

Amended as of May 19, 2023

BYLAWS

OF

NATIONAL SPECTRUM CONSORTIUM, INC.

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NATIONAL SPECTRUM CONSORTIUM, INC.

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BYLAWS
OF
NATIONAL SPECTRUM CONSORTIUM, INC.
ARTICLE I - NAME, OFFICES AND PURPOSE

Section 1. Name. The name of the corporation shall be National Spectrum Consortium, Inc., hereinafter referred to as the “corporation.”

Section 2. Principal Office. The principal office of the corporation shall be located at 1150 18th Street NW - Suite 750, Washington DC 20036.

Section 3. Other Offices. The corporation may have offices at such other places, either within or without the State of South Carolina, as the EXCOM may from time to time determine.

Section 4. Purposes. The purposes of the corporation are:

- (A) To operate exclusively for the promotion of common business interests within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws (the “Code”);
- (B) To engage in any lawful activity for which corporations may be organized under Chapter 31 of the South Carolina Nonprofit Corporation Act so long as the corporation does not engage in any activity or activities not in furtherance of one or more tax exempt purposes as contemplated in Section 501(c)(6) of the Code;
- (C) Specifically, the purpose of the corporation is to (i) mature technologies that assist in improved electromagnetic spectrum and/or data awareness, sharing, and use, to include advanced wireless infrastructure and components; (ii) experiment to better inform the optimal allocation of those technologies for both public and private objectives; (iii) demonstrate new technologies to increase trust among federal and commercial stakeholders; and (iv) inform and develop policies and standards to ensure technologies do not outpace the appropriate guidance for their best use, and can evolve in ways that promote widespread application. Members may propose and perform research, development and engineering activities, in cooperation with the US Government, to address the Government’s long range science and technology objectives; and
- (D) The following are the specific objectives of the collaborative effort between the Members and the Government:
 - Establish sound technical and programmatic performance goals based on the needs of the user;

- Provide a unified voice for effectively articulating the strategically important role electromagnetic spectrum and spectrum-dependent, advanced wireless, and other advanced technologies play in government and industry systems;
- Collaboratively and collectively provide the Government with input and advice on non-proprietary, non-confidential technical concepts and issues;
- Create programs and secure funding focused on developing key technologies and systems improvements;
- Effectively develop critical technologies that can be rapidly and affordably transitioned to Government and industry end users; and
- Enter into agreements with the Government to provide the Government assistance and expertise in developing and executing nationally-focused technology endeavors by performing certain research and development (including prototype projects) in the various technology areas affecting electromagnetic spectrum, advanced wireless, and the capabilities they support, to be conducted in collaboration with the Government and the Members, and establish collaborative research efforts by the Members of limited duration to gain further knowledge and understanding of technologies required as more particularly described or identified in an OTA with the Government for the purposes as set forth therein.

ARTICLE II- DEFINITIONS

Base Agreement means the agreement between the corporation or its designee and the National Spectrum Consortium Member organization or a team of National Spectrum Consortium Member entities, under the terms of an agreement between the corporation and the Government, which serves as the baseline agreement for all future Project Agreements. The Base Agreement, among other things, flows down applicable terms and conditions from the OTA between the Government and the corporation.

OTA means any Other Transactions Agreement which is entered into by the Government and the corporation.

Project Agreements refer to agreements issued by the corporation or its designee, under the terms of a Base Agreement, for a specific spectrum technology project.

ARTICLE III- MEMBERS

Section 1. **Qualification**. The corporation shall have a nonexclusive, open membership policy, and membership shall be open to and include Members from industry, academic research institutions, and non-profit organizations. The Members of the corporation shall consist of such organizations as may from time to time apply for membership. In applying to be a Member, an organization will represent that:

- a. It has an interest in the research and development of spectrum, advanced wireless and/or other advanced technologies;
- b. It is eligible to enter into agreements with the U.S. Government (i.e. is not debarred, suspended, or proposed for debarment by the United States Government or any state or local governmental entity);
- c. It is willing to be an advocate of the corporation's objectives as they are defined in these Bylaws; and
- d. It is capable of making a technical contribution to the advancement of spectrum-related technology. "Capable of making a technical contribution" is defined as entailing in-house, hands-on research and development activities that are relevant and essential to a proposed project or effort. It does not include all project, program, contract, and similar management and/or administrative functions.
- e. It meets such other requirements as may be established by the EXCOM and specified in the membership agreement between the Member and the corporation.

