

**BYLAWS OF  
CHARIN, INC.**

Adopted: April 28, 2021  
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**ARTICLE I  
PURPOSE**

CharIN, Inc. is a nonprofit nonstock corporation (the “**Corporation**”) whose purpose is to (i) promote interoperability of global charging solutions, including, but not limited to, the Combined Charging System (“**CCS**”) and the Megawatt Charging System (“**MCS**”), for charging electrical vehicles of all types, (ii) define requirements for the evolution of charging related standards and for the certification of CCS based products and other charging products, (iii) promote the adoption of charging standards, including, but not limited to, CCS, MCS and ISO/IEC 15118 and related standards, together with all measures and services connected therewith, and (iv) support its foregoing purposes by undertaking activities to promote electrical power and charging in the aviation and marine sectors and to support battery and related technologies. The Corporation shall have and may exercise all the rights and powers given to nonprofit nonstock corporations under the General Corporation Law of Delaware (“**DGCL**”).

**ARTICLE II  
OFFICES**

**Section 2.01 Offices.** The address of the Corporation’s registered office in the State of Delaware shall be set forth in the Corporation’s Certificate of Incorporation, as amended (the “**Certificate of Incorporation**”). The Corporation may have other offices, both in and outside of the State of Delaware, as the Corporation’s Board of Directors (the “**Board**”) shall determine or the Corporation’s business may require.

**Section 2.02 Books and Records.** Any records administered by or on behalf of the Corporation in the regular course of its business, including its membership interests ledger, books of account, and minute books, may be maintained on any information storage device, method, or one (1) or more electronic networks or databases (including one (1) or more distributed electronic networks or databases); provided that the records so kept can be converted into clearly legible paper form within a reasonable time, and, with respect to the membership interests ledger, the records comply with Section 224 of the DGCL. The Corporation shall convert any records upon the request of any person entitled to inspect them pursuant to applicable law.

## **ARTICLE III DIRECTORS**

**Section 3.01 General Powers.** The Corporation's business and affairs shall be managed by or under the direction of the Board. The Board may adopt such rules and procedures, not inconsistent with the Certificate of Incorporation, these Bylaws, or applicable law, as it may deem proper for the conduct of its meetings and the management of the Corporation.

**Section 3.02 Number; Director Qualifications; Term of Office.** The Board shall consist of nine (9) members, each of whom shall be a natural person. The NA Members and the Sponsor Member may change the number of authorized directors by the affirmative vote of (i) seventy-five percent (75%) or more of the NA Members and (ii) the Sponsor Member. To qualify to serve as a director, an individual must be affiliated with a NA Member (e.g., be a director, officer or employee of such NA Member or of an affiliate of such NA Member) that is a core member of Charging Interface Initiative e.V. ("**CharIN Global**"). Each director shall hold office until a successor is duly elected and qualified or until the director's earlier death, resignation, disqualification, or removal.

**Section 3.03 Election of Directors.** At each annual meeting of the Members, (i) the NA Members, by vote of seventy-five percent (75%) or more of such Members, shall nominate up to twelve (12) individuals to serve on the Board, and (ii) the Sponsor Member shall elect seven (7) of the nominees as directors. If the number of authorized directors is increased or decreased from seven (7), (i) the number of nominees by the NA Members shall be increased by two (2) or decreased by one (1), as applicable, and the Sponsor Member shall elect the number of authorized directors from such adjusted number of nominees. A NA Member may not cumulate its votes in the nomination of director candidates.

**Section 3.04 Newly Created Directorships and Vacancies.** Any newly created directorship resulting from an increase in the authorized number of directors and any vacancy occurring in the Board may be filled by (i) the NA Members, by vote of seventy-five percent (75%) or more of such Members, nominating two (2) or more individuals to fill the director position and (ii) the Sponsor Member electing one of the nominees to fill it. A director so elected shall be elected to hold office until the earliest of (i) the expiration of the term of office of the director whom he or she has replaced, if applicable, (ii) a successor is duly elected and qualified or (iii) such director's death, resignation, or removal.

**Section 3.05 Resignation.** Any director may resign at any time by notice given in writing, or by electronic transmission to the Board and the President. Such resignation shall take effect at the date of receipt of such notice by the President or at such later time as is specified.

