Operating Procedures

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VoiceXML Forum

[An unincorporated association
operating as a Program of the IEEE Industry Standards and
Technology Organization (IEEE-ISTO)]

OPERATING PROCEDURES

ARTICLE I
PURPOSES AND OBJECTIVE

Section 1. The purposes of VoiceXML Forum (hereinafter referred to as "VoiceXML Forum" or the "Forum") are to establish and promote the Voice eXtensible Markup Language (VoiceXML) as a standard method for providing voice access to Internet content and services; to foster, advance and promote the worldwide interests of the VoiceXML language (sometimes referred to as the "industry"); to develop an open VoiceXML specification and then submit it for standardization; to compile and issue basic information related to the language; to educate the industry about the need for a standard voice markup language, and to demonstrate and promote implementation; to develop a conformance program for VoiceXML; to attract industry support and participation in the VoiceXML Forum; to promote industry-wide adoption of the resulting standard to create innovative content and service applications; and to engage in any other lawful trade association purpose conducted on a nonprofit basis.

Section 2. The objective of VoiceXML Forum shall be to have a worldwide forum of equipment and infrastructure providers, speech technology providers, speech application developers and content providers, as well as communications service providers, with the primary goal of promoting the best and largest possible market for VoiceXML equipment, supplies, systems and related services.

ARTICLE II
PROGRAMS

Section 1. The Forum shall function with planned programs which shall include:

a. the development and promotion of standard nomenclature and industry standards including the VoiceXML Standard which is identified as the Version 1.0 Specification and all revisions, versions and extensions adopted by the Forum;

b. promoting the use of VoiceXML;

c. the collection and dissemination of reliable industry statistics;

d. the preparation and distribution of educational and scientific materials;

e. the establishment of liaison and cooperation with private and governmental groups establishing standards for the use of VoiceXML;

f. promoting a better understanding of the VoiceXML specification in industry and government;

g. working closely with user groups to communicate the benefits and applications, and to solve mutual problems in VoiceXML applications;

h. maintaining a membership representative of the industry and through internal committees as necessary to provide an orderly and efficient method of accomplishing the programs and achieving the stated objectives of the Forum; and

i. to conduct or participate in VoiceXML industry exhibits and seminars.

ARTICLE III
MEMBERSHIP

Section 1. **MEMBERSHIP**. Membership in the Forum shall be open to persons from all countries of the world who qualify under Section 2 of this Article III. Provisions for each level of membership will be defined in the Forum's Membership Application. For the purposes of these Operating Procedures, "person" means any individual, proprietorship, partnership, firm, association, corporation, division of a corporation or other business or legal entity organized under the laws of any jurisdiction.

Section 2. **QUALIFICATIONS.**

A. **Sponsor Membership** in the Forum shall comprise the founders of the Forum: AT&T, IBM, Lucent and Motorola, and such other persons, nominated and approved by the Board of Directors, who manufacture, distribute, develop or use equipment, software or services enabled by or compatible with the VoiceXML standard.

B. **Promoter Membership** in the Forum shall be open to any person who is a manufacturer, distributor, developer or user of VoiceXML Standard compatible equipment, software or services and who expresses a willingness to participate on the committees and working groups of the Forum.

C. **Supporter Membership** shall comprise all persons who support the VoiceXML Forum, specification and programs, and desires to have its name identified as such on the Forum's website and in such other publications of the Forum. Also eligible for membership are:

(a) (i) a not-for-profit association, society or research institute that, in the United States, has either an Internal Revenue Service exemption under Section 501(c)3 or 501(c)6 of the Internal Revenue Code or similar status in its country of domicile, or

(ii) an association, society or supplier of support services or material to Sponsor Members or research institute which does not qualify under Section 2 (B)(a)(i) of this Article III or any media organization, and

(b) does not qualify for membership pursuant to Section 2. A or B of this Article III.

Section 3. **APPLICATION.** Application for membership in the Forum shall be made to the Secretary in writing on the required form as established by the Forum.

