

**AMENDED
AND
RESTATED
BYLAWS
OF
INTERWORK ALLIANCE, INC.**

Approved by the Board on May 11, 2020.

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AMENDED AND RESTATED
BYLAWS OF
INTERWORK ALLIANCE, INC.

ARTICLE 1
MEMBERS

1.1 Membership

The membership of the Corporation shall consist of the following classes of members:

(a) **Sponsor Members.** The class Sponsor Members of the Corporation (the “**Sponsor Members**”) shall have the voting rights and shall meet such eligibility criteria and pay such fees as the Board of Directors of the Corporation (the “**Board**”) may from time to time approve. The Sponsor Members shall have the right to (1) designate one director (a “**Designated Director**”) to the Board and one alternate director to serve in the capacity of Designated Director in the event of the death, resignation, removal, or absence of the Designated Director (such alternate, an “**Alternate Director**”) and (2) cast one vote in the admittance of additional Sponsor Members. Only Sponsor Members shall be considered members for purposes of compliance with the General Corporation Law of the State of Delaware (“**DGCL**”).

(b) **Principal Members.** The class Principal Members of the Corporation (the “**Principal Members**”) shall meet such eligibility criteria and pay such fees as the Board may from time to time approve. Principal Members shall not be considered members for purposes of compliance with DGCL.

(c) **Associate Members.** The class Associate Members of the Corporation (the “**Associate Members**”) shall have no voting rights and shall meet such eligibility criteria and pay such fees (if any) as the Board of Directors may from time to time approve. Such membership in class of Associate Members shall apply to associations, trade and standard industry organizations, consortiums, non-profit organizations, academic institutions, non-government organizations, government and regulatory organizations and agencies, and other organizations as approved by the Board.

The Board by resolution or otherwise may establish (1) membership criteria/guidelines; (2) forms of Sponsor Member Membership, Principal Member Membership, Associate Member Membership Agreements and other types and forms of membership agreements, as applicable; (3) requirements for payment of dues to the Corporation; and (4) criteria for suspension or termination of membership. Members may develop competing technologies, products and services and join competing organizations.

1.2 Meetings of Members

An annual meeting of members, for the designation of the Designated Directors and their respective Alternate Directors by the Sponsor Members and the conduct of such other business as may come before the meeting, shall be held on such date, and at such time and place, as are designated by the Chair or the Board. Special meetings of members may be called at any time by the Chair or the Board. A meeting of members shall be held at the time and place set forth in the notice of meeting.

1.3 Notice of Meetings

All notices of meetings of the members shall be in writing and shall be sent or otherwise given in accordance with this Section 1.3 not fewer than 10 nor more than 60 days before the date of the meeting to each member entitled to vote at such meeting. The notice shall specify the place, if any, date, and hour of the meeting, the means of remote communication, if any, by which members and proxyholders may be deemed to be present and vote at such meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

Written notice of any meeting of members, if mailed, is given when deposited in the United States mail, postage prepaid, directed to the member at the address of such member as it appears on the records of the Corporation or sent via courier to the member at the address of such member as it appears on the records of the Corporation. Notice also shall be deemed given (i) if sent by facsimile, when directed to a number at which the member has consented to receive notice; (ii) if sent by electronic mail, when directed to an electronic mail address at which the member has consented to receive notice; (iii) if sent by posting on an electronic network together with separate notice to the member of such specific posting, upon the later of such posting or the giving of such separate notice; and (iv) if sent by any other form of electronic transmission consented to by the member to whom the notice is given. Any consent to receive notice by electronic transmission shall be revocable by written notice from such member to the Secretary. Any such consent shall be deemed revoked if (a) the Corporation is unable to deliver by electronic transmission two consecutive notices given by the Corporation in accordance with such consent and (b) such inability becomes known to the Secretary, or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action. An affidavit of the Secretary or other agent of the Corporation that the notice has been given shall, in the absence of fraud, be *prima facie* evidence of the facts stated therein.

1.4 Quorum and Vote

A majority of the Sponsor Members of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members, and the act of a majority of the Sponsor Members present at any meeting shall be the act of the members.

1.5 Action Without a Meeting

Any action required or permitted to be taken at any meeting of the Sponsor Members may be taken without a meeting if all members of the Sponsor Members, as the case may be, consent thereto in writing or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Sponsor Members. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

ARTICLE 2 BOARD OF DIRECTORS

2.1 Powers

Subject to the provisions of the General Corporation Law of Delaware, the Board shall have general power to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation and shall have full authority with respect to the distribution and payment of monies received by the Corporation from time to time.

The term “director” shall mean a Sponsor Member’s representative appointed to the Board and serving in accordance with this Article 2. The number of members of the Board shall be limited to 10 members.