**Section 3.06 Removal.** Except as prohibited by applicable law or as otherwise provided in the Certificate of Incorporation, the NA Members and the Sponsor Member may remove any director from office at any time, with or without cause, by the affirmative vote of (i) seventy-five percent (75%) or more of the NA Members and (ii) the Sponsor Member. In addition, a director

shall be removed from the Board by the other directors if such director ceases to satisfy the director qualification requirements set forth in Section 3.02.

**Section 3.07 Regular Meetings.** Regular meetings of the Board may be held without notice at such times and at such places as may be determined by the Board or the Chairman, if applicable.

**Section 3.08 Special Meetings.** Special meetings of the Board may be held at such times and at such places as may be determined by the Chairman, if applicable, or the President on at least twenty-four (24) hours' notice to each director given by the means specified in Section 3.11 other than by mail or on at least three (3) days' notice if given by mail. Special meetings shall be called by the Chairman, if applicable, or the President in like manner and on like notice on the written request of any two (2) or more directors.

**Section 3.09 Telephone Meetings.** Board or Board committee meetings may be held by means of telephone conference or other communications equipment that enables all persons participating in the meeting to hear each other and to be heard. Participation by a director in a meeting pursuant to this Section 3.09 shall constitute presence in person at such meeting.

**Section 3.10 Adjourned Meetings.** A majority of the directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place. At least twenty-four (24) hours' notice of any adjourned meeting of the Board shall be given to each director, whether or not present at the time of the adjournment, if such notice shall be given the means specified in Section 3.11 other than by mail, or at least three (3) days' notice if by mail. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

**Section 3.11 Notices.** Subject to Section 3.08, Section 3.10 and Section 3.12, whenever notice is required to be given to any director by applicable law, the Certificate of Incorporation, or these Bylaws, such notice shall be deemed given effectively if given in person or by telephone, mail addressed to such director at such director's address as it appears on the Corporation's records, facsimile, email, or by other means of electronic transmission.

**Section 3.12 Waiver of Notice.** Whenever notice to directors is required by applicable law, the Certificate of Incorporation or these Bylaws, a waiver, in writing signed by, or by electronic transmission by, the director entitled to the notice, whether before or after such notice is required, shall be deemed equivalent to notice. Attendance by a director at a meeting shall constitute a waiver of notice of such meeting except when the director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special Board or committee meeting need be specified in any waiver of notice.

**Section 3.13 Organization.** At each meeting of the Board, the Chairman, if applicable, or, in his or her absence, another director selected by the Board shall preside. The Secretary shall act as secretary at each meeting of the Board. If the Secretary is absent from any meeting of the Board, an assistant secretary shall perform the duties of secretary at such meeting; and in the

absence from any such meeting of the Secretary and all assistant secretaries, the person presiding at the meeting may appoint any person to act as secretary of the meeting.

**Section 3.14 Quorum of Directors; Voting Power.** Except as otherwise permitted by the Certificate of Incorporation, these Bylaws, or applicable law, the presence of a majority of the authorized directors shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board. Each director shall have one (1) vote.

**Section 3.15 Action by Majority Vote.** Except as otherwise expressly required by these Bylaws, the Certificate of Incorporation, or applicable law, the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

**Section 3.16 Action Without Meeting.** Except as set forth in the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if all directors or members of such committee, as the case may be, consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Board or committee, as applicable, in accordance with applicable law.

**Section 3.17 Committees of the Board.** The Board, with the Sponsor Member's approval, may designate one (1) or more committees, each committee to consist of two (2) or three (3) directors. The Board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. If a member of a committee shall be absent from any meeting, or disqualified from voting thereat, the remaining member or members present at the meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent permitted by applicable law, shall have and may exercise all the powers and authority of the Board in the management of the Corporation's business and affairs and may authorize the seal of the Corporation to be affixed to all papers that may require it to the extent so authorized by the Board. Unless the Board provides otherwise, at all meetings of such committee, a majority of the then authorized members of the committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee. Each committee shall keep regular minutes of its meetings. Unless the Board provides otherwise, each committee may make, alter, and repeal rules and procedures for the conduct of its business. In the absence of such rules and procedures each committee shall conduct its business in the same manner as the Board conducts its business pursuant to this Article.

