

**BYLAWS**  
**OF**  
**COMPACTFLASH ASSOCIATION**

A California Nonprofit  
Mutual Benefit Corporation

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**BYLAWS**  
**OF**  
**COMPACTFLASH ASSOCIATION**

A California Nonprofit  
Mutual Benefit Corporation

ARTICLE I

NAME AND OFFICES

1.1 Name. This corporation shall be known as the CompactFlash Association (hereinafter referred to as the "Corporation").

1.2 Principal Office. The principal office of the Corporation shall be located at 10540 Chace Drive, Cupertino, County of Santa Clara, State of California. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another both within and without said county.

1.3 Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places.

1.4 Nonprofit Status. The Corporation shall be a nonprofit corporation and is not empowered to engage directly or indirectly in any activity, including distribution of its assets upon dissolution, that would invalidate its status as an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code of 1954, as amended (hereinafter referred to as the "Code"), by virtue of being an organization described in section 501(c) of the Code. All references to the Code contained herein are deemed to include corresponding provisions of any future United States Internal Revenue Law.

1.5 Purpose. The Corporation's purpose shall be to promote the worldwide adoption of the CompactFlash standard.

## ARTICLE II

### MEMBERS

2.1 Control Group. A Control Group shall be treated as a single Member for all purposes.

For purposes of this section, "Control" shall mean the power to direct or cause the direction of management and policies of a corporation or other entity, and "Control Group" shall include all corporations or other entities which are controlled by a Member, which control the Member, or which are also controlled by the corporation or entity controlling the Member.

2.2 Conditions of Executive Membership. The Members of the Corporation who shall have the right to vote in accordance with Section 2.3 below (hereinafter referred to as the "Executive Members"), shall be any person or entity (whether corporation, partnership, sole proprietorship, firm or organization, or a department or subdivision thereof) that (i) has completed the Corporation's written application for Executive Members and (ii) paid such dues, assessments and fees as have been established by the Board of Directors for Executive Members. An Executive Member shall remain in good standing provided all subsequent dues, assessments and fees, together with such penalties for late payment as may be determined by the Board of Directors, have been paid within the period set by the Board of Directors and the Executive Member continues to meet all of the other requirements of Executive Membership. Each Executive Member will conduct itself in conformance with the antitrust guidelines of the Corporation, a copy of which is attached hereto as Exhibit A. Failure of a Executive Member to pay any dues or assessments will create no liability of the Executive Member to the Corporation.

2.3 Privileges of Executive Membership. Each Executive Member in good standing shall be entitled to vote for the election of Directors, and on each matter submitted to a vote of the Members. Executive Members who fail to be in good standing, as set forth in Section 2.2 above, shall not be entitled to vote on any matter. Additionally, Executive Members shall have all of the rights under the Nonprofit Corporation Law of the State of California as amended from time to time (the "Nonprofit Corporation Law") which are afforded to Members (as defined in Section 5056 thereof) and shall receive all publications of the Corporation which are intended for regular distribution as may be determined by the Board of Directors.

2.4 Conditions of Affiliate Membership. Any person or entity (whether corporation, partnership, sole proprietorship, firm or organization, or a department or subdivision thereof) that (i) has completed the Corporation's written application for Affiliate Members and (ii) paid such dues, assessments and fees as have been established by the Board of Directors for Affiliate Members shall be eligible to be an Affiliate Member of the Corporation with such rights as are set forth in Section 2.5 (hereinafter referred to as "Affiliate Members"). An Affiliate Member shall remain in good standing provided all subsequent dues, assessments and fees, together with such penalties for late payment as may be determined by the Board of Directors, have been paid within the period set by the Board of Directors and the Affiliate Member continues to meet all of the other requirements of Affiliate Membership. Each Affiliate Member will conduct itself in conformance with the antitrust guidelines of the Corporation, a copy of which is attached hereto as Exhibit A. Failure of an Affiliate Member to pay any dues or assessments will create no liability of the Affiliate Member to the Corporation.

2.5 Privileges of Affiliate Membership. Affiliate Members shall have all of the rights under the Nonprofit Corporation Law which are afforded to Members (as defined in Section 5056 thereof), except the right to vote for the election of directors and on other matters submitted to a vote of the Members, and shall receive all publications of the Corporation which are intended for regular distribution as may be determined by the Board of Directors.

2.6 Other Classes of Members. The Executive Members may create, by adopting an amendment to these Bylaws, one or more classes of membership in the Corporation and may prescribe the designations, voting rights (if any), powers, privileges and method of selection of Members of each such class. The Board of Directors may create, by a resolution adopted by a majority vote, one or more classes of nonvoting membership and may prescribe the designations, powers, privileges (other than voting) and methods of selection of members of each such class. Voting memberships and nonvoting memberships, if any, in the Corporation, are collectively referred to hereinafter as a "Membership," and a person holding a Membership is referred to hereinafter as a "Member."

