

**BYLAWS
OF THE
U.S. PARTNERSHIP FOR ASSURED ELECTRONICS**

**ARTICLE I
OFFICE AND REGISTERED AGENT**

Section 1. Principal Office. The principal office of the U.S. Partnership for Assured Electronics (the “Corporation” or “USPAE”) shall be in the District of Columbia.

Section 2. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and a registered agent in the District of Columbia, as required by the District of Columbia Nonprofit Corporation Act. The registered agent shall be either an individual resident of D.C. or a corporation authorized to transact business in D.C.

**ARTICLE II
PURPOSES AND STAFFING**

The purposes for which the Corporation is formed are as set forth in the Articles of Incorporation. The Board of Directors may develop such further purposes, mission and goals as it desires from time to time consistent with Internal Revenue Code (IRC) section 501(c)(3).

All USPAE personnel (including employees, officers and directors) shall be U.S. citizens or U.S. persons, in accordance with ITAR (see 22 CFR, 120.15), with the exception of foreign persons authorized through DSP-5 procedures or BIS 734.2 (b)(ii) of the EAR.

**ARTICLE III
MEMBERSHIP**

Section 1. General. There shall be two primary classes of members: a Managing Member and Alliance Partners, as outlined below.

Section 2. Managing Member: The sole Managing Member of the Corporation shall be IPC International, Inc. or any successor corporation (hereinafter referred to as the "Managing Member"). The Managing Member shall have the right to vote on those matters granted to members by the D.C. Nonprofit Corporation Act, as well as any matters specified in these Bylaws, specifically including the following:

- A. The election and removal of all directors on the Board of Directors;
- B. The election and removal of all officers of the Corporation;
- C. The adoption, amendment and/or repeal of any provision of the Articles of Incorporation and these Bylaws;

- D. At its option, the adoption or ratification of the Corporation's capital budget, operating budget, mission statement, and strategic plan.

The Managing Member may act through its Executive Committee, CEO, or other designee. Whenever possible, the CEO of the Managing Member shall communicate to this Corporation's Board of Directors in writing the decisions of the Managing Member, which communication may be by electronic mail.

Section 3. Alliance Partner:

- A. The general qualifications for Alliance Partners shall be as specified in a agreement approved by the Board.
- B. Alliance Partners must complete an application on a form the Managing Member may prescribe from time to time and also sign an alliance partner agreement, with acceptance of the application and alliance partner agreement subject to the discretion and approval of the Corporation's Board or its designee. Alliance Partner status is not transferable to any affiliates, subsidiaries or acquiring organizations without the prior written consent of the Managing Member.
- C. The Corporation's Executive Director shall provide the Secretary with an up-to-date list of all current General Members in good standing. The Board, in consultation with the Alliance Partner, has the right to change the requirements for new applicants at any time, but shall strive to give three months' notice. The alliance partner list shall be updated annually.
- D. Alliance Partners do not pay annual dues. Alliance Partners are entitled to benefits as the Board and Managing Member may offer from time to time, including participation in USPAE alliance partner meetings and access to government opportunities that USPAE may administer and for which they qualify.
- E. An Alliance Partner shall appoint one of its officers, directors or full-time employees to act as its representative in the affairs of the association. Each Alliance Partner shall have the right to one (1) vote, but only on any questions the Board may choose to present to the partners for a vote at the annual meeting or from time to time.
- F. The status of any Alliance Partner will remain active in perpetuity until a formal notification is given by either the USPAE Executive Director or Alliance Partner's representative to terminate the relationship, and if the Alliance Partner fails to maintain the qualifications specified in the USPAE Alliance Partner agreement. Alliance Partners also may be terminated by a two-thirds vote of the Board if the Board determines, after 15 days notice to the Alliance Partner of the proposed grounds for termination and review of any written rebuttal it cares to submit, that the partner organization or its senior executives have engaged in conduct that would bring discredit upon USPAE.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws.

Section 2. Number and Qualifications. The members of the initial Board of Directors of the Corporation shall be those individuals named in the Articles of Incorporation and shall serve until their successors are elected and qualified. Thereafter, the Board of Directors of the Corporation shall be composed of no less than three individuals who are all U.S. citizens, as determined by the board and the Managing Member from time to time. There shall at all times be at least the following directors:

- a. At least one director appointed by and acting as a representative of the Managing Member.
- b. At least one “outside director” who shall have prior federal government service or familiarity with the government contracting process and who shall be approved by the Managing Member.
- c. At least one additional director elected by the other directors and approved by the Managing Member.

