

**AMENDED AND RESTATED BYLAWS
OF
BROADBAND INTERNET TECHNICAL ADVISORY GROUP, INC.
(a Delaware non-stock corporation)**

**ARTICLE I
DEFINITIONS**

Section 1.1. *Definitions.* When used in these Bylaws, unless the context otherwise requires, the term:

(a) “*Act*” means the General Corporation Law of the State of Delaware, as the same may be amended from time to time.

(b) “*Affiliate*” means, with respect to any entity, any other entity, directly or indirectly, controlling or controlled by, or under direct or indirect common control with, such entity or one or more of the other Affiliates of that entity (or a combination thereof), as of the date hereof or thereafter; *provided, however*, such entity shall be considered an Affiliate only for the time during which such control exists. Solely for the purposes of this definition, an entity shall “control” another entity if the first entity: (i) owns, beneficially or of record, more than fifty percent (50%) of the voting securities of the other entity, (ii) has the ability to elect a majority of the directors of the other entity, or (iii) provides day to day management of such entity under contract or as managing general partner.

(c) “*Alternate Director*” means an individual selected by a Designated Participating Member as an alternate designee to attend Board meetings and vote in the place and stead of the Designated Participating Member’s Director Designee.

(d) “*Application Provider*” means an individual or entity that is engaged substantially in the provision of products, services, caching or solutions which are transmitted over the Internet.

(e) “*Application Provider Director*” means a Director designated by a Designated Participating Member in the Application Provider Member Category.

(f) “*Board*” means the board of directors of this Corporation.

(g) “*Certificate*” means the Certificate of Incorporation of this Corporation, dated June 21, 2010, as the same may be amended, restated or modified from time to time.

(h) “*Community Representative*” means an individual or entity that does not qualify in one of the Industry Categories but has an interest in the technical issues of the Corporation’s mission. Community Representatives could be, among other things, an individual; not-for-profit scientific, technical, professional, labor, consumer or other association or organization; academic institution or individual academic; public interest group; or other representative from the consumer/user community.

(i) “*Community Representative Director*” means a Director who is either: (1) with respect to a Designated Participating Member that is an entity, designated by a Designated Participating Member in the Community Representative Member Category, or (2) with respect to a Designated Participating Member that is an individual, the Designated Participating Member himself or herself.

(j) “*Content Producer*” means an individual or entity engaged substantially in the business of developing, licensing, or selling video games, literary works, musical works, dramatic works, motion pictures and other audiovisual works, or sound recordings transmitted over the Internet.

(k) “*Content Producer Director*” means a Director designated by a Designated Participating Member in the Content Producer Member Category.

(l) “*Corporation*” means the Broadband Internet Technical Advisory Group, Inc. or any future name of this entity.

(m) “*Designated Participating Member*” means a Participating Member (either an individual or entity) elected by the Participating Members in the same Member Category to designate a Director to the Board. The Designated Participating Member will have the right to appoint a Director Designee who will serve on the Board until the end of the Director’s term.

(n) “*Director*” means a member of the Board.

(o) “*Director Designee*” means an individual designated by a Designated Participating Member to serve as Director on the Board. If a Designated Participating Member is an individual, such individual will also be the Director Designee.

(p) “*Equipment Manufacturer*” means an individual or entity engaged substantially in the business of developing, manufacturing, distributing, selling, installing, or launching with respect to communications or information technology products, primarily hardware.

(q) “*Equipment Manufacturer Director*” means a member of the Board designated by a Designated Participating Member in the Equipment Manufacturer Member Category.

(r) “*Executive Director*” means the individual appointed by the Board to serve as the executive director of the Corporation.

(s) “*Internet Connectivity Provider*” means an individual or entity that is engaged substantially in the provision of Internet connectivity, transmission and routing services to end users by any means including, but not limited to, digital subscriber line (“*DSL*”), microwave, fiber, cable, broadband over power lines (“*BPL*”), wireless, or satellite.

(t) “*Internet Connectivity Provider Director*” means a member of the Board designated by a Designated Participating Member in the Internet Connectivity Member Category.

(u) “*Member*” means an individual or entity that has been admitted as a member of the Corporation in accordance with ARTICLE III. Members can either be Participating Members or Observing Members.

(v) “*Member Category*” means those categories of membership designated in Section 3.2(a).

(w) “*Non-Entity Community Representative Director*” means a Community Representative Director that is an individual Participating Member (as opposed to an individual affiliated with an entity Participating Member) within the Community Representative Member Category.

(x) “*Observing Member*” means a member of the Corporation whose rights as a member of the Corporation are limited consistent with Section 3.1(b) of these Bylaws.

(y) “*Participating Member*” means a member of the Corporation who has the rights set forth in Section 3.1(a) of these Bylaws.

(z) “*Required Interest of the Board*” means the affirmative vote of more than seventy-six percent (76%) of the Directors present at a meeting in person, by proxy given to an Alternate Director or via teleconference where quorum is present.

(aa) “*Specifications*” means technical specifications, standards, rules or procedures that define or specify: (i) the rules, conditions, or characteristics for products, processes, or production methods; (ii) dimensions, materials, performance, designs, or operations; and (iii) the functional requirements, operational requirements, and/or interface and interchangeability characteristics for an item.

(bb) “*Technical Working Group*” or “*TWG*” means the initial technical working group of the Corporation which shall be operated in accordance with the procedures set forth in ARTICLE VII and the TWG Governance Document.

(cc) “*Trade Association*” means an organization or entity: (i) composed of member companies that (A) all generally fall within one Member Category, and (B) that have some common business interest, and (ii) whose purpose is to promote such common interest and not to engage in a regular business of a kind ordinarily carried on for profit.

(dd) “*Transition Period*” means the period commencing on the date the incorporator appoints the first board of directors and continuing through the first annual meeting of the Members.

(ee) “*TWG Governance Document*” means the Technical Working Group Governance Manual, Version 1.0, dated as of January 2011, as the same may be amended from time to time in accordance with Section 7.2 of these Bylaws, which shall be set for the initial rules, operating procedures and voting requirements of the TWG.