Section 4. **MEMBERSHIP ELIGIBILITY.** It is a condition of continuing membership in the Forum that all dues and assessments of a Sponsor, Promoter, and Supporter Member shall be paid. The Board shall have the right to suspend or terminate membership of any Member if its membership dues assessments remain unpaid for more than 30 days after written notice by the Forum's Secretary. If requested by the Board of Directors at any time, a Member shall be required to submit to the Secretary such statements as may be determined necessary to support continuing membership eligibility.

Section 5. **RESIGNATION.** Resignations of Members shall be submitted in writing to the Secretary. Except as hereinafter stated, a resignation shall not be retroactively effective but shall be effective on the date received. All normal and regular dues of a resigning Member shall accrue and be payable to the Forum to December 31 of the year in which the resignation is stated to become effective or is submitted, as the case may be, unless the resignation is submitted or is to become effective prior to February 15. In that event the obligation for dues shall terminate as of the preceding December 31. In appropriate cases for good cause shown, the Board of Directors may waive dues where a resignation has been submitted to become effective subsequent to February 15. A Member shall not be liable for any special assessments imposed after the effective date of its resignation. Any Member resigning from the Forum shall have no further interest in the property of, or claim against, the Forum.

Section 6. **Technical Council.**

(a) The Board of Directors shall establish a Technical Council and its charter.

(b) (i) The Technical Council shall be responsible for coordinating and overseeing all technical activities of VoiceXML Forum, including its specification development programs. The Technical Council shall make recommendations regarding the Forum's technical programs and international standards programs or initiatives to the Board of Directors for its approval and shall be responsible for appointing all of the committee chairs under the Technical Council.

(ii) The membership of the Technical Council shall comprise a technical representative from each Sponsor Member. Each representative shall be responsible to pay his own meeting expenses. All meetings of the Technical Council and its committees shall be open to Sponsor and Promoter Members. The Technical Council shall create such Technical Committees or Working Groups as are needed for the completion of its work, and may include Sponsor

and/or Promoter members. The initial Chairperson of the Technical Council shall be appointed by the Board of Directors and thereafter the Board of Directors shall appoint a chairperson from those person(s) recommended by the Technical Council. The initial chairpersons of each Technical Committee shall be appointed by the Technical Council. The chairperson of each Technical Committee formed shall be responsible for appointment to, and composition of, any working groups or such committees, provided that the chairperson shall be responsible for attempting to achieve a balance of view points in such working group subcommittee.

ARTICLE IV
SUSPENSION OR EXPULSION FROM MEMBERSHIP

Section 1. **REASONS FOR SUSPENSION OR EXPULSION BY BOARD VOTE**. Any Member may be suspended or expelled from membership from the Forum by a two-thirds vote of the Board of Directors for any of the following reasons:

(a) Failure to conform with the provisions of the IEEE-ISTO Participant Program Agreement, these Operating Procedures, and/or the Forum's Intellectual Property Rights Contribution Policy.

(b) For any conduct unbecoming of a Member in, or representative of the Forum, or calculated to bring the Forum into disrepute.

(c) Failure to continue to meet membership or representative eligibility requirements.

(d) Failure to pay membership dues or assessments.

Section 2. **PROCEDURE FOR SUSPENSION OR EXPULSION BY BOARD VOTE**. Upon being advised that an event has happened which would constitute grounds for suspension or expulsion of any VoiceXML Forum Member or representative of VoiceXML Forum under Section 1 of this Article, the Board of Directors may suspend or expel such members upon a vote of two-thirds of the Board of Directors; provided, however, that such suspended or expelled Member may appeal such suspension or expulsion by notifying the Secretary within ten days of being advised in writing of such Board action. Upon receipt of such notice, the Board shall schedule a hearing at its next meeting to hear such appeal under such procedures, as it shall determine in advance thereof.

Section 3. **SUSPENDED AND EXPELLED MEMBERS**. Any Member suspended from the Forum under this Article shall have no claim against or vote in the Forum. Any member or representative expelled from the Forum under this Article shall have no further interest in the property of, or claim against, the Forum, and shall be entitled to reapply for membership only through reconsideration by the Board of Directors as set forth in Section 2 of this Article and upon payment in full of all obligations to the Forum outstanding at the time of expulsion; provided however, that any expelled or suspended Member which has licensed essential intellectual property in accordance with the VoiceXML Forum Intellectual Property Rights Contribution Policy for compliance under the VoiceXML Standard shall be obligated to continue all such licenses and grant new licenses to users or implementers of VoiceXML for compliance therewith.