2.2 Number of Directors; Appointment and Term of Office

The Initial Board of Directors shall be appointed by the incorporator and shall consist of the representative(s) of the Sponsor Members who have executed Sponsor Member Membership Agreements and who meet the qualifications described herein.

The number of directors shall be the same as the number of Sponsor Members. Each Sponsor Member shall have the right to designate one (1) director (i.e. one (1) Designated Director and one (1) Alternate Director to serve in the capacity of Designated Director as herein described) on the Board in accordance with this Section 2.2. No Sponsor Member may have more than one (1) seat on the Board.

Each Sponsor Member shall designate one (1) Designated Director (as defined above) to serve on the Board. Each Designated Director must be an employee, officer, director, or consultant of the respective Sponsor Member, must be at least eighteen (18) years of age, and must not have any prior felony convictions. Each Sponsor Member shall have the option to remove its Designated Director and replace such Designated Director at any time and from time to time, with or without cause, by notice to the Chair, the President or Secretary of the Corporation. No other entity or entities shall have any right to remove a Sponsor Member’s Designated Director. In the event of the removal of a Designated Director by the Board pursuant to this Section 2.2 of these Amended and Restated Bylaws (the “**Bylaws**”), the respective Sponsor Member shall designate a different Designated Director.

Each Sponsor Member may designate one (1) Alternate Director (as defined above) to

serve in the capacity of Designated Director in the event of the death, resignation, removal, or absence of the Designated Director. Each Alternate Director must be qualified to serve as a director for the respective Sponsor Member pursuant to this Section 2.2. When serving in the capacity of director due to the unavailability of the current Designated Director, the Alternate Director shall be deemed to be the Designated Director for such Sponsor Member without further notice and shall have all the rights, privileges and responsibilities of director established under these Bylaws and under the DGCL. Alternate Directors shall be entitled to attend all regular and special meetings of the Board but shall only be deemed a director and accorded voting rights during the unavailability of such Sponsor Member's standing Designated Director. Sponsor Members shall designate, and may change, their respective Alternate Directors at any time and from time to time, with or without cause, by notice to the Chair, the President or Secretary of the Corporation. No Sponsor Member shall be deemed to have more than one Designated Director serving at any time. All references to the Board, and to directors in general, shall be deemed to include any Alternate Director serving in the capacity of a Designated Director.

2.3 Vacancies

Any vacancy in the Board arising at any time and from any cause, including the authorization of an increase in the number of Sponsor Members, shall be filled by the Sponsor Member that appointed the director creating the vacancy or by the newly admitted Sponsor Member.

2.4 Resignation and Removal

Any director may resign at any time by giving written notice to the Chair or Secretary. Such resignation shall take effect at any time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed, with or without cause, at any time by the Sponsor Member that appointed him or her to office.

2.5 Regular Meetings

Regular meetings of the Board shall be held at such times and places as the Board shall designate. A regular meeting for the election of officers shall be held annually.

2.6 Special Meetings; Notice

Special meetings of the Board may be held upon the call of the Chair or other officer of the Corporation.

2.7 Notice of Meetings

Special meetings of the Board shall be held upon four days' notice by mail or courier or 24 hours' notice delivered personally, by telephone (including a voice messaging system or other system or technology designed to record and communicate messages), or by other form of electronic transmission. Any oral notice given personally or by telephone may be communicated either to the director or to a person at the office of the director who the person giving the notice has reason to believe will promptly communicate it to the director. A notice, or waiver of notice, need not specify the purpose of any regular or special meeting of the Board.

2.8 Quorum; Adjournments of Meetings

At all meetings of the Board, at least a majority of the entire Board shall constitute a quorum. Except as provided by law or these Bylaws, at any meeting of the Board at which a quorum is present, the vote of an affirmative vote of a majority of the directors present at the time of the vote shall be the act of the Board. Directors who are present at a meeting but not present at the time of a vote due to a conflict of interest or related party transaction shall be determined to be present at the time of the vote. In the absence of a quorum, a majority of the directors present may, without giving notice other than by announcement at the meeting, adjourn the meeting from time to time until a quorum is obtained. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

2.9 Organization

The Chair shall preside at all meetings of the Board or, in the absence of the Chair, the then Secretary or a temporary Chair as chosen by the directors present at the meeting shall preside at the meeting. The Secretary or Assistant Secretary shall act as Secretary at all meetings of the Board. In the absence of the Secretary or Assistant Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

2.10 Voting

At any meeting of the Board, each director participating in the meeting shall be entitled to one vote.

