

AMENDED AND RESTATED BY-LAWS OF

PKI FORUM, INC.

ARTICLE 1

NAME, PURPOSE AND OFFICES

Section 1.1    Name

The name of the corporation is “PKI Forum, Inc.” and the corporation is referred to in these By-laws as the “PKI Forum”.

Section 1.2    Principal Office

The principal office of the PKI Forum shall be c/o Virtual, Inc. located at 401 Edgewater Place, Suite 500, Wakefield, Massachusetts 01880. The Executive Board is hereby granted full power and authority to change said principal office from one location to another both within and without said state.

Section 1.3    Other Offices

Branch or subordinate offices may at any time be established by the Executive Board at any location.

Section 1.4    Purpose

The nature of the business or purposes to be conducted or promoted by the PKI Forum is to engage in any lawful act or activity for which not for profit corporations may be organized under the General Corporation Law of Delaware. The primary purpose of the PKI Forum is to provide a forum for the demonstration of support for standards-based, interoperable public-key infrastructure (“PKI”) as a foundation for e-business and e-business applications; to foster interoperability by interacting with appropriate standards and testing bodies; to initiate studies and demonstration projects to show the value of interoperable PKI and PKI-based solutions; to bring constituents together in a neutral setting to increase knowledge about the value of PKI and demonstrate how PKI solves the security issues for e-business; to communicate the compelling value of PKI as a trusted base for e-business applications; and to undertake such other activities as may from time to time be appropriate to further the purposes and achieve the goals set forth above.

## Section 1.5 Nonprofit Status

(a) The PKI Forum is organized and shall be operated as a non-stock, not for profit membership corporation organized under the General Corporation Law of the State of Delaware.

(b) The Executive Board may, in its sole discretion, elect to seek exemption from Federal taxation for the PKI Forum pursuant to Section 501(a) of the Internal Revenue Code of 1986, as amended (hereinafter, the “Code”). In the event that such exemption is sought and until such time, if ever, as such exemption is denied or lost, the PKI Forum shall not knowingly engage directly or indirectly in any activity that it believes would be likely to invalidate its status as an organization exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c) of the Code. All references to the Code contained herein are deemed to include corresponding provisions of any future United States Internal Revenue Law.

## ARTICLE 2

### MEMBERS

#### Section 2.1 Classes of Membership

The PKI Forum shall have four classes of membership: Founding Members, Associate Members, Auditing Members and Liaison Members. Those Members which joined the PKI Forum’s predecessor PKI Forum, a non-incorporated entity, as Principal Members prior to December 1, 1999 may refer to themselves as “Founding Members”, and shall enjoy the additional privileges set forth in Section 2.3 below. All references to Associate Members in these By-laws shall include the Founding Members. Additional classes of voting and non-voting members may be created in the future, and the rights of existing classes of members may be amended, pursuant to Section 2.9 of these By-laws. Associate Members and any future classes of members which are entitled to voting rights shall be collectively referred to as “Voting Members.” All Voting and non-voting memberships in the PKI Forum are collectively referred to in these By-laws as “Memberships”, and a person or entity holding Membership is referred to in these By-laws as a “Member”.

#### Section 2.2 General Conditions of Membership

Any association, partnership, organization, governmental agency, company, corporation, academic or non-profit entity shall be admitted to Membership by: (a) acceptance of its written application therefor on such form as may be from time to time required by the PKI Forum (which acceptance shall be administered in a non-discriminatory fashion) and (b) payment of such

application fees, initiation fees (if any), annual dues or other fees for such class of Membership as may from time to time be established by the Executive Board in accordance with the provisions of Section 2.13. In addition, applicants for Membership must be in the business of manufacturing, licensing, selling or servicing public-key products or services, or be an organization or government agency with a demonstrated interest in the use of public-key products in the course of its business. Liaison Members must also extend membership privileges to the PKI Forum and are generally subject to the approval of the Executive Board. A Member shall remain in good standing as a Member provided that the Member pays the annual dues for membership and any other fees or assessments duly imposed by the Executive Board and the Member continues to meet all of the other requirements of Membership, as from time to time determined by the Executive Board.

### Section 2.3 Privileges of Founding Membership

Each Founding Member, while in good standing, shall be entitled to:

- (a) appoint an Executive Board Member to serve on the Executive Board until March 2002 and thereafter until his or her successor is duly elected and qualified; and
- (b) all of the privileges of Associate Membership, as provided for in Section 2.4, below.

### Section 2.4 Privileges of Associate Membership

Each Associate Member, while in good standing, shall be entitled to:

- (a) one vote on each matter submitted to a vote of the Voting Members;
- (b) participate in test and pilot programs of the PKI Forum;
- (c) participate in any Working Group that the PKI Forum may establish and Sub-Group activities;
- (d) nominate an individual to serve as Chair of a Working Group or Project Leader within a Working Group;
- (e) receive, without charge, all publications of the PKI Forum that are intended for regular distribution, prior to distribution to the public;
- (f) have an unlimited number of representatives attend all general and special meetings of the Membership provided for in Article 3 of these By-laws;

- (g) have a license to all PKI Forum Member Work Items (pursuant to Section 2.7);
- (h) have a representative be eligible for election to the Executive Board;
- (i) access to the PKI Forum's members-only web site; and
- (j) receive such other benefits, rights and privileges as the Executive Board may designate or the Voting Members may from time to time institute by vote at any meeting of the Voting Members.

#### Section 2.5

##### Privileges of Auditing Membership

Each Auditing Member, while in good standing, shall be entitled to appoint one representative to:

- (a) participate in test and pilot programs of the PKI Forum;
- (b) participate in any Working Group that the PKI Forum may establish and Sub-Group activities;
- (c) receive, without charge, all publications of the PKI Forum that are intended for regular distribution, prior to distribution to the public;
- (d) attend all general and special meetings of the Membership provided for in Article 3 of these By-laws;
- (e) have access to the PKI Forum's members-only web site;
- (f) receive such other benefits, rights and privileges as the Executive Board may designate or the Voting Members may from time to time institute by vote at any meeting of the Voting Members.

#### Section 2.6    Privileges of Liaison Membership

Each Liaison Member, while in good standing, shall be entitled to appoint one representative to:

- (a) participate in test and pilot programs of the PKI Forum;
- (b) participate in any Working Group that the PKI Forum may establish and Sub-Group

activities;

(c) attend all general and special meetings of the Membership provided for in Article 3 of these By-laws; and

(d) receive such other benefits, rights and privileges as the Executive Board may designate or the Voting Members may from time to time institute by vote at any meeting of the Voting Members.

## Section 2.7 Rights in Intellectual Property

### (a) Work Item

“Work Item” shall mean publications, architecture, white papers and functional and technical specifications, but does not include software, firmware, mask works, computer programs or code. “Contributed Work Item” means a Work Item developed by a Member and designated in writing by such Member as “Contributed” to the PKI Forum. “Committee Work Item” is a Work Item that is created and fixed in a tangible form by an official Members working committee in the course and scope of that working committee’s activities for the primary purpose of advancing the PKI Forum’s goals and which has been identified in writing by the working committee as a Work Item of the PKI Forum.

### (b) PKI Forum Work Item

“PKI Forum Work Item” means Contributed Work Item and Committee Work Item.

