

Document #TV100

BYLAWS
OF
TV-ANYTIME FORUM, INC.
a Delaware Nonprofit Corporation

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ARTICLE I

Offices

1.1 Principal Office. The principal office for the transaction of the business of the Corporation is fixed and located at 2694 Bishop Drive, Suite 275, San Ramon, California, United States of America. The Plenary Assembly is hereby granted full power and authority to change the said principal office from one location to another.

1.2 Other Offices. Branch or subordinate offices may at any time be established by the Plenary Assembly at any place or places where the Corporation is qualified to do business.

ARTICLE II

Status

2.1 Purpose. The Corporation is a nonprofit corporation and is not organized for the private gain of any person. Subject to the restrictions described below, the purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law (“DGCL”). The specific purpose of the Corporation shall be to develop specifications to enable audio-visual and other services based on mass-market high volume digital storage.

2.2 Tax Status. The Corporation is organized for non-profit purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

ARTICLE III

Plenary Assembly

3.1 Membership. There shall be one class of voting members of the Corporation. The voting members of the Corporation shall be known collectively as the “Plenary Assembly”, and each member singularly may be referred to as a “Plenary Assembly Member” or a “Member”.

3.2 Nonvoting Membership. The Plenary Assembly, by appropriate resolutions, may, from time to time, establish one or more classes of nonvoting membership. None of such class or classes of nonvoting membership, nor the constituents thereof, shall be or have rights and privileges of voting members. The privileges, rights and duties of such other class or classes of

members shall be as provided by the Plenary Assembly, subject to the terms of the Bylaws, as amended from time to time.

3.3 Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Plenary Assembly. The Plenary Assembly shall have the power to select and remove all officers, agents, employees and contractors, and to fix reasonable compensation therefore, to authorize and empower officers or agents to enter into contracts and other commitments on behalf of the Corporation, and to appoint and delegate responsibilities and authority to Working Groups, officers and agents.

3.4 Organization Meetings. Meetings of the Plenary Assembly shall be held approximately six (6) times per year. The time and place (either within or outside the State of Delaware) of any meeting shall be designated by resolution of the Plenary Assembly or by the written notice of the Chair. Notice of the time and place of the meeting shall be sent via first class mail, telegram, facsimile, electronic mail or via personal delivery at least thirty (30) and no more than sixty (60) days prior to any meeting.

3.5 Quorum. At any meeting of the Plenary Assembly, one-fifth (1/5) of the total number of Members shall constitute a quorum for all purposes. Any action taken by a majority of a quorum of the Plenary Assembly is the act and deed of the Plenary Assembly. If a quorum shall fail to attend any meeting, a majority of those present may adjourn the meeting to another place, date, or time, without further notice or waiver thereof.

3.6 Proxies and Voting. At any meeting of the Plenary Assembly, every Member may vote in person or by proxy authorized by an instrument in writing filed in accordance with the procedure established for the meeting. Voting by proxy shall only be allowed in elections of officers and in votes on amendments to the Corporation's Certificate of Incorporation or Bylaws. Each Member shall have one vote. All voting, except where otherwise required by law, may be by a voice vote; provided, however, that upon demand therefore by 3 or more Members or by their proxies, a ballot vote shall be taken. Every such ballot shall contain such information as may be required under the procedure established for the meeting. Every vote taken by ballot shall be counted by an inspector or inspectors appointed by the chairman of the meeting. All elections shall be determined by a plurality of the votes cast, and except as otherwise required by law or these Bylaws, all other matters shall be determined by a majority of the votes cast.

ARTICLE IV

Membership Provisions

4.1 Membership Dues. The Plenary Assembly may determine from time to time an initial membership fee, and set such fees, dues and assessments for membership in the Corporation as the Plenary Assembly, in its discretion, may determine.

4.2 Requirements of Membership. All business entities which support the goals of the Corporation and agree to adhere to the Corporation's policies and procedures are eligible for membership.

4.3 Admission to Membership. Admission to membership shall occur upon the completion of the membership agreement, and payment of all required membership dues. Upon admission to membership pursuant to this Section 4.3 and the payment of such membership fee as is set from time to time by the Plenary Assembly, such person or entity shall be admitted to membership for such term as shall have been specified by the Plenary Assembly for such classification of membership.

