


# BYLAWS OF THE OMNIAIR CONSORTIUM, INC.

As approved September 25, 2025

## ARTICLE I – INTRODUCTION

Section 1.01. Name. The name of this corporation is the OmniAir Consortium, Inc. (hereinafter referred to as either the "Corporation" or "OmniAir").

Section 1.02. Principal Office. The principal office of the Corporation is located in the Washington, DC area or at such other location that subsequently may be designated by the Board of the Directors of the Corporation (the Board") by Resolution.

Section 1.03. Purposes. The Corporation is organized under the laws of the State of Delaware and shall at all times be administered and operated exclusively as a "business league" within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 (26 USC § 501(c)(6)), as now enacted and as the same may be amended from time to time (the "Code"), including, without limiting the foregoing, the following:

(a) To do such acts and things, exercise such powers and operate for such purposes and missions as permitted by the General Corporation Law of Delaware, as amended from time to time, as may be legally carried on by a non-stock corporation under the laws of the State of Delaware;

(b) To foster and promote the development and growth of intelligent transportation and communications technologies and telematics on terms that benefit the worldwide transportation community through independent, unbiased, and centralized performance certification of devices and systems that ensure the interoperability and utility of "OmniAir" equipment, software, firmware, and transactions, and through any other appropriate means;

(c) Solely for the above purposes, the Corporation is empowered to take and hold by bequest, devise, gift, contribution, purchase, lease, or any other form, either absolutely or in trust, any property, real or personal, tangible or intangible, without limitation as to amount or value; to sell, convey, use, apply and

dispose of any such property and to invest and reinvest the income and principal thereof; to deal with and expend the income and principal of the Corporation; to make gifts or contributions to other entities or persons; and to exercise all other rights and powers conferred by the laws of the State of Delaware upon non-stock corporations;

(d) Initiating and/or otherwise participating in litigation;

(e) Doing all things necessary or incidental to carrying out the foregoing activities; and

(f) Otherwise engaging, directly and/or indirectly, separately and/or in cooperation with others, in any lawful act and/or activity that both (1) may be performed by a nonprofit corporation formed under the General Corporation Law of Delaware, and (2) may be necessary, useful, suitable, desirable, and/or proper for the furtherance, accomplishment, and/or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, and/or attain any such purposes.

Section 1.04. Corporation Officers. The Officers of the Corporation shall be a "Chair", a "Vice Chair", a "Treasurer", an "Executive Director", and a "Secretary", or alternatively, at the discretion of the Board, an "Executive Director/Secretary". Requirements for eligibility to be elected, to serve, and to fulfill the Officer positions are further prescribed in Article IV.

## ARTICLE II – MEMBERS OF THE CORPORATION

Section 2.01. Classes, Qualifications and Rights of Members of the Corporation. The Corporation shall have such class or classes of Members, and corresponding qualifications and rights thereof, as the Board of Directors may adopt by resolution.

(a) Executive Member of the Corporation. A private firm, a governmental entity, a trade, professional or industry association (e.g., IBTTA) interested in and supportive of the goals and policies of the Corporation. Eligible to have a representative nominated for election as a Director pursuant to the provisions of Sections 3.04 and 3.05, eligible to vote on the Corporation's final adoption of Advisory Committee or Task Force work products; may chair, serve, and vote in Advisory Committees or Task Forces; shall receive information, mailings, journals, newsletters and other Corporation-produced materials regarding Corporation activities and other items. Shall have access to the members-only portion of the website.

(b) Associate Member of the Corporation. A private firm, a governmental entity, a trade, professional or industry association (*e.g.*, IBTTA) interested in and supportive of the goals and policies of the Corporation. Eligible to have a representative nominated for election as a Director pursuant to the provisions of Sections 3.04 and 3.05; may chair, serve, and vote in Advisory Committees or Task Forces; shall receive information, mailings, journals, newsletters and other Corporation-produced materials regarding Corporation activities and other items. Shall have access to the members-only portion of the website.

Section 2.02. Membership Dues. Each class of Member shall pay such dues as may be adopted by the Board by resolution annually.

Section 2.03. Member's Representatives. Each Member of the Corporation shall designate one (1) primary and may designate one (1) alternate professional or executive employee as its representatives to the Corporation to receive any and all notices, exercise voting rights, if any, and otherwise participate in the activities of the Corporation. It is the policy of the Corporation that each Member acts for the purposes of the Corporation through its primary or alternate representative. A Member may revoke the designation of its primary and/or alternate representative and appoint other professional or executive employee(s) to such positions. Notice of any such change(s) shall be given to the Corporation within 30 days after said revocation.

