

**BY-LAWS**  
**OF**  
**INTERNATIONAL ELECTRONICS MANUFACTURING INITIATIVE, INC.**  
**(iNEMI)**

A Delaware Nonstock Corporation

**ARTICLE I - NAME, OFFICES, AND PURPOSE**

**Section I-1. Name**

The name of the corporation is the International Electronics Manufacturing Initiative, Inc. ("iNEMI" or "Corporation").

**Section I-2. Offices**

The corporation shall have offices at such place or places as the Corporation's Board of Directors ("Board") shall from time to time determine.

**Section I-3. Purposes**

iNEMI is formed as a nonprofit association within the meaning of Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended, ("Code") and shall have and may exercise all the rights and powers given to nonstock corporations under the General Corporation Law of the State of Delaware. The Corporation is a not-for-profit, research and development consortium of electronics OEM manufacturers, suppliers, associations, government agencies and academic and research institutes, with a mission to forecast and accelerate improvements in the electronics manufacturing industry for a sustainable future.

**ARTICLE II - Members**

**Section II-1. Membership in iNEMI** shall be open to legally constituted entities that support the purposes of the Corporation and meet the requirements for membership set forth below.

**Section II-2. Classes of Members**

iNEMI shall have two (2) classes of membership defined as: (a) iNEMI Participating Organization; and (b) iNEMI Affiliated Organization (collectively "Members").

**Section II-3. iNEMI Participating Organization**

An iNEMI Participating Organization is a company, which, in the determination of the Chief Executive Officer, subject to review by the Board of Directors, conducts a significant level of direct and/or indirect support to the electronics industry. This includes, but is not limited to, all related activities and participation in the electronic industry design/supply chain including end products, services, materials and components.

#### Section II-4. iNEMI Affiliated Organization

An iNEMI Affiliated Organization is an organization such as a university, government agency, association, national laboratory, or similar entity, which, in the determination of the Chief Executive Officer, subject to review by the Board of Directors, is not eligible to be an iNEMI Participating Organization and whose membership in iNEMI and cooperation in Road Mapping, collaborative research and development projects and planning activities supports the purposes of the Corporation.

#### Section II-5. Qualifications for Membership

To become a member of either class of iNEMI, a company or organization must execute an iNEMI Membership Agreement, including the iNEMI Project Participation Agreement and iNEMI Intellectual Property Policy, under which the Member agrees: (i) to abide by the provisions of these iNEMI Bylaws, (ii) to pay the membership dues levied by the Board of Directors upon that Member's membership class, (iii) to abide by the terms and conditions of iNEMI's Project Participation Agreement, under which such Member may participate in joint or cooperative research or development or technical evaluation work in the field electronic manufacturing or processes as well as planning and Road Mapping activities. Except as otherwise provided within these Bylaws or the Articles of Incorporation, all questions relating to good standing, eligibility for participation, and the rights, responsibilities and privileges of Members in their capacity as such will be determined solely by the Board of Directors.

#### Section II-6. Project Participation

(a) iNEMI Participating Organizations shall be eligible to participate in Projects under the terms of the iNEMI Project Participation Agreement adopted by the Board of Directors.

(b) A Project Manager shall be appointed for each Project and shall be responsible for filing any registration that may be appropriate for that Project in a timely manner under the National Cooperative Research and Production Act of 1993, as it may be amended, or similar laws.

(c) iNEMI affiliated organizations shall be eligible to cooperate in Projects as defined in Section 3.4 of the iNEMI Project Participation Agreement.

(d) A non-member organization may participate in a Fast Turnaround Project, as defined in the iNEMI FT Project Participation Agreement adopted by the Board of Directors, in the manner provided in and subject to the terms and conditions of such agreement. The Board of Directors shall establish the dues to be paid by non-Members participating in FT Projects.

#### Section II-7. Privileges of iNEMI Participating Organizations

Each iNEMI Participating Organization in good standing shall be entitled to one seat and one vote on the iNEMI Council ("Council"), and, except as set forth below, shall be entitled to nominate one individual to serve on the Board of Directors. Nominees to the Board of Directors will be limited to those Members that qualify as iNEMI Participating Organizations as outlined in Section 3. iNEMI Participating Organizations shall have the

opportunity to participate in all iNEMI activities, including Projects and programs, and shall have access to all work products and information resulting from the Projects in which they participate, subject to the Project Participation Agreement, the iNEMI Intellectual Property Policy, and applicable Project Statements.

