

BYLAWS
OF
“PORTABLE COMPUTER AND COMMUNICATIONS ASSOCIATION
(WIRELESS TECHNOLOGY ASSOCIATION)”
a California Nonprofit Mutual Benefit Corporation

ARTICLE I
NAME AND CORPORATE OFFICES

Section 1.1 Name. The name of this corporation shall be Wireless Technology Association or such name as may be approved by the Statutory Members and set forth in the Articles of Incorporation. For purposes of these Bylaws, the terms “**Corporation**,” “**Wireless Technology Association**” “**PCCA**” and “**WTA**” shall be used interchangeably. “Wireless Technology Association (WTA)” is an assumed business name for “Portable Computer and Communications Association (PCCA)”.

Section 1.2 Offices. The Board of Directors of the Corporation, also referred to as the Board, shall determine the location of the Corporation’s principal office. The Corporation may have such other offices, either within or outside of the State of California, as the Board may determine or as the affairs of the Corporation may require from time to time.

Section 1.3 Registered Agent. The Corporation shall have and continuously maintain in the State of California a registered office and a registered agent whose office is identical with such registered office. The registered office may be, but need not be; identical with the principal office in the State of California, and the address of the registered office may be changed from time to time by the Board.

ARTICLE II
PURPOSE

The purpose of this corporation is to host meetings (workshops) to evaluate new mobile and wireless technologies, to assess their effectiveness, and to identify issues facing the industry, particularly with respect to interoperability, ease of use and application efficiency.

This not-for-profit association was formed to bring together individuals and companies interested in working together to help create a vital, thriving industry in mobile computing.

Technology advances in hardware design, increasing availability of radio frequency network services, and government policy changes of spectrum allocations have combined to create an industry that crosses most previous boundaries. There have been computer associations, networking associations, and communications associations for many years. But none of the existing groups provide a forum to bring together all the participants in mobile computing in a single organization. Thus, the PCCA (WTA) was conceived.

ARTICLE III MEMBERSHIP

Section 3.1 Members. The WTA shall have four classes of membership: Executive Members, Associate Members, Affiliate Members and Individual Members.

Section 3.2 Membership and Dues. Membership is open to all companies and individuals who have an interest in mobile computing and/or mobile (wireless) communications. Members include companies and individuals from various aspects of wireless and mobile computing: information suppliers, communications equipment vendors, communications service providers, software and hardware vendors and equipment manufacturers, resellers, corporate implementers, and individual users.

Membership dues vary by class, and will be set by the Board from time to time.

There are four levels of membership in the PCCA (WTA). Each provides for a different level of involvement in the organization.

Executive Members have all rights of the organization including majority representation on the Board of Directors. Executive members can send up to five people to a meeting without incurring meeting charges. To provide the PCCA (WTA) organization the support it needs to move forward, the PCCA (WTA) encourages larger companies (e.g., annual sales of \$1B or more) to join, or renew their memberships, at an executive level.

Associate Members will have full voting rights on standards issues and will be represented on the Board of Directors with a minority of the seats. Associate members can send up to two people to a meeting without incurring meeting charges.

Affiliate Members will receive timely information from the PCCA (WTA) and are invited to observe all PCCA (WTA) functions, take part in discussions, and will receive informational mailings. The affiliate membership is intended for companies that do not have the financial resources (e.g. startups) to join at an executive or associate level. Affiliate members can send one person to a meeting without incurring meeting charges.

Individual Memberships are available to individuals interested in the organization who wish to receive information regarding activities of the PCCA (WTA), including informational mailings. Individual Members may attend all PCCA (WTA) meetings and take part in the discussions. This tier is intended for consultants, analysts and press, not individuals of corporations.

To become a member, contact the PCCA (WTA) by e-mail or phone to be directed to a Web-based membership application form.

Section 3.3 Common Membership Rules

(a) Expenses. Each Member shall be solely responsible for all expenses incurred by it in connection with being a Member.

(b) Becoming a Member.

An entity wishing to join the Corporation as a Member shall petition the Corporation for membership, identify their desired Membership class. If the Board determines that an applicant meets the requirements set forth in these Bylaws, such applicant shall be admitted as a Member, provided that, upon approval, the applicant shall have paid the fees associated with their membership class.

