

**BYLAWS
FOR SCTE FOUNDATION, INC.
A NONPROFIT CORPORATION**

**ARTICLE ONE
PURPOSES AND POWERS**

1.01. These Bylaws constitute the code of rules adopted by the SCTE Foundation, Inc. (hereinafter “the Foundation”) for the regulation and management of its affairs.

1.02. The Foundation will have the purposes or powers as stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by the Nonprofit Corporation Law of [State], or any successor legislation.

The Foundation shall have the following powers in addition:

(a) To receive gifts and donations made by deed, will or otherwise, upon such terms as shall be dictated by any testator or donor consistent with the general purposes of the Foundation. All funds and property received are to be dedicated irrevocably and exclusively to public, charitable and educational purposes in accordance with these Bylaws. In no event are the Directors to accept funds or property on any other basis than a gift, whether current or deferred, to or for the use and purpose specified in the purpose clause of the Foundation. Directors are prohibited from accepting funds or property in any condition in which there is a right of reverter to the donor or his heirs.

(b) To administer such property or funds, together with the income therefrom, with full power of disposition and control thereof, unless otherwise limited by the terms and conditions applicable to specific gifts, devises or bequests made to and accepted by said Foundation.

(c) To appropriate and devote all funds, property and income entrusted to it by gifts, devises or bequests made to and accepted by the Foundation.

(d) To create trusts of and from unrestricted funds or property at its disposal and to fix the conditions thereof.

(e) To acquire, hold, own and dispose of all kinds of property including real estate, when useful or necessary in promoting educational and charitable purposes as herein contemplated.

(f) To do such further and additional acts and things as may be necessary, incidental or convenient in the attainment of the purposes herein expressed and in the administration of its funds and property to achieve those purposes.

(g) To conduct lawful activities which may include the charging of fees or prices for its services or products, all such receipts to be applied to the purposes stated herein and in the Articles of Incorporation. Any and all incident profits received by the Foundation shall be similarly applied to those purposes, and in no case shall be divided or distributed in any manner whatsoever among the Directors or Officers of the Foundation.

(h) To exercise any right or privilege allowed or authorized by law not herein expressed or implied.

(i) The primary purpose of the Foundation is charitable and educational; the Foundation shall not engage in carrying on propaganda or otherwise attempting to influence legislation, and the

Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE TWO OFFICE

2.01. The principal place of business of the Foundation in Pennsylvania will be located initially at 140 Philips Road, Exton, Chester County, Pennsylvania 19341, and thereafter at such other locations as the Directors shall establish from time to time. In addition, the Foundation may maintain other offices either within or without the Commonwealth of Pennsylvania as its business requires.

2.02. The location of the registered office of the Foundation is stated in the Articles of Incorporation. Such office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of the Foundation. The Board may change the address of its registered office by duly adopted resolution and amendment of its Articles or filing the appropriate statement with the Department of State.

ARTICLE THREE MEMBERSHIP

3.01. The voting members of the Foundation shall be the members of the Society of Cable and Telecommunications Engineers, Inc. (hereinafter "SCTE") Board of Directors.

3.02. The non-voting members of the Foundation shall be the members of SCTE excluding the SCTE Board of Directors.

ARTICLE FOUR DIRECTORS

4.01. Definition of Board. The Board of Directors (the "Board") is that group of persons in whom the management of the business and affairs of the Corporation is vested.

4.02. Qualifications of Directors. Directors shall be members in good standing in SCTE, its successor, or such related entity. At least one (1) Director shall be a member of the SCTE Board of Directors, and at least one (1) Director shall be an executive member of the SCTE staff.

4.03. Number of Directors. There shall be at least six (6) and at most twelve (12) members of the Foundation Board. The initial Foundation Board shall consist of at least six (6) members and no more than nine (9) members. The Foundation Board membership may be increased upon determination and a majority vote of the SCTE Board of Directors.