Organizations that are not capable of making a technical contribution, but are able to increase the overall value proposition of the corporation may be granted admission by the EXCOM. Upon admission, such Members will be subject to the following provisions:

- a. Membership dues will be the same as that of a technically contributing member.
- b. The Member will be able to participate in consortium general Membership meetings.
- c. The Member will have access to information available to all other Member, but will not be allowed to participate in solicitations.
- d. The Member will not be allowed to vote or represent the corporation as a member of the EXCOM or a member of any technical sub-committee.

Section 2. Approval of Membership Application. The EXCOM has the right to accept or reject an applicant in its sole discretion if the EXCOM determines, in good faith, that the applicant does or does not meet the membership requirements contained in these Bylaws. If membership is denied, the applicant will be informed in writing regarding the rationale and provided an opportunity to address the issues and reapply.

The corporation will maintain a current membership list and will make it available on the corporation's website. The corporation will routinely notify the Government of the addition or deletion of Members.

Section 3. Dues. Membership in the corporation will become effective upon submission and acceptance of the membership application and payment of the initial dues

assessment. Annual dues amounts and terms of payment of dues shall be determined by the EXCOM.

Section 4. Project Award Assessment. In addition to any initial and annual dues that all Members of the corporation are required to pay, all recipients of Project Agreement funding shall pay an assessment on all Government funds awarded under the Project Agreement to the corporation. These funds are collected to supplement the revenue generated from Member dues to provide sufficient resources for conducting the required business affairs of the corporation. This “per project award” assessment percentage will be established annually by the EXCOM based on changes in membership numbers, the volume of Government funds that flow through agreements between the corporation and the Government, and/or the needs of the corporation.

Section 5. Withdrawal. Provided that the Member has satisfied its obligations under any OTA and the Base Agreement, the Member may voluntarily withdraw from the corporation at any time by notice of withdrawal given to the corporation. If a Member materially breaches any material warranty, term or condition of these Bylaws (including failure to pay annual dues or project award assessments) and fails to remedy such material breach within ninety (90) days after receipt of notice of such material breach, the EXCOM shall have the right to cause the involuntary withdrawal of such Member, such withdrawal to be effective immediately upon delivery of a notice from the EXCOM to such Member indicating their election to cause such involuntary withdrawal to occur. After the effective date of withdrawal of a Member, such Member shall cease to have any rights as a Member under these Bylaws. In the event of the voluntary withdrawal of a Member pursuant to this Article, such Member’s rights and obligations pursuant to any Project Agreements, including but not limited to, continued funding and technology contribution commitments shall continue in accordance with the specific terms of the Project Agreements.

Section 6. Corporate Records. A Member is entitled to inspect and copy the records of the corporation to the maximum extent required by Chapter 31 of the South Carolina Non-Profit Corporation Act, upon making a written request five days in advance of the date of inspection.

ARTICLE IV- MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of Members shall be held in the month of October on the date established by the EXCOM for the purpose of electing EXCOM Members of the corporation and for the transaction of such other business as may be properly brought before the meeting. If the annual meeting shall not be held as designated by these Bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 4 of this Article IV. A meeting so called shall be designated and treated for all purposes as the annual meeting.

Section 2. Special Meeting. A special meeting of the Members may be called at any time by the Chair or the EXCOM Members, and shall be called by the Secretary upon the written request of persons representing at least 10 percent of the Members entitled to vote on any issue to be considered at the special meeting.

Section 3. Place of Meeting. All meetings of Members shall be held at the principal office of the corporation, or at such other place, either within or without the State of South Carolina, as shall be designated in the notice of the meeting or agreed upon by a majority of the EXCOM Members at the time in office or a majority of the Members entitled to vote at the meeting.

Section 4. Notice of Meetings. Written notice, stating the time and place of the meeting, and in the case of a special meeting, briefly describing the purpose or purposes thereof, shall be mailed not less than ten days (or, if notice is mailed by other than first class, registered or certified mail, no fewer than 30 days) and not more than sixty days before the date of the meeting to each Member addressed to the Member's address as it appears on the records of the corporation. It shall be the primary responsibility of the Secretary to give such notice, but it may be given by or at the direction of the Chair or other persons calling the meeting. Attendance by a Member at a meeting shall constitute a waiver of notice, except where a Member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 5. Quorum. Members entitled to cast a majority of the total number of votes entitled to be cast, represented in person or by written proxy, shall constitute a quorum at a meeting of the Membership for the transaction of any business.

