

**BYLAWS OF  
HDP USER GROUP INTERNATIONAL, INC.  
(As Amended 24 February 2009)**

**ARTICLE I  
NAME AND OFFICES**

**Section 1. NAME.** The Corporation shall be known as HDP User Group International, Inc., and hereinafter referred to as the Corporation.

**Section 2. 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 and materials. Any person or entity involved in the use, sale and/or manufacture of electronic and opto-electronic equipment, services, or materials may become a member of the Corporation upon payment of the applicable membership dues as stipulated herein.. 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 or materials 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 Ten Thousand Dollars (\$10,000.00) per year, in addition to Regular-A or Regular-B member dues described in the following subparagraphs. The number of Executive members will be limited to 10, and at no time can the number of Supplier Executive members 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. Regular-A members have all of the rights of a regular member, including the right to attend all member meetings and vote. The dues for Regular-A members shall be Seventeen 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) have all of the rights of a regular member, including the right to attend all member meetings and vote. The dues for Regular-B members shall be Eight Thousand Five Hundred Dollars US (\$8,500.00) per year payable annually.

**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 at 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 at such time and place as may be fixed by resolution of the Board of Directors.

**Section 5. Special Meetings.** Special meetings of the members may be called at any time by the Executive Director, 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, fifty-one percent (51%) of the voting members represented in person, or by telephone conference, shall constitute a quorum for the transaction of business. If less than fifty-one percent (51%) 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.** Written notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than thirty (30) days before the date of such meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose(s) for which the meeting is called shall be stated in the notice.

**Section 8. Chairman.** The Chairman of the Board, and, in his absence, the Executive Director, 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, Regular-A and Regular-B members shall have no right to vote in any election of the Board of Directors.

**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 in 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, but such withdrawal shall not relieve the member so withdrawing of the obligation to pay any dues, assessments or other charges there-to-fore accrued and unpaid.

**Section 12. Deprivation or Suspension of Membership.** The board of Directors may, by a majority vote of those present at any regular or specially constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues and may, by affirmative vote of two-thirds of all of the members of the board, suspend or expel a member for cause after an appropriate hearing.

Members who fail to pay their dues, fees and assessments within thirty (30) days from the time they became due shall be notified and, if payment is not made within the next succeeding thirty (30) days, shall be reported to the Board for appropriate action.

**Section 13. Rights Pending Suspension or Deprivation of Membership.** Any member receiving a notice of proposed deprivation or suspension of membership under Section 12, and not correcting the problem in the next 30 days, shall be deemed a non-voting member pending the vote of the Board of Directors described in 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.** Members agree to not disclose any confidential information identified as confidential and received through participation in HDP User Group to any third party, and to restrict disclosure of such confidential information to employees, customers, and subcontractors who have a need to know same for purposes of company related work, using the same degree of care, but no less than reasonable care, as it uses to protect like information of its own that it does not wish disclosed. This obligation shall extend for a period of three (3) years following the date of receipt of the information, unless released earlier by the Board of Directors. A member that furnishes technical information in connection with the business of the Corporation to another Member or to the Project Team 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. Licenses and Patents.** No licenses are granted under any patents or copyrights of any Member, and the Members have no obligation to do so.

**c. Notification of Technical Information.** In the event a representative directly involved with the Corporation furnishes technical information to another Member or to the Project Team 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. The Chairman of the Board, and, in his absence, the Vice Chairman, shall preside at all meetings of the 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. Number.** The number of Directors shall be at least 3 but shall not exceed 12 and shall include the Executive director ex-officio, maximum of 10 directors appointed by the Executive members, and the immediate past Executive Director, who subject to approval by the Board of Directors, shall serve as a non-voting director emeritus. The majority of the directors so appointed 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. Tenure.** Each Director shall hold office until a successor is duly appointed and qualified or until his or her death, resignation, or removal.

**Section 5. Regular Meetings.** The Board of Directors shall hold a regular annual meeting during each fiscal year, and shall determine the attendees at every meeting. 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. Other Regular Meetings.** The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without notice other than such resolution.

**Section 7. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, Executive Director, 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 8. Notice.** The notice or waiver of notice of any meeting of the Board need not specify the business to be transacted at, nor the purpose of, such meeting unless specifically required by law or these Bylaws. Notice of any special meeting of the Board of Directors shall be given at least five days in advance by written notice to each Director.

**Section 9. Quorum.** A majority of the voting members 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 voting 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, or in his absence, the Vice Chairman, shall be entitled to an additional vote to break any such deadlock or impasse.

**Section 12. Vacancies.** 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, 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 therefore.

**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 voting Directors.

#### **ARTICLE IV** **OFFICERS**

**Section 1. Officers.** The elective officers of the Corporation shall be a Chairman of the Board, a Vice Chairman, a Secretary, and a Treasurer. The Board of Directors may also elect such other officers as it deems appropriate. Officers whose authority and duties are not prescribed in these Bylaws shall 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 the Chairman of the Board and Secretary.

**Section 2. Term of Office.** Each elective officer of the Corporation shall be elected by and from among the members of the Board of Directors at the annual meeting of the Board of Directors as designated by the Chairman of the Board, and shall hold office for a term of one year and until his successor is elected and qualified or until his death, resignation or removal. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Election of an officer shall not of itself create contract rights.

