

**BYLAWS OF  
HDP USER GROUP INTERNATIONAL, INC.  
(As Amended 28 February 2006)**

**ARTICLE I  
OFFICES**

The principal office of the corporation in the State of Arizona shall be located in the City of Scottsdale, County of Maricopa. The corporation may have such other offices, either within or without the State of Arizona, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Arizona a registered office, and a registered agent whose office is identical with such registered office, as required by the Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Arizona, and the address of the registered office may be changed from time to time by the Board of Directors.

The corporation shall be a nonprofit corporation and is not empowered to engage directly or indirectly in any activity, including distribution of its assets upon dissolution, that would invalidate its status as an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code"), by virtue of being an organization described in Section 501(c) of the Code. All references to the Code contained herein are deemed to include corresponding provisions of any future United States Internal Revenue Law.

**ARTICLE II  
MEMBERS**

**Section 1.**     **Membership.** Membership of the corporation shall be limited to individuals or entities involved in the use, sale or manufacture of electronic and opto-electronic components. Any person or entity involved in the use, sale and/or manufacture of electronic and opto-electronic equipment may become a member of the corporation upon payment of the applicable membership dues. Persons or entities involved in the "use" of electronic or opto-electronic components may be referred to herein as "user(s)". Persons or entities involved in the sale or manufacture of electronic or opto-electronic components may be referred to as "supplier(s)". After receiving payment for membership dues, the new member shall be classified into one of the following classes of membership by the Board of Directors:

a.     **Executive.** Executive members are those members who play a significant leadership role in the affairs of the corporation and are entitled to appoint one (1) representative to a seat on the corporation's Board of Directors except as otherwise provided herein. The dues for Executive members shall be Nine Thousand Dollars (\$10,000.00) per year, in addition to Regular-A or Regular-B member dues described in the following subparagraphs. Until the number of Executive members equals twenty (20), the Board of

Directors shall deny Executive member classification to any new member (notwithstanding the payment of Executive member dues), if such classification would cause the number of "supplier" Executive members to equal or exceed the number of "user" Executive members.

b. Regular-A. Regular-A members are member companies with annual revenue of Fifty Million Dollars US (\$50,000,000.00) or more, who play a leadership role in the affairs of the corporation. Regular-A members may serve on the Executive Committees (Technical, Membership, etc.) and Subcommittees and have voting rights. The dues for Regular-A members shall be Sixteen Thousand Dollars US (\$17,000.00) per year payable annually.

c. Regular-B. Regular-B members are member companies with annual revenue of less than Fifty Million Dollars US (\$50,000,000.00), who play a leadership role in the affairs of the corporation. Regular-B members may serve on the Executive Committees (Technical, Membership, etc.) and on Subcommittees and have voting rights. The dues for Regular-B members shall be Eight Thousand Dollars US (\$8,500.00) per year payable annually.

d. Associate. Associate members – removed.

**Section 2. Membership Guidelines.** The Board of Directors may set rules and guidelines concerning membership from time to time, as it deems necessary for the success of the corporation in its discretion.

**Section 3. Additional Membership Dues.** If deemed necessary by a vote of a two-thirds (2/3) majority of the Board of Directors, all members shall be required to pay an additional dues assessment to continue the functioning of the corporation. All dues assessments shall be paid by all members as proportionally assessed.

**Section 4. Annual Meetings.** The annual meetings of the members shall be held during the last quarter of each fiscal year at the principal office of the corporation or at such other location as the President shall determine so long as notice of such other location is contained in the notice of the meeting. At such meetings, reports of the affairs of the corporation shall be considered, and any other business may be transacted which is within the powers of the members or any classification of members.

**Section 5. Special Meetings.** Special meetings of the members, for any purpose or purposes whatsoever, may be called at any time by the President, the Vice-President, the Board of Directors, or by members constituting at least twenty-five percent (25%) of the voting members.

**Section 6. Quorum.** At any meeting of members, seventy-five percent (75%) of the voting members represented in person, by telephone conference, or by proxy shall constitute a quorum for the transaction of business. If less than seventy-five percent (75%) of the voting members are present at said meeting, a majority of those votes present may adjourn the meeting from time to time without further notice.

