

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**CDMA CERTIFICATION FORUM**  
a California nonprofit mutual benefit corporation

as of October [25], 2005

**ARTICLE I**  
**NAME AND CORPORATE OFFICES**

**Section 1.1 Name.** The name of this Corporation shall be CDMA Certification Forum or such name as may be approved by the Statutory Members and set forth in the Articles of Incorporation, and may be amended from time to time. For purposes of these Bylaws, the terms “*Corporation*,” “*CDMA Certification Forum*” and “*CCF*” shall be used interchangeably.

**Section 1.2 Offices.** The Board of Directors of the Corporation (the “*Board*”) shall determine, and may change, from time to time, the location of the Corporation’s principal office. The Corporation may have such other offices, either within or outside of the State of California, as the Board may determine or as the affairs of the Corporation may require from time to time.

**Section 1.3 Registered Agent.** The Corporation shall have and continuously maintain in the State of California a registered office and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office in the State of California, and the Board may change the address of the registered office from time to time.

**ARTICLE II**  
**PURPOSE**

The purpose of the Corporation is to define and implement a core global device certification process for devices using CDMA technology and to engage in such other related business as the Board, after consulting with the Steering Committee, may determine from time to time.

**ARTICLE III**  
**MEMBERSHIP**

**Section 3.1 Members.** The Corporation shall have two classes of members within the meaning of Section 5056 of the California Nonprofit Corporation Law (collectively, “*Statutory Members*” and each, a “*Statutory Member*”). The two classes of Statutory Members are:

- Operator Members; and
- Vendor Members.

- The Board may, following the recommendation of the Steering Committee, admit individuals or entities as members without the rights provided in Section 5056 of the California Nonprofit Corporation Law (“**Observers**”); such nonvoting members may be granted rights and obligations as the Board deems appropriate.

For purposes of these Bylaws, the term “Members” shall refer to Statutory Members and Observers. The use of the term “Members” to refer to Observers shall not be deemed to grant to Observers any of the rights specified in Section 5056(a) of the California Nonprofit Corporation Law and Observers shall have no such rights unless otherwise specifically stated herein.

**Section 3.2 Operator Members.**

(a) An Operator Member is a Statutory Member that operates a network using CDMA technology. An Operator Member must be a corporate entity duly organized and in good standing in its jurisdiction of incorporation whether or not located in the United States.

(b) Operator Members shall have further rights and obligations as set forth herein.

**Section 3.3 Vendor Members.**

(a) A Vendor Member is a Statutory Member that manufactures devices or chip sets using CDMA technology. A Vendor Member must be a corporate entity duly organized and in good standing in its jurisdiction of incorporation whether or not located in the United States.

(b) Vendor Members shall have further rights and obligations as set forth herein.

**Section 3.4 Membership Fees.** Membership fees vary by class as may be determined by the Board from time to time, after consulting with the Steering Committee.

**Section 3.5 Common Membership Rules**

(a) Membership Agreement. Each Member shall execute and deliver a Membership Agreement in such form as shall be approved by the Board from time to time. The Board may, after consulting with the Steering Committee, change the terms of the Membership Agreement to the extent it deems necessary.

(b) Expenses. Each Member shall be solely responsible for all expenses incurred by it in connection with being a Member, including without limitation, expenses incurred in satisfying any obligations under the Membership Agreement.

(c) Becoming a Member.

(i) Statutory Members

An entity wishing to join the CCF as an Operator Member or a Vendor Member shall petition the Steering Committee for membership, identify their desired Membership class and submit evidence of any requirements set forth in the Membership Agreement. If the Board determines that an applicant that has been

approved by the Steering Committee meets the requirements set forth in these Bylaws and in the Membership Agreement, such applicant shall be admitted as a Statutory Member in the applicable category of Operator Member or Vendor Member, provided that, upon approval, the applicant shall have signed the Membership Agreement and shall pay the fees associated with their membership class within the time set forth in the Membership Agreement.

(ii) Observers. An entity wishing to join the CCF as a Non-Statutory Member shall petition the Steering Committee for membership and submit evidence of any requirements set forth in the Membership Agreement. If the Board determines that an applicant that has been approved by the Steering Committee meets the requirements set forth in these Bylaws and in the Membership Agreement, such applicant shall be admitted as a Non-Statutory Member, provided that, upon approval, the applicant shall have signed the Membership Agreement and shall pay the fees associated with their membership class within the time set forth in the Membership Agreement.