(ff) “*TWG Representative*” means a technical representative designated by a Participating Member who meets the technical requirements and other requirements set forth in Section 3.3(c) and Section 7.3 of these Bylaws and the TWG Governance Document.

(gg) “*Weighted Majority*” has the meaning set forth in Section 4.6(d) of these Bylaws.

(hh) “*Working Group*” means a technical working group, other than the TWG, established by the Board to facilitate the technical work of the Corporation which shall be operated in accordance with the procedures set forth in ARTICLE VII and the Working Group Operating Procedures.

(ii) “*Working Group Operating Procedures*” means a document created by the Board in consultation with the Executive Director which shall set forth the mission, rules, operating procedures and voting requirements of any Working Group established in accordance with ARTICLE VII, as the same may be amended from time to time in accordance with Section 7.2 of these Bylaws.

ARTICLE II OFFICE

Section 2.1. *Registered Office.* The registered office shall be at the office of 2711 Centerville Road, Suite 400, Wilmington, DE 19808 in the County of Newcastle. The name of its registered agent at such address is the Corporation Service Company. In the manner permitted by the Act, the Board or the registered agent may change the address of the Corporation’s registered office in the State of Delaware and the Executive Director or the Board may make, revoke or change the designation of the registered agent without having to go through the Bylaw amendment process outlined in ARTICLE IX.

Section 2.2. *Other Offices.* The Corporation may also have offices at such other places both within and without the State of Delaware as the Board may determine from time to time or the business of the Corporation may require.

ARTICLE III MEMBERSHIP

Section 3.1. *Types of Membership.* There shall be two types of Members: Participating Members and Observing Members.

(a) Participating Members have the right to: (i) appoint one TWG Representative or representative to any Working Group established by the Corporation, (ii) elect individuals to the Board in accordance with ARTICLE V of these Bylaws, and (iii) vote on matters presented to the Members.

(b) Unless otherwise required by the Act, Observing Members will *not* have the right to: (i) appoint a TWG Representative or representative to any Working Group, (ii) elect individuals to the Board, or (iii) vote on matters presented to the Members or matters for which voting members are required to vote upon under the Act. Observing Members will be advised of

Corporation activities, and may observe Member, TWG and Working Group meetings but they will not be entitled to comment on Member, TWG or Working Group proceedings except as provided under Section 7.4 or permitted by the TWG Governance Manual or Working Group Governance Manual. Observing Members will not be deemed part of any particular Member Category and will not have the right to attend Member Category meetings. Trade Associations can only be Observing Members.

Section 3.2. Categories of Membership.

(a) There shall initially be five (5) categories of Participating Members: Application Provider, Community Representative, Content Producer, Equipment Manufacturer and Internet Connectivity Provider.

(b) A Participating Member, including its Affiliates, can be in only one Member Category. As part of the application process outlined in Section 3.4 of these Bylaws, the applicant must designate the Member Category to which he, she or it is applying. Except with respect to the Community Representative Member Category, applicants who desire to be Participating Members should select a Member Category that is consistent with the applicant's (including its Affiliates) line of business which generates the largest portion of the applicant's gross revenues. Notwithstanding the foregoing, an applicant can request a different Member Category designation if he, she or it believes in good faith and demonstrates to the reasonable satisfaction of the Executive Director that his, her or its interests lie more appropriately with an alternative Member Category or the Executive Director may place an applicant in a different Member Category designation if he or she believes in good faith that the applicant's interests lie more appropriately with an alternative Member Category. The Executive Director can, for example, withhold consent if he or she believes in good faith that the applicant is selecting an alternative Member Category in an effort to exercise undue or disproportionate influence on the Corporation or TWG or other Working Group proceedings.

(c) If a Participating Member no longer qualifies in a particular Member Category because of a merger, acquisition or other reorganization or because its primary line of business changes, the Executive Director shall change the Member's Member Category designation to correspond with the appropriate Member Category; *provided, however*, a Participating Member may petition the Executive Director to stay in a particular Member Category if the Participating Member believes in good faith and demonstrates to the reasonable satisfaction of the Executive Director that its interests lie more appropriately with such Member Category notwithstanding the change in circumstances.

(d) To the extent a Participating Member becomes an Affiliate of another existing Member, the memberships will be consolidated into one membership and the Executive Director shall place the combined Members in the appropriate Member Category as determined in accordance with Section 3.2(b); *provided, however*, the combined Members may petition the Executive Director for an alternative Member Category if the Members believe in good faith and demonstrate to the reasonable satisfaction of the Executive Director that their combined interests lie more appropriately with such Member Category.

(e) Except for Trade Associations, Observing Members may file an application with the Corporation to become Participating Members consistent with the procedures outlined in this ARTICLE III.

(f) The Board (subject to the approval of the Members) may amend the Member Categories set forth in Section 3.2(a) of these Bylaws by amending the Bylaws in accordance with ARTICLE IX of these Bylaws to promote a balance of views among Members, provided that the amendment shall not facilitate any person or entity obtaining or exercising undue or disproportionate influence over the affairs of the Corporation or TWG or other Working Group proceedings. The Board may not amend or modify an existing Member Category in a way that has a material and disproportionate impact on such Member Category unless a majority of the Participating Members in such Member Category present at a meeting where a majority of the Participating Members in such Member Category are present in person or by proxy, voting as a separate class, approve such amendment or modification.

