

(AS ADOPTED 21 November 2014)

BY-LAWS
OF
THE INTERNATIONAL DOI FOUNDATION, INC.

ARTICLE I - NAME AND LOCATION

I.1. Name. The name and purpose of this Corporation (the “Corporation”) shall be as set forth in its Certificate of Incorporation.

I.2. Location. The Board of Directors (the “Board”) shall be authorized to establish and change the location of the principal office of the Corporation. The Corporation may maintain one or more other offices in such locations as may be determined by the Board in its sole discretion.

ARTICLE II - MEMBERSHIP

II.1. Admission; Classes of Members; Eligibility. Members shall be selected and admitted by majority vote of the Corporation’s Board of Directors. Membership in the Corporation shall be divided into four classes, designated Charter Members, General Members, Registration Agency Members, and Affiliate Members (collectively referred to as a “Member” or the “Members”). In addition to those specified in the Certificate of Incorporation, the qualifications, rights, privileges and responsibilities of each such class of Members are set forth in this Article II and elsewhere in these By-laws. All questions of good standing, eligibility for the classes of Membership, and rights, privileges and responsibilities of Members shall be as set forth in the Certificate of Incorporation and these By-laws, and the interpretation of the Board of Directors with respect to any such question shall be conclusive and binding upon all interested parties.

II.2. Charter Members. Charter Members are those organizations that have shown a commitment to the goals and purposes of the Corporation and have demonstrated that commitment by expending resources and efforts to further those goals. Charter Members shall commit to pay annual dues and to provide such additional resources to the promotion of the DOI system as shall be determined by the Board. A Charter Member shall continue to be a Charter Member for successive one-year periods upon timely payment of annual dues designated for Charter Members and continued contributions to the goals of the Corporation as set forth by the Board of Directors. Charter Members, voting separately as a single class, shall be entitled to elect such aggregate number of Directors to the Board of Directors as the Directors have fixed for the class of Charter Members, pursuant to Article V, Section 3 of these By-laws. Each Charter Member shall have one vote on all matters submitted to a vote of the Members except as otherwise provided by law, in the Certificate of Incorporation or these By-laws.

II.3. General Members. Following admission by the Corporation’s Board of Directors, a Member shall become a General Member of the Corporation for a one-year period upon signing a binding written commitment to pay its annual dues so long as it is a Member and to comply with

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such other requirements as may be established by the Board of Directors. Thereafter, a General Member that is not in default of its obligations to the Corporation shall be a General Member for successive one year periods upon timely payment of annual dues designated for General Members. General Members, voting separately as a single class, shall be entitled to elect such aggregate number of Directors to the Board of Directors as the Directors have fixed for the class of General Members, pursuant to Article V, Section 3 of these By-laws. Each General Member shall have one vote on all matters submitted to a vote of the Members except as otherwise provided by law, in the Certificate of Incorporation or these By-laws.

II.4. Registration Agency Members. Following admission by the Corporation's Board of Directors, a Member shall become a Registration Agency Member of the Corporation for a one-year period upon signing a Registration Agency Agreement, which shall contain such terms and conditions as the Corporation's Board of Directors approves from time to time, including without limitation a binding written commitment to pay its annual dues for so long as it is a Member. Thereafter, a Registration Agency Member that is not in default of its obligations to the Corporation shall be a Registration Agency Member for successive one year periods upon timely payment of annual dues designated for Registration Agency Members. Each Registration Agency Member, shall be entitled to designate one member of the Board of Directors. Each Registration Agency Member shall have one vote on all matters submitted to a vote of the Members except as otherwise provided by law, in the Certificate of Incorporation of the Corporation or these By-laws.