(d) Extending Membership. A Member may extend their membership by paying the full annual fee for their membership class, as defined in the Membership Agreement. If the Membership Agreement has been modified as provided in Section 3.5(a), any Member who extends membership by payment of an annual fee as provided in this Section 3.5(d) shall be deemed to have accepted the terms of such revised Membership Agreement which shall replace such Member's original Membership Agreement.

(e) Withdrawal as a Member. Any Member, in its sole discretion, may withdraw from the CDMA Certification Forum as a Member at any time on giving not fewer than thirty (30) days prior written notice to such officer as the Steering Committee may designate. No fees will be returned to the withdrawing Member. For purposes of this Section 3.5(e), an Affiliate of a Member which ceases to be an affiliate of such Member will be considered a withdrawn Member under this Section 3.5(e) at the time such affiliate ceases to be an affiliate of such Member.

(f) Minimum Participation. Each Member of the CDMA Certification Forum agrees to participate actively in the activities of the CDMA Certification Forum as measured by objective criteria to be determined by the Steering Committee and that may be published by the Steering Committee.

(g) Removal. The Steering Committee may remove Members from the CDMA Certification Forum by a vote of (A) a majority of the Steering Committee members representing the Operator Members and (B) a majority of the Steering Committee members representing the Vendor Members when the Steering Committee determines, after affording the Member in question the right to be heard on the issue consistent with the provisions of Section 7341 of the California Nonprofit Corporations Law (or its successor statute), that the Member failed to comply with the commitments and agreements specified in these Bylaws and the Membership Agreement, or failed to meet the minimum participation requirements as set forth in Section 3.5. No fees will be returned to the removed Member.

(h) **Binding on Member Affiliates.** Execution of a Membership Agreement by a Member in its capacity as a legal entity constitutes that legal entity's agreement that its Affiliates are likewise bound to the obligations of being a Member hereunder, and are also entitled to the benefits of the rights of being a Member hereunder.

**Section 3.6 Assessments.** Memberships shall be nonassessable.

**Section 3.7 Number of Members.** There shall be no limit on the number of Members the Corporation may admit.

**Section 3.8 Transferability of Membership.** Neither the membership in the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

**Section 3.9 Membership Book.** The Corporation shall keep in any form capable of being converted into written form a membership book containing the name, address and class of each Member. The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection required by law and as set forth in these Bylaws.

**Section 3.10 Inspection Rights of Members**

(a) **Demand.** Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 8331 of the Corporations Code and the power of the court to limit inspection rights pursuant to Section 8332 of the Corporations Code, and unless the Corporation provides a reasonable alternative as permitted by Section 3.10 of these Bylaws, a Statutory Member satisfying the qualifications set forth hereinafter may do either or both of the following:

(i) Inspect and copy the record of all the Members' names, addresses, and voting rights, at reasonable times, on fifteen (15) business days' prior written demand on the Corporation which demand shall state the official corporate purpose for which the inspection rights are requested. The Corporation's Member list shall be private and inure to the Corporation and its Members only. At no time, may the Member list be copied, used, or disseminated, for commercial, or other noncorporate matters or purposes, unless such use is approved by the Board and the Steering Committee; or

(ii) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those Statutory Members entitled to vote for the election of the Board, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled. The Corporation's Member list shall be private and inure to the Corporation and its Members only. At no time, may the Member list be copied, used, or disseminated, for commercial, or other noncorporate matters or purposes, unless the Board and the Steering Committee approve such use.

(b) Members Permitted to Exercise Rights of Inspection. Any Member may exercise the rights of inspection set forth in Section 3.10 of these Bylaws, for a corporate purpose that is reasonably related to such person's interest as a Member.

(c) Alternative Method of Achieving Purpose. The Corporation may, within fifteen (15) business days after receiving a demand pursuant to Section 3.10 of these Bylaws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. An alternative method, which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 3.10 of these Bylaws, shall be deemed reasonable; unless within a reasonable time after acceptance of the offer, the Corporation fails to do those things that it offered to do. Any rejection of the offer shall be in writing and shall dictate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 3.10 of these Bylaws.

