

**AMENDED AND RESTATED BYLAWS OF THE SOCIETY OF CABLE  
TELECOMMUNICATIONS ENGINEERS  
INTERNATIONAL SOCIETY OF BROADBAND EXPERTS, INC.**

**ARTICLE I: NAME:** The name of this organization shall be “Society of Cable Telecommunications Engineers / International Society of Broadband Experts, Inc.” (the “Society”). The Society is incorporated under the Non-profit Corporation Act of the State of New Jersey (the “NCA”) and is organized and operated exclusively as a single member corporation to (i) promote the common business interests of individuals and businesses in the cable telecommunications and broadband industry within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”) and (ii) do such acts and carry on such business as may be permitted by nonprofit corporations under the NCA and all other applicable laws in order to accomplish the above purposes.

**ARTICLE II: OFFICE:** The business office and headquarters of the Society, shall be at 140 Philips Road, Exton, Pennsylvania 19341-1318, until otherwise established by a vote of a majority of the entire Board of Directors, hereinafter referred to as the “Board,” and changed by an appropriate amendment to the Articles of Incorporation.

**ARTICLE III: FISCAL YEAR:** The fiscal year of the Society shall be January 1 to December 31. In addition to any other management or operating budgets, the Society shall prepare a budget for the period July 1 to June 30 (the ‘Budget Year’) for approval by the Board and submission to the CableLabs Board of Directors (the “CableLabs Board”), for final approval.

**ARTICLE IV: PURPOSE:** The Society, a 501 (C)(6) organization, is organized to develop, increase and spread both theoretical and practical technical knowledge of cable telecommunications and broadband communications systems thereby providing opportunities for the professional and technical growth of its membership and the industry. The Society and its divisions may engage in any of the following activities or in any other activities that will fulfill its purposes:

- A. Establish** standards of professional and technical accomplishment by engineers and technicians working in cable telecommunications and broadband communications industries and to promote public or private recognition of those standards and their achievement.
- B. Establish** local and regional divisions of Society members, primarily to train members in cable telecommunications and broadband communications technologies and secondarily to promote any other purposes of the Society.
- C. Encourage,** sponsor, promote and hold local, regional and national meetings, seminars, trade shows and training meetings.
- D. Encourage,** sponsor, promote and award technical scholarships.
- E. PROMOTE** active participation in training and testing for SCTE Certification Programs.

**F. Promote** communication on issues of technical and/or mutual concern between cable telecommunications and broadband communication industries and:

1. Users of cable telecommunications and broadband communications systems.
2. Various related agencies (both public and private).
3. Radio, television and similar broadcast industries.
4. The television viewing public.

**G. Develop** and publish recommended standards and practices for equipment, its installation, performance, maintenance and testing, and other activities that support these purposes.

#### **ARTICLE V: SOLE MEMBER AND ASSOCIATE MEMBERS:**

**A. Eligibility.** The sole member and sole voting member in the Society shall be Cable Television Laboratories, Inc., a 501 (C)(6) organization and Delaware nonstock corporation (“CableLabs”) which shall solely be entitled to vote upon any matter with respect to which the NCA requires a vote of the members or membership. In addition, the Society may create additional nonvoting participation levels (“associate members”) to include:

1. Any person shall be eligible for nonvoting associate membership in this Society who is:
  - a. Employed full or part time in the cable telecommunications or broadband communications industry, or
  - b. Employed full or part time in radio or television broadcasting, or
  - c. Employed full or part time in a field closely allied to one of the above, or
  - d. A member of a regulatory agency or legislative branch of federal, state, regional or local government concerned with the technical operation of cable telecommunications or broadband communication systems, or
2. Any firm or corporation sincerely interested in the development and furtherance of cable telecommunications or broadband communications technologies, shall be eligible for nonvoting associate membership in this Society.

Additional requirements for nonvoting associate membership may be promulgated by the Board from time to time, provided no associate members shall be considered a member for purposes of the NCA and CableLabs shall be the sole entity entitled to vote upon any matter with respect to which the NCA requires a vote of the members or membership. These requirements shall be set forth in a writing known as the “Policies and Procedures of the Society of Cable Telecommunications Engineers / International Society of Broadband Experts” hereinafter referred to as the “Policies and Procedures.” The Policies and Procedures shall be available to associate members and nonmembers upon written request to the Secretary in care of Society headquarters.