Section 2.04. Termination of Membership of the Corporation. Membership shall terminate upon:

(a) Nonpayment of that Member's dues where such nonpayment shall have continued for a period of 90 days after such dues are owed and payable, provided that a notice of delinquency shall have been given;

(b) Receipt by the Executive Director of a Member's written notice of resignation. If a member of the Board of Directors resigns, that member's Executive level member sponsoring organization has 60 days to nominate a replacement member of the Board of Directors to stand for election at the next Board of Directors meeting;

(c) Expulsion of a Member can be decided by an affirmative vote of the Board of Directors, based on the good faith determination by the Board of Directors or person authorized by the Board of Directors to make such a determination, that the Member has failed in a material and serious degree to observe the rules of conduct of the Corporation as stated in these Bylaws or as otherwise may be adopted by the Board of Directors by Resolution, or has engaged in conduct materially in breach and seriously prejudicial to the purposes and interests of the Corporation. Such determination will result in Expulsion of the Member. A Member's voting rights, if any, are to be terminated upon the date of Notice of Expulsion.

(d) Procedure for Expulsion:

1. After an affirmative vote of the Board of Directors, the Member shall be notified of the expulsion in writing and given ninety (90) days to appeal that decision in writing;

2. The Board of Directors, at its discretion, may elect not to disclose the expulsion until the ninety (90) days are over, except to the subject Member;

3. The written appeal shall be considered by the Board of Directors or by a person authorized by the Board of Directors to determine whether the expulsion should be rescinded;

4. The decision of the Board of Directors or designee regarding the appeal shall be final;

5. Any judicial or administrative action challenging the expulsion, including claim of defective notice, shall be commenced within one (1) month after the effective date of expulsion.

Where Membership in the Corporation is terminated pursuant to subsections (b) or (c), any then currently paid dues shall be refunded to the Member on a prorated basis, less an administrative fee.

Section 2.05. Transfer of Membership. Membership in the Corporation is not transferable or assignable to any other individual or organization, except by operation of law as in, for example, a merger or consolidation, without prior approval of the Board of Directors.

Section 2.06. Annual Meeting of Members. The annual meeting of the Members shall be held each December at such date and time as designated by the Board of Directors by resolution.

Section 2.07. Special Meetings. Special Meetings of a simple majority of the Members or a simple majority of the Board of Directors may be called at any time as designated by the Board of Directors by resolution. The Board of Directors shall also call such meetings whenever requested by a simple majority of the Members.

Section 2.08. Notice of Meetings. In accordance with Section 7.07, notice stating the place, day and hours of any meeting of the Members shall be delivered to the primary representative or his or her alternate of each Member not less than fourteen (14) days prior to the date of such meeting. In the case of a Special Meeting, the purpose or purposes of such meeting shall be stated in the notice.

Section 2.09. Member Quorum and Voting. A simple majority of the Members, including duly designated proxies, shall constitute a quorum at a meeting of the Members. The Board of Directors shall designate voting rights of a class or classes of Members by resolution; provided, however, any such voting rights are subject to each Member being a member in good standing as defined by Section 2.01 (a) through (c) at such date of a meeting of the Members. Except as otherwise may be provide herein, the vote of a simple majority of Members present at the time of the vote, if a quorum is present at such time, shall be an act of the Corporation. In the case of a tie vote, the Executive Director shall cast a vote.

Section 2.10. Proxies. At any meeting of the Members, the primary representative of each Member entitled to vote may vote by proxy executed in writing by the primary representative or by his or her duly designated alternate representative. Each proxy shall be valid only for the specific meeting for which the proxy is given.

Section 2.11. Honorary Members of the Corporation. The Executive Director, with the advice of and upon an affirmative vote by the Board of Directors, may appoint such Honorary Members of the Corporation, who shall have none of the dues obligations or privileges of membership except attending meetings and participating therein, and who shall not have the status of Members, as defined in Section2.01.

Section 2.12. Membership Book. The Corporation shall maintain a Membership Book containing the names and addresses of each Member; the date of admission to membership; the class of membership to which the Member belongs; the Member's primary and alternative representatives; and the payment status of any required dues.

## ARTICLE III – BOARD OF DIRECTORS

Section 3.01. General Powers. The activities, property and affairs of the Corporation shall be managed and controlled by a Board of Directors, except as otherwise reflected in these Bylaws or delegated by the Board of Directors. Incarrying out these responsibilities, the Board of Directors shall act at all times in the best interests of the Corporation.

Section 3.02. Number and Composition of the Board. The Board of Directors shall consist of a minimum of ten (10) Directors and a maximum of twenty (20) Directors plus the Executive Director. Directors shall be drawn from public entity transportation facility operator Executive or Associate Members of the Corporation engaged in electronic transactions (collectively "Public Entity"); and from commercial Executive or Associate Members of the Corporation inclusive of, but not limited to, private enterprise interim or permanent owner/operators or operators of tolled facilities (collectively "Enterprise(s)"). The goal of the Corporation is to maintain a proximate balance between the Public Entity Directors and the Enterprise Directors. When a representative of an Associate Member of the Corporation is elected to serve as a Director, the Associate Member shall elevate its membership level in the Corporation to the Executive Member Class prior to its representative assuming a

Directorship.