ARTICLE V
MEETINGS AND QUORUMS

Section 1. **ANNUAL MEETING**. The Forum shall hold an annual meeting of its Members (the "Annual Meeting") during each calendar year, the time and place of which shall be determined, by the Board of Directors, for the introduction of elected Directors, and the appointed officers, and for the transaction of any other business placed on the agenda for the meeting by the Board of Directors. Notice of such meeting and the agenda therefore shall be sent by the Secretary to each Member at least 30 days in advance of the day specified for the meeting, including a statement of the day, time and place of the meeting and information as to the subject matter to be considered at the meeting. The Board of Directors may invite any other person to such meeting as it deems necessary and appropriate.

Section 2. **SPECIAL MEETINGS.** Special meetings of the members of the Board of Directors, Members or council may be called by the Executive Director or the Board of Directors at a place designated in the notice of such meeting, and shall be called by Executive Director upon the request of not less than 20% percent of the Members of the respective body. Notice of such meeting shall be sent at least 3 business days and not more than 45 days before said meeting. Special meetings of the Members and the Board of Directors may be held by telephone conference as set forth in Section 6 of this Article. Votes may be recorded via telephone conference, by letter ballot signed by the Member or, in the case of the Councils, the representative, in such appropriate cases, and sent by facsimile within three working days to the Forum. A quorum of the Members entitled to vote shall be required to constitute a valid vote, and a majority of such quorum shall be necessary to authorize any action under consideration.

Section 3. **QUORUM, VOTING AND PROXIES**. The presence in person, by the duly authorized representative, or by proxy of a majority of the Sponsor Members at any Annual or special meeting of the Forum or the Directors at any meeting of the Board of Directors shall be necessary to constitute a quorum for the transaction of business. A meeting at which a quorum is present shall be duly constituted for the transaction of business even though a lack of a quorum may subsequently arise. Each Sponsor Member shall have only one vote regardless of the number of representatives of such Member who may be present at the meeting, except as set forth in Article VI, Section 1. Each Member may attend by proxy, which shall be in writing or facsimile received by the Secretary prior to the noticed time for the meeting or submitted at the time of the meeting by the representative of a Member. Each proxy shall be valid only for the meeting for which it is submitted, provided that no proxy shall be valid for more than three working days.

Section 4. **PROCEDURES**. If, after any meeting of the Members of the Forum and/or the Board of Directors has been duly called, it is found by the Chairperson of meeting that an insufficient number will be present to constitute a quorum, the Secretary may, with the consent of the Executive Director, establish a new date and place for the meeting, and a new notice shall be sent by the Executive Director at least three business days in advance of the date of the meeting. The Members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. The Chairperson shall chair all meetings of the Board of Directors.

Section 5. **MINUTES**. At all meetings of the Members of the Forum and the Board of Directors, a record of the proceedings shall be preserved as the minutes of the meeting.

Section 6. **MEETINGS BY PHONE**. Members or Directors, as the case may be, may participate in special meeting of the Members or the Board of Directors as set forth in Section 2 or a committee thereof or any Council by conference telephone or similar communications equipment by means of which all parties participating in the meeting can hear each other. All such meetings shall commence by a roll call identifying each participating party and their affiliations, and each such person shall identify when they are leaving the conference call and any other person who becomes a party to the call.

Section 7. **GUESTS**. Attendance at meetings shall be limited to members and guests invited by the Forum.

ARTICLE VI
DIRECTORS

Section 1. **DIRECTORS**. The Board of Directors of the Forum shall be comprised of Sponsor Members, four founders, and the Executive Director, the Secretary, Liaison to the W3C, and the technical council chairperson. Additional Directors may be added at the sole discretion by unanimous consent of the Board. The Executive Director shall be a nonvoting *ex-officio* member of the Board of Directors, except that if the Executive Director is appointed from the membership of the Board then he shall have only the Board vote. The term of all founders on the Board of Directors shall continue permanently subject to a Member's voluntary withdrawal. The term of Directors, with the exception of founders, shall be two years and unlimited consecutive terms may be served.