**B. Annual Meetings.** There shall be at least one (1) general membership meeting each calendar year (on a day designated by the Board sufficiently prior to (i) the Board meeting approving the Society’s annual budget based on the Budget Year and (ii) the CableLabs Board meeting approving said budget). The purpose of the general membership meeting shall be for CableLabs to receive the annual reports of officers, Directors, as defined in Article VI, Subparagraph A below, and committees and for the transaction of other business. Notice of the meeting shall be provided either personally or by mail (which shall include “mail” via email) to the President and CEO and General Counsel of CableLabs not less

than ten (10) nor more than sixty (60) days before the date of the meeting, unless otherwise required by the NCA.. All meeting notices shall clearly show the place, date, time and purpose of the meeting, unless otherwise required by the NCA.

**C. Special Meetings.** Special meetings for CableLabs as the sole member may be called by CableLabs, the President and CEO of the Society or the Board as provided by the NCA.

**D. Waiver of Notice.** CableLabs may waive notice of any general membership or special meeting, as permitted by the NCA.

**E. Quorum.** The presence in person or by proxy of the President and CEO of CableLabs shall be required for the transaction of business.

**F. Voting and Proxies.** CableLabs shall be entitled to the sole vote upon each matter submitted to a vote at any general membership or special member meeting of the Society. In addition to any voting rights provided in these bylaws, CableLabs shall be entitled to vote upon any matter with respect to which the NCA requires a vote of the members or membership. Except for the election of Vendor and At-large representatives on the Board, as such terms are defined and as further described in Article IV, associate members shall have no voting rights in these bylaws and shall have no voting rights with respect to any matter which the NCA requires a vote of the members or membership. Unless otherwise required by these bylaws, the manner of voting on any matter, including changes to the Articles or bylaws, by CableLabs at any general membership or special meeting may be by proxy. A proxy shall be in writing and shall be revocable at the pleasure of CableLabs. Unless the duration of the proxy is specified, it shall be invalid eleven (11) months following its execution date.

**G. Chapters and other Divisions.** Any group of the Society's associate members in the United States or internationally may organize a Society chapter or other division of the Society ("Chapter"), subject to the terms and conditions of these bylaws and of the Policies and Procedures as referenced in Subparagraph A of this Article V.

**H. Dues and Fees.** The Board and CableLabs shall both approve by resolution and determine the amount of the initiation fee, if any, and all dues payable to the Society by the sole member and by associate members of all grades and categories. Dues shall be payable in advance. An associate member's Society anniversary date is the date such member joined the Society. New associate members may join the Society at any time. However, with respect to associate membership dues the amount will be prorated in such a manner to result in their annual dues renewal payment to be January 1. Inactive associate membership status will result if dues are not paid by March 31. If dues are unpaid for a period of twelve (12) months the associate membership shall be automatically terminated for continuous associate membership purposes, and the individual must apply for associate membership as a new associate member.

There shall be no local membership dues structure for Chapters or meeting groups. Chapters and meeting groups shall have the option to charge a nominal fee for local events, maintain mailing lists and perform other routine tasks necessary to conduct Chapter and meeting group business, as long as they are not billed as membership dues.

**I. Termination.** Upon termination of associate membership, all rights and privileges of associate membership in this Society shall cease. An associate member may voluntarily terminate its membership upon written notice to the Secretary and to the President and CEO of the Society. Such termination will become effective on the date the written notice is received. No refund of dues will be made upon any termination of associate membership. Associate members may be terminated as follows:

1. Voluntary. Any associate member may voluntarily terminate associate membership by written notice to the Secretary and President and CEO of the Society: Such termination will become effective on the date specified in the notice, or upon receipt if no date is specified therein.
2. Automatic. Any associate member shall be automatically terminated from the Society if dues remain unpaid for twelve months after such associate member's Society anniversary date, in accordance with section H above.

Any associate member may be suspended temporarily, or permanently expelled from the Society, for violation of its bylaws, or for conduct prejudicial to the Society. Any such action shall require a two-thirds (2/3) vote of the entire Board, then in office. At least thirty (30) days before any vote may be taken; the associate member shall be notified in writing of the particulars of the charges and reasons for suspension or expulsion, and the time and place where the vote is to be taken. The associate member shall be entitled to present to the Board any defense prior to the Board's vote.

**J. Associate Member-Elected Regional Representatives:** The Associate Member-Elected Regional Representatives shall be responsible for representing the needs of the general membership and Chapters and to bring ideas for consideration to any of the Standing Committees, as described in Article VIII, Subparagraph C below. Regional Representatives will serve a two-year term beginning January. . The elected Regional Representatives of the Society are elected as set forth in the Policies and Procedures. All Regional Representative will serve on the Chapter Support & Membership Committee, as described in Article VIII, Subparagraph C(6) below.

