

**AMENDED AND RESTATED OPERATING CHARTER
OF
THE COMMUNICATIONS SECTOR COORDINATING COUNCIL**

A Delaware Nonprofit Association

Adopted February 3, 2021. Amended December 7, 2022 and September 4, 2024

The members of the Communications Sector Coordinating Council, a nonprofit association formed and existing under the Delaware Uniform Unincorporated Nonprofit Association Act (the “Act”),

DO HEREBY ACKNOWLEDGE AND AGREE:

1. That the name of this nonprofit association is the Communications Sector Coordinating Council the (“CSCC”) and that this nonprofit association was originally formed on October 5, 2005.

2. That the CSCC was established to help coordinate initiatives to improve the physical security and cybersecurity of sector assets; to ease the flow of information within the communications sector, across critical infrastructure sectors, and with designated Federal agencies; and to address issues related to response and recovery following an incident or event.

3. That the CSCC is industry-organized, industry-run, and industry-governed.

4. That (a) the Department of Homeland Security established the Critical Infrastructure Partnership Advisory Council (“CIPAC”) to facilitate effective coordination between federal infrastructure protection programs with the infrastructure protection activities of the private sector and of state, local, territorial and tribal governments and (b) the CIPAC is a partnership between government and critical infrastructure owners and operators that provides a forum in which it can engage in a broad spectrum of activities to support and coordinate critical infrastructure protection, including planning, coordination, security program implementation, operational activities related to critical infrastructure protection security measures, and information sharing about threats, vulnerabilities, protective measures, recommended practices, and lessons learned, as stated in the National Infrastructure Protection Plan (NIPP) 2013: Partnering for Critical Infrastructure Security and Resilience, or any subsequently-dated issuances thereof, and the critical infrastructure sector construct outlined in the Presidential Policy Directive-21, Critical Infrastructure Security and Resilience (PPD-21).

5. That (a) in addition to the CSCC as the policy planning and execution component of the communications sector, there are two other industry-led groups are: the National Security Telecommunications Advisory Committee (“NSTAC”), an advisory committee to the President, which is the policy component; and the Information Sharing and Analysis Center for Communications (“Comm-ISAC”), which coordinates response to emergency communications situations and is the operational component of the communications sector and (b) these three separate industry-led groups are referred to as the “TriComm,” and span the policy, planning, and operational functions of the communications sector.

6. That the members of the CSCC meet annually with the members of the Communications Government Coordinating Council, the Information Technology Sector Coordinating Council, and the Information Technology Government Coordinating Council.

7. That, in accordance with Article IX of the CSCC’s Operating Charter dated January 17 2019 (the “**Prior Charter**”), the Prior Charter may be amended upon extraordinary majority

(2/3rds) vote of the voting members of the CSCC in a regular meeting, or in a properly noticed special meeting, constituted for such purpose.

7. That the members of the CSCC, in accordance with Article IX of the Prior Charter, duly adopted resolutions proposing to amend and restate the Prior Charter, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Prior Charter of this nonprofit association be amended and restated in its entirety to read as follows (the “**Charter**”):

ARTICLE I NAME AND FORMATION

The name of the non-profit association is the Communications Sector Coordinating Council (the “**CSCC**”), and, in accordance with the Delaware Uniform Unincorporated Nonprofit Association Act, as amended (the “**Act**”), the CSCC was formed on October 5, 2005.

ARTICLE II PURPOSE AND COMPOSITION

Section 1. Purpose. The broad purpose of the CSCC is to foster and facilitate the coordination of sector-wide policy and planning activities and initiatives designed to improve both physical and cyber security of the communications sector. The CSCC is the primary communications sector liaison for interactions with the U.S. government and coordinates policy planning and execution developments with other industry and critical infrastructure sectors. To that end, the CSCC mission is to perform the following functions:

(a) Examine Communications Sector Critical Infrastructure Protection as defined in relevant policy guidance, such as: the Homeland Security Act of 2002, Homeland Security Presidential Directive 7 (HSPD-7), Executive Order (EO) 13636 (Improving Critical Infrastructure Cybersecurity), PPD-21, and the NIPP and its successor issuances, including the Critical Infrastructure National Plan.