Section 2. **MEETINGS.** The Board of Directors shall meet during the time set for the Annual Meeting and such other times as provided by the Directors, but not less frequently than twice annually. Each director shall be responsible to pay his or her own meeting expenses.

Section 3. **ACTION OF DIRECTORS**.

(a) The property, business and all affairs of the Forum shall be managed by its Board of Directors. Except as otherwise provided by law, the Directors may take any action or adopt any resolution by a majority vote of the Board at a meeting called in accordance with Article V, Section 2 at which a quorum is present. Such action or resolution shall be authorized, approved and adopted upon receiving the affirmative vote of at least a majority of the Directors of the Forum, provided that the number of votes submitted within the time specified in the ballot is at least a majority of the Directors in office at the time of the vote.

(b) The Board of Directors shall appoint the Executive Director and Secretary from the designees provided by the IEEE-ISTO and the other officers from the Sponsor Members at the annual meeting. Such election shall be by majority vote of those Board members present at the meeting. The Board shall be responsible for

establishing all rules and regulations, including quorum requirements for councils, committees and working groups.

Section 4. **EMERGENCY PROVISIONS**. Notwithstanding any other provisions of law or these Operating Procedures, during any emergency period caused by war or any other national catastrophe or local disaster of sufficient severity to prevent the conduct and management of the business and affairs of the Forum by its Board of Directors and officers as contemplated by the other provisions of these Operating Procedures, a majority of the available Directors (or the sole such Director) who have not been rendered incapable of acting because of incapacity or the difficulty of communication or transportation to the place of meeting shall constitute a quorum for the sole purpose of electing Directors to fill the resulting emergency vacancies; and a majority of the Directors present at such a meeting may act to fill such vacancies or to reduce the size of the full Board or both. Directors so elected shall serve until the absent Directors are able to attend meetings or until the Sponsor Members elect Directors to succeed them. During such an emergency period, if the Board is unable to meet, action necessary to the circumstances may be taken by such officers of the Forum as may be present and able. Questions as to the existence of a national catastrophe or local disaster and the number of surviving persons capable of acting shall be conclusively determined at the time by the Board or the officers so acting.

Section 5. **RESIGNATIONS**. Any Director may resign by submitting to the Chairperson, Executive Director or the Secretary his resignation, which shall become effective upon its receipt by such officer or at any later time specified therein. Unless specified therein, the acceptance of any resignation shall not be necessary to make it effective.

Section 6. **VACANCIES IN THE BOARD.** Vacancies in the Board, including vacancies where a nominee has not commenced the term of office or who is unable to serve because of death, disability, withdrawal of his name, resignation or other cause, shall be filled within sixty (60) days by the Sponsor Member whose representative is unable to serve. The Board may, by a two-thirds vote of the full Board, declare any directorship vacant upon the failure, for any reason, of its incumbent to attend two consecutive meetings of the Board or to perform the duties of the office.

Section 7. **COMMITTEES OF THE BOARD**. It will be the responsibility of the Board of Directors to establish and amend the rules and regulations of any standing committee including those relating to quorum.

(a) **STANDING COMMITTEES.**

(i) **FINANCE COMMITTEE**: The Finance Committee shall be responsible for 1) creating an annual budget; 2) recommending the adoption of a reserve fund policy; and 3) monitoring and recommending changes to the Reserve Fund Balance for presentation to and adoption by the Board of Directors. Once adopted, such budget or Reserve Fund Balance shall be presented to the Members at the Annual Meeting. The Finance Committee shall be responsible for monitoring the financial status of the Forum and for causing audits to be conducted of its finances from time to time. The Committee shall consist of one or more Directors, the Executive Director, the Treasurer and such other persons appointed by the Board, who shall be from the Sponsor Members.

(ii) **MARKETING COMMITTEE**: The Marketing Committee shall be responsible for coordinating and approving all marketing, promotion, advertising and like programs to be carried out under the auspices of VoiceXML Forum. The Marketing Committee shall consist of one or more Directors, and a minimum of five Members appointed by the Board, at least one such Member being selected from the Promoter Membership. The Executive Director shall be an ex officio member of the Marketing Committee. The Marketing Committee shall submit its proposed annual budget to the Finance Committee in sufficient time for the Finance Committee to consider it in preparing the Finance Committee Budget, but, in any event, not later than September 30 of each year.

