

BYLAWS
OF THE
TELECOMMUNICATION CERTIFICATION BODY COUNCIL

ARTICLE I

NAME, PURPOSE AND OFFICES

SECTION 1. **NAME**. The name of the organization is the Telecommunication Certification Body Council (“TCBC” or “the Council”).

SECTION 2. **PURPOSE**. The purpose of the Council is to provide:

- a. A forum for periodic dialogue between the Federal Communications Commission (“FCC”) and the Telecommunication Certification Bodies (“TCB” or “TCBs”).
- b. Facilitation of ongoing activities geared towards the improvement of TCB technical and administrative performance.
- c. A forum for raising issues of concern to the FCC and vice versa.
- d. A common dissemination point for up-to-date FCC interpretations and rulings.
- e. A dissemination point for interpretations of other governments that have Mutual Recognition Agreements (“MRAs”) with the US (such governments, “MRA Partners”).
- f. Links and liaisons with other domestic and/or non-domestic organizations.

The Council’s activities shall be in keeping with the spirit of the FCC GEN Docket 98-68 Articles 2.962(c)(5) and 68.162(c)(5):

"A TCB shall participate in any consultative activities, identified by the Commission or National Institute of Standards and Technology (“NIST”), to facilitate a common understanding and interpretation of applicable regulations."

ARTICLE II

MEMBERS

SECTION 1. **CLASSES OF MEMBERSHIP**.

A. **FULL**. Any TCB (or equivalent with MRA Partners) that has been duly designated by a US-recognized designating authority shall be eligible for full membership (such member, a “Full Member”). A US-recognized designating authority is hereby defined as any designating authority duly endorsed or recognized jointly by the FCC and NIST. Any TCB joining the TCBC must join as a Full Member.

B. ASSOCIATE. Any non-TCB stakeholder , including, but not limited to, manufacturers, test laboratories, and regulators, shall be eligible for Associate Membership. Associate Members may participate in all plenary sessions but shall have no voting privileges except as noted in Article II Section 3 below.

C. HONORARY MEMBERSHIP. The following organizations shall be considered honorary members of the Council: the FCC, NIST, and all regulatory authorities of MRA Partners.

D. EX OFFICIO MEMBERSHIP. The Executive Director of the Council shall serve as an ex-officio Full Member of the Council.

SECTION 2. VOTING PRIVILEGES.

A. VOTING MEMBERS. Each Full Member that provides proof of payment of the annual dues shall be confirmed as a Voting Member and may vote on all matters in plenary session. Non-US resident TCB Voting Members shall be entitled to vote on all matters in plenary session except (1) amendments to the Bylaws, (2) the election of US Resident TCB members, and (3) the election of Officers. Each Voting Member shall carry one vote.

B. COMMITTEES. Notwithstanding Section 2A above, all Members, regardless of class, shall have voting privileges on any committee of which they are a participant. Each Member shall have one vote per committee.

SECTION 3. DUES. Annual dues will be assessed by the Treasurer and the amount will be determined by majority vote of the Executive Committee of the Council.

SECTION 4. MEMBERS IN GOOD STANDING. Members in good standing are those for which annual dues have been paid.

SECTION 5. MANNER OF ACTING. The act of a majority of the Members of the Council at a meeting at which a quorum is present shall be an act of the Council.

ARTICLE III

OFFICERS

SECTION 1. OFFICERS. Officers shall be individuals of US TCB Members in good standing who are headquartered in the United States. The officers of the Council shall consist of a Chair, Vice-Chair, Secretary, and Treasurer. The Members shall determine the terms and conditions of employment of the officers.

SECTION 2. ELECTION AND TERM. An election of officers shall be held once every two years at the annual meeting of the Members. Each officer shall be elected to a two-year term and shall serve until his or her successor is elected and qualified or until his or her resignation, or removal. Absentee ballots or electronic voting may be accepted for the election of officers.