**Section 7. Calls and Notices.** Notices of all meetings of the members shall conform to the provisions of Article 0 of these Bylaws.

**Section 8. Chairman.** The Chairman of the Board, and, in his absence, the Vice-Chairman, shall preside at all meetings of the members.

**Section 9. Voting.** A majority of votes cast at a meeting at which a quorum is present shall be decisive of any election or motion, except as otherwise provided herein. As used in these Bylaws, voting members shall refer to Executive members, Regular-A members and Regular-B members. Except as otherwise provided herein, members shall have no right to vote in any election of the Board of Directors.

Every corporate member entitled to vote shall have the right to do so either in person, by teleconference, or by one or more agents authorized by a written proxy executed by such person or his duly authorized agent and filed with the Secretary of the corporation. Any proxy duly executed is not revoked and continues in full force and effect until an instrument revoking it, or a newly executed proxy bearing a later date, is filed with the Secretary of the corporation; provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless the corporate member executing it specifies therein the length of time for which such proxy is to continue in force, which in no case shall exceed seven (7) years from the date of its execution.

**Section 10. Action Without Meeting.** Any action which may be taken at a meeting of the members may be taken without a meeting if authorized by a writing signed by voting members holding seventy-five percent (75%) of the votes of the members.

**Section 11. Withdrawal.** A member may withdraw from the corporation at any time upon thirty (30) days written notice to the Board of Directors. Upon such withdrawal, such member shall no longer be a member, shall forfeit all amounts previously paid hereunder and shall not be entitled to any benefits or rights otherwise provided to members except such withdrawing member may continue to use the information obtained as a member after such member withdraws.

**Section 12. Deprivation or Suspension of Membership.** A member shall remain in good standing provided all applicable membership dues, assessments and fees, together with any penalties for late payment as may be determined by the Board of Directors, have been paid within the period set by the Board of Directors and the member continues to meet all of the other requirements of such member's membership classification. No member in good standing may be deprived of membership status or be suspended as a member without cause. Any member in good standing may be deprived of membership status or be suspended as a member for cause, and any member not in good standing may be deprived of membership status or can be suspended as a member without cause, by a majority vote of the Board of Directors. No deprivation or suspension of membership shall be effective unless:

- a. The member is given notice of the proposed deprivation or suspension of membership and of the reasons therefor;

b. Such notice is delivered personally or deposited in the United States mail registered or certified, return receipt requested, postage prepaid, addressed to the last address of the member shown on the corporation's records;

c. Such notice is given at least thirty (30) days prior to the effective date of the proposed deprivation or suspension of membership. Such notice shall be deemed delivered upon receipt if delivery is in person or two (2) days after deposited in the United States mail as provided in subparagraph b. above;

d. Such notice sets forth the date of the next meeting of the Board of Directors where the proposed deprivation or suspension will be put to a vote of the Board of Directors. The member will be given the opportunity to be heard by the Board of Directors, either orally or in writing, prior to such vote of the Board of Directors at such meeting. The deprivation or suspension shall be effective immediately after the affirmative majority vote of the Board of Directors in favor of such deprivation or suspension;

e. If notice is given under subparagraph a. because a member has failed to timely pay applicable membership dues, assessments, fees and/or penalties, such member shall regain its good standing by payment of all outstanding membership dues, assessments, fees and/or penalties set forth in said notice prior to the meeting of the Board of Directors described in subparagraph d., above;

f. Notwithstanding the foregoing, the Board of Directors shall have the discretion to determine alternative remedies or grant extensions for the payment of outstanding membership dues, assessments, fees and/or penalties in addressing any membership matters under this Section 12.

**Section 13. Rights Pending Suspension or Deprivation of Membership.** Any member receiving a notice under Section 12 shall be deemed a non-voting member pending the vote of the Board of Directors described in Subparagraph (d) of Section 12 but shall retain all other rights of membership.