(iii) **BOARD OF DIRECTORS NOMINATING COMMITTEE.** The Nominating Committee shall be comprised of three members. Members of the Nominating committee shall be appointed from the Sponsor Members and shall serve for one year. The Chair shall be a Member of the Board of Directors with one year remaining on such Director's term.

(aa) The Nominating Committee shall propose a slate of candidates to the Members comprising individuals from Sponsor and Promoter Members that are in good standing in the Forum. Candidates of Promoter Members shall have the agreement of their company to become a Sponsor Member if elected to the Board. Candidates should have the requisite leadership and management skill, reflect their company's commitment to promoting the goals and purposes of the Forum and have the backing of their company for the term of the Directorship.

(bb) The Nominating Committee may receive petitions for candidates for election to the Board of Directors by Promoter and Sponsor Members. To be added to the ballot, a petition candidate must have a petition signed by at least five (5%) percent of the Sponsor members. Incomplete petitions or candidates not qualified shall not be placed on the ballot. The number of Sponsor Members on which the petition count is based is the membership as of July 1st.

(cc) The Nominating Committee shall place the ballot before the membership for election by the Sponsor Members in good standing. The ballots shall be returned within 15 days. Balloting shall be done electronically and an independent person shall count and confirm the votes. The candidates with the greatest number of votes shall fill the available positions. If there are only enough candidates to exactly fill available positions, they shall be elected by acclamation without a formal vote. In the event of a tie vote, the BoD will resolve ties to fill the remaining open positions. The Board of Directors will announce the election results no later than one week after the election unless the positions are filled by acclamation, in which case it will announce the results immediately. A winning candidate from a Promoter Member that has not become a Sponsor Member by December 1st will not be permitted to fill the seat and the next Sponsor Member candidate having the greatest number of votes shall be designated to fill such Board seat.

(b) **ADDITIONAL STANDING OR TEMPORARY COMMITTEES**. Additional standing or temporary committees, consisting of one or more Directors, may be appointed by the Board of Directors from time to time by vote of a majority of the Directors present at any regular or special meeting. The Board may from time to time vest committees with such power and authority, subject to such conditions, as it may see fit. An Executive Committee may be elected by the Board to exercise all of the powers and authority of the Board during intervals between meetings of the Board.

(c) **REMOVAL; VACANCIES; ABSENCE OR DISQUALIFICATION**. The Board may remove Directors from committees and fill vacancies, designate one or more Directors as alternate members of any committee, which alternate members may replace any absent or disqualified member at any meeting. In the event of the absence or disqualification of any member of any committee, the member or members present at any meeting, whether or not he or they constitute a quorum, may unanimously appoint another Director to act at the meeting in place of any such absent or disqualified member.

(d) **ORGANIZATION; FINALITY OF ACTION**. All Committees shall determine their own procedures and times and places of meeting, unless otherwise directed by the Board of Directors and subject to the approval of the Board. Any action taken by any committee shall be subject to alteration or revocation by the Board; provided, however, that third parties shall not be prejudiced by such alteration or revocation.

ARTICLE VII
OFFICERS

Section 1. **OFFICERS AND TERMS**. The officers of the Forum shall be the Chairperson of the Board of Directors, the Vice Chairperson, Executive Director, Secretary, and a Treasurer, all of whom shall be appointed by the Board of Directors. The term of the Chairperson shall be one year beginning with the conclusion of the Annual Meeting. The term of the Executive Director and Treasurer shall be at the will of the Board of Directors.

Section 2. **CHAIRPERSON AND VICE CHAIRPERSON**. The Chairperson shall preside at all meetings of the Board of Directors and at member meetings. The Chairperson shall be elected by the Board of Directors from members of the Board in their last year by a majority of the Directors. The Executive Director may also serve as the Chairperson of the Board, if so elected.

The Vice Chairperson shall be elected by a majority of the Board of Directors and preside at meeting in the absence of the Chairperson. The Vice Chairperson may be elected from all of the remaining Directors.