II.5. Affiliate Members. Following admission by the Corporation's Board of Directors, a Member shall become an Affiliate Member of the Corporation for a one-year period upon signing a binding written commitment to pay its annual dues so long as it is a Member and to comply with such other requirements as may be established by the Board of Directors. Thereafter, an Affiliate Member that is not in default of its obligations to the Corporation shall be an Affiliate Member for successive one year periods upon timely payment of annual dues designated for Affiliate Members. Each Affiliate Member in good standing shall be entitled to participate in a single Working Group established by the Executive Committee in accordance with Article VI, Section 4 of these By-laws. Affiliate Members may participate in additional Working Groups under Article VI, Section 4 by payment of additional annual dues as determined by the Executive Committee or as set forth in the Affiliate Member's agreement with the Corporation. Affiliate Members shall not have any voting or designation rights on any matter (including, without limitation, the election or designation of Directors of this Corporation).

II.6. Continuance of Membership. The rights, powers and privileges of Membership in the Corporation:

1) shall immediately terminate with respect to a Member upon death, dissolution or the effective date of resignation from the Corporation;

2) shall immediately terminate with respect to a Member that (i) files a petition for relief under Title 11 of the United States Code, or under comparable insolvency laws of any state or jurisdiction, or is subject to an involuntary petition for such relief that is not dismissed within sixty (60) days of filing, (ii) becomes subject to the appointment of a trustee or custodian for substantially all of its assets, (iii) makes an assignment for benefit of

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creditors or (iv) otherwise seeks or becomes subject to relief or remedies on account of insolvency;

3) may not be sold, pledged, encumbered, assigned or otherwise transferred; provided, however, that a Member may, in connection with a sale, merger or reorganization of the Member's business, transfer its Membership to a successor entity that first agrees to assume the Member's agreements with and obligations to the Corporation; and

4) shall immediately terminate with respect to a Member, if the Members determine, in their sole judgment, and by the vote of two-thirds of the aggregate votes of the Members, that such Member is acting in a manner which is detrimental to the best interests of the Corporation.

A Member may resign from Membership in the Corporation at any time by delivering its written resignation to the Secretary of the Corporation. Such resignation shall be effective upon receipt by the Secretary, or at such other time as may be provided in a Registration Agency Agreement or other agreement between the Member and the Corporation.

In the event any Member is terminated or resigns from Membership in the Corporation, such Member shall not be entitled to any refund of any annual dues previously paid by such Member. In addition, if any Member is terminated or resigns prior to the expiration of its initial one-year period of Membership, such Member shall be obligated to pay the full amount of its annual dues for such initial one-year period of Membership. If a Charter Member, General Member or Registration Agency Member is terminated or resigns after the expiration of its initial one-year period of Membership, such Member shall be obligated to pay annual dues through the later of (i) the year in which such Member is terminated or (ii) the time specified in any Registration Agency Agreement or other agreement between the Member and the Corporation. All annual dues and other obligations of a Member to the Corporation shall become immediately due and payable to the Corporation upon any Member's termination or resignation from Membership in the Corporation.

The Members shall set forth in writing the reason(s) for any decision to terminate a Member pursuant to Article II, Section 6(4). Any Member proposed to be terminated shall be entitled to written notice, specifying the grounds for such proposed termination, given at least thirty (30) days prior to the meeting of the Members at which such termination is to be voted upon, and shall be entitled to appear before and be heard at such meeting.

ARTICLE III - DUES

III.1. Amount. Members shall pay annual dues according to their class of Membership (including any designations within any such class) in such amounts and at such times as the Board of Directors determines. The Board of Directors may offer Membership at discounted dues rates to particular Members or classes of Members.

III.2. Payment. All dues and other amounts due to the Corporation shall be payable within thirty (30) days of invoice or at such other times and in such manner as may be established by the

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Board of Directors. All annual dues and other amounts owing to the Corporation by a Member shall become immediately due and payable to the Corporation upon such Member's resignation or termination.

III.4. Default and Suspension. Any Member that fails to make timely payment of any amounts due to the Corporation shall be considered to be in default of its obligations to the Corporation and, in addition to any consequences specified in the Corporation's Certificate of Incorporation, the Board of Directors (or the Executive Committee thereof) shall have the authority to take such action to remedy the default as it determines in its discretion, including without limitation termination or suspension of Membership of any and all rights, powers and privileges of Membership.

