

**RESTATED**  
**BYLAWS**  
**OF**  
**FIBRE CHANNEL INDUSTRY ASSOCIATION,**  
**a California nonprofit mutual benefit corporation**

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**ARTICLE I**

**NAME AND PURPOSES**

**1.1 Name.** The name of this corporation is FIBRE CHANNEL INDUSTRY ASSOCIATION (hereafter, “FCIA” or “Corporation”).

**1.2 Purposes.** The specific purposes for which FCIA is formed are as stated in its articles of incorporation, which currently state that its purposes are to promote the acceptance and implementation of fibre channel technology and applications, based on national and international standards, and to support the rapid advancement of an efficient and compatible technology base that promotes a competitive fibre channel marketplace. In furtherance of its specific purposes, FCIA may, without limitation, promote development of fibre channel technology; provide a forum for market participants; identify fibre channel applications; provide educational services; promote nationwide and worldwide compatibility and interoperability; encourage input to appropriate national and international standards bodies; and identify, select, augment as appropriate, and publish fibre channel implementation profiles drawn from appropriate national and international standards.

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal office for the transaction of the business of FCIA shall be at such location as the Board of Directors (“Board”) may at any time or from time to time determine.

**ARTICLE III**

**MEMBERSHIP**

**3.1 Members.** FCIA shall have members (hereafter, “Members”) who shall be “members” as that term is defined in Section 5056 of the California Corporations Code or any successor statute. Members shall have all of the rights of members of a California Mutual Benefit Corporation which are provided in the California Corporations Code and these bylaws. Members shall constitute the Membership of the Corporation, within the meaning of the

California Corporations Code and these bylaws. The term “Members”, when used herein, refers solely to Members.

**3.2 Distinguished from Participants.** In addition to Members, FCIA shall have other categories of Participants, who shall be referred to as “Associate Members” and “Observers.” Despite this terminology, neither Associate Members nor Observers shall be “members” of the Corporation as defined in Section 5056 of the California Corporations Code or any successor statute, nor shall they have any of the rights of members provided by the California Corporations Code. Associate Members and Observers shall have only those rights expressly set forth in Article V of these bylaws or expressly granted by resolution of the Board of FCIA. Rights of Associate Members and Observers, whether set forth in these bylaws or in a resolution of the Board, are subject to change or elimination by the Board at any time. The qualifications, rights and duties of Associate Members and Observers are set forth in Article V of these bylaws.

**3.3 Qualification of Members.** A Member shall be a person or entity who or that supports the purpose of FCIA; applies for Membership in FCIA; agrees to comply with the FCIA Membership Agreement; and timely pays all dues and assessments imposed by the Board from time to time. A Member who or that ceases to satisfy the qualifications of Membership shall be terminated as a Member as set forth in Section 3.7 below.

**3.4 Affiliated Enterprises.** Affiliated enterprises shall be entitled to only one Membership. Affiliated enterprises include parents and subsidiaries and entities under common control or ownership.

**3.5 Application for Membership.** Applications for Membership may be submitted to the administrator or manager of FCIA, or to such other person as the Board may determine. An application for Membership shall be approved if the applicant meets the qualifications for Membership, described in Section 3.3 above.

**3.6 Exercise of Membership Rights.** Each Member shall have one vote on each matter submitted to the Membership for a vote. If a Member is an entity, it shall exercise its Membership rights through a duly authorized employee representative of the Member, who shall be designated in writing by the Member. The authorized representative may exercise the Member’s vote on any matter to come before the Membership of FCIA. A Member may change its representative by written notice to FCIA. A Member may designate in writing a substitute representative to exercise its voting rights, provided such substitute representative is an employee of Member.

