting power). An individual or entity will not qualify for membership if such individual or entity resigned its membership in the Corporation in the past year, or otherwise had its membership in the Corporation terminated in the past three (3) years.

SECTION 5.3 FEES AND DUES

The annual dues payable to the Corporation by the Member shall be established and may be changed from time to time by the Board of Directors. The annual dues may vary based on the size and/or status of the Member, or such other factors as determined by the Board of Directors. Initial dues shall be due and payable as set forth in the applicable Membership Agreement. Thereafter, yearly dues shall be due and payable on or before the start of each new Fiscal Year as specified in the Membership Agreement. A new Member's dues shall be prorated for the whole months remaining in the Fiscal Year. If any Member is delinquent in the payment of dues, such Member's rights shall be deemed suspended upon written notice from the Corporation until all delinquent dues are paid.

SECTION 5.4 NUMBER OF MEMBERS

There is no limit on the number of Members the Corporation may admit. Any company or individual who qualifies for membership pursuant to SECTION 5.2 will be admitted as a Member of the Corporation.

SECTION 5.5 NONTRANSFERABILITY OF MEMBERSHIP AGREEMENTS

No Membership Agreement may be assigned without the prior written consent of the Corporation, and any purported assignment without such written approval shall be null and void. Notwithstanding the foregoing, upon written notice to the Corporation, the Corporation shall be deemed to automatically consent to an assignment pursuant to a *bona fide* Change in Control of a Member. As used herein, the term "**Change in Control**" means: (i) the consummation of any consolidation or merger of a Member pursuant to which the Member is not the surviving entity, provided that the surviving entity continues to meet the qualifications of the Member's Membership Classification; or (ii) all or substantially (including Membership in the Corporation) all of Member's assets shall be sold, leased, conveyed, or otherwise disposed of to a third party provided that such third party continues to meet the qualifications of the Member's Membership Classification.

SECTION 5.6 TERMINATION OF MEMBERSHIP

The Membership Agreement of a Member shall terminate upon the occurrence of any of the following events:

1. Upon a failure to initiate or renew a membership agreement by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such Member by the Corporation. A Member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the Member's receipt of the written notification of delinquency.

2. Upon fifteen (15) days' written notice from the Member.
3. Upon unanimous vote of all disinterested Directors when such Directors determine that the Member has violated the policies, procedures and duties of the Corporation, including the requirements for membership as set forth in SECTION 5.2.
4. Upon a Member's dissolution or the death of a Member who is an individual.

In the event that two (2) or more Members combine (through merger, acquisition or otherwise), the resulting combined entity is permitted to only maintain one (1) Membership Agreement and have one (1) vote in all Member votes thereafter. Prior to the occurrence of any such corporate combination, the affected Members will notify the Corporation as to which Membership Agreement will survive the merger or acquisition and whether that Membership Agreement will be assigned in connection with the Change of Control (should assignment be required, the Corporation shall be deemed to automatically consent to the assignment upon such notice). Upon completion of the combination, any non-surviving Membership Agreement will automatically terminate.

All rights of a Member in the Corporation shall cease on termination of its Membership Agreement as herein provided. The termination of a Membership Agreement shall not result in any refund of dues already paid for the current dues period.

ARTICLE 6. MEETINGS OF MEMBERS

SECTION 6.1 MEETINGS OF MEMBERS

1. Annual Meeting. The annual meeting of the Members shall be held in March (unless otherwise determined by the Board of Directors) for the purpose of electing Directors, receiving management, Board and Steering Committee reports, and for any other business that may arise.
2. Regular Meetings. Other regular meetings of the Members shall be held in June, September and December (unless otherwise determined by the Board of Directors) for the purpose of receiving management, Board and Steering Committee reports, and for any other business that may arise.
3. Special Meetings. Special meetings of the Members may be held at such other dates and at times that may be determined by the Board of Directors. Special meetings of the Members for any purpose may be called by the Chair, Vice-Chair, Executive Director, Board of Directors, Statutory Member or by written request of at least ten (10) Members.

SECTION 6.2 CALL FOR MEETINGS OF MEMBERS

Unless otherwise provided by the Articles of Organization, these Bylaws, or provisions of applicable law, notice stating the place, day and hour of the meeting of the annual meeting of the Members shall be provided not less than sixty (60) days in advance thereof. In the case of regular or special meetings, notice, specifying the purpose or purposes for which the meeting is called, shall be provided not less than ten (10) days before the date of the meeting.

The primary means for the provision of notice shall be via electronic mail to the Member at the electronic mail address as it appears on the records of the Corporation. Personal notification may also include notification by electronic mail or other electronic means. Notice shall also be provided in the form of updates to the meeting schedule posted on the OMI website.

SECTION 6.3 QUORUM FOR MEETINGS

Those Members entitled to attend and vote (as set forth in SECTION 6.6) at a properly noticed meeting of the Members shall constitute a quorum, so long as at least ten (10) percent of the Members entitled to vote from a majority of the Membership Classifications are in attendance (in person or by proxy) at such meeting.

SECTION 6.4 REPRESENTATIVES; PROXIES

Each Member that is not an individual shall designate in writing to the Secretary one (1) individual to act as its primary representative to meetings of the Members, Steering Committees or Working Groups. Each Member that is not an individual may also designate alternates to act in the event that the primary representative is unable to attend a meeting or act on its behalf. Individuals will be deemed to act as their own primary representative with no written designation to the Secretary required.