(b) Consider and publish policy and planning positions addressing the US communications infrastructure and interests relevant to the global communications environment.

(c) Represent the communications sector within cross-sector/interdependency matters, including by providing representation to such activities as the CIPAC, National Infrastructure Advisory Council (NIAC) Working Groups, the Partnership for Critical Infrastructure Security (PCIS), Cross-Sector Cyber Security Working Group (CSCSWG), and National Level Exercises (NLEs).

(d) Improve equitable information sharing among and/or between the communications sector, sector members, government entities, and other industry sectors.

(e) Review and comment on related plans and policies, in partnership with the sector-specific agency (SSA) of the communications sector.

(f) Coordinate between and among the communications sector's policy-focused (NSTAC) and operations-focused (Comm-ISAC) mechanisms, and their government counterparts, with regard to:

(1) Developing communications sector-specific recommendations for preparedness and incident response and recovery plans based on the experience of members of the sector.

(2) Participating in the development of sound practices and lessons learned associated with Critical Infrastructure Protection (CIP) activities or incidents.

(3) Identifying or participating in activities involving vulnerabilities, interdependencies, risk assessments, and risk management methodologies (including vulnerability remediation and policy enforcement) with respect to CIP.

(g) Such other functions as the CSCC Executive Committee may, from time to time, consider taking that are consistent with the foregoing purposes.

Section 2. Composition. The communications sector is composed of private sector organizations with business operations in the United States, including:

(a) Owners/operators of infrastructure used within the sector's core networks, including broadcasting, cable, satellite, wireless, and wireline.

(b) Trade and other associations representing communications sector members on Homeland Security, CIP (Critical Infrastructure and Key Resources (CIKR)), and other related policy matters.

(c) Standards-setting bodies, manufacturers, suppliers, and vendors of communications equipment, software, and services in support of the core communications infrastructure.

(d) The communications sector's core networks are the communications networks that consist of high-capacity network elements enabling local, regional, nationwide, and international connectivity (collectively, the "**Communications Sectors**");

(1) **Broadcasting:** Consists of free, over-the-air radio and television stations that offer analog and digital audio and video programming services and data services.

(2) **Cable:** Consists of networks that provide high-speed wired and wireless Internet access service, video programming service, and digital telephone service.

(3) **Satellite:** Consists of space-based infrastructure and ground equipment capable of delivering voice, video, or data signals as part of a telecommunications network.

(4) **Wireless:** Consists of cellular phones, paging, personal communication services, high- frequency radio, unlicensed wireless, and other commercial and private radio services.

(5) **Wireline:** Consists primarily of fiber optic and copper-based networks that carry the nation's public phone traffic, wide and local area data traffic, as well as the nation's Internet traffic.

ARTICLE III MEMBERSHIP

Section 1. General. The CSCC will endeavor to reflect the unique composition of the communications sector and will endeavor to be broadly representative of network owners, operators, as well as associations, and other entities— both large and small—within the communications sector.

Section 2. Admission of Members. The Executive Committee will recommend applicants that meet the eligibility requirements set forth in Article III, Section 3 for membership to the CSCC (the “**Members**”) in accordance with the following:

(a) Upon the receipt of an application to the membership of the CSCC, the Executive Committee may, but shall not be obligated to, recommend membership for such applicant. In the event that, after ten (10) business days, no Member has objected in writing to the recommendation, the applicant shall be automatically admitted to membership. In the event that one or more Members object in writing, the request for admission shall be presented at the next scheduled regular meeting of the Members. If none is scheduled within ten (10) business days, the Executive Committee shall endeavor to convene a special meeting of the Members for the purpose of considering the request.

(b) The Executive Committee shall inform the applicant whether it has been admitted or denied admission to the membership of the CSCC.

Section 3. Member Eligibility. The CSCC will consider membership applications from:

(a) Any U.S. incorporated private sector organization, in any of the categories enumerated in Article II, Section 2.

(b) Communications sector trade associations, the membership of which is comprised significantly of entities or professionals and practitioners engaged in any activity described in Article II, Section 2(b), and in particular, owners/operators of communications critical infrastructure in the U.S. An association's representation of smaller or underserved sector interests

is important. Participation by an association's members in working group activities is to be encouraged.