Section 3.3. *Membership Qualifications.* Membership in the Corporation, as either a Participating Member or Observing Member, shall be open to any person or entity that meets the following requirements:

(a) with the exception of Observing Members, the individual or entity qualifies in one of the Member Categories;

(b) the individual or entity has a material interest in the technical issues of the Corporation's mission;

(c) with the exception of Observing Members, (i) for an individual, such individual has the technical expertise necessary to qualify as a TWG Representative pursuant to Section 7.3 of these Bylaws; or (ii) for an entity, the entity has the ability to appoint an employee that has the technical expertise necessary to qualify as a TWG Representative pursuant to Section 7.3 of these Bylaws; *provided, however*, an entity may petition the Executive Director so that it can appoint a non-employee as its TWG Representative upon a showing of good cause (as determined by the Executive Director); *provided, further*, that an applicant may request that another Participating Member's TWG Representative serve as its TWG Representative in accordance with Section 7.3;

(d) the individual or entity has provided the Corporation with a properly completed membership application;

(e) the individual or entity has the willingness to bear his, her or its appropriate share of the expense incurred in the work of the Corporation through payment of membership dues as calculated in accordance with ARTICLE VIII of these Bylaws;

(f) for an individual or entity whose application has been previously rejected, such individual or entity has cured any defects in the prior application (if curable);

(g) the individual or entity certifies that he, she or it has the willingness to act in accordance with the rules of the Corporation and other policies as established by the Board; and

- (h) the individual or entity is not an Affiliate of an existing Member.

Section 3.4. *Applications for Membership.*

(a) A request for membership in the Corporation shall be submitted on a completed Corporation membership application form. On the application, the applicant shall specify, among other things, the type of membership and Member Category being applied for and provide sufficient information to demonstrate his, her or its membership qualifications. By submitting a membership application which is accepted by the Corporation, the applicant agrees to observe all of the obligations of a Member under the Certificate of Incorporation, Bylaws and membership requirements as established by the Board, including the obligation to bear the appropriate share of the Corporation's expenses.

(b) The Executive Director shall review all membership applications and accept those applicants that: (i) meet the Member qualifications set forth in Section 3.3 of these Bylaws, (ii) have paid, or agreed to pay, his, her or its appropriate share of the Corporation's expenses when due and owing, and (iii) have agreed to observe all of the obligations of a Member under the Certificate, Bylaws and membership requirements as established by the Board. An applicant will not be a Member until he, she or it has complied with all of the membership application requirements and has received written notification of acceptance from the Corporation.

Section 3.5. *Financial Disclosures.* In submitting an application for membership, the applicant may be required to disclose sufficient, accurate financial information to enable the Executive Director to determine the applicant's appropriate membership dues and Member Category. Such information shall be treated as confidential information and will not be disclosed to any person (other than legal counsel) except that the Executive Director may disclose such information to the Board if legal counsel for the Corporation deems such disclosure is necessary to enable the Board to comply with its obligations under these Bylaws and the Certificate.

Section 3.6. *Appeal of Membership Rejection; Appeal of Member Category Designation.*

(a) If the Executive Director rejects any application or rejects an applicant's or Member's request to be placed in a Member Category other than the Member Category appropriately determined as set forth in Section 3.2(b) of these Bylaws, the Executive Director shall provide the applicant a written explanation of why the application was rejected, specifying the particular membership requirement that the applicant did not meet or why the Executive Director refused to place an applicant or Member in a requested Member Category, as the case may be. Executive Director determinations may be appealed to the Board by the applicant or Member, as the case may be, within thirty (30) days of receiving the Executive Director's determination.

(b) A majority of the Board present at a meeting in person, by proxy or by remote communication where quorum is present may overturn the Executive Director's determination. If the Board affirms the Executive Director's determination, the Board shall provide the applicant or Member, as the case may be, a written explanation of why the

application was rejected, specifying the particular Membership requirement that the applicant did not meet or why the Board refused to place an applicant or Member in a requested Member Category, as the case may be.

(c) A report of all admitted Members and rejected applicants will be circulated to the Members on a regular basis.

Section 3.7. *Membership Discipline; Suspension.*

(a) Voluntary termination of membership by a Member shall be made by notice in writing to the Executive Director and the Board; *provided, however*, such notice shall not terminate any of the Member's obligations accruing prior to the date of the Executive Director and Board receive notice of such termination. If a Member voluntarily resigns and is readmitted as Member within one (1) year of the effective date of his, her or its departure, such Member will be responsible for all membership dues that would have been payable had the Member not terminated his, her or its membership.

(b) A Member's membership in the Corporation can be terminated if a Required Interest of the Board determines that he, she or it no longer meets the membership qualifications as set forth in Section 3.3 of these Bylaws.

(c) A Member's membership in the Corporation can be terminated by a vote of a Required Interest of the Board if such Required Interest of the Board determines that the Member has neglected or willfully refused to comply with the rules and regulations of the Corporation, including, without limitation, using the Corporation's Membership list for purposes not in furtherance of the mission of the Corporation or has materially obstructed the activities of the TWG or any other Working Group.

(d) If a Member's membership dues remain unpaid after ninety (90) days from the date of invoice, the Executive Director may suspend all privileges of membership of such Member until full payment is made. If the Member's membership dues remain unpaid after one-hundred twenty (120) days from the date of invoice, the Executive Director may terminate Member's membership immediately upon written notice to such Member.

(e) Before terminating the membership of any Member, except with respect to a termination pursuant to Section 3.7(d) of these Bylaws, the Board shall give a Member not less than thirty (30) days written notice explaining in reasonable detail the reason for termination and must provide the Member with a reasonable opportunity to be heard on such reasonable conditions as the Board may set forth. If terminated, after a reasonable opportunity of being heard, the Board will provide such Member a reasonable written explanation for such termination.

(f) To the extent a Member's membership is terminated, such Member's total liability with respect to such termination to the Corporation and its Members shall be the payment of any dues payable on or before the effective date of such Member's termination and Member shall not be refunded any dues, including those dues paid in advance.

Section 3.8. *Transfer and Termination of Membership.*

(a) Except as provided hereinafter, no Member may transfer his, her or its membership or any right arising therefrom and the membership of a Corporation, partnership, or any other business organization which is a Member shall terminate upon its liquidation, dissolution, or winding up, and the membership of a sole proprietor or individual who is a Member shall terminate at death, provided that all obligations of membership under these Bylaws and the rules of the Corporation have been fulfilled.

(b) The consolidation, reorganization, merger, change of name, or similar change in any organization Member shall not terminate the membership of such organization Member provided that the Member or surviving organization, if any, shall be deemed a successor to the business of the organization Member, and the Member or the surviving organization continues to possess the qualifications for membership in the Corporation. If the business of any predecessor Member is to be carried on by an organization deemed to be a successor organization by the Corporation, the membership of such predecessor Member shall be extended to the successor organization provided that such successor organization possesses the qualifications for membership in the Corporation.

