

# AMENDED AND RESTATED BYLAWS

## OF

### ONVIF, INC.

a Delaware nonprofit non-stock corporation

These Amended and Restated Bylaws were adopted by the Board of Directors on June 11, 2026 and amends and restates the version adopted by the Board of Directors on March 10, 2026.

#### 1. Offices

1.1 Principal Office. The principal office for the transaction of the business of ONVIF, Inc., a Delaware nonprofit non-stock corporation, is located at 2603 Camino Ramon, Suite 200, San Ramon, CA, USA 94583 (the "Corporation"). The Board of Directors (the "Board") 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 at any place or places where the Corporation is qualified to do business.

#### 2. Purposes

2.1 Purposes. The Corporation has been established for the purpose of providing administration of the ONVIF organization (the "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 participation of the members of the Forum.

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 all applicable criteria which may be set forth in these Bylaws or the Rules of Membership (the "Rules"). The members of the Forum are not considered "members" or holders of "membership" of the Corporation within the meaning of the Law as applies to non-stock corporations; and will not have the rights of a member of a non-stock corporation unless otherwise required by the Law.

2.3 Nonprofit Purposes. The Corporation is organized exclusively for one or more purposes as specified in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code").

2.4 Distribution of Assets Upon Dissolution. The property of the Corporation is irrevocably dedicated to social welfare purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation

shall be distributed to a nonprofit fund, foundation, or corporation organized and operated exclusively for religious, charitable, educational or other purposes meeting the requirements as will at the time qualify either (i) as exempt from Federal income tax under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(6) of the Code, or (ii) as a corporation or other organization to which contributions are deductible under Section 170(c)(1) of the Code.

### 3. Forum Membership

3.1 Membership. The Forum shall have members ("Members") consisting of those legal entities that have satisfied all the requirements for membership as may be set forth in these Bylaws and in the Rules, each as may be amended. The Forum will have multiple classes of membership with rights and privileges as may be set forth in these Bylaws or the Rules, and as determined by the Board from time to time. The Forum has five (5) levels of membership as follows: Full, Contributing, Institutional, User, and Observer. A Member shall remain in "good standing" as a Member provided the Member timely pays all dues, assessments, and other fees, executes and continues to agree to, and abides by these Bylaws and the Rules and all other Forum documentation and policies, and continues to meet all of the other requirements of membership, as from time to time determined by the Board. Each Member shall designate a primary contact person ("Primary Contact") and an alternate contact person ("Alternate Contact"), which shall be natural persons. The Primary Contact and Alternative Contact shall be the persons designated to receive the official communications of the Corporation, and for Members with voting rights, the only ones to cast a vote on behalf of the Member in connection with the activities of the Forum. The Member may remove a Primary Contact or Alternate Contact at any time and provide replacements to serve in those capacities.

All Members of the Forum are obligated to adhere to the duly adopted policies the Corporation has established for the Forum, including but not limited to the Rules, the Appeals Policy, and the Member Code of Conduct and Ethics Policy.

3.2 Membership Fees. Each Member shall pay an annual membership fee to the Company. Such fee may be different for different membership levels.

3.3 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.

3.4 Amendments to the Rules. The Rules may be amended or repealed and new Rules adopted by a vote of two-thirds (2/3) of the Board then in office upon proper notice. Any modification to the Rules shall be effective only if Members receive written notice at least thirty (30) days in advance of such modification. Written notice shall include notice provided by electronic transmission.

### 4. Annual and Special Meetings of the Members

4.1 Place of Meetings; Format of Meetings. All annual and special meetings of the Members of the Forum shall be held at such place, if any, either within or without the State of Delaware, or by means of remote communication, as shall be designated from time to time by

resolution of the Board and stated in the notice of meeting; provided that holding a meeting by means of remote communication shall be designated when reasonably possible, but still remains at the discretion of the Board.