2.7 Deprivation or Suspension of Membership. Any Member may be deprived of its Membership or be suspended as a Member for cause by a majority vote of the Board of Directors or of the Executive Members represented and voting at a duly held meeting at which a quorum is present (which affirmative vote also constitutes a majority of the required quorum) or a written ballot. No deprivation or suspension of Membership shall be effective unless:

- (a) The Member is given notice of the proposed deprivation or suspension of Membership and of the reasons therefor;
- (b) Such notice is delivered personally or by first class or registered mail sent to the last address of the Member shown on the Corporation's records;
- (c) Such notice is given at least fifteen (15) days prior to the effective date of the proposed deprivation or suspension of Membership;



(d) Such notice sets forth a procedure determined by the body authorized to decide whether or not the proposed deprivation or suspension take place whereby the Member is given the opportunity to be heard by such body, either orally or in writing, not less than five (5) days before the effective date of the proposed deprivation or suspension.

Notwithstanding the above, any Member who has failed to pay its dues within the sixty (60) day time period set forth in Section 2.10 below, shall automatically be deemed to have its Membership privileges suspended until full payment is made.

2.8 Resignation by Member: Assignment of Membership. A Member may resign as a Member at any time.

Membership in the Corporation may not be assigned without the written approval of the Corporation, and any purported assignment without such written approval shall be null and void.

2.9 Membership Book. The name and address of each Member shall be contained in a Membership Book to be maintained at the principal office of the Corporation. Termination of any Membership shall be recorded in the book together with the date of such termination. The Members shall be responsible for apprising the Corporation of all changes of name and address and such other information as may be required by the Nonprofit Corporation Law.

2.10 Levy of Dues, Assessments or Fees. The Corporation may levy dues, assessments or fees upon its Members, but a Member upon learning of any such dues, assessments or fees may avoid liability therefor by promptly resigning from Membership, except where the Member is, by contract or otherwise, liable for such dues, assessments or fees. No provision of the Articles or Bylaws of the Corporation authorizing such dues, assessments or fees shall, of itself, create such liability. Any Member that has not paid such dues, assessments or fees within sixty (60) days of the date payment is due shall automatically be deemed to be not in good standing and shall have its Membership privileges suspended until full payment has been made.

### ARTICLE III

#### MEETINGS OF MEMBERS

3.1 Place and Hour of Meetings. All meetings of the Executive Members shall be held either at the principal office of the Corporation or at such other place within or without the State of California and at such hour as may be designated by the Board of Directors in the notice of such meeting or in the waiver of notice thereof.

3.2 Annual Meetings. The annual meetings of Executive Members shall be held on such day and at such hour as may be fixed by the Board of Directors. In any year in which Directors are elected, the election shall be held at the annual meeting unless the Directors are chosen by written ballot pursuant to Section 3.8 of these Bylaws or in some other manner authorized by the Nonprofit Corporation Law. Any other proper business may be transacted.

3.3 Special Meetings. Special meetings of the Executive Members may be called at any time by the Board of Directors, the Chairman of the Board, the President, or by Executive Members entitled to cast not less than five percent (5%) of the votes at the meeting.

Upon request by any person or persons entitled to call a special meeting of the Executive Members, the Chairman of the Board, President, Vice President or Secretary shall, within twenty (20) days after receipt of the request, cause notice to be given to the Executive Members entitled to vote at such meeting that a special meeting will be held at a time chosen by the Board of Directors, but not less than thirty-five (35) nor more than ninety (90) days after receipt of the request.

3.4 Notice of Meetings or Reports.

(a) Members shall be given not less than ten (10) days nor more than ninety (90) days before the date of the meeting to each Executive Member entitled to vote thereat; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be given not less than twenty (20) days before the meeting. Such notice shall be given either personally or by mail or other means of written communication, addressed or delivered to each such Executive Member at the address of such Executive Member appearing on the books of the Corporation or given by the Executive Member to the Corporation for the purpose of such notice. If the Executive Member is located outside of the United States of America, then such notice shall be given by air mail or courier delivery. If no such address appears or is given, notice shall be given either personally or by mail or other means of written communication addressed to the Executive Member at the place where the principal office of the Corporation is located, or by publication at least once in the Corporation's regular newsletter, if any, or in a newspaper of general circulation in the county in which the principal office of the Corporation is located. The notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by other means of written communication.

(b) All such notices shall state the place, the date and the hour of such meeting, and shall state such matters, if any, as may be expressly required by the Nonprofit Corporation Law.

(c) The notice (or a written waiver of notice) must state the general nature of any proposed action by the Executive Members with respect to the following: (i) removing a Director without cause; (ii) filling vacancies on the Board of Directors by the Executive Members; (iii) amending the Articles of Incorporation; (iv) approving a contract or transaction in which a Director has a material financial interest; (v) approving the dissolution of the Corporation; or (vi) approving a plan of distribution of assets, other than cash, in liquidation when the Corporation has more than one class of voting membership outstanding.