**Section 3.11 Nonliability of Members.** A Member of the Corporation shall not solely, because of such membership, be personally liable for the debts, obligations, or liabilities of the Corporation.

**Section 3.12 Regular Meetings of Statutory Members.** Meetings of the Statutory Members shall be held not less than annually, at such time and location as may be designated from time to time by resolution of the Board. The Board may invite third parties to participate in Meetings of the Statutory Members as it determines from time to time. Such invited third parties shall not be entitled to vote at any meetings.

**Section 3.13 Special Meetings of Statutory Members or Members.** Special meetings of Statutory Members or of Members shall be called by the Board, and be held at such times and places as may be ordered by resolution of the Board. The Board may invite third parties to participate in Meetings of the Statutory Members as it determines from time to time. Such invited third parties shall not be entitled to vote at any meetings.

**Section 3.14 Notice of Meetings.** Written notice of every meeting of Statutory Members under Section 3.12 shall be either personally delivered or mailed by first-class mail, postage prepaid, facsimile, electronic mail or other reasonable accepted form of electronic communication, not less than fifteen (15) days nor more than ninety (90) days before the date of the meeting to each Member who on the record date for notice of the meeting is entitled to vote there at.

In the case of a specially called meeting of Members under Section 3.13, notice that a meeting will be held at a time requested by the persons calling the meeting not less than thirty-five (35) days nor more than ninety (90) days after receipt of the written request from such persons by the Chairperson of the Board, or the President, Vice-President, Secretary of the Corporation shall be sent to Members forthwith and in any event within twenty (20) days after the request was received.

In the event given by mail or other means of written communication, the notice shall be addressed to the Member at the address of such Member appearing on the books of the

Corporation or at the address given by the Member to the Corporation for the purpose of notice. Where no such address appears or is given, notice shall be given at the principal office of the Corporation. The Secretary, or Assistant Secretary of the Corporation, or any transfer agent specially designated by the Secretary or Assistant Secretary for the purpose herein mentioned, shall execute an affidavit of the giving of the notice of the meeting of Members.

No meeting of Members may be adjourned more than forty-five (45) days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

**Section 3.15 Contents of Notice.** The notice shall state the place, date, and time of the meeting. In the case of meetings of Statutory Members, the notice shall state those matters, which are to be presented for action by the Statutory Members.

**Section 3.16 Waivers, Consents, and Approvals.** The transactions of any meeting of any Members, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the meeting, each of the persons entitled to vote but not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records, or made a part of the minutes of the meeting.

**Section 3.17 Quorum.** A quorum at any meeting of the Statutory Members shall consist of more than fifty percent (50%) of the Active Members (as defined in Section 3.20), represented in person, or by real-time electronic means. There shall be no minimum quorum requirement for any meeting of all Members.

**Section 3.18 Loss of Quorum.** The Statutory Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough Members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of Statutory Members required to constitute a quorum.

**Section 3.19 Adjournment for Lack of Quorum.** In the absence of a quorum, any meeting of Statutory Members may be adjourned from time to time by the vote of a majority of the votes represented in person, but no other business may be transacted except as provided in Section 3.20 of these Bylaws.

**Section 3.20 Voting of Membership.**

(a) On each matter submitted to the Statutory Members or the Steering Committee, each Active Member is entitled to one vote. For the purposes of these Bylaws, "Active Member" means a Statutory Member who participates in Steering Committee meetings on a regular basis as set forth herein. A Member is no longer considered to be an Active Member if the Member misses two (2) consecutive Steering Committee meetings. A member is again considered to be an Active Member at the close of the first Steering Committee meeting which that Member

attends. A new Member is considered an Active Member at the close of the first Steering Committee meeting which that Member attends.

(b) The record date for the purpose of determining the Members entitled to notice of any meeting of Members is ninety (90) days before the date of the meeting of Members. The record date for the purpose of determining the Members entitled to vote at any meeting of Members is thirty (30) days before the date of the meeting of Members. The record date for the purpose of determining the Members entitled to exercise any rights in respect to any other lawful action is thirty (30) days prior to such other action.

(c) The action of a majority of (i) the Operator Members and (ii) the Vendor Members at a duly noticed meeting at which a quorum is present shall become the action of the Statutory Members. For purposes of the foregoing, an abstention shall not be counted as a vote.

(d) Cumulative voting shall not be authorized for any purpose.