**3.7 Termination of Membership Rights.** Membership shall be terminated by the Board upon thirty (30) days’ prior notice for failure to pay annual dues in a timely manner, or for failure to satisfy any other qualifications for or perform the duties of Membership. In addition, Membership may be terminated for good cause, as determined by a vote of a majority of a quorum of the Membership, provided that the Member is given written notice of the reasons for termination at least fifteen (15) days before such termination. The notice shall specify that the Member shall have a right to appeal such termination, orally or in writing, to a committee appointed by the Membership, such appeal to be heard and determined not less than five (5) days

before the effective date of the termination. The committee that hears the appeal shall render a determination in writing which shall be final. A Member may withdraw from Membership upon thirty (30) days' prior written notice to FCIA.

**3.8 Compensation of Members.** No Member shall be compensated on the basis of Membership in FCIA. Any Member rendering services to FCIA, however, may receive reasonable compensation for such services, if so determined by the Board.

**3.9 Non-Transferability.** Membership in FCIA may be transferred (a) to a successor-in-interest as a result of a merger, acquisition, or stock or asset purchase of a Member; and (b) if otherwise approved in advance in writing by the Board. FCIA may charge a transfer fee to the transferee and impose other conditions on the transferred Membership, provided such fees and conditions are uniformly applied.

**3.10 No Property Rights.** No Member of FCIA shall at any time have any right in or title to any of the properties, monies or assets of FCIA, except in the event of dissolution as provided in Article IX below.

**3.11 No Individual Liability.** No Member of FCIA shall be individually liable for any debt, obligation, or liability of FCIA by virtue of that Membership.

**3.12 Annual Meeting.** An annual meeting of the Members shall be held each year at a time and place set by the Board.

**3.13 Special Meetings.** Special meetings of the Members, in addition to the annual meeting, may be called by the Secretary of the Board upon request of the Chair or the Board, or upon the written request of at least five percent (5%) or more of the Members.

**3.14 Notice of Annual and Regular Meetings.** Notice of the time, place, and date of annual and regular meetings shall be given to each Member not less than twenty (20) nor more than ninety (90) days before the date of the meeting. Such notice shall usually be sent by electronic mail to the last known electronic mail address. In the alternative, notice may be delivered personally to each Member, sent by first-class, registered, or certified mail to the address of each Member appearing on the books of FCIA or the address given to FCIA for the purpose of notice, or sent by facsimile to the Member's last known facsimile number. If the Member's address does not appear on FCIA's books or is not given to FCIA, such notice may be sent to the Member at FCIA's principal office or by publication at least once in a newspaper of general circulation in the county in which FCIA's principal office is located.

The notice must state those matters which the Board intends to present for action by the Members; however, any proper matter may be presented at the meeting for action. The notice of any meeting at which Directors are to be elected shall include the names of all nominees at the time the notice is delivered or mailed.

**3.15 Requests for and Notice of Special Meetings.** Upon request in writing to the Chair, President, or Secretary of FCIA by any person entitled to call a meeting of the Members, notice shall be delivered to the Members in accordance with Section 3.14 that a meeting will be held at a time and place fixed by the Board that is not less than thirty-five (35) nor more than

ninety (90) days after receipt of the request. The notice of a meeting shall state the general nature of the business to be transacted, and no other business may be transacted at the meeting.

Except by unanimous written consent of the Members, any approval by the Members of any of the following proposals shall be valid only if the general nature of the proposal is described in the notice:

- a. Removing a director without cause;
- b. Filling one or more vacancies on the Board;
- c. Amending FCIA's articles of incorporation;
- d. Approving a contract or transaction between FCIA and one or more Directors or between FCIA and any entity in which a Director has a material financial interest;
- e. Electing to wind up and dissolve FCIA; or
- f. If applicable, approving a plan of distribution of FCIA's non-cash assets upon dissolution, if the plan is inconsistent with the rights or preferences of any Membership class.

**3.16 Quorum.** Thirty-three percent (33%) of the existing Members, present (in the person of a duly authorized employee representative, if the Member is an entity) or by proxy, shall constitute a quorum of the Members at any meeting. The Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment even if some Members have withdrawn to leave less than a quorum, provided that any action taken is approved by at least a majority of a quorum of Members.