#### Section II-8. Privileges of iNEMI Affiliated Organizations

Each iNEMI Affiliated Organization in good standing shall have the opportunity to participate in iNEMI Road Mapping and planning activities, as well as cooperate with iNEMI project activities, and is entitled to attend iNEMI Council meetings.

#### Section II-9. Termination of Membership

A Member may be terminated if the Member no longer meets the Qualifications for Membership set forth in Section 5, becomes insolvent or bankrupt, or dissolves, or merges with (or substantially all of its voting stock or assets is acquired by) an entity that does not meet the conditions of Qualifications for Membership. In addition, a majority of the Board of Directors may terminate a Member for good cause including the commission of a felony or fraud involving iNEMI, committed by a Member, or by the individual representing an iNEMI Participating Organization on the Council or as a Board Member, but only in accordance with the following procedure:

(a) The Member is given written notice of the proposed termination of Membership and of the reasons therefore;

(b) Such written notice is delivered electronically, personally or by registered mail sent to the last address of the Member shown on iNEMI's records, provided that documentation of delivery or the inability to deliver such notice is documented;

(c) Such written notice is given at least fifteen (15) days prior to the effective date of the proposed termination or suspension of participation;

(d) Such written notice sets forth a procedure determined by the Board of Directors to decide whether or not the proposed termination should take place whereby the Member is given the opportunity to be heard by the Board of Directors, either orally or in writing, not less than five (5) days before the effective date of the proposed termination, and;

(e) The Member has not rectified, to the satisfaction of the Board of Directors, the basis for the termination of Membership within fifteen (15) days after the giving of such written notice.

(f) Prior to the completion of the aforementioned procedure, the Member shall retain all of the rights pertaining to the Member's participation category, including, if applicable, the right to vote in the election of Directors.

(g) The termination of membership shall not relieve any former Member of its obligation satisfy payment dues which are owed the Corporation or entitle such terminated member of a refund of any dues previously paid for any period of time.

(h) The Board of Directors may appoint a committee of no less than three (3) members of the Board of Directors to carry out the activities of the Board of Directors set forth in this Section 9 by a majority determination of such committee, including conducting a hearing; however, the decision of such committee shall be subject to an appeal to the Board of Directors, whose decision will be final.

(i) Termination of Membership shall automatically terminate the representative or representatives of such former Member as the representative of such Member on the Council and as a member of the Board of Directors without any further action by the Corporation.

#### Section II-10. Resignation of a Member

A Member may resign from Membership iNEMI upon no less than twelve (12) months advance written notice to iNEMI or other such shorter notice as the Board of Directors may establish by Resolution. A Member's obligation to pay dues shall continue through the date of termination of Membership. A Member's rights with respect to intellectual property upon withdrawal shall be as set forth in Project Statements that it has executed, per Section 2.7 (c) of the iNEMI Project Participation Agreement, and the applicable terms of the iNEMI Intellectual Property Policy incorporated into the Project Participation Agreement.

#### Section II-11. Assignment of Membership Rights and Obligations

No Member may assign any or all of its rights and obligations of its Membership without prior written notice to iNEMI and approval from the Board,

#### Section II-12. Membership Roll

The name and address of each Member shall be maintained in written or electronic form by the Secretary and shall be available to Members upon request. The Members shall be responsible for notifying iNEMI of all changes of name and address and such other information as may be required by the General Corporation Law of Delaware.

#### Section II-13. Dues

The Board of Directors shall establish the dues to be paid by Members. However, a Member, upon receiving notice of any increase in such dues, may avoid liability for any such increase by resigning from membership in iNEMI. During the twelve month notice period as set forth in Section II-10, the resigning member shall pay dues at the rate prior to the increase.