### **Section 3.21 Conduct of Meetings.**

(a) Chairperson. The Chairperson of the Board shall preside over any meetings of the Members. In his or her absence, any other person chosen by a majority of the Statutory Members present shall be Chairperson of and shall preside over the meeting.

(b) Secretary of Meetings. The Secretary of the Corporation shall act as the secretary for meetings of Members; provided that in his or her absence, the Chairperson shall appoint another person to act as secretary of the meeting.

(c) Rules of Order. The Robert's Rules of Order, as amended from time to time, shall govern the meetings of Members insofar as those rules are not inconsistent with or in conflict with these Bylaws or the Articles of Incorporation of this Corporation.

## **ARTICLE IV BOARD**

### **Section 4.1 Number of Directors.**

(a) The Corporation shall have eight (8) Directors. Of the eight (8) Directors, four (4) Directors shall be elected by a majority of the Operator Members (collectively, "Operator Directors") and four (4) Directors shall be elected by a majority of the Vendor Members (collectively, "Vendor Directors") at a meeting of the Statutory Members. The number of Directors and their manner of election may be changed by an amendment to this Bylaw duly approved by the Statutory Members upon the majority vote of (i) the Operator Members voting as a separate class and (ii) the Vendor Members, voting as a separate class. Collectively, the Directors shall be known as the Board of Directors or the Board. The Chairperson of the Board shall alternate annually between, an Operator Directors and a Vendor Director, unless agreed to otherwise by a vote of the Statutory Members consistent with the provisions of Section 3.20 (a) and (c) hereof. The Vice-Chairperson of the Board also shall alternate annually between a Vendor Director (in years in which the Chairperson is an Operator Director) and an Operator

Director (in alternate years), unless agreed to otherwise by a vote of the Statutory Members consistent with the provisions of Section 3.20 (a) and (c) hereof.

(b) **Observer Director**. In addition to the Operator Directors and the Vendor Directors, the Board shall also include one representative of the CDMA Development Group (the “***Observer Board Member***”) who shall be invited to observe and participate in meetings of the Board but shall not be entitled to vote any matters presented at meetings of the Board. The Board may, in its sole discretion, exclude the Observer Board Member from any matters which it deems to be of a confidential nature..

**Section 4.2 Qualifications of Directors**. Each Director of the Corporation must be a representative of a Statutory Member and be at least eighteen (18) years of age and must not have any prior felony convictions.

**Section 4.3 Tenure**. Each Director shall be elected to serve as Director for a term of one (1) year following such election, until a successor is elected and duly qualified, but subject to such person’s earlier death, resignation, removal or disqualification. At the end of such one-year term, each Director will be eligible for re-election to serve another one-year term in accordance with these Bylaws.

**Section 4.4 Removal**. A Director may be removed, with or without cause, by a majority vote of the class of Statutory Members, which is entitled to elect such Director. Any vacancy caused by the removal of a Director in such manner shall be filled by a majority vote of the class of Statutory Members, which is entitled to elect such Director.

**Section 4.5 Resignation**. Any Director may resign effective on giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

**Section 4.6 Vacancies**. A vacancy on the Board shall exist in the event of (a) the death, resignation or removal of any Director; (b) the declaration by the Board of a vacancy in the office of a Director who has been declared of unsound mind by a court order, convicted of a felony, or, if the Corporation holds assets in charitable trust, found by a final order or judgment of any court to have breached a duty arising under Section 7238 of the California Nonprofit Corporation Law; (c) an increase in the authorized number of Directors; or (d) the failure of the Statutory Members to elect the full number of Directors authorized. Vacancies may be filled only by the class of Statutory Members to which such vacancy corresponds for the unexpired portion of the term, or, if the number of Directors then in office is less than a quorum, by (i) the unanimous written consent of the Directors then in office; (ii) the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with Section 7211 of the California Nonprofit Corporation Law; or (iii) a sole remaining Director.

**Section 4.7 Annual Meeting**. The annual meeting of the Directors shall be held on such date and at such location as the Board shall determine. Each annual meeting shall be held for the purpose of electing officers, approving the Corporation’s financial statements and for such other

purposes as may properly be brought before the meeting under law, the Articles of Incorporation, or these Bylaws.

