
BYLAWS

OF

CONSORTIUM FOR ON-BOARD OPTICS

Effective: September 10, 2015

Amended: January 18, 2018

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**BYLAWS
OF
CONSORTIUM FOR ON-BOARD OPTICS**

**ARTICLE 1
MEMBERSHIP**

Section 1.1 Classes and Qualifications.

The membership of Consortium for On-Board Optics (the “Corporation”) shall consist of two classes of members: “Steering Members” and “Associate Members”. Members may be domestic or foreign profit or nonprofit corporations, general or limited partnerships, limited liability companies, associations or other entities.

Section 1.2 Steering Members.

Steering Members are those members named as Steering Members in these Bylaws or subsequently voted into Steering Member status by a vote of two-thirds of all of the Steering Members. The Steering Members as of the effective date of these Bylaws are:

Arista Networks, Inc.
Broadcom Corporation
Cisco Systems, Inc.
Juniper Networks, Inc.
Mellanox Technologies, Ltd.
Microsoft Corporation

All Steering Members must meet all criteria for membership on a continuing basis, including the payment of the required dues for Steering Members, or be subject to termination of membership pursuant to Section 1.6.

Section 1.3 Associate Members.

Associate Members are all members other than Steering Members. Associate Members must have a demonstrable interest in the development and dissemination of specifications and technical documentation relating to board-mounted optical modules for use in network routers, switches, and end stations. Associate Members must meet all criteria for membership on a continuing basis, including the payment of the required dues for Associate Members, or be subject to termination of membership pursuant to Section 1.8.

Section 1.4 Member Affiliations.

A Member of either class and its Affiliates are deemed a single entity for purposes of membership, participation, voting, and intellectual property commitments, and together may cast only one vote. “Affiliate” means any legal entity that directly or indirectly Controls, is Controlled by, or is under common Control with a Member. “Control” means an ownership,

voting, or profits interest of greater than 50 percent, or any other means through which one entity effectively may control the actions of another.

Section 1.5 Voting Rights.

Steering Members have voting rights on all matters before the membership. Associate Members have voting rights only as specifically set forth in these Bylaws. Each member of any class has one vote on any matter with respect to which such member has voting rights.

Section 1.6 Membership Dues.

The Steering Members shall establish the membership dues for each class of members at each annual membership meeting, and shall set the terms for payment of membership dues.

Section 1.7 Status of Membership.

Membership in the Corporation does not survive the death or dissolution of any member, and may not be transferred by any means.

Section 1.8 Termination of Membership.

Section 1.8.1 Termination for Cause.

The Steering Members, by a vote of two-thirds of all Steering Members, may terminate any membership in the Corporation at any meeting of the membership for any action by the member that is detrimental to the best interests of the Corporation, or for failure to support the Corporation's purposes. At least ten days prior to such vote, the Corporation must notify the member in writing of the reasons for the proposed action and of the time and place of the meeting of the membership at which termination is to be considered. At the meeting, the member is entitled to be heard and to respond to the stated reasons.

Section 1.8.2 Suspension and Termination for Dues Delinquency.

If any Steering Member or Associate Member has not delivered its membership fees to the Corporation when due, its membership is suspended automatically on the 30th day after the due date, and is terminated automatically on the 60th day after the due date. The Steering Members may postpone such automatic suspension or termination of membership for any period of time by majority vote.

**ARTICLE 2
MEETINGS OF MEMBERS**

Section 2.1 Annual Meetings.

The annual meeting of the members shall be held during the first quarter of each calendar year, at a time and place to be established by the Board.

Section 2.2 Special Meetings.

Special meetings of the membership for any purpose or purposes may be called at any time by the chair or by the Board, at such time and place as the chair or the Board may prescribe. Special meetings of the members may also be called by any combination of two or more Steering Members. Upon request by such members, the secretary shall call such a special meeting of the membership at such time and place as the secretary may fix, not less than ten nor more than 50 days after the receipt of said request. If the secretary shall neglect or refuse to issue such call within five days of such receipt, the members making the request may issue the call, specifying the time and place of the meeting.