(c) Federally-registered lobbyists if they are specifically appointed to represent the interests of a nongovernmental entity, a recognizable group of persons or nongovernmental entities (an industry sector, labor unions, environmental groups, etc.), or state or local interests.

(d) Foreign-owned companies with a substantial presence in the United States.

Persons or entities listed on, or owned or controlled by any person or entity listed on, any U.S. government list of prohibited parties are not eligible for membership (*e.g.*, FCC Covered List; BIS Entity List). Furthermore, the CSCC Executive Committee reserves the right to reject any application for membership based upon objections or concerns raised by U.S. government entities, including, but not limited to the Department of Homeland Security, the Department of Commerce, the intelligence community, or the Department of Defense.

The Executive Committee and its Members will also conduct outreach activities to include new members and facilitate broad communications sector segment representation. For the avoidance of doubt, the term "Member" means the company or organization that has been accepted for membership within the CSCC. Each Member shall designate a principal representative and an alternate representative which such Member may update from time to time upon written notice to the CSCC.

Section 4. Application for Membership. Prospective members may join the CSCC by applying for membership and being evaluated based in part on the criteria provided in Sections 2 and 3 of this Article III.

Section 5. Removal of Members.

(a) **General.** The Members may suspend or terminate the membership of any Member who becomes ineligible for membership or whose actions, in the Executive Committee's sole discretion, are inconsistent with the CSCC's purpose or philosophy as stated in the policies of the CSCC.

(b) **Expulsion of Member for Repeated Absences.** Any Member who is absent ("absent" means not present in person or via a telephone bridge) from two successive meetings of the Members at which votes of the Members are taken shall be notified by an officer of the CSCC of the fact, by electronic mail delivered to the Member address on file with the Executive Committee. Upon a third successive absence of the primary and alternate representative from a meeting of the Members at which a vote is taken, the Executive Committee may vote on a motion to recommend to the Members that the Member should be rendered to non-voting status and subject to expulsion.

(c) **Petition for Reinstatement after Expulsion.** Any Member expelled from membership (a "**Removed Member**") may petition the Executive Committee for reinstatement as a Member or of such Member's voting rights by addressing a letter to the Executive Committee no later than 30 days following the action of the Members removing the Removed Member or

revoking such Removed Member's voting rights that requests a hearing before a meeting of the Executive Committee. Upon completion of the hearing, at which the Removed Member will be heard, the Executive Committee may, in its discretion, recommend to the Members a reinstatement of such Removed Member as a Member of the CSCC or of such Removed Member's voting rights.

(d) **Resignation of a Member.** Any Member may resign from the CSCC by filing a written resignation with the Executive Committee.

(e) **Transfer of Membership.** Membership in the CSCC is not transferable or assignable by a Member.

ARTICLE IV EXECUTIVE COMMITTEE

Section 1. General Powers. Except as otherwise set forth in this Charter, the business, property, and affairs of the CSCC shall be managed by, or under the direction of, the executive committee of the CSCC (the "**Executive Committee**"). The Executive Committee may delegate the management of the day-to-day operations of the CSCC to the officers or other persons provided that the business and affairs of the CSCC shall be managed by and all powers of the CSCC shall be exercised under the ultimate direction of the Executive Committee.

Section 2. Composition. The Executive Committee shall consist of the following sixteen 16 representatives, or such smaller or larger numbers as may be fixed from time to time by the affirmative vote or written consent of the Members (the "**Executive Committee Categories**"):

(a) Six (6) Members that are network owners or operators from the Communications Sectors.

(b) Six (6) Members that are associations representative of one of the five Communications Sectors, consistent with Article III, Section 3(b).

(c) Four (4) "at large" Members that are representative of one of the categories of Members set forth in Article III, Section 3.

For the avoidance of doubt, members of the Executive Committee will be the companies or organizations that are Members of the CSCC. Each member of the Executive Committee shall designate a principal representative and an alternate representative which member of the Executive Committee may update from time to time upon written notice to the CSCC. No Member may occupy more than one Executive Committee position at the same time.