(d) The notice of any regular, annual, or special meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given. Notices of any regular meeting of Executive Members shall state those matters which the Board of Directors, at the time of the giving of the notice, intends to present for action by the Members, but, except as provided from time to time by the Nonprofit Corporation Law, any proper matter may be presented for action at the meeting, provided the number of Executive Members attending the meeting constitutes a quorum and is empowered to vote upon the matter under Section 3.7 below. Notices of any special meetings shall specify the general nature of the business to be transacted thereat and no other business may be transacted except as may from time to time be permitted pursuant to the Nonprofit Corporation Law.

(e) All notices shall be sent by the Secretary or an Assistant Secretary, or if there be no such officer, or in the case of such officer's neglect or refusal to act, by any other officer, or by those persons calling the meeting.

(f) The same procedure for the giving of notice shall apply to the giving of any report to Executive Members.

3.5 Adjournment of Meetings. Any annual or special meeting of the Executive Members, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Executive Members present, but in the absence of a quorum, no other business may be transacted at such meeting, except as provided in Section 3.7 of these Bylaws.

### 3.6 Voting.

(a) Except as otherwise provided in the Articles of Incorporation and subject to Section 7.3 of these Bylaws, each Executive Member shall be entitled to one vote on each matter submitted to a vote of the Executive Members. Vote may be viva voce or by ballot as determined by the presiding officer of the meeting; provided, however, that elections for Directors must be by ballot upon demand made by a Executive Member at the meeting and before the voting begins.

(b) No Executive Member shall be entitled to cumulate such Executive Member's votes for any election of Directors.

### 3.7 Quorum.

(a) Fifty percent (50%) of the Executive Members entitled to vote shall constitute a quorum at any meeting of the Executive Members. Approval of an action of the types set forth in Section 3.4(c) above is valid only if the general nature of the action was stated in the notice of meeting (or a written waiver of notice) or if approval is by unanimous vote of all the Executive Members. If a quorum is present, the affirmative vote of a majority of the Executive Members represented at the meeting and entitled to vote on any matter shall be the act of the Executive Members, unless otherwise required by the Articles of Incorporation or the Nonprofit Corporation Law.

(b) The Executive Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Executive Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Executive Members required to constitute a quorum.

### 3.8 Action Without Meeting.

(a) Any action which may be taken at any meeting of Executive Members may be taken without a meeting and without prior notice, if the Corporation distributes a written ballot to every Executive Member, and if (i) the number of votes cast by ballot within the time period specified in the ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and (ii) the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(b) Ballots shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation. Ballots shall be delivered either personally or by mail or other means of written communication, addressed to the Executive Members at the address of each such Executive Member appearing on the books of the Corporation or given by the Executive Member for the purpose of receiving notices. If no address appears on the books of the Corporation or has been given to the Corporation, or if ballots are returned by the postal or delivery service as undeliverable, ballots for such Executive Members shall be solicited in a manner consistent with the requirements of the Nonprofit Corporation Law. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

(c) A written ballot may not be revoked.

(d) Directors may be elected by written ballot under this section.

3.9 Proxies. Executive Members entitled to vote may only do so in person, and may not exercise any voting rights by proxy.

### 3.10 Inspectors of Election.

(a) In advance of any meeting of Executive Members, the Board of Directors may appoint inspectors of election to act at the meeting and any adjournment thereof. If inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the chairman of any meeting of Members may, and on the request of any Executive Member shall, appoint inspectors of election (or persons to replace those who so fail or refuse) at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more Executive Members, the majority of Executive Members represented shall determine whether one or three inspectors are to be appointed.

(b) The inspectors of election shall determine the number of Memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum, receive votes, ballots or consents, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes or consents, determine when the polls shall close, determine the result and do such acts as may be proper to conduct the election or vote with fairness to all Executive Members.

(c) The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all. Any report or certificate made by the inspectors of election is prima facie evidence of the facts stated therein.

### 3.11 Nomination and Election Procedures.

(a) The Board of Directors shall, or if no quorum of the Board of Directors exists, the person or persons calling the meeting shall, establish reasonable nomination and election procedures given the nature, size, and operations of the Corporation including a reasonable means of nominating a person for election as a Director, a reasonable opportunity for a nominee to communicate to the Executive Members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for all nominees to solicit votes, and a reasonable opportunity for all Executive Members to choose among the nominees.

(b) Upon written request by any nominee for election to the Board of Directors and the payment with such request of the reasonable costs of mailing (including postage) the Corporation shall within ten (10) business days after such request (provided payment has been made) mail to all Executive Members, or such portion of them as the nominee may reasonably specify, any material which the nominee may furnish and which is reasonably related to the election; or, in the alternative, and at the option of the Corporation, the Corporation shall within five (5) business days after the request allow the nominee the right to inspect and/or obtain a copy of the record of all Members' names, addresses and voting rights as provided by Section 8330 of the Nonprofit Corporation Law.

3.12 Order of Business. The order of business at all meetings of Members shall be as determined by the presiding officer, but the order of business to be followed at any meeting at which a quorum is present may be changed by a vote of the Executive Members.