**ARTICLE VI: BOARD OF DIRECTORS:** The Board shall be responsible for establishing the Policies and Procedures of the Society and for the supervision of the Society.

**A. Number.** The Board shall consist of fourteen (14) voting members, consisting of eight (8) CableLabs representatives, three (3) vendor representatives, and three (3) at-large representatives, and include three (3) ex officio, nonvoting members (collectively the "Directors") elected and appointed as described in Subparagraph F of this Article.

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**B. Powers and Duties.** The Board shall have full power to conduct and manage the business and affairs of the Society. In carrying out its duties, the Board shall:

1. Meet a minimum of three times each calendar year.
2. Prescribe the procedure for admission of associate members and approve all evidence and emblems of membership.
3. Develop and ensure the implementation of the strategic vision and direction of the Society.

4. Cause to be prepared, approve and monitor an annual budget for the Society.
5. Determine the selection and election procedure implementing Article VI, Subparagraph F, of these bylaws.
6. Designate the number and geographical area of the Society's Regions.
7. Maintain a set of written Policies and Procedures which further define the manner in which the Society shall conduct itself. Such Policies and Procedures may be established, repealed or amended by a two-thirds (2/3) vote of the entire Board, then in office.

**C. Additional Board Functions.** In addition to the powers and duties outlined in subparagraph B of this Article, the Board may:

1. Hold meetings at such times and places as it deems proper, subject to Subparagraph G of this article.
2. Suspend or expel associate members and Board members in accordance with these bylaws.
3. Appoint committees on particular subjects from members of the Board, or from the member or associate members of the Society at large.
4. Print and circulate documents and publish articles.
5. Correspond and communicate with Congress, the Executive Branch, any other governmental bodies, and other associations or entities interested in matters of concern to the Society.
6. Invest and deal properly with the funds and assets of the Society, including, but not limited to, the buying, selling, receiving and delivering of stocks, bonds, money market funds, commercial paper and similar types of investments as may be otherwise prescribed in the Policies and Procedures.
7. Employ agents.
8. Set fees for any Society activities or publications and provide adequate funding to perpetuate the Society's various activities and purposes.
9. Plan and carry out other measures or actions it deems proper and expedient to promote the purposes of the Society and to best protect the interests and welfare of its members.

**D. Term.** All Appointed Directors shall serve a two (2) year term. Notwithstanding the foregoing, each Director shall serve until his or her successor is seated.

**E. Qualification.** Each Director must be a senior executive of a CableLabs member or a Society associate member with day to day executive responsibility in engineering, technical operations, or field operations and who supports the Society's Purpose as set forth in Article IV above.

**F. Election and Appointment.** The Directors shall be elected and appointed as set forth below.

1. The President and CEO of the Society, the chair of the Board of the Society and the President and CEO of CableLabs shall nominate eight (8) candidates to represent the members of CableLabs, who are operators of cable-based communication systems, with eight (8) seats on the Board and submit those candidates for the review, approval and appointment by the CableLabs board of directors. Upon approval, the CableLabs board of directors shall appoint those eight (8) candidates to the Board as voting members (the "CableLabs representatives").
2. The Society's Nominations Committee shall solicit, review and vet vendor nominees to the Board submitted by the Society's associate members and by the Nominations Committee itself and shall, in its sole discretion, prepare a proposed slate of not less than four (4) qualified candidates to serve as the three (3) vendor representatives on the Board. The Nominations Committee shall provide such proposed slate to the CableLabs board of directors to approve each candidate prior to submission of the ballot slate to associate members for election. Any candidate that is not approved by the CableLabs board of directors must be removed from the proposed slate of candidates. If the proposed slate does not contain at least four (4) candidates for the three (3) vendor positions, additional vendor candidates shall be added to the proposed slate. The Nominations Committee may nominate additional candidates or seek nominations from associate members. The Nominations Committee shall then vet the additional vendor candidates and provide the new proposed slate of vendor candidates to the CableLabs board of directors for approval. This process shall continue until the proposed slate contains at least four (4) vendor candidates (approved by the Nominations Committee and by the CableLabs board of directors) to fill the open positions for the Board vendor representatives, at which time, the proposed slate shall become the ballot slate which shall be disseminated to associate members with each associate member entitled to vote for up to three (3) of the vendor candidates. The three (3) vendor candidates receiving the largest number of votes among all the vendor candidates on the ballot slate shall be appointed by the CableLabs board of directors to the Board as voting members (the "Vendor representatives").
3. The Society's Nominations Committee shall solicit, review and vet at-large nominees to the Board submitted by the Society's associate members and by the Nominations Committee itself and shall, in its sole discretion, prepare a proposed slate of not less than four (4) qualified candidates to serve as the three (3) at-large representatives on the Board. The Nominations Committee shall provide such proposed slate to the CableLabs board of directors to approve each candidate prior to submission of the ballot slate to associate members for election. Any candidate that is not approved by the CableLabs board of directors must be removed from the proposed slate of candidates. If the proposed slate does not contain at least four (4) candidates for the three (3) at-large positions, additional at-large candidates shall be added to the proposed slate. The Nominations Committee may nominate