2.11 Action Without a Meeting

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 members of the Board or committee, as the case may be, consent thereto in writing or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

2.12 Conference Calls

Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

2.13 Committees

The Board may designate one or more committees, including, without limitation a compensation committee, each committee to consist of one or more of the directors of the Corporation), with such lawfully delegated powers and duties as it therefor confers, to serve at the pleasure of the Board. The Board may also appoint advisory committees which may be composed of members of the Board, non-members of the Board or a combination of both types of individuals;

provided that the advisory committees shall provide advice to the Board and the Board may not delegate its authority to such an advisory committee. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the Board and subject to the provisions of the Delaware Corporate Law, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers which may require it. Each such committee shall keep minutes and make such reports as the Board may from time to time request. Except as the Board may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by such rules, its business shall be conducted as nearly as possible in the same manner as is provided in these Bylaws for the Board.

2.14 Director Diversity

(a) One of the methods which the Sponsor Members have chosen to ensure the success of the Corporation is to ensure diversity in managing the Corporation. This diversity shall be implemented by limiting the relationships between the Sponsor Members and the Board. No more than two directors shall be Affiliated (the “**Director Diversity Requirement**”).

(b) For the purposes of the Director Diversity Requirement, the term “**Affiliated**” or “**Affiliation**” in the Bylaws is defined as follows: a Sponsor Member is or becomes controlled by, controlling or under common control with another Sponsor Member. The final determination of Affiliation shall be made by the Board without the vote of the directors who are alleged to have been Affiliated.

(c) No director may remain in office or take office if the addition of the director would cause a violation of the Director Diversity Requirement. If the Designated Director does not resign, the President shall call a special meeting of the Sponsor Members.

(d) A violation of the Director Diversity Requirement may be waived by a vote of two thirds of the Board (not including the directors who are Affiliated).

ARTICLE 3 OFFICERS AND AGENTS

3.1 Officers

The officers of the Corporation shall be a Chair, a Vice Chair, a President, a Secretary, a Treasurer, and such other officers, if any, as the Board may from time to time appoint or elect.

3.2 Election of Officers, Term of Office and Removal

The officers of the Corporation shall be elected annually by the Board. Each shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. Any officer of the Corporation may be removed, with or without cause, by the Board.

3.3 Employees, Other Agents, Etc.

The Board may from time to time appoint such other employees and agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board may from time to time determine.

3.4 Vacancies

Any vacancy in any office may be filled by the Board. Any officer so elected shall hold office until the next annual meeting of the Board and until the election and qualification of his or her successor.

3.5 Chair; Powers and Duties

The Chair shall preside at each meeting of the Board. He or she shall perform such other duties as from time to time the Board may assign to him or her.

3.6 Vice Chair; Powers and Duties

The Vice Chair shall assist the Chair in the performance of his or her duties and shall have such other powers and duties as the Board may prescribe.

3.7 President, Powers and Duties

The President shall be the general manager and chief executive officer of the Corporation. The President shall be responsible for managing, directing, supervising and controlling the Corporation's day-to-day operations, controlling all of the assets, business and affairs of the Corporation according to the policies, principles, practices and budget authorized by the Board. The President shall be responsible for management of personnel (including hiring, training, disciplinary action, and discharge), finances and programs of the Corporation and shall be performing such other duties and exercising such other powers as the Board may assign from time to time. As part of these responsibilities and subject only to such limitations as the Board may impose, the President shall manage and supervise the Corporation's contracting process.

3.8 Secretary; Powers and Duties

The Secretary shall ensure that accurate minutes are kept of meetings of the members and the Board as well as any committees of the Board that maintain minutes. The Secretary shall ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall also perform such other duties as from time to time may be assigned to him or her by the President or the Board. In the absence of the Secretary, an Assistant Secretary may perform the duties of the Secretary.

3.9 Treasurer; Powers and Duties

The Treasurer shall oversee the financial operations of the Corporation and shall perform such other duties as from time to time may be assigned to him or her by the President or the

Board. In the absence of the Treasurer, an Assistant Treasurer may perform the duties of the Treasurer.

ARTICLE 5 STANDARDS OF CONDUCT FOR OFFICERS AND DIRECTORS

5.1 Duties of Care and Loyalty

Officers and directors shall discharge their respective duties:

- (a) in good faith;
- (b) with such care, including reasonable inquiry, as an ordinary prudent person in like position would exercise under similar circumstances; and
- (c) in a manner such officer or director believes to be in the best interests of the Corporation.

5.2 Directors' Duties

- (a) Directors are expected to attend and actively participate in all regular and special meetings of the Board, except for good cause.
- (b) Directors are expected to educate themselves regarding the history, purpose, and activities of the Corporation so as to provide valuable service.

5.3 Reliance on Others

A director shall, in the performance of his or her duties, be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of the Corporation's officers or employees, or by any other person as to matters the director reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

ARTICLE 6 ADVISORY BOARD

The Board may appoint an Advisory Board of two or more persons to provide advice and assistance to the Board. Members of the Advisory Board may be invited to meetings of the Board but shall not be entitled to vote or exercise other powers of a director of the Corporation. The Board may determine by separate resolution the operational rules which shall govern the Advisory Board. Advisory Board members may be removed at any time, with or without cause, by the Board.