SECTION 3. VACANCIES. A vacancy occurring in any office because of death, resignation, removal, disqualification, or any other reason shall be filled by another officer or a member of the Executive

Committee. An officer elected to fill a vacancy shall be elected by majority vote of the full Executive Committee to serve for the unexpired term of his or her predecessor in office.

SECTION 4. CHAIR. The Chair shall be the chief executive officer of the Council. The Chair shall, in general and at the pleasure of the Council, supervise and control all of the affairs of the Council. The Council shall formulate Council objectives, policies, and programs.

SECTION 5. VICE-CHAIR. The Vice-Chair shall have all the powers and perform all the duties of the Chair in the absence of the Chair and may be given other duties at the request of the Chair.

SECTION 6. SECRETARY and TREASURER. The Secretary shall keep and publish minutes of all meetings of the Executive Committee, provide notices of meetings, receive proxy notices, and discharge other duties as may be assigned. The Treasurer shall keep a full and accurate account of receipts and disbursements of the Council and discharge such other duties as may be assigned.

At the discretion of the Executive Committee, the Executive Director may perform the functions and activities normally associated with the positions of Secretary and/or Treasurer; provided, however, that the Executive Director shall have no voting privileges.

SECTION 7. TCB COUNCIL LIAISONS. Liaisons to other organizations shall be chosen by the Executive Committee. Liaisons shall be either individuals associated with Full Members of the Council or other individuals approved by majority vote of the full Executive Committee.

SECTION 8. RELATIONSHIPS WITH OTHER ORGANIZATIONS. Formal relationships with other domestic and/or non-domestic organizations may be established by majority vote of the full Executive Committee.

SECTION 9. REMOVAL FROM OFFICE. Elected Officers shall be subject to removal for violation of the terms of office, conduct unbecoming a TCB Council member, and other egregious actions determined by the Members based on a substantiated and documented report submitted to the Executive Committee. Removal shall be by two-thirds vote of the full Voting Membership.

ARTICLE IV

EXECUTIVE COMMITTEE

SECTION 1. COMPOSITION. The Executive Committee shall consist of up to six (6) US TCB Full Members, one Associate Member from the laboratory community, one Associate Member from the manufacturing community, and one Full Member from a non-US TCB, all in good standing. No one Member shall have more than one representative on the Executive Committee. Full Members shall include officers as defined in Article III, Section 1. The Immediate Past Chair will serve for one 2-year term, unless (s)he has been removed from office per Article III, Section 9. The Council's Executive Director and the Immediate Past Chair will serve as ex-officio members of the Executive Committee and are not counted as one of the nine (9) positions described in this Section.

SECTION 2. ELECTION AND TERM. The members of the Executive Committee shall be elected once every two years at the annual meeting of the Members. Each member shall serve until his or her successor is elected and qualified or until his or her earlier death, resignation, or removal. An Executive Committee member may serve consecutive terms.

SECTION 3. VACANCIES. Any vacancy occurring on the Executive Committee because of death, resignation, removal, disqualification, or other reason shall be filled until the next regular election by an individual representing a Member of the TCB Council in good standing selected by majority vote of the Membership. An officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 4. DUTIES. The Executive Committee shall function as the Board of Directors of the Council, and members of the Executive Committee may be referred to as directors. Subject to the limitations set forth in these Bylaws, the business and affairs of the Council shall be managed by the Executive Committee. All corporate powers shall be exercised by or under the direction of the Executive Committee. Without prejudice to these general powers, and subject to the same limitations, the Executive Committee shall have the following powers to:

a. select and remove all officers, agents, employees and volunteers working for the Council; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation and with these Bylaws; fix their compensation; and require from them security for faithful service;

b. conduct, manage and control the affairs, business, and investments of the Council, and make such rules and regulations therefore not inconsistent with law, with the articles of incorporation or with these Bylaws, as they may deem best, in order to further the purposes of the Council;

c. change the principal executive office or the principal business office in the jurisdiction where formed from one location to another; cause the Council to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the jurisdiction where formed, and designate any place within or outside the jurisdiction where formed, if allowed by applicable local law, for the holding or any meeting or meetings, including annual meetings;

d. adopt, make and use a corporate seal; and alter the form of the seal; and

e. borrow money and incur indebtedness on behalf of the Council and cause to be executed and delivered for the Council's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidence of debt and securities.