Members may vote either in person through their primary or alternate representatives or by written proxy dated not more than six (6) months before the meeting named therein, which proxies shall be filed before being voted with the Secretary or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of such meeting.

SECTION 6.5 CONDUCT OF MEETINGS

Meetings of the Members shall be presided over by the Chair of the Board, or in his or her absence, by the Vice-Chair of the Board, the Executive Director or any designee of the Executive Director. The Secretary shall act as secretary of all meetings of Members, provided that, in his or her absence, a person appointed by the Secretary

shall act as secretary for that meeting. Meetings shall be governed by such procedures as may be approved from time to time by the Board of Directors.

Members may participate in a meeting through use of teleconference, videoconference, or similar communications, so long as all people participating in such meeting can hear one another during such meeting. Participation in a meeting pursuant to one of the alternative mechanisms allowed by this paragraph constitutes presence in person at such meeting.

SECTION 6.6 VOTING; APPROVAL OF FORMAL CORPORATION POLICY

A Member shall be entitled to vote at the first three meetings of the Corporation's Membership occurring on or after the date the Member became a Member of the Corporation. Thereafter, the Member shall be entitled to vote only if the Member has attended (in person or via written proxy) two of the preceding three meetings of the Corporation's membership.

Except as otherwise expressly provided for by these Bylaws, all votes of Members are advisory in nature only and do not act to bind or direct the Corporation's decisions, actions, or policies. A Member's designated primary representative or alternate, if applicable, shall be the only person entitled to cast a vote on behalf of the Member.

Notwithstanding the foregoing paragraph, upon a recommendation from the Board of Directors, Members shall be entitled to approve Formal Corporation Policy, which approval shall bind the Corporation.

Prior to any vote to approve Formal Corporation Policy by the Members, all Members entitled to vote must be given at least thirty (30) days written notice, which includes the draft Formal Corporation Policy. During such thirty (30) day period, any Member may request changes to the draft Formal Corporation Policy.

At the conclusion of such thirty-day period, the Steering Committee or Working Group where such draft Formal Corporation Policy was drafted shall meet and consider each request for change. After such meeting, the Steering Committee or Working Group shall prepare a final draft of the Formal Corporation Policy incorporating those modifications approved by the Steering Committee or Working Group. Thereafter, the final draft of the Formal Corporation Policy will be submitted to the Members for approval at the next regular meeting or at a special meeting for the purpose of approving the Formal Corporation Policy. Members will be provided with at least thirty (30) days written notice that such Formal Corporation Policy will be voted on at the meeting.

Each Member entitled to vote shall cast one (1) vote, and the Formal Corporation Policy will be approved if either:

1. A majority of Members of each Membership Classification approve the action; or
2. A supermajority (two-thirds) of Members of at least two-thirds (2/3) of the Membership Classifications approve the action.

ARTICLE 7. MEMBER CLASSIFICATIONS

SECTION 7.1 GENERALLY

This ARTICLE 7 sets forth the initial Membership Classifications of the Corporation. The Membership Classifications of the Corporation may be amended, supplemented, extinguished, or otherwise reorganized from time to time by a vote of at least two-thirds (2/3) of the Board of Directors. Each new Member shall choose a Membership Classification whose scope most closely corresponds to the Member's primary activities, provided that the Board of Directors may reclassify any Member into a different Membership Classification. Once a Member has chosen a Membership Classification to which to belong, a Member cannot change their Membership Classification without approval from the Board of Directors.

The Statutory Member shall not be a separate Member Classification. Instead the Statutory Member will be deemed to be within the Miscellaneous Member Classification and, for purposes of Membership Classification voting, will have a single vote within such Membership Classification.

SECTION 7.2 RECORD LABEL MEMBERS

1. The Corporation shall have Record Label Members. Any applicant qualified under SECTION 5.2 wishing to become a Label Member shall be admitted to membership upon its execution of the appropriate Membership Agreement.
2. Record Label Members are those entities that are aggregators, holders and licensors of recording rights.
3. Record Label Members who remain in good standing shall be:
 - a. Eligible to nominate and vote to elect the Record Label Member representative to the Board of Directors in accordance with these Bylaws (except that Major Record Label Members (as defined below) will only be eligible to nominate and vote to elect the Major Record Label Member representative to the Board of Directors and will not be eligible to nominate the Record Label Member representative to the Board of Directors);

- b. Eligible to participate in the Steering Committees of the Corporation;
and
 - c. Eligible to participate in the Working Groups of the Corporation.
4. There shall be a subset of Record Label Members known as the **“Major Record Label Members.”** If and only if they meet the requirements of SECTION 5.2, the following entities each shall be a Major Record Label Member: Universal Music Group, Sony Music Entertainment and Warner Music Group. In addition to having the rights set forth above, Major Record Label Members will also have the additional right to nominate and vote to elect the Major Record Label Member representative to the Board of Directors in accordance with these Bylaws.

SECTION 7.3 RECORDING/ PERFORMING ARTIST MEMBERS

1. The Corporation shall have Recording/Performing Artist Members. Any applicant qualified under SECTION 5.2 wishing to become a Recording/Performing Artist Member shall be admitted to membership upon its execution of the appropriate Membership Agreement.
2. Recording/Performing Artist Members are those entities or individuals that are recording artists or performers of music.
3. Recording/Performing Artist Members who remain in good standing shall be:
- a. Eligible to nominate and vote to elect the Recording/Performing Artist Member representative to the Board of Directors in accordance with these Bylaws;
 - b. Eligible to participate in the Steering Committees of the Corporation;
and
 - c. Eligible to participate in the Working Groups of the Corporation.

