

BY-LAWS
OF
CONTENT DELIVERY AND SECURITY ASSOCIATION, INC.

ARTICLE I
ORGANIZATION

SECTION 1 – NAME – THE NAME OF THIS ORGANIZATION SHALL BE

CONTENT DELIVERY AND SECURITY ASSOCIATION, INC.,
(hereinafter, “CDSA” or the “Corporation”)

SECTION 2 – LEGAL AND TAX-EXEMPT STATUS

CDSA is a tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code and is incorporated in the State of New York.

SECTION 3 – SEAL – THE ORGANIZATION SHALL HAVE A SEAL
WHICH SHALL BE IN THE FOLLOWING FORM



ARTICLE II – PURPOSES

Section 1 - The following are the purposes, consistent with its Article of Incorporation, for which the Corporation has been organized:

To provide members with a source of information regarding innovations and technical advances in the secure delivery of audio, video and information within the media and entertainment industries; to promote, cultivate and foster among its members an understanding of the aforementioned industries, for all purposes and all uses now known and hereafter to become known; to provide for and to encourage the delivery and holding of lectures, exhibitions, classes and conferences calculated to advance the theory and practice of content protection and security within the media and entertainment industry; to disseminate information to and thereby educate the aforementioned industries concerning the secure delivery of entertainment content and information, its innovations and technical advances and its various products; to study and analyze corporate needs and demands so as to better enable businesses in the industry to anticipate and satisfy such needs; to establish standards for products by which the media and entertainment industry can meaningfully compare and evaluate such products and to take other lawful measures in order to generate a feeling of confidence in the aforementioned industry about the security and protection of assets during the creation, delivery and storage of audio, video and data; to promote within the industry a professional attitude and to aid in the instruction, promulgation among its members of full knowledge and understanding of the industry as now comprised and all future developments technical and otherwise by and through which both the public and the industry would benefit.

Section 2 – For the purpose of compliance with domestic and international antitrust laws, each of the members and/or participants of the Corporation is committed to fostering competition in the development of products and services, and any work product proposed to be developed by the Corporation are intended to promote such competition. Each member and/or participant further acknowledges that it may compete with other member and/or participant in various lines of business and that it is therefore imperative that each member and/or participant and its representatives act in a manner that does not violate any applicable state, federal, or international antitrust laws or regulations. In furtherance of the foregoing, each member and/or participant hereby assumes responsibility regarding the importance of limiting the scope of their discussions to the topics that relate to the purposes of the Corporation, whether or not such discussions take place during formal meetings, informal gatherings, or otherwise. Each member and/or participant further acknowledges that it and each other member and/or participant is free to develop competing technologies and standards and to license its patent rights to third parties, including, without limitation, to enable competing technologies and standards.

No purpose herein authorized, empowered, or hereinafter authorized and/or empowered, shall authorize or empower the Corporation to perform or engage in any act or practice prohibited by Section 340 of the General Business Law or other anti-

monopoly statutes of this state or the Federal Government of the United States of America.

ARTICLE III – MEMBERSHIP

Section 1 – Types of Membership: There shall be Regular, Sustaining, Educational, Editorial and Associate memberships in the organization.

Section 2 – Qualifications:

Regular. Regular Membership shall be open to domestic and foreign individuals, firms, corporations or business entities (1) who create, manufacture or import (a) audio, video and data hardware (such as storage, recording and playback equipment), (b) audio, video and data software (such as asset management, data transport, enterprise functionality or other programs that integrate, cleanse, migrate and manage data across platforms) or media (such as disk drives, magnetic tape or various disc formats), (c) video disc hardware, software and media, (d) digital information hardware, software and media or (e) materials, components and processing equipment used by manufacturers or importers in the foregoing areas or (2) who produce, create or hold rights to original source materials or having entered into an agreement with the holders of such rights, engage, pursuant to such rights or agreements, in the software production of audio, video and data content or any other audio/video/data storage medium for sale under a brand label, including the copyrighting, programming, recording, producing, reproducing and duplicating of audio, video or data software, information technology assets or any other audio/video/data storage medium or (3) which regularly use or sell in their business or operations, audio, video and/or data assets which they obtain from another source.

Sustaining. Sustaining Membership shall be open to domestic and foreign persons, firms, corporations or business entities supportive of the aims of CDSA. Sustaining Members shall be notified of and have the privilege of attending the annual meetings of the membership, but shall have no vote. Sustaining Members shall have no right to hold any office in the Corporation and shall have no right or claim to any part of the assets of the Corporation.