### (c) Copyrights

Each Member shall retain ownership of the copyright in each Contributed Work Item contributed by such Member and any copyright owned by such Member in each Committee Work Item. Each Member, by joining the PKI Forum as a Member, grants to the PKI Forum a nonexclusive, irrevocable, worldwide, perpetual, royalty-free license to use, modify, distribute, reproduce, execute, perform, display, prepare and distribute all Contributed Work Items contributed by such Member, such parts of Committee Work Items in which such Member owns the copyright, and derivatives of any of the foregoing.

### (d) Trademarks

At the direction of the Executive Board, the PKI Forum may adopt trademarks for use in connection with PKI Forum activities or specifications. PKI Forum may choose to seek and maintain trademark registrations in such jurisdictions as it may choose and may license the right to use such trademarks on terms and conditions adopted by the Executive Board and protect the

trademarks by prosecuting infringers and defending against trademark-infringement claims and any other protective activities, all as the Executive Board may determine.

(e) Patent Rights and Other Intellectual Property Rights

By submitting a PKI Forum Work Item to the PKI Forum, a Member agrees that if a specification or amendment incorporates such PKI Forum Work, then (i) such Member will license all patented technology and other intellectual property rights which are owned by it and which might be infringed by the specification or amendment in question without compensation or (ii) such Member will license all patented technology and other intellectual property rights which are owned by it and which might be infringed by the implementation of the specification or amendment in question under reasonable terms and conditions that are demonstrably free of unfair discrimination; in either case to Members and non-Members alike provided, however, that such license need extend only to the extent necessary to implement such specification or amendment and to the extent such implementation would necessarily infringe such patented technology or other intellectual property rights. In the case of those Members submitting a PKI Forum Work Item for adoption, such Members shall execute such written agreement confirming the agreements made by the Member in this Section as the Executive Board may from time to time require.

(f) Threat of Infringement

If any third party makes or threatens to make any claim (or if, in the opinion of the Member, such a claim is likely) that the use by any Member of any PKI Forum Work Item, or other information provided to a Member by the PKI Forum, infringes any intellectual property right of such third party, PKI Forum may, at its option, either secure the Member's right to continue using the PKI Forum Work Item or other information, or make the PKI Forum Work Item or other information non-infringing.

(g) Member Warranty

By contributing a Contributed Work Item to the PKI Forum, each Member warrants to the best of its knowledge that it shall own any Contributed Work Item at the time it is contributed to PKI Forum or have sufficient rights in such Contributed Work Item to ensure that it is able to make such contribution. In no event shall any Member have any liability to any third party with respect to any infringement or alleged infringement by a Contributed Work Item to any patent or other intellectual property right of any person or entity.

Section 2.8    Subsidiaries, Etc.

(a) Except as provided below, any entity that is a "Related Company" (as defined below) of a Member shall be deemed included in such Member's membership for purposes of the

exercise of the Member's rights and privileges of membership; provided, however, that the Member and any Related Companies shall be deemed one Member, and if a Voting Member, entitled to one vote on all matters submitted to the Voting Members for a vote. For purposes of this Section 2.8, the term "Related Company" shall mean any entity which controls or is controlled by a Member or which, together with a Member, is under the common control of a third party, in each case where such control results from ownership, either directly or indirectly, of more than 50% of the voting securities of the entity in question. In the event that a Related Company pays a separate membership fee, it shall be considered as a separate Member, entitled to all the rights and privileges associated with the membership level for which it applied.

(b) Notwithstanding any other provision of these bylaws, only one Member which is part of a group of Related Companies shall be entitled to have a representative on the Executive Board at one time.

(c) Memberships shall be non-transferable, non-salable and non-assignable, except that any Member may transfer its Membership for the then current year to (a) a Related Company upon approval of the Executive Board or (b) a successor to substantially all of its business and/or assets, whether by merger, sale or otherwise; provided that the transferee agrees to be bound by these By-laws, the Certificate of Incorporation and such policies and procedures as the Executive Board may from time to time adopt and publish on the PKI Forum's members-only web site.

#### Section 2.9 Additional Classes of Members

The conditions, privileges, powers, and voting rights (if any) of any class of Members may be changed, and one or more additional classes of Membership in the PKI Forum may be created, and the conditions, voting rights (if any), powers and privileges of each such class may be prescribed, by adoption of an amendment to these By-laws pursuant to Article 14 hereof.

#### Section 2.10 Deprivation or Suspension of Membership

Any Member in good standing may be deprived of its Membership or be suspended as a Member for cause, and any Member not in good standing may be deprived of its Membership or can be suspended as a Member without cause, by a majority vote of the Executive Board. Any application fees, initial fees, annual dues, assessments, other fees and/or penalties already paid shall not be refundable upon the Member's suspension or deprivation of Membership, and all fees of such Member which may be accrued and unpaid as of such date shall remain due and payable. No deprivation or suspension of Membership (other than for non-payment of dues, assessments or fees) shall be effective, however, unless:

(a) The Member is given notice of the proposed deprivation or suspension of Membership and of the reasons therefor;

(b) Such notice is delivered personally or by certified mail, return receipt requested, or by a national overnight courier service, sent to the last address of the Member shown on the PKI Forum's records;

(c) Such notice is given at least thirty (30) days prior to the effective date of the proposed deprivation or suspension of Membership; and

(d) Such notice sets forth a procedure determined by a body to consist of the Executive Board or a committee selected for that purpose by the Board authorized to decide whether or not the proposed deprivation or suspension shall take place, whereby the Member is given the opportunity to be heard by such body, either orally (and represented by counsel if the Member so desires) or in writing, not less than five (5) days before the effective date of the proposed deprivation or suspension.

Any deprivation or suspension of Membership for non-payment of dues, assessments or fees may be effected by written notice from the President of the PKI Forum pursuant to such rules as the Executive Board may from time to time adopt.

#### Section 2.11 Resignation by Member

A Member may resign as a Member at any time. Any application fees, initial fees, annual dues, assessments, other fees and/or penalties already paid shall not be refundable in such event, and all fees of such Member which may be accrued and unpaid as of such date shall remain due and payable.

#### Section 2.12 Membership Book

The name and address of each Member shall be contained in a Membership Book to be maintained at the principal office of the PKI Forum. Termination of any Membership shall be recorded in the book together with the date of such termination. Each Member shall be responsible for apprising the PKI Forum in writing of all changes to its name and address, and of the names and addresses of all representatives of such Member authorized to vote or to receive notices on behalf of such Member.

#### Section 2.13 Levy of Dues, Assessments or Fees

The PKI Forum may levy dues, assessments or fees upon its Members in such amount as may be approved from time to time by the Executive Board, but a Member upon learning of any increase in dues, or of any levy of any assessments or fees, may avoid liability therefor by resigning from Membership prior to the date such dues, assessments or fees are due and payable, except where the Member is, by contract with the PKI Forum or otherwise, independently and explicitly liable for such dues, assessments or fees. No provision of the Certificate of

Incorporation or By-Laws of the PKI Forum authorizing such dues, assessments or fees shall, of itself, create such liability. In no event shall the failure of a Member to pay any dues or assessments give rise to any claim in favor of the PKI Forum for indirect or consequential damages.

#### Section 2.14 Use of Names

Neither the PKI Forum nor any Member shall use the name of the other in any form of publicity without the written permission of the other, provided that the PKI Forum and any Member may each disclose and publicize such Member's membership in the PKI Forum.