Section 3. **EXECUTIVE DIRECTOR**. The Executive Director shall be appointed by and serve at the will of the Board of Directors. The Executive Director shall be appointed from the designee of the IEEE-ISTO. The Executive Director shall be a nonvoting member of the Board of Directors and the chief executive officer of the Forum. The Executive Director shall be responsible for its strategic affairs and shall have the authority to appoint such committees and their chairpersons as may be deemed necessary. In addition to other duties, the Executive Director shall be charged with carrying out the policies, programs, orders and resolutions adopted or approved by the

Board of Directors. The Executive Director shall be responsible for membership and relationships with Members. The Executive Director shall attend all meetings of the Members and the meetings of Board of Directors. The Executive Director shall perform such other duties as might normally be exercised by the president of a comparable organization, subject to the control of the Board of Directors. The Executive Director shall manage, supervise and exercise general powers concerning all the property, business and affairs of the Forum, and shall have all powers and perform all duties incident to the office of general manager and any further powers and duties as from time to time may be prescribed by the Board of Directors.

Section 4. **TREASURER.** The Treasurer shall be the chief financial officer of the Forum and shall be appointed from the Board of Directors members and shall report to the Board of Directors and Sponsor and Promoter Members at least annually. The Treasurer shall not serve in the capacity of Chairperson or Vice Chairperson of the Forum. The Treasurer shall collect the assessments from the Members as authorized and shall pay all expenses of the Forum, subject to the general approval and direction of the Members; and render to the Members a detailed statement showing the financial status of the Forum annually and at such other times as may be directed by the Board of Directors or Members. The Treasurer's accounts shall be audited from time to time as may be directed by the Members; provided that no Member, whether an officer or not, shall have access to figures which would indicate the business of any other Member of the Forum. If required by the Board of Directors or Members, the Treasurer shall give a good and sufficient bond in such sum as the Board or Members may require as security for the faithful discharge of his duties. Such bond shall be subject to the approval of the General Counsel of the IEEE-ISTO. At the expiration of the term of office, the Treasurer shall deliver over to a successor, all books and other property of the Forum in possession.

Section 5. **SECRETARY.** The Secretary shall be recommended by and be a member of the IEEE-ISTO and approved by the Board of Directors. The Secretary shall be responsible for the taking of minutes of all meetings and official correspondence. The Secretary shall perform all of the duties set forth in Exhibit A, Program Agreement Mission and Services.

Section 6. **LIAISON TO W3C.** The Board of Directors shall select an individual from a Sponsor or Promoter Member in good standing to act as liaison to the W3C. Such person shall have the technical and leadership qualifications and support of the Member for such position.

ARTICLE VIII
REPRESENTATIVES OF MEMBERS

Section 1. DELEGATES OF MEMBERS. Whenever membership is held in the name of a firm or corporation, one individual, certified in writing by a responsible official of the Member to represent the Member to the Forum, shall be designated the "Voting Delegate", and shall exercise the power of the Member, if any, and such individual's name shall be certified to the Secretary of the Forum together with an alternate.

Section 2. **CHANGE OF DELEGATE**. A Member of the Forum may change from time to time its delegate or alternate by notifying the Secretary of such change in accordance with the provisions of the preceding section. In the event the delegate changed is an officer or director of the Forum, such shall be deemed to be vacant and shall be filled in accordance with these Operating Procedures.

ARTICLE IX
DUES, INITIATION FEES AND ASSESSMENTS

Section 1. DUES, INITIATION FEES AND ASSESSMENTS. The expenses of the Forum shall be determined by the Board of Directors and shall be distributed among and paid by the Sponsor and Promoter Members; provided, however, that the Board of Directors shall adopt an annual budget of all such proposed expenses. The Board also shall determine from time to time the amount of dues and initiation fees for new Members. The **initial dues** of Sponsor Members shall be Twenty-five Thousand ($25,000) Dollars per year and for Promoter Members shall be Five Thousand ($5,000) Dollars per year. Supporter Members shall pay no dues or assessment, but may be charged a registration fee to cover costs of meetings to which they are invited. The BoD shall approve annually by unanimous vote the Annual Membership Fees for Sponsor, Promoter, and Supporter Membership levels, which shall be defined in the Forum's Membership Application.

Section 2. **ANNUAL BUDGET**. The Board of Directors shall approve an annual budget for the next year in accordance with the Reserve Fund Policy adopted from time to time by the Forum at or before the Annual Meeting for distribution to the Members.