ARTICLE IV - MEETINGS OF MEMBERS

IV.1. Annual Meeting. The annual meeting of the Members shall be held at such time and place as the Board of Directors may determine. At the annual meeting, there shall be (i) a discussion concerning the activities of the Corporation for the benefit of all Members; (ii) either the annual election of Directors of the Corporation or an announcement of the procedure and timetable for the annual election of Directors; and (iii) such other matters as may properly come before the Members.

IV.2. Special Meetings. Special meetings of the Members of the Corporation may be called by the Board of Directors or by the Secretary or any other officer of the Corporation upon the written application of a majority of the Members entitled to vote for the election of Directors. Special meetings shall be held at such times and places as the Board or calling officer determines, giving due consideration to the convenience and availability of Members.

IV.3. Notice of Meeting. Except as otherwise provided by law, written notice of each meeting of Members shall be given not less than 20 days nor more than 60 days before the date of the meeting to each Member entitled to vote at such meeting. The notices of all meetings shall state the place, date, hour and place of the meeting. Notices may be sent by electronic means to all Members having principal offices outside the United States and to all other Members that have provided an electronic address to the Corporation, and shall be effective upon sending. If mailed, notice is given when deposited in the United States mail, postage prepaid, and addressed to the Member's address as it appears in the Corporation's records.

IV.4. Quorum. Except as otherwise provided by law, the Certificate of Incorporation or these By-laws, the presence of Members entitled to cast at least a majority of the entire voting power of the Membership, present in person or by proxy, shall constitute a quorum for the transaction of business at any annual or special meeting of the Members.

IV.5. Adjournments. Any meeting of Members may be adjourned to any other time and to any other place at which a meeting of Members may be held under these By-laws by the Members present or represented at the meeting and entitled to vote, although less than a quorum, or, if no Member is present, by any officer entitled to preside at or to act as Secretary of such meeting. It shall not be necessary to notify any Member of any adjournment of less than 30 days if the time

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and place of the adjourned meeting are announced at the meeting at which adjournment is taken. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

IV.6. Action at Meeting. When a quorum is present at any meeting, the affirmative vote of the Members entitled to cast at least a majority of the total votes represented at the meeting, in person or by proxy, shall decide any matter to be voted upon by the Members at such meeting, except when a different vote is required by express provision of law, the Certificate of Incorporation or these By-laws.

IV.7. Action by Consent. Any action required or permitted to be taken at any meeting of Members may be taken without a meeting if all Members entitled to vote on such action consent in writing and the written consents are filed with the records of the meetings of the members. Consents may be sent by electronic means. Such consents shall be treated for all purposes as a vote at a meeting.

IV.8. Proxies. Members may vote either in person or by written proxy dated not more than six months before the meeting named therein. Proxies may be provided by electronic means. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting, but the proxy shall terminate after the final adjournment of such meeting. A proxy purporting to be executed by or on behalf of a Member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

IV.8. Meetings by Electronic Conference. Meetings of Members may be held by means of a conference telephone, video conference, or other communications devices by which all Members participating in the meeting can hear each other at the same time, or by any other means authorized by the Delaware General Corporation Law, and participation by such means shall constitute presence at a meeting.

ARTICLE V - BOARD OF DIRECTORS

V.1. Powers. The property, affairs, business and general administration of the Corporation shall be managed by or under the direction of the Board of Directors, which shall be the governing body of the Corporation under the Delaware General Corporation Law. The Board shall elect a Chairman and Executive Committee, may appoint special committees and dissolve them, and shall approve the amount of the Membership fees. The duties of the Board set forth in this paragraph may not be delegated to the Executive Committee.

V.2. Classification and Voting. The Directors shall be divided into three classes, designated Charter Directors, who shall be elected by the Charter Members (voting separately as a class); General Directors, who shall be elected by the General Members (voting separately as a class); and Registration Agency Directors, who shall be designated by the Registration Agency Members (with each Registration Agency Member designating a single Director). Directors shall each have one vote on all matters submitted to the vote of the Board or a committee of the Board, and there shall be no difference in voting power of Directors representing Members of any class.