4.2 Annual Meeting. The annual meeting of the Members shall occur at such date, time, and place or remote means as shall be determined by the Board and stated in the notice of the meeting.

4.3. Special Meeting. Special meetings of the Members for any purpose or purposes shall be called pursuant to a resolution approved by the Board. The only business which may be conducted at a special meeting shall be the matter or matters set forth in the notice of such meeting.

4.4 Notice of Meetings. The Corporation's Executive Director, or if the Corporation does not have an Executive Director, the Corporation's Secretary will give at least two (2) calendar weeks' prior notice of a meeting to each Member. The primary means for the provision of notice will be by electronic mail to the Members at the electronic mail address as it appears in the records of the Corporation. If notification is also provided by airmail or mail, such notice will be deemed to be delivered after fourteen (14) days from the date deposited in the airmail or mail addressed to the Member at the address as it appears in the Corporation's records with postage prepaid. Personal notification may also include notification by telephone. Without limiting the manner by which notices of meetings otherwise may be given effectively to Members, any such notice may be given by electronic transmission in accordance with applicable law.

4.5 Waivers of Notice. Notice of any meeting need not be given to any Member who shall, either before or after the meeting, submit a waiver of notice or who shall attend such meeting. Any Member so waiving notice of the meeting shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given.

4.6 Adjournment. Any meeting of the Members may be adjourned from time to time to reconvene at the same or some other place, if any, and notice need not be given of any such adjourned meeting if the time, place, if any, thereof, and the means of remote communication, if any, are announced at the meeting at which the adjournment is taken.

4.7 Quorum. A quorum of the Members will consist of those Members in attendance. Unless otherwise required by the Law, Members will not be permitted to participate by proxy.

4.8 Voting. At any meeting of the Members, each Full Member and Contributing Member present shall be entitled to one (1) vote. Unless otherwise required by the Law or the Certificate of Incorporation, following the 2025-2026 terms of the directors, the election of directors shall be decided by a plurality of the votes cast by the Full Members of the Corporation present in person (as opposed to by proxy, which shall not be permitted) at the meeting and entitled to vote in the election (and as otherwise specified in Section 5.3.1). Unless otherwise required by the Law, the Certificate of Incorporation, or these Bylaws, any matter, other than the election of directors, brought before any meeting of Members shall be decided by the affirmative vote of the majority of the aggregate of the Full Members and Contributing Members present in person (as opposed to by proxy, which shall not be permitted) and entitled to vote on the matter. For clarification, the participation by a Member in any meeting of Members pursuant to remote

communications as described in Section 4.1 shall constitute presence in person at such meeting, and the “present in person at a meeting” status is achieved either (A) in a remote meeting by attending the meeting by the designated remote means, or (B) at a meeting being held in a physical location by attending the meeting physically in person. Unless otherwise required by the Law, Members shall not be permitted to vote by proxy at the meeting.

4.9 Consent of Members Without a Meeting. Any action to be taken at any meeting of Members may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing or by electronic transmission setting forth the action to be so taken shall be signed by Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members having a right to vote thereon were present and voted.

4.10 Fixing a Record Date. Unless otherwise provided in the Certificate of Incorporation, these Bylaws, or a Board resolution, the record date for any meeting or corporate action shall be the date of such meeting or corporate action.

## 5. Board of Directors

5.1 Powers. Subject to the limitations of the Certificate of Incorporation, the Bylaws, and the Law, all corporate powers relating to organization management and administration of the Corporation shall be exercised by or under the authority of the Board. Immediately following the Effective Date of these Bylaws the Steering Committee shall appoint Member representatives to the vacant seats on the Initial Board (as further described in Section 5.2.2), and immediately following such appointments the Steering Committee of the Corporation shall be dissolved and the Board shall hold all powers previously delegated to the Steering Committee. The Board may delegate the management of the activities of the Corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Subject to the same limitations, the Board shall have all powers permitted to or conferred by the Law on the board of directors of a nonprofit non-stock corporation.