Section 6. Voting. Each Member shall be entitled to one vote. Each Member's vote may be cast in person or by proxy. A proxy shall be in writing signed by the Member or a duly authorized attorney-in-fact and filed with the Secretary prior to the commencement of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. If a proxy confers authority upon two or more persons and does not otherwise provide, a majority of them present at the meeting, or if only one is present then that one, may exercise all the powers conferred by the proxy. Unless a proxy otherwise provides, any proxy holder may appoint in writing a substitute to act in the proxyholder's place.

Section 7. Manner of Acting. Except as otherwise provided by law or in the Bylaws, the act of the majority of the Members present at a meeting at which a quorum is present shall be the act of the Members.

Section 8. Voting by Electronic Means. Any action which the Members could take at a meeting may be taken without a meeting if the corporation delivers an electronic ballot to every Member entitled to vote on the matter. An electronic ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by electronic ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting of the Members authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by electronic ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter, and specify the time by which a ballot must be received by the corporation in order to be counted.

Section 9. Fixing Record Date. For the purpose of determining the Members entitled to notice of or to vote at any meeting of Members or in order to make a determination of Members for any other purpose, the EXCOM may fix in advance a date as the record date for the determination of Members. The record date shall be not more than 70 days before the meeting or action requiring a determination of Members. A determination of Members entitled to notice of or to vote at a Members' meeting shall be effective for any adjournment of the meeting unless the EXCOM fixes a new record date, which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting. If no record date is fixed, Members at the close of business on the business date preceding the day on which notice is given shall be entitled to notice of the meeting and Members on the date of the meeting who are otherwise eligible to vote shall be entitled to vote at the meeting. If no record date is fixed for an action requiring a determination of Members, Members at the close of business on the day on which the EXCOM adopts the resolution relating to such action, or the sixtieth day prior to the date of such action, whichever is later, are entitled to such rights. If no record date is fixed for action without a meeting, the record date for determining Members entitled to take action without a meeting shall be the date the first Member signs a consent to the action taken. An alphabetical list of the names and addresses of the Members entitled to notice shall be prepared and made available for inspection by any Member.

Section 10. Meeting by Conference Telephone or Videoconference. Any one or more Members may participate in a meeting of the Members by means of a conference telephone, videoconference, or other electronic means which allows all Members participating in the meeting to simultaneously hear each other during the meeting, and such participation in a meeting shall be deemed presence in person at such meeting.

ARTICLE V- EXECUTIVE COMMITTEE

Section 1. General Powers. The affairs of the corporation shall be managed by a board of directors which shall be called the Executive Committee (the Executive Committee shall be referred to in these Bylaws as the "EXCOM", and the members of the Executive Committee shall be referred to in these Bylaws as the "EXCOM Members") in accordance with the provisions of applicable law, the Articles of Incorporation and these Bylaws.

Section 2. Number, Term and Qualification. The number of EXCOM Members of the corporation shall be eleven (11). The Members at any annual meeting may by resolution fix the number of EXCOM Members to be elected at the meeting; but in the absence of such resolution, the number of EXCOM Members elected at the meeting plus the number of EXCOM Members continuing in office shall constitute the number of EXCOM Members of the corporation until the next annual meeting of Members unless the number is changed by action of the Members or EXCOM Members.

The EXCOM Members shall be divided into three classes, as nearly equal in number as may be, to serve in the first instance for terms of one, two and three years, respectively, and until their successors shall be elected and shall qualify, and thereafter the successors in each class of EXCOM Members shall be elected to serve for terms of three years and until their successors shall be elected and shall qualify. In the event of any increase or

decrease in the number of EXCOM Members, the additional or eliminated EXCOM memberships shall be so classified or chosen that all classes of EXCOM Members shall remain or become equal in number, as nearly as may be. In the event of the death, resignation, retirement, removal or disqualification of an EXCOM Member during the EXCOM Member's elected term of office, the EXCOM Member's successor shall be elected to serve only until the expiration of the term of the EXCOM Member's predecessor. EXCOM Members need not be residents of the State of South Carolina.