## ARTICLE IV

### DIRECTORS

4.1 Powers. Subject to the limitations stated in the Articles of Incorporation, these Bylaws, and the Nonprofit Corporation Law as to actions which shall be approved by the Executive Members, and subject to the duties of Directors as prescribed by the Nonprofit Corporation Law, all corporate powers shall be exercised by, or under the direction of, and the business and affairs of the Corporation shall be managed by, the Board of Directors. The individual Directors shall act only as members of the Board of Directors, and the individual Directors shall have no power as such.

4.2 Number of Directors. The number of Directors of the Corporation shall not be less than three (3) nor more than fifteen (15) and the exact number of Directors initially authorized shall be twelve (12). The number of Directors may be changed subject to the minimum and maximum numbers specified in this Section 4.2 by an amendment to this Section 4.2, duly adopted by the Executive Members or the Board of Directors. The minimum and maximum numbers of Directors provided for in this Section 4.2 may be changed, or a fixed number established without provision for a variable number, by an amendment to this Section 4.2 duly adopted by the Executive Members. A reduction of the authorized number of Directors shall not remove any Director prior to the expiration of such Director's term of office.

#### 4.3 Election Term of Office, and Qualifications.

(a) The Directors shall be designated or elected annually at each annual meeting of Executive Members by written ballot, or in some other manner authorized by the Nonprofit Corporation Law.

(b) The terms of the Directors shall be one (1) year or until such Director's successor is elected and qualified, or the Executive Members declare such Director's position to be vacant, or the death, resignation or removal of the Director.

(c) Each Director must be an employee in a management position with a Executive Member; and provided, further, that each Executive Member or Control Group may have no more than one (1) employee or representative serving on the Board of Directors.

(d) The President of the Corporation shall be elected by the Board of Directors and shall be entitled to serve as a member of the Board of Directors ex officio with a right to vote, unless the President is an employee of a Executive Member which has another employee or representative serving on the Board of Directors.

4.4 Resignation. Any Director may resign at any time by giving written notice of such resignation to the Chairman of the Board, the President, the Secretary or the Board of Directors of the Corporation. Such resignation shall take effect at the time specified in the notice; provided, however, that if the resignation is not to be effective upon receipt of the notice by the Corporation, the Corporation must accept the effective date specified. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

4.5 Removal.

(a) The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or, in the case the Corporation is holding assets in charitable trust, been found by a final order or judgment to have breached any duty arising as a result of Section 7238 of the Nonprofit Corporation Law.

(b) Any or all Directors may be removed by the Executive Members, as set forth below, with or without cause. If the Corporation has fewer than fifty (50) Executive Members, such removal shall be approved by a majority of all Executive Members, and if the Corporation has fifty (50) or more Executive Members, such removal shall be approved by a majority of the Executive Members who are represented and voting at a duly held meeting or by written ballot without a meeting.

(c) No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of such Director's term of office.

4.6 Vacancies.

(a) A vacancy in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors is increased, or if the Executive Members declare vacant the position of any Director whose term has expired.

(b) Vacancies on the Board of Directors, other than a vacancy created by the removal of a Director, may be filled by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. The term of a Director so elected shall be the unexpired portion of the term of the Director, if any, the Director so elected is replacing.

(c) The Executive Members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors.

4.7 Organization Meeting. Immediately after each annual meeting of Executive Members, the Board of Directors shall hold a regular meeting for the purpose of organization, the election of officers and the transaction of other business. No notice of such meeting need be given.

4.8 Other Regular Meetings. In addition to the organization meeting, the Board of Directors shall have a minimum of two (2) regular meetings. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board of Directors; provided, however, that if the date so designated falls upon a legal holiday, then the meeting shall be held at the same time and place on the next succeeding day which is not a legal holiday. No notice of such regular meetings of the Board of Directors need be given.

4.9 Calling Meetings. Regular or special Meetings of the Board of Directors (other than regular meetings held pursuant to Sections 4.7 and/or 4.8 of these Bylaws) shall be held whenever called by the Chairman of the Board or the President or any two (2) Directors of the Corporation.

4.10 Place of Meetings. Meetings of the Board of Directors shall be held at any place within or without the State of California which may be designated in the notice of the meeting, or, if not stated in the notice or if there is no notice, designated by resolution of the Board of Directors. In the absence of such designation, meetings of the Board of Directors shall be held at the principal office of the Corporation.

4.11 Telephonic Meetings. Members of the Board of Directors may participate in a regular or special meeting through use of conference telephone or similar communications equipment, so long as all Members participating in such meeting can hear one another. Participation in a meeting pursuant to this Section 4.11 constitutes presence in person at such meeting.

4.12 Notice of Special Meetings. Written notice of the time and place of special meetings of the Board of Directors shall be delivered personally to each Director, or sent to each Director by first class mail, telephone or facsimile. In case such notice is sent by mail, it shall be given at least four (4) days prior to the time of the holding of the meeting. In case such notice is delivered personally, or by telephone or facsimile, it shall be so delivered at least forty-eight (48) hours prior to the time of the holding of the meeting. Such notice may be given by the Secretary of the Corporation or by the persons who called said meeting. Such notice need not specify the purpose of the meeting. Notice shall not be necessary if appropriate waivers, consents and/or approvals are filed in accordance with Section 4.13 of these Bylaws.