SECTION 7.4 SONGWRITER/COMPOSER/LYRICIST MEMBERS

1. The Corporation shall have Songwriter/Composer/Lyricist Members. Any applicant qualified under SECTION 5.2 wishing to become a Songwriter/Composer/Lyricist Member shall be admitted to membership upon its execution of the appropriate Membership Agreement.
2. Songwriter/Composer/Lyricist Members are those entities or individuals that are songwriters, composers or lyricists.

3. Songwriter/Composer/Lyricist Members who remain in good standing shall be:
 - a. Eligible to nominate and vote to elect the Songwriter/Composer/Lyricist Member representative to the Board of Directors in accordance with these Bylaws;
 - b. Eligible to participate in the Steering Committees of the Corporation; and
 - c. Eligible to participate in the Working Groups of the Corporation.

SECTION 7.5 PRODUCER/ENGINEER MEMBERS

1. The Corporation shall have Producer/Engineer Members. Any applicant qualified under SECTION 5.2 wishing to become a Producer/Engineer Member shall be admitted to membership upon its execution of the appropriate Membership Agreement.
2. Producer/Engineer Members are those entities or individuals that are recording producers, engineers/mixers and mastering engineers.
3. Producer/Engineer Members who remain in good standing shall be:
 - a. Eligible to nominate and vote to elect the Producer/Engineer Member representative to the Board of Directors in accordance with these Bylaws;
 - b. Eligible to participate in the Steering Committees of the Corporation; and
 - c. Eligible to participate in the Working Groups of the Corporation.

SECTION 7.6 COLLECTING ORGANIZATIONS MEMBERS

1. The Corporation shall have Collecting Organizations Members. Any applicant qualified under SECTION 5.2 wishing to become a Collecting Organizations Member shall be admitted to membership upon its execution of the appropriate Membership Agreement.
2. Collecting Organizations Members are those entities that issue licenses and provide collection and accounting services on behalf of and to rights holders.
3. Collecting Organizations Members who remain in good standing shall be:

- a. Eligible to nominate and vote to elect the Collecting Organizations Member representative to the Board of Directors in accordance with these Bylaws;
- b. Eligible to participate in the Steering Committees of the Corporation; and
- c. Eligible to participate in the Working Groups of the Corporation.

SECTION 7.7 MUSIC PUBLISHER MEMBERS

1. The Corporation shall have Music Publisher Members. Any applicant qualified under SECTION 5.2 wishing to become a Music Publisher Member shall be admitted to membership upon its execution of the appropriate Membership Agreement.
2. Music Publisher Members are those entities or individuals that are holders, licensors, and royalty payment processors of mechanical and synchronization rights
3. Music Publisher Members who remain in good standing shall be:
 - a. Eligible to nominate and vote to elect the Music Publisher Member representative to the Board of Directors in accordance with these Bylaws (except that Major Music Publisher Members (as defined below) will only be eligible to nominate and vote to elect the Major Music Publisher Member representative to the Board of Directors and will not be eligible to nominate the Music Publisher Member representative to the Board of Directors);
 - b. Eligible to participate in the Steering Committees of the Corporation; and
 - c. Eligible to participate in the Working Groups of the Corporation.
4. There shall be a subset of Music Publisher Members known as the “**Major Music Publisher Members.**” If and only if they meet the requirements of SECTION 5.2, the following entities each shall be a Major Music Publisher Member: Universal Music Publishing Group, Sony/ATV Music Publishing, Warner/Chappell and BMG Music Publishing. In addition to having the rights set forth above, Major Music Publisher Members will also have the additional right to nominate and vote to elect the Major Music Publisher Member representative to the Board of Directors in accordance with these Bylaws.

SECTION 7.8 MUSIC STREAMING SERVICE MEMBERS

1. The Corporation shall have Music Streaming Service Members. Any applicant qualified under SECTION 5.2 wishing to become a Music Streaming Service Member shall be admitted to membership upon its execution of the appropriate Membership Agreement.
2. Music Streaming Service Members are those entities that are providers of on-demand playback services of recorded performances that do not necessarily require the listener to purchase a file for download.
3. Music Streaming Service Members who remain in good standing shall be:
 - a. Eligible to nominate and vote to elect the Music Streaming Service Member representative to the Board of Directors in accordance with these Bylaws;
 - b. Eligible to participate in the Steering Committees of the Corporation; and
 - c. Eligible to participate in the Working Groups of the Corporation.

SECTION 7.9 MUSIC TECHNOLOGY SUPPLIER MEMBERS

1. The Corporation shall have Music Technology Supplier Members. Any applicant qualified under SECTION 5.2 wishing to become a Music Technology Supplier Member shall be admitted to membership upon its execution of the appropriate Membership Agreement.
2. Music Technology Supplier Members are those entities or individuals that are hardware and software producers and related service providers whose products and services focus primarily on the music industry.
3. Music Technology Supplier Members who remain in good standing shall be:
 - a. Eligible to nominate and vote to elect the Music Technology Supplier Member representative to the Board of Directors in accordance with these Bylaws;
 - b. Eligible to participate in the Steering Committees of the Corporation; and
 - c. Eligible to participate in the Working Groups of the Corporation.