Dues shall be assessed against each class of Member on a calendar year basis. Unless otherwise provided by Resolution of the Board, the annual membership dues assessed to any class of Member for any calendar year shall be as established by the Board of Directors at least sixty (60) calendar days prior to the start of that calendar year. Within forty five (45) days after a Member first executes a Membership Agreement, such Member shall pay, as its initial membership dues, either (a) dues for the period of one calendar year (twelve months) or (b) in the discretion of the Chief Executive Officer, a prorated portion of the applicable annual dues attributable to the remainder of that first partial year. Thereafter, the applicable membership dues shall be paid in full for each subsequent calendar years.

## ARTICLE III - iNEMI COUNCIL

### Section III-1. Composition

The Members who are iNEMI Participating Organizations shall constitute the iNEMI Council. Each iNEMI Participating Organization is entitled to name one individual to serve as its representative on the iNEMI Council. Each such representative shall have one vote on any matter brought to a vote before the Council. An iNEMI Participating Organization may change or replace its representative at any time upon written notice to the Corporation.

### Section III-2. Meetings

The Council shall hold an Annual Meeting in the first half of each calendar year at a time and location established by the Board of Directors or, if not determined by the Board of Directors, as determined by the Chief Executive Officer. Additional meetings of the Council may be held at such times and locations as established by the Board of Directors, or if not determined by the Board of Directors, as determined by the Chief Executive Officer. To the extent permitted under the Delaware General Corporation Law, the Annual and Special Meetings of the Council may be held by electronically utilizing the Internet.

Special Meetings of the Council for any purpose or purposes prescribed in the notice of the meeting, may be called at any time by the Council, the Board of Directors, the Chairman of the Board of Directors, the Chief Executive Officer, or by iNEMI Participating Organizations entitled to cast not less than 25% (twenty-five percent) of the votes at a meeting. Upon request by any person or persons entitled to call a special meeting of the Council, the Chief Executive Officer, within twenty (20) days after receipt of the request, shall cause notice of such meeting to be given to the iNEMI Participating Organizations that a special meeting will be held at a time fixed by the Chief Executive Officer, which shall not be less than thirty (30) nor more than sixty (60) days after receipt of the request.

### Section III-3. Notice of Meetings

(a) Except as otherwise provided herein or required by Delaware General Corporate Law, written notice of the place, date, and time of all Council meetings shall be given to Members not less than thirty (30) nor more than sixty (60) days before the date on which such meeting is to be held. Such notice shall be given by email (except in the event that delivery by email cannot be accomplished, notice may be given either personally or by regular mail) addressed to the address of such Member appearing in the records of the Corporation. Any notice delivered by regular mail shall be deemed to have been given upon of the earlier of actual receipt or five (5) days after deposit in the U.S. mail, postage pre-paid. If the nominees for election to the Board of Directors, as provided in Section III-4 (b), are not included in the Notice of the Meeting, then such information shall be given to Members at least fourteen (14) days in advance of the Council meeting.

#### (b) Adjournment of Meeting

Any meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the iNEMI Participating Organization Members present, but in the absence of a quorum, no other business may be transacted at such meeting. When a meeting is adjourned to another place, date or time, written notice need not be given of the

adjourned meeting if the place, date and time thereof are announced at the meeting at which adjournment is taken; provided, however, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, written notice of the place, date and time of the adjourned meeting shall be given in conformity herewith.

(c) An iNEMI Participating Organization may waive notice of any meeting in any manner permitted by law, including without limitation through attendance at such meeting.

(d) The notice of any Annual Meeting, special meeting or other meeting of the Council shall specify those matters which the Board of Directors, at the time of the giving of the notice, intends to present for action but, except as otherwise provided by the Delaware General Corporation Law, any proper matter may be presented at the meeting for such action provided that a quorum of the iNEMI Participating Organizations are in attendance at the meeting in person or by proxy.

(e) All notices shall be sent by or at the direction of the Chief Executive Officer, or in the case of the Chief Executive Officer's failure or inability to act, by the Chairman of the Board or the Vice President of Global Operations.

#### Section III-4. Voting

(a) Only iNEMI Participating Organizations shall be entitled to vote on any matter before the Council and such Members shall vote through their duly appointed representative ("Participating Representative"). Any matter upon which iNEMI Participating Organization Members may vote may be presented to the iNEMI Participating Organization Members by email and a vote may be taken thereon by electronic ballot, electronic mail or any other means of electronic transmission approved by the Chief Executive Officer or the Board of Directors rather than at an annual or special meeting of the members. Any action taken by an electronic ballot shall be effective as if such action were taken at a duly called meeting, provided that a quorum of the Members returns a ballot.