4.13 Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice, or a written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Directors, or of a committee of Directors, need be specified in any such waiver, consent or approval.



4.14 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

4.15 Quorum. A majority of authorized Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or the Nonprofit Corporation Law specifically requires a greater number. In the absence of a quorum at any meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting as provided in Section 4.16 of these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of enough Directors to leave less than a quorum, if any action taken is approved by at least a majority of the required quorum for such meeting.

4.16 Adjournment. Any meeting of the Board of Directors, whether or not a quorum is present, may be adjourned to another time and place by the vote of a majority of the Directors present. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

4.17 Inspection Rights. Every Director shall have the absolute right at any reasonable time to inspect, copy and make extracts of, in person or by agent or attorney, all books, records and documents of every kind and to inspect the physical properties of the Corporation.

4.18 Fees and Compensation. Directors shall not receive any stated salary for their services as Directors, but, by resolution of the Board of Directors, a fixed fee may be allowed for attendance at each meeting. Directors may be reimbursed in such amounts as may be determined from time to time by the Board of Directors for expenses paid while acting on behalf of the Corporation and/or expenses incurred in attending meetings of the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor.

## ARTICLE V

### EXECUTIVE COMMITTEE AND OTHER COMMITTEES

5.1 Executive Committee. The Board of Directors may, by resolution adopted by a majority of the Directors then in office (provided a quorum is present), create an executive committee, consisting of two or more Directors. The Board of Directors may designate one or more Directors as alternate members of such committee, who may replace any absent member of any meeting of the committee. The executive committee, subject to any limitations imposed by the Nonprofit Corporation Law, or imposed by the Articles of Incorporation, by these Bylaws, and/or the Board of Directors, shall have and may exercise all of the powers of the Board of Directors which are delegated to the executive committee from time to time by the Board of Directors; provided, however, that the executive committee shall have no authority with respect to:

- (a) The approval of any action which also requires approval of the Executive Members.
- (b) The filling of vacancies on the Board of Directors or on any committee thereof.
- (c) The fixing of compensation of the Directors for serving on the Board of Directors or on any committee thereof.
- (d) The adoption, amendment or repeal of Bylaws.
- (e) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable.
- (f) The appointment of committees of the Board of Directors or the members thereof.
- (g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- (h) The approval of any self-dealing transaction within the meaning of Section 5233 of the Nonprofit Corporation Law (except as otherwise permitted by subdivision (d) thereof).

5.2 Other Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the Directors then in office (provided a quorum is present), create such other committees of Directors, each consisting of two (2) or more Directors appointed by the Board, as it may from time to time deem advisable to perform such general or special duties as may from time to time be delegated to any such committee by the Board of Directors, subject to the limitations contained in the Nonprofit Corporation Law, or imposed by the Articles of Incorporation or by these Bylaws (including, but not limited to, Section 5.1(a) through (h) above). The Board of Directors may designate one or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee.

5.3 Other Committees. The Board of Directors or the President may appoint committees composed of non-Directors or of Directors and non-Directors, as the Board of Directors or the President deems advisable, to perform such general or special duties pertaining to the Corporation's management, activities or affairs, provided that the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, under the ultimate direction of the Board of Directors and provided further that committees appointed pursuant to this Section 5.3 shall not have the authority of the Board of Directors.

5.4 Meetings. Except as otherwise provided in these Bylaws or by resolution of the Board of Directors, each committee shall adopt its own rules governing the time and place of holding and the method of calling its meetings and the conduct of its proceedings and shall meet as provided by such rules, and it shall also meet at the call of any member of the committee. Unless otherwise provided by such rules or by resolution of the Board of Directors, committee meetings shall be governed by Sections 4.10, 4.11, 4.12 and 4.13 of these Bylaws.

5.5 Term of Office of Committee Members. Each committee member shall serve at the pleasure of the Board of Directors but not to exceed such committee member's term as a Director if such committee member is a Director.

## ARTICLE VI

### OFFICERS

6.1 Officers. The officers of the Corporation shall be a President, a Secretary, and a Treasurer, who shall be the Chief Financial Officer of the Corporation. The Corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, one or more additional Vice Presidents, one or more Assistant Secretaries, and such other officers as may be appointed in accordance with the provisions of Section 6.3 below. One person may hold two or more offices.

6.2 Election and Term. The officers of the Corporation shall be chosen by the Board of Directors and shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Officers need not be chosen from among the Directors.

6.3 Subordinate Officers, etc. The Board of Directors may appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

6.4 Resignation. Any officer may resign at any time by giving written notice to the Corporation, subject to the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

6.6 Chairman of the Board. The Chairman of the Board, if there shall be such an officer, shall, if present, preside at all meetings of the Board of Directors, and exercise and perform such other powers and duties as may be from time to time assigned to the Chairman of the Board by the Board of Directors or prescribed by these Bylaws.