(c) Extending Membership. A Member may extend their membership by paying the full annual fee for their membership class.

(d) Withdrawal as a Member. Any Member, in its sole discretion, may withdraw from the PCCA (WTA) as a Member at any time on giving written notice to such officer as the Board may designate. No fees will be returned to the withdrawing Member. For purposes of this Section 3.5(e), an Affiliate of a Member, which ceases to be an Affiliate of such Member, will be considered a withdrawn Member under this Section 3.5(e) at the time such Affiliate ceases to be an Affiliate of such Member.

(e) Removal. The Board may remove Members from the PCCA (WTA) by a two-thirds (2/3) supermajority vote of the Board when such Board determines, after affording the Member in question the right to be heard on the issue consistent with the provisions of Section 7341 of the California Nonprofit Corporations Law (or its successor statute), that the Member failed to comply with the commitments and agreements specified in these Bylaws. No fees will be returned to the removed Member.

Section 3.4 Number of Members. There shall be no limit on the number of Members the Corporation may admit.

Section 3.5 Transferability of Membership. The membership in the Corporation nor any rights in the membership may be neither transferred or assigned for value or otherwise.

Section 3.6 Membership List. The Corporation shall keep in any form capable of being converted into written form a membership record containing the name, address and class of each Member. The record shall also contain the effective membership date, fact of termination and the date on which such membership ceased. Such record shall be subject to the rights of inspection required by law and as set forth in these Bylaws.

Section 3.7 Inspection Rights of Members. Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 8331 of the Corporations Code and the power of the court to limit inspection rights pursuant to Section 8332 of the Corporations Code, and unless the Corporation provides a reasonable alternative as permitted by these Bylaws, a Member satisfying the qualifications set forth hereinafter may inspect and copy the record of all the Members' names and addresses, Board Members' names and addresses, Articles of Incorporation and Bylaws at reasonable times, on fifteen (15) business days' prior written demand on the Corporation which demand shall state the official corporate purpose for which the inspection rights are requested. The Corporation's Member list shall be private and inure to the Corporation and its Members only. At no time, may the Member list be copied, used, or disseminated, for commercial or other non-corporate matters or purposes.

Section 3.8 Nonliability of Members. A Member of the Corporation shall not solely, because of such membership, be personally liable for the debts, obligations, or liabilities of the Corporation.

Section 3.9 Regular Meetings of Members. Meetings of the Members may be held at such time and location as may be designated from time to time by resolution of the Board or at the direction of the Managing Director. Meetings may also be referred to as “workshops.”

Section 3.10 Special Meetings of Members. Special meetings of Members may be called by the Board, and be held at such times and places as may be ordered by resolution of the Board.

Section 3.11 Notice of Meetings. Written notice of every meeting of Members shall be electronically delivered, not less than forty-five (45) days before the date of the meeting to each Member who on the record date for notice of the meeting is entitled to vote there at.

In the event given by electronic or other means of written communication, the notice shall be addressed to the Member at the address of such Member appearing on the records of the Corporation or at the address given by the Member to the Corporation for the purpose of notice. Where no such address appears or is given, notice shall be given at the principal office of the Corporation.

Section 3.12 Contents of Meeting Notice. The meeting notice shall state the theme of the meeting (workshop), background, place, date, time of the meeting, agenda, hotel and travel information, how to register for the meeting and information for presenters and panelists.

Section 3.13 Quorum. There shall be no minimum quorum requirement for any meeting.

Section 3.14 Conduct of Meetings.

(a) **Chairperson.** A Chairperson of the Corporation shall preside over any meetings of the Members.

(b) **Secretary of Meetings.** The Secretary of the Corporation shall act as the secretary of all meetings of Members provided that, in his or her absence, the Chairperson(s) of the meetings of Members shall appoint another person to act as secretary of the meetings.

ARTICLE IV BOARD

Section 4.1 Number. As provided in the Articles of Incorporation of the Corporation, the Corporation shall have a Board of Directors. Collectively, the Directors shall be known as the Board of Directors or the Board. The exact number of Directors and their manner of election may be changed by a two-thirds (2/3) supermajority vote of the Board, so long as the numbers are consistent with the provisions of “Section 3.2 Membership and Dues.”