The conditions, benefits, rights, privileges, and powers (if any) of any level of Members may be changed, and the conditions, benefits, rights, privileges, and powers of each such level may be prescribed, by resolution of the Board. Any such amendment shall be notified to the Members in writing and be effective upon the date specified in the Bylaws. No amendment shall apply retroactively unless explicitly so stated by the Board. The Board may adopt or establish additional classes of membership from time to time. The Board may appoint at its discretion new additional members to the Member Committees that are established and set forth in the Rules or elsewhere.

### 5.2 Interim Board of Directors Prior to the 2026 Meeting.

5.2.1 Composition. The number of directors following the Effective Date of these Amended and Restated shall be set at six (6) (the "Interim Directors"). The number of authorized Interim Directors may be increased or decreased by written consent of the Board.

5.2.2 Board Prior to 2026 Meeting. Prior to its dissolution, the Steering Committee shall appoint the Interim Directors, which shall include any individuals currently serving as a director plus all of the Steering Committee members at the time of appointment if those individuals are willing to serve as directors.

5.2.3 Term. Each Interim Director shall hold his or her office through the conclusion of the 2026 Meeting at which time new directors shall be elected pursuant to Section 5.3, and until a successor has been appointed and qualified. An Interim Director may not also serve on an Other Committee during such term.

5.3 Board of Directors as of the 2026 Meeting. Effective as of September 1, 2026, the Board shall serve as follows:

5.3.1 Composition. The number of directors may range from three (3) to nine (9). The initial number of directors shall be set at five (5). Thereafter and within the specified limits, the number of directors can be increased or decreased from time to time, by resolution adopted by a majority of the directors then in office, but no decrease shall shorten the term of any director then in office. The composition of the Board shall consist of up to two (2) directors that are filling Founder's Seats, which are held by the Founding Members identified herein for as long as the Founding Member continues to satisfy the conditions for holding a Founder Seat (as further specified in Section 5.3.5, and hereafter defined as "Founder Conditions"); and the remaining number of directors shall be elected by the Full Members. The initial number of five (5) directors shall consist of two (2) directors appointed by Founding Members to fill Founder Seats and three (3) directors that are elected by the Members, and each such director may not also stand for election to an Other Committee or serve on an Other Committee simultaneously with their position as director. In the event the Board shall increase or decrease the number of directors from five (5) the Board shall also determine the staggered Board terms for such number of elected directors set by the Board, and any currently seated directors shall be permitted to serve their terms out. In the event, a Founding Member no longer satisfies the Founder Conditions, the Board shall increase the number of Elected Director seats and designate a staggered group for the new Elected Director seat. For the avoidance of doubt, (A) if both of the Founding Members no longer satisfy the Founder Conditions then there will be no Founder Seats on the Board; and (B) once a Founding Member fails to satisfy the Founder Conditions then they become ineligible for holding a Founder Seat in the future and lose all future rights to appoint a representative to hold a Founder Seat; and (C) under no condition or circumstances do Founding Members have the right or authority to transfer their status as Founding Member or their right to fill Founder's Seats on the Board or Committees to another entity, either through operation of reorganization, transfer, assignment, sale or otherwise. During the term of any director elected or seated hereunder, a Member shall have the right to replace, at its sole discretion, a director that is its representative, with any other qualified representative subject to such representative meeting all the other criteria including not simultaneously serving on an Other Committee. Such replacement shall be notified to the Board with a prior notice of at least four (4) weeks.