**Section 3.18 Director Compensation and Expenses.** Directors shall not receive any compensation for serving on the Board or any Board committee. The Board, however, may elect to have the Corporation reimburse directors for their reasonable expenses incurred in connection with the performance of their duties.

**Section 3.19 Reporting.** The Board shall consult with CharIN Global's Executive Board each month, to coordinate the objectives and activities of the Corporation and CharIN Global. The

Board shall deliver to CharIN Global's Steering Committee at the Committee's quarterly meeting, for its approval, a report on the Corporation's activities during such quarter.

## **ARTICLE IV MEMBERS**

**Section 4.01 Membership Categories.** The Corporation shall have three (3) categories of members (collectively the "**Members**"): (1) Sponsor Member, (2) NA Member and (3) Associate Member.

### **Section 4.02 Sponsor Member.**

(a) **Qualification.** CharIN Global shall be the sole Sponsor Member. CharIN Global shall be deemed admitted as the Sponsor Member upon its delivery of a written notice of acceptance of such membership to the Board and may be removed as the Sponsor Member only with its prior written consent or upon its written election, delivered to the Board, to terminate its membership.

(b) **Voting.** The Sponsor Member shall not be entitled to exercise voting rights with respect to its membership interest except (A) with respect to (i) the election and removal of directors, and (ii) any amendment, alteration, termination, repeal or waiver of any provision of these Bylaws with respect to director selection and removal, or with respect to Section 8.01 or this Section 4.02 (the matters described in the preceding clause (i) and clause (ii), each a "**Sponsor Bylaw Provision**"), and (B) to the extent required under the DGCL.

### **Section 4.03 NA Members.**

(a) **Qualifications.** To become an NA Member, a party must be committed to the Corporation's purpose as described in Article I and must satisfy the written requirements that the Board specifies from time to time.

(b) **Application for Membership.** Except as provided in this Section 4.03, a party wishing to become an NA Member shall complete and submit to the Board an application, on a form prescribed by the Board. The Board shall determine whether to admit an applicant as an NA Member; provided, however, that if an applicant or an affiliate of such applicant is a founder member, a core member or a regular member of CharIN Global and it is current in its due obligations as a member of CharIN Global, its application, upon completion and submission to the Board, shall be deemed automatically approved and such applicant shall immediately become an NA Member (a founder member or regular member of CharIN Global that is automatically admitted as an NA Member is a "**Global Member**").

(c) **Voting.** Each NA Member shall have one (1) vote.

(d) **Founder Members.** The Board, at its initial meeting, shall designate the five (5) initial NA Members, without requiring them to submit applications in accordance with Section 4.03(b). Such initial NA Members shall be Founder Members. Founder Members shall not have any special rights or obligations in their capacity as NA Members.

#### **Section 4.04 Associate Members.**

(a) **Qualification.** To become an Associate Member, a party must be a trade association that is committed to the Corporation's purpose as described in Article I.

(b) **Application for Membership.** A trade association wishing to become an Associate Member shall complete and submit to the Board an application, on a form prescribed by the Board. The Board shall determine whether to admit an applicant as an Associate Member; provided, however, that if an applicant or an affiliate of such applicant is an associate member of CharIN Global, its application, upon completion and submission to the Board, shall be deemed automatically approved and such applicant shall immediately become an Associate Member.

(c) **Voting and Rights.** An Associate Member shall not have any voting or other rights as the holder of a membership interest in the Corporation.

#### **Section 4.05 Dues and Special Contributions.**

(a) **Annual Dues.** The Board shall establish the annual dues for the Sponsor Member and the NA Members; provided, however, Global Members shall not be required to pay dues to the Corporation. Associate Members shall not be obligated to pay dues. Dues for a year shall be due and payable within thirty (30) days of the date that the Board establishes the dues for such year. If a party becomes an NA Member after the date that dues were payable for the year in which it becomes a Member, it shall pay its full dues for such year within thirty (30) days of becoming a Member.

(b) **Special Contributions.** The Board, with the consent of seventy-five percent (75%) or more of the NA Members, may require special contributions from the NA Members, other than the Global Members, during a calendar year. If a special contribution is approved, an NA Member may terminate its NA Member membership without notice, and if it does so will not be obligated to make the special contribution.