additional candidates or seek nominations from associate members. The Nominations Committee shall then vet the additional at-large candidates and provide the new proposed slate of at-large candidates to the CableLabs board of directors for approval. This process shall continue until the proposed slate contains at least four (4) at-large candidates (approved by the Nominations Committee and by the CableLabs board of directors) to fill the open positions for the Board at-large representatives, at which time, the proposed slate shall become the ballot slate which shall be disseminated to associate members with each associate member entitled to vote for up to three (3) of the at-large candidates. The three (3) at-large candidates receiving the largest number of votes among all the at-large candidates on the ballot slate shall be appointed by the CableLabs board of directors to the Board as voting members (the “At-large representatives”).

4. The CEOs of the Society, CableLabs and NCTA will each serve, or designate their representative to serve, as an ex officio, nonvoting member of the Board.

**G. Meetings.** A regular meeting of the Board shall be held no later than April 30 each year for the approval of the budget for the Budget Year. The Board shall meet at least two (2) other times during the calendar year in addition to the no later than April 30<sup>th</sup> meeting. Notice of all regular Board meetings shall be communicated in writing to each Board member at least twenty-one (21) days before the time appointed for the meeting. The Immediate Past Chairman of the Board may attend all regular and special Board meetings and shall be notified of same. He shall act in an advisory capacity only, unless otherwise elected to a regular voting position. The President or Chairman of the Board, when either deems necessary, may issue a call for a special meeting of the Board. Forty-eight (48) hours’ notice shall be required for such special meeting. Attendance at any meeting shall constitute a waiver of any required notice thereof. Meetings of the Board may be held at such place and in such manner designated in the notice of the meeting.

**H. Quorum.** A majority of the voting Directors in office and present at a meeting, either in person or electronically, shall constitute a quorum for the transaction of business. No proxy votes shall be permitted. One or more persons may participate in a meeting of the Board, or any committee thereof, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, including, without limitation, by audio and/or audio/visual communications equipment. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Unless otherwise specified in the bylaws, business shall be transacted by the vote of a majority of those voting Directors present and voting at a meeting where a quorum is present.

**I. Vacancy or Resignation.** Whenever any vacancy of a Vendor or At-large representative occurs in any Board position by death, resignation or by any other cause, it shall be filled without undue delay by the Board at a regular or special Board meeting which may be called for that purpose, or by mail, fax or electronic ballot. The election shall be held within sixty (60) days after the vacancy occurs. The person so chosen for such Vendor or At-large position shall fill out the term of the vacated position in accordance with Subparagraph D of this Article VI. Whenever any vacancy of a CableLabs representative occurs in any Board position by death, resignation or by any other cause, it shall be filled without undue delay, but in any event within sixty (60) days, by CableLabs.

The person so chosen for such CableLabs position shall fill out the term of the vacated position in accordance with Subparagraph D of this Article VI.

- J. Recall/Removal of Directors.** Upon written request to the Secretary by CableLabs, a Director may be recalled or removed by the CableLabs board of directors or the Society's Board and a reappointment shall be made for the named Director. Should a Director be recalled or removed, that position shall be filled in accordance with the bylaws and the Policies and Procedures.
- K. Action without Meeting.** Any action which may be taken at a meeting of the Directors may be taken without a meeting if (i) a consent or consents in writing setting forth the action so taken is signed by all of the voting Directors then in office and filed with the Secretary of the Corporation or (ii) the Directors eligible to vote at any meeting of the Board approve such action unanimously via mail-in or email-ballot or via online survey or polling services. Any actions that do not receive the **unanimous** approval of the Directors eligible to vote shall be tabled and added to the agenda of the next Board meeting. If voting via e-mail ballot, any action which could be taken by the Board at a meeting may be taken by written consent of the Board in accordance with these bylaws. For purposes of this Subparagraph K of this Article VI only, where these bylaws require the vote of a majority or higher percentage of the Board present and voting at a meeting where a quorum is present, such vote shall be of the entire Board. The Board may also conduct E-voting provided that a written motion is made and a second is recorded. For the motion to pass, the results of the E-voting must be **unanimous**. In the event that the results of the vote are not unanimous, the motion shall be tabled and added to the next Board meeting. The Secretary of the Board will tally the votes and report the results to the Board. Members of the Board shall "Reply to All" when E-voting.
- L. Compensation.** No Director shall be compensated for his or her services. However, Directors may receive reimbursements for pre-approved expenses as set forth in the Policies and Procedures.