Section 3. Term. Members of the Executive Committee will hold office, unless removed or their earlier resignation, until the first quarterly meeting of the Members in the following year.

Section 4. Election of Executive Committee Members.

(a) Members of the Executive Committee will be elected by the affirmative vote or written consent of the Members based on the election process outlined in this Article IV, Section 4.

(b) In accordance with Article VII, the Administrative Working Group will serve as the nominations committee to fill vacancies of the Executive Committee. All Executive Committee positions will be open for nomination and election each annual election cycle.

(c) The nominations committee will begin recruiting interested candidates immediately following the last quarterly meeting of the Members each calendar year. The nominations committee will announce a slate of candidates no later than one week prior to the first quarterly meeting of the Members, which slate of candidates will include candidates sufficient to fill each Executive Committee Category. Elections of vacant positions on the Executive Committee will occur at the first quarterly meeting of the Members each calendar year.

(d) For elections to replace a member of the Executive Committee that cannot complete its one-year term either as a result of its resignation or removal, the nominations committee will endeavor to begin recruiting interested candidates that are in the same Executive Committee Category as the Executive Member to be replaced within one week of the vacancy notification. No later than 30 days of the vacancy notification, the CSCC will endeavor to obtain the written consent of the Members or to hold a special meeting of the Members to replace the vacant office. Notwithstanding anything to the contrary in this Charter, Executive Committee members elected as replacements will only serve the balance of the term and must seek re-election if they wish to serve on the Executive Committee in future terms of the Executive Committee.

Section 5. Executive Committee Meetings.

(a) **Regular Meetings.** The Executive Committee shall meet, in person or by phone, every other week or as needed, but not less frequently than monthly. Notwithstanding the foregoing, the Executive Committee shall meet either by phone or in person not more than five (5) business days prior to each meeting of the Members at which a vote may be taken.

(b) **Special Meeting.** Special meetings of the Executive Committee shall be held whenever called by the Chair or by a majority of the members of the Executive Committee then in office.

(c) **Notice of Meetings or Waiver of Notice.** A notice of the place, date, time and purpose or purposes of each meeting of the Executive Committee shall be given to each Executive Committee member by mail or electronic transmission at least 2 days before the meeting. Notwithstanding the foregoing, notice need not be given of regular meetings of the Executive Committee held at times and places fixed by resolution of the Executive Committee. Executive Committee members may waive notice of any meeting in writing, and the attendance of any Executive Committee member at a meeting shall constitute a waiver of notice of such meeting except when an Executive Committee member attends a meeting for the express purpose of

objecting, at the beginning of such meeting, to the transaction of any business because the meeting is not lawfully called or convened.

(d) Quorum and Voting. A majority of the members of the Executive Committee shall constitute a quorum. All of the Executive Committee members present, whether or not a quorum is present, may adjourn a meeting from time to time to another time and place without notice. The affirmative vote of a majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee.

(e) Meeting Organization. At all meetings of the Executive Committee, the Chair or Vice Chair, if any, or in their absence or inability to act, any other officer who is a member of the Executive Committee, shall preside. The Secretary of the CSCC shall act as secretary at all meetings of the Executive Committee when present, and, in the Secretary's absence, the presiding person may appoint any person to act as secretary of the meeting.

(f) Action by Written Consent. Notwithstanding anything to the contrary in this Charter, any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if all the members of the Executive Committee consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmissions are filed with the minutes of proceedings of the Executive Committee.

(g) Telephonic or Electronic Meetings. The members of the Executive Committee, or any committee thereof, may participate in any meeting through conference calls or other forms of communication that permit participants to hear and be heard by all other participants, and participation in such meeting shall constitute the presence in person by such member at such meeting.

(h) Resignation; Removal. Any member of the Executive Committee may resign at any time upon written notice to the CSCC and such resignation shall take effect upon receipt thereof by the CSCC, unless otherwise specified in the resignation. The Members may remove any member of the Executive Committee at any time, with or without cause, upon the written consent or the affirmative vote of at least two-thirds of the Members eligible to vote.

