

BYLAWS
OF
INTERNET SOFTWARE CONSORTIUM

November 11, 1997

BYLAWS
OF
INTERNET SOFTWARE CONSORTIUM
a California nonprofit corporation

ARTICLE I: OFFICES, REGISTERED AGENT

1.1 **Offices.** The principal office of this Corporation shall be located in Redwood City, County of San Mateo, California. The corporation may have such other offices, either within or without the State of California, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

1.2 **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 address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II: PURPOSES

The primary objectives and purposes of this corporation shall be:

- (i) To support the development of freely-available computer software programs which implement core Internet protocols and standards; and
- (ii) To participate in any other such activities in furtherance of the general purposes of the corporation, as determined by the Board of Directors.

ARTICLE III: BOARD OF DIRECTORS.

3.1 **General Powers.** The affairs, activities and property of the corporation shall be managed, directed and controlled by and its power exercised by and vested in the Board of Directors. Directors need not be residents of the State of California.

3.2 **Number, Tenure and Qualifications.** The number of directors shall be not less than two nor more than fifteen; and the exact number of directors shall be fixed by approval of the Board of Directors. Each director shall hold office for a term of one year and until his or her successor is elected and duly qualified.

3.3 **Election of Directors.** Initial Directors of the corporation shall be elected by the Incorporator or Incorporators of the corporation. Thereafter, Directors shall be designated to serve on the Board of Directors by the vote of a majority of the Directors then serving on the Board, or by selection of the sole remaining Director.

3.4 **Regular Meetings.** A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw. The Board of Directors may provide by resolution the time and place, either within or without the State of California, for the holding of additional regular meetings of the Board without other notice than such resolution.

3.5 **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board, the President, any Vice President, the Secretary, or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of California, as a place for holding any special meeting of the Board called by them.

3.6 **Telephonic Meetings.** Directors may participate in a meeting through use of conference telephone, electronic video screen communication or similar communications equipment, so long as all of the following apply: (a) each member participating in the meeting can communicate with all the other members concurrently; and (b) each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and (c) the corporation adopts and implements from means of verifying both of the following: (i) a person communicating by telephone, electronic video equipment or other communications equipment is a director entitled to participate in the board meeting; and (ii) all statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director. Participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

3.7 **Notice.** Notice of any special meeting of the Board of Directors shall be held upon four (4) days' notice by first class mail or 48 hours notice delivered personally or by telephone, including a voice messaging system or other system of technology designed to record and communicate messages, telegraph, facsimile, electronic mail or other electronic means, to each Director at his or her address shown on the records of the corporation. Regular meetings shall be held upon similar notice if notice is required for such meetings. If mailed, such notice shall be deemed delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is to be given by telegram, such notice shall be deemed delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice

of such meeting, except where a Director attends a meeting with the express purpose of objecting to the transaction because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

3.8 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at such meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. If the meeting is adjourned for more than 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.

3.9 Manner of Acting. The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number of Directors is required by law or by these bylaws.

3.10 Vacancies. Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors, or by a sole remaining Director. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

3.11 Compensation. Directors as such shall not receive any stated salaries for their services, but by a resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing contained herein shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

3.12 Action by the Board of Directors Without a Meeting. Any action required at law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the Directors. The written consent or consents shall be filed with the minutes of the proceedings of the Board and the action taken shall have the same force and effect as a unanimous vote of Directors. For purposes of this Section 3.12 only, "all of the Directors" shall not include an "interested Director" as defined in Section 5233 of the California Nonprofit Corporation Law.

3.13 **Liability of Directors.** Except as provided in Section 5233 of the California Nonprofit Corporation Law, a person who performs the duties of a director in accordance with Section 5231(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.

ARTICLE IV: OFFICERS

4.1 **Officers.** The officers of this corporation shall be a President/Executive Director or Chairperson of the Board or both, one or more Vice Presidents, a Secretary, a Treasurer/Chief Financial Officer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistance Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except neither the Secretary nor the Treasurer/Chief Financial Officer may serve concurrently as the President or Chairperson of the Board.

4.2 **Election and Term of Office.** The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor has been elected and duly qualified.

4.3 **Resignation.** Any officer may resign at any time by delivering a written notice to the Secretary of the Corporation, or to the Chairperson of the Board. The acceptance of such resignation by the Board of Directors, unless required by the terms thereof, shall not be necessary to make the same effective.

4.4 **Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any of the officer so removed.

4.5 **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired term.

4.6 Chairperson of the Board. The Chairperson of the Board shall preside at all meetings of the Board of Directors of the corporation, and shall have such other powers and duties not inconsistent with these bylaws as may be assigned to him or her from time to time by the Board. In the absence of the Chairperson of the Board, the President of the corporation shall preside at meetings of the Board.