#### **ARTICLE VII: OFFICERS:**

- A. Number.** The Society shall have the following officers: Chairman of the Board, Vice Chairman, President and CEO, Secretary and Treasurer. The officers shall also include an Assistant Secretary, and may include one or more vice presidents and such other staff officers and assistant officers as may be deemed necessary and be designated by resolution of the Board; provided, however, that such vice presidents or staff officers shall not, unless otherwise expressly determined by the Board, be considered to be, or have the powers of, an "officer" as that term is defined under the New Jersey Nonprofit Corporation Act, as amended.
- B. Powers and Duties.**
1. The Chairman of the Board shall preside at all meetings of the Executive Committee, Board, and the general membership. The Chairman shall be a member ex-officio, with right to vote, at all committees of which he or she is attending. At the Society's annual membership meeting, and at such other times as he or she deems proper, the Chairman shall communicate to CableLabs and the Board, and may also communicate to the associate members, such matters and make such suggestions as he or she believes will promote the prosperity and welfare of the Society. The Chairman shall also perform such other duties as are necessarily incident to the office of the Chairman. During the absence or disability of the Chairman, unless another person is appointed by



the Board as provided in Article VII Subparagraph E below, or upon his or her written direction, the Vice-Chairman, as indicated under Article VII Subparagraph B (2) below, shall assume all powers and perform all the duties of that office and shall perform all other acts authorized by the Board.

2. The Board shall employ a salaried chief executive who shall have the title of President and Chief Executive Officer (“President and CEO”), be responsible for daily operations of the Society and report to the President and CEO of CableLabs. He or she shall supervise and manage all policy implementation and all financial and other aspects of the Society, in accordance with directives and the Policies and Procedures set by the Board, these bylaws, the Society’s approved budget and mutually agreed upon strategy and OKR (Objectives and Key Results) developed by CableLabs. The President and CEO shall employ and may terminate employment of employees of the staff necessary to carry on the business of the Society. The President and CEO may sign and execute all authorized bonds, contracts, checks or other obligations in the name of the Society in accordance with procedures contained in these bylaws or established by the Board not inconsistent therewith. The President and CEO shall also keep the Board and the Executive Committee fully informed and shall freely consult with them concerning the business of the Society from time to time and shall make such recommendations regarding the establishment and implementation of policies germane to the objectives and business of the Society as he or she may deem appropriate. In the absence or disability of the President and CEO, the Chairman shall either assume or appoint an appropriate person to assume all powers and perform all duties of the President and such other acts as may be authorized or directed by the Board until such time as the Board shall make other arrangements for the conduct of the day-to-day business of the Society. This section shall not be construed, however, to prevent the President of the Society during absences from the offices of the Society of limited duration from delegating the duties and responsibilities incident to the day-to-day conduct of the Society’s business to assistants or other subordinate members of the Society’s staff.
3. The Vice Chairman shall assist the Chairman of the Board as he may request.
4. The Secretary shall keep or cause to be kept an accurate record of the proceedings of all meetings of the members of the Society and the Board in records belonging to the Society, which records shall be kept at the office of the Society and shall be open at all reasonable times to the inspection of any member of the Society. The Secretary shall issue or cause to be issued all notices of the meetings of the Society and of the Board; the Secretary shall cause to be published all notices, the publication of which is required. The Secretary may delegate, and in the event of the Secretary’s absence from any meeting, the Assistant Secretary to discharge the duties of the Secretary, and furthermore a Secretary pro tempore may be appointed in the absence of both the Secretary and Assistant Secretary by the Chairman or the presiding officer to discharge the duties of the Secretary.
5. The Treasurer shall keep or cause to be kept an account of all monies received and expended for the use of the Society. Management and transactions of Society funds shall be in accordance with the Policies and Procedures prescribed by the Board. The Treasurer shall deposit or cause to be deposited all sums received in a bank, credit union, or trust company approved by the Board, and shall make a report at the annual meeting or when called upon by the Chairman of the Board. The funds, books and vouchers in the Treasurer’s hands shall at all times be under the supervision of the Board and shall be subject to its inspection and control. At the expiration of his term of office, he

shall deliver to his successor all books, monies, and other property. In the absence of a Treasurer-Elect, the Chairman shall act as Treasurer until one is duly elected.