**3.17 Voting.** Votes shall be cast by voice, written ballot, or proxy. A Member that is an entity shall be entitled to vote through the representative or substitute representative designated pursuant to §3.6. Each Member entitled to vote shall be entitled to cast one vote on each matter submitted for vote; provided, however, that each Member entity shall have only one (1) vote. If a quorum is present, the affirmative vote of a majority of the Members represented at the meeting shall be the act of the Members, unless these bylaws require a supermajority vote to authorize or approve the action or decision.

**3.18 Action by Written Ballot.** Any action which may be taken at a meeting of the Members may be taken without and in lieu of a meeting, if a written ballot is distributed to the Members. Action by written ballot shall be valid only if the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total votes cast was the same as the number of votes cast by ballot. The written ballot shall (a) set forth the proposed action; (b) provide an opportunity for the Members to specify approval or disapproval of any proposal, and, with respect to election of Directors, an opportunity to withhold their vote; and (c) provide a reasonable period of time within which to return the ballot to FCIA. The written ballot shall be

filed with the Secretary of FCIA, or his or her designee, and maintained in FCIA's corporate records. Directors may be elected by written ballot as provided in this paragraph. Voting by written ballot, when referred to in these bylaws, includes voting by electronic means.

**3.19 Proxy Voting.** Each Member shall be entitled to vote by proxy in accordance with Section 7613 of the California Corporations Code. All proxies must clearly identify the Member's vote as to each issue to be decided at a given meeting.

**3.20 Record Date.** The Board shall fix a record date prior to each Membership meeting or other Membership action to determine which Members are entitled to vote at such meeting or on such action. Absent a board resolution to the contrary, the record date shall be the same as the notice date for the meeting or other action; provided, however, that such date shall be no more than sixty (60) days before the date of the meeting or other action. A person or entity holding a Membership by the close of business on the record date shall be a Member of record for purposes of that meeting or action.

**3.21 Membership Dues.** The annual dues payable by all Members shall be \$5,000, unless and until such dues are changed by Board resolution. If, in the future, FCIA establishes classes of Membership, dues may vary from class to class but will be consistent within one class.

## ARTICLE IV

### DECISIONS RESERVED TO MEMBERS

The following decisions of FCIA shall require approval of more than 50% of a quorum of the Members, in accordance with Section 3.17 above:

- a. A sale of all or substantially all of the Corporation's assets;
- b. A merger;
- c. A dissolution;
- d. Changes in the authorized number of Directors of FCIA;
- e. Authorization of a new class of Memberships;
- f. Any material and adverse change in the rights, privileges, preferences, restrictions, or conditions of Members as to voting, dissolution, redemption, or transfer, whether the change is made in these bylaws or another document;
- g. Amendments to the Corporation's articles of incorporation; and
- h. Amendments to Article I, Section 3.3, or Article IV of these bylaws.

## ARTICLE V

### PARTICIPANTS — ASSOCIATE MEMBERS; OBSERVERS

**5.1 Participants.** As set forth in Section 3.2, FCIA shall have Participants, as defined in 5.2 (“Associate Members”) and 5.3 (“Observers”), who shall not be entitled to vote for Directors or on the matters described in Article IV, or to exercise any of the legal rights of “members” as defined in Section 5056 of the California Corporations Code. Participants shall have only those rights specified in Sections 5.2 and 5.3.

**5.2 Associate Members.** An “Associate Member” shall be an individual or entity who or that supports the purposes of FCIA and timely pays all dues and assessments established from time to time by the Board. Associate Members shall be entitled to (a) participate in FCIA – sponsored shows, activities, seminars, conferences and other events; (b) serve on advisory committees to the Board; (c) attend and participate (but not vote) in all Membership meetings and Working Group events; and (d) receive all documents and materials generated by FCIA that are not restricted to Directors or Members. In addition, they shall have such other rights, benefits and privileges conferred by the Board from time to time, which rights, benefits, and privileges shall be subject to change or elimination by the Board.