Notwithstanding the foregoing, the Executive Committee shall not have the power to:

a. Approve or recommend to the Members actions or proposals required to be approved by the Members;

b. Fill vacancies on the Executive Committee; or

c. Adopt, amend, or repeal the bylaws.

SECTION 5. MANNER OF ACTING. The act of a majority of members of the Executive Committee at which a quorum is present shall be an act of the Committee.

SECTION 6. REMOVAL FROM THE EXECUTIVE COMMITTEE. The Executive Committee members shall be subject to removal for violation of the office, conduct unbecoming a Council member

and other egregious actions determined by the Council membership based on a substantiated and documented report submitted to the Executive Committee and the Executive Director. Removal shall be by two-thirds vote of the full Voting Membership.

ARTICLE V

PROXY VOTING

SECTION 1 PROXY STATEMENT. A Member who is unable to attend a meeting may designate in writing an individual to vote on his/her behalf at the meeting. The proxy statement shall define the limits or extent of the proxy vote held by that individual on behalf of the Member. Proxy attendance will count toward the meeting quorum. Members may not designate a proxy for the election of officers or for amendments to these Bylaws. Absentee ballots or electronic voting will be accepted for the election of officers and amendments to these Bylaws.

SECTION 2 DESIGNATING A PROXY. To designate a proxy, Members must provide the Secretary written notice at least one week prior to the start of a Council meeting. Designated proxies shall not consist of more than 50% of the Voting Members.

ARTICLE VI

EXECUTIVE DIRECTOR

SECTION 1 APPROVAL OF EXECUTIVE DIRECTOR. The Executive Director shall serve as an independent contractor and shall not be considered an employee of the Council or an officer of the Council. The services required of the Executive Director shall be determined by a majority vote of the full Executive Committee on no less than an annual basis.

ARTICLE VII

PROGRAM AND PUBLICATION FEES

SECTION 1 REASONABLE FEES. Reasonable fees will be assessed for program meetings and technical information distribution. These fees will be reviewed and approved by the Executive Committee in cooperation with the Council's Executive Director.

ARTICLE VIII

MEETINGS

SECTION 1 GENERAL AND SPECIAL MEETINGS AND SESSIONS. There shall be at least one general meeting of the Council each year at such time and place as the officers shall determine. Special sessions other than the general meeting shall be called as necessary by the Secretary on behalf of the Executive Committee. The Executive Committee shall meet preceding the general meetings and on other occasions as necessary.

SECTION 2. NOTICE.

A. NOTICE. Members shall receive 30-days' notice of general meetings. Notice shall be given to all Members either by first-class mail, by telephone, or by electronic transmission, except that

such notice may be waived by any Member as set forth in paragraph (B) below. Notice shall not be given by electronic transmission if the Corporation is unable to deliver two consecutive notices to a Member by that means, or if the inability to deliver the notice becomes known to the Secretary or other person responsible for giving such notice.

B. WAIVER OF NOTICE. The transactions of any meeting of the Members, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (i) a quorum is present, and (ii) either before or after the meeting, each of the Members not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the Council's records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Member who attends the meeting without protesting before or at its commencement about lack of adequate notice.

SECTION 3. QUORUM. A quorum, for purposes of conducting business, is at least 51% of the Voting Members. A quorum shall be required for any voting by the general membership, including electronic voting. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Member, if any action taken is approved by at least a majority of the quorum required for meeting.

ARTICLE IX

COMMUNICATIONS

SECTION 1 MODE OF COMMUNICATION. The primary mode of communication shall be electronic in format. In between Council meetings, Voting Members may register votes in electronic format.