4.04. Directors: Term

(a) Directors. The initial Board shall be selected by the SCTE Board of Directors. An election meeting shall be held within 3 months prior to the expiration of each Board member's term. At such meeting, the SCTE Board of Directors shall vote for the recommended successors for the upcoming vacancies. The then-current President of the Foundation shall provide the recommended list of successors. The SCTE Board of Directors shall elect the new directors by majority vote.

(b) Term. The SCTE Board of Directors shall assign a term to each of the initial Foundation Board members. Two of the initial Board members shall have a two (2) year term, two shall have

a three (3) year term, and two shall have a four (4) year term. If the initial board consists of more than six (6) members, the seventh member shall have a two (2) year term, the eighth member, if there is one, shall have a three (3) year term, and the ninth member, if there is one, shall have a four (4) year term. Upon completion of the initial term, the term of each new board member shall be two (2) years, such that approximately one-third of the Board members terms expire each year. If the Board shall decide to increase the size of the Board, it shall assign initial term dates to ensure that approximately one-third of the Board members terms expire each year. Each Board member, except the SCTE President, shall be limited to serving no more than three (3) consecutive terms.

(c) Composition of Board. Notwithstanding the terms and term limits set forth above, the SCTE Board of Directors shall designate the following as members of the SCTE Foundation Board: the current SCTE Treasurer, the current SCTE President and the immediate past Chair of the SCTE.

4.05. Vacancies on the Board. In the case of a Board vacancy, the SCTE Board of Directors shall vote on a replacement within three (3) months of such vacancy. Such vacancy shall be replaced by majority vote of SCTE Directors then in office. The Foundation Board may recommend replacement candidates to the SCTE Board of Directors prior to their vote. Such newly elected Director shall serve the remaining term of his predecessor in office.

4.06. Directors' Meetings. An annual meeting of the Board shall take place in the month of each calendar year in which the SCTE Annual Meeting is held for the purpose of reviewing the Foundation financials and any further business of the Foundation. The Board may have other meetings as necessary at times and places designated by the Board. Notice of meetings shall be given no less than five days before the date of such meeting.

4.07. Notice of Special Directors' Meetings. Written or printed notice stating the place, day, and hour of any special meeting of the Board will be delivered to each Director not less than two days nor more than ten days before the date of the meeting, either personally or by first class mail, by or at the direction of the President, or the Secretary or the Directors calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at his address as it appears on the records of the Foundation, with postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of, such meeting.

4.08. Resignation of Directors. Any Director may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, or at the time of receipt by the Chairman of the Board if no time is specified. No resignation shall discharge any accrued obligation or duty of a Director.

4.09. Removal of Directors. Any of the Foundation Directors may be removed from office, without the assignment of any cause, by a vote of two-thirds of the SCTE Board of Directors.

4.10. Call of Special Board Meetings. A special meeting of the Board may be called by either (1) the Foundation's President, or (2) upon request of a quorum of the Foundation's Board.

4.11. Waiver of Notice. Attendance at any meeting of the Board will constitute a waiver of notice of such meeting unless a Director specifically objects to the holding of such meeting at the beginning of the meeting.

4.12. Quorum of Directors. A quorum shall consist of at least one half of the Board with no vacancies. The vote of a majority of those Directors present, if a quorum is present at such time, shall be the act of the Board.

4.13. Telephonic Conferences. A Director may participate in a meeting of the Board by telephone conference or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

4.14. Tie-Breaking. In the event of a tie outcome of a Board vote, the Chairman of the Board shall cast the deciding vote by the flipping of a coin.

4.15. Parliamentary Rules and Procedures. The rules of procedure for meetings of directors and all committee meetings shall, unless specified otherwise, be Robert's Rules of Order.

ARTICLE FIVE OFFICERS

5.01. Officers. The officers of this corporation shall be a president who shall also serve as Chairman of the Board, one or more vice presidents as determined by the Foundation Board, a secretary, a treasurer, and any other officers selected by the Foundation Board, each of whom shall be elected by the Foundation Board. Any two or more offices may be held by the same person, except the offices of president and vice president. All initial officers may be employees or SCTE Board members.