**5.3 Observers.** An “Observer” shall be an individual or entity who or that is dedicated to the purposes of FCIA and timely pays all dues and assessments established from time to time by the Board. Observers shall be entitled to participate in FCIA – sponsored events specifically organized by Observers. In addition, they shall have such other rights, benefits and privileges conferred by the Board from time to time, which rights, benefits, and privileges shall be subject to change or elimination by the Board.

**5.4 Dues.** The annual dues payable by all Associate Members shall be \$2,500 and the annual dues payable by all Observers shall be \$500, unless and until such dues are changed by Board resolution.

## ARTICLE VI

### BOARD OF DIRECTORS

**6.1 Responsibility.** Subject to the California Nonprofit Mutual Benefit Corporation Law and except as otherwise provided in FCIA’s articles of incorporation or these bylaws, FCIA’s activities and affairs shall be managed by, and all corporate powers shall be exercised by or under the direction of, the Board. Without limiting the generality of the foregoing, the Board shall have the power to establish dues for Members and Participants and to impose additional fees or assessments on Members or Participants as appropriate to advance the purposes of FCIA.

**6.2 Number and Qualifications of Directors.** The Board shall consist of no fewer than nine (9) and no more than eleven (11) Directors. One (1) Director shall be a designated representative, in good standing, of Fibre Channel Association of Europe, and one (1) shall be a designated representative, in good standing, of the Fibre Channel Industry Association of Japan. All other Directors shall be Members (if individuals) or employee representatives of Members (if

entities) during their entire Board service; provided, however, that the Board shall include no more than one (1) Director at any given time from any Member entity. For purposes of this Section 6.2, a Member and all its "Affiliates" shall be treated as one Member entity. "Affiliates" shall include all entities (including, without limitation, partnerships, corporations, trusts, limited liability companies, and limited liability partnerships) that hold a fifty percent or greater profits, voting, or beneficial interest in a Member or in which a Member holds a fifty percent or greater profits, voting, or beneficial interest. A Director shall perform the duties of a Director in accordance with the standards set forth in Section 7231 of the California Corporations Code or its successor statute.

**6.3 Nomination of Directors.** The Board shall establish a nominating committee which shall nominate candidates for election as Director. Any Member may submit names to the nominating committee for its consideration. A Member may nominate additional candidates for election to the Board during the annual Membership meeting.

**6.4 Election.** Directors shall be elected at the annual meeting of the Membership or by written ballot, provided a quorum is present or voting by ballot. At any election, the candidate(s) receiving the highest number of votes shall be elected to fill the available position(s). Cumulative voting is not permitted. A Director shall serve his or her designated term or until a successor is elected or appointed.

**6.5 Term.**

- a. Length of Term. Directors shall be elected to serve a one (1)-year term.
- b. Limit on Terms. There are no limits to the number of consecutive terms Directors may serve.

**6.6 Vacancies.** A vacancy or vacancies on the Board shall exist upon any of the following:

- a. Death of a Director;
- b. Resignation of a Director;
- c. Removal of a Director in accordance with Section 6.8 below;
- d. Declaration by Board resolution that the Director has been found of unsound mind by court order or convicted of a felony or found by court order to have breached a duty arising under Section 7238 of the California Corporations Code;
- e. An increase in the authorized number of Directors;
- f. Failure of any Director to satisfy the qualifications described in Section 6.2 above, provided such qualifications were in effect when the Director assumed office; or



- g. Failure by the Members to elect a number of Directors at the annual meeting sufficient to fill all authorized positions.

**6.7 Filling Vacancies.** A vacancy on the Board, whether by reason of death, resignation, removal or otherwise, shall be filled by appointment of the Board. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office. If the Board fails to fill the vacancy in a timely fashion, the Members may fill the vacancy.