4.7 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 also use the designation "Executive Director." The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, 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; and 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.

4.8 Vice President. In the absence of the President or in the event of the inability or refusal to act, the Vice President (or in the event there shall be more than one Vice President, the Vice Presidents in the order of their election), shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to such Vice President by the President or by the Board.

4.9 Treasurer/Chief Financial Officer. If required by the Board of Directors, 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. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these bylaws; and in general perform all the duties incident to the office of Treasurer/Chief Financial Officer and such other duties as from time to time may be assigned or him or her by the President or by the Board.

4.10 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more 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 the Board member which shall be furnished to the Secretary by each Board member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

4.11 Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer/Chief Financial Officer or the Secretary or by the President or the Board of Directors.

4.12 Records. Officers of the corporation shall make available for inspection at reasonable times to the Board of Directors all official records of the corporation for which they are responsible. Upon leaving office, each officer shall turn over to his or her successor in good order such moneys, books records, documents and other property of the corporation as have been in his or her custody during his or her term of office.

ARTICLE V: COMMITTEES

5.1 Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the corporation, except that no such committee shall have the authority of the Board in reference to amending, altering, or repealing the bylaws; electing, appointing or removing any members of such committee or any Director or officer of the corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan or merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of assets of the corporation; or amending, altering or repealing any resolution of the Board which by its terms provided that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or such Director by law.

5.2 Other Committees. Other committees not having and exercising

the authority of the Board in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present.

5.3 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board and until his or her successor is elected and duly qualified, unless the existence of the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

5.4 Chairperson. One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

5.5 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

5.6 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

5.7 Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VI: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

6.1 Contracts. The Board of Directors 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.

6.2 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 of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer/Chief Financial Officer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

6.3 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.

6.4 Gifts. The Board of Directors 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 VII: BOOKS AND RECORDS

7.1 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 of Directors and committees having any of the authority of the Board of Directors. The financial records and all other corporate records, and the minutes of all meetings of the Board of Directors 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.

7.2 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.

7.3 Annual Report. The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and, if the corporation has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- (i) The assets and liabilities, including the trust funds, of the corporation as at the end of the fiscal year;
- (ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (iii) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (iv) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- (v) Any information required by section 8 of this Article.

The annual report shall be accompanied by any report thereon of independent accounts, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit and from the books and records of the corporation.

ARTICLE VIII. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This corporation shall mail or deliver to all directors and any and all members within one hundred and 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 or 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 Dollars (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000). Similarly, the statement need only be provided with respect to indemnification or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this section 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.

If this corporation has any members and provides all members with an annual report according to the provisions of Article VII of these bylaws, then such annual report shall include the information required by this Article.

ARTICLE IX: FISCAL YEAR

The corporation's fiscal year shall be determined by resolution of the Board of Directors of the corporation at a meeting duly noticed and held in accordance with these bylaws.

ARTICLE X: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the State of California's 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

11.1 Right of Indemnity.

(i) 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, such person shall be indemnified to the full extent permitted by law against expenses actually and reasonably incurred by such person in connection with such proceeding.

(ii) 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 5238 of the California Nonprofit Public Benefit Corporation Law.

(iii) 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.

11.2 Approval of Indemnity Any indemnification under this Section 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 5238(b) and (c) of the California Nonprofit Corporation Law, by a majority vote of a quorum of the Board of Directors consisting of directors who are not parties to such proceedings or as otherwise set forth in Section 5238 of the California Nonprofit Corporation Law.

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 5238 of the California Nonprofit Corporation Law.

ARTICLE XII: AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the directors present at any regular or special meeting of the Board.

ARTICLE XIII: AMENDMENT OF ARTICLES OF INCORPORATION

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 the approval of the Board of Directors.

13.2 Amendment of Articles After Admission of Members. After members, if any, have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of the corporation.

13.3 Certain Amendments. Notwithstanding the above sections of this Article, 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 by Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE XIV: PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, 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 profits 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 its public or charitable purposes, provided further that such compensation is otherwise permitted by these Bylaws and fixed by resolution of the Board of Directors. No such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the

corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

ARTICLE XV: MEMBERS

15.1 No Members. This corporation shall have no members.

15.2 Approval of Board of Directors. Pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this corporation, require approval of the majority of all members or approval by the members, shall only require the approval of the Board of Directors.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary of Internet Software Consortium, a California nonprofit corporation, and that the foregoing bylaws constitute the Bylaws of said corporation as duly adopted by the Board of Directors of the corporation on November 11, 1997.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of this corporation as of this 11th day of November, 1997.



Paul Vixie, Secretary

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