Educational. Educational Membership shall be open to public and private educational institutions and public libraries. Educational members shall be notified of and have the privilege of attending the annual meetings of the membership, but shall have no vote. Educational members shall have no right to hold any office in the Corporation and shall have no right or claim to any part of the assets of the Corporation.

Editorial. Editorial Membership shall be open to members of the press and communication media, who, in the discretion of the Executive Director, shall be admitted to membership without the payment of dues. Editorial members shall be notified of and have the privilege of attending the annual meetings of the membership, but shall have

no vote. Editorial members shall have no right to hold any office in the Corporation and shall have no right or claim to any part of the assets of the Corporation.

Associate. Associate Membership shall be open to federal, state and local governmental agencies and to trade associations, who, in the discretion of the Executive Director, shall be admitted to membership without the payment of dues. Associate members shall be notified of and have the privilege of attending the annual meetings of the membership, but shall have no vote. Associate members shall have no right to hold any office in the Corporation and shall have no right or claim to any part of the assets of the Corporation.

Section 3 – Application and Admission: Prospective members should make application for membership in the manner provided from time to time by the Board of Directors. Prospective members shall agree to pay such dues and fees as are established from time to time by the Board of Directors and shall agree to abide by these By-Laws and all lawful amendments thereto. Applicants for membership shall be approved for membership by the Chairman of the Board of Directors and the President and such approval shall be notified to the Board of Directors and to the membership at their respective meetings next following such approval.

Section 4 – Dues: Members shall further comply with all procedures established by the Board of Directors to determine the dues owing by any member.

ARTICLE IV – MEETINGS

Section 1 – Annual Meeting: The annual membership meeting of this Corporation shall be held in December of each and every year, provided that the Board of Directors shall have authority to fix any other date for the annual membership meeting as they consider expedient.

The Secretary shall cause to be mailed to every regular, sustaining, educational, editorial and associate member in good standing at his address as it appears in the membership roll book of this Corporation notice of the time and place of the annual meeting not less than fourteen and not more than thirty days before the date fixed for the annual meeting.

Section 2 – Special Meetings: Special meetings may be called by the President or Chairman of the Board when he deems it in the best interest of the Corporation. At the written request of thirty-three and one-third per cent of the regular membership, the President shall cause a special meeting to be called to consider a specific subject or subjects, which shall be scheduled for a date not more than thirty days after receipt by the President of written requests from the requisite number of directors or regular members. Notice of a special meeting shall be mailed to all regular members at their addresses as they appear in the membership rollbook at least ten, but not more than fourteen days before the special meeting. Such notice shall state by whom the special

meeting was called, the purpose or purposes of the meeting, the business to be transacted at the meeting and the time and place of the meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the corporation.

Section 3 – Quorum: Except for a special election of directors pursuant to Section 604 of the Not-for-Profit Corporation Law, the presence in person or by proxy of twenty five percent (25%) of the regular members of the association entitled to vote shall constitute a quorum for the transaction of business; a lesser number may adjourn the meeting for a period of not more than three weeks and no further notice shall be required if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, unless the directors fix a new record date for the adjourned meeting.

Section 4 – Each Regular member shall be entitled to one vote. Sustaining members shall not be entitled to vote. If the manner of deciding a question has not otherwise been prescribed, it shall be decided by a majority vote of the members present in person or by proxy.

Section 5 – Inspectors – Appointment: The directors, in advance of any meeting, may, but need not, appoint one or more inspectors to act at the meeting or any adjournment thereof. If an inspector or inspectors are not appointed, the person presiding at the meeting may, but need not, appoint one or more inspectors. In case any person who may be appointed as an inspector fails to appear or act, the vacancy may be filled by appointment made by the directors in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, if any, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability. The inspectors, if any, shall determine the number of membership certificates or cards, if any, or the number of memberships outstanding and the voting power of each, the membership certificate or cards, if any, of the number of memberships represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all members. On request of the person presiding at the meeting or any member, the inspector or inspectors, if any, shall make a report in writing of any challenge, question or matter determined by him or them and execute a certificate of any fact found by him or them.

Section 6 – Proxies: Every member of the corporation entitled to vote at any meeting thereof or to express consent or dissent without a meeting may authorize another person to act for him by proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid eleven months after the date of its execution.

Section 7 – Order of Business: The order of business shall be as follows at all meetings of the association.