#### **Section 4.06 Termination, Suspension or Transfer of Membership.**

(a) **Termination or Suspension.** The Board may suspend or terminate an NA Member for cause, which shall include, but is not limited to, (i) a violation of applicable law or these Bylaws by such NA Member, (ii) such NA Member's failure to pay its annual dues or to make its required special contribution with thirty (30) days of the date that such amounts are due and payable, and (iii) if such NA Member is a Global Member, the Board receives written notice from CharIN Global that such NA Member has failed to pay its annual dues or make its required special contribution to CharIN Global by the date that such amounts were due and payable. If an NA Member is a Global Member and its status as a member of CharIN Global is suspended or terminated for any reason, its status as a member of the Corporation shall be suspended or terminated, as applicable, effective as of the date of its suspension or termination by CharIN Global. In the case of a suspension, it shall continue for as long as the suspension by CharIN Global.

(b) **Resignation.** An NA Member or an Associate Member may resign as a Member at any time by written or electronic notice to the Board and the President; provided,

however, that if an NA Member is a Global Member (i) it may resign only upon ninety (90) days' notice, effective as of the end of the then calendar year, and (ii) it may so resign only if it concurrently resigns as a member of CharIN Global. If a Global Member gives notice to CharIN Global of its election to resign as a member of CharIN Global, it shall concurrently send a copy of such notice to the Board. Whether or not a Global Member provides the Board with a copy of such notice, its status as an NA Member shall terminate when its status as a member of CharIN Global terminates.

(c) **Transfer of Membership.** A Member may not transfer or assign its membership interest without the Board's prior written approval.

## **ARTICLE V MEETINGS OF THE MEMBERS**

**Section 5.01 Place of Meetings.** All meetings of the Members shall be held at such place, if any, either in or outside of the State of Delaware, or by means of remote communications, as shall be designated by resolution(s) of the Board and stated in the notice of meeting.

**Section 5.02 Annual Meeting.** The annual meeting of the Members for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held at such date, time and place, if any, as shall be determined by the Board and stated in the notice of the meeting.

**Section 5.03 Special Meetings.** Special meetings of Members for any purpose or purposes may be called by resolutions adopted by the Board or the NA Members holding ten percent (10%) or more of the NA Members' membership interests. The resolutions shall specify the date and time and, if applicable, the place of the meeting and the matter or matters to be considered at the meeting. The only business which may be conducted at a special meeting shall be the matter or matters set forth in the resolutions.

**Section 5.04 Adjournments.** Any meeting of the Members, annual or special, may be adjourned 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. At the adjourned meeting, the Members may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each Member of record entitled to vote at the meeting. If after the adjournment a new record date is fixed for Members entitled to vote at the adjourned meeting, the Board shall fix a new record date for notice of the adjourned meeting and shall give notice of the adjourned meeting to each Member of record entitled to vote at the adjourned meeting as of the record date fixed for notice of the adjourned meeting.

**Section 5.05 Notice of Meetings.** Notice of Member meetings shall be provided in writing or by electronic transmission stating the place, if any, date, hour, record date for determining the Members entitled to vote at the meeting (if such date is different from the record date for Members entitled to notice of the meeting) and, in the case of a special meeting the purpose or purposes for which the meeting has been called. The notice shall be given by the Corporation

not less than ten (10) days nor more than sixty (60) days before the meeting (unless a different time is specified by law) to every Member entitled to vote at the meeting as of the record date for determining the Members entitled to notice of the meeting and shall comply in all respects with the requirements of Section 232 of the DGCL.

**Section 5.06 List of Members.** The Corporation shall prepare a complete list of the Members entitled to vote at any meeting of Members (provided, however, that if the record date for determining the Members entitled to vote is less than ten (10) days before the date of the meeting, the list shall reflect the Members entitled to vote as of the tenth day before the meeting date), arranged in alphabetical order, and showing the address of each Member at least ten (10) days before any meeting of the Members. Such list shall be open to the examination of any Member, for any purpose reasonably connected to the meeting, on a reasonably accessible electronic network if the information required to gain access to such list was provided with the notice of the meeting or during ordinary business hours, at the principal place of business of the Corporation for a period of at least ten (10) days before the meeting. If the meeting is to be held at a place, the list shall also be produced and kept at the time and place of the meeting the whole time thereof and may be inspected by any Member who is present. If the meeting is held solely by means of remote communication, the list shall also be open for inspection by any Member during the whole time of the meeting as provided by applicable law. Except as provided by applicable law, the Corporation's membership interests ledger shall be the only evidence as to who are the Members entitled to examine the membership interests ledger and the list of Members, or to vote in person or by proxy at any meeting of Members.