**ARTICLE IV
MEMBER MEETINGS**

Section 4.1. *Annual Meetings.* The first annual meeting of the Members shall be held on or before September 30, 2011. Thereafter, the annual meeting of the Members may be held at such place, either within or without the State of Delaware, as may be designated by the Board. The Board may, in its sole discretion, determine that the meeting shall not be held at any place, but may instead be held solely by means of remote communication or written ballots. The Executive Director shall cause a written notice of the time and place of each annual meeting to be mailed or sent electronically to each Participating Member and Observing Member not less than thirty (30) days and no more than sixty (60) days before the date of the meeting, which notice shall include an agenda of the principal items to be consider including a slate of nominees for the Board.

Section 4.2. *Special Meetings.* Special meetings of the Members may be called by the Executive Director, by a majority of the members of the Board or by a writing signed by at least twenty percent (20%) of the total number of Participating Members as long as such group includes at least one (1) Participating Member from each Member Category. In addition, a special meeting of the Participating Members in a particular Member Category may be called to consider issues specific to such Member Category if at least twenty percent (20%) of the Participating Members in such Member Category elect to call such a meeting. At any time, upon the written request of any person or persons entitled to call a special meeting, it shall be the duty of the Executive Director to send out notices of the meeting, to be held within or without the State of Delaware and at such time, but not less than thirty (30) days nor more than sixty (60) days after receipt of the request, as may be fixed by the Board or designated in the request of the Participating Members. The special meeting of the applicable Participating Members will be held at such place and time as designated by the calling person(s), but the calling person(s) has the authority to determine that the special meeting will be held solely by means of remote

communication or written ballots. Such notice shall describe the purpose of the meeting. Only the business outlined in the special meeting notice can be conducted at a special meeting.

Section 4.3. *Notice and Purpose of Meetings; Waiver.* Each Participating Member of record entitled to vote at any meeting and each Observing Member shall be given in person, or by mail, or by electronic delivery, written or printed notice of the purpose or purposes, and the time and place within or outside the State of Delaware, and the means of remote communications, if any, by which Members and proxy holders may be deemed to be present in person and vote at such meeting of every meeting of the Members. If mailed, it should be directed to the Member at the address last shown on the books of the Corporation. No publication of the notice of meeting shall be required. A Member may waive the notice of meeting by attendance, either in person or by proxy, at the meeting, or by so stating in writing, either before or after the meeting. Attendance at a meeting for the express purpose of objecting that the meeting was not lawfully called or convened shall not, however, constitute a waiver of notice. Except where otherwise required by the Act, notice need not be given of any adjourned meeting of the Members.

Section 4.4. *Quorum.* Except as otherwise provided by the Act or the Certificate, a quorum at any meeting of the Members, whether such meeting is a meeting of the Membership as a whole or a meeting of a Member Category, shall exist if thirty-three percent (33%) of the Participating Members entitled to vote at such meeting are present in person or by proxy or by remote communication or written ballot by which Participating Members and proxy holders may be deemed to be present in person.

Section 4.5. *Record Date.* The date of which notice of the meeting is mailed shall be the record date for the determination of the Members. When a determination of the Participating Members entitled to vote at any meeting has been made as provided in this Section 4.5, this determination shall apply to any adjournment of the meeting.

Section 4.6. *Voting.*

(a) Except in the election of Directors, which shall be governed by Section 5.10(d) below, and except as otherwise provided in the Certificate, these Bylaws or the Act, at every meeting of the Members, each Participating Member shall be entitled to cast one (1) vote within its Member Category as to each matter submitted to a vote. A Participating Member may vote in person or by remote communication or through a proxy appointed by a written instrument signed by the Participating Member or by a duly authorized attorney-in-fact and delivered to the secretary of the meeting or written ballot. No proxy shall be valid after three (3) months from the date of its execution unless a longer period is expressly provided.

(b) On all matters coming before the Members, a Weighted Majority of the Participating Members shall be required for such matter to be approved. Without limiting the foregoing, the Corporation shall not by amendment, merger, consolidation or otherwise liquidate, voluntarily dissolve or wind up the Corporation, without first obtaining the approval (by vote or written consent, as provided by law) of a Weighted Majority of the Participating Members. Amendments to the Bylaws and to the Certificate shall be governed by ARTICLE IX and ARTICLE X, respectively.

(c) Unless otherwise required by the Act, Observing Members shall not have a vote.

(d) “*Weighted Majority*” means the vote of 50.1% of all Participating Members, weighted by Member Category with each Member Category being allocated an equal percentage of the total vote. By way of example, but not limitation, as long as there are five (5) Member Categories, each Member Category will be allocated twenty percent (20%) of the total vote on each matter coming before the Members. Each Member Category shall have its equal percentage of the total vote regardless of (i) the number of Participating Members that are part of any Member Category; (ii) how many Participating Members of such Member Category are present in person or by remote communication or represented by proxy at the meeting; and (iii) the number of Participating Members voting on a particular item.

To determine whether a matter has received the approval of a “*Weighted Majority*” of the Participating Members: (A) the number of Participating Members in each Member Category casting a vote in favor of a particular item shall be, divided by (B) the total number of Participating Members in that Member Category present in person, by remote communication or represented by proxy at the meeting and entitled to vote on the subject matter and that quotient shall then be divided by (C) the number of Member Categories of the Corporation as of the date of such vote, to determine the percentage of such Member Category in favor of such matter. The percentages so derived for each Member Category shall be aggregated, and if the aggregate is at least 50.1%, the matter shall be approved, and if the aggregate is less than 50.1%, the matter shall be rejected.