5.02. Officer Election and Term of Office. Each officer shall be elected by the Board to hold office until the next annual meeting, and until his or her successor has been elected and qualified.

5.03. President. The President shall preside at all meetings of the Foundation Board. He or she shall be an ex officio member of all standing committees and shall, in general, supervise, manage, and control all of the business and affairs of the Foundation, subject to the control of the Foundation Board. He or she shall have the power, subject to the approval of the Foundation Board, to sign and execute all contracts and instruments of conveyance in the name of the Foundation, and to appoint and discharge agents and employees. He or she shall perform all of the duties usually incident to the office of the President.

5.04. Vice President. The Vice President, or if there is more than one then the first Vice President, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. Each Vice President shall have such powers and perform such duties as may be delegated to him or her by the President or prescribed by the Foundation Board.

5.05. Secretary. The Secretary shall oversee the agendas, minutes of all meetings of the Foundation Board and, unless otherwise directed, the minutes of all meetings of committees in books provided for that purpose. He or she shall oversee notice of all meetings of the Foundation Board, and all other notices required by law or by these Bylaws. He or she shall oversee the books and records of the Foundation. He or she shall oversee custody of the seal of the Foundation and he or she shall, in general, perform all of the duties incident to the office of secretary. From time to time the President of the Board may assign an Assistant Secretary to take the role of Secretary if needed.

5.06. Treasurer. The Treasurer shall oversee the accounting, custodial, treasury and investment management functions delegated by the Foundation Board of Directors, report regularly to the Board on the financial condition of the Foundation and perform all other duties and acts incident to the office of Treasurer. The Foundation's books and accounts shall be available for examination by any director of the Foundation during regular business hours upon reasonable notice to the Treasurer.

5.07. Removal of Officers. Any officer elected by the Foundation Board may be removed by the Foundation Board with or without cause.

5.08. Vacancies. If the office of any officer becomes vacant, the Foundation Board may appoint any qualified person to fill such vacancy, who shall hold office for the remainder of the vacant term.

5.09. Succession of Officers. An officer may succeed himself or another officer.

ARTICLE SIX COMMITTEES

6.01. Executive Committee. The Board may establish an Executive Committee consisting of two or more members of the Board. The Executive Committee may exercise all power and authority of the Board in the management of the business and affairs of the Foundation between meetings of the Board except that the Executive Committee will not have the power or authority to:

- (a) Amend the Articles of Incorporation;
- (b) Adopt an agreement of merger or consolidation;
- (c) Approve the sale, lease or exchange of all or substantially all of the Foundation's property and assets;
- (d) Approve the dissolution of the Foundation or a revocation of a dissolution;
- (e) Amend the Bylaws of the Foundation; or
- (f) Fill vacancies on the Board.

The Board may limit the authority of the Executive Committee in any manner in its sole and absolute discretion.

6.02. Finance Committee. The Board of Directors may establish a Finance Committee which shall be responsible for reviewing the Foundation's budgets and forecasts of contribution income reporting its findings and conclusions to the Foundation Board. The Committee shall also provide to the Foundation Board such comments and recommendations as it feels are appropriate concerning the spending model and financial condition of the Foundation. In addition, the Finance Committee shall (1) recommend appointment of the independent auditors for the Foundation's annual financial statements, (2) review and approve the independent auditors' proposed scope of audit, (3) review the annual financial statements of the Foundation, (4) monitor corrective action plans initiated in response to recommendations by the independent auditors accepted by the Foundation Board of Directors to assure they satisfy the concerns identified, (5) review the independent auditors report and recommendations, if any, regarding accounting policy and practice and related internal controls, and (6) act as liaison between the independent auditors and the Foundation Board of Directors. The Committee Chair shall report regularly to the Foundation Board on Committee activities.