**Section 14. Rights After Suspension or Deprivation of Membership.** Any member who is suspended or deprived of membership shall no longer be a member, shall forfeit all amounts previously paid hereunder including, but not limited to, initial fees, annual dues, assessments and/or penalties, and shall not be entitled to any benefits or rights otherwise provided to members.

**Section 15. Technical Information.**

a. **Disclosure and Use of Technical Information.** A member that furnishes technical information in connection with the business of the corporation to another Member or to the Group shall do so with reasonable care but shall not be responsible for possible errors. It is the Member that uses such information who is responsible.

b. No Obligation. Technical information in connection with the business of the corporation received by a Member from other Members or from the Group may be used by the receiving Member without accounting or compensation and without obligation of confidentiality.

c. Licenses and Patents. No licenses are granted under any patents or copyrights of any Member, and the Members have no obligation to do so.

d. Notification of Technical Information. In the event a representative directly involved with the HDPUG furnishes technical information to another Member or to the Group and such representative knows, but without imposing any obligation or inquiry or investigation or search of any kind whatsoever, that licenses under patents (inclusive of patent applications) owned by the furnishing Member or third parties are necessary for the use of such information, then such representative shall inform the other Members thereof. The furnishing Member shall not incur any liability or obligation of any kind for failing to so inform the other Members of such patents or patent applications.

### **ARTICLE III** **BOARD OF DIRECTORS**

**Section 1.** **General Powers.** The affairs of the corporation shall be managed by its Board of Directors.

**Section 2.** **Restrictions on Powers.** No part of the money or other property received by the corporation from any source, including its operations, shall inure to the benefit of or be distributable to its members, members of its Board of Directors, officers or other private persons; except that the corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes of the corporation.

**Section 3.** **Board of Directors.**

a. Initial Board. The initial Board of Directors shall consist of the persons set forth in the Articles of Incorporation of the corporation. The initial Board of Directors shall manage the affairs of the corporation until the first annual election of Directors, which shall occur during June, 1994. The initial directors may add directors up to the total amount authorized prior to the annual election of directors. The persons appointed to serve as the initial Board of Directors, as set forth in the Articles of Incorporation of the corporation, shall elect by majority vote the next succeeding Board of Directors of the corporation at the first annual election set forth above. Thereafter, at the next annual meeting of the Board of Directors, directors shall be elected as provided in Paragraph b. of this Section 3 to serve as provided herein.

b. Subsequent Board. The Board of Directors shall be limited to representatives of Executive members. Until the number of Executive members equals twenty (20),

Executive members of the corporation shall each be entitled to appoint one (1) representative to a seat on the Board of Directors. Such representative shall serve until the next annual meeting of the Board of Directors. At the next annual meeting after the corporation has twenty (20) Executive members, the Executive members shall elect eleven (11) directors to the Board of Directors; provided, however, at least six (6) of the directors so elected shall be representatives from "user" Executive members to serve as provided in Section 4. For purposes of these Bylaws, a member that is both a supplier and a user shall be considered to be a user organization if its internal use of products in which the corporation's technologies are incorporated (i.e., integrated circuits, MCM) dominates over its supply of such products to third parties.

**Section 4. Number, Tenure and Qualifications.** The number of Directors shall be at least three (3). At the annual meeting held next after the corporation has twenty (20) Executive members, one-third (1/3) of the Directors shall be elected for a term of three years, one-third (1/3) of the Directors shall be elected for a term of two years, and one-third (1/3) of the Directors shall be elected for a term of one year.

**Section 5. Regular Meetings.** The Board of Directors shall hold a regular annual meeting during each fiscal year. The first annual meeting of the Board of Directors shall be held on or before March 31, 1995. The Board of Directors may provide by resolution the time and place, either within or without the State of Arizona, for the holding of additional regular meetings of the Board without other notice than such resolution.

**Section 6. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Arizona, as the place for holding any special meeting of the Board called by them.

**Section 7. Chairman.** The Chairman of the Board, and, in his absence, the Vice-Chairman, shall preside at all meetings of the Board of Directors.

**Section 8. Notice.** Notices of all meetings of the Board of Directors shall conform to the provisions of Article 0 of these Bylaws.