4.4 Termination of Membership. The membership of any Member shall terminate upon the occurrence of any one or more of the following:

a. Resignation. Any Member may resign from the Corporation by filing a written statement of termination with the Secretary of the Corporation. Resignation shall not release the resigning Member from the payment of any membership fees, dues or assessments then due for the current year. No pro rata refund of any membership fee, dues or assessments shall be made for the balance of the year in which the resignation is effective, or otherwise.

b. Expiration. A membership issued for a period of time shall expire when such period of time has elapsed unless the membership is renewed.

c. Dues and Assessments. Membership shall terminate upon the failure of the Member to pay dues or assessments within the time periods established by the Plenary Assembly.

d. Expulsion or Suspension. Membership shall terminate upon the determination of a two-thirds (2/3) majority vote of the Plenary Assembly, after a hearing duly held in accordance with this Section 4.4(d), that the Member has failed in a material respect to observe the rules of conduct promulgated from time to time by the Plenary Assembly and applicable to Members, or otherwise has failed in some material respect to merit continued membership privileges in the Corporation. Following the determination by the Plenary Assembly that a Member should be expelled or suspended, the following procedures shall be implemented:

i. A notice shall be sent by mail by prepaid, first-class, certified or registered mail to the most recent address of the Member as shown on the Corporation's records, setting forth the expulsion or suspension and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion or suspension.

ii. The Member being expelled or suspended shall be given an opportunity to be heard at a hearing to be held no fewer than five (5) days before the effective date of the proposed suspension or expulsion. For purposes of this Section, the hearing may be conducted in person before the Plenary Assembly, or through written correspondence (electronic or otherwise) between the Member being suspended or expelled and the Plenary Assembly. The notice to the Member of its proposed expulsion or suspension shall state that such Member is entitled, upon request, to such hearing, shall state that a date, time and place of the hearing will be established upon receipt of request therefore, and shall state, that in the absence of such request, the effective date of the proposed suspension or expulsion.

iii. Following the hearing, the Plenary Assembly shall vote upon whether the Member in question should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Plenary Assembly shall be final.

iv. Any action challenging an expulsion or suspension of membership, including any claim alleging defective notice, must be commenced within one (1) year after the date of the expulsion or suspension.

4.5 Reinstatement. Members suspended or expelled pursuant to Section 4.4(d) may be reinstated upon a two-thirds (2/3) majority vote of the Plenary Assembly.

4.6 Nonliability. No Member shall be personally liable for the debts, liabilities, or obligations of the Corporation.

4.7 Nontransferability. No Member may transfer for value or otherwise a membership or any right arising therefrom, and all rights of membership shall cease upon the Member's dissolution.

ARTICLE V

Working Groups

5.1 Working Groups of the Plenary Assembly. The Plenary Assembly, by a majority vote of the Plenary Assembly, may from time to time designate Working Groups of the Plenary Assembly, with such lawfully delegable powers and duties as it thereby confers, to serve at the pleasure of the Plenary Assembly and shall, for those Working Groups and any others provided for herein, elect the Member or Members, designating, if it desires, other Members as alternate Members who may replace any absent or disqualified Member at any meeting of the Working Group. In the absence or disqualification of any Member of any Working Group and any alternate Member in his or her place, the Member or Members of the Working Group present at the meeting and not disqualified from voting, whether or not they constitute a quorum, may by unanimous vote appoint another Member of the Plenary Assembly to act at the meeting in the place of the absent or disqualified Member. The Plenary Assembly shall also appoint Convenors, who shall lead each Working Group.

5.2 Conduct of Business. The Plenary Assembly shall establish operating policies and procedures governing Working Groups.

ARTICLE VI

Officers

6.1 Generally. The officers of the Corporation shall consist of a Chair, two Vice Chairs, a Secretary, and a Treasurer. Officers shall be elected by the Plenary Assembly and shall serve a term of fourteen (14) months or such lesser term as shall be designated by the Plenary Assembly pursuant to the motion by which such officer is elected. If a vacancy occurs in any office, the Plenary Assembly shall elect a successor to fill that office for the unexpired term.

Each officer shall remain in office until his or her successor is elected and qualified or until his or her earlier resignation or removal. A person may hold more than one office.

6.2 Chair. The Chair shall preside at all meetings of the Plenary Assembly, and shall be the general manager and chief executive officer of the Corporation and shall, subject to the control of the Plenary Assembly, have general supervision, direction, and control of the business and officers of the Corporation. He or she shall be ex officio a member of all Working Groups, including the executive Working Group, if any, and shall have all general powers and duties of management, and shall have such other powers and duties as may be prescribed by the Plenary Assembly or by these Bylaws.

6.3 Vice Chair. In the absence or disability of the Chair, a Vice Chair shall perform the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chairs shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Plenary Assembly or these Bylaws.

6.4 Treasurer. The Treasurer 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. The Treasurer 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 Plenary Assembly. He or she shall disburse all funds of the Corporation as may be ordered by the Plenary Assembly, shall render to the Chair, whenever requested, an account of all of his or her transactions as Treasurer 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 Plenary Assembly or by these Bylaws.

6.5 Secretary. The Secretary shall keep, or cause to be kept, a book of records in written form of the proceedings of the Plenary Assembly. Such records shall include all waivers of notice, consents to the holding of meetings, or approvals of the resolutions of meetings executed pursuant to these Bylaws or the DGCL. The Secretary shall give or cause to be given, notice of all meetings of the Plenary Assembly required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Plenary Assembly or these Bylaws.

6.6 Delegation of Authority. The Plenary Assembly may from time to time delegate the powers or duties of any officer to any other officers or agents, notwithstanding any provision hereof.