### ARTICLE 3

#### MEETINGS OF MEMBERS

##### Section 3.1 Place of Meetings

All meetings of the Members shall be held at such place within or without the State of Delaware and at such time as may be fixed from time to time by the Executive Board, or if not so designated, at the registered office of the PKI Forum. Notwithstanding the foregoing, the Executive Board may, in its sole discretion, determine that the meeting shall not be held at any place, but may instead be held solely by means of remote communication.

##### Section 3.2 Annual Meeting

Annual meetings of Members shall be held, if in person, on the first Monday in March in each year, if not a legal holiday, and if a legal holiday, then on the second secular day following, at 10:00 a.m., or at such other date and time as shall be designated from time to time by the Executive Board, or by written consent pursuant to Section 3.10. At such meeting, Voting Members shall elect, in accordance with Section 4.3, an Executive Board and transact such other business as may properly be brought before the meeting. If no annual meeting is held in accordance with the foregoing provision, the Executive Board shall cause the meeting to be held as soon thereafter as convenient, which meeting shall be designated a special meeting in lieu of annual meeting.

##### Section 3.3 Special Meetings

Special meetings of the Members, for any purpose or purposes, may, unless otherwise prescribed by statute or by the Certificate of Incorporation, be called by the Executive Board or the President or Secretary at the request in writing or by electronic communication of a majority of the Executive Board, or at the request in writing or by electronic communication by at least

twenty percent (20%) of the aggregate votes of all Voting Members. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at any special meeting shall be limited to matters relating to the purpose or purposes stated in the notice of meeting.

Upon request by any person or persons entitled to call a special meeting of the Voting Members, the Chairman, President, Vice President or Secretary shall, within twenty days after receipt of the request, cause notice to be given to the Voting Members entitled to vote at such meeting that a special meeting will be held at a time chosen by the Executive Board, but not less than thirty-five nor more than ninety days after receipt of the request.

#### Section 3.4    Notice of Meetings

Except as otherwise provided by law or these By-laws, written notice of each meeting of the Members, annual or special, stating the place, if any, date and hour of the meeting, the means of remote communication, if any, by which Members may be deemed to be present in person and vote at such meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than twenty nor more than sixty days before the date of the meeting, to each Member entitled to attend such meeting.

#### Section 3.5    Voting List

The officer who has charge of the Membership Book of the PKI Forum shall prepare and make a complete list of the Members entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each such Member. Nothing contained in this Section shall require the PKI Forum to include electronic mail addresses or other electronic contact information on such list. Such list shall be open to the examination of any Member, for any purpose germane to the meeting, for a period of at least ten (10) days prior to the meeting: (i) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting, or (ii) during ordinary business hours, at the principal place of business of the PKI Forum. In the event that the PKI Forum determines to make the list available on an electronic network, the PKI Forum may take reasonable steps to ensure that such information is available only to Members of the PKI Forum. If the meeting is to be held at a place, then the list shall be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any Member who is present. If the meeting is to be held solely by means of remote communication, then the list shall also be open to the examination of any Member during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting.

#### Section 3.6    Quorum

Except as otherwise provided by statute, the Certificate of Incorporation or these By-laws,

more than 50% of the Voting Members, present in person through authorized representatives, shall constitute a quorum of the Members at any meeting.

### Section 3.7    Adjournments

Any meeting of Members may be adjourned from time to time to any other time and to any other place, if any, at which a meeting of Members may be held under these By-laws, which time and place, if any, thereof, and the means of remote communications, if any, by which Members may be deemed to be present in person and vote at such adjourned meeting shall be announced at the meeting, by a majority of the Voting Members present in person at the meeting and entitled to vote, though less than a quorum, or, if no Voting Member is present, by any officer entitled to preside at or to act as Secretary of such meeting, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the original meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Member.

### Section 3.8    Action at Meetings

Unless the question is one upon which by express provision of law, the Certificate of Incorporation or these By-laws, a different vote is required (in which case such express provision shall govern and control the decision of such question), when a quorum is present at any meeting of Members, the vote of more than fifty percent (50%) of the aggregate votes of all Voting Members, present in person and entitled to vote on the question, shall decide any question brought before such meeting; provided, however, in the event that any vote is to be taken of a single class of Member, then a quorum for such vote shall be not less than fifty percent (50%) of the Members of that class, and the vote of more than fifty percent (50%) of the aggregate votes of the Members of that class present in person and entitled to vote on the question, shall decide such question. The following actions shall require the vote of at least eighty percent (80%) of the aggregate votes of all Voting Members present in person and entitled to vote thereon: (a) any material or adverse change in the voting rights, restrictions or conditions of Members as to voting, dissolution or transfer; or (b) a change in the authorized number of members of the Executive Board.

### Section 3.9    Proxies

No Member shall be entitled to vote at a meeting of Members, or to express consent or dissent to corporate action in writing without a meeting, by authorizing another person or persons to act for him or her by proxy.

### Section 3.10    Action Without Meeting

Any action required or permitted to be taken at any annual or special meeting of Members, or at any meeting of a Working Group, Sub-Group or other group of Members or subset of Members, may be taken without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by Members (or class of Members, as the case may be) making up not less than that percentage of all Members as would be necessary to authorize or take such action at a meeting at which all Members (or class of Members, as the case may be) entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those otherwise entitled to vote thereon who have not consented in writing. An electronic transmission consenting to an action to be taken and transmitted by a Member, or by a person or persons authorized to act for a Member, shall be deemed to be written, signed and dated for the purposes of this section, provided that any such electronic transmission sets forth or is delivered with information from which the PKI Forum can determine (A) that the electronic transmission was transmitted by the Member or by a person or persons authorized to act for the Member and (B) the date on which such Member or authorized person or persons transmitted such electronic transmission. The date on which such electronic transmission is transmitted shall be deemed to be the date on which such consent was signed. No consent given by electronic transmission shall be deemed to have been delivered until such consent is reproduced in paper form and until such paper form shall be delivered to the PKI Forum by delivery to its registered office in Delaware, its principal place of business or an officer or agent of the PKI Forum having custody of the book in which proceedings of meetings of Members are recorded. Delivery made to the PKI Forum's registered office shall be made by hand or by certified or registered mail, return receipt requested. Notwithstanding the foregoing limitations on delivery, consents given by electronic transmission may be otherwise delivered to the principal place of business of the PKI Forum or to an officer or agent of the PKI Forum having custody of the book in which proceedings of meetings of Members are recorded if, to the extent and in the manner provided by resolution of the Executive Board of the PKI Forum.

Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

### Section 3.11 Action Held by Remote Communication.

If authorized by the Executive Board in its sole discretion, and subject to such guidelines and procedures as the Executive Board may adopt, Members not physically present at a meeting of Members may, by means of remote communication: (A) participate in a meeting of Members; and (B) be deemed present in person and vote at a meeting of Members whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (i) the PKI Forum shall implement reasonable measures to verify that each person deemed present

and permitted to vote at the meeting by means of remote communication is a Member, (ii) the PKI Forum shall implement reasonable measures to provide such Members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (iii) if any Member votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the PKI Forum.

#### Section 3.12 Nomination and Election Procedures

Subject to the provisions of Section 4.3, the Executive Board shall establish reasonable nomination and election procedures given the nature, size, and operations of the PKI Forum, including a reasonable means for Members of appropriate classes to nominate a person for election as a Executive Board Member, a reasonable opportunity for a nominee to communicate to the Members the nominee's qualifications and the reasons for the nominee's candidacy (if requested by such nominee), a reasonable opportunity for all nominees to solicit votes (if requested by any such nominee), and a reasonable opportunity for all Members entitled to vote thereon to choose among the nominees.