Section 4.2 Qualifications of Directors. A Director of the Corporation must be an employee of a Member Organization in good standing as outlined in Section 3, at least eighteen (18) years of age and must not have any prior felony convictions. The Director shall be authorized to represent his Organization in matters before the Board.

Section 4.3 Tenure. Each Director is hereby designated to serve as Director for two years.

Section 4.4 Removal. A Director may be removed, with or without cause, by a two-thirds (2/3) supermajority vote of the Board.

Section 4.5 Resignation. Any Director may resign effective on giving written notice to the Managing Director, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may take office when the resignation becomes effective.

Section 4.6 Vacancies. A vacancy on the Board shall exist in the event of (a) the death, resignation, or removal of any Director or withdrawal of their Organization as a Member; (b) the declaration by the Board of a vacancy in the office of a Director who has been declared of unsound mind by a court order, convicted of a felony, or found by a final order or judgment of any court to have breached a duty arising under Section 7238 of the California Nonprofit Corporation Law; (c) or an increase in the authorized number of Directors, as approved by a two-thirds (2/3) supermajority vote of the Board. Vacancies may be filled only by (i) any representative of a member which has fulfilled the requirements to be a Board Member in good standing; and (ii) the affirmative vote of a supermajority of the Directors then in office at a meeting held according to notice or waivers of notice complying with Section 7211 of the California Nonprofit Corporation Law and these Bylaws.

Section 4.7 Chairman of the Board. The Chairman of the Board shall preside over all Board meetings, be the principal spokesperson of the corporation and shall supervise and control all of the business and affairs of the corporation. The Chairman shall be elected by the Board, and will serve for a term of two (2) years from the date of election. The Chairman may delegate responsibilities to any person of his choosing, with the approval of the Board.

Section 4.8 Annual Meeting. At least one (1) annual meeting of the Board shall be held on such date and at such location as the Board – in consultation with the Managing Director - shall determine. Each meeting shall be held for the purpose of approving Directors, approving the corporation's financial statements and for such other purposes as may properly be brought before the meeting under law, the Articles of Incorporation, or these Bylaws.

If an annual meeting is not held as herein provided, a special meeting of the Directors may be held in place thereof with the same force and effect as the annual meeting, and, in such case, all references in these Bylaws to the annual meeting shall be deemed to refer to such special meeting.

Section 4.9 Special Meetings. Special meetings of the Board may be called at any time by the Managing Director or a majority of the Directors with a minimum 15 days prior notice. Notice of the time and place of special meetings shall be given to each Director by (a) electronic delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the Director's address or telephone number as shown on the Corporation's records. The notice shall state the time of the meeting and the place. Except as otherwise provided in these Bylaws, the notice need not specify the purpose of the meeting.

Section 4.10 Place of Meetings. The Managing Director shall consult with Board members to agree as to the times and places to hold Board meetings. Meetings may be held in person, or by any combination of audio conferencing, video conferencing, or electronic document exchange.

Section 4.11 Quorum for Meetings. For meetings of the Board, a one-half (1/2) supermajority of the whole Board shall constitute a quorum and the act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board, with the exception of matters outlined in these Bylaws requiring a one half (1/2) supermajority. In the absence of a continued quorum at any meeting already in progress, the Directors present may act to adjourn the meeting.

Section 4.12 Transactions of Board. The action of a majority of the Directors present at any Board meeting at which there is a quorum, when duly assembled, is valid as a corporate act, subject to the more stringent provisions of the California Nonprofit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material or financial interest; (b) approval of certain transactions between corporations having common directorships or executive management; (c) creation of and appointments to the Board or committees of the Board; and (d) indemnification of Directors. Each Member of the Board shall be entitled to one (1) vote on matters before the Board and no Member may have more than one (1) Board Member. Unless otherwise stated, every act or decision done or made by more than one-half (1/2) simple majority vote of the Directors present at a meeting duly held at which a quorum is present is the act of the Board.

For purposes of the foregoing, an abstention shall not be counted as a vote. The Managing Director may vote only in the event of a deadlocked vote among Board members. A Simple Majority of the Directors may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given to all Directors, including the Directors who were not present at the time of the adjournment.

Section 4.13 Conduct of Meetings. The Chairman or, in the Chairman's absence, the Managing Director, or any person appointed by the Board, shall preside at meetings of the Board. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer, shall act as Secretary of the Board.