(b) Unless the Board of Directors shall otherwise provide, voting for the election of Directors shall take place in advance of the Annual Meeting of the Council exclusively by electronic ballot, electronic mail or any other means of electronic transmission approved by the Chief Executive Officer or the Board of Directors. Each iNEMI Participating Organization in good standing shall be entitled to nominate one individual to serve on the Board of Directors. The Nominating Committee shall advise the Chief Executive Officer and the Board of Directors of the individuals nominated for election by the Committee to the Board of Directors not less than thirty (30) days in advance of the Annual Meeting and other persons authorized to make nominations to the Board of Directors under Article II, Section 7 shall inform the Chief Executive Officer of such nominations no less than twenty-one (21) days in advance of the Annual Meeting. After advising the Members of the nominees for the Board of Directors in the manner and as provided in Section III-3 (a), the Chief Executive Officer shall conduct the election of Directors from among all of those persons nominated and qualified to serve as soon thereafter as possible but in all events affording iNEMI Participating Organization Members at least seventy-two (72) hours to cast their votes and concluding the voting and tabulating of the results of the election before the Annual Meeting. The results of the election shall be announced at the Annual Meeting.

### Section III-5. Quorum

Except as may otherwise be required by the Delaware General Corporation Law, ten (10) of the iNEMI Participating Organizations participating in person or by proxy shall constitute a quorum at any meeting. The affirmative vote of a majority of the iNEMI Participating Organizations represented at the meeting and entitled to vote on any matter shall be the act of the Council, unless otherwise required by the Certificate of Incorporation, the Bylaws, or the Delaware General Corporation Law.

### Section III-6. Action Without Meeting of Council

Any action required to be taken under the General Corporation Law of Delaware at any meeting or any action which may be taken at any meeting, may be taken without a meeting, without prior notice, and without a vote, if a consent in writing setting forth the action so taken is signed by the iNEMI Participating Organizations having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all iNEMI Participating Organizations were present and voted. Every written consent shall bear the date of signature of each iNEMI Participating Organization who signs the consent and no written consent shall be effective to take the corporate action referred to therein unless, within sixty (60) days of the earliest dated consent delivered to iNEMI in the manner set forth in this Section, written consents signed by a sufficient number of iNEMI Participating Organizations to take action are delivered to iNEMI. iNEMI Participating Organizations shall deliver the consent by electronic mail, by hand or by certified or registered mail, return receipt requested.

### Section III-7. Proxies

iNEMI Participating Organizations may vote in person or by proxy.

### Section III-8. Record Date

(a) The Board of Directors may fix, in advance, a time in the future as the record date for the determination of the iNEMI Participating Organizations entitled (i) to notice of or to vote at any Council meeting or any adjournment thereof, (ii) to consent to a corporate action in writing without a meeting, or (iii) to exercise any rights in respect to any other lawful action.

Said record date (i) shall not be more than seventy (70) nor less than twenty (20) days before such meeting, (ii) shall not be more than ten (10) days after the date upon which the resolution fixing the record date for a consent to such corporate action is adopted by the Board of Directors, and (iii) shall be not more than seventy (70) days prior to such other action, respectively.

(b) If no record date is fixed by the Board of Directors, the record date shall be fixed in accordance with the Delaware General Corporation Law.

### Section III-9. Order of Business

The order of business at all meetings shall be as determined by the presiding officer, but the order of business to be followed at any meeting at which a quorum is present may be changed by a majority vote of the iNEMI Participating Organizations.

## ARTICLE IV - BOARD OF DIRECTORS

### Section IV-1. Powers

The Board of Directors shall have ultimate responsibility for and oversight of the business, operational, and general affairs of iNEMI. Specifically, the Board shall review the performance of all iNEMI projects, establish committees of the Board and appoint the chair people thereof, set and determine all budgets and fees, and take any other action which does not conflict with the Articles of Incorporation, these Bylaws, and the Delaware General Corporate Law.