Section 3. **DELINQUENCY**. It shall be the duty of the Treasurer to report to the Executive Director, on or before the Annual Meeting of the Forum or upon request, the name of any Member who may, at the time of the meeting, be sixty (60) days or more in arrears of its dues or assessments. No such Member so in arrears shall have its individual vote counted on any matter submitted in such meeting or be counted in ascertaining a quorum.

ARTICLE X
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. RIGHT TO INDEMNIFICATION. Except as prohibited by law, every director and officer of the Forum shall be entitled as of right to be indemnified by the Forum against expenses and any liabilities paid or incurred by such person in connection with any actual or threatened claim, action, suit or proceeding, civil, criminal, administrative, investigative or other, whether brought by or in the right of the Forum or otherwise, in which he or she may be involved in any manner, as a party, witness or otherwise, or is threatened to be made so involved, by reason of such person being or having been a director or officer of the Forum or by reason of the fact that such person is or was serving at the request of the Forum as a director, officer, employee, fiduciary or other representative of another Forum, partnership, joint venture, trust, employee benefit plan or other entity (such claim, action, suit or proceeding hereinafter being referred to as an "Action"); provided, that no such right of indemnification shall exist with respect to an Action initiated by an indemnitee (as hereinafter defined) against the Forum (an "Indemnitee Action") except as provided in the last sentence of this Section 1. Persons who are not directors or officers of the Forum may be similarly indemnified in respect of service to the Forum or to another such entity at the request of the Forum to the extent

the Board of Directors at any time denominates any of such persons as entitled to the benefits of this Article. As used in this Article X, "indemnitee" shall include each director and officer of the Forum and each other person denominated by the Board of Directors as entitled to the benefits of this Article X, "expenses" shall mean all expenses actually and reasonably incurred, including fees and expenses of counsel selected by an indemnitee, and "liabilities" shall mean amounts of judgments, excise taxes, fines, penalties, and amounts paid in settlement. An indemnitee shall be entitled to be indemnified pursuant to this Section 1. for expenses incurred in connection with any Indemnitee Action only if (i) the Indemnitee Action is instituted under Section 3. of this Article X and the indemnitee is successful in whole or in part in such Action, (ii) the indemnitee is successful in whole or in part in another Indemnitee Action for which expenses are claimed or (iii) the indemnification for expenses is included in a settlement of, or is awarded by a court in, such other Indemnitee Action.

Section 2. **RIGHT TO ADVANCEMENT OF EXPENSES**. Every indemnitee shall be entitled as of right to have his or her expenses in defending any Action, or in initiating and pursuing any Indemnitee Action for indemnity or advancement of expenses under Section 3 of this Article X, paid in advance by the Forum prior to final disposition of such Action or Indemnitee Action, provided that the Forum receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

Section 3. **RIGHT OF INDEMNITEE TO INITIATE ACTION**. If a written claim under Section 1. or Section 2. of this Article X is not paid in full by the Forum within 30 days after such claim has been received by the Forum, the indemnitee may at any time thereafter initiate an Indemnitee Action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such Indemnitee Action. The only defense to an Indemnitee Action to recover on a claim for indemnification under Section 1 of this Article X shall be that the indemnitee's conduct was such that under law, the Forum is prohibited from indemnifying the indemnitee for the amount claimed, but the burden of proving such defense shall be on the Forum. Neither the failure of the Forum (including its board of directors, independent legal counsel and its shareholders) to have made a determination prior to the commencement of such Indemnitee Action that indemnification of the indemnitee is proper in the circumstances, nor an actual determination by the Forum (including its board of directors, independent legal counsel or its shareholders) that the indemnitee's conduct was such that indemnification is prohibited by Delaware law shall be a defense to such Indemnitee Action or create a presumption that the indemnitee's conduct was such that indemnification is prohibited by Delaware law. The only defense to an Indemnitee Action to recover on a claim for advancement of expenses under Section 2 of this Article X shall be the indemnitee's failure to provide the undertaking required by Section 2. of this Article.