SECTION 7.10 GENERAL TECHNOLOGY SUPPLIER MEMBERS

1. The Corporation shall have General Technology Supplier Members. Any applicant qualified under SECTION 5.2 wishing to become a General Technology Supplier Member shall be admitted to membership upon its execution of the appropriate Membership Agreement.
2. General Technology Supplier Members are those entities or individuals that are hardware and software producers and related service providers whose products and services are not limited to use within the music industry, but nonetheless provide products and services to the music industry.
3. General Technology Supplier Members who remain in good standing shall be:
 - a. Eligible to nominate and vote to elect the General Technology Supplier Member representative to the Board of Directors in accordance with these Bylaws;
 - b. Eligible to participate in the Steering Committees of the Corporation; and
 - c. Eligible to participate in the Working Groups of the Corporation.

SECTION 7.11 ENTREPRENEUR MEMBERS

1. The Corporation shall have Entrepreneur Members. Any applicant qualified under SECTION 5.2 wishing to become an Entrepreneur Member shall be admitted to membership upon its execution of the appropriate Membership Agreement.
2. Entrepreneur Members are those entities or individuals that are a general or music technology supplier with less than 100 employees.
3. Entrepreneur Members who remain in good standing shall be:
 - a. Eligible to nominate and vote to elect the Entrepreneur Member representative to the Board of Directors in accordance with these Bylaws;
 - b. Eligible to participate in the Steering Committees of the Corporation; and
 - c. Eligible to participate in the Working Groups of the Corporation.

SECTION 7.12 MISCELLANEOUS MEMBERS

1. The Corporation shall have Miscellaneous Members. Any applicant qualified under SECTION 5.2 wishing to become a Miscellaneous Member shall be admitted to membership upon its execution of the appropriate Membership Agreement.
2. Miscellaneous Members are those entities or individuals that are consumers, governments, educational institutions, the Statutory Member, and all others whose primary activities do not correspond with one of the other Membership Classifications but that nonetheless have an interest in the purposes of the Corporation.
3. Miscellaneous Members who remain in good standing shall be:
 - a. Eligible to nominate and vote to elect the Miscellaneous Member representative to the Board of Directors in accordance with these Bylaws;
 - b. Eligible to participate in the Steering Committees of the Corporation; and
 - c. Eligible to participate in the Working Groups of the Corporation.

ARTICLE 8. BOARD OF DIRECTORS

SECTION 8.1 NUMBER

The number of Directors of the Corporation shall be fixed at the number of then-existing Membership Classifications plus those additional Directors set forth in SECTION 8.3.

SECTION 8.2 POWERS

Subject to the provisions of the M.G.L. Chapter 180 and any limitations in the Articles of Organization and these Bylaws (including the powers of the Statutory Member and the power of the Members to approve Formal Corporation Policy), the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors, provided that the following rights are subject to approval by the Statutory Member:

1. Amending or restating the Articles of Organization of the Corporation;
2. Amending, restating or repealing the Bylaws or adopting new Bylaws;

3. Approving the Corporation's merger or consolidation with another entity;
4. Approving the sale, lease, exchange or other disposition of all, or substantially all, of the assets of the Corporation;
5. Causing or approving the filing of any voluntary petition for bankruptcy of the Corporation or any of its subsidiaries or dissolving the Corporation;
6. Approving the Corporation's annual operating and capital budgets;
7. Approving changes in the Corporation's membership dues;
8. Approving the incurrence of any indebtedness of \$1 million or more in any given Fiscal Year;
9. Appointing outside auditors for the Corporation;
10. Approving the appointment or removal of the Executive Director of the Corporation;
11. Approving the creation, acquisition and/or dissolution of an entity in which the Corporation is proposed to be, or is, the controlling member; and
12. The exercise of any powers by the Corporation, acting in its capacity as direct or indirect member, shareholder or partner of any affiliate, subsidiary or joint venture.

SECTION 8.3 QUALIFICATION AND ELECTION OF DIRECTORS

1. Qualification. Each Director must be an employee of a Member appointing or nominating such individual or must be an individual that is a Member. No Member may have more than one (1) employee or agent elected or appointed to the Board of Directors.
2. Composition. The Board of Directors shall consist of the following:
 - a. One (1) Director appointed by the Statutory Member, who shall serve as Chair of the Corporation;
 - b. One (1) Director appointed by Massachusetts Institute of Technology ("**MIT**"), who shall serve as the Vice Chair of the Corporation;
 - c. One (1) Director nominated and elected by the Record Label Members (excluding the Major Record Label Members who shall not