Section 3. Election of Executive Committee Members. EXCOM Members shall be elected by a majority vote of the Members present in person or by proxy at any annual meeting of the Members, at a special meeting of the Members at which a quorum is present, or by electronic means pursuant to Article IV, Section 8, and for which notice of the purpose to elect one or more EXCOM Members has been duly given. The election of EXCOM Members shall be a part of the order of business of each annual meeting of the Members. If a replacement EXCOM Member for an EXCOM Member whose term is expiring has not been elected by the expiration of such EXCOM Member's term, then the remaining EXCOM Members shall elect a replacement EXCOM Member pursuant to Article V, Section 6 to serve until the next regular election of EXCOM Members. If the election of an EXCOM Member requires the approval of that EXCOM Member's employer or some other party as a condition of the EXCOM Member serving as an EXCOM Member of the corporation, then that EXCOM Member's status as an EXCOM Member shall not be effective until such approval is obtained. If such approval is not obtained within one year after the EXCOM Member's term is commenced, then that EXCOM Member's election shall be treated as vacant, and the EXCOM may appoint a replacement EXCOM Member pursuant to Article V, Section 6 below. While any such EXCOM Member is awaiting approval, he or she may attend meetings of the EXCOM as a non-voting ex-officio member of the EXCOM.

Section 4. Resignation. An EXCOM Member may resign at any time by giving notice of the EXCOM Member's resignation in writing addressed to the Chair or the Secretary, or by presenting a written resignation in person at an annual or special meeting of EXCOM Members.

Section 5. Removal. EXCOM Members may be removed from office at any time with or without cause by the Members by the vote that would be required to elect the EXCOM Member to the EXCOM. EXCOM Members are expected to actively participate in the EXCOM and its Committees, including regular participation in meetings. Repeated failure by an EXCOM Member to attend meetings of the EXCOM and actively participate in the activities of the EXCOM shall be grounds for removal of the EXCOM Member at the discretion of the EXCOM by the vote of a two-thirds (2/3) majority of the entire EXCOM. If an EXCOM Member is removed, a new EXCOM Member may be elected to fill the vacancy at the same meeting of the Members, or of the EXCOM if removed by the EXCOM.

Section 6. Vacancies. A vacancy occurring in the EXCOM may be filled by a majority of the remaining EXCOM Members (but not less than two) at any regular meeting or special meeting of the EXCOM or may be filled by the Members.

ARTICLE VI - MEETINGS OF EXECUTIVE COMMITTEE MEMBERS

Section 1. Annual Meeting. The annual meeting of the EXCOM shall be held in the month of October on the date established by the EXCOM for the purpose of electing officers of the corporation and the transaction of such other business as may be properly brought before the meeting. If the annual meeting is not held as designated by these Bylaws, a substitute annual meeting may be called by or at the request of the EXCOM, and such meeting shall be designated and treated for all purposes as the annual meeting.

Section 2. Special Meetings. Special meetings of the EXCOM may be called by or at the request of the Chair of the EXCOM, the Chair or any two EXCOM Members.

Section 3. Place of Meetings. Meetings of the EXCOM may be held at the principal office of the corporation or at such other place, either within or without the State of South Carolina, as shall either (i) be designated in the notice of the meeting or (ii) be agreed upon at or before the meeting by a majority of the EXCOM Members then in office.

Section 4. Notice of Meetings. The Secretary or other person or persons calling a meeting for which notice is required shall give notice by any usual means of communication at least five days before the meeting. Unless otherwise indicated in the notice, any and all business may be transacted at a meeting of the EXCOM. Attendance by an EXCOM Member at a meeting shall constitute a waiver of notice, except where an EXCOM Member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 5. Quorum. A majority of the EXCOM Members in office immediately before a meeting begins shall constitute a quorum for the transaction of business at a meeting of the EXCOM.

Section 6. Manner of Acting. Except as otherwise provided by law or in these Bylaws, the act of the majority of the EXCOM Members present at a meeting at which a quorum is present shall be the act of the EXCOM.