6.03. Awards Committee. The Board of Directors may establish an Awards Committee which shall recommend means of distribution of funds of the Foundation, including but not limited to setting up scholarships, grants, and other means of awards. All Awards Committee fund distribution recommendations in the form of grants of \$2,500 or more must be approved by the Board of Directors prior to the actual distribution of such funds. All other grants may be approved by the Awards Committee upon recommendation from the Grants Subcommittee. The Committee shall be responsible for the Foundation's grants and contributions program, including reviewing proposals for compliance with the goals and objectives of the Foundation and recommending to the Foundation Board those proposals

deemed meritorious and fundable within the available resources. Procedures for reviewing proposals shall be approved by the Foundation Board. The Committee chair shall report regularly to the Foundation Board on Committee activities. The Committee shall maintain a spreadsheet including but not limited to (1) award name (2) award type (3) award amount (4) candidates for this award (5) winner(s), and (6) reason for candidate selection(s). Such spreadsheet shall be available upon request by any Foundation Board Member. In addition, such spreadsheet covering current and open awards shall be presented by the Committee chair at each Foundation Board meeting.

6.04. Fundraising Committee. The Board of Directors may establish a Fundraising Committee which shall be responsible for preparing fundraising and development plans in support of the Foundation's purposes and objectives for approval by the Foundation Board. The Committee shall also oversee implementation of authorized development and fundraising programs. The Committee chair shall report regularly to the Foundation Board of Directors on Committee activities. The Committee shall provide a presentation to the Foundation Board as to the status and plans for fundraising and solicitations at least annually.

6.05. Other Committees. The Board may designate other committees as deemed appropriate. The committees will have the authority as delegated to them by the Board.

6.06. Procedure. Except as otherwise provided in these Bylaws, all committees, and each member thereof, will serve at the pleasure of the Board. The Board will have the power at any time to increase or decrease the number or members of any committee, to fill any vacancies, to change any member, and to change the functions or terminate the existence of any committee. Meetings of any committee may be held in the same manner set forth for Directors' meetings as provided in these Bylaws.

6.07. A majority of any committee shall constitute a quorum of such committee.

ARTICLE SEVEN INFORMAL ACTION

7.01. Waiver of Notice. Whenever notice is required to be given under the provisions of the Nonprofit Corporation Law [State], the Articles of Incorporation of the Foundation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice.

7.02. Action by Consent. Any action required by law or under the Articles of Incorporation of the Foundation or these Bylaws, or any action which otherwise may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary of the Foundation.

ARTICLE EIGHT OPERATIONS

8.01. Fiscal Year. The fiscal year of the Foundation shall be July 1 to June 30.

8.02. Authorized Signers. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the Foundation will require two signatures from among the following three officers of the Foundation: Treasurer, President and Vice-President, with the exception that checks written in an amount up to and including \$2500 can be signed by any one of the afore-mentioned three officers. In emergency situations, checks or other documents may be

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signed by any two of the Officers listed in section 5.01, above. Contracts, leases, or other instruments executed in the name of and on behalf of the Foundation will be signed by the Secretary and countersigned by either the President or the Vice-President, and will have attached copies of the resolutions of the Board certified by the Secretary authorizing their execution.

8.03. Books and Records. The Foundation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Board.

8.04. Inspection of Books and Records. All books and records of the Foundation may be inspected by any Director for any proper purpose at any reasonable time upon written demand.

8.05. Nonprofit Operations. The Foundation will not have or issue shares of stock. No dividend will be paid, and no part of the income of the Foundation will be distributed to its Directors or Officers.

8.06. Compensation. The Directors and officers shall serve without compensation, but may be reimbursed for reasonable expenses incurred in the performance of their duties if such expenses have been approved by the Board.

8.07. Loans to Management. The Foundation will not make any loans to Directors or Officers.

8.08. Seal of the Foundation. The seal of the Foundation shall be circular in form and shall have the name of the Foundation, the words "Corporate Seal", and the words "Pennsylvania" set forth thereon.

