

JungleMUX Users Group Agreement

This is an agreement ("Agreement"), by and between GE Lentronics, having an office at 8525 Baxter Place, Suite 100, Burnaby, British Columbia, Canada, ("GE Lentronics"), and each purchaser/user (herein after referred to as "User") of the GE Lentronics JungleMUX SONET Multiplexer.

WHEREAS, GE Lentronics and Users desire to agree to the provisions applicable to forming a JungleMUX Users Group and establishing by agreement a set of Bylaws governing such a JungleMUX Users Group organization.

NOW, THEREFORE, in consideration of the premises and mutual covenants and agreements herein set forth, the parties hereby agree as follows:

JUNGLEMUX Users Group Bylaws

Article 1 – Scope

1.1 The purpose of the organization shall be:

- a) To establish a working Committee consisting of GE Lentronics and the Users
- b) To provide a forum for Users to network and share experiences, ideas, and information relating to the JungleMUX product.
- c) To relate common issues and problems to GE Lentronics for resolution.
- d) To request new features and enhancements from GE Lentronics.
- e) To provide a forum for GE Lentronics to present information relating to current and new technology, product features and applications.
- f) Generate and maintain a current set of JungleMUX Users Group Bylaws.

Article 2 – Name

2.1 The name of the Users group shall be the JungleMUX Users Group (hereinafter referred to as "JUG").

Article 3 – Location

3.1 The principal office of JUG shall be the GE Lentronics representative's office, as determined by the Executive Board. The GE Lentronics representative is the prime participant in JUG



Article 4 – Officers

- 4.1 **Officers:** The officers of “JUG” shall be President, Vice-President, and a Secretary. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the organization.
- 4.2 **President:** The President shall preside at all regular and executive board meetings, make committee appointments, delegate assignments to other Officers and Board members, and act as the primary interface between “JUG” and GE Lentronics.
- 4.3 **Vice President:** The Vice-President shall act in the place of the President either temporarily or permanently, shall coordinate and schedule the meeting agenda with the GE Multilin representative, and serve as Chairman of the Nominating Committee for the election of officers.
- 4.4 **Secretary:** The Secretary shall be responsible for ensuring that minutes are taken, records are kept, and notices are sent.
- 4.5 **Vacancies:** If a vacancy occurs among the Elected Officers for any reason, the position is filled for the remaining portion of the term by the Executive Board.
- 4.6 **Removal:** An Elected Officer may be removed for adequate reason by a majority vote of the meeting, but not participating in the vote.
- 4.7 **Term:** All positions of the Executive Board shall be for a one-year term. Executive Board members to be elected at each annual meeting.

Article 5 – Executive Boards

- 5.1 **Executive Board:** The Executive Board shall consist of the President, Vice-President, Secretary, the immediate past President, and one non-voting representative from GE Lentronics. A presence of a simple majority of the members of the Executive Board shall constitute a quorum. ***In the event of a tie vote, the vote of the past President will be dropped.***
- 5.2 **Authority:** The Executive Board shall have full power and authority over the affairs of “JUG” except as otherwise provided in these bylaws or ordered by “JUG”, and none of its acts shall conflict with the action taken by “JUG”.
- 5.3 **Board Meetings:** Regular meetings of the Executive Board shall be held in conjunction with all regular and special meetings of “JUG” and other times and places determined by the Executive Board. Special meetings of the Board may be held by electronic media.

Article 6 – Committees

- 6.1 **Committees:** Committees shall be appointed by the President, unless otherwise ordered by “JUG” or the Executive Board. A member of the Executive Board may be an ex-officio member of each committee.



Article 7 – Membership

- 7.1. Regular Membership:** Shall mean any company or organization, which has purchased, or has signed a contract to purchase, a GE Lentronics JungleMUX SONET Multiplexer system from GE Lentronics, shall be eligible for Regular membership. Member companies shall have all privileges of “JUG” except as defined elsewhere in these Bylaws. Each Regular member company may have as many individual representatives who are their employees as it shall deem appropriate, subject to any general limitation on the number of representatives per Regular member company, which may be set by the Executive Board.
- 7.2 Principal Representative:** Shall mean a designate, an individual representative from each member company who shall be the Principal Representative of the member, and who shall act for the member company in all matters relating to the organization, including voting, receiving notices, etc. The Principal Representative will be responsible for the dissemination of “JUG” information within the member company. Except for the right to act for the member company, as in the case of voting, all individual representatives of Regular member companies shall have the right to full participation in all proceedings, including the right to make motions, to speak on them in debate, to hold office, and to serve on all committees of “JUG”.
- 7.3 Limited Membership:** Shall mean any company or organization that is a non-purchasing participant or that has issued a Request-for-Proposal to purchase a JungleMUX SONET Multiplexer system may apply to the Executive Board for membership as a Limited Member. At least three Executive Board members, one of whom must be the GE Lentronics representative, must approve an application for Limited membership. Limited Members are not entitled to voting privileges and are bound by the terms of non-disclosure.
- 7.4. Application:** An application for “JUG” membership shall be submitted in writing to the principal office, on their company letterhead, and shall include the name, address, type of membership desired, and the name and title of the person who shall be designated the Principal Representative of the member company.
- 7.5 Resignation:** Any member company may resign from “JUG”, without need for acceptance of the resignation, by submitting a resignation in writing to the President. Resignation does not release a member company, Regular or Limited, from the obligation of both non-disclosure and Security as defined in these Bylaws.

Article 8 – Voting Privileges

- 8.1 Voting:** For the purpose of voting, each member company shall have one vote, and that vote shall be cast by the Principal **Representative** or the Principal **Representative's** proxy. A majority of votes cast by those present and voting shall carry any action, except where provided otherwise by law or by these Bylaws.



Article 9 – Meetings

- 9.1 Meetings:** There shall be one general membership meeting held each calendar year, and shall be designated as the Annual Meeting.
- 9.2 Notice:** Notice of the annual meeting shall be distributed to all members at least sixty days prior to the date of the meeting.

Article 10 – Dues

- 10.1 Dues:** At this time, there are no dues associated with membership. The Executive Board may establish a registration fee for a specific meeting to cover actual cost incurred by the Host Member.

Article 11 – Security

- 11.1 Security:** No member or representative shall provide information designated as “Proprietary” or “Confidential” to any non-member without written permission from GE Lentronics.
- 11.2 Non-disclosure:** Each member, Regular or Limited, must maintain a valid non-disclosure or other approved agreement on file with GE Lentronics.

Article 12 – Limitations

- 12.1. Limitations:** “JUG” shall have no power or authority over its members except with respect to membership requirements. “JUG” shall not be held responsible for the actions of any of its members or representatives.

Article 13 – Amendments to Bylaws

- 13.1 Amendments:** Proposed amendments to these Bylaws shall be submitted to the Executive Board for its consideration. The Executive Board shall prepare copies of the proposal, together with its recommendations and distribute them to every Principal Representative at least thirty days prior to consideration by letter ballot or by consideration at the next Annual Meeting. These Bylaws may be amended by a two-thirds vote of those voting.

Article 14 – General

- 14.1** GE Lentronics shall be encouraged to participate in the activities of “JUG”.
- 14.2 Misrepresentation:** Members shall not, in any dealings on behalf of themselves or their organizations, use “JUG” as a means of supporting the individual organization’s requests or agreements, outside of the resolution process.
- 14.3** Each member shall be responsible for their own travel and/or accommodation expenses.