Section 4. **INSURANCE AND FUNDING**. The Forum may purchase and maintain insurance to protect itself and any person eligible to be indemnified hereunder against any liability or expense asserted or incurred by such person in connection with any Action, whether or not the Forum would have the power to indemnify such person against such liability or expense by law or under the provisions of this Article X. The Forum may create a trust fund, grant a security interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) to ensure the

payment of such sums as may become necessary to effect indemnification as provided herein.

Section 5. **NONEXCLUSIVITY; NATURE AND EXTENT OF RIGHTS**. The rights to indemnification and advancement of expenses provided for in this Article X shall (i) not be deemed exclusive of any other rights, whether now existing or hereafter created, to which any indemnitee may be entitled under any agreement or bylaw, charter provision, vote of shareholders or directors or otherwise, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the Forum at any time while this Article X is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Article) and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he or she was entitled or was denominated as entitled to indemnification under this Article X and shall inure to the benefit of the heirs and legal representatives of each indemnitee. Any amendment or repeal of this Article X or adoption of any ByLaw or provision of the Articles of Incorporation of the Forum which has the effect of limiting in any way the rights to indemnification or advancement of expenses provided for in this Article X shall operate prospectively only and shall not affect any action taken, or failure to act, by an indemnitee prior to the adoption of such amendment, repeal, ByLaw or other provision.

Section 6. **PARTIAL INDEMNITY**. If an indemnitee is entitled under any provision of this Article X to indemnification by the Forum for some or a portion of the expenses or liabilities paid or incurred by the indemnitee in the preparation, investigation, defense, appeal or settlement of any Action or Indemnitee Action, but not, however, for the total amount thereof, the Forum shall indemnify the indemnitee for the portion of such expenses or liabilities to which the indemnitee is entitled.

Section 7. **APPLICABILITY OF ARTICLE**. This Article X shall apply to every Action other than an Action filed prior to April 15, 2000 except that it shall not apply to the extent that Delaware law does not permit its application.

ARTICLE XI
DISSOLUTION

Section 1. DISTRIBUTION OF ASSETS UPON DISSOLUTION, SALE OR REORGANIZATION. Upon dissolution of the Forum, if there shall be any surplus of assets created from the revenues of the VoiceXML Members subsequent to April 15, 2000 remaining after the payment of all obligations of the Forum, the Treasurer or Executive Director shall distribute to each current Sponsor and Promoter Member such percentage of the surplus as such Member's contribution of dues during the 10-year period, or the length of existence of the Forum, which ever is shorter, bears to the total dues paid by all current Members during the same period. If upon dissolution, there is a deficit, then the deficit, shall be pro rata paid by the VoiceXML Sponsor and Promoter Members based upon the relationship with the number of Sponsor and Promoter Members in VoiceXML. Any assets contributed to VoiceXML by VoiceXML Sponsor Members on April 15, 2000 shall be distributed in any Dissolution, Sale, Reorganization or Merger in accordance with the vote of the majority of the VoiceXML Sponsor Members contributing such assets. A listing of all such assets shall be maintained by the Forum. Section 2. **Disposition of Contributed Assets**. Any proposed sale of assets contributed on April 15, 2000 shall be first approved by a majority of the Sponsor Members contributing such

assets and, if approved by the Board of Directors, shall be distributed in accordance with the plan proposed for the sale of such assets.

ARTICLE XII
GENERAL

Section 1. **OFFICE.** The official business office of the Forum shall be located Piscataway New Jersey, USA, unless otherwise specified the Board.

Section 2. **FISCAL YEAR**. The fiscal year of the Forum shall be the calendar year.

Section 3. **GENDER.** Whenever used in these Operating Procedures, the use of any gender shall be applicable to any other gender or to all genders as may be appropriate in the context.

ARTICLE XIII
AMENDMENTS

Section 1. AMENDMENTS. These Operating Procedures may be amended upon the recommendation of the Board of Directors by the affirmative vote of 60% of the Sponsor Members entitled to vote upon the Amendment at an Annual Meeting of the Forum, the nature of the proposed amendment having been stated in the call for the meeting, except that no amendment to Article VI, Section 1, Directors, shall be effective unless unanimously approved by the founders. The provisions for giving advance notice of the proposed amendment may be waived by the unanimous consent of the Sponsor Members present at the meeting at which the proposed amendment is offered.