**Section 3. Chairman.** The Chairman of the Board shall be the principal elective officer of the Corporation. Subject to the direction and control of the Board of Directors, the Chairman of the Board shall preside at meetings of the Corporation, and of the Board of Directors. He shall also, at the annual meeting of the Corporation and at such other times as he shall deem proper, communicate to the Board of Directors or the Corporation such matters and make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Corporation, and shall perform such other duties as prescribed by the Board of Directors from time to time.

**Section 4. Vice Chairman.** The Vice Chairman shall perform such duties and have such powers as prescribed by the Chairman of the Board of Directors from time to time. Further, in the absence of the Chairman of the Board or in the event of his or her inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman of the Board and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman of the Board.

**Section 5. Secretary.** The Secretary shall certify the Bylaws, the resolutions of the members, the Board of Directors and committees, and other documents of the Corporation as true and correct copies thereof, and shall have such other duties as prescribed by the Chairman of the Board or the Board of Directors from time to time.

**Section 6. Treasurer.** The Treasurer shall remain fully advised as to the financial condition of the Corporation and shall regularly report to the Board of Directors on the financial conditions of the Corporation and the adequacy of the accounting records of the Corporation. The Treasurer shall have such other duties as prescribed by the Chairman of the Board of the Board of Directors from time to time.

**Section 7. Executive Director.** The Board of Directors shall employ or retain a person to serve as the chief executive officer of the Corporation, who shall be responsible for the administration and management of the Corporation. Subject to the approval of the Board of Directors, he shall employ and may terminate the employment of members of the staff as necessary to carry on the work 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. He shall manage and direct all functions and activities of the Corporation and perform such other duties as the Board of Directors may prescribe from time to time.

**Section 8. Executive Director absence or inability to act.** In the absence of the Executive Director, or in the event of his inability or refusal to act, the Chairman of the Board shall perform the duties of the Executive Director, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Executive Director.

**Section 9. Removal.** Any officer elected by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## **ARTICLE V** **COMMITTEES**

**Section 1. Creation of Committees.** The Board of Directors may, by resolution adopted by a majority of the Directors in office, designate such standing or special committees as it deems appropriate. Each committee shall consist of such persons as the Board shall appoint.

**Section 2. Quorum.** Unless the presence of a greater number is required in the resolution designating a committee, the members present shall constitute a quorum.

**Section 3. Manner of Acting.** Unless the act of a greater number is required in the resolution designating a committee, 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 4. Meetings.** Unless otherwise provided in the resolution designating a committee, such committee may, by majority vote, select its chairman, fix the time and place of its meetings, specify what notice of meetings, if any, shall be given, and fix its rules of procedure consistent with these Bylaws or with rules adopted by the Board of Directors.

**Section 5. Term of Office.** Each member of a committee shall continue as such until his or her successor is appointed, unless the committee is terminated sooner, or unless such member is removed from the committee, resigns, dies, or ceases to qualify as a member thereof

**Section 6. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in case of the original appointments.

**Section 7. Action Without Meeting.** Any action which may be taken at a meeting of a committee may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all of the members of the committee entitled to vote with respect to the subject matter thereof.

**Section 8. Attendance by Telephone.** Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at the meeting.

**Section 9. Executive Committee.** The Board may create an Executive Committee, consisting of two or more members. All Executive Committee members shall serve at the pleasure of the Board of Directors. During the intervals between meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers which may require it. The Executive Committee shall report all actions it has taken to the Board of Directors at the next meeting of the Board of Directors following such actions and shall abide by Arizona not-for-profit Corporation statutes dealing with Directors and committees

## **ARTICLE VI** **General Provisions**

**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 Executive Director or Chairman of the Board 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.

**Section 4. Use of Funds and Dissolution.** The Corporation shall use its funds only to accomplish the objectives and purposes specified in its Articles of Incorporation, and no part of its funds shall inure or be distributed to the members of the Corporation. Upon dissolution of the Corporation, any funds remaining shall be distributed in the manner specified in the Articles of Incorporation of the Corporation.

**Section 5. Procedure.** All meetings of the Corporation shall be governed by parliamentary law as set forth in the most recent edition of Robert's Rules of Order when not inconsistent with law or these Bylaws.

## **ARTICLE VII** **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 VIII** **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 IX** **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 X** **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, officers or employees, or are financially interested, shall be either void or void able 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 XI**  
**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 XII**  
**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 XIII**  
**AMENDMENTS TO BYLAWS**

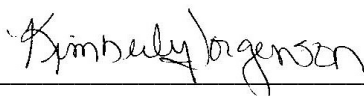
These Bylaws may be amended or repealed and new bylaws may be adopted by a majority of the Directors at any regular meeting or at any special meeting, if at least ten (10) days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

**CERTIFICATE OF SECRETARY**

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 nine (9) pages, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors held on the \_\_\_24th\_\_\_ of \_\_February\_\_\_, 2009.

**IN WITNESS WHEREOF**, I have hereunto subscribed my name this \_\_\_24th\_\_\_ day of \_\_\_February\_\_\_, 2009.



Secretary