ARTICLE V DIRECTORS

Section 5.1. Powers and Responsibilities. The activities and affairs of the Corporation shall be managed under the direction of its Board. The Board may exercise all administrative powers of the Corporation and function on behalf of the Corporation in accordance with the provisions of these Bylaws, the Certificate and the Act. The Board’s powers include:

(a) modifying, amending or restating these Bylaws in accordance with ARTICLE IX of these Bylaws;

(b) modifying, amending or restating the Certificate in accordance with the Certificate and ARTICLE X of these Bylaws;

(c) subject to the approval of a Required Interest of the Board, modifying minimum criteria for Membership in the Corporation;

(d) establishing or modifying minimum criteria for the Directors;

(e) approving and modify budgets in accordance with ARTICLE VIII of these Bylaws;

(f) hiring, overseeing, and firing officers in accordance with Section 6.2 of these Bylaws;

(g) adopting rules of the Corporation, including antitrust and intellectual property rights policies;

(h) subject to the approval of a Required Interest of the Board, establishing new Working Groups;

(i) ratifying a recommendation made by the TWG or other already established Working Group to modify or amend the rules and operating procedures of the applicable TWG or Working Group in accordance with the procedures set forth in Section 7.2 and Section 7.5 of these Bylaws, respectively; and

(j) disciplining or expelling a member in the Corporation in accordance with Section 3.7 of these Bylaws.

Section 5.2. *Composition.*

(a) The Board shall initially consist of fifteen (15) Directors plus the Executive Director who will be an ex-officio, non-voting member. The number of Directors may be increased or decreased from time to time by an amendment to these Bylaws in accordance with ARTICLE IX of these Bylaws. The Board shall initially consist of the following members:

- (i) three (3) Application Provider Directors;
- (ii) three (3) Community Representative Directors;
- (iii) three (3) Content Producer Directors;
- (iv) three (3) Equipment Manufacturer Directors;
- (v) three (3) Internet Connectivity Provider Directors; and
- (vi) the Executive Director (*ex-officio, non-voting member*)

Section 5.3. *Term.* Except during the Transition Period, the terms for each Member Category's Director seats shall be divided into three (3) classes (Class A, Class B and Class C), the terms for which will be staggered over a three- (3-) year period so that only one (1) Director from each Member Category will have a term ending at any annual meeting of the Members. Class A and Class B Directors elected at the first annual meeting of the Members will have terms of less than three (3) years. Class A Directors will initially hold office until the second (2nd) annual meeting of the Members and then for three (3) year terms thereafter; Class B Directors will initially hold office until the third (3rd) annual meeting of the Members and then for three (3) year terms thereafter; and Class C Directors will hold office until the fourth (4th) annual meeting of the Members and then for three (3) year terms thereafter, *provided, however*, the term of any Director will continue beyond such period until a successor of such Director is duly appointed and qualified, or until, the death, resignation or removal of such Director.

Section 5.4. *Quorum.* A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business. If, at any meeting of the Board, there shall

be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall have been obtained.

Section 5.5. Meetings. Meetings of the Board may be held either within or without the State of Delaware. Regular meetings of the Board shall be held at those times as are fixed from time to time by resolution of the Board. Notice of the time, place and items to be discussed at any regular meeting of the Board shall be provided by the Executive Director via mail, fax, electronic means or delivery in person to each member of the Board at least ten (10) business days before the meeting. Special meetings of the Board may be held at any time upon call of the Executive Director or twenty-five (25%) of the Directors. Notice of the time, place and purpose of special meetings of the Board shall be provided by the Executive Director or persons calling the meeting via mail, fax, electronic means or delivery in person to each member of the Board at least three (3) business days before the meeting. Unless all of the Directors are present at a special meeting, only the business outlined in the special meeting notice can be conducted at a special meeting. Meetings may be held at any time without notice if all the Directors are present or if, before the meeting, those not present waive such notice in writing or by electronic submission.

Section 5.6. Required Vote. Except as otherwise provided by these Bylaws, including Section 5.1 of these Bylaws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. No Director may issue a proxy to another party; *provided, however*, if a Designated Participating Member that is an entity has identified an Alternate Director, the Alternate Director may be granted a proxy and serve in the place and stead of the Director.

Section 5.7. Action without a Meeting. 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 the members of the Board or committee, as the case may be, consent thereto in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of the proceedings of the Board, or committee.

Section 5.8. Teleconference. Members of the Board, or any committee designated by the Board, may participate in a meeting of the Board, or committee, by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this subsection shall constitute presence in person at the meeting.

Section 5.9. Alternate Directors. Each Designated Participating Member that is an entity may also designate one (1) Alternate Director, by sending notice to the Board and the Executive Director. The Alternate Director will have the right to serve in the place and stead of the Designated Participating Member's Director Designee and be counted for purposes of quorum and for voting only in the absence of such Director Designee from a meeting.

Section 5.10. Election Process.

(a) Except for the Transition Period, the Executive Director will issue a "call for candidates" to the Participating Members in each of the Member Categories. Any

Participating Member (individual or entity) in a Member Category has the right to be listed as a candidate for the Designated Participating Member for an open board seat in his, her or its Member Category so long as he, she or it notifies the Executive Director of his, her or its desire to be listed as a nominee within thirty (30) days of receiving the call for candidates notice. For Participating Members that are entities, the Participating Member will also notify the Executive Director of the employee that it intends to designate as its initial Director Designee. For the first annual meeting of the Members, Participating Members will also be asked to identify whether they would like to be listed for the Class A, Class B or Class C Director seat.

(b) As part of the “call for candidates” the Board may outline suggested experience and criteria for Director Designees to assist Participating Members in identifying candidates and in voting for the Designated Participating Members and these suggested experience and criteria could include expertise, background, leadership skills, and inter-organizational relationships. The Board’s guidelines could include, for example, that the nominee: (i) be a senior level executive or a respected and experienced member in the relevant Member Category; (ii) should have the time, resources and willingness to participate in the work of the Board; (iii) should be familiar with the technical activities of the TWG or other Working Group; and (iv) should be in a position to provide leadership and support of the Corporation in its efforts to accomplish its mission.