### Section IV-2. Number of Directors

#### (a) Elected Directors

The number of Directors shall be established by The Board of Directors, provided that there shall be not fewer than eight (8) Directors or more than thirteen (13) Directors. Directors shall reflect the diversity of the electronics manufacturing industry and shall include representatives of iNEMI Participating Organizations: (i) who produce end-manufactured electronic products ("OEM Representatives"); (ii) who produce components, materials, subassemblies or equipment used in manufacturing electronic products ("Supplier Representatives"); (iii) who are Electronics Manufacturing Services providers ("EMS Representatives") and (iv) other iNEMI Participating Organization Members.

#### (b) Ex-Official Directors

The Chief Executive Officer and the two (2) Chairs of the iNEMI Technical Committee shall serve as non-voting ex-officio members of the Board of Directors. The Board of Directors may appoint government representatives and representatives of research institute members, who works with the electronics industry, and such additional individuals, as it deems appropriate, as ex-official non-voting members of the Board of Directors.

### Section IV-3. Election and Term of Office

(a) The elected Directors will be elected annually by the iNEMI Participating Organizations as provided in Article III, Section 4. Directors elected will serve for a period of three (3) years except that the initial terms of members of the Board of Directors beyond the ten (10) Directors elected and serving for the period 2013-2014, may be staggered over three (3), two (2), or one (1) year terms as determined by the Board of Directors.

(b) A Director shall hold office until the earlier of (i) the expiration of the term for which such Director was elected and such Director's successor is elected and qualified, (ii) the

death, resignation, or removal of the Director or (iii) the termination of the iNEMI Participating Organization which such Director represents.

(c) The Chairman and Vice Chairman at the Board of Directors (if such office is occupied) shall be elected by the Board at its Annual Board meetings and shall serve for terms of one year or until their successor(s) are elected.

#### Section IV-4. Resignation

Any Director may resign at any time by giving written notice of such resignation to the Chairman of the Board or the Chief Executive Officer. Such resignation shall take effect at the time specified in the notices provided, however, that if the resignation is not to be effective upon receipt of the notice by iNEMI, iNEMI must accept the effective date specified subject to Section 3. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

#### Section IV-5. Removal

Any or all Directors may be removed by a vote of a majority of the iNEMI Council entitled to vote by action at a meeting of the Council or by written consent; provided, however, that a Director that was nominated by a Council member of an iNEMI Participating Organization shall only be removed without cause if the Council member of the iNEMI Participating Organization that nominated such Director votes in favor of his removal. For purposes of this Section, cause includes the commission by a Director of an act of fraud or embezzlement against iNEMI, a conviction of a felony in any Federal court (or a guilty plea or a plea of nolo contendere related thereto), or the willful disclosure or unauthorized use of confidential information which has a material adverse effect on iNEMI or any of its Members.

#### Section IV-6. Vacancies

(a) A vacancy on the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Director, or if the iNEMI Board of Directors or Council declares vacant the position of any Director.

(b) Further, a vacancy on the Board of Directors shall also be deemed to exist in the event that a Director fails to attend two (2) consecutive Meetings of the Board of Directors (regardless of whether such Meetings are Regular or Special Meetings). Such vacancy shall exist at the conclusion of such second consecutive Meeting unless, because of extraordinary circumstances, the Board of Directors shall otherwise provide by a majority vote of the Board of Directors.

(c) In the event of a vacancy on the Board of Directors, the iNEMI Participating Organization whose representative created the vacancy as well as any member of the Board of Directors, shall be entitled to nominate individuals to fill the vacancy on the Board for the remainder of that vacating Director's term. Such replacement Director shall be elected by a majority vote of the Board of Directors.

#### Section IV-7. Annual and Regular Meetings

The Board of Directors shall hold its Annual Meeting in conjunction with the Annual Meeting of the Council. The Board of Directors may provide by resolution the time and place for the holding of Annual and regular meetings of the Board.

#### Section IV-8. Special Meetings

Special meetings of the Board shall be held whenever called by the Chairman of the Board, the Chief Executive Officer or any three (3) Directors.