ARTICLE 7 WORKING GROUPS

7.1 Establishment of Working Groups

The Board may create one or more groups, user groups, working groups or committees that do not exercise the power or authority of the Board (referred to as “**Groups**”). The Board shall designate the Chair of each Group.

Members of the Corporation or representatives of Members of the Corporation may join the Groups of their choice. The Board may determine by separate resolution the operational rules which shall govern a Group or permit each Group to establish its own operational rules.

7.2 Role of Working Groups

Members of Groups may be invited to meetings of the Board but shall not be entitled to vote or exercise other powers of a director of the Corporation.

ARTICLE 8 CHECKS, BANK ACCOUNTS, INVESTMENTS, ETC.

8.1 Checks

From time to time, the Board shall determine by resolution which person or persons may sign or endorse all checks, drafts, other orders for payment of money, notes or other evidences of indebtedness that are issued in the name of or payable to the Corporation, and only the persons so authorized shall sign or endorse those instruments.

8.2 Investments

The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable, with regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments.

ARTICLE 9 OFFICE AND BOOKS

9.1 Office

The office of the Corporation shall be located at such place as the Board may from time to time determine.

9.2 Maintenance and Inspection of Records

The Corporation shall, either at its principal executive office or at such place or places as designated by the Board, keep a record of its members, listing their names and addresses, a copy of these Bylaws as amended to date, a copy of the Certificate of Incorporation as amended to date, accounting books, and other records.

Any member of record in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the usual hours for business

to inspect for any proper purpose the Corporation's membership ledger, a list of its members, and its other books and records and to make copies or extracts there from. A proper purpose shall mean a purpose reasonably related to such person's interest as a member. In every instance where an attorney or other agent is the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing that authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the Corporation at its registered office in Delaware or at its principal place of business.

9.3 Inspection by Directors

Any director shall have the right to examine the Corporation's list of its members, and its other books and records for a purpose reasonably related to the position of such person as a director. The Court of Chancery is hereby vested with the exclusive jurisdiction to determine whether a director is entitled to the inspection sought. The Court may summarily order the Corporation to permit the director to inspect any and all books and records, list of members and to make copies or extracts there from. The Court may, in its discretion, prescribe any limitations or conditions with reference to the inspection, or award such other and further relief as the Court may deem just and proper.

ARTICLE 10 CORPORATE SEAL

The Corporation may adopt a corporate seal, which shall be adopted and which may be altered by the Board, and may use the same by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

ARTICLE 11 FISCAL YEAR

The fiscal year end of the Corporation shall be December 31.

ARTICLE 12 INDEMNIFICATION

The Corporation may, to the fullest extent authorized by law, indemnify any present or former officers or directors of the Corporation or the personal representatives thereof, made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that he or she, his or her testator or intestate is or was a director or officer of the Corporation, or served with any other corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise in any capacity at the request of the Corporation, against judgments, fines (including excise taxes assessed on such a person in connection with service to an employee benefit plan), amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding or any appeal therein.

Expenses (including attorneys' fees) incurred in defending a civil or criminal action or proceeding may, to the fullest extent authorized by law, be paid by the Corporation in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount as, and to the extent, the person receiving the

advancement is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced by the Corporation exceed the indemnification to which he or she is entitled.

The foregoing right of indemnification and advancement of expenses shall not be deemed exclusive of any other rights to which any person, his or her testator or intestate may be entitled apart from this provision provided that no indemnification may be made to or on behalf of any director or officer if a judgment or other final adjudication adverse to the director or officer establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled. Nothing contained in this provision shall affect any rights to indemnification to which corporate personnel other than the directors and officers may be entitled by contract or otherwise under the law.

ARTICLE 13 AMENDMENTS

Notwithstanding any other provision of these Bylaws, any amendment of the Bylaws, Certificate of Incorporation, Intellectual Property Rights Policy, Confidentiality and Non-Disclosure Policy and Anti-trust Policy and Guidelines adopted by the Board of the Corporation shall require the affirmative vote of at least a two-thirds majority of the entire Board. In addition to the vote of the Board provided above, the amendment of the Bylaws to add a new class of members or increase the number of members of the Board require a vote of three quarters of the Board.

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CERTIFICATION OF THE AMENDED AND RESTATED BYLAWS
OF
INTERWORK ALLIANCE, INC.

The undersigned person appointed by the Board of Directors of as the Secretary of InterWork Alliance, Inc. hereby certifies that the foregoing Amended and Restated Bylaws are a true and correct copy of the Amended and Restated Bylaws of the Corporation, in effect as of the date of this certificate.

Executed this 11th day of May, 2020.



Ronald Resnick, Secretary