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V.3. Number, Qualification, Election and Designation. The number of Directors falling into the Charter Member and General Member classes shall be fixed from time to time by majority vote of the Board of Directors and the number of Directors falling into the Registration Agency Member class shall equal the number of Registration Agency Members. In no event shall the number of Directors in any one class be fewer than one (1). The total number of Directors shall equal the sum of the number of Directors fixed with respect to each of the three classes. Subject to the Certificate of Incorporation and these By-laws, the procedures and times for nominating, electing and designating Directors shall be established by the Board of Directors and communicated to Members by the Secretary of the Corporation at the annual meeting of Members or at such other times as the Board may determine.

Candidates for election to, and designees for designation to, seats on the Board must be senior officers or designated representatives of fully paid current Charter, General or Registration Agency Members. Each Charter or General Member may nominate no more than one of its senior officers or other representative to represent it on the Board.

Each Member entitled to vote may cast votes for one candidate for each vacant seat in such Member's class of Membership (Charter or General). Members may only cast one vote per nominated candidate within their appropriate class of Membership. Voting will be unattributable (anonymous) and will be jointly supervised by inspectors of election, one of whom shall be the Secretary of the Corporation and the other shall be a person appointed by the Board. Voting Members must be fully paid current Members as of both the final date for nominations and the final date for voting. Votes which are not returned by the final date specified by the Board for receipt of votes shall be considered to be abstentions. The number of votes cast per candidate shall be distributed to all Members promptly following the election. Seats will be allocated to the candidates polling the highest number of votes. In the event of one or more ties, a deciding vote shall be held within such time as may be specified by the Board; in the event of a second tie, the Chairman of the Board shall cast the tie-breaking vote.

V.4. Tenure. Each elected Director, unless otherwise provided in these By-laws, shall hold office for a term of three years and until the election and qualification of his or her successor, or until such earlier time as such Director shall have been removed as a Director of this Corporation in the manner provided in these By-laws or shall have resigned. Each Director designated by a Registration Agency Member shall hold office until such Registration Agency Member designates a different person as Director or until such earlier time as such Director shall have been removed as a Director of this Corporation in the manner provided in these By-laws or shall have resigned.

V.5. Resignation and Removal. Any Director may resign by delivering a written resignation to the Corporation at its principal office or to the Secretary or Chairman. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. In the case of such resignation, or if, for any reason, the individual Director nominated or designated by a Member is otherwise unable to continue for the entire term of such individual's Directorship, but the Member who nominated or designated such person is in good standing and wishes to continue to be represented on the Board, then the nominating or designating Member shall have the right to designate another senior officer or other representative to continue

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to represent such Member as a Director of the Corporation for the balance of the individual Director's original term, without any vote by other Members (including Members in that Member's Membership class).

In the event that a Member whose nominee was elected as a Director of the Corporation or who (in the case of a Registration Agency Member) has designated a Director of the Corporation ceases to be a Member of the Corporation in the class from which its nominee was elected or designated as a Director, or notifies the Secretary that it does not wish to have its nominee or designee serve on the Board of Directors, that nominee's or designee's Directorship shall immediately terminate and the corresponding seat on the Board shall be declared vacant. In the case of elected Directors, a new election for the vacant seat may be held at such time as the Board may determine. In the case of Directors designated by Registration Agency Members, the Registration Agency that had designated the Director shall be entitled to designate a replacement Director immediately upon termination of the departing designee's Directorship. If the Board does not hold such election or the Registration Agency does not so designate a replacement within three months following the vacancy, the number of Directors allocated to the class to which the departing Director belonged shall be automatically reduced by one, so long as the number of Directors allocated to that class is not fewer than one.

Each of the Charter and General classes of Members, voting separately as a single class, shall have the right to remove and replace any or all of the Directors elected by such class in a special election called for by a petition signed by two-thirds of the Members of such class. The procedures and timing of such election shall be established by the Board.

V.6. Meetings.

1. Time. Meetings shall be held at such time as the Board of Directors shall fix, except that the first meeting following an election of Directors shall be held as soon after the election as the Directors may conveniently assemble.