#### Section 3.13 Order of Business

In the event of any disagreement over proper meeting conduct, Robert's Rules of Order shall be followed.

### ARTICLE 4

#### EXECUTIVE BOARD MEMBERS

##### Section 4.1 Powers; Voting

The business and affairs of the PKI Forum shall be managed by its Executive Board (referred to as the "Board of Directors" in the PKI Forum's Certificate of Incorporation), which shall be, and shall possess all of the powers of, the "Governing Body" of the PKI Forum as a not-for-profit membership corporation under Delaware General Corporation Law. The Executive Board may exercise all powers of the PKI Forum and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these By-laws directed or required to be exercised or done by the Members.

##### Section 4.2 Number of Executive Board Members

The total number of Executive Board Members (referred to as the "Directors" in the PKI Forum's Certificate of Incorporation) shall be at least five and not more than nine, constituting

all of the Executive Board Member(s) elected by the Voting Members; in addition, ex officio Executive Board Members may be appointed pursuant to Section 4.7.

#### Section 4.3 Nomination, Election and Term of Office of Executive Board Members

(a) Each Founding Member (while remaining in good standing) shall be entitled individually to appoint one (1) Executive Board Member (each, a “Founding Executive Board Member”) to serve until the annual meeting of Members in the year 2002 and thereafter until his or her successor shall be elected and qualified, or until his or her earlier resignation or removal.

(b) The Voting Members as a group shall be entitled to elect a number of Executive Board Members equal to the total number of seats available to Executive Board Members as set by the Executive Board or the Voting Members, as the case may be (except that, prior to the annual meeting of Members in 2002, the seats allocated to the Founding Executive Board Members shall not be included in such number). Any Member may nominate a candidate for Executive Board Member; provided, however, that only representatives of Associate Members shall be eligible to become candidates and that no Member shall be represented by more than one Executive Board Member. Except for the Founding Executive Board Members, whose terms shall be as described above, each Executive Board Member shall have a term of one (1) year, and thereafter until his or her successor shall be elected and qualified, or until his or her earlier resignation or removal.

(c) An Executive Board Member shall hold office until the earliest to occur of (i) the expiration of the term for which such Executive Board Member was elected and such Executive Board Member’s successor is elected and qualified, (ii) the Member which is represented by such Executive Board Member ceases to be a Member, (iii) the death, resignation or removal of the Executive Board Member, (iv) the combination, by merger, acquisition or otherwise, of two Members which each have a representative on the Executive Board, upon which event one of the two representatives, as designated by the surviving Member, shall be deemed to have resigned, or (v) upon the termination of the employment of such Executive Board Member by the Member represented by such Executive Board Member. In addition, during such times as a Associate Member is not in financial good standing, as defined in Section 2.2 above, the attendance and voting rights of any representative on the Executive Board represented by such Member shall be suspended until such time as the Member regains good standing.

(d) Each Executive Board Member (or the Member which is the employer of such Executive Board Member) may designate in writing (which designation may be withdrawn in writing at any time by such Executive Board Member or Member) an individual to act as a Executive Board Member in his or her stead, for a single meeting. Any such alternate Executive Board Member shall be entitled to (i) attend and vote at all meetings which the designating Executive Board Member does not attend, (ii) sign all written consents in lieu of the designating Executive Board Member, and (iii) otherwise exercise the duties and enjoy the privileges of the

designating Executive Board Member in the absence or unavailability of the designating Executive Board Member.

#### Section 4.4 Enlargement or Reduction

The number of Executive Board Members, the persons eligible to become Executive Board Members and the classes of Members eligible to elect Executive Board Members may be amended at any time by a vote of the Voting Members in accordance with the provisions of Section 3.8.

#### Section 4.5 Resignation and Removal

Any Executive Board Member may resign at any time upon notice to the PKI Forum in writing or by electronic transmission at its principal place of business or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Any Executive Board Member who was elected by a Member under Section 4.3 may be removed, with or without cause, by that Member. Any or all of the Executive Board Members who were elected by a class of Members as a class or by the Executive Board may be removed, with or without cause, by a numeric majority vote of such class of Members or Executive Board, respectively. Unless otherwise specified by law or the Certificate of Incorporation, any Executive Board Member may be removed with cause by a majority of the other Executive Board Members.

Any Executive Board Member who fails to attend three consecutive regular meetings of the Executive Board or who misses at least fifty percent of the regular meetings of the Executive Board during any calendar year may be removed from office by a vote of a majority of the Executive Board. The Executive Board may approve from time to time other requirements as it shall deem to be advisable to ensure that Board seats are held by active, contributing individuals. Such rules may provide that a Member may lose its ability to provide a representative to the Executive Board if such Member's representative on the Executive Board does not meet such requirements, but no such rule may be imposed retroactively. An Executive Board Member may also be removed without cause if the removal is approved by the majority of a quorum of the Voting Members if the number of Voting Members is fifty (50) or more, or by a majority of all the Voting Members if the number of Voting Members is less than fifty (50).

#### Section 4.6 Vacancies

(a) In the event of the death, resignation or removal of an Executive Board Member appointed or elected pursuant to Section 4.3(a) or (b), the Member which appointed or nominated such Executive Board Member may appoint another individual to serve as Executive Board Member, provided such Member is and remains a Member in good standing. All other vacancies shall be filled by a majority of Executive Board Members then in office, whether or not less than

a quorum, or by a sole remaining Executive Board Member. The term of a Executive Board Member so appointed or elected shall be the unexpired portion of the term of the Executive Board Member, if any, whom the Executive Board Member so appointed or elected is replacing, or until the next general election of Executive Board Members, in the case of an expansion of the Executive Board.

(b) In the event of a vacancy in the Executive Board, the remaining Executive Board Members, except as otherwise provided by law or these By-laws, may exercise the powers of the full Board until the vacancy is filled.

#### Section 4.7 Ex Officio Executive Board Members

In addition to the elected and appointed Executive Board Members provided for in Section 4.3, the Executive Board may elect or appoint such ex officio Executive Board Members as it may find appropriate. Ex officio Executive Board Members shall be entitled to attend all meetings of the Executive Board or of committees to which they may be appointed by the Executive Board. However, ex officio Executive Board Members shall serve in an advisory capacity only, and shall not be eligible to act as chairpersons of committees, nor shall they be entitled to vote at meetings of the Executive Board or of any committee thereof.

Ex officio Executive Board Members shall serve for a term of one (1) year, unless they resign or are sooner removed, and may be reelected for additional one-year terms. An ex-officio Executive Board Member may be removed by the Executive Board with or without cause.

#### Section 4.8 Place of Meetings

The Executive Board may hold meetings, both regular and special, either within or without the State of Delaware.

#### Section 4.9 Regular Meetings

Regular meetings of the Executive Board may be held without notice at such time and at such place as shall from time to time be determined by the Board; provided that any Executive Board Member who is absent when such a determination is made shall be given prompt notice of such determination. A regular meeting of the Executive Board may be held without notice immediately after and at the same place as the annual meeting of Members.

