

**BYLAWS  
OF  
PEERINGDB**

(hereinafter referred to as the "Corporation")

ARTICLE 1. OFFICES

The principal office of the Corporation shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate. The Corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the Corporation may require from time to time.

ARTICLE 2. MEMBERSHIP

2.1 Classes of Members.

The Corporation shall initially have one class of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

2.2 Qualifications for Membership.

A corporation, limited liability company, partnership or other legal business entity may be a Member of the Corporation. Membership is determined by having both an active PeeringDB.com account and an individual representative or role subscription to the PeeringDB Governance mailing list:

<http://lists.peeringdb.com/cgi-bin/mailman/listinfo/pdb-gov>

Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

2.3 Voting Rights.

2.3.1 Subject to section 2.3.2 of these Bylaws, each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue.

2.3.2 Members who are affiliated with each other are entitled to a total of one vote upon each issue. "Affiliate" means, with respect to a particular person, any entity that directly or indirectly controls, is controlled by, or is under common control with such person.

#### 2.4 Annual Meeting.

The annual meeting of the members shall be held in April of each year for the purpose of electing Directors and transacting such other business as may properly come before the meeting. The annual meeting shall be held at such time and place as the Board shall appoint.

#### 2.5 Special Meetings.

The President, the Board, or not less than 25% of the members entitled to vote at such meeting, may call special meetings of the members for any purpose.

#### 2.6 Place of Meetings.

All meetings of members shall be held at the principal office of the Corporation or at such other place within or without the State of Washington designated by the President, the Board, by the members entitled to call a meeting of members, or by a waiver of notice signed by all members entitled to vote at the meeting.

#### 2.7 Notice of Meetings.

The President, the Secretary or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally or by mail or by electronic mail, not less than ten nor more than fifty days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. At any time, upon the written request of not less than 25% of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than ten nor more than thirty-five days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the person or persons making the request may do so and may fix the date, time and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the member at his or her address as it appears on the records of the Corporation with postage thereon prepaid.

#### 2.8 Waiver of Notice.

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### 2.9 Quorum.

Ten percent (10%) of the members of the Corporation entitled to vote, represented in person (or by proxy), shall constitute a quorum at a meeting of the members. If less than a

quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

#### 2.10 Manner of Acting.

The vote of a majority of the votes entitled to be cast by the members represented in person (or by proxy) at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

#### 2.11 Proxies.

A member may vote by proxy executed in writing by the member or by his or her attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

#### 2.12 Action by Members Without a Meeting.

Any action which could be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by a majority of all members entitled to vote with respect to the subject matter thereof, provided that the Corporation has mailed written notice of such proposed action to all members at least ten days prior to the date of such consent. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the members. As used herein, "mailed written notice" shall include email communication, and "written consent" shall include electronic or digital signatures, to the extent allowed by law.

#### 2.13 Meetings by Conference Call or Web Conference.

Members of the Corporation may participate in a meeting of members by means of a conference telephone, web conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### ARTICLE 3. BOARD OF DIRECTORS

#### 3.1 General Powers.

The affairs of the Corporation shall be managed by a Board of Directors.

### 3.2 Number.

The Board shall consist of not less than 3 nor more than 7 Directors, the specific number to be set by resolution of the Board. The range of number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

### 3.3 Qualifications.

Directors may be any person who is elected by a majority vote of all members entitled to vote. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

### 3.4 Election of Directors.

#### 3.4.1 Initial Directors.

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of members.

#### 3.4.2 Successor Directors.

Successor Directors shall be elected for a term of two years each, every other year at the annual meeting of members, or by mail in such manner as the Board of Directors shall determine.

Director seats are numbered. Even numbered seats are open in even numbered years, and odd numbered seats in odd numbered years. Open seats may also be caused by vacancy. In an election, the highest vote count receivers assume the longest term seats. Ties are decided by random means by the Secretary in the presence of the meeting attendees.

### 3.5 Term of Office.

Unless a Director dies, resigns or is removed, he or she shall hold office until the annual meeting the year his or her term expires, or until his or her successor is elected, whichever is later.

### 3.6 Annual Meeting.

The annual meeting of the Board shall be held within thirty days following the annual meeting of members for the purposes of electing officers and transacting such business as may properly come before the meeting.

### 3.7 Regular Meetings.

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

### 3.8 Special Meetings.

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chairman of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

### 3.9 Meetings by Conference Call or Web Conference.

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone, web conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### 3.10 Place of Meetings.