Section 4.14 Meetings by Telephone or Other Telecommunications Equipment. Directors may participate in a meeting through use of conference telephone or similar communications equipment. Such participation shall constitute personal presence at the meeting.

Section 4.15 Action Without a 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 or by electronic transmission to such action. Such written consents, including hard copies of any electronic transmissions, 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.

Section 4.16 Standard of Care. A Director shall perform the duties of a Director and as a member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of this Corporation and with such care, including reasonable

participation and inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or
- (c) A committee of the Board upon which the Director does not serve.

Section 4.17 Liability of Directors. A person who performs the duties of a Director in accordance with Section 7231(a) and (b) of the California Nonprofit Corporation Law shall have no liability based on any alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation, or assets held by it, are dedicated.

Section 4.18 Compensation; Reimbursement and Advancement of Expenses. The Directors shall serve without pay, with the exception of the Managing Director. The Corporation may (a) reimburse a Director for expenses incurred in performance of the duties of such Director and determined by the Board to be reasonable and (b) advance money to a Director for expenses reasonably anticipated to be incurred in performance of the duties of such Director, provided that such expenses would otherwise be subject to reimbursement if incurred without such an advance.

Section 4.19 Conflict of Interest. The Directors shall be required under all circumstances to act in good faith and in the best interests of this Corporation. Should conflict of interest arise, a Director shall abstain from voting on any related corporate action. Under the provisions of the California Nonprofit Corporation Law, such conflicts include but are not limited to those corporate actions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material or financial interest; (b) approval of certain transactions between corporations having common directorships or executive management. In the event a Director's ability to discharge their responsibility to the Corporation is believed to be compromised, as provided in Section 4.4, a Director may be removed.

ARTICLE V OFFICERS

Section 5.1 Officers. The officers of this Corporation shall be a Managing Director and a Secretary and such other officers with such titles and duties as shall be determined by the Board and as may be assigned in accordance with the provisions of this Article. The Board may elect or appoint such other officers as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the Board.

Section 5.2 Qualifications. The officers of the Corporation must be at least eighteen (18) years of age, must not have any prior felony convictions.

Section 5.3 Nomination. Any person qualified to be an officer under Section 5.2 of these Bylaws may be nominated by the method of nomination authorized by the Board.

Section 5.4 Election and Term of Office. The officers of this Corporation shall be elected by the Board at the regular meeting of the Board. Offices may be created, combined, eliminated and filled at any meeting of the Board. Each officer shall serve for a term of two (2) years from date of election, or until such officer resigns or is removed or otherwise disqualified to serve, or a successor shall be appointed by the Board.

Section 5.5 Removal. Any officer elected or appointed by the Board may be removed, with or without cause, by the Board or an officer on whom such power of removal may be conferred by the Board. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5.6 Resignation. Any officer may resign at any time by giving written notice to the Managing Director of the corporation, or to the Board. Any resignation shall take effect at the date of the receipt of that notice, or at any later time specified by that notice, and unless otherwise specified in that notice, the acceptance shall not be necessary to make it effective.

Section 5.7 Vacancies. A vacancy in any office for any reason shall be filled by the Board or an officer on whom such power of hiring may be conferred by the Board.

Section 5.8 Managing Director. The Managing Director shall be the principal officer of the corporation and shall supervise and control all of the business and affairs of the corporation. The Managing Director may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the corporation. The Managing Director shall be an ex-officio member of all committees, voting on such committees only in the event of a deadlocked vote among committee members. In general, the Managing Director shall perform all duties incident to the office of Managing Director and such other duties as may be prescribed by the Board from time to time or by the Bylaws.

Section 5.9 Secretary. The Secretary shall record the minutes of the meetings of the Board; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and seal of the corporation and see that, when required by law, the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a record of the contact information of each director; and in general, perform all duties incident to the office of Secretary and such other duties as may be assigned to the Secretary from time to time by the Managing Director or by the Board. Until the Board elects a Secretary the Managing Director shall serve as Secretary of the corporation.