- C. Qualification and Selection.** All officers, other than staff officers, shall be elected by the Board for a term of two (2) years, or until their successors are elected. All officers other than staff officers shall be chosen in accordance with the Policies and Procedures prescribed by the Board. Election of officers shall be the first order of business at the biennial Board meeting held no later than April 30 odd-numbered year. The Board Chair, Board Vice-Chair, the Board Secretary and Board Treasurer may each serve no more than three (3) consecutive two (2) year terms in the same office. No person may serve more than six (6) consecutive two (2) year terms as an officer of the Society, other than staff officers. Officers who are appointed to fill vacancies, and who serve for at least six (6) months, shall be considered to have served a full term or elected term.
- D. Term.** Officers' terms shall commence immediately at the conclusion of the Board meeting during which time said officers were elected.
- E. Vacancy, Resignation and Removal.** An office shall be filled by the Board within sixty (60) days of any vacancy. The officer appointed shall serve until a successor is elected. Any officer may be removed by the Board members who are present and voting at any special or regular meeting called for that purpose where a quorum is present.
- F. Compensation.** The President and CEO's terms and conditions of initial employment and renewal shall be specified by the Board. The Executive Committee is delegated the authority to determine the ongoing goals, compensation and other financial arrangements of the President and CEO. No elected officer shall be compensated. However, elected officers may receive reimbursements for pre-approved expenses as set forth in the Policies and Procedures. Nothing in this subparagraph shall be construed to prevent the Society from employing paid staff members, who may or may not be members of the Society, and who shall be under the supervision of the President.
- G. Tie Break in the Election of Officers, Vendor Representatives and At-large Representatives.** In the case of multiple candidates for an elected position for one of the officers of the Board, ballots will be prepared listing the names of all candidates for that position.

Each eligible voter shall cast a vote, in order of preference, for all candidates. For example, in the case of four candidates, each voter would identify their first choice for election by marking that candidate with a number 1. They would identify their second choice, in the event that their first choice failed to be elected, by marking their second-choice candidate with a number 2. Similarly, they would identify their third and fourth choices by marking the appropriate candidates as 3 and 4. In this way each ballot should show each of the candidates as receiving one entry as to whether the voter considers them the voter's 1st, 2nd, 3rd or 4th choice.

In the initial round of counting the resulting votes, only the 1st choice votes are counted. The candidate with the most 1st votes is declared the winner by majority of votes. In the event of a tie for first place, a second round of vote counting will be used to select a winner.

In the second round of vote counting, only the ballots of the candidates eliminated in the first round are considered. The second-choice votes cast for the candidates tied in the first round are counted. The candidate receiving the most second choice votes in this round is declared the winner. In the event that there is no clear winner, counting continues in the same manner for third round and fourth round votes until a clear winner is determined.

In the unlikely event that after all votes are counted and no candidate has been declared a winner, the remaining tie will be resolved via a coin toss.

In the case of multiple candidates for an elected position for Vendor and/or At-large representative(s) of the Board, associate member ballots will be prepared listing the names of all candidates for that position who have been approved by the Nominations Committee and by the CableLabs board of directors.

Each eligible voter shall be entitled to cast a vote, for as many qualified candidates as there are openings for Vendor and/or At-large representative(s). For example, in the case of four (4) or more vendor candidates for three (3) open Vendor representative positions on the Board, each voter would be entitled to vote for up to three (3) of the qualified candidates. The three vendor candidates, receiving the highest number of votes in this example would be elected to fill the three (3) open positions for Vendor representative on the Board.

In the unlikely event that after all votes are counted and there are two candidates tied for the final open position with the same number of votes, the tie will be resolved via a coin toss.

#### **ARTICLE VIII: COMMITTEES:**

- A.** The Board may establish one or more committees or subcommittees that shall have and may exercise the powers designated to such committees or subcommittees by the Board. Except as otherwise provided herein, the members of such committees or subcommittees shall serve at the pleasure of the Board Chair, who appoints the Chair of each committee and each of the committees of the Society may establish its own subcommittee(s).
- B. Executive Committee.** The Executive Committee shall consist of the Chairman of the Board, Vice Chairman, Immediate Past Chairman (In the event that the current Chairman is re-elected to serve a second term, the Immediate Past Chairman shall be the individual that served as Chairman prior to the current Chairman.), Secretary, and Treasurer. The Executive Committee shall have all powers and duties of the Board and may act on behalf of the Society in any matter when the Board is not in session. The Executive Committee may not take any action expressly prohibited by the Board. The Executive Committee shall report all its actions at the next full Board meeting.. Four (4) members of the Executive Committee shall constitute a quorum for the transaction of business. Meetings may be called by the President and CEO, Chairman of the Board or by four (4) members of the Executive Committee. The Executive Committee shall have the Treasurer's accounts audited by an accountant/auditor at least once each calendar year and shall report the results of the audit to the Board.
- C. Standing Committees.** The Society shall have the following Standing Committees. The chairman of each standing committee will report on the activity of their committee and make