2. Place. Meetings shall be held at such place within or without the State of Delaware as shall be fixed by the Board.

3. Call. No call shall be required for regular meetings for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board, the Vice-Chairman of the Board, if any, the Secretary of the Corporation, or a majority of the Directors in office.

4. Notice of Actual or Constructive Waiver. No notice shall be required for regular meetings for which the time and place have been fixed. Written, electronic, oral, or any other mode of notice of the time and place shall be given to each Director by the Secretary for special meetings at least twenty-four hours prior to such meeting. Notice need not be given to any Director or to any Member of a committee of Directors who submits a written waiver of notice signed by the Director before or after the time for the meeting stated therein. Attendance of any such person at a meeting shall constitute a waiver of notice of such meeting, except when the Director attends a meeting for the express purpose of

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objecting, at the beginning of the meeting, to the transaction of any business 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 Directors need be specified in any written waiver of notice.

5. Quorum and Action. Directors entitled to cast at least a majority of the aggregate votes of the whole Board shall constitute a quorum. Directors entitled to cast a majority of the votes represented by the Directors who are present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except where a vote of the whole Board is required herein, or as otherwise provided in the Certificate of Incorporation or the Delaware General Corporation Law, the affirmative vote of the Directors entitled to cast at least a majority of the total votes represented at the meeting at which a quorum is present shall be the act of the Board.

6. Substitute Directors. If a Director is unable to participate in any particular meeting of the Board, the Member that nominated or designated that Director may upon written or electronic notice to the Secretary designate another senior officer or other representative to serve as Director during such meeting. In such case, the absent Director shall be deemed removed from the Board, and the designated person shall be deemed elected as a Director, with all the powers of a Director, but solely for purposes of the relevant meeting, including all adjournments thereof. The substitute Director shall be deemed removed, and original Director shall be deemed re-elected, immediately upon the final adjournment of the relevant meeting.

V.7. Chairman of the Board. The Board shall elect a Chairman, who shall perform such duties and possess such powers as are assigned by the Board. The Chairman shall also serve as Chairman of the Executive Committee and shall preside at meetings of the Members and of the Directors.

V.8. Vice-Chairman of the Board. The Board shall elect a Vice-Chairman, who shall perform such duties and possess such powers as are assigned to him or her by the Board and, in the absence of the Chairman or the Chairman's inability to act, shall perform the duties of Chairman at any meeting of the Members or Directors.

V.9. Written Action. Any action required or permitted to be taken at any meeting of the Board or any committee thereof may be taken without a meeting if all Members of the Board or committee entitled to vote, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee. Action to be taken in writing may be taken by any e-mail or by any other means of electronic communication that has been authorized by the Director taking such action and accepted by the Secretary.

V.10. Meetings by Electronic Conference. Directors may hold meetings by means of a conference telephone, video conference, or other communications devices by which all persons participating in the meeting can hear each other at the same time, or by any other means authorized by the Delaware General Corporation Law, and participation by such means shall constitute presence at a meeting.

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V.11. Removal of Directors. Except as may otherwise be provided by the Delaware General Corporation Law, any Director or the entire Board may be removed, with or without cause, by the vote of two-thirds of the aggregate votes of the Members who are entitled to vote for the election of, or to designate, Directors, voting together as one class. In addition, the nominee or designee of any Member that is in default of its obligations to the Corporation, and has been terminated or suspended from Membership in the Corporation pursuant to Article II, Section 6 or Article III, Section 4 of these By-laws, shall automatically be removed from the Board. The Secretary of the Corporation shall concurrently with the removal give written notice to all Members of the Board.

ARTICLE VI - COMMITTEES

VI.1. Committees. The Board by majority vote of the whole Board shall designate an Executive Committee, an Audit and Finance Committee, and such other committees as it may deem advisable. Except as otherwise provided herein with respect to the Executive and Audit Committees, each Committee shall be comprised of one or more Directors and shall have and exercise such authority of the Board in the management of the business and affairs of the Corporation as the Board may delegate to it, with the exception of any authority the delegation of which is prohibited by Section 141 of the Delaware General Corporation Law or by the Certificate of Incorporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it.