Section 2.3 Notice of Meetings.

Notice of the time and place of any annual, regular, or special meeting, and in case of a special meeting, the time, place and purpose or purposes for which the meeting is called, shall be delivered to each member not less than ten nor more than 50 days before the date of the meeting, by or at the direction of the chair, the secretary, or the officers or persons calling the meeting. Notice of regular meetings other than the annual meeting may be made by providing each member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten days prior to the next succeeding regular meeting and at any time when requested by a member or by such other notice as may be prescribed by these Bylaws. Such notice may be delivered by regular or express mail, private carrier, personal delivery, email, electronic network posting, or facsimile to the address in the records of the Corporation.

Section 2.3.1 Consent to Notice By Email.

If notice is provided to members by email, it is effective only with respect to members who have: (a) consented in writing or by email to receive notices transmitted by email; and (b) designated in the consent the message format that is accessible to the recipient, and the address, location, or system to which these notices may be emailed. A member who has consented to receipt of emailed notices may revoke the consent by delivering (by mail, facsimile or email) a revocation to the Corporation. The consent of any member is revoked if the Corporation is unable to transmit by email two consecutive notices given by the Corporation in accordance with the member's consent, and this inability becomes known to the secretary of the Corporation or other person responsible for giving the notice. The inadvertent failure by the Corporation to treat this inability as a revocation does not invalidate any meeting or other action.

Section 2.3.2 Delivery of Notice By Email.

Notice provided by email to a member who has consented to receive notice by such means is effective when it is sent by email to an address designated by the recipient for that purpose.

Section 2.3.3 Delivery of Notice By Posting to Electronic Network.

The Corporation may provide notice of the time and place of any meeting of the members by posting the notice on an electronic network, provided that the Corporation also delivers to the member notice of the posting by mail, facsimile, or email (pursuant to the recipient's consent to

receive notices by email), together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

Section 2.3.4 Delivery of Notice By Other Means.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. Other forms of notice described in this section are effective when received.

Section 2.4 Member Voting Procedures.

The Board of Directors may provide for a system of member voting by electronic transmission for those members who have consented to electronic notice pursuant to Section 2.3.1. Any system of member voting by electronic transmission must allow each member to execute its ballot as defined in RCW 24.03.005(14); deliver a record of each member's vote to such member; and deliver a tally of votes in the form of a record to the Board of Directors. For any members who have not consented to electronic notice, the Board of Directors shall provide paper ballots by mail, subject to the time requirements for notice of member meetings set forth in Section 2.3.

Section 2.5 Meetings Held by Telephone or Similar Communications Equipment.

Meetings of members may be conducted through the use of one or more means of remote communication through which all of the members may simultaneously participate with each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

**ARTICLE 3
BOARD OF DIRECTORS**

Section 3.1 Powers.

The affairs of the Corporation are managed by the Board of Directors (the "Board"). Each member of the Board is a Director.

Section 3.2 Qualifications.

Other than the initial Directors of the Corporation as listed in the Corporation's Articles of Incorporation, only Directors, officers, partners, or employees of organizations that are members may be Directors.

Section 3.3 Classes

There shall be two classes of Directors: Steering Directors and Associate Directors. Steering Directors are those Directors elected pursuant to Section 3.6.1, while Associate Directors are those Directors elected pursuant to Section 3.6.2. Every Director of any class has one vote with respect to any matter before the Board.

Section 3.4 Number.

The total number of Directors of the Corporation is determined by majority vote of the Steering Members, provided that the number of Directors must be at least three and no more than eleven. The number of Associate Directors is the greatest number of Directors that does not exceed one-third of the total number of Directors. The remaining Directors are Steering Directors.

Section 3.5 Term.