**Section 9. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Section 10. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

**Section 11. Deadlock or Impasse.** In the event of any deadlock or impasse in the vote of the Directors, the Chairman of the Board, and in his absence, the Vice-Chairman, shall be

entitled to an additional vote to break any such deadlock or impasse.

**Section 12. Vacancies.** Any vacancies occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors provided, however, in the event a Director who is a representative of an Executive member resigns or is unable or unwilling to complete his term as Director (Resigning Director), such Executive member shall be entitled to appoint a new representative as Director to fulfill the term of the Resigning Director. A Director elected to fill a vacancy shall be appointed for the remaining term of the vacated position.

**Section 13. Compensation.** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

**Section 14. Informal Action by Directors.** Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

#### **ARTICLE IV** **NOTICES OF MEETINGS**

**Section 1. General.** Whenever all of the members meet in person, by teleconference or by proxy, such meetings shall be valid for all purposes, and at such meetings any corporate action may be taken that could be taken at a meeting duly called and noticed. Whenever all of the directors meet in person or by teleconference, such meetings shall be valid for all purposes, and at such meetings any corporate action may be taken that could be taken at a meeting duly called and noticed.

**Section 2. Notice of Meetings.** Written notice of each annual meeting of the members shall be given to each member entitled to vote, either personally or by mail or other written means of communication, charges prepaid, addressed to the member at his address appearing on the books of the corporation or given by him to the corporation for the purpose of notice. If a member gives no address, notice shall be deemed to have been given if sent by mail or other means of written communication addressed to the place where the principal office of the corporation is situated, or if published at least once in some newspaper of general circulation in the county in which such office is located. All such notices shall be sent to each member entitled thereto not less than fourteen (14) days before each annual meeting. Such notices shall specify the place, the day, and the hour of such meeting, and shall state such other matters, if any, as may be expressly required by statute.

Except in special cases where other express provision is made by statute, notice of special meetings of members shall be given in the same manner as for annual meetings of the

members. Notices of any special meetings shall specify, in addition to the place, date and hour of such meeting, the general nature of the business to be transacted.

The transactions of any meetings of members, either annual or special, however called and noticed, shall be valid as though had a meeting duly held after regular call and notice, if a quorum be present in person, and if, either before or after the meeting, each of the members entitled to vote, not present in person, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Written notice of the time and place of special meetings of the Board of Directors shall be delivered personally to each director, or sent to each director by mail or other form of written communication, charges prepaid, addressed to him at his address as it is shown upon the records, or, if it is not so shown on such records or is not readily ascertainable, at the place where the meetings of the directors are regularly held. In the case such notice is mailed or telegraphed, it shall be deposited in the United States mail or delivered to the telegraph company in the place in which the principal office of the corporation is located at least one hundred and twenty (120) hours prior to the time of holding the meeting. In case such notice is delivered as provided above, it shall be so delivered at least twenty-four (24) hours prior to the time of holding of the meeting. Such mailing, telegraphing, or delivery as above provided shall be due, legal and personal notice to such director.

The transactions of any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if either before or after the meeting, each of the directors not present signs a written approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

## **ARTICLE V** **OFFICERS**

**Section 1.**     **Officers.** The officers of the corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**Section 2.**     **Election and Term of Office.** The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected

and shall have qualified.

**Section 3.**     **Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**Section 4.**     **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5.**     **President.** The President (who may also be referred to as the Executive Director) shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall be present at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instrument which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws, or by statute to some other officer or agent of the corporation; and, in general, he shall perform all duties incident to the office of a President and such other duties as may be prescribed by the Board of Directors from time to time.

**Section 6.**     **Vice-President.** In the absence of the President, or in the event of his inability or refusal to act, the Vice-President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or the Board of Directors.

**Section 7.**     **Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 0 of these Bylaws; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 8.**     **Secretary.** The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and 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 Bylaws; keep a register of the post-

office address of each member which shall be furnished to the Secretary by such member; and, in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 9.** **Assistant Treasurers and Assistant Secretaries.** If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, or by the President or the Board of Directors.