If an annual meeting is not held as herein provided, a special meeting of the Directors may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these Bylaws to the annual meeting, except in this Section 4.7, shall be deemed to refer to such special meeting.

The Board may invite third parties to participate in its annual meeting as it determines from time to time. Such invited third parties shall not be entitled to vote at any meetings.

**Section 4.8 Special Meetings.** The President or a majority of the Directors (not including the Observer Board Member) may call special meetings of the Board at any time. Notice of the time and place of special meetings shall be given to each Director by: (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) facsimile; or (e) electronic mail. All such notices shall be given or sent to the Director's address or telephone number as shown on the Corporation's records. Notices sent by first-class mail shall be deposited in the United States mails at least fourteen (14) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, respectively, at least seventy-two (72) hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the Corporation's principal office. Except as otherwise provided in these Bylaws, the notice need not specify the purpose of the meeting. The Board may invite third parties to participate in a special meeting as it determines from time to time. Such invited third parties shall not be entitled to vote at any meetings.

**Section 4.9 Waiver of Notice.** The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present, and either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

**Section 4.10 Place of Meetings.** The Directors shall agree as to the times and places to hold Board meetings. Meetings may be held in person, or by any combination of audio conferencing, video conferencing, or electronic document exchange.

**Section 4.11 Quorum for Meetings.** The quorum for all meetings of the Board shall consist of at least fifty percent (50%) of the Operator Directors and (50%) of the Vendor Directors then in office. In the absence of a continued quorum at any meeting already in progress, the Directors present may act to adjourn the meeting.

**Section 4.12 Transactions of Board.** The action of a majority of each of (i) the Operator Directors and (ii) the Vendor Directors present at any meeting at which there is a quorum is valid

as a corporate act, subject to the more stringent provisions of the California Nonprofit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest; (b) approval of certain transactions between Corporations having common directorships; (c) creation of and appointments to committees of the Board; and (d) indemnification of Directors. Each Director shall have a single vote. For purposes of the foregoing, an abstention shall not be counted as a vote.

**Section 4.13 Conduct of Meetings.** The Chairperson of the Board or, in the Chairperson's absence, the Vice-Chairperson of the Board, shall preside at meetings of the Board. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the Chairperson, shall act as Secretary of the Board.

**Section 4.14 Adjournment at Board Meetings.** A majority of (i) the Operator Directors and (ii) the Vendor Directors may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

**Section 4.15 Meetings by Telephone or Other Telecommunications Equipment.** Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

**Section 4.16 Action Without a Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors individually or collectively consent in writing or by electronic transmission to such action. Such written consents, including hard copies of any electronic transmissions, shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

**Section 4.17 Standard of Care.** A Director shall perform the duties of a Director and as a member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;

(b) Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or

(c) A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence, so long as in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

**Section 4.18 Liability of Directors.** A person who performs the duties of a Director in accordance with Section 7231(a) and (b) of the California Nonprofit Corporation Law shall have no liability based on any alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

**Section 4.19 Compensation; Reimbursement and Advancement of Expenses.** The Directors shall serve without pay. However, the Corporation may (a) reimburse a Director for expenses incurred in performance of the duties of such Director and determined by the Board to be reasonable and (b) advance money to a Director for expenses reasonably anticipated to be incurred in performance of the duties of such Director, provided that such expenses would otherwise be subject to reimbursement if incurred without such an advance.

## **ARTICLE V OFFICERS**

**Section 5.1 Officers.** The officers of this Corporation shall be a President, a Secretary, a Treasurer/Chief Financial Officer, and such other officers with such titles and duties as shall be determined by the Board, after consulting with the Steering Committee, and as may be elected in accordance with the provisions of this Article. The Board may elect or appoint such other officers as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the Board.

**Section 5.2 Qualifications.** The officers of the Corporation must be at least eighteen (18) years of age, must not have any prior felony convictions and, other than the Secretary, must be an officer, employee or director of a Statutory Member.

**Section 5.3 Nomination.** Any person qualified to be an officer under Section 5.2 of these Bylaws may be nominated by the method of nomination authorized by the Board.

**Section 5.4 Election and Term of Office.** The officers of this Corporation shall be elected by the Board at the regular annual meeting of the Board. New offices may be created and filled at any meeting of the Board. Each officer shall serve for a term of one year or until such officer resigns or is removed or otherwise disqualified to serve, or a successor shall be elected and qualified. A term of office shall run from January 1 of the year of the election to December 31 of the same year. There shall be no limit on the number of terms any individual may serve as an officer of the Corporation.