recommendations to the Board. Each Board of Directors member shall serve on at least one of the standing committees as directed by the Chairman of the Board. Committee chairs shall be approved annually by the Board.

1. **Engineering and Technical Operations Committee:** Shall be responsible for advising the Board on prioritization of standards, operating procedures and training for development by the Society into products and services of the Society for the cable telecommunications and broadband communications industry to transition new technologies and services into deployment and operations. Any other subcommittees or working groups necessary for prioritization of standards, operating procedures and training for development will report to this committee.
2. **Engineering Committee:** Shall be responsible for all standards and practices activity of the Society. SCTE-ISBE shall conduct its Standards Developing Organization (SDO) operations in accordance with the “ANSI Essential Requirements: Due process requirements for American National Standards”, and with the SCTE Standards Operating Procedures, as audited and approved by ANSI. Any subcommittees and their working groups or task forces necessary for engineering will report to this committee.
3. **Governance Committee:** Shall be responsible for planning the direction and focus of the Society with respect to its governance and strategic plan formulation. Any other subcommittees or working groups necessary for planning will report to this committee.
4. **Finance Committee:** Shall be responsible for the financial health of the Society. Any subcommittees or working groups necessary for financial planning will report to this committee.
5. **Nominations Committee:** Shall, in accordance with Article VI, Subparagraph F above, (i) solicit nominations from associate members of, nominate, review and vet qualifications of candidates to be Vendor and At-Large representatives for election by associate members, as more fully described in Article VI, Subparagraph F above, and (ii) nominate candidates to be placed on the applicable ballots for the elections of vendor and At-Large Representatives by the associate members.
6. **Chapter Support & Membership Committee:** Empowered to provide input for Chapter, associate membership and affiliate requirements and award programs of the Society for the benefit of its associate members. All chapters support & membership committee members will be regional representative per Article V, section J and responsible for advising local chapters as well as bringing comments from the membership and chapters to the standing committees. Any subcommittees or working groups necessary for Chapter, associate membership and affiliate programs will report to this committee.
7. **Learning & Development Committee:** Empowered to provide input for all professional development programs of the Society for the benefit of its associate members, Chapters and the industry as a whole. Any subcommittees or working groups necessary for professional development programs will report to this committee.

**D. Governance.** All standing committees and subcommittees are governed by these bylaws and any Policies and Procedures promulgated by the Board, as amended from time to time.

**ARTICLE IX: LIABILITY:**

**A. Limitation of Personal Liability.** A representative of the Society (i.e, a Director, officer, committee member or employee) shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless: (i) such damages result from such representative's breach or failure to perform the particular duties of his/her office and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Article shall not apply to the responsibility or liability of a representative of the Society pursuant to any criminal statute, or the liability of a representative of the Society for the payment of taxes pursuant to local, state or federal law.

**B. Standard of Care and Justifiable Reliance.** A member of the Board stands in a fiduciary relationship to the Society, and shall perform his duties as a Director, including his duties as a member of any committee of the Board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Society, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a Director shall be entitled to rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

1. One or more officers or employees of the Society whom the Director reasonably believes to be reliable and competent in the matters presented.
2. Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person.
3. A committee of the Board upon which he does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.
4. Absent breach of fiduciary duty, lack of good faith or self-dealings, action taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Society.

**C. Indemnification** The Society shall indemnify any Society representative who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the right of the Society) by reason of the fact that he is or was a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Society, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of

the Society, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

- D. Mandatory Indemnification.** Notwithstanding any contrary provision of the Articles of Incorporation or these bylaws, to the extent that a representative of the Society has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Subparagraph C of this Article, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.
- E. Determination of Entitlement to Indemnification.** Unless ordered by a court, any indemnification under Subparagraph C of this Article shall be made by the Society only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he has met the applicable standard of conduct set forth in such subparagraph. Such determination shall be made:
1. By the Board by a majority vote of a quorum consisting of Directors entitled to vote who were not parties to such action, suit or proceeding; or,
  2. If such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested Directors entitled to vote so directs, by independent legal counsel in a written opinion.
- G. Advancing Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Society in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is not entitled to be indemnified by the Society as authorized above.
- H. Indemnification of Former Representatives.** Each such indemnity may continue as to a person who has ceased to be a representative of the Society and may inure to the benefit of the heirs, executors and administrators of such person.
- I. Insurance.** The Society shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Society or is or was serving at the request of the Society as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability.
- J. Reliance on Provisions.** Each person who shall act as an authorized representative of the Society shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