VI.2. Executive Committee. Members of the Executive Committee shall be appointed at the first meeting of the Board following each annual election of Directors. The Executive Committee shall be a standing committee of the Board, and shall have the composition and authority set forth below.

1. Composition. The Executive Committee shall consist of not fewer than three Directors. A Director elected as a member of the Executive Committee shall hold office until the Director's term as a Director ends or until the Director's earlier death, resignation, retirement, disqualification or removal from office. Any Director who is elected by the Board to fill a vacancy in the Executive Committee shall serve until the next annual meeting of Members. If a Director serving on the Executive Committee ceases to be a Director of the Corporation for any reason, such vacancy on the Executive Committee may be filled by the vote of a majority of all remaining members of the Executive Committee. Any member elected to fill a vacancy in the Executive Committee shall have the same remaining term as that of the predecessor member whose departure caused the vacancy to occur.

2. Powers. The Executive Committee shall have the full power to act in the place of and with the authority of the Board subject only to the limitations of the Delaware General Corporation Law, the Certificate of Incorporation, the By-laws or the resolutions of the Board of Directors.

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VI.3. Audit and Finance Committee. Members of the Audit and Finance Committee shall be appointed at the first meeting of the Board following each annual election of Directors. The Audit and Finance Committee shall be a standing committee of the Board, and shall have the composition and authority set forth below.

1. Composition. The Audit and Finance Committee shall consist of the Treasurer, the Chairman, and such other member or members as the Board may determine. A Director elected as a member of the Audit and Finance Committee shall hold office until the Director's term as a Director ends or until the Director's earlier death, resignation, retirement, disqualification or removal from office. Any Director who is elected by the Board to fill a vacancy in the Audit and Finance Committee shall serve until the next annual meeting of Members. If a Director serving on the Audit and Finance Committee ceases to be a Director of the Corporation for any reason, such vacancy on the Audit and Finance Committee may be filled by the vote of a majority of all remaining members of the Audit and Finance Committee. Any member elected to fill a vacancy in the Audit and Finance Committee shall have the same remaining term as that of the predecessor member whose departure caused the vacancy to occur.

2. Powers. The Audit and Finance Committee shall oversee all matters pertaining to the financial operations of the Corporation including review of the annual operating budget, the annual audit, the banking procedures established for the Corporation's accounts, and accounting oversight of the Corporation's investments and, at the Board's request, make reports and recommendations to the Board concerning such matters, and shall carry out such other duties and responsibilities as the Board or Executive Committee may request from time to time.

VI.4. Working Groups. Working Groups may be established by the Executive Committee to work for a specific period of time on specific technical or organizational issues that come before the Executive Committee. Each Working Group shall have such members, and such duties and responsibilities, as the Executive Committee shall specify in the charter creating such Working Group, subject to the limitations of law, of the Certificate of Incorporation or these By-laws. Working Groups may include persons who are not Directors.

VI.4. Committee Procedures.

1. In General. Unless otherwise provided by law, in any resolution creating a committee or in these By-laws, each committee referred to in this Article VI may establish the procedures pursuant to which such committee will operate. Each committee shall designate an individual to serve as secretary, who need not be a member of the committee. The individual serving as secretary for a committee or subcommittee (or a meeting thereof) shall keep minutes of the proceedings of the committee or subcommittee and shall forward a copy of such minutes to the Secretary of the Corporation for the Corporation's records.

2. Meetings. Committees may hold meetings, both regular and special, at any such location in the world as may be fixed by the chairman of such committee. Regular meetings of a committee may be held at such time(s) and place(s) as shall

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be determined by the committee. Notice of any special committee meeting shall be given at least fourteen days prior to such meeting. Notwithstanding any other provision in this Article VI, any meeting of the Executive Committee may be called upon one (1) day's notice and, in the event of a tie vote by the members of the Executive Committee on any matter, the Chairman of the Board shall cast the tie-breaking vote and such matter shall then be deemed for all purposes to have been decided by a majority of the members of the Executive Committee.