5.3.2. Initial Staggered Terms for Elected Directors. The total number of Directors to be elected ("Elected Directors") will be divided into three groups, designated as Group 1, Group 2 and Group 3. The first Group 1 director elected in 2026 by the Full Members will be that candidate that receives the third-highest number of votes in the 2026 special election and will have

an initial term of one (1) year, and thereafter Group 1 Directors will be elected for two (2) year terms. The first Group 2 director elected by the Full Members in 2026 will be that candidate that receives the second-highest number of votes in the 2026 special election and will have an initial term of two (2) years, and thereafter Group 2 directors will be elected for two (2) year terms. The first Group 3 director elected by the Full Members in 2026 will be that candidate that receives the highest number of votes in the 2026 special election and will have an initial term of three (3) years, and thereafter Group 3 directors will be elected for two (2) year terms. The term of the first Director in Group 1 to be elected will expire at the first Annual Meeting of the Members after their appointment, the term of the first Director in Group 2 to be elected will expire at the second Annual Meeting of the Members after their appointment and the term of the first Director in Group 3 to be elected will expire at third Annual Meeting of Members after their appointment. Thereafter, directors from Group 1, Group 2 and Group 3 will elected by the Full Members pursuant to Section 5.3.3.

5.3.3 Elections. Elections shall be held upon the date designated by the Board (the “Designated Election Date”) prior to the annual meeting during the years with a Member-elected seat is open. Such open Board seats shall be elected by a vote of the Full Members. A Full Member shall announce the candidacy of its representative to the Board of Directors to the Executive Director during a thirty (30) calendar day Nomination period. All open Board positions shall be announced to the Full Members thirty (30) calendar days prior to the Designated Election Date. The list of candidates for election at the Designated Election Date shall be provided to the Full Members at least fourteen (14) calendar days prior to the Designated Election Date. Such appointments shall be made for a two-year term (or a one-year term for Board seats designated as having a one-year term in connection with the initial election to initiate the staggered Board as further described in Section 5.3.2) and until a successor has been elected and qualified. The election of directors shall be decided by a plurality of the votes cast by the Full Members of the Corporation present in person (as opposed to by proxy, which shall not be permitted) at the meeting and entitled to vote in the election. Only one (1) vote shall be accorded for a Full Member.

5.3.4 Term. Unless otherwise specified herein, each director elected pursuant to this Section 5.3 shall hold their office for a term of two (2) years as of September 1, 2026, or until they shall resign or shall be removed or their successor shall be elected and qualified; and directors may serve for successive terms. Directors shall be individual representatives of Full Members.

5.3.5 Founder Conditions. In order to continue to have the right to appoint a representative to serve on the Board or to have certain rights under the Rules of Membership to appoint representatives to Committees the Founding Member must meet each of the following conditions on a continuous basis:

- a) remain Full Members in "good standing" as such term is defined in Section 3.1 herein;
- b) not missing more than two consecutive regular Board meetings or duly called special Board meeting without 10 days' prior notice of absence with good cause, or not missing more than two consecutive meetings of any of the Committees called under the Rules of Membership without 10 days' prior notice of absence with good cause, or not missing more than a total

of three (3) duly called Board meetings within any calendar year or not missing more than a total of four (4) duly called Committee meetings within any calendar year (for the avoidance of doubt, the Founding Member shall be required to have a separate representative of theirs for each Committee of the Corporation attend the meetings of each of the Committees of the Corporation, which Committees are described in the Rules of Membership, and each representative shall be a natural person who is an employee of the Founding Member);

- c) satisfy any condition in these Bylaws for holding a Board seat;
- d) satisfy the Attendance and Participation Requirements defined in ROM 3.2.3, 3.3.1 and 3.3.3, and any future revised corresponding ROM sections; and
- e) it must not violate any applicable law or regulation for the Member to hold such Founder Seat.

5.3.6 Requirements for Elected Director Meeting Attendance. In the event that an Elected Director misses more than two consecutive regular Board meetings or duly called special Board meetings without 10 days' prior notice of absence with good cause, then the Elected Director shall no longer be an Elected Director and the Member whose representative is the Elected Director shall be required to appoint a different individual to serve as a Director for the remainder of the term or under otherwise subsequently replaced by such Member.

5.4 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.