1. Roll call
2. Proof of notice of meeting or waiver of notice
3. Approval of the minutes of the preceding meeting
4. Receiving communications
5. Election of directors
6. Reports of committees
7. Report of Board of Directors as required by Section 519 of the Not-for-Profit Business Corporation Law
8. Reports of officers
9. Old and unfinished business
10. New business
11. Good and welfare
12. Adjournment

Any question as to priority of business shall be decided by the chairman without debate.

This order of business may be altered or suspended at any meeting by a majority vote of the members present.

Section 8 – Record Date for Members: For the purpose of determining the members entitled to notice of or to vote at any meeting or members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining members entitled to receive distributions, or the allotment of any rights, or for the purpose of any other action, the directors may fix, in advance, a date as the record date for any such determination of members. Such record date shall not be more than fifty days and not less than ten days before the date of such meeting or such consent or dissent or other action by the members. If no record date is fixed, the record date for the determination of members entitled to vote at a meeting of such members shall be at the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held. When a determination of members of record entitled to notice of or to vote at any meeting of members has been made as provided in this paragraph, such determination shall apply to any adjournment thereof, unless the directors fix a new record date under this paragraph for the adjourned meeting.

ARTICLE V – GOVERNING BOARD

Section 1 – Functions and Definitions: The corporation shall be managed by a governing board, which is herein referred to as the “Board of Directors” or “directors”. The use of the phrase “entire board” herein refers to the total number of directors which the corporation would have if there were no vacancies.

Section 2 – Qualifications and Number: Each director shall be at least nineteen years of age. A director shall be a member in good standing or an employee of such a member but need not be a citizen of the United States, or a resident of the State of New York. There shall not be more than one director on the Board of Directors who is an employee of the same member or such member. The Executive Vice President shall be eligible to be a director notwithstanding the fact that he or she is not a member or an employee of a member. The number of directors constituting the entire board shall be at least three. Subject to the foregoing limitation, such number may be fixed from time to time by action of the members or of the directors. The number of directors may be increased or decreased by an action of the members or of the directors, provided that any action of the directors to effect such increase or decrease shall require the vote or a majority of the entire board. No decrease shall shorten the term of any incumbent director. If, during the term for which he was elected, a director ceases to be employed by the member who employed him at the time of his election as a director, then, upon the happening of such event, he shall no longer be qualified to continue to serve as a director and the vacancy thereby created may be filled by the Board of Directors as provided for in Section 3 of this Article.

Section 3 – Election and Term: Directors shall be elected for a term of two (2) years and shall hold office until the election of a successor. In the event of a vacancy occurring (“vacancy” shall include the event of a severance of a director from his employment with the member employing him at the time of his election), the Board shall have the power to fill said vacancy but directors so appointed shall hold office only until the next Annual Meeting of the members of the Corporation.

Section 4 – Meetings:

Time: Meetings shall be held at such time as the Board shall fix, except that the first meeting of a newly elected Board shall be held as soon after its election as the directors may conveniently assemble.

Place: Meetings shall be held at such place within or without the State of New York as shall be fixed by the Board.

Call: No call shall be required for regular or annual meetings for which the time and place have been fixed. Special meetings may be called by the Chairman of the Board, if any, the President, or Vice-President.

Notice of Actual or Constructive Waiver: No Notice shall be required for regular or annual meetings for which the time and place have been fixed. Written, oral, or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the directors thereat unless the lapse of such time has been waived. The notice of any meeting need not specify the purpose of the meeting. Any requirement of furnishing a notice shall be waived by any director who

signs a waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

Quorum and Action: A quorum shall be at least five members plus one additional member for every ten members (or fraction thereof) in excess of fifteen. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as otherwise provided by the Not-for-Profit Corporation Law and except as in these By-Laws otherwise provided, the act, at a meeting duly assembled, by a vote of a majority of the directors present at the time of the vote, a quorum being present at such time, shall be the act of the Board.

Chairman of the Meeting: The Chairman of the Board, if any and if present and acting, shall preside at all meetings. Otherwise, the President, if present and acting, or any other director chosen by the Board shall preside.

Mail Ballot: The Board may take action without a meeting if all of the members of the Board consent in writing to the adoption of a resolution authorizing the action.