#### Section 4.10 Special Meetings

Special meetings of the Board may be called by the President, Secretary, or on the written request of two or more Executive Board Members, or by one Executive Board Member in the event that there is only one Executive Board Member in office. Two business days' notice to

each Executive Board Member, either personally or by telecopy, commercial delivery service, electronic transmission, or similar means sent to his or her business or home address, or three business days' notice by written notice deposited in the mail, shall be given to each Executive Board Member by the Secretary or by the officer or one of the Executive Board Members calling the meeting. A notice or waiver of notice or any waiver by electronic transmission of a meeting of the Executive Board need not specify the purposes of the meeting.

#### Section 4.11 Quorum, Action at Meeting, Adjournments

At all meetings of the Board a majority of Executive Board Members then in office, but in no event less than one half of the entire Board, shall constitute a quorum for the transaction of business and the act of a majority of the Executive Board Members present at any meeting at which there is a quorum shall be the act of the Executive Board, except as may be otherwise specifically provided by law or by the Certificate of Incorporation. For purposes of this section the term "entire board" shall mean the number of Executive Board Members last fixed by the Voting Members or Executive Board Members, as the case may be, in accordance with law and these By-laws; provided, however, that if less than all the number so fixed of Executive Board Members were elected, the "entire board" shall mean the greatest number of Executive Board Members so elected to hold office at any one time pursuant to such authorization. If a quorum shall not be present at any meeting of the Executive Board, a majority of the Executive Board Members present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. In the event that one or more of the Executive Board Members shall be disqualified from voting at any meeting upon any matter, then the required quorum as it relates to the consideration of such matter shall be reduced by one for each such Executive Board Member so disqualified.

#### Section 4.12 Action by Consent

(a) Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, any action required or permitted to be taken by the Executive Board may be taken without a meeting and without prior notice if all of Executive Board Members then in office consent thereto in writing or by electronic transmission, and the writing or writings, or electronic transmission or transmissions, are filed with the minutes of proceedings of the Executive Board. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

(b) Unless otherwise restricted by the Certificate of Incorporation or these By-Laws, any action required or permitted to be taken at any meeting of any committee of the Executive Board may be taken in the manner set forth in the preceding clause 4.12(a).

(c) For purposes of this Section 4.12, the word "writing" shall be deemed to include (i) a document manually executed and transmitted by telecopy or other electronic facsimile delivery

method, and (ii) to the extent at any time otherwise not prohibited by law or the Certificate of Incorporation, a transmission by electronic mail. Accordingly, any consent evidenced in the minute books of the PKI Forum by telecopy consents, print-outs of electronic mail transmissions, or any combination of telecopy, print-outs and original signed copies of such consent, shall be deemed to have been duly adopted under this Section.

#### Section 4.13 Telephonic Meetings

Unless otherwise restricted by the Certificate of Incorporation or these By-laws, members of the Executive Board or of any committee thereof may participate in a meeting of the Executive Board or of any committee, as the case may be, by means of conference telephone, video conference equipment, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

#### Section 4.14 Inspection Rights

Every Executive Board Member shall have the absolute right at any time to inspect, copy and make extracts of, in person or by agent or attorney, all books, records and documents of every kind and to inspect the physical properties of the PKI Forum.

#### Section 4.15 Fees and Compensation

Executive Board Members shall not receive any stated salary or reimbursements for their services as Executive Board Members; provided that, by resolution of a majority of the Executive Board, the PKI Forum may reimburse Executive Board Members for expenses incurred while acting on behalf of the PKI Forum and/or expenses incurred in attending meetings of the Executive Board, in such amounts as the Executive Board may determine to be appropriate. Nothing herein contained shall be construed to preclude any Executive Board Member from serving the PKI Forum in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor. The Executive Board Members may also provide reimbursement of expenses for members of committees in connection with their service on such committees.

### ARTICLE 5

#### EXECUTIVE COMMITTEE AND OTHER COMMITTEES

#### Section 5.1 Executive Committee

The Executive Board may (but shall not be required) by resolution adopted by a majority of the Executive Board Members then in office (provided a quorum is present), create an Executive Committee, consisting of one or more Executive Board Members. The Executive Board may designate one or more Executive Board Members as alternate members of such committee, who may replace any absent member at any meeting of such committee. The Executive Committee, subject to any limitations imposed by the Certificate of Incorporation, by these By-laws, by statute, and/or by the Executive Board, shall have and may exercise all of the powers of the Executive Board which are delegated to the Executive Committee from time to time by the Executive Board; provided, however, that the Executive Committee shall have no authority with respect to:

- (a) Approving any action which also requires approval of the Voting Members;
- (b) Filling vacancies on the Executive Board;
- (c) Fixing compensation of the Executive Board Members for serving on the Executive Board or on any committee;
- (d) Amending or repealing the By-laws or adopting new By-laws;
- (e) Amending or repealing any resolution of the Executive Board which by its express terms is not so amendable or repealable;
- (f) Amending the Certificate of Incorporation;
- (g) Adopting an agreement of merger or consolidation;
- (h) Recommending to the Members the sale, lease or exchange of all or substantially all of the PKI Forum's property and assets; and
- (i) Recommending to the Members a dissolution of the PKI Forum or a revocation of a dissolution.

## Section 5.2 Other Committees of the Executive Board

The Executive Board may, by resolution adopted by a majority of the Executive Board Members then in office (provided a quorum is present), create such nominating, audit, compensation and other committees, each consisting of one (1) or more Executive Board Members appointed by the Board, as it may from time to time deem advisable to perform such general or special duties as may from time to time be delegated to any such committee by the Executive Board, subject to the limitations imposed by the Certificate of Incorporation or by these By-laws. No such committee shall have the power or authority to take any action

prohibited by Section 5.1 above to be taken by the Executive Committee. The Executive Board may designate one or more Executive Board Members as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any committee shall have such name or names as may be determined from time to time by resolution adopted by the Executive Board. Each committee shall keep regular minutes of its meetings and make such reports to the Executive Board as the Executive Board may request.

### Section 5.3 Meetings of Committees of the Executive Board

Except as otherwise provided in these By-laws or by resolution of the Executive Board, each committee of the Executive Board may adopt its own rules governing the time and place of holding and the method of calling its meetings and the conduct of its proceedings and shall meet as provided by such rules, but unless otherwise provided by resolution of the Executive Board or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided in these By-laws for the conduct of the business the Executive Board.

### Section 5.4 Term of Office of Members of Committees of the Executive Board

Each member of a committee of the Executive Board shall serve at the pleasure of the Executive Board.

### Section 5.5 Work Groups of the Members

(a) A Technical Work Group of the PKI Forum shall be established. Such Work Group may have such sub-groups (“Sub-Groups”) as from time to time may be approved by the Executive Board, and the members of such Sub-Groups need not be Executive Board Members. Each Member, so long as it remains a Member in good standing, shall (except as set forth below in this Section 5.5 or as otherwise from time to time determined by vote of the Executive Board) be entitled to appoint a representative or representatives to the Technical Work Group and to each Sub-Group, as set forth in Article 2. The Technical Work Group and its Sub-Groups shall have such rights and privileges as shall from time to time be established by the Executive Board, or as set forth in such Technical Work Group rules and policies as shall have been previously adopted by a majority of the entire Executive Board. The Technical Work Group may make technical recommendations to the Executive Board concerning specifications, enhancements, and testing, may coordinate and implement the same, and may undertake such other tasks as may from time to time be established by the Executive Board.