5.5 Place of Meeting. All meetings of the Board 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 Chair, and shall include in both instances the option to participate electronically or telephonically pursuant to Section 5.12, provided that a director is only expected to participate by remote communication as a last resort and only after all options have been explored for attendance in person. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

5.6 Annual Meetings. The annual meeting of the Board to elect officers then up for election, and to conduct all other business as may properly come before the Board shall take place at such time and place as determined by resolution of the Board and will be held as soon as practical following the annual meeting of the Members.

5.7 Regular Meetings. Regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed by the Board by resolution, which must include the affirmative vote of the Chair.

5.8 Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chair or any two (2) or more directors, or by one director in the event there is only one director in office.

5.9 Notice of Meetings. Unless otherwise provided by the Certificate of Incorporation, these Bylaws, or provisions of applicable law, the following provisions will govern the giving of notice for meetings of the Board:

- a) **Annual Meetings.** In the event the Corporation has an Executive Director, the Executive Director of the Corporation will give at least thirty (30) days' prior written notice to each director; otherwise, the Board will give such notice.
- b) **Special Meetings.** If the Corporation has an Executive Director, the Executive Director of the Corporation will give at least seven (7) days prior notice to each director; otherwise, the Chairperson of the Board will give such notice.

5.10 Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting; and such waiver or consent may be provided by electronic mail.

5.11 Quorum and Board Action. A majority of the directors then in office constitutes a quorum of the Board for the transaction of business. All matters unless otherwise indicated below shall be decided by the vote of a majority of directors present at a meeting duly held at which a quorum is present, and every such act or decision shall be the act of the Board, unless a greater number is required by the Law, the Certificate of Incorporation or these Bylaws.

The following voting percentages will be required for any motion, act, or decision to be an action of the Board with respect to the following matters:

| <b>Matter to be Voted On</b>                        | <b>Number of Affirmative Votes Required</b>                       |
|-----------------------------------------------------|-------------------------------------------------------------------|
| (a) Changing or modifying these Bylaws or the Rules | Two-thirds (2/3) of the Board then in office upon proper notice.  |
| (b) Setting the number of directors                 | Two-thirds (2/3) of the Board then in office upon proper notice.  |
| (c) Termination or suspension of a Member           | Two-thirds (2/3) of the Board then in office upon proper notice.  |
| (d) Removing an officer or director                 | Two-thirds (2/3) of the Board then in office upon proper notice.  |
| (e) Dissolution of Corporation                      | Unanimous vote of all of the directors then serving on the Board. |

5.12 Participation in Meetings by Conference Telephone. Directors may participate in any Board meeting through use of conference telephone, electronic video screen equipment or similar communication equipment, so long as all the directors participating in the meeting can hear one another. All such participating directors shall be deemed to be present in person at such meeting.

5.13 Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except that if the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the reconvened meeting to the directors who were not present at the time of adjournment.

5.14 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all directors shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board. Directors may consent, vote, or otherwise take action under this Section by a signed document transmitted by mail, messenger, courier, email, facsimile, or any other reasonable method satisfactory to the Chair.

5.15 Board Committees. The Board may designate and appoint one or more committees, including an executive committee, each consisting of one (1) or more directors and no non-directors, and delegate to such committees any of the authority of the Board except with respect to any actions prohibited by Law and:

- (a) The approval of any action for which the Law also requires approval of the Members;
- (b) The filling of vacancies on any committee;
- (c) The fixing of compensation of the directors for serving on the Board or on any committee;
- (d) The amendment or repeal of bylaws or the adoption of new bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable; and
- (f) The appointment of committees of the Board or the members thereof.

Any such committee must be established and the individuals to serve on such committee appointed, by resolution adopted by a majority of the number of directors then in office, which must include the affirmative vote of the Chair of the Board, and such committee may be designated by any name the Board shall specify and such committee may produce a charter which shall require Board approval prior to becoming effective.