(i) No Compensation of Members of the Executive Committee. Members of the Executive Committee shall not be compensated for their services on the Executive Committee including payment for or reimbursement of expenses incurred in connection with such services such as costs to attend Executive Committee or committee meetings.

Section 6. Executive Committee Observers. Comm-ISAC, NSTAC, and the Past-Chair may designate representatives to attend meetings and to receive related materials of the Executive Committee; provided, however, that no such observer shall in any circumstance have any right to participate in any vote, consent or other action of the Executive Committee; provided, further, that any observer may be excluded from any meeting or portion thereof if the Executive Committee determines that (i) it is necessary to (A) preserve attorney-client, work product or similar privilege, (B) comply with the terms and conditions of confidentiality agreements with third parties, or (C) comply with applicable law, or (ii) there exists, with respect to the subject of

a meeting or Executive Committee's materials, an actual or potential conflict of interest between the CSCC and such observer.

ARTICLE V OFFICERS

Section 1. Officers. The officers of the CSCC shall be a Chair, Vice Chair, Secretary, and Treasurer. No two or more offices may be held by the same person. All officers must be selected from the designated representatives of the members of the Executive Committee.

Section 2. Election of Officers. Officers shall be elected by the affirmative vote or written consent of the Members and shall serve one year and thereafter until such time as their respective successors are elected and qualified or until their earlier resignation or removal. Any vacancy in any office arising from any cause may be filled for the unexpired portion of the term of such office by the affirmative vote or written consent of the Members.

Section 3. Term. The Members shall elect individuals that are then-serving as representatives of Members on the Executive Committee to hold the offices of Chair, Vice Chair, Secretary, and Treasurer. Officers shall hold office, unless removed or their earlier resignation, until the first quarterly meeting of the Members in the following year or until their successors are elected.

Section 4. Resignation; Removal of Officers. Any officer may resign at any time upon written notice to the CSCC and such resignation shall take effect upon receipt thereof by the CSCC, unless otherwise specified in the resignation. The Members may remove any Officer at any time, with or without cause, upon the written consent or the affirmative vote of at least two-thirds of the Members eligible to vote.

Section 5. Duties of Officers. The Chair and the other officers shall have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be delegated to them from time to time by the Executive Committee and the Members.

(a) **Chair.** The Chair, if present, shall preside over all meetings of the Members and of the Executive Committee. It is recommended that the previous Chair actively mentor the new Chairperson to ensure a smooth transition of CSCC activities.

(b) **Vice Chair.** The Vice Chair shall act in the absence of the Chair.

(c) **Secretary.** The Secretary shall have the responsibility of preparing and maintaining (or having prepared and maintained) custody of minutes of the Executive Committee Members' and Members' meetings and authenticating records of the CSCC. In addition, the Secretary is the Chair of the Administration Working Group, whose responsibilities are described in Article VII. The Secretary will provide a quarterly report to the Executive Committee indicating the Members' attendance at quarterly meetings.

(d) **Treasurer.** The Treasurer shall have the responsibility, with the assistance of other officers as necessary or appropriate, of establishing and managing a bank account

dedicated to supporting and funding the CSCC's activities, consistent with any by-laws or other guidance provided by the officers. All decisions about expenditures that will draw funds from the CSCC bank account will be made jointly by the officers.

(e) **Past Chair.** The past Chair will help ensure a continuity of governance and mentor the new Chair in their new role as CSCC Chair.

Section 6. Other Officers. Other officers may be elected by resolution of the Members and shall have such powers and duties as may be prescribed in such resolution.

ARTICLE VI MEETINGS OF THE MEMBERS

Section 1. Meetings of the Members.

(a) **Regular Meetings.** Regular meetings of Members will be held in each calendar quarter. At the first quarterly meeting of the Members in each year, the Members will elect Executive Committee members, elect officers, and transact any other business as may properly come before such meeting. Regular meetings of the Members will be held at such times and places as the Executive Committee shall determine.

(b) **Special Meetings.** Special meetings of the Members for the transaction of such business as may properly come before the meeting may be called by order of the Executive Committee or by a majority of the Members and shall be held at such time and place as may be specified.