**Section 5.07 Quorum.** Except as otherwise required by law, the Certificate of Incorporation, or these Bylaws, at each meeting of the Members seventy-five percent (75%) or more of the voting power of the NA Members entitled to vote at the meeting, present in person or represented by proxy, shall constitute a quorum. If, however, such quorum is not present or represented at any meeting of the Members, the Members entitled to vote thereat, present in person or represented by proxy, shall have power, by the affirmative vote of a majority in voting power thereof, to adjourn the meeting in the manner provided in Section 5.04 until a quorum shall be present or represented. A quorum, once established, shall not be broken by the subsequent withdrawal of enough votes to leave less than a quorum. At any such adjourned meeting at which there is a quorum, any business may be transacted that might have been transacted at the meeting originally called.

**Section 5.08 Conduct of Meetings.** The Board may adopt by resolution such rules and regulations for the conduct of the meeting of the Members as it shall deem appropriate. At every meeting of the Members, the President, or in his or her absence or inability to act, the Secretary, or, in his or her absence or inability to act, the person whom the President shall appoint, shall act as chairman of, and preside at, the meeting. The Secretary or, in his or her absence or inability to act, the person whom the chairman of the meeting shall appoint secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof. Except to the extent inconsistent with such rules and regulations as adopted by the Board, the chairman of any meeting of the Members shall have the right and authority to prescribe such rules, regulations, and procedures and to do all such acts as, in the judgment of such chairman, are appropriate for the proper conduct of the meeting.



**Section 5.09 Voting; Proxies.** Except as otherwise required by 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 seventy-five percent (75%) of the NA Members (the “**Requisite NA Members**”) present in person or represented by proxy at the meeting and entitled to vote on the matter. Each Member entitled to vote at a meeting of Members or to express consent to corporate action in writing without a meeting may authorize another person or persons to act for such Member by proxy, but no such proxy shall be voted or acted upon after three (3) years from its date, unless the proxy provides for a longer period. A proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A Member may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by delivering to the Secretary a revocation of the proxy or a new proxy bearing a later date. Voting at meetings of Members need not be by written ballot.

**Section 5.10 Written Consent of Members Without a Meeting.** Any action to be taken at any annual or special meeting of Members may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action to be so taken, shall be signed by the Requisite NA Members and voted and shall be delivered (by hand or by certified or registered mail, return receipt requested) to the Corporation by delivery to its registered office in the State of Delaware, its principal place of business or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of Members are recorded. Every written consent shall bear the date of signature of each Member that signs the consent, and no written consent shall be effective to take the corporate action referred to therein unless, within sixty (60) days of the earliest dated consent delivered in the manner required by this Section 5.10, written consents signed by a sufficient number of NA Members to take action are delivered to the Corporation as aforesaid. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall, to the extent required by applicable law, be given to those NA Members that have not consented in writing, and that, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for notice of such meeting had been the date that written consents signed by a sufficient number of NA Members to take the action were delivered to the Corporation.

**Section 5.11 Fixing the Record Date.**

(a) In order that the Corporation may determine the Members entitled to notice of or to vote at any meeting of Members, or any adjournment thereof, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which record date shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting. If the Board so fixes a date, it shall also be the record date for determining the Members entitled to vote at such meeting unless the Board determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination. If no record date is fixed by the Board, the record date for determining Members entitled to notice of or to vote at a meeting of Members shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of Members of record entitled to notice of or to vote at a meeting of Members shall apply to any adjournment of the meeting; provided, however, that the Board may fix a new record

date for the determination of Members entitled to vote at the adjourned meeting and in such case shall also fix as the record date for Members entitled to notice of such adjourned meeting the same or an earlier date as that fixed for the determination of Members entitled to vote therewith at the adjourned meeting.