## **ARTICLE VI** **COMMITTEES**

**Section 1.** **Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint an Executive Board and/or one or more committees, each of which shall consist of one or more Directors or members of the Corporation, as the Directors may determine appropriate or as otherwise provided in these Bylaws. The Executive Board and such committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation subject to any limitations imposed by the Articles of Incorporation, by these Bylaws and/or by the Board of Directors, except that no such Executive Board or committee shall have the authority of the Board of Directors in reference to amending, altering or repealing by Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by Executive Board or such committee. The designation and appointment of the Executive Board or any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

**Section 2.** **Executive Board.** The Board of Directors may, by resolution adopted by a majority of the Directors in office, create an Executive Board consisting of two or more Executive members whose purpose is to oversee and approve the activities of such other committees as the Board of Directors may designate. The Executive Board shall meet at least twice a year with alternating meetings between Europe and North America. Any member of the Executive Board may be removed by the Board of Directors in the same manner as appointments are made, whenever, in their judgment, the best interests of the corporation shall be served by such removal. The Chairman of the Executive Board shall preside over the Executive Board. The Chairman of the Executive Board will be elected annually by the Executive Board by a majority vote.

**Section 3.** **Technical Committee.** The Board of Directors may, by resolution

adopted by a majority of the Directors in office, create a Technical Committee consisting of two or more members whose purpose is to address the technical issues associated with high density packaging and interconnect environment. Such committee shall meet at least twice a year with alternating meetings between Europe and North America. Any member thereof may be removed by the Board of Directors in the same manner as appointments are made whenever, in their judgment, the best interests of the corporation shall be served by such removal.

**Section 4. Membership Committee.** The Board of Directors may, by resolution adopted by a majority of the Directors in office, create a committee comprised of two or more members, whose purpose is to promote membership in the corporation and to review, promote and evaluate the membership status of the corporation, plus those additional areas of study and evaluation as the Board of Directors (or Executive Board if authorized by the Board of Directors) may prescribe. Such committee shall meet at such times as such committee determines and shall report regularly to the Board of Directors (or the Executive Board if the Board of Directors so designates). Any member thereof may be removed by the Board of Directors in the same manner as appointments are made whenever, in the judgment of the Board of Directors, the best interests of the corporation shall be served by such removal.

**Section 5. Education Committee.** The Board of Directors may, by resolution adopted by a majority of the Directors in office, create a committee comprised of two or more members, whose purpose is to study, review and evaluate the educational activities provided by the corporation and to provide recommendations to the Board of Directors for the purpose of planning, promoting and expanding the educational programs of the corporation, plus those additional areas of study and evaluation that the Board of Directors (or Executive Board if authorized by the Board of Directors) may prescribe. Such committee shall meet at such times as such committee determines and shall report regularly to the Board of Directors (or the Executive Board if the Board of Directors so designates). Any member thereof may be removed by the Board of Directors in the same manner as appointments are made whenever, in their judgment, the best interests of the corporation shall be served by such removal.

**Section 6. Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Any member thereof may be removed by the Board of Directors in the same manner as appointments are made whenever, in their judgment, the best interests of the corporation shall be served by such removal.

**Section 7. Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors, unless the committee shall be sooner terminated, or unless such member be removed from such committee.

**Section 8. Chairman.** One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

**Section 9. Vacancies.** Vacancies in the membership of any committee may be

filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 10.** **Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 11.** **Rules.** Each committee may adopt rules for its own government not inconsistent with the Articles of Incorporation, these Bylaws or with rules adopted by the Board of Directors.

## **ARTICLE VII** **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1.** **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 2.** **Checks, Drafts, Etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

**Section 3.** **Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositaries as the Board of Directors may select.

## **ARTICLE VIII** **BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

## **ARTICLE IX** **FISCAL YEAR**

The fiscal year of the corporation shall begin on the 1st day of January and shall end

on the 31st day of December in each year.