## **ARTICLE X: MISCELLANEOUS:**

- A. Assets and Deposits.** All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board may approve or designate, and all such funds shall be withdrawn only upon checks signed by such one or more officers or employees in accordance with the Policies and Procedures prescribed by the Board. No officer, Director, member, associate member, Chapter, meeting group, licensee or employee of the Society shall have any individual right, title or interest in any of the assets or funds of the Society. All assets and funds of the Society shall be held exclusively for the benefit of the Society as a whole. At its sole discretion, the Board shall have the right to review and audit at any time the books, assets and funds of any Chapter or any other division formed pursuant to these bylaws. Regular financial reporting as prescribed by the Board (quarterly, at minimum) and full cooperation with all audits as prescribed by the Board are required to maintain Chapter or other divisional status. Upon dissolution of the Society, or any division thereof, no funds or assets shall accrue to any individual member or associate member.
- B. Contracts.** Except as otherwise provided in these bylaws, the Board may authorize any officer or officers, agent or agents of the Society, to enter into any contract or to execute or deliver any instrument on behalf of the Society, and such authority may be general or confined to specific instances.
- C. Checks.** All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons in accordance with the Policies and Procedures prescribed by the Board.
- D. Amendments.** Amendments to the bylaws may be proposed by any member of the Board or by written request of CableLabs. Within thirty (30) days after receipt of any valid amendment request, the Secretary or his designee shall forward the proposed change to all Board members and schedule the vote on such proposed change as an agenda item for the next meeting of the Board; provided that the proposed amendment(s) is sent to the Board members via ordinary mail, certified mail, facsimile or electronic transmission at least ten (10) days prior to the date of the meeting where the proposed amendment(s) will be voted upon. If the proposed amendment(s) are approved by the CableLabs President and CEO, following discussion with the SCTE President and CEO and SCTE chairman, and two-thirds (2/3) vote of the entire Board present and voting at any special or regular meeting of the Board where a quorum of members entitled to vote is present, such amendment(s) shall become effective and the results of the vote shall be communicated promptly to the general membership. Notwithstanding the foregoing, the Board may also adopt “temporary amendments” when deemed necessary. The temporary amendments will have a stated expiration date and will expire on that date. Temporary amendments shall be approved in the same manner as regular amendments.
- E. Severability.** Should any part of these bylaws be found invalid for any reason all other parts shall remain in full force and effect.
- F. Bylaw Applicability.** These bylaws shall be binding upon all committees, meeting groups, Chapters and other divisions of this Society.

**G. Definitions.**

1. Board, Board of Directors or Directors shall refer to the Board of this Society, unless otherwise stated.
2. All references herein to the masculine, neuter or singular shall be construed to include the masculine, feminine, neuter or plural, where applicable.
3. Unless expressly excluded, a Division shall refer to any and all groups of the Society, including international, national, regional, state and local meeting groups and Chapters. Division shall not include national or international Licensees of the Society.
4. Residence of record shall be the associate member's address on the Society's membership roster. An associate member may designate his residence of record to be his home or business address at his election. An associate member may request that Society mailings be sent to an address different from his residence of record.
5. Headquarters shall refer to 140 Philips Road, Exton, Pennsylvania 19341-1318.
6. A communication, including without limitation any communication "by mail", may be made by overnight carrier, first-class mail, facsimile, electronic transmission, or in the general publications of the Society, unless otherwise required by the NCA.
7. "Annual Meeting" shall, for purposes of these bylaws, refer to or mean the "annual membership meeting," the "general membership meeting," or the "annual general membership meeting."

**H. Parliamentary Authority.** The rules contained in the current edition of *Roberts' Rules of Order, Newly Revised, 12<sup>th</sup> Edition* shall govern the Society in all cases to which they are applicable, unless such rules are inconsistent with these bylaws and any special rules of order the Society may adopt.

**I. Effective Date.** These bylaws shall become effective on January 1, 2021, provided the contemplated transaction between the Society and CableLabs has closed, or, if that closing is delayed, then the effective date for these bylaws shall be as of such later closing date.