6.7 President. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the General Manager and Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, provide general supervision, direction, and control of the business and officers of the Corporation. The President shall preside at all meetings of the Executive Members. The President shall be ex officio a Member of the Board of Directors and of all the standing committees, including the executive committee, unless the President is an employee of a Executive Member which has another employee or representative serving on the Board of Directors. The President shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or by these Bylaws.

6.8 Vice President. In the absence or disability of the President, the Vice Presidents in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice President designated by the Board of Directors, shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or these Bylaws.

6.9 Secretary.

(a) The Secretary shall keep, or cause to be kept, a book of minutes in written form of the proceedings of the Board of Directors, committees of the Board of Directors, and Members. Such minutes shall include all waivers of notice, consents to the holding of meetings, or approvals of the minutes of meetings executed pursuant to these Bylaws or the Nonprofit Corporation Law. The Secretary shall keep, or cause to be kept at the principal office a record of the Corporation's Members, giving the names and addresses of all Members.

(b) The Secretary shall give or cause to be given, notice of all meetings of the Members and of the Board of Directors required by these Bylaws or by law to be given, and shall cause the seal of the Corporation to be kept in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

6.10 Treasurer and Chief Financial Officer.

(a) The Treasurer and Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account in written form or any other form capable of being converted into written form.

(b) The Treasurer and Chief Financial Officer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board of Directors. The Treasurer shall disburse all funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all of the Treasurer's transactions as Treasurer and Chief Financial Officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

6.11 Assistant Secretary. The Assistant Secretary, if there shall be such an officer, shall have all the powers, and perform all the duties of, the Secretary in the absence or inability of the Secretary to act, and may otherwise assist the Secretary upon request.

6.12 Compensation. The compensation, if any, of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such compensation by reason of the fact that the officer is also a Director of the Corporation.

## ARTICLE VII

### BOOKS AND RECORDS

7.1 Books and Records. The Corporation shall keep adequate and correct books and records of account, minutes of the proceedings of the Executive Members, the Board of Directors and committees of the Board of Directors, and a record of the Members giving their names and addresses and the class of Membership held by each.

7.2 Form of Records. Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form. If any record subject to inspection pursuant to the Nonprofit Corporation Law is not maintained in written form, a request for inspection is not complied with unless and until the Corporation at its expense makes such record available in written form.

7.3 Record Date.

(a) The Board of Directors may fix, in advance, a time in the future as the record date for the determination of Members entitled to notice of any meeting, to vote, to cast written ballot, or to exercise any rights in respect of any other lawful action. Said record date shall not be more than sixty (60) days prior to the date of such vote, ballot or other exercise of rights, except that the record date for notice of a meeting shall not be more than ninety (90) nor less than ten (10) days prior to the meeting date.

(b) 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 unless the Board of Directors fixes a new record date for the adjourned meeting.

(c) If no record date is fixed by the Board of Directors, the record date shall be fixed in accordance with the Nonprofit Corporation Law.

7.4 Reports to Directors, Members, and Others. The Board of Directors shall cause such reports to be prepared and distributed as may be required by Sections 8321, 8322, and 8324 of the Nonprofit Corporation Law.

## ARTICLE VIII

### GRANTS, CONTRACTS, LOANS, ETC.

8.1 Grants. The making of grants and contributions, and otherwise rendering financial assistance for the purposes of the Corporation, may be authorized by the Board of Directors. The Board of Directors may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to make any such grants, contributions or assistance.

8.2 Execution of Contracts. The Board of Directors may authorize any officer, employee or agent, in the name and on behalf of the Corporation, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances, or otherwise limited. In the absence of any action by the Board of Directors to the contrary, the President shall be authorized to execute such instruments on behalf of the Corporation.

8.3 Loans. The President or any other officer, employee or agent authorized by the Bylaws or by the Board of Directors may effect loans and advances at any time for the Corporation from any bank, trust company or other institutions or from any firm, Corporation or individual and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Corporation, and when authorized by the Board of Directors so to do, may pledge and hypothecate or transfer assets of the Corporation as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances or otherwise limited.

8.4 Checks, Drafts, Etc. All checks, drafts and other orders for the payment of money out of the funds of the Corporation and all notes or other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

8.5 Deposits. The funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select or as may be selected by an officer, employee or agent of the Corporation to whom such power may from time to time be delegated by the Board of Directors.

## ARTICLE IX

### INDEMNIFICATION OF DIRECTORS AND OFFICERS

#### 9.1 Indemnification by the Corporation.

(a) For the purposes of this ARTICLE IX, "agent" means any person who is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification.

(b) The Corporation shall, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding.

(c) In the event entitlement to indemnification is required by law to be based upon a determination by the Board of Directors or the Executive Members that the agent has met the standards of conduct prescribed by law, the agent may select which body shall, or that both bodies shall, make such determination, and such body shall meet and shall reach a determination on the issue within a reasonable period of time after request for such body to meet is received by the Corporation from the agent.