**Section 5.5 Removal.** Any officer elected or appointed by the Board may be removed, with or without cause, by the Board or by an officer on whom such power of removal may be

conferred by the Board. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**Section 5.6 Resignation.** Any officer may resign at any time by giving written notice to the President of the Corporation, or to the Board. Any resignation shall take effect at the date of the receipt of that notice, or at any later time specified by that notice, and unless otherwise specified in that notice, the acceptance shall not be necessary to make it effective.

**Section 5.7 Vacancies.** A vacancy in any office for any reason shall be filled by the Board for the unexpired term.

**Section 5.8 President/Executive Director.** The President shall be the principal executive officer of the Corporation and shall supervise and control all of the business and affairs of the Corporation. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time or by these Bylaws.

**Section 5.9 Secretary.** The Secretary shall keep the minutes of the meetings of the Board and the Members in minute books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and seal of the Corporation and see that, when required by law, the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Director; and in general, perform all duties incident to the office of Secretary and such other duties as may be assigned to the Secretary from time to time by the President or by the Board.

**Section 5.10 Treasurer/Chief Financial Officer.** The Treasurer/Chief Financial Officer shall supervise the charge and custody of all funds of the Corporation; shall receive and give receipts for moneys due and payable to the Corporation from any source whatsoever; shall supervise the deposit of such funds in the manner required by the Board; shall supervise the keeping and maintaining of adequate and correct accounts of the Corporation's properties and business transactions; shall render reports and accountings as required; and shall discharge such other duties as pertain to the office of Treasurer/Chief Financial Officer or as prescribed by the Board. If required by the Board, the Treasurer/Chief Financial Officer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine.

**Section 5.11 Committee Chairpersons.** Each committee chairperson shall conduct the working group sessions and keep the minutes of all of the meetings of the chairperson's committee and perform all other duties as may be assigned by the President or the Board.

**Section 5.12 Compensation; Reimbursement and Advancement of Expenses.** Unless otherwise approved by the Board, the officers of this Corporation shall serve without pay. However, this Corporation may (a) reimburse an officer for expenses incurred in performance of the duties of such officer and determined by the Board to be reasonable and (b) advance money to an officer for expenses reasonably anticipated to be incurred in performance of the duties of such officer, provided that such expenses would otherwise be subject to reimbursement if incurred without such an advance.

## **ARTICLE VI COMMITTEES**

**Section 6.1 Committees.** The Board may appoint one or more committees, each consisting of one or more Directors and which may also include one or more non-directors (each a “*Standing Committee*” and collectively, “*Standing Committees*”), and delegate to such Standing Committees any of the authority of the Board except with respect to:

(a) The approval of any action for which the California Nonprofit Corporation Law also requires approval of the Statutory Members or approval of a majority of all Statutory Members (such limitation of committee action shall apply whether or not the Corporation has Statutory Members);

(b) The filling of vacancies on the Board or in any committee;

(c) The fixing of compensation of the Directors for serving on the Board or on any committee;

(d) The amendment or repeal of these Bylaws or the adoption of new bylaws;

(e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(f) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or

(g) To the extent provided by Section 5233 of the California Nonprofit Corporation Law, the approval of any self-dealing transaction, as such transactions are defined in said section.

Any such Standing Committee shall be created, and the members thereof appointed, by a resolution adopted by a majority of (i) the Operator Directors and (ii) the Vendor Directors then in office. The Board may appoint, in the same manner, alternate members of any Standing Committee who may replace any absent member at any meeting of the Standing Committee. The resolution establishing any Standing Committee shall clearly define the role and scope of activities of such Standing Committee. The Board shall have the power to prescribe the manner in which proceedings of each Standing Committee shall be conducted. Unless the Board or such Standing Committee shall otherwise provide, the regular and special meetings and other actions of any such Standing Committee shall be governed by the provisions of Article IV applicable to

meetings and actions of the Board. Minutes shall be kept of each meeting of each Standing Committee.

**Section 6.2 Permanent Standing Committees:** The Corporation shall have one permanent Standing Committee, which shall be the Steering Committee. The Steering Committee shall be composed of representatives of each of the Statutory Members.