**6.8 Removal.** A Director may be removed from office under any of the following circumstances:

- a. The Director is chronically absent from Board meetings without excuse, as further defined by Board policy. Such Director may be removed from office by a vote of a majority of the Board as further specified by Board policy.
- b. The Director ceases to meet the qualifications set forth in Section 6.2 above, provided that such qualifications were in effect when the Director assumed office. In such event, the Board shall declare a vacancy by a vote of the majority of the Directors who do meet such qualifications.
- c. The Director is removed for good cause, as provided by law, by a vote of a majority of the Board.
- d. The Director is removed without cause, if the removal is approved by a majority of a quorum of Members if the number of Members is fifty (50) or more, or by a majority of all Members if the number of Members is less than fifty (50).

**6.9 Annual Meeting.** The Board shall meet annually at such time and place as it may determine, for the purpose of organizing the Board, electing officers, and transacting such other business as may come before the meeting.

**6.10 Regular Meetings.** Regular meetings of the Board shall be held at such time and place as the Board may determine.

**6.11 Special Meetings.** Special meetings of the Board shall be called by the written request of the Chair or by any three (3) Directors.

**6.12 Method of Meetings.** Any Board meeting, regular or special, may be held in person or by conference telephone, electronic video screen communication, or other communications equipment. Participation by communications equipment constitutes presence in person at that meeting if all of the following apply:

- a. Each Director participating in the meeting can communicate with all of the other Directors concurrently;

- b. Each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Board; and
- c. The Board adopts and implements some means of verifying both of the following:
  - i. A person communicating by telephone, electronic video screen, or other communications equipment is a Director entitled to participate in the Board meeting; and
  - ii. All statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director.

**6.13 Quorum.** A majority of the Directors then in office shall constitute a quorum of the Board for the transaction of business. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment even if some Directors have withdrawn to leave less than a quorum, provided that any action taken is approved by at least a majority of the number of Directors required to constitute a quorum.

**6.14 Voting.** Each Director shall be entitled to one (1) vote on each matter before the Board. Directors shall not be permitted to vote by proxy. If a quorum is present, the affirmative vote of a majority of the Directors present at the meeting shall be the act of the Directors. If more than one person representing a Member entity serves on the Board, all such persons shall together have only one (1) vote on matters put to Board vote.

**6.15 Action without Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors, individually or collectively, consent in writing to such action. Such unanimous written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

**6.16 Notices of Meetings.** Each Director shall supply FCIA in writing with such person's current mailing address, facsimile transmission number, and electronic mail address. Regular meetings of the Board may be held without notice if the time and place of the meetings are fixed by these bylaws or the Board. Notice of the time and place of special meetings shall be delivered personally or by telephone (including voicemail, facsimile, electronic mail, or other electronic means, to each Director or sent by first-class or priority mail, charges prepaid, addressed to each Director at that Director's address as it is shown on FCIA's records. Any oral notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director who the person giving the notice has reason to believe will promptly communicate it to the Director. The notice should specify the purpose, when possible, of any regular or special meeting of the Board.

**6.17 Time Requirements for Notice.** In case the notice is mailed, it shall be deposited in the United States mail at least eight (8) days before the time of the meeting. In the case of Directors not located in the United States, such notice, if mailed, shall be sent via express

mail. In case the notice is delivered personally, or by telephone or telegram or other means of electronic communication, it shall be delivered personally or by telephone or to the telegraph company, or transmitted electronically, at least forty-eight (48) hours before the time of the meeting.

## ARTICLE VII

### OFFICERS

**7.1 Officers.** The officers of FCIA shall be a President, Chair of the Board (sometimes referred to as “Chair”), Secretary and Treasurer. The Chair, the President and the Treasurer shall be Directors elected or appointed by the Board. All other officers may be Directors but shall be employee representatives of Members. The Board may elect such other officers, including one or more vice presidents, assistant secretaries, or assistant treasurers, as it deems advisable. Such additional officers need not be Directors and shall hold office for such period and have such powers and duties as may be prescribed by the Board.

