

CENTRAL OFFICE RE-ARCHITECTED AS A DATACENTER

CORD BOARD OF DIRECTORS GOVERNANCE

1. Responsibilities. The responsibilities of the CORD Board of Directors (the “**Board**”) shall be as follows:
 - a. Set strategic direction for the Central Office Re-architected as a Datacenter project (“**CORD**” or the “**Project**”)
 - b. Recruit new Members
 - c. Resolve conflicts between teams
 - d. Be ambassadors for CORD
 - e. Manage CORD trademark
 - f. Annually appoint the lead of the Use Case Steering Team
 - g. Provide input to the Open Networking Laboratory (“**ON.Lab**”) Board of Directors prior to the appointment of any team leader which must be approved by the ON.Lab Board.
2. Membership
 - a. Number and Chairman. The maximum number of Board members (“**Directors**”) appointed by Members is 20, unless increased or decreased by the Board. Additionally, ON.Lab shall appoint a Chairman of the Board (“**Chairman**”).
 - b. Appointment and Term. Each Member may appoint one (1) Director, who must be approved by the Chairman. Each Director shall serve until his or her death, resignation or removal.
 - c. Resignation. Any Director may resign by delivering notice in writing or by electronic transmission to the Chairman.
 - d. Vacancies. Upon the death, resignation, or removal of a Director, the vacancy shall be filled by the Member that appointed the Director. The new Director must be approved by the Chairman. Upon the death, resignation, or removal of the Chairman, the vacancy shall be filled by the ON.Lab Board of Directors.
 - e. Removal. A Director may be removed only by the Member that appointed such Director.
3. Committees. The Board may designate one or more committees, comprised of Directors and with such powers and duties as the Board confers, to serve at the pleasure of the Board (“**Board Committees**” or “**Committees**”). Each Board Committee shall keep minutes and make such reports as the Board of Directors may from time to time request. The Board may also designate advisory committees, which may be comprised of Directors or non-Directors, to provide advice to the Board; provided that the Board may not delegate its authority to such committees.
4. Meetings
 - a. Regular Meetings. Regular meetings of the Board will be held no less often than quarterly. The Board shall, on an annual basis, establish the dates, times, and places (within or outside the State of California) of the regular quarterly meetings and the Secretary shall give prompt written notice of the schedule to each Director then in office.

- b. Special Meetings. Special meetings of the Board may be called by the Chairman or two thirds (2/3) of the Directors currently in office and may be held at any time and place, within or outside the State of California.
 - c. Notice of Special Meetings. Notice of any special meeting of Directors shall be duly given to each Director at least 72 hours in advance of the meeting. , A notice or waiver of notice of a meeting of the Board need not specify the purposes of the meeting. Unless otherwise indicated in the notice, any and all business may be transacted at a special meeting.
 - d. Participation in Meetings by Conference Call or Other Means. Directors or any members of any Board Committee may participate in a meeting of the Board or such Committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting; provided, however, that two meetings per year shall be designated as meetings which all Directors will be expected to attend in person. A Director may appoint an “*Alternate Director*” to attend a meeting on his or her behalf (with all the participation and voting rights of such Director), provided that the Director gives the Chairman at least 72 hours prior written notice.
 - e. Quorum. A majority of the total number of Directors in office shall constitute a quorum at any meeting of the Board. In the absence of a quorum at any such meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present.
 - f. Action at Meeting. At any meeting of the Board at which a quorum is present, the vote of a majority of the number of votes held by the Directors who are present (determined with reference to Paragraph 4(h) below) shall be sufficient to take any action, unless a different vote is specified by law or these Bylaws. In the event of a tie, the Chairman may make the decision.
 - g. Action by Unanimous Written Consent. Any action required or permitted to be taken at any meeting of the Board or of any Board Committee may be taken without a meeting if all members of the Board or Committee, as the case may be, consent to the action in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Board or Committee.
 - h. Voting. Each Director will have a number of votes which is determined by which organization appointed that Director. The Chairman will have 10 votes. Each Director appointed by a vendor (“*Vendor Director*”) has a number of votes equal to 40/(number of Vendor Directors). Each Director appointed by a service provider (“*Service Provider Director*”) has a number of votes equal to 50/(number of Service Provider Directors).
5. Transactions With Interested Parties. No contract or transaction (i) between the Project and one or more of its Directors or officers, or (ii) between the Project and any other corporation, partnership, association, or other organization in which one or more Directors or officers of the Project are directors or officers or have a financial interest, or (iii) in which one or more Directors or officers of the Project have a financial interest, shall be void or voidable solely for this reason, or solely because such Director or officer

(or other director or officer) of the Project is present at or participates in the meeting of the Board or Board Committee which authorizes the contract or transaction or solely because his, her or their votes are counted for such purpose, if:

- a. The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board or such Board Committee;
- b. The Board or such Board Committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; and
- c. The contract or transaction is fair as to the Project as of the time it is authorized, approved, or ratified by the Board or Board Committee.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or Board Committee that authorizes the contract or transaction.

6. Compensation. Directors shall not be entitled to compensation or reimbursement of expenses.