- be eligible to nominate or vote in the election of the Record Label Member director);
- d. One (1) Director nominated and elected by the Major Record Label Members;
 - e. One (1) Director nominated and elected by the Recording/Performing Artist Members;
 - f. One (1) Director nominated and elected by the Songwriter/Composer/Lyricist Members;
 - g. One (1) Director nominated and elected by the Producer/Engineer Members;
 - h. One (1) Director nominated and elected by the Collecting Organizations Members;
 - i. One (1) Director nominated and elected by the Music Publisher Members (excluding the Major Music Publisher Members who shall not be eligible to nominate or vote in the election of the Music Publisher Member director);
 - j. One (1) Director nominated and elected by the Major Music Publisher Members;
 - k. One (1) Director nominated and elected by the Music Streaming Service Members;
 - l. One (1) Director nominated and elected by the Music Technology Supplier Members;
 - m. One (1) Director nominated and elected by the General Technology Supplier Members;
 - n. One (1) Director nominated and elected by the Entrepreneur Members; and
 - o. One (1) Director nominated and elected by the Miscellaneous Members (excluding the Statutory Member and MIT who shall not be eligible to nominate or vote in the election of the Miscellaneous Member director).
3. Notice, Nomination and Election of Directors. The initial Directors will meet the composition requirements set forth above and each Director

representing a Membership Classification will be approved by a plurality vote of the initial Members of such Membership Classification. Thereafter, regular elections of Directors from among the nominees of the Members will occur at the second annual meeting of the Members and continuing every year thereafter. The Directors representing the Membership Classifications will be divided into two classes with one class initially serving two (2) years and the other class initially serving three (3) years. Thereafter, each class of Directors will serve for two (2) year terms such that beginning with the second annual meeting of the Members, approximately half of the Directors are elected at each annual meeting.

Not less than ninety (90) days prior to each annual meeting of the Members, the Nominating Committee will solicit (by providing each Member with a written nomination form) Director nominations from the Members of each Membership Classification for which there will be an election of that Membership Classification's representative Director. Any Member may nominate an individual to be a Director. The Nominating Committee will use its best efforts to ensure there is at least one (1) individual that meets the Director qualification requirements set forth in these Bylaws for every Director position for which an election will be held at the annual meeting. The Nominating Committee will accept nominations of all individuals, provided that such individuals meet the Director qualification requirements set forth in these Bylaws. The solicitation period will be kept open for at least thirty (30) days.

Following the end of the solicitation period, at the direction of the Nominating Committee, the Executive Director shall then provide each Member entitled to vote with a written slate containing the names, short biographies with qualifications and Member affiliations of all qualified nominees no later than thirty (30) days before the annual meeting of the Members. Voting for the election of Directors shall be by confidential written ballot received via email, fax or hard copy at least three (3) days before the annual meeting of the Members or votes cast in person at the annual meeting of the Members. Each Member may cast one (1) vote for the open Director position eligible to be filled from amongst the candidates listed on the ballot.

The candidate receiving the highest number of votes for each Membership Classification shall be elected as the Director representing that Membership Classification.

In the event of a tie between two (2) or more individuals seeking election as a Director under this Section, then a "run-off" election shall be conducted by the Executive Director between those individuals tied after

the initial vote. All Members may participate in the voting. The candidate receiving the highest number of votes shall be elected. For purposes of such a tie-breaking election, notice and voting shall be by electronic mail and shall occur as soon as reasonably possible after the initial tabulation of votes has been completed, but in any event, before the annual meeting of the Board of Directors is called to order.

SECTION 8.4 TERM OF OFFICE

A Director appointed by the Statutory Member or MIT shall serve until the later of his or her death, resignation or removal from office, when his or her successor is appointed, when he or she is no longer employed by the Statutory Member or MIT, or when the Statutory Member or MIT cease to be a Member. Each Director elected from among nominees of the Members shall serve a term of two (2) years or until the Director's death, resignation or removal from office, when his or her successor is elected, when he or she is no longer employed by the Member that nominated him or her, or when the Member that nominated or appointed him or her ceases to be a Member.

No person, other than the Directors appointed by the Statutory Member and MIT, shall serve more than two (2) consecutive terms as a Director. In evaluating this limit, service of half of the full term or less will not count as a term.

SECTION 8.5 DUTIES

The Board of Directors shall perform any and all duties imposed on it by law, by the Articles of Organization, or by these Bylaws. These duties shall be focused on the day-to-day operation and maintenance of the Corporation, but shall also include:

1. Establishing and approving the charters of the Steering Committees;
2. Recommending for approval or rejection the Corporation's annual budget to the Statutory Member. If the annual budget is not approved at the start of each calendar year, the Corporation shall operate based on the prior yearly budget, to the extent practical, until an annual budget is approved;
3. Establishing annual dues for the various classes of Members consistent with budgeted needs (subject to Statutory Member approval) and to determining the rights and obligations for each class of Member not otherwise stated in these Bylaws;
4. Establishing or revising membership classes and the rights and privileges of the various classes of Members; and

5. Adopting and modifying the IP Policy and the Corporation's organizational documents (subject to the Statutory Member's reserved powers and ARTICLE 14).

SECTION 8.6 COMPENSATION

Directors shall serve without compensation by the Corporation except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the affirmative vote of a majority of the Directors then in office.

SECTION 8.7 PLACE OF MEETINGS

Board of Directors' meetings shall be held at places and times as may be agreed to by a majority of the Board of Directors. Meetings may be held in person or by any combination of audio, document or videoconferencing techniques or any other means permitted under Massachusetts law.

SECTION 8.8 ANNUAL MEETING

An annual meeting of the Board of Directors shall be held as soon as practical following the annual meeting of Members.

SECTION 8.9 REGULAR AND SPECIAL MEETINGS

Regular meetings of the Board of Directors shall be held on the second Wednesday of each month (unless otherwise agreed to by the Board of Directors).