**7.2 Election.** The President, Chair of the Board, Secretary, and CFO of FCIA shall be elected annually by a vote of the Board at its annual meeting and shall serve at the pleasure of the Board. Each officer shall hold office for a term of one (1) year or until his or her successor is elected and qualified to serve. A vacancy may be filled for its unexpired term by a vote of the Board at any meeting of the Board.

**7.3 Chair of the Board.** The Chair of the Board shall preside at all meetings of the Board and shall have such other powers, including the power to sign documents and perform such other duties, as may be prescribed by the Board.

**7.4 President.** The President shall be the chief executive officer of the corporation. In the absence of the Chair of the Board or in the event of the Chair’s disability, inability, or refusal to act, the President shall perform all of the duties of the Chair and, in so acting, shall have all of the powers of the Chair. In addition, the President shall preside at all Members’ meetings. The President shall have such other powers and perform such other duties as may be prescribed by the Board or the Chair.

**7.5 Secretary.** The Secretary shall keep or cause to be kept a book of minutes of all meetings of the Board and the Membership, including the time and place of the meeting; whether the meeting was regular or special, and if special, how it was authorized; the notice given; the names of those present; and the meeting proceedings. The minutes book shall be kept at the principal office of FCIA or at such other place as the Board may determine. The Secretary shall also give or cause to be given notice of all the meetings of the Board and the Membership required to be given by law or these bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board.

**7.6 Treasurer.** The Treasurer shall be the chief financial officer of FCIA and shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of FCIA, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of accounts shall at all times be open to inspection

by any Director. The Treasurer shall be charged with safeguarding the assets of FCIA and may sign financial documents on behalf of FCIA in accordance with FCIA's established policies. The Board may authorize other persons to sign financial documents on behalf of FCIA. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board.

## **ARTICLE VIII**

### **COMMITTEES**

**8.1 Committees with the Authority of the Board.** The Board, by resolution adopted by a majority of the Directors then in office provided a quorum is present, may create one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office, provided a quorum is present. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee composed entirely of Directors shall have such authority as the Board shall set forth by resolution, except that no Board committee, regardless of Board resolution, may:

- a. Approve any action which also requires the approval of Members or approval of a majority of Members;
- b. Fill vacancies on the Board or on any committee that has the authority of the Board;
- c. Fix compensation of the Directors for serving on the Board or on any Board committee;
- d. Amend or repeal bylaws or adopt new bylaws;
- e. Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- f. Create any other committees of the Board or appoint the members of Board committees;
- g. Expend corporate funds to support a nominee for Director after more people have been nominated for Director than can be elected; or
- h. Approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest, except where special approval is provided for in Section 7233 of the California Corporations Code.

**8.2 Advisory Committees.** The Board may also establish advisory committees, which may include non-Directors and which shall not have the authority of the Board.

**8.3 Meetings and Actions of Board Committees.** Meetings and actions of all Board committees, including advisory committees, shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other Board actions; provided, however, that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the Board committee. Minutes of each meeting of any Board committee shall be prepared and filed with FCIA's corporate records. The Board may adopt rules for the governance of any committee, provided they are consistent with these bylaws. In the absence of rules adopted by the Board, the committee may adopt such rules.

**8.4 Committees of the Members.** To address specific issues or topics, FCIA may form committees of the Members to perform such functions as the Board prescribes by written resolution. A volunteer from a Member shall lead each such committee. Persons participating on such committees may include Members, Participants and other persons. Committees of the Members shall not be deemed Board committees and shall not have the authority of the Board.

## **ARTICLE IX**

### **AMENDMENTS**

FCIA's articles of incorporation and these bylaws may be amended by the affirmative vote of a majority of the Board, except as otherwise required by law or as otherwise provided by Article IV. Amendments that materially and adversely affects the rights, privileges, preferences, restrictions, or conditions of Members as to voting, dissolution, redemption, or transfer must be approved by a majority of a quorum of the Members.