(b) In order that the Corporation may determine the Members entitled to consent to corporate action in writing without a meeting, the Board may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board, and which record date shall not be more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board. If no record date has been fixed by the Board, the record date for determining Members entitled to consent to corporate action in writing without a meeting: (i) when no prior action by the Board is required by law, the record date for such purpose shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation by delivery (by hand, or by certified or registered mail, return receipt requested) to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of Members are recorded, and (ii) if prior action by the Board is required by law, the record date for such purpose shall be at the close of business on the day on which the Board adopts the resolution taking such prior action.

## **ARTICLE VI OFFICERS**

**Section 6.01 Positions and Election.** The officers of the Corporation shall be elected by the Board and shall include, but not limited to, a President, a Secretary, and a Treasurer. The Board, in its discretion, may also elect a Chairman, who must be a director, and one (1) or more vice presidents, assistant treasurers, assistant secretaries, and other officers. Any two (2) or more offices may be held by the same person.

**Section 6.02 Term.** Each officer of the Corporation shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. Any officer elected or appointed by the Board may be removed by the Board at any time with or without cause by the majority vote of the members of the Board then in office. The removal of an officer shall be without prejudice to his or her contract rights, if any. The election or appointment of an officer shall not of itself create contract rights. Any officer of the Corporation may resign at any time by giving written notice of his or her resignation to the president or the secretary. Any such resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt. Except as set forth therein, the acceptance of such resignation shall not be necessary to make it effective. Should any vacancy occur among the officers, the position shall be filled for the unexpired portion of the term by appointment made by the Board.

**Section 6.03 The President.** The President shall have general supervision over the business of the Corporation and other duties incident to the office of president, and any other duties as may be assigned to the President by the Board and subject to the control of the Board in each case.

**Section 6.04 The Secretary.** The Secretary shall attend all sessions of the Board, and all meetings of the Members, and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for committees when required. He or she shall give, or cause to be given, notice of all meetings of the Members and meetings of the Board, and shall perform such other duties as may be prescribed by the Board or the President. The Secretary shall keep in safe custody the seal of the Corporation and have authority to affix the seal to all documents requiring it and attest to the same.

**Section 6.05 The Treasurer.** The Treasurer shall have the custody of the corporate funds and securities, except as otherwise provided by the Board, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the president and the directors, at the regular meetings of the Board, or whenever they may require it, an account of all his or her transactions as treasurer and of the financial condition of the Corporation.

**Section 6.06 Duties of Officers May Be Delegated.** In case any officer is absent, or for any other reason that the Board may deem sufficient, the Board or the President may delegate in writing for the time being the powers or duties of such officer to any other officer. The Board or the President, as applicable, shall promptly deliver a copy of such written delegation to the Secretary for the Corporation's records.

**Section 6.07 Representation of Interests of Other Entities.** The Chairman, the President, the Secretary or any other person authorized by the Board or the President is authorized to vote, represent, and exercise on behalf of the Corporation all rights incident to all shares, equity, or voting interests of any other corporation, limited liability company, or other similar entity, standing in the name of the Corporation. The authority granted herein may be exercised either by such person directly or by any other person authorized to do so by proxy or power of attorney duly executed by the person having such authority.

## **ARTICLE VII INDEMNIFICATION AND INSURANCE**

**Section 7.01** The Corporation shall have the power to indemnify, to the extent permitted by the DGCL, 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 (a "**Proceeding**") by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the Corporation's request as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding, and to advance expenses for any Proceeding to the extent permitted by the DGCL. The Corporation shall have the power to enter into indemnification agreements in furtherance of the general powers granted hereunder. A right to indemnification or to advancement of expenses arising under a provision of

the Certificate of Incorporation or these Bylaws shall not be eliminated or impaired by an amendment to the Certificate of Incorporation or these Bylaws after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit, or proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of such act or omission explicitly authorizes such elimination or impairment after such action or omission has occurred.

**Section 7.02 Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, 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 Corporation would have the power to indemnify him or her against such liability under the provisions of the DGCL.

## **ARTICLE VIII GENERAL PROVISIONS**

**Section 8.01 Dissolution.** The Corporation shall be dissolved upon the election of (i) three quarters or more of the directors, (ii) the Sponsor Member, and (iii) the Requisite NA Members.