Special meetings of the Board of Directors may be called by the Chair, the Vice Chair, the Executive Director, any three (3) of the then-current Board of Directors, or the Statutory Member.

SECTION 8.10 NOTICE OF MEETINGS

1. Procedure for Notice. Unless otherwise provided by the Articles of Organization, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:
 - a. Annual meetings. The Executive Director of the Corporation shall give at least ten (10) days' prior notice to each Director.
 - b. Regular or special meetings. The Executive Director of the Corporation shall give at least three (3) days' prior notice to each Director.



- c. The primary means for the provision of notice shall be via electronic mail to the Director at the electronic mail address as it appears on the records of the Corporation. Personal notification may also include notification by internationally recognized delivery service, regular mail, telephone, facsimile, or other electronic means.
2. Contents of Notice. The notice of the meeting shall include, at a minimum, state the place, date and time, and purposes of the meeting. Such notice need not be given to any Director if a written waiver of notice, executed by such Director before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to such Director. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the Articles of Organization or these Bylaws.

SECTION 8.11 QUORUM FOR MEETINGS

A quorum of the Board of Directors shall consist of a majority of Directors then currently in office. In the absence of a continued quorum at any meeting of the Board of Directors already in progress, a majority of the Directors present may adjourn the meeting.

SECTION 8.12 BOARD ACTION AND VOTING PERCENTAGES

Except as otherwise provided in the Articles of Organization, these Bylaws or if provisions of law require a greater or lesser voting percentage or different rules for approval of a matter by the Board of Directors, every act or decision done or made upon a majority vote of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

In addition to such other special voting thresholds as may be provided for under these Bylaws, the following shall also apply:

Matter to be Voted On	Number of Affirmative Votes Required
(a) Recommendation to the Members of approval, adoption and/or formal release of Formal Corporation Policy.	Two thirds (2/3) vote of all Directors present at the meeting.
(b) Removal of a Director.	Unanimous consent of disinterested Directors present at the meeting.

(c) Revocation or suspension of membership pursuant to SECTION 5.6.3.	Unanimous consent of disinterested Directors present at the meeting.
(d) Revision or modification of Membership Agreements or the IP Policy.	Two thirds (2/3) vote of all Directors present at the meeting.

SECTION 8.13 CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chair of the Board of Directors, or in his or her absence, by the Vice Chair. The Secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by such procedures as may be approved from time to time by the Board of Directors, insofar as such rules are not inconsistent with or in conflict with the Articles of Organization, these Bylaws, or with provisions of law.

Directors may participate in a meeting through use of teleconference, videoconference, or similar communications, so long as all people participating in such meeting can hear one another during such meeting. Participation in a meeting pursuant to one of the alternative mechanisms allowed by this paragraph constitutes presence in person at such meeting. Directors may not participate in a meeting via proxy.

SECTION 8.14 VACANCIES; REMOVAL; RESIGNATIONS

Vacancies on the Board of Directors shall exist whenever: (1) a Director dies or resigns from the Board of Directors; (2) a Director ceases to be employed by or an agent of the Member employing the Director at the time of the Director’s appointment or election; (3) a Director is found to have missed more than three (3) consecutive, regularly noticed meetings without cause; (4) a Director otherwise ceases to be qualified as a Director under these Bylaws; and (5) a Director is removed from office with or without cause, as permitted by and in accordance with the laws of The Commonwealth of Massachusetts, the Articles of Organization and these Bylaws.

In addition to the power of the Board of Directors to remove a Director, a Director may be removed by a vote of a majority of the Members of the Membership Classification that such Director represents.

Any Director may resign effective upon giving written notice to the Executive Director, the Secretary, or the Board of Directors. Upon the occurrence of any of the events contained in clauses (2) – (5) of the immediately preceding paragraph, the affected Director will be deemed to have resigned upon the occurrence of such event without any additional action required on the part of the Director.

If the vacancy is the result of the resignation, death, termination or removal of a Director appointed by the Statutory Member or MIT, then the Statutory Member or MIT, as applicable, may appoint another employee or agent as a replacement Director by providing the Executive Director with written notice of the same within thirty (30) days after the effective date of the Director's resignation, termination or removal.

If the vacancy is the result of the resignation, death, termination or removal of a Director nominated and elected by a Membership Classification, then, within thirty (30) days after the effective date of the Director's resignation, termination or removal, the Nominating Committee will solicit nominations for a new Director and the Corporation shall hold a special election via written ballot in accordance with the requirements of SECTION 8.3.

SECTION 8.15 BOARD ACTION WITHOUT A MEETING

Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

SECTION 8.16 NOMINATING COMMITTEE

There shall be a Nominating Committee, which shall consist of one representative of each Membership Classification. Each member of the Nominating Committee shall be elected by a majority of the Board of Directors, at each annual meeting of the Board of Directors, and each Nominating Committee member shall hold office until he or she dies, resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified at a subsequent annual meeting, whichever occurs first.

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any member of the Nominating Committee shall be filled by the Board of Directors.

ARTICLE 9. OFFICERS

SECTION 9.1 DESIGNATION OF OFFICERS

The officers of the Corporation shall be an Executive Director/President, a Secretary and a Treasurer. All officers shall be natural individuals. The Corporation may also have such other officers with such titles as may be determined from time to time by the Board of Directors.