5.16 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 for expenses paid while acting on behalf of the Corporation and/or expenses incurred in attending meetings of the Board.

## 6. Officers

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

6.2 Election. The officers of this Corporation shall be elected by the Board 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 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, 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 Chair. The Chair shall preside at all meetings of the Board. The Chair shall be elected from among the Board by the directors. The Chair shall also serve as the President, who serves as the chief executive officer of this Corporation. The Chair may appoint a temporary Vice Chair to preside at a meeting of the Board in the Chair's absence.

6.6 President. Subject to the control of the Board, the President shall have general supervision, direction and control of the business and affairs of this Corporation. The President shall have such other powers and duties as may be designated from time to time by the Board.

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

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.

6.8 Secretary. The Secretary shall keep a full and complete record of the proceedings of the Board, 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.

## 7. Indemnification of Agents of the Corporation; Liability Insurance

7.1 Indemnification. The Corporation shall, to the maximum extent permitted by the Law, indemnify each of its directors, officers, employees, and agents, if any, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was a director, officer, or agent of the Corporation, and shall advance to such person expenses incurred in defending any such proceeding to the maximum extent permitted by the Law. For purposes of this Section 7.0 a "director," "officer," "employee," or "agent" of the Corporation includes any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of a Corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation. The Board may, in its discretion, provide by resolution for indemnification of, or advance of expenses to, other agents of the Corporation, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the Law. This Section 7.1 (Indemnification) shall not require the Corporation to have employees or any other position or role that is described in this section.

7.2 Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any director, officer, employee, or agent, if any, of the Corporation against any liability asserted against or incurred by such person in such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this Article 7.

## 8. Miscellaneous

8.1 Definitions. Capitalized terms used in these Bylaws are either defined within the Bylaws or shall have the meaning ascribed to them in Annex A attached to these Bylaws.

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

8.3 Inspection of Corporate Records. The books of account and minutes of the proceedings of the Board, and of any committees of the Board, 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.

8.4 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.

8.5 Execution of Contracts. The Board 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.

8.6 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 Law.

8.7 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.

8.8 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 Code.

## 9. Effective Date and Amendments

9.1 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 this Corporation has provided that they are to become effective at a later date.

9.2 Amendments. These Bylaws may be amended or repealed and new Bylaws adopted by a vote of two-thirds (2/3) of the Board then in office upon proper notice.

## ANNEX A

### DEFINITIONS

"Affiliate" shall mean, with respect to any party hereto, any legal entity of, firm, partnership, proprietorship, or other legally recognizable form of business entity, in whatever country organized or resident, directly or indirectly (i) owned or controlled by such party, (ii) owning or controlling such party or (iii) owned or controlled by any legal entity under common control with such party. For the purpose of this definition, "ownership" shall mean more than fifty percent (50%) beneficial ownership of the equity securities or interests of the legally recognizable entity or the ability to vote more than fifty percent (50%) of the aggregate votes cast at a partner or shareholder meeting (or the ability to control any single class of votes), in each case, only so long as such ownership or voting rights continue. For the purpose of this definition, "control" shall mean the power to direct or cause the direction of the management or policies of such legally recognizable entity, directly or indirectly, whether through the ownership of voting shares, by contract or otherwise.

"Founding Member" shall mean each of Axis Communications AB and Robert Bosch GmbH unless they fail to continuously satisfy the Founder Conditions in which case they will no longer be considered a Founding Member.

"ONVIF Appeals Policy" shall mean the policy adopted by the Steering Committee, as may be amended from time to time by the Steering Committee or Board that sets forth the appeals process for the Members.

"ONVIF Member Code of Conduct and Ethics Policy" shall mean the policy adopted by the Steering Committee, as may be amended from time to time by the Steering Committee or Board that sets forth the code of conduct and ethics policy for the Members regarding their activities within the Forum.

"The Law" shall mean the Delaware General Corporation Law, as may be amended from time to time.