(b) A Business Work Group of the PKI Forum shall be established at such time as deemed advisable by the Executive Board, whose members need not be Executive Board Members. Each Member, so long as it remains a Member in good standing, shall be entitled to appoint a representative or representatives to the Business Work Group as set forth in Article 2, such representative(s) to have the voting rights as set forth in Article 2. The Business Work

Group shall be the principal Member-level forum for the discussion of activities intended to promote the mission of the PKI Forum generally in the industry, subject to the review, and within the strategic direction established by, the Executive Board, and such committee shall otherwise have such rights and privileges as shall from time to time be established by the Executive Board, or as set forth in such Business Work Group rules and policies as shall have been previously adopted by a majority of the entire Executive Board. The Business Work Group may make recommendations to the Executive Board concerning promotional matters relating to the PKI Forum adopted standards and specifications, may coordinate and implement the same, and may undertake such other tasks as may from time to time be permitted by the Executive Board.

(c) From time to time, the Executive Board may establish additional work groups and sub-groups whose members need not be Executive Board Members. Each Member, so long as it remains a Member in good standing, shall be entitled to appoint a representative or representatives to each such committee as set forth in Article 2, such representative(s) to have voting rights as set forth in Article 2.

## ARTICLE 6

### OFFICERS

#### Section 6.1    Officers

The officers of the PKI Forum shall be a Chairperson, President, a Treasurer and a Secretary. The PKI Forum may also have, at the discretion of the Executive Board, one or more Vice Presidents, one or more Assistant Secretaries and/or Assistant Treasurers, and such other officers with such titles, terms of office and duties as may be elected in accordance with the provisions of Section 6.3. One person may hold two or more offices unless the Certificate of Incorporation otherwise provides.

#### Section 6.2    Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these By-laws for regular elections to such office.

#### Section 6.3    Election

The Executive Board at its first meeting after each annual meeting of Members shall choose a Chairperson, a President, a Secretary and a Treasurer. Other officers may be elected by the Executive Board at such meeting, and all officers may be replaced, at any other meeting, or by written consent.

#### Section 6.4    Tenure

The Chairperson and any other officer elected by the Executive Board shall hold office until his or her successor is chosen and qualified, unless a different term is specified in the vote choosing or electing him or her, or until his or her earlier death, resignation or removal. Any officer elected by the Executive Board may be removed at any time by the affirmative vote of a majority of the Executive Board or a committee duly authorized to do so. Any vacancy occurring in any office of the PKI Forum may be filled by the Executive Board, at its discretion. Any officer may resign by delivering his or her written resignation to the PKI Forum at its principal place of business or to the Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

#### Section 6.5    President

The President shall have general and active management of the business of the PKI Forum and see that all orders and resolutions of the Executive Board are carried into effect. In the event of a vacancy in the office of President, the Executive Board may allocate such duties and functions of the President as are provided for below to the Chairperson until such time as the President's successor is duly elected and qualified. Within the limitations prescribed by the Executive Board from time to time, the President shall:

(a) Execute bonds, mortgages, and other contracts requiring a seal, under the seal of the PKI Forum, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Executive Board to some other officer or agent of the PKI Forum;

(b) Direct and administer the affairs of the PKI Forum, including setting compensation (other than his or her own), and the hiring and discharge of office employees;

(c) Have complete charge of the records of the PKI Forum (other than corporate records maintained by the Secretary);

(d) Initiate and promote programs which serve and advance the purpose and objective of the PKI Forum;

(e) Coordinate, assist and monitor all working groups and their programs;

(f) Direct all the PKI Forum functions;

(g) Submit an annual budget, together with supporting documentation;

(h) Create, and update when necessary, employee job descriptions and hold individual annual reviews with each employee;

(i) Serve as an ex-officio member of the Executive Board and any Executive committee, Work Group or Sub-Group; and

(j) Perform such other duties as may from time to time be assigned by the Executive Board and/or any Executive Committee.

#### Section 6.6    Chairperson

The Chairperson shall preside at all meetings of the Executive Board and the Members. In the event of a vacancy in the office of President, the Chairperson shall serve all the functions of the President until such time as the President's successor is duly elected and qualified.

#### Section 6.7    Vice-Presidents

In the absence of the President or in the event of his or her inability or refusal to act, a Vice-President, or if there be more than one Vice-President, the Vice-Presidents in the order designated by the Executive Board (or in the absence of any designation, then in the order determined by their tenure in office) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-Presidents shall perform such other duties and have such other powers as the Executive Board or the President may from time to time prescribe.

#### Section 6.8    Secretary

The Secretary shall have such powers and perform such duties as are incident to the office of Secretary, and shall:

(a) Prepare and maintain lists of Members and their addresses as required;

(b) Attend all meetings of the Executive Board and all meetings of the Members and record all the proceedings of the meetings of the PKI Forum and of the Executive Board in a book to be kept for that purpose and perform like duties for the standing committees when required;

(c) Give, or cause to be given, notice of all meetings of the Members and special meetings of the Executive Board, and perform such other duties as may be from time to time prescribed by the Executive Board, and be under their supervision; and

(d) Have custody of the corporate seal of the PKI Forum and the Secretary, or an

Assistant Secretary, have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by signature of the Secretary or by the signature of such Assistant Secretary. The Executive Board may give general authority to any other officer to affix the seal of the PKI Forum and to attest the affixing by such officer's signature.

#### Section 6.9    Assistant Secretaries

The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Executive Board, the President or the Secretary (or if there be no such determination, then in the order determined by their tenure in office), shall, in the absence of the Secretary or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Executive Board, the President or the Secretary may from time to time prescribe. In the absence of the Secretary or any Assistant Secretary at any meeting of Members or Executive Board Members, the person presiding at the meeting shall designate a temporary or acting Secretary to keep a record of the meeting.

#### Section 6.10   Treasurer

The Treasurer shall perform such duties and shall have such powers as may be assigned to him or her by the Executive Board or the President. In addition, the Treasurer shall perform such duties and have such powers as are incident to the office of Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the PKI Forum and shall deposit all moneys and other valuable effects in the name and to the credit of the PKI Forum in such depositories as may be designated by the Executive Board, taking proper vouchers for such disbursements, and shall render to the President and the Executive Board, when the President or Executive Board so requires, an account of all his or her transactions as Treasurer and of the financial condition of the PKI Forum.

#### Section 6.11   Assistant Treasurers

The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determined by the Executive Board, the President or the Treasurer (or if there be no such determination, then in the order determined by their tenure in office), shall, in the absence of the Treasurer or in the event of his or her inability or refusal to act, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Executive Board, the President or the Treasurer may from time to time prescribe.

#### Section 6.12   Bond

If required by the Executive Board, any officer shall give the PKI Forum a bond in such

sum and with such surety or sureties and upon such terms and conditions as shall be satisfactory to the Executive Board, including without limitation a bond for the faithful performance of the duties of his or her office and for the restoration to the PKI Forum of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control and belonging to the PKI Forum.

#### Section 6.12 Compensation

The compensation, if any, of the officers shall be fixed from time to time by the Executive Board, and no officer shall be prevented from receiving such compensation by reason of the fact that the officer is also a Executive Board Member of the PKI Forum.