Steering Directors generally serve for three years or until their successors are elected and qualified. Associate Directors generally serve for one year or until their successors are elected and qualified. Prior to any election of Directors, however, the Board must provide that certain Steering Director positions will be for terms of one or two years or until their successors are elected and qualified, if such shorter terms are necessary to ensure that Steering Director terms are staggered as evenly as possible.

Section 3.6 Election.

Section 3.6.1 By Steering Directors.

The Steering Members shall elect Steering Directors at each annual meeting to succeed those Steering Directors whose terms are ending. The winners of the election are those candidates, equal in number to the number of Steering Directors whose terms are ending, who receive the most votes.

Section 3.6.2 By Associate Members.

The Associate Members shall elect the Associate Directors at each annual meeting. The winners of the election are those candidates, equal in number to the number of Associate Directors, who receive the most votes.

Section 3.7 Compensation.

Directors are not compensated for their service as Directors. The Corporation may reimburse Directors for reasonable expenses incurred solely as a direct result of their service as Directors.

Section 3.8 Resignation.

Any Director may resign at any time by delivering written notice to the chair or the secretary of the Corporation, or by giving oral notice at a meeting of the Board.

Section 3.9 Removal.

The Steering Members may remove a Director at any time by majority vote of all Steering Members, whenever in their judgment the best interests of the Corporation will be served thereby. The Associate Members may remove an Associate Director at any time by

majority vote of all Associate Members, whenever in their judgment the best interests of the Corporation will be served thereby.

Section 3.10 Vacancies.

If a Board position is vacated for any reason, the position must be filled according to the procedures described in Section 3.5.

Section 3.11 Committees.

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint standing or *ad hoc* committees of the board, each of which shall consist of two or more Directors. For each committee meeting, the committee must deliver minutes to the secretary of the Corporation, who will retain them. The Board may not delegate authority to any committee the authority to amend the Articles of Incorporation; amend, alter or repeal the Bylaws; elect, appoint, or remove any member of a Board committee or any Director or officer of the Corporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; adopt a plan for the distribution of the assets of the Corporation not in the ordinary course of business; amend, alter, or repeal any resolution of the Board unless by its terms such resolution provides that it may be amended, altered or repealed by such committee; establish a working group pursuant to the Corporation's Working Group Policy, or approve a Working Group charter. The designation and appointment of any such committee and the delegation of authority to it shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

**ARTICLE 4
MEETINGS OF BOARD OF DIRECTORS**

Section 4.1 Annual Meeting.

The annual meeting of the Board shall be held immediately before, during a recess in, or immediately after the annual membership meeting.

Section 4.2 Regular Meetings.

The Board shall have regular meetings at least quarterly, at times and places to be determined by the Board.

Section 4.3 Special Meetings.

Special meetings of the Board may be held at any time and place, whenever called by the chair, secretary, or any two Directors.

Section 4.4 Notice of Meetings.

Notice of the time and place of annual, regular, or special meetings of the Board shall be given by the secretary, or by the Director or Directors calling the meeting, by regular or express

mail, private carrier, personal delivery, email, electronic network posting, or facsimile, or by personal communication over the telephone or otherwise, at least two days prior to the date on which the meeting is to be held. Neither the business to be transacted nor the purpose of any meeting of the Board need be specified in the notice or any waiver of notice of such meeting.

Section 4.4.1 Consent to Notice By Email.

If notice is provided to Directors by email, it is effective only with respect to Directors who have: (a) consented in writing or by email to receive notices transmitted by email; and (b) designated in the consent the message format that is accessible to the recipient, and the address, location, or system to which these notices may be emailed. A Director who has consented to receipt of emailed notices may revoke the consent by delivering (by mail, facsimile or email) a revocation to the Corporation. The consent of any Director is revoked if the Corporation is unable to transmit by email two consecutive notices given by the Corporation in accordance with the Director's consent, and this inability becomes known to the secretary of the Corporation or other person responsible for giving the notice. The inadvertent failure by the Corporation to treat this inability as a revocation does not invalidate any meeting or other action.