#### Section IV-9. Telephonic Meetings

Members of the Board of Directors may participate in a regular or special meeting through use of conference telephone or similar communications equipment, so long as all members in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

#### Section IV-10. Notice of Special Meetings

Written notice of the time and place of special meetings of the Board of Directors shall be delivered by email, in person or by registered mail, at least five (5) days prior to the time of the holding of the meeting. Such notice may be given by the Secretary, or by the person or persons who called said meeting. Such notice need not specify the purpose of the meeting. Notice shall not be necessary if appropriate waivers, consents and/or approvals are filed in accordance with Section 11.

#### Section IV-11. Waiver of Notice

Notice of a meeting need not be given to any Director who signs a waiver of notice, or a written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors, or of a committee of Board of Directors, need be specified in any such waiver, consent or approval.

#### Section IV-12. Action Without Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

#### Section IV-13. Quorum

One-half of the total number of Directors established pursuant to Section 2(a) shall constitute a quorum.

#### Section IV-14. Adjournment

Any meeting of the Board of Directors, whether or not a quorum is present, may be adjourned to another time and place by the vote of a majority of the Directors present. Notice of the time and place of the adjourned meeting need not be given to absent Directors if said time and place are fixed at the meeting adjourned; provided, however, that if the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

#### Section IV-15. Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect, copy and make extracts of, in person or by agent or attorney, all books, records and documents of every kind (subject to the discretion of the Board of Directors to withhold information that is relevant to any proceeding to terminate a Member or to remove a Director) and to inspect the physical properties of iNEMI as may be reasonably related to his position as Director; provided, however, that if such books, records, or documents are confidential or contain proprietary data of a Member, such Director may be required by the Board of Directors to execute any appropriate non-disclosure agreements.

#### Section IV-16. Compensation of Directors

Directors shall not receive any salary for their services as Directors. Directors may be reimbursed in such amounts as may be determined from time to time by the Board for expenses paid while acting on behalf of iNEMI or expenses incurred in attending meetings of the Board, so long as such expenses have not been paid by an iNEMI Participating Organization. Nothing herein contained shall be construed to preclude any Director from serving iNEMI in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefore.

#### Section IV-17. Committees

##### (a) Standing Committees of the Board of Directors

The Standing Committees of the Board of Directors shall be the (i) Nominating Committee and the (ii) Finance and Audit Committee and shall be composed exclusively of Directors appointed by the Board of Directors at its Annual Meeting. The Nominating Committee shall be responsible for nominating persons for election as Directors in the manner proscribed in Article III, Section 4. The Finance and Audit Committee shall advise the Board on the Corporation's current and projected revenues, expenses and budgets and shall review the annual audit of the corporation and advise the Board concerning the Corporation's financial statements the selection of auditors and responses to the recommendations of the auditors.

##### (b) Other Committees of the Board of Directors

The Board of Directors may appoint additional committees consisting of Directors and/or non-Directors, as the Board of Directors deems advisable, to perform general or special duties pertaining to iNEMI's management, activities, and affairs, provided that the activities and

affairs of iNEMI shall be managed, and all corporate powers shall be exercised, under the ultimate direction of the Board of Directors.

(c) Technical Committees

The Chief Executive Officer or the Vice President of Global Operations shall establish and appoint the Chair, Vice Chair and members of various technical committees including the Technical Committee, Technology Integration Groups (TIGS), Technology Working Groups (TWGS) and other related technical and working groups as they deem prudent and useful, subject to review by the Board of Directors.

(d) Committee Governance

Except as otherwise provided in these Bylaws or by resolution of the Board of Directors, each committee shall adopt its own rules governing the time and place of holding and the method of calling its meetings and the conduct of its proceedings and shall meet as provided by such rules, and it shall also meet at the call of any member of the committee.

Section IV-18. Chairman of the Board

The Chairman of the Board shall, if present, preside at all meetings of the Board of Directors and the Council.

Section IV-19. Vice Chairman of the Board

The Vice Chairman of the Board (if such position is occupied) shall carry out the duties of the Chairman in the event of absence or unavailability of the Chairman.

ARTICLE V - OFFICERS

Section V-1. Officers

The officers of iNEMI shall be Chief Executive Officer, Vice President of Global Operations, Treasurer and Secretary. Unless otherwise provided by the Board of Directors, the person elected Chief Executive Officer shall also serve as Secretary of the Corporation and the person elected Vice President of Global Operations shall also serve as Treasurer.