Section 3. Election and Term of Office. The members of the Board of Directors shall be elected or appointed at the annual meeting of the Board of Directors, provided that such vote receives the ratification of the Managing Member. Members of the Board of Directors shall serve for a term of two years. Directors may serve an unlimited number of successive terms.

Section 4. Resignation. Any director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation.

Section 5. Removal. Any director may be removed from such office, with or without cause, by the Managing Member or by a two-thirds vote of the directors at any regular or special meeting of the Board called expressly for that purpose, provided that such board vote receives the ratification of the Managing Member.

Section 6. Vacancies. Vacancies shall be filled in the same manner as the appointment or election of the director in question.

Section 7. Regular Meetings. A regular annual meeting of the Board of Directors of the Corporation shall be held each year, at such time, day and place as shall be designated by the Board of Directors.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the Chair, by a majority of the voting directors then in office, or the USPAE Executive Director, to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 9. Notice. Notice of the time, day and place of any meeting of the Board of Directors shall be given at least two days previous to the meeting and in the manner set forth in Section 2 of Article VII. The purpose for which a special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 10. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 11. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, provided that such action also receives the affirmative vote of the director appointed by the Managing Member. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 12. Unanimous Written Consent In Lieu of a Meeting. The Board may take action without a meeting if written consent to the action is signed by all of the directors.

Section 13. Telephone Meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of a President/Chair, a Secretary, and a Treasurer. The Corporation shall have such other assistant officers as the Board of Directors may deem necessary, and such officers shall have the authority prescribed by the Board. One person may hold more than one office, other than the offices of President and Secretary.

Section 2. Election of Officers. The officers of the Corporation shall be elected by the directors at the annual meeting of the Board of Directors and ratified by the Managing Member.

Section 3. Term of Office. The officers of the Corporation shall be installed at the annual meeting at which they are elected and shall hold office for two years until the next annual meeting or until their respective successors shall have been duly elected.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Chair of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. Any officer may be removed from such office, with or without cause, by a vote of the Managing Member or by a two-thirds vote of the directors at any regular or special meeting of the Board called expressly for that purpose, provided that such board vote receives the ratification of the Managing Member.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 7. President/Chair. The President/Chair shall give active direction and have control of the business and affairs of the Corporation. He or she may sign contracts or other instruments which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of Chair as may be prescribed by the Board of Directors.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws, ensure staff members keep corporate records; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Section 9. Treasurer. The Treasurer shall be responsible for all funds of the Corporation. The Treasurer shall ensure staff members properly receive and give receipts for moneys due and payable to the Corporation and deposit all such moneys in the name of the Corporation in appropriate banks, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 10. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond, approved by the Board of Directors.

ARTICLE VI

COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of two or more directors, which committees shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have

the authority to amend or repeal these Bylaws; elect or remove any officer or director; adopt a plan of merger; or authorize the voluntary dissolution of the Corporation.

Section 2. Executive Committee. Between meetings of the Board of Directors, the day-to-day affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall be as set forth in a resolution of the Board.

Section 3. Other Committees and Task Forces. The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 4. Term of Office. Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved or a longer term is specified by the Board.

Section 5. Vacancies. Vacancies in the membership of committees may be filled by the Chair of the Board.

Section 6. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

ARTICLE VII

MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 2. Notice. Whenever under the provisions of these Bylaws notice is required to be given to a director, officer or committee member, such notice shall be given in writing by first-class mail, overnight delivery service, facsimile, electronic mail, or hand delivery, and will be deemed given when received.

ARTICLE VIII

INDEMNIFICATION

Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or where appropriate may itself undertake the defense of any director, officer or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors shall also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE IX

AMENDMENTS TO BYLAWS

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of the Managing Member or the affirmative vote of two-thirds of a quorum of the Board of Directors at any regular or special meeting of the Board provided that such Board vote receives the ratification of the Managing Member. The notice of the meeting shall set forth a summary of the proposed amendments.