### ARTICLE 7

#### NOTICES

#### Section 7.1 Delivery

(a) Whenever, under the provisions of law, or of the Certificate of Incorporation or these By-laws, written notice is required to be given to any Executive Board Member or Member, such notice may be given by mail, addressed to such Executive Board Member or Member, at his, her or its address as it appears on the records of the PKI Forum, with postage thereon prepaid. Unless written notice by mail is required by law, the Certificate of Incorporation or another provision of these By-laws, and subject to the provisions below relating to notice by electronic transmission to Members, written notice may also be given by electronic mail, telecopy, commercial delivery service, or similar means, addressed to such Executive Board Member or Member at his, her or its address as it appears on the records of the PKI Forum. Without limiting the manner by which notice otherwise may be given effectively to Members, any notice to Members given by the PKI Forum under any provision of law, the Certificate of Incorporation, or the By-laws, unless written notice by mail is required by law, the Certificate of Incorporation or another provision of these By-laws, shall be effective if given by a form of electronic transmission consented to by the Member to whom the notice is given. Any consent by a Member to receive notice by electronic transmission shall be revocable by that Member by written notice to the PKI Forum. Any such consent shall be deemed revoked if (1) the PKI Forum is unable to deliver by electronic transmission two consecutive notices given by the PKI Forum in accordance with such consent and (2) such inability becomes known to the secretary or an assistant secretary of the PKI Forum or to the transfer agent, or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

(b) Notice given pursuant to this section shall be deemed given: (1) if by facsimile

telecommunication (A) to a Member, when directed to a number at which the Member has consented to receive notice and (B) to a Executive Board Member, when directed to the number for such Executive Board Member as it appears on the records of the PKI Forum; (2) if by electronic mail to (A) a Member, when directed to an electronic mail address at which the Member has consented to receive notice and (B) to a Executive Board Member, when directed to the electronic mail address for such Executive Board Member as it appears on the records of the PKI Forum; (3) if by a posting on an electronic network together with separate notice to the Member or Executive Board Member of such specific posting, upon the later of (A) such posting and (B) the giving of such separate notice; (4) if by any other form of electronic transmission, when directed to the Member or Executive Board Member; (5) if by in-hand delivery or oral notice, at the time it is actually given; (6) if by mail, at the time when the same shall be deposited in the United States mail; and (7) if by commercial delivery carrier or similar means, at the time when the same shall be deposited with the carrier, in each case the transmission charge to be paid by the PKI Forum or the person sending such notice and not by the addressee. An affidavit of the Secretary or an Assistant Secretary or of the transfer agent or other agent of the PKI Forum that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

(c) For purposes of these By-laws, “electronic transmission” means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

(d) Without limiting the foregoing, the PKI Forum adopts electronic mail as its principal source of communication with its Members. Each Member acknowledges and agrees that the PKI Forum shall not be under any obligation (except as required by law or these By-laws) to send any notice to any Member by any means other than electronic mail, and it is therefore the responsibility of each Member to avail itself of and make such arrangements as may be necessary to receive notice in such fashion.

#### Section 7.2 Waiver of Notice

Whenever any notice is required to be given under the provisions of law or of the Certificate of Incorporation or of these By-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, or a waiver by electronic transmission by the person entitled to notice shall be deemed equivalent thereto.

### ARTICLE 8

#### INDEMNIFICATION

### Section 8.1    Actions other than by or in the Right of the PKI Forum

The PKI Forum shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the PKI Forum) by reason of the fact that he or she is or was a Executive Board Member, ex officio member of the Board, officer, employee or agent of the PKI Forum, or is or was serving at the request of the PKI Forum as a Executive Board Member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the PKI Forum, and, with respect to any criminal action or proceedings, had no reasonable cause to believe this conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the PKI Forum, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

### Section 8.2    Actions by or in the Right of the PKI Forum

The PKI Forum shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the PKI Forum to procure a judgment in its favor by reason of the fact that he or she is or was a Executive Board Member, ex officio member of the Board, officer, employee or agent of the PKI Forum, or is or was serving at the request of the PKI Forum as a Executive Board Member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the PKI Forum and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery of the State of Delaware or such other court shall deem proper.

### Section 8.3    Success on the Merits

To the extent that any person described in Section 8.1 or 8.2 of this Article 8 has been

successful on the merits or otherwise in defense of any action, suit or proceeding referred to in said Sections, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

#### Section 8.4    Specific Authorization

Any indemnification under Section 8.1 or 8.2 of this Article 8 (unless ordered by a court) shall be made by the PKI Forum only as authorized in the specific case upon a determination that indemnification of any person described in said Sections is proper in the circumstances because he or she has met the applicable standard of conduct set forth in said Sections. Such determination shall be made (1) by a majority vote of a such Executive Board Members who were not parties to such action, suit or proceeding, even though less than a quorum, or (2) by the Members of the PKI Forum.

#### Section 8.5    Advance Payment

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the PKI Forum in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of any person described in said Section to repay such amount if it shall ultimately be determined that he or she is not entitled to indemnification by the PKI Forum as authorized in this Article 8.

#### Section 8.6    Non-Exclusivity

The indemnification and advancement of expenses provided by, or granted pursuant to, the other Sections of this Article 8 shall not be deemed exclusive of any other rights to which those provided indemnification or advancement of expenses may be entitled under any By-law, agreement, vote of Voting Members or disinterested Executive Board Members or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

#### Section 8.7    Jurisdiction of Delaware Court of Chancery

The Delaware Court of Chancery is vested with exclusive jurisdiction to hear and determine all actions for advancement of expenses or indemnification. The Delaware Court of Chancery may summarily determine the PKI Forum's obligation to advance expenses (including attorney's fees).

#### Section 8.8    Insurance

The Executive Board may authorize, by a vote of the majority of the full Board, the PKI

Forum to purchase and maintain insurance on behalf of any person who is or was a Executive Board Member, ex officio member of the Board, officer, employee or agent of the PKI Forum, or is or was serving at the request of the PKI Forum as a Executive Board Member, ex officio member of the Board, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the PKI Forum would have the power to indemnify him or her against such liability under the provisions of this Article 8.

#### Section 8.9 Continuation of Indemnification and Advancement of Expenses

The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 8 shall continue as to a person who has ceased to be a Executive Board Member, ex officio member of the Board, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### Section 8.10 Severability

If any word, clause or provision of this Article 8 or any award made hereunder shall for any reason be determined to be invalid, the provisions hereof shall not otherwise be affected thereby but shall remain in full force and effect.

#### Section 8.11 Intent of Article

The intent of this Article 8 is to provide for indemnification and advancement of expenses to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware. To the extent that such Section or any successor section may be amended or supplemented from time to time, this Article 8 shall be amended automatically and construed so as to permit indemnification and advancement of expenses to the fullest extent from time to time permitted by law.

### ARTICLE 9

#### BOOKS AND RECORDS

#### Section 9.1 Books and Records

The PKI Forum shall keep adequate and correct books and records of account, minutes of the proceedings of the Members, the Executive Board and committees of the Executive Board, and a record of the Members giving their names and addresses and the class of Membership held by each.

## Section 9.2    Form of Records

Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form.

## Section 9.3    Reports to Executive Board Members, Members and Others

The Executive Board shall cause such reports to be prepared, filed and/or distributed as may be required.