SECTION 2 SUMMARY OF ACTIONS. The Executive Committee shall provide a summary of actions to the TCBC within 60 days of such actions having been taken. The summary may include targeted due dates and persons assigned to take further action or tasks.

ARTICLE X

BYLAW AMENDMENTS

SECTION 1 CHANGES TO BYLAWS. These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted upon a two-thirds majority vote of the full membership of the Council. This vote may be accomplished by electronic means.

SECTION 2. VOTING REQUIREMENTS. An amendment to the articles of incorporation or these Bylaws that changes or deletes a greater quorum or voting requirement must meet the same quorum or voting requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirements prescribed in the provision being amended.

ARTICLE XI

STANDING COMMITTEES AND AD HOC COMMITTEES

SECTION 1. FORMATION AND COMPOSITION. Committees shall be established by the Executive Committee. Committees shall be either Standing Committees or Ad Hoc Committees. Ad Hoc Committees shall be formed to serve a specific need and shall have a finite term defined by the Executive Committee.

Committee Chairs and Vice Chairs shall be designated by the Chair subject to the approval of the Executive Committee. Standing Committee Chairs shall be selected from among Full Council Members. Majority approval of the full Executive Committee shall be required for the Chair to designate an Associate Member as a Standing Committee Chair.

Committee Chair and Vice Chair appointments shall be individuals, not the companies the individuals represent. A Committee Vice Chair shall perform the duties of Chair in the absence of the Committee Chair.

SECTION 2. TERM OF OFFICE. The term of office for Standing Committee Chairs and Vice Chairs shall be two years. Terms of office for Ad Hoc Committee Chairs and Vice Chairs shall be set at either two years or the finite term of the committee, whichever is less.

SECTION 3. COMMITTEE MANNER OF ACTING. All committee members shall have voting privileges within their committees, regardless of TCB membership level. The act of a majority of members of a committee at which a quorum is present shall be an act of the committee. The acts of a committee shall be advisory in nature and shall not be binding on the Council until approved by a majority vote of the full Executive Committee. Where appropriate, the Executive Committee shall submit the action of any Standing and/or Ad Hoc Committee to the full Council. Approval of the action by the Council shall be by a majority vote of the full Council.

SECTION 4. REMOVAL OF CHAIR OR VICE CHAIR OF A COMMITTEE. Committee Chairs and Vice Chairs shall be subject to removal for violation of the office, conduct unbecoming a TCB Council member, and other egregious actions determined by the Executive Committee based on a substantiated and documented report submitted to the Executive Committee and the Executive Director. Removal shall be by two-thirds vote of the full Executive Committee.

ARTICLE XII

RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF ARTICLES AND BYLAWS. The Council shall keep at its principal executive office the original or a copy of the Articles and Bylaws as amended to date.

SECTION 2. MAINTENANCE OF OTHER CORPORATE RECORDS. The accounting books, records, and minutes of the proceedings of the Members and any committee(s) of the Members shall be kept at such place or places designated by the Members, or, in the absence of such designation, at the principal executive office of the Council. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

SECTION 3. INSPECTION BY MEMBERS.

A. GENERAL. A Member of the Council is entitled to inspect and copy, during regular business hours at a reasonable location specified by the corporation, any of the following records of the

Council if the Member gives the Council written notice of his or her demand at least 5 business days before the date on which he or she wishes to inspect and copy:

- (1) The articles or restated articles of incorporation and all amendments to them currently in effect.
- (2) The Bylaws or restated Bylaws and all amendments to them currently in effect.
- (3) The minutes of all Members' meetings and records of all action taken by Members without a meeting for the past 3 years.
- (4) Written communications to all Members generally or all Members of a class within the past 3 years, including the financial statements furnished for the past 3 years.
- (5) A list of the names and business street, or home if there is no business street, addresses of its current directors and officers.
- (6) The most recent annual report delivered to the Department of State.