(c) **Notice of Meetings or Waiver of Notice.** Written notice of regular meetings of the Members, stating the place, date and hour of the meeting, the means of remote communications, if any, by which Members and proxy holders may be deemed to be present in person and vote at such meeting shall be delivered at least 5 days before such meeting to the address of such Member maintained on file in the CSCC's records. Written notice of special meetings of the Members, stating the place, date and hour of the meeting, the means of remote communications, if any, by which Members may be deemed to be present in person and vote at such meeting shall be delivered at least 24 hours before such meeting to the address of such Member maintained on file in the CSCC's records. Notice of any special meeting shall state in general terms the purpose or purposes for which the meeting is to be held. Notice need not be given to any Member who submits a written waiver of notice signed by him or her whether before or after the time stated therein. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Members need be specified in any written waiver of notice.

(d) **Quorum.** A quorum for the transaction of business at any meeting of Members shall consist of not less than a third of the Members entitled to vote at the meeting, present in person or by proxy. If there be no such quorum, the Members entitled to vote at the meeting, present in person or by proxy, may adjourn the meeting from time to time, without further

notice, until a quorum shall have been obtained. When a quorum is once present it is not broken by the subsequent withdrawal from the meeting of any Member.

(e) **Meeting Organization.** Meetings of Members shall be presided over by the Chair, if any, or if none or in the Chair's absence, by a presiding person to be chosen by the Members entitled to vote who are present in person or by proxy at the meeting. The Secretary of the CSCC, or in the Secretary's absence any other officer of the CSCC, shall act as secretary of the meeting. At all elections of members of the Executive Committee and of officers, the voting may but need not be by ballot and a plurality of the votes of the Members present in person or represented by proxy at the meeting shall elect each member of the Executive Committee or officer, as the case may be.

(f) **Member Voting.** New Members of the CSCC must attend one meeting before voting rights granted to the Members pursuant to this Charter are granted to such new Member. Each voting Member of the CSCC is entitled to a single vote in a meeting of the CSCC without regard to the number of representatives of the Member attending or participating in the meeting. Except as otherwise required by this Charter, any action of the Members shall be authorized by the vote of a majority of the Members present in person or represented by proxy at the meeting and entitled to vote on the subject matter. A record of decisions made and vote outcomes will be maintained by the Executive Committee. Individual Member voting records will not be kept on file.

(g) **Meeting By Telephone or Similar Communications Equipment.** Members may participate in any meeting of the Members through conference calls or other forms of communication that permit participants to hear and be heard by all other participants, and participation in such meeting shall constitute the presence in person by such Member at such meeting.

(h) **Member Action Without Meetings.** Notwithstanding anything to the contrary in this Charter, any action required or permitted to be taken at any meeting of Members may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by not less than the minimum number of voting Members that would be necessary to authorize or take such action at a meeting at which all of the Members entitled to vote thereon were present and voted consent to such action in writing. Any Member executing such consent may provide, whether through instructions to an agent or otherwise, that such a consent will be effective at a future time. Such consent is revocable prior to its becoming effective. Prompt notice of the taking of association action without a meeting by less than unanimous written consent shall be given to those Members who have not consented in writing.

ARTICLE VII

WORKING GROUPS AND STANDING COMMITTEES

Section 1. Working Committees. The Executive Committee may be supported by Working Groups (also called "**Committees**," and both terms are considered to be interchangeable) established by the Executive Committee pursuant to this Article. Working Groups can be formed as necessary to address issues of interest to the Members. Working Groups may be made up of any combination of Member representative(s), and other industry or government representatives

approved by the Executive Committee. Working Groups shall develop and send reports and recommendations to the Executive Committee. These reports may be written or oral, depending on the nature of the work being reported. Members are encouraged to actively participate in at least one Working Group each year, unless serving as a member of the Executive Committee.