**Section 8.02 Annual Budget.** Prior to the commencement of each calendar year, the Board shall adopt an annual budget for the Corporation for such year (the “**Annual Budget**”), subject to approval by CharIN Global’s Steering Committee, and during the second, third and fourth quarter of the year that an Annual Budget covers, the Board shall review the Annual Budget and make such modifications to it as the Board deems appropriate or necessary and that CharIN Global’s Steering Committee approves.

**Section 8.03 Information Rights.** The Corporation shall deliver to the Sponsor Member and the NA Members:

(a) **Annual Financial Statements.** As soon as practicable, but in any event within one hundred fifty (150) days after the end of each fiscal year of the Corporation, (i) a balance sheet as of the end of such year, and (ii) statements of income and of cash flows for such year, audited and certified by the Corporation’s independent public accountants;

(b) **Quarterly Financial Statements.** As soon as practicable, but in any event within forty-five (45) days after the end of each quarter of each fiscal year of the Corporation, (i) an unaudited balance sheet as of the last day of such quarter, and (ii) unaudited statements of income and cash flows for such fiscal quarter;

(c) **Board Minutes.** Promptly following their approval by the Board, the minutes of meetings of the Board and Board committees; and

(d) **Annual Budget.** Promptly following its adoption by the Board, the Annual Budget and each quarterly modification of the Annual Budget.

**Section 8.04 Seal.** The seal of the Corporation shall be in such form as shall be approved by the Board. The seal may be used by causing it or a facsimile thereof to be impressed, affixed, or reproduced or otherwise, as may be prescribed by law, or custom, or by the Board.

**Section 8.05 Fiscal Year.** The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

**Section 8.06 Checks, Notes, Drafts, Etc.** All checks, notes, drafts or other orders for the payment of money of the Corporation shall be signed, endorsed, or accepted in the name of the Corporation by such officers or persons designated by the Board, or by an officer or officers authorized by the Board to make such designation.

**Section 8.07 Conflict with Applicable Law or the Certificate of Incorporation.** These Bylaws are adopted subject to any applicable law and the Certificate of Incorporation. If these Bylaws conflict with any applicable law or the Certificate of Incorporation, then the provisions of applicable law or the Certificate of Incorporation shall control.

**Section 8.08 Compliance with Antitrust Laws.** Members may be direct competitors in certain lines of business and therefore it is imperative that they and their representatives act in a manner that does not violate any state, federal or international antitrust laws and regulations. Consequently, Members are prohibited from any agreement or discussion directed at entering into any agreement on costs, prices, quantity or quality of production levels, methods or channels of distribution, markets, customers or any other topic that may be construed as a violation of applicable antitrust laws and regulations. Therefore, each Member shall counsel its representatives on the importance of limiting the scope of their discussions to the topics that relate to the Corporation's purpose, whether or not they take place during formal meetings, informal gatherings or otherwise.

**Section 8.09 Electronic Notice.** Notice given by electronic transmission shall be deemed given: (a) if by facsimile telecommunication, when directed to a facsimile telecommunication number at which the Member or director has consented to receive notice; (b) if by electronic mail, when directed to an electronic mail address at which the Member or director has consented to receive notice; (c) if by posting on an electronic network together with separate notice to the Member or director of such specific posting, upon the later of (1) such posting and (2) the giving of such separate notice; and (d) if by any other form of electronic transmission, when directed to the Member or director.

## **ARTICLE IX AMENDMENTS**

**Section 9.01 Amendments.** These Bylaws may be amended, altered, terminated, repealed, or waived by (i) the affirmative vote of seventy-five percent (75%) or more of the NA Members and (ii) if such amendment, alteration, termination, repeal or waiver relates to a Sponsor Bylaw Provision, the Sponsor Member.

\* \* \*

**CERTIFICATE OF ADOPTION OF BYLAWS**  
**OF**  
**CharIN, Inc.**

The undersigned certifies that he or she is the duly elected, qualified, and acting secretary of CharIN, Inc., a Delaware nonprofit nonstock corporation (the “***Company***”), and that the Bylaws were adopted as the Corporation’s bylaws on the date first set forth above.

A handwritten signature in cursive script, appearing to read "Erika Myers", is positioned above a horizontal line.

Erika Myers, Secretary