B. CERTAIN RECORDS. A Member of the Council is entitled to inspect and copy, during regular business hours at a reasonable location specified by the corporation, any of the following records of the Council if the Member meets the requirements of subsection (3) and gives the corporation written notice of his or her demand at least 5 business days before the date on which he or she wishes to inspect and copy:

- (1) Excerpts from minutes of any meeting of the Executive Committee, minutes of any meeting of the Members, and records of action taken by the Members or Executive Committee without a meeting.
- (2) Accounting records of the corporation.
- (3) The record of Members.
- (4) Any other books and records.

A Member may inspect and copy the records described above only if:

- (1) The Member's demand is made in good faith and for a proper purpose;
- (2) The Member describes with reasonable particularity his or her purpose and the records he or she desires to inspect;
- (3) The records are directly connected with the Member's purpose.

SECTION 4. ANNUAL REPORT. Within 60 days following the end of the fiscal or calendar year, the Executive Committee of the corporation shall mail or furnish by personal delivery to each Member a complete financial report of actual receipts and expenditures for the previous 12 months. The report shall show the amounts of receipts by accounts and receipt classifications and shall show the amounts of expenses by accounts and expense classifications.

ARTICLE XIII

INDEMNIFICATION OF MEMBERS, ADVISORS, AND OFFICERS

SECTION 1. RIGHT TO INDEMNIFICATION. The Council may indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Member, or agent of the Council, or is or was serving at the request of the Council as a Member, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgment, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the Florida Nonprofit Corporation Law. To the extent that a director, officer, employee, or agent of the Council has been successful on the merits or otherwise in defense of any proceeding referred to above, or in defense of any such claim, issue, or matter, he or she shall be indemnified against expenses actually and reasonably incurred by him or her in connection therewith.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 2. IMMUNITY FROM CIVIL LIABILITY.

A. Officers and members of the Executive Committee are not personally liable for monetary damages to any person for any statement, vote, decision, or failure to take an action regarding organizational management or policy, unless:

(1) The officer or Committee member breached or failed to perform his or her duties as an officer or Committee member; and

(2) The officer's or Committee member's breach of, or failure to perform, his or her duties constitutes:

a. A violation of the criminal law, unless the officer or Committee member had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against an officer or Committee member in any criminal proceeding for violation of the criminal law estops that officer or Committee member from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the officer or Committee member from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;

b. A transaction from which the officer or director derived an improper personal benefit, either directly or indirectly; or

c. Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

(3) For the purposes of this section, the term:

a. "Recklessness" means the acting, or omission to act, in conscious disregard of a risk:

1. Known, or so obvious that it should have been known, to the officer or Committee member; and

2. Known to the officer or Committee member, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.

b. "Committee member" means a person who serves as a member of the Executive Committee.

c. "Officer" means a person who serves as an officer without compensation except reimbursement for actual expenses incurred or to be incurred.

SECTION 3. INSURANCE. The Council shall have the power to purchase and maintain insurance on behalf of any Member, Officer, or agent of the Council, against any liability asserted against or incurred by the Member, Officer, or agent in any such capacity or arising out of the Member's, Officer's, or agent's status as such, whether or not the Council would have the power to indemnify the agent against such liability under Article XIII, Section One of these Bylaws.

ARTICLE XIV

CONTRACTS WITH DIRECTORS

SECTION 1. CONTRACTS. No contract or other transaction between the Council and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the Executive Committee which authorizes, approves, or ratifies such contract or transaction, or because his or her or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Executive 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 such interested directors;

(b) The fact of such relationship or interest is disclosed or known to the persons entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Council at the time it is authorized by the Executive Committee or the Members.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Executive Committee which authorizes, approves, or ratifies such contract or transaction.

CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of Telecommunication Certification Body Council, a Florida Nonprofit Corporation, do hereby certify:

That the foregoing Bylaws were adopted as the Bylaws of the Council by the Members of the Council on _____, and the same do now constitute the Bylaws of said Council.

IN WITNESS WHEREOF, I have here subscribed my name this ____ day of _____, 2009.

_____, Secretary