Section 5 – Removal of Directors: Any or all directors may be removed for cause or without cause by a majority vote of the membership at a duly convened meeting. A director may be removed for cause by the Board of Directors. Cause, as used in this paragraph, shall, without limitation, include the failure by a director to attend two consecutive Board meetings without submitting satisfactory explanation for his absence which is accepted by the Board. The Board of Directors may entertain charges against a director and shall conduct a hearing to determine whether cause exists for removal of a director. A director who is the subject of such a hearing may be represented by counsel. The Board of Directors shall adopt regulations for such a hearing which it deems fair and reasonable and in the best interest of the Corporation.

Section 6 – Committees: Whenever the Board of Directors shall consist of more than three members, the Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate from their number three or more directors to constitute an Executive Committee and other special committees, each of which, to the extent provided in the resolution designating it, shall have the authority of the Board of Directors with the exception of any authority the delegation of which is prohibited by Section 712 of the Not-for-Profit Corporation Law. Additionally, the Board of Directors may provide for standing committees of the Board, which shall have such powers as the Board may lawfully delegate. Members of such standing committees may be appointed by the Board, or, by the Chairman of the Board, if any, or by the President when so authorized by the Board. Any regular member or employee of a regular member shall be eligible for membership on a standing committee. Each standing committee shall perform its several duties and engage in no activities not relevant to its functions without the express authorization of the Board of Directors, and make reports of its activities to the Board of Directors at least semi-annually. No committee shall attempt directly or indirectly to enforce compliance with any advice or recommendation given by it to the Board of Directors, or interfere or attempt to interfere in any way with the conduct of the

business of any member or of any other corporation, association, firm or individual. Members of each standing committee shall fix their own order of procedure, time and place of each meeting and such other rules for the conduct of their duties not inconsistent with the other provisions of these By-Laws, including the appointment of subcommittees, as they shall deem advisable. Any member of any standing committee may be removed at any time by the Board of Directors by the affirmative vote of a majority of the whole Board, with or without cause.

Section 7 – Executive Committee: The Executive Committee shall consist of the Chairman of the Board of Directors, the President, the Executive Vice President, all elected Vice Presidents, the Treasurer and the Secretary. The Chairman of the Board shall be the Chairman of the Executive Committee. The Executive Committee shall meet at the call of the Chairman or the President. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Committee. The duties of the Executive Committee shall be to direct and transact all business of the Corporation which the Board from time to time shall direct or which properly might come before the Board of Directors, except as the Board only, by law, is authorized to perform. Actions of the Executive Committee shall be reported to the Board of Directors by mail or at the next Board meeting.

ARTICLE VI – OFFICERS

The directors may elect or appoint a Chairman of the Board of Directors, a Vice-Chairman of the Board, a President, an Executive Vice President, one or more Vice Presidents, a Secretary, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasurers, and such other officers as they may determine. The President may but need not be a director. Any two or more offices may be held by the same person except the offices of President and Secretary.

Unless otherwise provided in the resolution of election or appointment, each officer shall hold office until the meeting of the Board of Directors following the next annual meeting of members and until his successor has been elected and qualified.

Officers shall have the powers and duties defined in the resolutions appointing them.

The Board of Directors may remove any officer for cause or without cause.

The Board of Directors shall employ counsel. The Board of Directors and the officers shall keep counsel fully informed as to all activities and proposed activities of the Corporation, its Board of Directors, committees and officers, and counsel shall advise the Corporation, its Board of Directors, committees and officers, with respect to the legality of all activities and proposed activities. Counsel shall attend all meetings of the members, Board of Directors and Executive Committee and, upon request,

meetings of standing committees and special meetings. The services of counsel may be terminated at any time by the Board of Directors.

ARTICLE VII – BOOKS AND RECORDS

The Corporation shall keep at the office of the corporation correct and complete books and records of account and shall keep minutes of the proceedings of the members, of the Board of Directors, and/or any committee which the directors may appoint, and a list of record containing the names and addresses of all members. Any of the foregoing books, minutes, or lists or records may be in written form or in any other form capable of being converted into written form within a reasonable time.

ARTICLE VIII – FISCAL YEAR

The fiscal year of the corporation shall be fixed, and shall be subject to change by the Board of Directors.

ARTICLE IX – CONTROL OVER BY-LAWS

By-Laws may be amended, repealed or adopted by the members or by a majority of the entire Board. If a By-Law regulating elections of directors is adopted, amended or repealed by the Board, the notice of the next meeting of members shall set forth the By-Laws so amended, repealed or adopted, together with a concise statement of the changes made.