Section 7. Action Without Meeting. Action taken by a majority of the EXCOM Members or members of a committee without a meeting is nevertheless EXCOM or committee action if written consent to the action in question is signed by all of the EXCOM Members or of the members of the committee, as the case may be, and filed with the minutes of the proceedings of the EXCOM or committee, whether done before or after the action is taken.

Section 8. Meeting by Conference Telephone or Videoconference. Any one or more EXCOM Members or members of a committee may participate in a meeting of the EXCOM or committee by means of a conference telephone, videoconference, or other electronic means which allows all EXCOM Members participating in the meeting to simultaneously hear each other during the meeting, and such participation in a meeting shall be deemed presence in person at such meeting.

ARTICLE VII- COMMITTEES

Section 1. Management Committee. The EXCOM, by resolution adopted by a majority of the number of EXCOM Members then in office, may designate a Management Committee consisting of the Chair of the EXCOM, Vice Chair, Treasurer, and one additional EXCOM Member designated by the EXCOM. The Management Committee shall have and may exercise the authority of the EXCOM in the management of the business and affairs of corporation during intervals between meetings. Vacancies in the membership of the Management Committee shall be filled by a majority of the whole EXCOM at a regular meeting or at a special meeting called for that purpose. The Management Committee shall prepare minutes of its proceedings which shall be kept with the records of the corporation. The Management Committee shall report to the EXCOM on action taken. The Executive Director shall be a non-voting ex-officio member of the Management Committee.

Section 2. Nominating Committee. The EXCOM, by resolution adopted by a majority of the number of EXCOM Members then in office, may designate a Nominating Committee consisting of such number of members as the EXCOM may designate. In addition to such EXCOM Members as the EXCOM may designate to serve on the Nominating Committee, the EXCOM may at its discretion designate members of the Nominating Committee who are not EXCOM Members. The duties of the Nominating Committee shall include, but not be limited to, the following:

- a. Recommend a policy for nominations and elections of EXCOM members for approval by the EXCOM;
- b. Solicit nominations from the Members;
- c. Evaluate the qualifications of the nominees and seek to ensure that the EXCOM is broadly representative of the Members and their categories and the industry represented by the Corporation; and
- d. Recommend a slate of candidates for each vacancy for approval by the EXCOM.

Section 3. Standing or Other Committees. Standing or other committees having two or more members may be designated by a resolution adopted by a majority of the number of EXCOM Members then in office. Vacancies in the membership of such committees shall be filled by appointment made in the same manner as provided in the case of the original appointment.

Section 4. Committee Authority. No committees of the EXCOM (including the Management Committee) shall be authorized to take the following actions without the approval of the EXCOM:

- a. Authorize distributions to or for the benefit of the Members, EXCOM Members or officers;
- b. Recommend to Members or approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the corporation's assets;

- c. Elect, appoint or remove EXCOM Members, or fill vacancies on the EXCOM or on any of its committees, or
- d. Adopt, amend, or repeal the Articles of Incorporation or Bylaws.

ARTICLE VIII - OFFICERS

Section 1. Titles. The officers of the corporation shall be a Chair, a Vice Chair, a Secretary, a Treasurer, and an Executive Director. The Chair, Vice Chair, Secretary, and Treasurer shall be elected from among the EXCOM Members. The Executive Director shall not be a EXCOM Member. The EXCOM may also elect one or more additional Vice Chair, one or more Assistant Secretaries and one or more Assistant Treasurers, and such other officers as it shall deem necessary. Except as otherwise provided in these Bylaws, the additional officers shall have the authority and perform the duties as from time to time may be prescribed by the EXCOM. Any two or more offices may be held by the same individual, but no officer may act in more than one capacity where action of two or more officers is required.

Section 2. Election and Term. The officers of the corporation shall be elected by the EXCOM at the annual meeting. Each officer shall hold office for a term of three years and until a successor is elected and qualifies.

Section 3. Removal. Any officer or agent elected or appointed by the EXCOM may be removed by the EXCOM whenever in its judgment the best interests of the corporation will be served, but removal shall be without prejudice to any contract rights of the individual removed.

Section 4. Resignation. An officer or agent may resign at any time by communicating such resignation to the corporation. A resignation is effective when it is communicated unless it specifies in writing a later effective date.

Section 5. Vacancies. Vacancies among the officers may be filled and new offices may be created and filled by the EXCOM.