## Section 9.4    Record Date

In order that the PKI Forum may determine the Members entitled to notice of or Voting Members entitled to vote at any meeting of Members or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any distribution, if any, permitted by law and the PKI Forum's then current federal and state tax status, or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of Membership or for the purpose of any other lawful action, the Executive Board may fix, in advance, a record date, which shall not be more than sixty days nor fewer than ten days before the date of such meeting, nor prior to the adoption of the resolution by the Executive Board fixing such record date. A determination of Members of record entitled to notice of or Voting Members entitled to vote at a meeting of Members shall apply to any adjournment of the meeting; provided, however, that the Executive Board may fix a new record date for the adjourned meeting. If no record date is fixed, the record date for determining Members entitled to notice of or Voting Members entitled to vote at a meeting of Members shall be at the close of business on the day before the day on which notice is given or, if notice is waived, at the close of business on the day before the day on which the meeting is held. The record date for determining Members entitled to express consent to corporate action in writing without a meeting, when no prior action by the Executive Board is necessary, shall be the day on which the first written consent is delivered to the PKI Forum. The record date for determining Members entitled to express consent to corporate action in writing without a meeting, when prior action by the Executive Board is necessary, shall be at the close of business on the day on which the Executive Board adopts the resolution taking such prior action.

## Section 9.5    Registered Members

The PKI Forum shall be entitled to recognize the exclusive right of a person registered on its books as a Member or a representative of a Member to receive distributions, if any, and to vote, if such records indicate that such person is a Voting Member or a representative of a Voting Member, and to hold liable for fees, penalties and assessments a person or entity registered on its books as a Member, and shall not be bound to recognize any equitable or other claim to or

interest in Membership on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the Delaware General Corporation Law.

## ARTICLE 10

### CERTAIN TRANSACTIONS

#### Section 10.1 Transactions with Interested Parties

No contract or transaction between the PKI Forum and one or more of its Executive Board Members or officers, or between the PKI Forum and any other corporation, partnership, association, or other organization in which one or more of its Executive Board Members or officers are Executive Board Members or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Executive Board Member or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction or solely because his, her or their votes are counted for such purpose, if:

(a) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Executive Board or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Executive Board Members, even though the disinterested Executive Board Members be less than a quorum; or

(b) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Voting Members entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the Voting Members; or

(c) The contract or transaction is fair as to the PKI Forum as of the time it is authorized, approved or ratified, by the Executive Board, a committee thereof, or the Voting Members.

Common or interested Executive Board Members may be counted in determining the presence of a quorum at a meeting of the Executive Board or committee which authorizes the contract or transaction.

## ARTICLE 11

### GRANTS, CONTRACTS, LOANS, ETC.

#### Section 11.1 Grants

The making of grants and contributions, and otherwise rendering financial assistance for the purposes of the PKI Forum, may be authorized by the Executive Board. The Executive Board may authorize any officer or officers, agent or agents, in the name of and on behalf of the PKI Forum to make any such grants, contributions or assistance.

#### Section 11.2 Execution of Contracts

The Executive Board may authorize any officer, employee or agent, in the name and on behalf of the PKI Forum, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances, or otherwise limited. In the absence of any action by the Executive Board to the contrary, the President shall be authorized to execute such contracts and instruments on behalf of the PKI Forum.

#### Section 11.3 Loans

The President or any other officer, employee or agent authorized by the Executive Board may effect loans and advances at any time for the PKI Forum from any bank, trust company or other institutions or from any firm, association or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the PKI Forum, and when authorized by the Executive Board so to do, may pledge and hypothecate or transfer assets of the PKI Forum as security for any such loans or advances. Such authority conferred by the Executive Board may be general or confined to specific instances or otherwise limited.

#### Section 11.4 Checks, Drafts, Etc.

All checks, drafts and other orders for the payment of money out of the funds of the PKI Forum, and all notes or other evidences of indebtedness of the PKI Forum, shall be signed on behalf of the PKI Forum in such manner as shall from time to time be determined by resolution of the Executive Board.

#### Section 11.5 Deposits

The funds of the PKI Forum not otherwise employed shall be deposited from time to time to the order of the PKI Forum in such banks, trust companies, or other depositories, or shall be otherwise invested, as the Executive Board may select or direct, or as may be selected or directed by an officer, employee or agent of the PKI Forum to whom such power may from time to time be specifically delegated by the Executive Board.

### ARTICLE 12

## GENERAL PROVISIONS

### Section 12.1 Fiscal Year

The fiscal year of the PKI Forum shall be determined, and may be changed, by resolution of the Executive Board.

### Section 12.2 Reserves

The Executive Board Members may set apart out of any funds of the PKI Forum a reserve or reserves for any proper purpose and may abolish any such reserve.

### Section 12.3 Seal

The Executive Board may, by resolution, adopt a corporate seal. The corporate seal shall have inscribed thereon the name of the PKI Forum, the year of its organization and the word “Delaware”. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The seal may be altered from time to time by the Executive Board.

### Section 12.4 Proprietary Rights

(a) Except as specifically provided to the contrary in such policies and procedures as may from time to time be approved by the Executive Board, all information disclosed by any participant during any official meeting or activity of the PKI Forum, including but not limited to Member meetings, Board meetings, Technical Work Group meetings, Business Work Group meetings, Sub-Group meetings, electronic mail or the like, shall be deemed to have been disclosed on a non-confidential basis, and, subject to rights and restrictions represented by valid patents, patent applications, and Federal and international statutory copyrights (no waiver of any rights pertaining to which shall be implied from such disclosure or the terms of this Section 12.4), may be used by anyone without restriction.

(b) No express or implied right, whether by implication, estoppel, or otherwise, to any patent, copyright, trademark, trade secret, or other intellectual property right of any Member is or shall be deemed to be granted to the PKI Forum or to any other Member by reason of its membership in or participation in the activities of the PKI Forum, except as may be provided in a separate written agreement.

(c) No Member shall at any time be required to exchange proprietary information with any other Member solely by reason of its being a Member of the PKI Forum.

## ARTICLE 13

## ANTITRUST COMPLIANCE

### Section 13.1 General

The PKI Forum will conduct all of its activities in conformance with the federal and state antitrust laws, including the Sherman Act, the Clayton Act, the Robinson-Patman Act and the Federal Trade Commission Act. The Executive Board and the President of the PKI Forum shall consult legal counsel and seek legal review whenever necessary to insure that the activities of the PKI Forum are conducted in conformance with such laws.

### Section 13.2 Availability of Technology

It is the good faith objective of the PKI Forum (i) to make all Technology available as soon as its development and adoption by the PKI Forum is complete on the same terms to all Members who have not participated in the development or determination of such Technology as well as to all those Members who have participated, (ii) to make all such Technology available at the same point in time to all Members, and (iii) to make all such Technology available to all non-Members on fair and reasonable terms and conditions.

### Section 13.3 No Obligation to Endorse

No Member shall, by reason of its membership or participation in the PKI Forum or otherwise, be obligated to license, use or endorse any Technology developed or endorsed by the PKI Forum, or to conform any of its products to any standards or specifications developed or adopted by the PKI Forum, nor shall any such Member be precluded from independently licensing, using or endorsing similar intellectual property, software, specifications or documentation developed by it or by others.

## ARTICLE 14

### AMENDMENTS

These By-laws may be altered, amended or repealed or new By-laws may be adopted by (i) the Voting Members, or (ii) by the Executive Board, except where such power is expressly limited by law or the Certificate of Incorporation, at any annual meeting of the Voting Members or regular meeting of the Executive Board or at any special meeting of the Voting Members or of the Executive Board, provided, however, that in the case of a regular or special meeting of Voting Members, notice of such alteration, amendment, repeal or adoption of new By-laws shall be contained in the notice of such meeting.

Register of Amendments to the By-laws

Date                      Section Affected      Change