All meetings shall be held at the principal office of the Corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

### 3.11 Notice of Special Meetings.

Notice of special Board or committee meetings shall be given to a Director in writing or by electronic mail or by personal communication with the Director not less than ten days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the Corporation. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid.

### 3.12 Waiver of Notice.

#### 3.12.1 In Writing.

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

### 3.12.2 By Attendance.

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### 3.13 Quorum.

A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

### 3.14 Manner of Acting.

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

### 3.15 Presumption of Assent

A Director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

### 3.16 Action by Board Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors may be accomplished without a meeting or a vote if one or more written consents setting forth the action to be taken shall be signed by all the directors and delivered to the Corporation for inclusion in the Corporation's records as if it were the minutes of a meeting of the Board of Directors. Action taken by the unanimous written consent is effective when the last director signs the consent, unless the consent specifies a later effective date.

### 3.17 Resignation.

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the Corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.18 Removal.

At a meeting of members called expressly for that purpose, one or more Directors (including the entire Board) may be removed from office, with or without cause, by two-thirds of the votes cast by members then entitled to vote on the election of Directors represented in person or by proxy at a meeting of members at which a quorum is present.

3.19 Vacancies.

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors. A Director so elected to fill a vacancy shall serve until the next annual meeting at which time the membership will vote on a Director to fill the unexpired term of his or her predecessor in office if any.

3.20 Compensation.

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the Corporation.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications.

The officers of the Corporation shall be a President, a Vice President, and a Secretary/Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary/Treasurer.

4.2 Election and Term of Office.

The officers of the Corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

4.3 Resignation.

Any officer may resign at any time by delivering written notice to the President, Vice President, the Secretary/Treasurer or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### 4.4 Removal.

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

#### 4.5 Vacancies.

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

#### 4.6 President.

The President shall be the chief executive officer of the Corporation, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the Corporation. The President shall preside over meetings of the members and the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

#### 4.7 Vice President.

In the event of the death of the President or his or her inability to act, the Vice President (or if there is more than one Vice President, the Vice President who was designated by the Board as the successor to the President, or if no Vice President is so designated, the Vice President whose name first appears in the Board resolution electing officers) shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board.

#### 4.8 Secretary.

The Secretary shall: (a) keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Corporation; (d) keep records of the post office address and class, if applicable, of each member and Director and of the name and post office address of each officer; (e) sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and (f) in general perform



all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

4.9 Treasurer.

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

ARTICLE 5. ADMINISTRATIVE PROVISIONS

5.1 Books and Records.

The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the Corporation shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.

5.2 Accounting Year.

The accounting year of the Corporation shall be the twelve months ending December 31.

5.3 Rules of Procedure.

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 6. FINANCIAL AND OPERATIONAL MATTERS

6.1 Powers of the Board of Directors

The Board shall have the authority to incur and pay financial obligations on behalf of the Corporation in furtherance of the Purposes stated in the Articles of Incorporation, without the vote of the members. The Board shall have the authority to adopt rules and regulations concerning the use of the Corporation's services and facilities by the members.

6.2 Dues

Dues, if any, must be approved by a majority vote of the members.

6.3 Termination of Membership

A member's membership in the Corporation and connections to the Corporations' facilities may be terminated by the Board if the member fails to cure minor infractions of the Corporation's rules and regulations (as defined therein) within 10 days written notice to the member, and upon a vote of a 2/3 majority of the number of Directors in office. A member's membership in the Corporation and connections to the Corporation's facilities may be terminated immediately upon a vote of a 2/3 majority of the number of Directors in office, for major infractions of the Corporation's rules and regulations (as defined therein). If a Director is affiliated with a member whose membership is under consideration by the Board, then the Director shall abstain from voting and the number of votes required to terminate such membership shall be reduced accordingly.

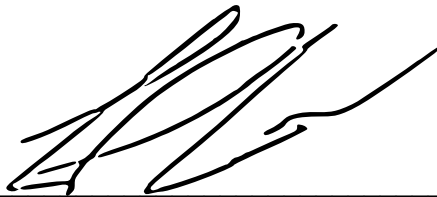
ARTICLE 7. AMENDMENTS

Except for the terms of Articles 6 and 7, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors in office. The terms of Articles 6 and 7 may be altered, amended or repealed and new terms thereof may be adopted by the vote of a 2/3 majority of the members.

ARTICLE 8. SECRETARY'S CERTIFICATION

The undersigned, being the Secretary of the Corporation, hereby certifies that these bylaws are the bylaws of the Corporation, adopted by resolution of the directors on December 8th, 2015.

DATED this 8th day of December, 2015.



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Chris Caputo, Secretary