Section 6. Chair of the Executive Committee. The Chair shall be the chief executive officer of the corporation and, subject to the control of the EXCOM, shall supervise and control the management of the corporation in accordance with these Bylaws. The Chair shall preside at meetings of the EXCOM and shall have such other authority and perform such other duties as the EXCOM shall designate. The Chair shall sign, with any other proper officer, instruments which may be lawfully executed on behalf of the corporation, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution shall be delegated by the EXCOM to some other officer or agent. In general, the Chair shall perform all duties incident to the office of Chair and such other duties as may be assigned by the EXCOM from time to time.

Section 7. Vice Chairs. The Vice Chairs shall exercise the powers of the Chair during that officer's absence or inability to act. Any action taken by a Vice Chair in the performance of the duties of the Chair shall be presumptive evidence of the absence or inability

to act of the Chair at the time the action was taken. The Vice Chairs shall have such other powers and perform such other duties as may be assigned by the EXCOM.

Section 8. Treasurer. The Treasurer shall have custody of all funds and securities belonging to the corporation and shall receive, deposit or disburse the same under the direction of the EXCOM; provided, that the EXCOM may appoint a custodian or depository for any such funds or securities, and the EXCOM may designate those persons upon whose signature or authority such funds may be disbursed or transferred. The Treasurer shall in general perform the duties incident to the office and such other duties as may be assigned from time to time by the Chair or the EXCOM.

Section 9. Assistant Treasurers. Each Assistant Treasurer shall have such powers and perform such duties as may be assigned by the EXCOM, and the Assistant Treasurers shall exercise the powers of the Treasurer during that officer's absence or inability to act.

Section 10. Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the EXCOM and shall give all notices required by law and these Bylaws. The Secretary shall have general charge of the corporate books and records and of the corporate seal and shall affix the corporate seal to any lawfully executed instrument requiring it. The Secretary shall sign such instruments as may require the signature of the Secretary and in general shall perform all the duties incident to the office of Secretary and such other duties as may be assigned from time to time by the Chair or by the EXCOM.

Section 11. Assistant Secretaries. Each Assistant Secretary shall have such powers and perform such duties as may be assigned by the EXCOM, and the Assistant Secretaries shall exercise the powers of the Secretary during that officer's absence or inability to act.

Section 12. Executive Director. The Executive Director shall have such duties as may be assigned from time to time by the Chair or the EXCOM. The Executive Director shall be an ex-officio, non-voting member of the EXCOM.

ARTICLE IX- INDEMNIFICATION OF EXECUTIVE COMMITTEE MEMBERS AND OFFICERS

Section 1. General Policy. It shall be the policy of the corporation to indemnify to the maximum extent permitted by Chapter 31 of the South Carolina Nonprofit Corporation Act any one or more of the EXCOM Members, officers, employees, or agents and former EXCOM Members, officers, employees or agents of the corporation, and persons who serve or have served at the request of the corporation as directors, officers, partners, trustees, employees or agents of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending, threatened or completed action, suit or proceeding, whether civil, criminal, investigative or administrative (a "proceeding") and against reasonable costs and expenses (including attorneys' fees) in connection with any proceeding, where such

liabilities and litigation expenses were incurred incident to the good faith performance of their duties.

Section 2. Use of Corporate Funds. The corporation may advance expenses in connection with any proceeding to any such person in accordance with applicable law. The use of funds of the corporation for indemnification or for the purchase and maintenance of insurance for the benefit of the persons designated in Section 1 of this Article shall be deemed a proper expense of the corporation.

ARTICLE X– DISSOLUTION

Upon dissolution of the corporation, after payment of all liabilities of the corporation, assets of the corporation shall be distributed to one or more tax-exempt non-profit research organizations or educational institutions working in the field of spectrum-related technology as determined by the EXCOM.

ARTICLE XI - GENERAL PROVISIONS

Section 1. Seal. The seal of the corporation shall bear the name of the corporation and the letters “S.C.”

Section 2. Notice. Any notice or other communication required or permitted under these Bylaws shall be in writing and (i) personally delivered, (ii) mailed, postage prepaid, first class, certified mail, return receipt requested, (iii) sent, shipping prepaid, return receipt requested by national overnight courier service, or (iv) sent by electronic mail to the appropriate Member or Members at the addresses on file with the corporation or at such other addresses as may be given from time to time in accordance with the terms of this provision. Any notice or other communication given by personal delivery shall be deemed given on the date personally delivered; any notice or other communication given by mail shall be deemed given four (4) days after the date deposited in the United States mail; and any notice or other communication given by national overnight courier service shall be deemed given on the next business day after being sent.