Section 5.10 Chief Financial Officer. The Chief Financial Officer, or Treasurer, shall supervise the charge and custody of all funds of the corporation; shall receive and give receipts for moneys due and payable to the corporation from any source whatsoever; shall supervise the deposit of such funds in the manner required by the directors; shall supervise the keeping and maintaining of adequate and correct accounts of the corporation's properties and business transactions; shall render reports and accountings as required; and shall discharge such other duties as pertain to the office of Treasurer/Chief Financial Officer or as prescribed by the Directors. The Treasurer/Chief Financial Officer shall conduct an

independent audit of the Corporation's financial statements, as the Board shall determine. Until the Board elects a Chief Financial Officer or Treasurer the Managing Director shall fulfill the obligations stated in this section 5.10.

Section 5.11 Committee Chairpersons. Each committee chairperson shall conduct the working group sessions and keep the minutes of all of the meetings of the chairperson's committee and perform all other duties as may be assigned by the Managing Director or the Board. A committee may have more than one (1) Chairperson.

Section 5.12 Compensation, Reimbursement and Advancement of Expenses. The officers of this corporation may serve with pay. The corporation may also (a) reimburse an officer for expenses incurred in performance of the duties of such officer and determined by the Board to be reasonable and (b) advance money to an officer for expenses reasonably anticipated to be incurred in performance of the duties of such officer, provided that such expenses would otherwise be subject to reimbursement if incurred without such an advance.

ARTICLE VI CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 6.1 Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to 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 6.2 Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Managing Director of the Corporation.

Section 6.3 Deposits. All funds of this Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 6.4 Contributions. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VII BOOKS AND RECORDS

Section 7.1 Maintenance of Corporate Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and committees created in these Bylaws or having any of the authority of the Board. The financial records and all other corporate records, and the minutes of all meetings of the Board and all other committees

of the Corporation shall be kept at the principal office of the Corporation and shall be open to inspection upon oral or written request of any director. Upon leaving office, each officer shall turn over to his or her successor in good order such moneys, book records, documents and other property of the Corporation as have been in his or her custody during his or her term of office.

Section 7.2 Directors' Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 7.3 Annual Report. The Board shall cause an annual report to be prepared no later than 120 days after the close of the Corporation's fiscal year to all Directors of the Corporation, which report shall contain the following information in appropriate detail:

(a) A balance sheet as of the end of the fiscal year, an income statement, and statement of changes in financial position for the fiscal year, accompanied by an independent accountant's report or, if none, by the certificate of an authorized officer of the corporation that they were prepared without audit from the corporation's books and records; and

(b) Any information required by Article IX of these Bylaws.

ARTICLE VIII ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS

This Corporation shall immediately report to all Directors a statement, which briefly describes the amount and circumstances of any indemnification or transaction in which the Corporation was a party, and in which any Director or officer of the Corporation had a direct or indirect material interest. The above statement shall be provided with respect to any transaction, regardless of amount or circumstance.

Any statement required by this Article shall state the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction, and where practical, the amount or conditions of such interest.

ARTICLE IX WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the California Nonprofit Corporation Law or under the provisions of the Articles of Incorporation or of the Bylaws of this 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 such notice.

**ARTICLE X
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Section 10.1 Right of Indemnity.

(a) To the extent that a person who is, or was, a Director, Officer, Employee or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, this corporation may indemnify such person to the full extent permitted by law against expenses actually and reasonably incurred by such person in connection with such proceeding, as that term is defined in Section 7237(a) of the California Nonprofit Corporation Law.

(b) If such person either settles any such claims or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceeding shall be provided by the corporation but only to the extent allowed by, and in accordance with, Section 7237 of the California Nonprofit Corporation Law.

(c) Nothing contained in these Bylaws shall affect any right to indemnification to which persons other than Directors and Officers may be entitled by contract or otherwise.

Section 10.2 Approval of Indemnity. Any indemnification under this Article shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 7237(b) and (c) of the California Nonprofit Corporation Law, by a majority vote of a quorum of the Board consisting of Directors who are not parties to such proceedings or as otherwise set forth in Section 7237 of the California Nonprofit Corporation Law.

Section 10.3 Advancement of Expenses. Expenses incurred in defending any proceedings may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of any undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in Section 7237 of the California Nonprofit Corporation Law.

Section 10.4 Insurance. The Corporation shall have power to purchase and maintain insurance to the full extent permitted by law on behalf of any agent of the Corporation to cover any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.