## **ARTICLE X**

### **DISSOLUTION OF FCIA**

In the event that FCIA is dissolved or wound up at any time, all of the remaining properties, monies, and assets of FCIA after provision has been made for its known debts and liabilities as provided by law, shall be distributed pro rata to those Members who are Members at the time of the dissolution; provided, however, that any such distribution shall be performed in a manner consistent with Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

## **ARTICLE XI**

### **INDEMNIFICATION**

**11.1 Right of Indemnification.** To the fullest extent permitted by law, FCIA shall indemnify its Directors, officers, employees and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, including an action by or in the right of the corporation by reason of the fact that the person is or

was a person described in that Section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

**11.2 Approval of Indemnity.** Upon written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceedings with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of the Members. At that meeting, the Members shall determine pursuant to Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Members present at the meeting in person shall authorize indemnification.

**11.3 Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnity under Section 11.1 or 11.2 of these bylaws in defending any proceeding covered by that Section shall be advanced by FCIA, upon receipt by FCIA of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by FCIA for those expenses, before final disposition of the proceeding.

**11.4 Insurance.** FCIA is authorized and empowered to purchase and maintain insurance to the maximum extent permitted by law on behalf of any person who is or was a Director, officer, employee, representative, or agent of FCIA against any liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, whether or not FCIA would have the power to indemnify such person against such liability under this Article. The Board shall cause FCIA to purchase insurance contemplated by this Article, provided that the Board determines that such insurance is available on commercially reasonable terms and at an appropriate cost given FCIA's approved budget.

## ARTICLE XII

### INTELLECTUAL PROPERTY

**12.1 Ownership by Members.** All intellectual property owned by a Member and not created through or for the benefit of FCIA shall remain the Member's exclusive property. However, any intellectual property presented by a Member to FCIA in any forum shall be deemed non-confidential and may be distributed freely by FCIA or its Members.

**12.2 Licenses to Members and Non-Members.** FCIA may, from time to time, license marketing reports and other intellectual property it creates to Members and non-Members on a non-discriminatory basis; provided, however, that FCIA may charge non-Members a higher license fee than Members if the savings to Members bears a reasonable relationship to their costs of Membership.

**12.3 FCIA Publications.** No FCIA publication shall bear the name of any Member or Member's employee or use his, her, or its intellectual property without the Member's prior written consent.

**12.4 ANSI Standards.** FCIA shall honor the American National Standards Institute (ANSI) Patent Policy and related copyright policy, entitled, Procedures for the Development and Coordination of American National Standards (copyright 1987).

## **ARTICLE XIII**

### **GENERAL PROVISIONS**

**13.1 Fiscal Year.** The fiscal year of FCIA shall be January 1 – December 31.

**13.2 Compensation of Directors/Committee Members.** Directors and committee members shall not receive compensation or reimbursement for travel or other expenses from FCIA, unless specifically allowed by a duly adopted Board resolution and approved by a majority of a quorum of the Members.

**13.3 Reports.** FCIA, through its authorized agent, shall prepare all reports required by law, including an annual report to Members to the extent required by Section 8321 of the California Corporations Code or any successor statute.

**13.4 Definition of Written.** "Written" or "writing," when used in these bylaws, includes communication by electronic means.

**13.5 California Law.** To the extent provided in California Corporations Code Section 5003, California law shall govern the operation of FCIA and the interpretation of these bylaws.

**13.6 Tense.** In these bylaws, the singular includes the plural and vice versa.

**CERTIFICATE OF SECRETARY**

I, the undersigned, hereby certify:

That I am the duly elected and acting Secretary of Fibre Channel Industry Association, a California nonprofit mutual benefit corporation; and

That the foregoing Restated Bylaws constitute the bylaws of such corporation, as duly adopted by the Board and Membership of the Corporation on \_\_\_\_\_, 2000.

\_\_\_\_\_  
\_\_\_\_\_, Secretary



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