3. Quorum and Voting. Two-thirds of the aggregate votes of the members on a committee then in office shall constitute a quorum at all meetings of the committee. If a quorum is present, the committee may act by a majority of the votes of those present; provided, however, that if a committee is exercising a power of the Board with respect to a matter with respect to which action by the Board would require a greater percentage, then the committee may act with respect to that matter only with that percentage of the votes.

ARTICLE VII - OFFICERS

VII.1. Enumeration. The officers of the Corporation shall consist of the Chairman, Vice Chairman, Treasurer and Secretary and such other officers with such other titles as the Board shall determine. The officers shall be appointed by the Board on such terms and conditions as shall be determined by the Board consistently with the Certificate of Incorporation and By-laws. The Chairman, Vice Chairman and Treasurer of the Corporation shall be chosen from among the members of the Board. The Secretary and other officers may be, but are not required to be, members of the Board.

VII.2. Chairman of the Board of Directors. The Chairman shall, subject to the general direction of the Board and Executive Committee, serve as the Corporation's Chief Executive Officer and shall have general charge and supervision of the business and affairs of the Corporation.

VII.3. Vice-Chairman. In the absence of the Chairman, or in the event of his inability or refusal to act, the Vice Chairman, or in his absence or unavailability, some other person appointed by the Executive Committee or by the Board of Directors, shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to any restrictions upon the Chairman.

VII.4. Treasurer. The Treasurer shall, subject to the general direction of the Board, the Executive Committee and Audit and Finance Committee, have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys and payable to the Corporation from any source whatsoever, and perform all the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned to him, by the Chairman, the Executive Committee or the Board of Directors.

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VII.5. Secretary. The Secretary shall, subject to the general direction of the Board and Executive Committee, keep the minutes of the meetings of the Board of Directors and file such minutes with the books of the Corporation; see that all notices are duly given in accordance with the provisions of these By-laws or as otherwise required by law; be custodian of the corporate records and of the seal of the Corporation; and see that 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 By-laws; keep a register of the post office and electronic addresses of each Member which shall be furnished to the Secretary by such Member; and in general perform all duties incidental to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the Chairman, the Executive Committee or the Board of Directors.

VII.6. Employment; Salaries. No officer of the Corporation shall be deemed to be an employee of the Corporation nor entitled to compensation or benefits of any kind by reason of his or her officership. Officers of the Corporation shall be entitled only to such salaries, compensation and/or reimbursement of expenses as may be fixed or allowed from time to time by the Executive Committee.

VII.7. Vacancies. The Executive Committee may fill any vacancy occurring in any office for any reason. Each such successor shall hold office for the unexpired term of his or her predecessor and until his successor is elected and qualified, or until his or her earlier death, resignation or removal.

ARTICLE VIII - MISCELLANEOUS

VIII.1. Corporate Seal. The corporate seal shall be in such form as the Board shall prescribe.

VIII.2. Fiscal Year. The fiscal year of the Corporation shall be fixed, and shall be subject to change, by the Board.

VIII.3. Facsimile Signatures. Facsimile signatures of any officer or officers of this Corporation may be used whenever and as authorized by the Board of Directors or any committee thereof.

VIII.4. Reliance Upon Books, Reports and Records. Each Director, each member of a committee designated by the Board of Directors, and each officer of the Corporation shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account and other records of the Corporation, including reports made to the Corporation by any of its officers, by an independent certified public accountant or by an appraiser or other expert selected with reasonable care.

VIII.5. Electronic Communications. To the maximum extent permitted by Delaware law, any notice, communication, vote, consent or proxy provided by these By-laws or otherwise

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pertaining to the business of the Corporation may be made by electronic means and may be retained in the records of the Corporation by electronic means.

ARTICLE IX - CONTROL OVER BY-LAWS

The power to amend, alter or repeal these By-laws and to adopt new By-laws may be exercised by the Board by a majority of the whole Board, subject to the provisions of the Certificate of Incorporation of the Corporation and the provisions of the Delaware General Corporation Law; provided, however, that no amendment to the first paragraph of Article V, Section 3 shall be effective unless adopted by an affirmative vote of two-thirds of the whole Board.