9.2 Advancing Expenses. The Corporation shall advance to each agent the expenses incurred in defending any proceeding referred to in Section 9.1 of these Bylaws prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in Section 9.1 of these Bylaws.

9.3 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this section.

## ARTICLE X

### SEAL AND FISCAL YEAR

10.1 Seal. The Board of Directors may adopt a corporate seal which shall be in the form of a circle and shall bear the full name of the Corporation and the year and state of its incorporation.

10.2 Fiscal Year. The fiscal year of the Corporation shall be determined, and may be changed, by resolution of the Board of Directors.

## ARTICLE XI

### AMENDMENTS

11.1 Power of Executive Members.

(a) Bylaws may be adopted, amended or repealed by the affirmative vote of a majority of the Executive Members represented and voting at a duly held meeting at which a quorum is present (which affirmative vote also constitutes a majority of the required quorum) or a written ballot, except as otherwise provided by law or by the Articles of Incorporation.

(b) Bylaws may be altered, amended or repealed without a meeting of the Executive Members provided the Secretary mails a written ballot setting forth the proposed revision to each Member in the manner set forth in Section 3.8(b) of these Bylaws. Such ballot must provide at least thirty (30) days for the Executive Members to respond. The proposed revision shall be adopted if the number of ballots cast and the number of ballots for approval satisfy the criteria set forth in Section 3.8(a) of these Bylaws.



## 11.2 Power of Directors.

(a) Except as otherwise provided in the Nonprofit Corporation Law or the Articles of Incorporation, and subject to the right of the Executive Members as provided in Section 11.1 of these Bylaws, Bylaws other than a Bylaw or amendment thereof specifying or changing the authorized number of a fixed Board of Directors, or the minimum or maximum number of a variable Board of Directors, or changing from a fixed to a variable Board of Directors or vice versa, may be adopted, amended or repealed by the approval of the Board of Directors.

(b) Any modifications to the Bylaws enacted by the Board of Directors may be amended or set aside by the Executive Members, and the Board of Directors shall not have any power to reenact modifications to the Bylaws where such modifications have been amended or set aside by the Executive Members.

## ARTICLE XII

### CONFIDENTIALITY

12.1 Purpose. In order to further the Corporation's purpose, and to pursue the Corporation's goals and objectives, there is a need for the Corporation or Members to disclose, from time to time, certain confidential information to Members, or other Members, as the case may be. In order to facilitate the disclosure of such confidential information, it must be protected from unauthorized disclosure. Therefore, as a condition of Membership of the Corporation, each Member will be bound by the nondisclosure provisions of this Article XII.

12.2 Definition. "Confidential Information" means any information that is designated in writing as confidential or proprietary by the Corporation or the Member disclosing the Confidential Information (the "Disclosing Party"), or if given orally, is confirmed in writing by the Disclosing Party within seven (7) days of disclosure as having been disclosed as confidential or proprietary. Confidential Information does not include information that (i) is in the possession of the Member receiving the Confidential Information (the "Receiving Member") at the time of disclosure as shown by the Receiving Member prior to the time of disclosure and which was not acquired, directly or indirectly, from the Disclosing Party; (ii) prior to or after the time of disclosure becomes part of the public knowledge or literature, not as a result of any improper inaction or action of the Receiving Member or any affiliate, employee, consultant, agent or other representative of the Receiving Member; or (iii) is independently developed by the Receiving Member; or (iv) is approved for release or disclosure to any third party without restriction by the prior written authorization of the Disclosing Party..

12.3 Nondisclosure. Any Receiving Member will hold the Confidential Information of any Disclosing Party in confidence by using the same degree of care as it employs to safeguard its own information of like importance but no less than reasonable care, and will not disclose the Disclosing Party's Confidential Information to any third parties. The Receiving Member may disclose the Disclosing Party's Confidential Information to its responsible employees, consultants, agents, and contractors, but only after such employees, consultants, agents, and contractors are bound by written confidentiality agreements with provisions no less restrictive than those in this Article XII. Notwithstanding the foregoing, a Receiving Member may disclose Confidential Information if required by any judicial or governmental request, requirement or order, or by operation of law, provided, however, that the Receiving Member promptly informs the Disclosing Party of such request, requirement or order and takes steps necessary to obtain a protective order.

12.4 Injunctive Relief. Because the unauthorized disclosure of any Confidential Information could cause irreparable harm and significant injury to a Disclosing Party, the extent of which would be difficult to ascertain, Disclosing Parties will have the right to obtain an immediate injunction enjoining any unauthorized disclosure of Confidential Information by a Receiving Member.

12.5 Term. The obligations of a Receiving Member under this Article XII with respect to each disclosure of Confidential Information shall remain in effect in for a period of five (5) years or until the sooner of the following to occur: (i) the Corporation elects to include such Confidential Information as part of a published specification; (ii) such Confidential Information is available in the public domain; (iii) express written waiver by the Disclosing Party; (iv) such information Confidential Information no longer meets the definition of "Confidential Information" as set forth in Section 12.2 above. The resignation, suspension or termination of Membership shall not relieve any Receiving Member of its obligations under this Article XII, and such obligations will survive and will be binding upon such Receiving Members.