## **ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 7.1 Contracts.** The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 7.2 Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer/Chief Financial Officer and countersigned by the President of the Corporation.

**Section 7.3 Deposits.** All funds of this 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 may select.

**Section 7.4 Contributions.** The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

## **ARTICLE VIII BOOKS AND RECORDS**

**Section 8.1 Maintenance of Corporate Records.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and committees created in these Bylaws or having any of the authority of the Board. The financial records and all other corporate records, and the minutes of all meetings of the Board and all other committees of the Corporation shall be kept at the principal office of the Corporation and shall be open to inspection upon oral or written request of any Director. Upon leaving office, each officer shall turn over to his or her successor in good order such moneys, book records, documents and other property of the Corporation as have been in his or her custody during his or her term of office.

**Section 8.2 Directors' Inspection Rights.** Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

**Section 8.3 Annual Report.** The Board shall cause an annual report to be prepared not later than one hundred twenty (120) days after the close of the Corporation's fiscal year and provided to all Directors, which report shall contain the following information in appropriate detail:

(a) A balance sheet as of the end of the fiscal year, an income statement, and statement of changes in financial position for the fiscal year, accompanied by an independent accountant's report or, if none, by the certificate of an authorized officer of the Corporation that they were prepared without audit from the Corporation's books and records; and

(b) any information required by Article IX of these Bylaws.

This Section 8.3 shall not apply if the Corporation receives less than US\$10,000 in gross revenues or receipts during the fiscal year.

#### **ARTICLE IX ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS**

This Corporation shall mail or deliver to all Directors within one hundred twenty (120) days of the close of the fiscal year, a statement which briefly describes the amount and circumstances of any indemnification or transaction in which the Corporation, or its parent or subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

(a) any Director or officer of the Corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or

(b) any holder of more than 10% of the voting power of the Corporation, its parent or subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than fifty thousand U.S. Dollars (US\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than fifty thousand U.S. Dollars (US\$50,000). Similarly, the statement need only be provided with respect to indemnification or advances aggregating more than ten thousand U.S. Dollars (US\$10,000) paid during the previous fiscal year to any director or officer.

Any statement required by this Article shall state the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such person's interest in the transaction, and where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

#### **ARTICLE X WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the California Nonprofit Corporation Law or under the provisions of the Articles of Incorporation or of the Bylaws

of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to such notice.

## **ARTICLE XI INDEMNIFICATION OF OFFICERS AND DIRECTORS**

### **Section 11.1 Right of Indemnity.**

(a) To the extent that a person who is, or was, a director, officer, employee or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, this Corporation shall indemnify such person to the full extent permitted by law against expenses actually and reasonably incurred by such person in connection with such proceeding, as that term is defined in Section 7237(a) of the California Nonprofit Corporation Law.

(b) If such person either settles any such claims or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceeding shall be provided by the Corporation but only to the extent allowed by, and in accordance with, Section 7237 of the California Nonprofit Corporation Law.

(c) Nothing contained in this Bylaw shall affect any right to indemnification to which persons other than directors and officers may be entitled by contract or otherwise.

**Section 11.2 Approval of Indemnity.** Any indemnification under this Article shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 7237(b) and (c) of the California Nonprofit Corporation Law, by a majority vote of a quorum of the Board consisting of Directors who are not parties to such proceedings or as otherwise set forth in Section 7237 of the California Nonprofit Corporation Law.

**Section 11.3 Advancement of Expenses.** Expenses incurred in defending any proceedings may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of any undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in Section 7237 of the California Nonprofit Corporation Law.

**Section 11.4 Insurance.** The Corporation shall have power to purchase and maintain insurance to the full extent permitted by law on behalf of any agent of the Corporation to cover any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.

**ARTICLE XII  
AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by (A) a vote of majority of (i) the Operator Directors and (ii) the Vendor Directors present at any regular or (B) a special meeting of the Board, after consulting with the Steering Committee. Whenever an amendment or new Bylaw is adopted, it shall be placed in the Corporation's minute book with the original Bylaws. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted shall be stated in said minute book.

**ARTICLE XIII  
AMENDMENT OF ARTICLES OF INCORPORATION**

**Section 13.1 Amendment of Articles before Admission of Members.**

Before any Members have been admitted to the Corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board.