6.7 Removal. Any officer of the Corporation may be removed at any time by a two-thirds (2/3) majority vote of the Plenary Assembly.

ARTICLE VII

Miscellaneous

7.1 Inspection of Corporate Records. The books of account and records of the proceedings of the Plenary Assembly, and of any Working Groups of the Plenary Assembly,

shall be open to inspection at any reasonable time upon the written demand of any Member. Such inspection may be made in person or by an agent or attorney, and shall include the right to make photocopies and electronic copies.

7.2 Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Corporation and any and all securities owned by or held by the Corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Plenary Assembly.

7.3 Execution of Contracts. The Plenary Assembly may authorize any officer, or officers, agent, or agents, to enter into any contract or execute any contract or execute any instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to specific instances. Unless so authorized by the Plenary Assembly, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or in any amount.

7.4 Compensation and Expense Reimbursement. Plenary Assembly Members, Members of Working Groups, and officers shall not receive any compensation for their services on behalf of the Corporation.

7.5 Insurance. The Corporation will maintain insurance, at its expense, to protect itself and any officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expenses, liability or loss under the DGCL.

7.6 Patents and Copyrights. All patents, copyrights or other intellectual property owned or created by any Member shall remain the property of that Member. Such ownership shall not be affected in any way by the Member's participation in the TV Anytime Forum, Inc. unless the Member specifically agrees otherwise.

ARTICLE VIII

Fiscal Matters

8.1 Accounting. The fiscal year end of the Corporation shall be determined by the Plenary Assembly.

8.2 Annual Budget. The Treasurer shall prepare and, at least forty-five (45) days prior to the commencement of each fiscal year, submit to the Plenary Assembly, a proposed annual budget of the Corporation for the next fiscal year. The proposed budget shall identify anticipated revenue sources and levels and shall, to the extent practical, identify anticipated material expense items by line item.

8.3 Fees and Charges. The Plenary Assembly may set fees and charges for the services and benefits provided by the Corporation, with the goal of fully recovering the reasonable costs of the operation of the Corporation and establishing reasonable reserves for

future expenses and contingencies reasonably related to the legitimate activities of the Corporation.

ARTICLE IX

Effective Date and Amendments

9.1 Effective Date. These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon the adoption of the amendment, unless the Plenary Assembly in adopting the amendment provides that it is to become effective at a later date.

9.2 Amendments. These Bylaws may be amended or repealed and new Bylaws adopted by the vote of a two-thirds (2/3) majority of the Plenary Assembly. The Certificate of Incorporation may be amended by the vote of a two-thirds (2/3) majority of the Plenary Assembly.

9.3 Dissolution. The Corporation may be dissolved upon the vote of a two-thirds (2/3) majority of the Plenary Assembly. Any proposal for dissolution requires a minimum of thirty (30) days notice prior to any vote on the subject.

CERTIFICATE OF INCORPORATOR

I, the undersigned, do hereby certify:

1. That I am the incorporator of TV-Anytime Forum, Inc.
2. That the foregoing Bylaws constitute the Bylaws of the said Corporation adopted
by me.

DATED: [_____], 2001

Jeffrey Burke, Incorporator

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I Offices.....	1
1.1 Principal Office.....	1
1.2 Other Offices.....	1
ARTICLE II Status	1
2.1 Purpose.....	1
2.2 Tax Status.....	1
ARTICLE III Plenary Assembly	1
3.1 Membership	1
3.2 Nonvoting Membership	1
3.3 Powers.....	2
3.4 Organization Meetings.....	2
3.5 Quorum.....	2
3.6 Proxies and Voting.....	2
ARTICLE IV Membership Provisions	2
4.1 Membership Dues	2
4.2 Requirements of Membership.....	2
4.3 Admission to Membership.....	3
4.4 Termination of Membership.....	3
a. Resignation.....	3
b. Expiration.....	3
c. Dues and Assessments.....	3
d. Expulsion or Suspension.....	3
4.5 Reinstatement.....	4
4.6 Nonliability.....	4
4.7 Nontransferability.....	4
ARTICLE V Working Groups.....	4
5.1 Working Groups of the Plenary Assembly	4
5.2 Conduct of Business	4
ARTICLE VI Officers	4
6.1 Generally.....	4
6.2 Chair.....	5
6.3 Vice Chair	5
6.4 Treasurer	5
6.5 Secretary	5
6.6 Delegation of Authority	5
6.7 Removal	5
ARTICLE VII Miscellaneous	5
7.1 Inspection of Corporate Records	5
7.2 Checks, Drafts, Etc.	6
7.3 Execution of Contracts.....	6

TABLE OF CONTENTS
(continued)

	<u>Page</u>
7.4 Compensation and Expense Reimbursement.....	6
7.5 Insurance	6
ARTICLE VIII Fiscal Matters	6
8.1 Accounting	6
8.2 Annual Budget	6
8.3 Fees and Charges	6
ARTICLE IX Effective Date and Amendments	7
9.1 Effective Date	7
9.2 Amendments	7
9.3 Dissolution	7