## EXHIBIT A

### COMPACTFLASH ASSOCIATION

#### ANTITRUST GUIDELINES

CFA activities are a coordinated effort among competitors in several industries and are, therefore, subject to United States antitrust laws. Although this coordination is perfectly legal under the antitrust laws, it is important that all CFA meetings and programs are conducted so as not to raise any question as to our compliance with these laws. Accordingly, in an abundance of caution, these guidelines may go somewhat beyond the prohibitions of the current law.

The penalties for violating antitrust laws can be quite severe, including large fines and even imprisonment of individuals found guilty of illegal conduct. Contrary to the popular belief that the federal government has relaxed antitrust enforcement, in recent years the Justice Department has recommended jail sentences for the majority of persons convicted of violating antitrust laws. Moreover, the U.S. Supreme Court has ruled that a industry consortium such as CFA may be held legally responsible for the unauthorized, as well as authorized, acts of its members. Accordingly, every effort must be made to avoid even the appearance of impropriety in all CFA activities.

#### LAWFUL ACTIVITIES

As a basic premise, the goals and objectives of CFA are clearly lawful. CFA's activities, if properly conducted, will not violate the antitrust laws as they are pro-competitive.

CFA relies heavily on the judgment of CFA's counsel and officers to see that topics which may give an appearance of a violation of the antitrust laws are not discussed at CFA meetings. The presence of CFA officers or counsel at a meeting, however, should not invite probing to determine how far a discussion can proceed before it becomes apparent that it is improper and is cut off. Each CFA member has the responsibility in the first instance to avoid raising improper subjects for discussion. These guidelines have been prepared to ensure that participants in CFA meetings are aware of this obligation.

#### UNLAWFUL ACTIVITIES

The most common violations of the antitrust laws are agreements among competitors to fix prices or allocate customers. CFA's purpose is to coordinate pro-competitive activities which are of benefit to the industries using the CompactFlash technology. CFA does not involve itself in individual member's activities or in the marketing of particular member's products. Accordingly, it is not the business of CFA to consider or discuss matters relating to product development, marketing, purchasing, or pricing decisions of individual companies.

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The guidelines presented below highlight only the most basic antitrust principles. Participants in CFA meetings should consult counsel whenever there is a question involving specific situations, interpretations, or advice.

#### DON'T

1. IN FACT OR APPEARANCE, discuss or exchange information regarding:
  - (a) Individual company current or projected prices, price changes, price differentials, markups, discounts, allowances, terms and conditions of sale, including credit terms, etc., or data that bear on prices, including profits, margins or cost.
  - (b) Industry pricing policies, price levels, price changes, differentials, or the like.
  - (c) Changes in industry production, capacity, or inventories.
  - (d) Individual company bids or intentions to bid for particular products, procedures for responding to bid invitations, or specific contractual arrangements.
  - (e) Plans of individual companies concerning the design, characteristics, production, distribution, marketing, or introduction dates of particular products, including proposed territories or customers.
  - (f) Matters relating to actual or potential individual suppliers or customers that might have the effect of excluding them from any market or of influencing the business conduct of firms toward such suppliers or customers.
  - (g) Individual company current or projected costs of procurement, development, or manufacture of any product.
  - (h) Individual company market shares for any product or for all products.
2. Discuss or exchange information regarding the above matters during social gatherings incidental to CFA-sanctioned meetings, even in jest.

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DO

1. Adhere to prepared agendas for all CFA meetings.
2. Insist that meeting minutes be prepared and distributed to all participants, and object whenever meeting minutes do not accurately reflect the matters which actually transpired.
3. Fully understand the purposes and authority of each CFA committee or other group in which you participate.
4. Consult with CFA's legal counsel or your company counsel on all antitrust questions related to CFA meetings.
5. Protest against any discussions or meetings which appear to violate the antitrust laws, immediately disassociate yourself from any such discussions or activities, leave any meeting in which they continue and report the activity to the CFA President so that similar conduct can be avoided in the future.

CFA's policy is to discuss thoroughly with legal counsel any proposed programs or policy decisions before they are implemented. If any participant has any question as to the legality of a proposed course of action, the matter should be immediately referred to the CFA President who will discuss it with legal counsel. In this manner, CFA can ensure continued pursuit of its legitimate objectives with maximum protection for its members.

Certificate of Secretary

I, Patrick Hanlon, hereby certify:

That I am the duly elected and acting Secretary of CompactFlash Association , a California mutual benefit nonprofit corporation; and

That the foregoing Bylaws comprising twenty-four (24) pages, constitute the Bylaws of said Corporation as duly revised and adopted by the CompactFlash Association membership on March 29, 2010.

IN WITNESS WHEREOF, I have hereunder subscribed my name as of this \_\_\_\_\_ day of \_\_\_\_\_, 2010.

Patrick Hanlon, Secretary