**Section 13.2 Amendment of Articles after Admission of Members.** After Members have been admitted to the Corporation, amendment of the Articles of Incorporation may be adopted by a majority vote of (i) the Operator Directors, (ii) the Vendor Directors and (iii) the Statutory Members (taking into account that each of the Operator Members and the Vendor Members shall be treated for voting purposes as a separate class) pursuant to Section 7812 of the California Nonprofit Corporation Law. Any Member withdrawing within thirty (30) days from the date notice of such amendments will not be bound by such changes in the Articles of Incorporation.

**Section 13.3 Certain Amendments.** Notwithstanding the foregoing sections of this Article XIII, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first Directors of this Corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Corporation has filed a "Statement of Information (Domestic Non-Profit Corporation)" pursuant to Section 8210 of the California Nonprofit Corporation Law.

**ARTICLE XIV  
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No Director, officer, employee or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, however, that this provision shall not prohibit payment to any such person of reasonable compensation for services performed for the Corporation in effect of any of the Corporation's purposes, provided further that such compensation is otherwise permitted by these Bylaws and fixed by resolution of the Board.

Upon dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, after all debts of the Corporation have been satisfied, and to the extent not prohibited by applicable law, the assets of the Corporation shall be distributed in the following manner:

- (a) Any licenses granted to the Corporation prior to such dissolution or winding up shall:
- (i) remain with the Corporation, to the extent the Corporation is able to fulfill its obligations under the terms and conditions of such licenses; or
  - (ii) be distributed in a manner consistent with the purposes of the Corporation, as determined by the Board upon such dissolution or winding up, if the Corporation is not able to fulfill its obligations under the terms and conditions of such licenses; and
- (b) All assets of the Corporation not included in (a) above, shall be distributed to the Members then in good standing in proportion to the amounts of Membership Fees and other contributions in kind they have made to the Corporation;
- (c) If the Board fails to make any determination of the distribution of assets as set forth in (b) above, the assets of the Corporation shall be distributed pursuant to the provisions of Section 8717 of the California Nonprofit Corporations Law or its successor statute.

## ARTICLE XV DUTY TO MAINTAIN TAX EXEMPT STATUS

**Section 15.1 Violation of Duty.** In the event that the Corporation secures tax-exempt status under the federal and/or California income tax rules and regulations, it shall be the duty of each Director and officer to maintain such status. A willful violation of this duty shall constitute a wrongful act or conduct subjecting the participating Director or officer to termination or removal procedures as set forth in these Bylaws.

**Section 15.2 Prohibited Activities.** This Corporation has been formed under the California Nonprofit Corporation law as an association within the meaning on Section 501(c)(6) of the Internal Revenue Code. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in the Articles of Incorporation.

## ARTICLE XVI MISCELLANEOUS

**Section 16.1 Corporate Seal.** This Corporation may, if so determined by the Board, use a seal consisting of a circle having on its circumference the words “CDMA Certification Forum,” together with the year and date of the incorporation of this Corporation, or as the Board shall prescribe.

**Section 16.2 Fiscal Year.** The Corporation’s fiscal year shall be determined by resolution of the Board of the Corporation at a meeting duly noticed and held in accordance with these Bylaws.

**Section 16.3 Construction and Definitions.** Unless the context requires otherwise, and except as otherwise set forth in Section 16.4, the general provisions, rules of construction, and

definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

**Section 16.4 Headings.** The section headings herein are intended only for reference and shall not by themselves determine the construction or interpretation of these Bylaws.

**Section 16.5 Affiliate.** For purposes of these Bylaws, “Affiliate” means an entity that directly or indirectly controls, is controlled by, or is under common control with another entity, so long as such control exists. “Control” means beneficial ownership of fifty percent (50%) or more of the voting stock or equity in an entity.

**CERTIFICATE OF SECRETARY**

I hereby certify that I am the duly elected and acting Secretary of CDMA Certification Forum, a California nonprofit Corporation, and that the foregoing Bylaws constitute the bylaws of said Corporation as duly adopted by the Board of the Corporation on \_\_\_\_\_, 2004.

IN WITNESS WHEREOF, I have hereunto subscribed my name this \_\_\_\_ day of \_\_\_\_\_, 2005.

Executed at [San Diego], California.

\_\_\_\_\_  
\_\_\_\_\_, Secretary