ARTICLE NINE FIDUCIARY DUTY; LIABILITY; INDEMNIFICATION

9.01. Limitation of Personal Liability. A member of the Board shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

1. The Director has breached or failed to perform the duties of his office as defined in 9.02 below; and,
2. The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Article shall not apply to the responsibility or liability of a Director pursuant to law.

9.02. Standard of Care and Justifiable Reliance. A member of the Board stands in a fiduciary relationship to the Foundation, and shall perform his duties as a Director, including his duties as a member of any committee of the Board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Foundation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a Director shall be entitled to rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

1. One or more officers or employees of the Foundation whom the Director reasonably believes to be reliable and competent in the matters presented.
2. Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person:

3. A committee of the Board upon which he does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

Absent breach of fiduciary duty, lack of good faith or self-dealings, action taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Foundation.

9.03. Indemnification in Third Party Proceedings. The Foundation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation) by reason of the fact that he is or was a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Foundation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Foundation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

9.04. Indemnification in Derivative Actions. The Foundation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Foundation to procure a judgment in its favor by reason of the fact that he is or was a representative of the Foundation, or is or was serving at the request of the Foundation as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Foundation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Foundation unless and only to the extent that the court which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

9.05. Mandatory Indemnification. Notwithstanding any contrary provision of the Articles of Incorporation or these Bylaws, to the extent that a representative of the Foundation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in either 9.03 or 9.04 of this Article, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

9.06. Determination of Entitlement to Indemnification. Unless ordered by a court, any indemnification under 9.03 or 9.04 of this Article shall be made by the Foundation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he has met the applicable standard of conduct set forth in such section. Such determination shall be made:

1. By the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or,
2. If such a quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

9.07. Advancing Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Foundation as authorized above.

9.08. Indemnification of Former Representatives. Each such indemnity may continue as to a person who has ceased to be a representative of the Foundation and may inure to the benefit of the heirs, executors and administrators of such person.

9.09. Insurance. The Foundation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Foundation or is or was serving at the request of the Foundation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability.

9.10. Reliance on Provisions. Each person who shall act as an authorized representative of the Foundation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

ARTICLE TEN ANNUAL REPORT

10.01. The Treasurer shall annually, within one hundred twenty (120) days after the end of the Foundation's fiscal year, prepare a report, verified by the President, or by a majority of the Directors, describing the following as of the end of, or for the twelve month period immediate preceding the end of the most recent fiscal year:

- (a) The assets and liabilities of the Foundation;
- (b) The principal changes in assets and liabilities;
- (c) The revenue or receipts of the Foundation;
- (d) The expenses or disbursements of the Foundation;

This report shall be filed with the minutes of the Foundation and made available to all Directors and Officers of the Foundation upon written request.

10.02. Budget. The Foundation Treasurer shall submit to the Finance Committee for review an annual general fund operating budget covering anticipated contributions and expenses. The Finance Committee shall report its recommendations to the Foundation Board of Directors at its last scheduled meeting of the current year. The Foundation Treasurer shall report any significant variances from the budget at each subsequent meeting of the Foundation Board of Directors.

10.03. Audit. Audited Foundation Financial Statements shall be made available by the Foundation Treasurer to all members of the Foundation Board of Directors annually. Such statements shall be audited by an independent auditor approved by the Foundation Board of Directors.

**ARTICLE ELEVEN
AMENDMENT**

11.01. Modification of Bylaws. Bylaws may be amended, repealed, or adopted by majority vote of the SCTE Board of Directors. Policies and Procedures shall be aligned with the Foundation Bylaws and may be amended, repealed, or adopted by majority vote of the Foundation Board.

11.02. Conflict with Policies and Procedures. In the event that any provision of these Bylaws conflict with the Policies and Procedures, the Bylaws shall control.