SECTION 9.2 ELECTION AND TERM OF OFFICE

The officers shall be elected by majority vote of the Board of Directors, at each annual meeting of the Board of Directors, and each officer shall hold office until he or she dies, resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 9.3 REMOVAL AND RESIGNATION

The Board of Directors may remove any officer from his or her elected office, either with or without cause, at any time upon a vote of two thirds (2/3) of the Directors present at a meeting duly held at which a quorum is present. An officer who is also an employee or an agent of a Member shall automatically be removed (i) if the officer ceases to be employed by or an agent of that Member or (ii) if that Member terminates its membership in the Corporation. Any officer may resign at any time by giving written notice to the Board of Directors or to the Executive Director or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this SECTION 9.3 shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment the Executive Director.

SECTION 9.4 VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of the Executive Director, such vacancy may be filled temporarily by appointment by the Executive Director until such time as the Board of Directors shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board of Directors may or may not be filled as the Board of Directors shall determine.

SECTION 9.5 DUTIES OF EXECUTIVE DIRECTOR AND PRESIDENT

The Executive Director and President (the “**Executive Director**”) shall be the chief executive officer of the Corporation. The Executive Director shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers and employees of the Corporation. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Organization, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

Except as otherwise expressly provided by law, by the Articles of Organization, or by these Bylaws, the Executive Director shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 9.6 DUTIES OF SECRETARY

The Secretary shall:

1. Certify and keep at the principal office of the Corporation or at such other place as the Board of Directors may determine, the original, or a copy, of the Articles of Organization, these Bylaws and any amendments to either document.
2. Keep at the principal office of the Corporation or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of Members, recording therein the time and place of holding, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof, including all ballots and proxies.
3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
4. Advise the Members in writing of all results of any election of Directors and officers.
5. Be custodian of the records and of the seal of the Corporation and affix the seal, as required by law or the provisions of these Bylaws, to duly executed documents of the Corporation.
6. Keep at the principal office of the Corporation or at such other place as the Board of Directors may determine, a Member book containing the name and address of each and any Members, and, in the case where any membership has been terminated, he or she shall record such fact in the Member book together with the date on which such membership ceased.
7. Exhibit at all reasonable times to any Members of the Corporation, or to the Member's agent or attorney, on request therefore, these Bylaws, the Member book, and the minutes of the proceedings of the Members of the Corporation.
8. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Organization, or

by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9.7 DUTIES OF TREASURER

The Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
2. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
5. Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefore.
6. Render to the Executive Director and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.
7. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Organization of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9.8 AGENTS AND EMPLOYEES

The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board of Directors. The Board of Directors may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

SECTION 9.9 COMPENSATION

The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board of Directors, or, if the Board of Directors delegates power to any officer or officers, then by such officer or officers. The Board of Directors may require agents or employees to give security for the faithful performance of their duties.

ARTICLE 10. STEERING COMMITTEES AND WORKING GROUPS

SECTION 10.1 STEERING COMMITTEES

The Corporation shall have such steering committees as may from time to time be designated upon vote of the Board of Directors (“**Steering Committees**”). The Corporation anticipates having three initial Steering Committees: the Technical Steering Committee, the Educational Steering Committee and the Implementation Steering Committee.

Meetings and actions of Steering Committees shall be governed by, noticed and held in accordance with written Steering Committees Procedures to be adopted by the Board of Directors, and the Board of Directors from time to time may amend such Steering Committees Procedures.

SECTION 10.2 MEETINGS AND ACTIONS OF STEERING COMMITTEES

1. Formation. Any Member may propose to the Board of Directors the establishment of one (1) or more Steering Committees to carry out the work of the Corporation. Such proposal shall include the proposed charter of such Steering Committee, and the Members that initially desire to participate in such Steering Committee. The Board of Directors shall: (i) approve or disapprove the formation of each Steering Committee; (ii) approve or disapprove the charter of such Steering Committee; and (iii) appoint an initial chairperson of such Steering Committee from among the representatives of the Members. The Board of Directors shall provide timely notice of the formation and chairperson of each Steering Committee to all Members entitled pursuant to the charter of such Steering Committee to participate in such Steering Committee as well as the then-current Steering Committee Procedures that will govern the actions of such Steering Committee. On the first meeting of the Steering Committee, the members may affirm the Board of Directors appointed chairperson or elect a replacement chairperson via plurality vote of the Members represented in the Steering Committee from among Members in attendance, with one (1) vote per Member. The chairperson shall serve for a term of one (1) year after which another election shall occur, using the same voting rules and

candidate criteria, to either re-elect the chairperson or elect a new chairperson. Without limiting the powers of the Board of Directors as stated in these Bylaws, all output of Steering Committees shall be subject to review and approval of the Members in accordance with these Bylaws and the IP Policy prior to formal publication or disclosure by the Corporation and before becoming binding upon the Corporation and the Members.