(c) For each open Board seat in a Member Category, the Executive Director will develop a slate of candidates for the Designated Participating Member in the Member Category. If the number of Participating Members in a Member Category is less than the number of open board seats in such Member Category or if the number of candidates identified in a Member Category is less than the number of Board seats in such Member Category, such board seats will remain vacant until such impediments no longer exist. After expiration of time for submitting candidates in response to the “call for candidates”, the Executive Director shall deliver notice of a meeting of Members pursuant to Section 4.1 of these Bylaws or the ballot pursuant to Section 5.11 of these Bylaws.

(d) Only Participating Members of a Member Category may vote on candidates for the open Board seats in such Member Category. The Participating Members will be voting for a Designated Participating Member that will have the right to appoint a Director Designee in its Member Category. Designated Participating Members shall be elected at the annual meeting of the Members or by letter ballot by a plurality vote of the Participating Members in the relevant Member Category entitled to vote on the nominees present in person or by proxy at the meeting or voting via ballot in accordance with Section 5.11 of these Bylaws.

(e) Except as provided in this Section 5.10(e), all Director Designees and Alternate Directors must be *bona fide* employees or officers of a Designated Participating Member. With respect to a Designated Participating Member that is an individual, he or she will be the Director Designee. The Board may waive any or all of the requirements set forth in this Section 5.10(e) in its discretion.

Section 5.11. *Written Ballots.* The Board may elect to conduct an election of the Directors via a letter ballot instead of at a meeting. If a written letter ballot is used in lieu of a meeting, the letter ballot shall be mailed or sent electronically to the last known regular or

electronic address of all Participating Members and all letter ballots returned to the Corporation within the time established by the Board, which in no event shall be less than thirty (30) days, shall be counted. In lieu of a written ballot, the Directors may also authorize the use of a ballot submitted by electronic transmission so long as any such electronic transmission either sets forth or is submitted with information from which it can be determined that the electronic transmission was authorized by the Member or proxy holder, as the case may be.

Section 5.12. *Transition Period.* During the Transition Period, the incorporator of the Corporation shall appoint the fifteen (15) Designated Participating Members that will have the right to appoint a Director Designee to serve as a Director of the Board. Such initial Director Designees shall serve until the first annual meeting of the Members; *provided, however*, the term for any such Director will continue until a successor of such Director is duly appointed and qualified, or until, the death, resignation or removal of such Director.

Section 5.13. *Replacement; Vacancies; Removal.*

(a) A Designated Participating Member may remove and replace a Director Designee with another qualified bona fide employee at any time, with or without cause, by sending notice to the Board and the Executive Director; *provided, however*, if a Designated Participating Member elects to remove the Director Designee more than once per any given calendar year, such replacement must be approved by the Board at the next Board meeting.

(b) A Director Designee may be removed for cause by a majority of the Participating Members in the Member Category entitled to elect such Director at a meeting, appropriately noticed, where quorum is present. If a Director Designee is removed for cause, the Designated Participating Member that is an entity will have the option to identify a new Director Designee to serve on the Board.

(c) If a Designated Participating Member that is an individual is removed as a Director Designee for cause by the applicable Member Category in accordance with Section 5.13(b) of these Bylaws, such Board seat will remain vacant until filled in accordance with Section 5.13(e) of these Bylaws.

(d) If the Designated Participating Member is no longer a Participating Member in the Corporation, its Director Designee will automatically be removed upon the termination of the Designated Participating Member's membership and the Designated Participating Member will no longer have the right to appoint a Director to such Board seat.

(e) If a board seat is vacant because the Director Designee is removed pursuant to Section 5.13(c) or Section 5.13(d), such seat will remain vacant for the remainder of the term unless a majority of the Participating Members in the relevant Member Category present in person or by proxy at a meeting, appropriately noticed where quorum is present, elect a Designated Participating Member entitled to appoint a Director Designee for the remainder of such term.

Section 5.14. *Compensation.* Directors, and members of any committee of the Board, will not be entitled to compensation for their services as Directors and members of any committee for their services as a committee member.

Section 5.15. Committees.

(a) The Board, by a resolution or resolutions adopted by a majority of the members of the whole Board, may appoint an Executive Committee, an Audit Committee, Membership Committee and any other committees as it may deem appropriate. Each committee shall have and may exercise any and all powers as are conferred or authorized by the resolution appointing it. A majority of each committee may determine its action and may fix the time and place of its meetings, unless provided otherwise by the Board. The Board shall have the power at any time to fill vacancies in, to change the size of membership of, and to discharge any committee.

(b) Each committee shall keep a written record of its acts and proceedings and shall submit that record to the Board at each regular meeting and at any other times as requested by the Board. Failure to submit the record, or failure of the Board to approve any action indicated therein will not, however, invalidate the action to the extent it has been carried out by the Corporation prior to the time the record of such action was, or should have been, submitted to the Board as provided.

**ARTICLE VI
OFFICERS**

Section 6.1. Titles; Duties.

(a) The Board shall elect an Executive Director, who shall be responsible for the management and administration of its affairs and shall be the official representative of the Corporation in all public matters and who shall have such powers and duties in the management of the Corporation as may be prescribed in a resolution by the Board. The Executive Director shall also serve as the chair of the TWG and Working Groups established by the Corporation and, shall have sufficient engineering or other technical expertise to qualify.

(b) The Board of Directors may elect from among its members a Chairman, co-Chairmen of the Board, or a Chairman of the Board and a Vice Chairman of the Board. If the Board appoints Co-Chairmen of the Board, each such co-Chairmen has the right and ability to exercise all rights afforded to the Chairman under these Bylaws, the Certificate of Incorporation and law. The Board may also elect a Treasurer, a Secretary, and one or more Vice Executive Directors, Assistant Secretaries and Vice Treasurers. In addition, there may be such subordinate officers as the Board of Directors may deem necessary. Any person may hold more than one office.

(c) The Chairman of the Board shall preside at all meetings of the Members and the Board. Except where, by law, the signature of the Executive Director is required, the Chairman shall possess the same power as the Executive Director to sign all certificates, contracts, and other instruments of the Corporation which may be authorized by the Board.