Section V-2. Election and Term

The officers of iNEMI shall be elected by the Board of Directors at the Annual Meeting and may be removed at any time, with or without cause, by the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Officers need not be chosen from among the Directors. Except in the case of death, resignation, removal or disqualification, Officers shall serve until their successor is elected.

Section V-3. Subordinate and Other Officers

The Board of Directors may appoint such other and subordinate officers as the business of iNEMI may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

#### Section V-4. Resignation

Any officer may resign at any time by giving written notice to iNEMI subject to the rights, if any, of iNEMI under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### Section V-5. Vacancies

A vacancy in any office arising because of death, resignation, removal, or any other cause shall be filled either by election by the Board of Directors at the Annual Meeting or at a Special Meeting or by unanimous written consent of all Directors without a meeting as provided Section IV-12 of the Bylaws.

#### Section V-6. Chief Executive Officer

The Chief Executive Officer shall be responsible for managing the affairs of iNEMI, subject to the direction of the Board of Directors. The Chief Executive Officer shall assume all of the responsibilities assigned to the office previously titled "Executive Director."

#### Section V-7. Vice President of Global Operations

The Vice President of Global Operations shall manage and conduct the day to day committee and technical operations of iNEMI subject to the direction of the Chief Executive Officer.

#### Section V-8. Secretary

(a) The Secretary shall keep, or cause to be kept, electronic or written records of the proceedings of the Board of Directors, Council and committees. Such records shall include all waivers of notice, consents to the holding of meetings, or approvals of the minutes of meetings executed pursuant to these Bylaws or the Delaware General Corporation Law. The Secretary shall keep, or cause to be kept, at the principal office, a record of iNEMI's Members including the names and addresses of all representatives of Members.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the Members and of the Board of Directors required by these Bylaws or by law to be given, and shall cause the seal of iNEMI to be kept in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

#### Section V-9. Treasurer

The Treasurer shall serve as chief financial officer of iNEMI and shall supervise the preparation of financial statements and the audit of the corporation. The Treasurer shall be responsible for managing the corporation's investments and maintaining iNEMI's bank accounts.

## ARTICLE VI - BOOKS AND RECORDS

### Section VI-1.

The corporation shall keep as permanent records, in written or electronic form records of all meetings and actions taken by the Council, Board of Directors and Committees.

### Section VI-2.

The corporation shall maintain appropriate accounting records. A copy of the following records shall be kept at the Corporations' principal place of business: the Articles of Incorporation with all amendments currently in effect; the Bylaws with all amendments currently in effect; the names and addresses of the Members and their Individual Representatives along with the designation of their Class of Membership; the most current audited financial statements and Annual Report to the Delaware Secretary of State; the names and addresses of the Board of Directors and Officers of the Corporation; and the most current annual federal income tax return filed with the Internal Revenue Service.

## ARTICLE VII - INDEMNIFICATION

### Section VII-1. Indemnification

(a) iNEMI shall indemnify to the fullest extent permitted by the Delaware General Corporate Law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings (including by or on behalf of iNEMI) whether civil, criminal, administrative, or arbitrative or investigative (other than an action by or in the right of iNEMI) by reason of the fact that such person is or was a director, officer, employee or agent of iNEMI, or is or was serving at the request of iNEMI as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided that the individual acted in good faith and in a manner he or she believed to be in, or not opposed to, the best interest of the Corporation.

(b) Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by iNEMI in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount in the event it shall ultimately be determined that such person is not entitled to be indemnified by iNEMI as authorized in this Article.

(c) iNEMI shall obtain insurance suitable for the provision of the indemnification set forth in this provision.

## ARTICLE VIII - SEAL AND FISCAL YEAR

### Section VIII-1. Seal

The Board of Directors may adopt a corporate seal which shall be in the form of a circle and shall bear the full name of iNEMI and the year and state of its incorporation.

Section VIII-2. Fiscal Year

The fiscal year of the Corporation shall end on December 31, unless the Board of Directors shall adopt a different fiscal year.

ARTICLE IX - AMENDMENTS

Section IX-1. Power of the Board

Except as otherwise provided by the Delaware General Corporation Law or by the Certificate of Incorporation, these Bylaws may be adopted, amended, or repealed by the affirmative vote of a majority of the Board of Directors.