2. Composition and Voting. Any Member may become a member in any or all Steering Committees. A Member shall be entitled to vote at either (a) the first three (3) Steering Committee meetings of any newly-created Steering Committee or (b) the first three (3) Steering Committee meetings occurring on or after the date the Member became a Member of the Corporation. Thereafter, the Member shall be entitled to vote only if the Member has attended (in person or electronically) two of the preceding three meetings of the Steering Committee. The Board of Directors may develop and publish guidelines which establish the objective minimum requirements for membership as part of the general Steering Committee Procedures.
3. Quorum. Fifty percent of the Members registered with the Corporation as a Steering Committee participant and otherwise entitled to vote in a Steering Committee (as set forth in SECTION 10.22) shall constitute a quorum.
4. Record of Activities. All Steering Committees shall elect a secretary or other person to document and record the Steering Committee's activities.
5. Meetings. Steering Committees shall hold regular meetings on a schedule as determined by such Steering Committees. The noticing of meetings of a Steering Committee and the governance thereof shall be subject to the applicable Steering Committee Procedures or Steering Committee Specific Procedures, if any, adopted by the Board of Directors.
6. Removal from Steering Committees. The then-current Steering Committee Procedures or other internal policies of the Steering Committees shall govern the removal of any member of a Steering Committees or Working Group.

SECTION 10.3 WORKING GROUPS OVERVIEW

Each Steering Committee may charter such subgroups ("**Working Groups**") as they may from time to time designate upon vote of that Steering Committee. Meetings and actions of Working Groups shall be governed by, noticed and held in accordance with any written Steering Committee Procedures to be adopted by the Board of Directors.

SECTION 10.4 MEETINGS AND ACTION OF WORKING GROUPS

1. Formation. The Steering Committee establishing a Working Group shall approve the charter, processes and policies of such Working Group. Subject to confirmation vote by the Steering Committee, the Working Group shall elect the initial and any replacement chairperson of a Working Group it established from among its participating Members. The respective Steering Committee shall provide timely notice of the formation and initial chairperson of each Working Group to all Members of the Steering Committee. All output of Working Groups shall be subject to review and approval of the Steering Committee that chartered it and the Members in accordance with these Bylaws and the IP Policy prior to formal publication or disclosure by the Corporation and before becoming binding upon the Corporation and the Members.
2. Composition and Voting. Any Member may become a member in any or all Working Groups. A Member shall be entitled to vote at either (a) the first three (3) Working Group meetings of any newly-created Working Group or (b) the first three (3) Working Group meetings occurring on or after the date the Member became a Member of the Corporation. Thereafter, the Member shall be entitled to vote only if the Member has attended (in person or electronically) two of the preceding three meetings of the Working Group.
3. Quorum. Fifty percent of the Members registered with the Corporation as a Working Group participant and otherwise entitled to vote in a Working Group shall constitute a quorum (as set forth in SECTION 10.42).
4. Record of Activities. The Working Group shall elect a secretary or other person to document and record the Working Group's activities.
5. Meetings. Working Groups shall hold regular meetings on a schedule as determined by such Working Group and approved by the Steering Committee who chartered it. The noticing of meetings and the governance thereof shall be subject to the applicable Steering Committee Procedures or other policies, if any, adopted by the Board of Directors.

ARTICLE 11. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 11.1 EXECUTION OF INSTRUMENTS

Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the Executive Director or the Treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by the Executive Director and the Treasurer or an assistant Treasurer, who may be one and the same person, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, Bylaws, resolutions or votes of the Corporation.

SECTION 11.2 CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation with a value of less than Five Thousand U.S. Dollars (US \$5,000) shall be signed by the Executive Director or Treasurer. Checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness in excess of Five Thousand U.S. Dollars (US \$5,000), shall require the signatures of two (2) or more of the above-listed officers or other individuals authorized by the Board of Directors.

SECTION 11.3 DEPOSITS

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

ARTICLE 12. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office or at such other place as the Board of Directors may determine, all records required to be maintained by the Secretary of the Corporation, as well as adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

ARTICLE 13. IRC 501(C)(6) TAX EXEMPTION PROVISIONS

SECTION 13.1 LIMITATION ON ACTIVITIES

Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986.

SECTION 13.2 PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation

for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation with the pre-approval of the Board of Directors.

ARTICLE 14. AMENDMENT OF BYLAWS

Except where otherwise provided for in these Bylaws, these Bylaws shall only be altered, amended, or repealed, and new Bylaws adopted, upon the affirmative vote of two-thirds (2/3) of all members of the Board of Directors and the subsequent approval of the Statutory Member. Notwithstanding the foregoing sentence, the Statutory Member shall have the unilateral right to amend these Bylaws and cause new Bylaws to be adopted to remove itself as the Statutory Member of the Corporation.

ARTICLE 15. CONSTRUCTION AND TERMS

SECTION 15.1 CONFLICT

If there is any conflict between the provisions of these Bylaws and the Articles of Organization of the Corporation, the provisions of the Articles of Organization shall govern.

SECTION 15.2 UNENFORCEABILITY

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holdings.

SECTION 15.3 WRITTEN NOTICE

All references to written notice or written notification in these Bylaws may include notification via email.

SECTION 15.4 REFERENCES

All references in these Bylaws to the Articles of Organization shall be to the Articles of Organization filed with an office of the Secretary of The Commonwealth of Massachusetts and used to establish the legal existence of the Corporation.

ARTICLE 16. NONLIABILITY OF MEMBERS, DIRECTORS AND OFFICERS

The Members, Directors, and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the

Corporation. Notwithstanding the foregoing, when the Board of Directors determines that a moral or ethical breach of responsibility (such as sexual harassment, embezzlement or other misuse of authority) is the basis for any liability, the Corporation shall not be required to indemnify any persons responsible for such actions (including any Members, Directors, officers or employees of the Corporation) and the persons, corporations or other entities having claim shall be entitled restitution from the offending party.