**ARTICLE XI
AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a simple majority vote of Directors. Whenever any amendment or new Bylaws are adopted, it shall be recorded by the Secretary of the Corporation, and all Members immediately notified by electronic or other means. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted shall be recorded and all Members immediately notified by electronic or other means. If the Board has

modified the Bylaws as provided herein, any Member who extends membership by payment of an annual fee as provided in Section 3.5(d) shall be deemed to have accepted the terms of such revised Bylaws. Any Member withdrawing within thirty (30) days from the date notice is given of such amendments will not be bound by such changes in the Bylaws.

ARTICLE XII AMENDMENT OF ARTICLES OF INCORPORATION

Section 12.1 Amendment of Articles before Admission of Members.

Before any Members, excluding Board Members, have been admitted to the Corporation, any amendment of the Articles of Incorporation may be adopted by a Super Majority of the Directors present at any regular or special meeting of the Board at which a quorum is present.

Section 12.2 Amendment of Articles after Admission of Members.

After Members have been admitted to the Corporation, amendment of the Articles of Incorporation may be adopted by a supermajority vote of the Board or a supermajority vote of the Statutory Members pursuant to Section 7812 of the California Nonprofit Corporation Law. Any Member withdrawing within thirty (30) days from the date notice is given of such amendments will not be bound by such changes in the Articles of Incorporation.

Section 12.3 Certain Amendments. Notwithstanding the foregoing sections of this Article XIII, this Corporation may be required to file a “Statement of Information (Domestic Non-Profit Corporation)” pursuant to Section 8210 of the California Nonprofit Corporation Law, to amend certain statements in its Articles of Incorporation, including altering names and addresses of the Directors of the Corporation, or the name and address of its agent.

ARTICLE XIII PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No Director, Officer, Employee or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, however, that this provision shall not prohibit payment to any such person of reasonable compensation for services performed for the Corporation in effect of any of the Corporation’s purposes, provided further that such compensation is otherwise permitted by these Bylaws and fixed by resolution of the Board. No such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation, unless such person or persons shall be found by a court of competent jurisdiction to be creditors of the Corporation.

Upon dissolution of the affairs of the corporation, whether voluntarily or involuntarily, after all debts of the Corporation have been satisfied, and to the extent not prohibited by applicable law, the assets of the Corporation shall be distributed in the following manner:

(a) Any assets shall be distributed in a manner consistent with the purposes of the Corporation, as determined by the Board upon such dissolution or;

(b) If the Board fails to make any determination of the distribution of assets as set forth in (a) above, the assets of the Corporation shall be distributed pursuant to the provisions of Section 8717 of the California Nonprofit Corporations Law or its successor statute.

ARTICLE XIV DUTY TO MAINTAIN TAX EXEMPT STATUS

Section 14.1 Violation of Duty. In the event that the Corporation secures tax-exempt status under the federal and California income tax rules and regulations, it shall be the duty of each Director and Officer to maintain such status. A willful violation of this duty shall constitute a wrongful act or conduct subjecting the participating Director or Officer to termination or removal procedures as set forth in these Bylaws.

Section 14.2 Prohibited Activities. This corporation has been formed under the California Nonprofit Corporation law as an association within the meaning of Section 501(c)(6) of the Internal Revenue Code. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in the Articles of Incorporation.

ARTICLE XV MISCELLANEOUS

Section 15.1 Corporate Seal. This corporation may, if so determined by the Board, use a seal as the Board shall prescribe.

Section 15.2 Fiscal Year. The corporation's fiscal year shall be determined by resolution of the Board of the Corporation at a meeting duly noticed and held in accordance with these Bylaws.

Section 15.3 Construction and Definitions. Unless the context requires otherwise, and except as otherwise set forth in Section 16.4, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

Section 15.4 Headings. The section headings herein are intended only for reference and shall not by themselves determine the construction or interpretation of these Bylaws.

CERTIFICATE OF BOARD APPROVAL

I hereby certify that I am the duly elected and acting Managing Director of the Wireless Technology Association, a California nonprofit corporation, and that the foregoing Bylaws constitute the Bylaws of said corporation as duly adopted by the Board of the corporation on January 17, 2015.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 28th day of January, 2015.

Executed at Hood River, Oregon.

Peter Rysavy, Managing Director