**ARTICLE X**  
**EXEMPT ACTIVITIES**

Notwithstanding any other provisions of these Bylaws, no Director, officer, employee or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

**ARTICLE XI**  
**CONFLICTS OF INTEREST**

No contract or other transaction between the corporation and one or more of its directors or officers or any other association, corporation, firm or entity in which one or more of its directors or officers are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or officer is present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his/her or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of interested directors or officers; or
2. The contract or transaction is fair and reasonable to the corporation at the time the contract or transaction is authorized, approved or ratified, in light of the circumstances known to those entitled to vote thereon at that time.

The Board of Directors may establish policies and procedures regarding the conflicts of interest from time to time and shall disclose such policies and procedures as required by Arizona law.

**ARTICLE XII**  
**INDEMNIFICATION**

The corporation shall indemnify any and all of its existing and former directors, officers, employees and agents of the corporation to the fullest extent permitted under the laws of the State of Arizona.

**ARTICLE X**  
**SEAL**

The Board of Directors shall provide a corporate seal, which shall be in the form of a

circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

**ARTICLE XI**  
**WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act or under the provisions of the articles of incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XII**  
**AMENDMENTS TO BYLAWS**

These Bylaws may be amended or repealed and new bylaws may be adopted by a majority of the Directors at any regular meeting or at any special meeting, if at least ten (10) days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

**CERTIFICATE OF SECRETARY**

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of HDP User Group International, Inc., an Arizona corporation; and

2. That the foregoing Bylaws, comprising seventeen (14) pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors held on the \_\_\_\_\_ of \_\_\_\_\_, 1994.

**IN WITNESS WHEREOF**, I have hereunto subscribed my name this \_\_\_\_\_ day of \_\_\_\_\_, 1994.

\_\_\_\_\_  
RUBEN BERGMAN, Acting Secretary

**CERTIFICATE OF SECRETARY  
AMMENDMENT NUMBER 1**

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of HDP User Group International, Inc., an Arizona corporation; and

2. That the foregoing Bylaws, comprising sixteen (16) pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors held on the 8th of October, 1997.

**IN WITNESS WHEREOF**, I have hereunto subscribed my name this \_\_\_\_\_ day of \_\_\_\_\_, 1997.

\_\_\_\_\_  
MATT DOTY, Secretary

**CERTIFICATE OF SECRETARY  
AMMENDMENT NUMBER 2**

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of HDP User Group International, Inc., an Arizona corporation; and

2. That the foregoing Bylaws, comprising seventeen (17) pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors held on the 27th of October, 1998.

**IN WITNESS WHEREOF**, I have hereunto subscribed my name this \_\_\_\_\_ day of \_\_\_\_\_, 1998.

\_\_\_\_\_  
MATT DOTY, Secretary

**CERTIFICATE OF SECRETARY  
AMMENDMENT NUMBER 3**

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of HDP User Group International, Inc., an Arizona corporation; and

2. That the foregoing Bylaws, comprising eighteen (18) pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors held on the 22nd of December 2000.

**IN WITNESS WHEREOF**, I have hereunto subscribed my name this \_\_\_\_\_ day of \_\_\_\_\_, 2000.

\_\_\_\_\_  
MATT DOTY, Secretary

**CERTIFICATE OF SECRETARY  
AMMENDMENT NUMBER 4**

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of HDP User Group International, Inc., an Arizona corporation; and

2. That the foregoing Bylaws, comprising nineteen (19) pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors held on the 27th of October, 2004.

**IN WITNESS WHEREOF**, I have hereunto subscribed my name this \_\_\_\_\_ day of \_\_\_\_\_, 2004.

\_\_\_\_\_  
Vivek Gupta – Secretary

**CERTIFICATE OF SECRETARY  
AMMENDMENT NUMBER 5**

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of HDP User Group International, Inc., an Arizona corporation; and

2. That the foregoing Bylaws, comprising nineteen (19) pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors held on the 27th of October, 2004.

**IN WITNESS WHEREOF**, I have hereunto subscribed my name this \_\_\_\_\_ day of \_\_\_\_\_, 2006.

\_\_\_\_\_  
Vivek Gupta – Secretary

19421ZBY.J01