(d) The Secretary and the Treasurer shall perform those duties as are incident to their offices, or are properly required of them by the Board, or are assigned to them by the Certificate or these Bylaws. The Assistant Secretaries, in the order of their seniority, shall, in the

absence of the Secretary, perform the duties and exercise the powers of the Secretary, and shall perform any other duties as may be assigned by the Board.

(e) The Board may provide for such other executive or administrative officers, as it shall deem necessary or advisable. All such officers shall have such titles, powers and duties, and shall be entitled to such compensation, as shall be determined from time to time by the Board.

(f) Each such officer shall hold office until a successor is elected and qualified or until such officer's earlier resignation or removal. Any officer may resign at any time upon written notice to the Corporation.

Section 6.2. *Resignation and Removal of Officers.*

(a) Any officer may resign at any time upon written notice of resignation to the Board or the Executive Director. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. The acceptance of a resignation shall not be necessary to make the resignation effective.

(b) Any officer of the Corporation may be removed, with or without cause, by resolution adopted by the affirmative vote of more than seventy-six percent (76%) of the Directors then in office at any regular or special meeting of the Board or by a written consent adopted by all of the Directors then in office in accordance with applicable law. Such removal shall be without prejudice to the contractual rights of the affected officer, if any, with the Corporation.

Section 6.3. *Salaries.* The salary of the Executive Director of the Corporation shall be fixed by the Board. The Executive Director may set the salaries for all subordinate officers and employees, subject to the terms of the approved budget of the Corporation.

ARTICLE VII
TECHNICAL WORKING GROUP; ADDITIONAL WORKING GROUPS

Section 7.1. *Technical Working Group; Mission.* The Corporation shall initially have one technical working group, currently entitled the “*Technical Working Group*” or “*TWG*”, responsible for fulfilling the substantive purpose(s) for the Corporation. The purpose of the TWG is to bring together volunteer engineers and other similar technical experts to develop consensus on broadband network management practices or other related technical issues that can affect users’ Internet experience, including the impact to and from applications, content and devices that utilize the Internet. The TWG’s mission includes: (a) educating policymakers on such technical issues; (b) attempting to address specific technical matters in an effort to minimize related policy disputes; and (c) serving as a sounding board for new ideas and network management practices. Specific TWG functions include: (i) identifying “best practices” by broadband providers and other entities; (ii) interpreting and applying “safe harbor” practices; (iii) otherwise providing technical guidance to industry and to the public; and/or (iv) issuing advisory opinions on the technical issues germane to the TWG’s mission that may underlie disputes among discrete parties.

Section 7.2. *TWG Governance Document; Modifications.*

(a) The initial rules, operating procedures and voting requirements for the TWG have been developed by the incorporator of the Corporation and ratified by the initial Board. These procedures are set forth in the TWG Governance Document. The Board shall not have the ability to intervene in the substantive affairs of the TWG unless a Required Interest of the Board determines that the TWG is operating outside the scope of its mission as described in Section 7.1 of these Bylaws and the TWG Governance Document.

(b) The TWG can recommend to the Board that the mission statement of the TWG or the rules, operating procedures, voting requirements or other procedures be modified or amended or that the TWG be dissolved. Such recommendations must be ratified by the Board.

(i) If the recommended modification or amendment does not modify the mission of the TWG, make a material change to the operations of the TWG (as reasonably determined by the Executive Director) or dissolve the TWG, the recommendation must be approved by a majority of the Directors present at a meeting, appropriately noticed, where quorum is present.

(ii) If the TWG recommendation is to dissolve the TWG or if the modification or amendment does modify the mission of the TWG or make a material change to the operations of the TWG (as reasonably determined by the Executive Director), the recommendation must be approved by a Required Interest of the Board. The Board cannot make procedural or substantive modifications to the TWG processes unless such modifications are approved by the TWG in accordance with the TWG Governance Document. The following are examples of modifications that would require the approval of a Required Interest of the Board:

(A) modifying or amending the criteria for TWG Representatives;

(B) modifying or amending the criteria for participation by a TWG Representative in any technical discussion of the TWG;

(C) modifying or amending the voting thresholds or approval process for technical decisions as set forth in the TWG Governance Document; and

(D) modifying these Bylaws to modify or amend the mission statement of the TWG (such change must undergo the process outlined in ARTICLE IX).

Section 7.3. *Technical Qualifications of TWG Representatives.* Each Participating Member can have one TWG Representative; *provided, however,* two or more Participating Members in the same Member Category may elect to consolidate their TWG Representatives so that only one TWG Representative represents the interests of multiple Participating Members. Unless otherwise modified by the TWG Governance Document, a person shall be deemed to have the technical expertise necessary to qualify as a TWG Representative if he or she can demonstrate that by technical education and/or real world experience he or she has knowledge of the technical issues related to the TWG's mission as outlined in Section 7.1 of these Bylaws and

the TWG Governance Document. Such technical expertise can be established, among other ways, by:

(a) demonstrating he or she has received a university-level or higher degree from an accredited institution or program in a field related to the technical activities of the BITAG including electrical engineering, computer sciences, telecommunications and information technology;

(b) demonstrating he or she has competence and a substantial understanding of broadband Internet network management technical issues through professional work experience in a technical position; or

(c) obtaining technical certification by the Executive Director.

Section 7.4. *Observers of TWG.* Any Observing Member of the Corporation with a bona fide interest in the work of the TWG may request to be listed (or have a bona-fide employee listed with respect to Members that are entities) as an observer of the TWG or any committee thereto and shall be accorded such status unless such individual does not meet the requisite technical qualifications in Section 7.3 of these Bylaws or the Executive Director (or committee chair) reasonably believes the work of the TWG or committee thereto would be adversely affected by his or her participation. Additionally, the Executive Director or committee chair may allow non-Members of the Corporation who meet the technical qualifications in Section 7.3 of these Bylaws to observe TWG proceedings. Listed observers shall be advised of all relevant TWG activities, may attend meetings but the TWG (or committee thereof) is not obligated to consider any comments submitted by such observer and the TWG observer shall not be considered for voting purposes. To the extent TWG Representatives are required or have agreed to abide by conduct guidelines (e.g., technical requirements, treatment of proprietary information), listed observers must adhere to those same guidelines.