Section 3. Waiver of Notice. An EXCOM Member or other person entitled to receive a notice required to be given under the provisions of these Bylaws, the Articles of Incorporation or by applicable law, may waive such notice by signing a written waiver, whether before or after the date and time stated in the notice. The waiver shall be filed with the minutes or corporate records. An EXCOM Member’s attendance at or participation in a meeting waives any required notice to that EXCOM Member of the meeting unless the EXCOM Member at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 4. Waiver of Rights. No waiver of any rights shall be effective unless agreed to in writing by the Member to be charged. Waiver by any Member of any breach or failure to comply with any provision of these Bylaws by another Member shall not be

construed as, or constitute, a continuing waiver of such provision or a waiver of any other breach of or failure to comply with any other provision of these Bylaws.

Section 5. Checks. All checks, drafts or orders for the payment of money shall be signed by the officer or officers or other individuals that the EXCOM may from time to time designate.

Section 6. Bond. The EXCOM may by resolution require any or all officers, agents or employees of the corporation to give bond to the corporation, with sufficient sureties, conditioned upon the faithful performance of the duties of their offices or positions, and to comply with such other conditions as may from time to time be required by the EXCOM.

Section 7. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the EXCOM. Such authority may be general or confined to specific instances.

Section 8. Fiscal Year. The fiscal year of the corporation shall be the period ending on September 30 of each year.

Section 9. Actions Taken by Electronic Means. The corporation may conduct any transaction or transactions by electronic means, including, without limitation, any action without meeting pursuant to Article IV, Section 8 and Article VI, Section 7, and this provision shall constitute the agreement by the corporation's EXCOM to the conduct of transactions by electronic means.

Section 10. Conflict of Interest. An EXCOM Member shall inform the EXCOM of any direct or indirect conflict of interest which the EXCOM Member has with regard to the corporation, any Member, or any transaction contemplated by the EXCOM, or that would constitute a conflict of interest under a conflict of interest policy (the "Conflict of Interest Policy") adopted by the EXCOM (collectively, a "Conflict of Interest"). A Conflict of Interest shall exist in EXCOM actions including, but not be limited to, actions concerning a transaction:

- a. in which the EXCOM Member has a material financial interest, or
- b. in which the EXCOM Member is presently serving as a director, trustee, officer, general partner, employee, independent contractor, or subcontractor of another party, or
- c. that constitutes a Conflict of Interest under the Conflict of Interest Policy

Pursuant to the provisions of Chapter 31 of the South Carolina Nonprofit Corporation Act, and unless the EXCOM decides otherwise at its discretion, the EXCOM Member with a Conflict of Interest may participate in the discussion, but may not vote on the transaction. The transaction is authorized, approved, or ratified by the vote of a majority of the EXCOM Members in office who have no Conflict of Interest (which must be more than one EXCOM Member) and when a majority of EXCOM Members who have no Conflict of Interest so vote, a quorum is deemed to be present at the meeting for purposes of that vote.

In the event of a Conflict of Interest with regard to the corporation that would preclude an EXCOM Member from serving on the EXCOM under the Conflict of Interest Policy as determined by the vote of a two-thirds (2/3) majority of the entire EXCOM, the EXCOM Member shall automatically be removed, and a new EXCOM Member may be elected to fill the vacancy in accordance with the last sentence of Article V, Section 5.

Section 11. Amendments. These Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a two-thirds (2/3) majority of the entire EXCOM at any annual, regular or special meeting of the EXCOM; or by a majority of the Members present at any meeting at which a quorum is present provided, that notice of the meeting shall have been given at least thirty (30) days prior to the meeting which states that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and includes a copy or summary of the proposed amendment or states the general nature of the amendment. Such notice may be waived as provided in these Bylaws.

Section 12. Order of Precedence. Should there be any conflict between the terms and conditions of these Bylaws and an OTA, the OTA shall take precedence.

Article I Section 2 Principal Office address was amended on 5-19-23
Article VI Section 7 EXCOM Action Without a Meeting was amended on 5-19-23