

BYLAWS
OF
OPEN NETWORK VIDEO INTERFACE FORUM, INC.
a nonprofit corporation

1. Offices

1.1 Principal Office. The principal office for the transaction of the business of this Corporation, a Delaware Corporation, is located at 5000 Executive Parkway, Suite 302, San Ramon, CA, USA 94583. The Board of Directors is hereby granted full power and authority to change the said principal office from one location to another.

1.2 Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where this Corporation is qualified to do business.

2. Purposes

2.1 Purposes. The Corporation has been established for the purpose of providing administration of the Open Network Video Interface Forum. The Forum exists to encourage the development of a joint Network Interface Specification for network physical security products and to establish such a Network Interface Specification as an open world standard for the benefit of end-users of network physical security products. The said Network Interface Specification will be developed through Member participation. (Capitalized terms used in these Bylaws shall have the same meaning as defined in the “Rules of Membership”, which provides the terms and conditions of structure, management and activity of the Open Network Video Interface Forum and is defined as “Rules” therein.)

2.2 Open Membership/Antitrust Law Compliance. The corporation and its directors and officers shall be at all times dedicated to the principles of full and open competition, in full compliance with all applicable laws, including all antitrust laws of the United States and other nations and governmental bodies. Membership in the Forum shall be at all times open to applicants which meet the applicable criteria which are set forth in the Rules.

3. Membership

3.1 Membership. The Forum membership specifics, including qualifications, admission, annual fees, rights and privileges, and termination/resignation process are described in the Rules.

3.2 Property Rights and Nonliability. No Member or its Affiliate shall have any right or interest in any of the property or assets of this Corporation. No Member or its Affiliate shall be personally liable for the debts, liabilities, or obligations of this Corporation.

3.3 Distribution of Assets Upon Dissolution. Upon a dissolution of this Corporation, and after all of the known debts and liabilities of this Corporation have been paid or adequately

provided for in accordance with the Delaware General Corporation Law, any remaining net assets of this Corporation shall be distributed by the Board of Directors to one or more organizations selected by the Board of Directors which will help to further the purposes of this Corporation, except as provided in the Rules.

4. Membership Meetings

4.1 Place of Meetings; Format of Meetings. Meetings of the Members are described in the ONVIF Rules of Membership.

5. Board of Directors

5.1 Powers. Subject to the limitations of the Certificate of Incorporation, of the Bylaws, and of the Delaware General Corporate Law, subject to the duties of Directors as prescribed by the Bylaws and subject to the Rules and decision made by the Committee in accordance with the Rules, all corporate powers relating to organization management and administration shall be exercised by or under the authority of the Board of Directors.

5.2 Composition of Board of Directors. The Board shall consist of three Directors. The size and composition of the Board may be adjusted upon a majority vote of the Steering Committee of the Forum. The filling of vacancies to the Board will be determined by a majority vote of the Steering Committee of the Forum.

5.2.1 Initiator Member Directors. Each of Initiators shall designate an initial Director pursuant to the Delaware General Corporation Law. (Such Directors shall be referred to as the “Initiator Member Directors”.) Each of Initiators shall have the absolute right to remove an Initiator Member Director it has designated and replace such Initiator Member Director at any time, with or without cause.

5.2.2 Each director shall hold his or her office for a term of one (1) year, or until he or she shall resign or shall be removed or his or her successor shall be elected and qualified.

5.3 Observers. Certain persons may be granted observation rights on the Board, however the Board shall maintain the right to go into closed session and exclude all observers.

5.4 Place of Meeting. All meetings of the Board of Directors may be held at any place that has been designated from time to time by resolution of the Board or by the written notice of the Chairman.

5.5 Quorum. A simple majority of the Directors in office from time to time shall be necessary to constitute a quorum for the transaction of business

Fees and Compensation. Directors shall serve without compensation. Directors may be reimbursed in such amounts as may be determined from time to time by the Board of Directors for expenses paid while acting on behalf of the Corporation and/or expenses incurred in attending meetings of the Board of Directors.

6. Officers

6.1 Officers. The principal officers of this Corporation shall be a Chairman or President, Vice Chairman or Vice President, Treasurer, and Secretary and such other officers as the Board of Directors may appoint. One person may hold two or more offices.

6.2 Election. The officers of this Corporation shall be elected by the Board of Directors in accordance with this Article 6, and each officer shall hold his or her office for a term of one (1) year, or until he or she shall resign or shall be removed or his or her successor shall be elected and qualified.

6.3 Removal and Resignation.

6.3.1 Removal. Any officer may be removed, either with or without cause, by the Board of Directors at any regular or special Board meeting (subject to the rights, if any, of an officer under any contract of employment).

6.3.2 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, or to any officer of this Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein.

6.4 Vacancies. A vacancy in any officer position because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular appointments to such officer position.

6.5 Chairman. The Chairman (President) shall serve as the Chief Executive Officer of this Corporation. Subject to the control of the Board of Directors, the Chairman shall have general supervision, direction and control of the business and affairs of this Corporation. The Chairman shall have such other powers and duties as may be designated from time to time by the Board of Directors. The Chairman shall preside at all meetings of the Board of Directors.

6.6 Vice Chairman. In the absence of the Chairman, or in the event of his or her inability or refusal to act, the Vice Chairman (Vice President) shall perform all the duties of the Chairman, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chairman.

6.7 Treasurer. The Treasurer shall oversee the financial and accounting matters of this Corporation with respect to the receipt and deposit of funds. The Treasurer shall have such other powers and duties as may be designated from time to time by the Board of Directors.

6.8 Secretary. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of this Corporation, and shall deliver the Annual Statement to the Directors. The Secretary shall have such other powers and duties as may be designated from time to time by the Board of Directors.

7. Miscellaneous

7.1 Fiscal Year. The fiscal year of this Corporation shall end on the last day of December of each year.

7.2 Inspection of Corporate Records. The books of account and minutes of the proceedings of the Board of Directors, and of any committees of the Board of Directors, shall be open to inspection at the principal office of this Corporation by each Director at any reasonable time upon the written demand of any Director.

7.3 Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to this Corporation and any and all securities owned by or held by this Corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

7.4 Execution of Contracts. The Board of Directors may authorize any officer, employee, or agent to enter into any contract or execute any contract or execute any instrument in the name of and on behalf of this Corporation and such authority may be general or confirmed to specific instances.

7.5 Corporate Loans, Guarantees and Advances. This Corporation shall not make any advances or make any loan of money or property to or guarantee the obligation of any director or officer, except as is expressly allowed under the Delaware General Corporation Law.

7.6 Public Inspection and Disclosure. The Corporation shall have available for public inspection at its principal office a copy of its three (3) most recent annual exempt organization information returns and a copy of its application for exemption and determination letter.

7.7 Political Activities. The Corporation shall not make any political expenditure or lobbying expenditure, which will result in the loss of, or otherwise adversely affect, its status as a tax-exempt organization under the United States Internal Revenue Code.

8. Effective Date and Amendments

8.1 Effective Date. These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board of Directors of this Corporation has provided that they are to become effective at a later date.

8.2 Amendments. These Bylaws may be amended or repealed and new Bylaws adopted by an unanimous vote of the Board upon proper notice.

CERTIFICATE OF INCORPORATOR

I, the undersigned, do hereby certify:

1. That I am the incorporator of ONVIF.
2. That the foregoing Bylaws constitute the Bylaws of the said Corporation adopted by me.

DATED: _____, 200__

NAME, Incorporator