Section 4.4.2 Delivery of Notice By Email.

Notice provided by email to a Director who has consented to receive notice by such means is effective when it is emailed to an address designated by the recipient for that purpose.

Section 4.4.3 Delivery of Notice By Posting to Electronic Network.

The Corporation may provide notice of the time and place of any special meeting of the Board by posting the notice on an electronic network accessible to Directors, provided that the Corporation also delivers to the Director notice of the posting by personal delivery, courier service, mail, facsimile, or email (pursuant to the recipient's consent to receive notices by email), together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

Section 4.4.4 Delivery of Notice By Other Means.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. Other forms of notice described in this section are effective when received.

Section 4.4.5 Effect of Attendance at Meeting.

Attendance of a Director at any meeting constitutes a waiver of notice of such meeting, except where the Director attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.5 Quorum.

A majority of the Board constitutes a quorum for the transaction of business except as otherwise provided by law. Except as otherwise provided in the Corporation's Articles of Incorporation or these Bylaws, the act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board. Proxy voting is not allowed. At any meeting of the Board at which a quorum is present, any business may be transacted, and the board may exercise all of its powers, except as otherwise provided in these Bylaws. A Director who is present at such a meeting shall be presumed to have assented to the action taken at that meeting unless the Director's dissent or abstention is entered in the minutes of the meeting, or unless the Director delivers (personally, or by courier service, mail, facsimile or email) his or her written dissent or abstention to such action to either the person acting as secretary of the meeting before the adjournment of the meeting, or to the secretary of the Corporation immediately after the adjournment of the meeting. The right to dissent or abstain does not apply to a Director who voted in favor of such action.

Section 4.6 Meetings Held by Telephone or Similar Communications Equipment.

Members of the Board or its committees may participate in a meeting of the board or such committees through the use of one or more means of remote communication through which all of the Directors or committee members may simultaneously participate with each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

**ARTICLE 5
ACTIONS BY WRITTEN CONSENT**

Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, to be taken at a meeting of the members or Board (or its committees) of the Corporation, may be taken without a meeting if a consent in writing or by email transmission setting forth the action so taken is executed by all of the members or Directors entitled to vote with respect to the subject matter thereof. Such consent has the same force and effect as a unanimous vote, and may be described as such. For purposes of the Bylaws, "executed" means: (a) a writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity.

**ARTICLE 6
WAIVER OF NOTICE**

Whenever any notice is required to be given to any member or Director of the Corporation by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, a waiver thereof in writing or by email executed by the person or persons entitled to such notice, whether before or after the time stated therein, is equivalent to the giving of such notice.

ARTICLE 7 OFFICERS

Section 7.1 Officers Enumerated.

The officers of the Corporation shall be a chair, a vice chair, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary by the Board. Any two or more offices may be held by the same person, except the offices of chair and secretary. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board may prescribe.

Section 7.2 Qualifications.

Each of the chair, vice chair, secretary, or treasurer (each a "Senior Officer") must be a Steering Director, except that, if the Board has elected to Senior Officer positions all Steering Directors whom the board deems qualified and who are willing to serve as Senior Officers, the Steering Members may elect an Associate Director to any unfilled Senior Officer position.

Section 7.3 Election and Term.

The Steering Members shall elect the Senior Officers at the annual membership meeting. The Board shall elect all other officers at the annual meeting of the Board, unless the resolution through which the Board created any officer position provides a different method for electing or appointing such officer. Each officer shall serve a term of one year or until his or her successor is elected and qualified.

Section 7.4 The Chair.

The chair shall exercise the customary executive powers pertaining to the office of president. The chair shall have authority to sign and execute all deeds, bonds, contracts, and other obligations or instruments on behalf of the Corporation. He or she shall preside at meetings of the Board. For the purposes of the Washington Nonprofit Corporation Act, the chair shall serve as the president.