Section 7.5. *Additional Working Groups.* A Required Interest of the Board may elect to form one or more additional Working Groups to facilitate the technical work of the Corporation not otherwise covered by the TWG. The Board, in conjunction with the Executive Director, will establish the mission, policies and procedures of any such Working Group, which shall be set forth in the Working Group Operating Procedures. Once established, the Board shall not have the ability to intervene in the substantive affairs of the Working Group unless a Required Interest of the Board determines that the Working Group is operating outside the scope of its mission as described in the Working Group Operating Procedures. Once established, the Working Group can recommend to the Board that the mission statement of the Working Group; the rules, operating procedures, voting requirements or other procedures be modified or amended; or that the Working Group be dissolved. Such recommendations must be ratified by the Board. If the recommended modification or amendment does not modify the mission of the Working Group; make a material change to the operations of the Working Group (as reasonably determined by the Executive Director) or dissolve the Working Group, the recommendation must be approved by a majority of the Directors present at a meeting, appropriately noticed, where quorum is present. If the Working Group recommendation is to dissolve the Working Group or if the recommended modification or amendment modifies the mission of the Working Group or makes a material change to the operations of the Working Group (as reasonably determined by

the Executive Director), the recommendation must be approved by a Required Interest of the Board. The Board cannot make procedural or substantive modifications to the Working Group processes unless such modifications are approved by the Working Group in accordance with the Working Group Operating Procedures.

Section 7.6. *Specifications.* Except as provided in this Section 7.6, the TWG or any other Working Group will not engage in the creation of Specifications. Notwithstanding anything contained in Section 7.1 of these Bylaws or the TWG Governance Manual to the contrary, the TWG will not engage in the creation of Specifications unless and until a Required Interest of the Board: (a) authorizes the TWG to engage in the creation of Specifications, and (b) adopts intellectual property policies that reflect the expansion in the TWG mission.

ARTICLE VIII BUDGET AND EXPENSES

Section 8.1. *Formulation and Adoption.* On an annual basis the Executive Director or Finance Committee of the Board, if any, shall formulate and deliver to the Board a proposed budget to cover the activities of the Corporation. The proposed budget shall be considered modified, if necessary, and approved by a majority of the Board at a meeting, appropriately noticed, where quorum is present.

Section 8.2. *Changes in the Budget.* Changes in the budget may be proposed at any time by the Executive Director or by motion of twenty-five percent (25%) of the whole Board. Proposed changes shall be submitted to the Board and acted upon in the same manner described in Section 8.1 of these Bylaws. If the Board approves an increase to the budget, it also can elect to levy special assessments to be paid by the Members and these special assessments will be allocated equitably by the Board among the Members.

Section 8.3. *Financial Management.* The Board and officers of the Corporation shall administer the work of the Corporation in a manner such that its financial results conform to the Corporation's approved annual budget. The Board shall have the right to seek and obtain loans from a financial institution or a Member to protect against budget shortfalls but the Board and officers shall take care with respect to loans from Members to avoid creating the impression that any individual or entity has or can exercise undue influence on the technical operations of the TWG or any Working Group. Additionally, the Board may request prepayment of membership dues from Members to protect against budget shortfalls but such prepayments will be at the discretion of such Members. These prepayments will be treated for all purposes as future membership dues payments, and not as a loan or a gift, and the Board will appropriately note and account for such prepayments in allocating the expenses of the Corporation amongst the Members.

Section 8.4. *Cost Sharing.* Each Participating Member and Observing Member shall be responsible for its appropriate share of the pre-formation expenses and expenses involved in carrying out the work of the Corporation that is set out in the approved annual budget or modified budget. The Board shall establish an assessment schedule, or dues structure, for contributions from each Participating Member and Observing Member, but the Executive Director may waive any dues requirements for any Participating Member or Observing Member

for good cause or financial hardship. Any such waiver determination may be reconsidered and rejected by a Required Interest of the Board, whose vote shall be binding upon the Executive Director and affected Participating Member or Observing Member. The Board shall also have the authority to levy special assessments to cover unanticipated expenses or increases in budget approved pursuant to Section 8.2 of these Bylaws to be paid by the Participating Members and Observing Members and these special assessments will be allocated equitably by the Board.

Section 8.5. *Distribution on Dissolution.* Upon dissolution of this Corporation, all of its assets remaining after paying or making provision for payment of all of the liabilities of the Corporation shall be distributed exclusively for the purpose or purposes of the Corporation, in such a manner, or to an organization or organizations organized and operated exclusively for any one or more exempt purposes and as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1954 and as from time to time amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine.

ARTICLE IX AMENDMENT OF BYLAWS

Upon the vote of a Required Interest of the Board, the Board may amend, modify or restate these Bylaws effectively immediately. The Board shall submit to the membership such amendments, modifications, restatements, changes or additions to these Bylaws. At the next meeting of the Members following any such action by the Board, the Members, by a Weighted Majority vote of those Participating Members, present in person or by proxy at such meeting and entitled to vote, shall have the power to alter or repeal Bylaws newly adopted by the Board, or to restore to their original status Bylaws which the Board may have altered or repealed, and the notice of such members' meeting shall include notice that the Members will be called on to ratify the action taken by the Board with regard to the Bylaws.

ARTICLE X AMENDMENT TO CERTIFICATE OF INCORPORATION

A Required Interest of the Board shall have the authority to adopt for submission to the Membership changes or additions to the Certificate as it deems necessary or appropriate. The proposed amendment will be submitted to the Members at the next annual meeting or a special meeting called for such purpose. The meeting notice shall set forth such amendment in full or a brief summary of the changes to be effected thereby. At the meeting, if a Weighted Majority of the Participating Members, present in person or by proxy at such meeting and entitled to vote, vote in favor of the amendment, the amendment shall be approved and a certificate setting forth the amendment and certifying that such amendment has been adopted in accordance with Section 242 of the Act shall be filed with the Secretary of State of Delaware.