Section 2. Procedures, Quorum and Manner of Acting. Each Working Group shall fix its own rules of procedure, and shall meet where and as provided by such rules or by resolution of the Executive Committee. The presence of a majority of the then appointed members of a Working Group shall constitute a quorum for the transaction of business by that committee, and in every case where a quorum is present the affirmative vote of a majority of the members of the Working Group present shall be the act of the Working Group. Notwithstanding the foregoing, each Working Group shall endeavor to reach decisions by consensus. In the absence or disqualification of a member of a Working Group, the member or members present at any meeting and not disqualified from voting, whether or not the member or members constitute a quorum, may unanimously appoint another manager to act at the meeting in the place of such absent or disqualified member.

Section 3. Action by Written Consent. Any action required or permitted to be taken at any meeting of any Working Group may be taken without a meeting if all the members of the Working Group consent thereto in writing or electronic transmission, and the writing or writings or electronic transmissions are filed with the minutes of proceedings of the committee.

Section 4. Standing Working Groups. The following Working Groups are considered to be permanent committees, not subject to verification other than by amendment to the Charter:

(a) An Administrative Committee, chaired by the Secretary of the CSCC, and responsible for the work associated with bylaws, nominations for election to the CSCC Executive Committee, ongoing maintenance of this Charter, and for leadership offices within the Executive Committee.

(b) A Plans and Reports Committee, chaired by the Chair of the CSCC, and responsible for leading the efforts to review the Sector Specific Plan, the Sector Annual Report, and additional work associated with the National Sector Risk Assessment, and any other work items that are derived from the Sector Specific Plan.

ARTICLE VIII PARLIAMENTARY AUTHORITY

Except as modified by the terms and conditions of this Charter, conduct of the affairs of the CSCC shall follow the rules contained in the most recent version of Robert's Rules of Order in all cases in which they are applicable. To the extent the Robert's Rules of Order conflict with any terms or conditions of this Charter, the terms and conditions of this Charter will control.

ARTICLE IX AMENDMENTS

This Charter may be amended upon the affirmative vote or written consent of at least two-thirds of the Members present and entitled to vote.

ARTICLE X FIDUCIARY DUTIES; INDEMNIFICATION; INSURANCE

Section 1. Fiduciary Duties. Each of the Members agrees that, to the fullest extent permitted by applicable law, no member of the Executive Committee, no Member, and no Officer will have any fiduciary duties, at law or in equity, to the CSCC or to any Member.

Section 2. Executive Committee and Officer Liability. An Executive Committee member of the CSCC shall not be personally liable either to the CSCC or to any Member or other Executive Committee member for monetary damages for breach of fiduciary duty as an Executive Committee member, except to the extent such exemption from liability or limitation thereof is not permitted under the law. Neither amendment nor repeal of this Charter shall eliminate or reduce the effect of this Charter in respect of any matter occurring, or any cause of action, suit, or claim that, but for this Charter, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

Section 3. Indemnification. The CSCC shall indemnify, advance expenses and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (“**Covered Person**”) who was or is a party or is threatened to be made a party to, or is otherwise involved in any threatened, pending or completed action, suit or proceeding (“**Proceeding**”), whether civil, criminal, administrative or investigative in nature, by reason of the fact that such Covered Person is or was the legal representative, is or was an Executive Committee member, officer, employee or agent of the CSCC, or is or was serving at the request of the CSCC as an Executive Committee member, officer, employee or agent of another corporation, partnership, joint venture, employee benefit plan, trust, association, or other non-profit organization, against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such person in connection with such Proceeding. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses, the CSCC shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Executive Committee. The payment of expenses incurred by a Covered Person in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it is ultimately determined that the Covered Person is not entitled to be indemnified under the charter or otherwise. Any amendment, repeal or modification of this Charter shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

Section 4. Insurance. The CSCC shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Executive Committee members, employees, and other agents, against any liability asserted against or incurred by any officer, Executive Committee member, employee, or agent in such capacity or arising out of the officer's, Executive Committee member's, employee's, or agent's status as such.

ARTICLE XI MISCELLANEOUS

Section 1. Books and Records. The CSCC shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Members, the Executive Committee, and the Committees.

Section 2. Reports. The CSCC shall comply with all Delaware and U.S. federal tax reporting requirements, including filing a Form 990 with the IRS.

Section 3. Fiscal Year. The fiscal year for the CSCC shall begin on the first day of January and end on the last day of December each year.