Section 7.5 The Vice Chair.

In the absence or disability of the president, the vice chair shall act as chair. For the purposes of the Washington Nonprofit Corporation Act, the vice chair shall serve as the vice president.

Section 7.6 The Secretary.

The secretary shall cause to be kept records of the proceedings of the Board and of the membership, administer the membership register, sign all certificates of membership when not signed by the chair and when requested by the chair to do so, and sign and execute with the chair all deeds, bonds, contracts, and other obligations or instruments on behalf of the Corporation.

Section 7.7 The Treasurer.

The treasurer shall have the care and custody of and be responsible for all funds and investments of the Corporation and shall cause to be kept regular books of account. The treasurer shall cause to be deposited all funds and other valuable effects in the name of the Corporation in such depositories as may be designated by the Board, and in general, shall perform all of the customary duties incident to the office of treasurer.

Section 7.8 Vacancies.

Vacancies in any office arising from any cause may be filled by the Board for the remainder of the unexpired term at any annual or special meeting.

Section 7.9 Compensation.

The compensation of all officers, employees, and agents of the Corporation, if any, shall be fixed by the Board. For employees other than the chief executive officer of the Corporation, the Board may delegate this responsibility to the chief executive officer.

Section 7.10 Removal.

The Steering Members may, at any time, remove any Senior Officer by a vote of two-thirds of all of the Steering Members, whenever in their judgment the best interests of the Corporation will be served thereby. The Board may, at any time, remove any other officer by majority vote of all disinterested Directors, whenever in its judgment the best interests of the Corporation will be served thereby. The removal of an individual as an officer does not automatically result in his or her removal as a Director.

**ARTICLE 8
ADMINISTRATIVE AND GENERAL PROVISIONS**

Section 8.1 Fiscal Year.

The last day of the Corporation's fiscal year is June 30.

Section 8.2 Loans Prohibited.

The Corporation may not make loans to any member, officer, or Director.

Section 8.3 Books and Records.

The Corporation shall keep at its registered office, its principal office, or at its secretary's office if in this state, the following documents (in electronic or hard copy form): current Articles of Incorporation and Bylaws; a list of members, including names, addresses and classes of membership; correct and adequate statements of accounts and finances; a list of officers' and Directors' names and addresses; minutes of the proceedings of the members, if any, and of the board, and any minutes which may be maintained by committees of the board. The corporate records shall be open at any reasonable time to inspection by any member of more than three

months' standing or a representative of more than 5% of the membership. Costs of inspecting or copying (except for copies of Articles of Incorporation or Bylaws) are borne by the requesting member. Any such member must have a purpose for inspection reasonably related to membership interests. Use or sale of members' lists by any member is prohibited.

Section 8.4 Intellectual Property Rights.

Every member, Director, officer, and participant in any working group formed pursuant to the Working Group Policy of the Corporation must read and comply with the Corporation's Intellectual Property Rights Policy.

Section 8.5 Confidentiality.

No person participating in activities of the Corporation, including members, Directors, officers, or any participant in a working group, may disclose any information related to the Corporation's activities, including but not limited to meetings, contributions, draft documents or specifications, or information about the Corporation's governance) unless authorized by a vote of two-thirds of all Steering Members. Apart from these limitations, information disclosed by members in connection with the Corporation's activities is not confidential, regardless of any markings or statements to the contrary.

Section 8.6 Amendment of Bylaws.

These Bylaws may be altered, amended or repealed by the affirmative vote of two-thirds of all Directors.

Section 8.7 Rules of Procedure.

The rules of procedure at meetings of the membership and of the Board shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the Board.

CERTIFICATION

Mark Nowell, being Secretary of Consortium for On-Board Optics, hereby certifies that the foregoing Bylaws were duly adopted by the Steering Members on September 10, 2015 and amended by the Board of Directors on August 8, 2016.



Name: Mark Nowell
Secretary