A Director shall be an individual serving on the Board of Directors in conformance with the requirements of Sections 3.02 through 3.05. Provides strategic oversight and direction to the Corporation; eligible to vote for a Director of the Corporation; may chair, serve and vote in Committees of the Board of Directors and Advisory Committees and Task Forces; may make presentations to the Board of Directors on policy matters and vote on the same; may also do so before the membership of the Corporation at the annual meeting and special meetings of the Corporation subject to the governance procedures of the Corporation as prescribed in Article IV. Shall represent the Corporation at its meetings, those of kindred trade and industry associations and professional groups, IBTTA, and governmental agencies on matters related to the goals and activities of the Corporation.

The Executive Director of the Corporation shall serve *ex officio* as the remaining Director with all the rights, privileges and responsibility of any other Director, except that the Executive Director shall only vote in the event of a tie vote. Further, it is the policy of the Corporation that the Board of Directors shall reflect the diversity of geographic regions as drawn from Public Entity and Enterprise entity transportation facility operator Executive or Associate Class Members of the Corporation and diversity of industry as drawn from the Executive or Associate Class Members of the Corporation. As the Board of Directors grows beyond nine Directors, a proximate balance will be maintained between public and private sector representation.

Section 3.03. Nominating Committee. Effective the date these Bylaws are approved, there is created a Nominating Committee of the Board of Directors whose duties are to review qualifications and nominate qualified individuals from the Executive and Associate Member Classes to serve on the Board of Directors. The Nominating Committee is a standing committee composed of five Directors. The Chair, Vice Chair, and Executive Director of the Corporation are *ex officio* participants in the Nominating Committee. The Chair shall appoint annually two representatives from Executive Class Members of the Corporation to serve on the Nominating Committee, one from a Public Entity transportation facility operator and one from an Enterprise transportation facility operator as defined in Section 3.02.

Section 3.04. Qualifications for Directors.

(a) Except for the Executive Director of the Corporation, qualified Directors of the Board shall be employees of Executive or Associate Class Members of the Corporation in good standing;

(b) Each Director must be the "Primary Representative" to the Corporation as designated by his/her affiliated Member of the Corporation (Section 2.03);

(c) The affiliated Member of the Corporation must qualify for Executive or Associate Class Membership as defined in section 2.01 (a) and 2.01 (b); and

(d) Candidates for Director must submit a letter of interest and a submit curriculum vitae or resume to the Nominating Committee through the Executive Director at least 30 days prior to a designated Regular or Special Meeting of the Board of Directors.

Section 3.05. Elections; Term of Elected Directors.

(a) Directors shall be nominated and elected pursuant to the provisions of Sections 3.02, 3.03 and 3.04.

(b) Directors shall serve staggered terms of three (3) years each;

(c) A Director may serve an unlimited number of consecutive three-year terms and shall be elected to each three-year term by a majority vote of the then current Directors in accordance with the provision of Sections 3.02, 3.03, and 3.04 of this Article III.

(d) The election of Directors shall take place at a Regular Meeting of the Directors held in conjunction with the Annual Meeting of the Members each December or at any other Regular Meeting or Special Meeting of the Board of Directors, upon notice of such meeting pursuant to Section 3.11. The election of Directors shall be by a simple majority affirmative vote, at the option of the Board of Directors, and may occur by voice vote, paper ballot, facsimile or email provided that the voter is clearly identified on any such paper ballot, facsimile or email.

(e) Except as otherwise may be determined by the Nominating Committee in Section 3.05(f), the term of each elected Director shall run from adjournment of the Regular Meeting of the Board of Directors held in conjunction with the Annual Meeting of the Members each December at which he or she is elected for a period of three (3) years thereafter.

(f) Prior to an election for a Director position(s), the Nominating Committee is to determine the applicable length of term for each elected Director; provided, however, the length of the term shall not exceed three (3) years, and the term shall end in conjunction with a future Annual Meeting of the Members held each December.

Section 3.06. Compensation and Expenses. The Directors shall not be entitled to compensation for their service on behalf of the Corporation. Directors may be reimbursed for their reasonable expenses incurred in the performance of their duties, including the expense of traveling to and from meetings of the Board, if such reimbursement is authorized by a majority vote of the Directors.

Section 3.07. Termination of Directorship. A Directorship shall terminate upon:

(a) Nonpayment of the affiliated Member of the Corporation's dues where such nonpayment shall have continued for a period of ninety (90) days after such dues are owed and payable, provided that a notice of delinquency shall have been given;

(b) Receipt by the Board of Directors and Executive Director of a Director's written notice of resignation;

(c) A two-thirds (2/3) majority affirmative vote of the Board of Directors, at any time, with or without cause; or

(d) Failure of a Director or the Director's designee in two consecutive Board of Directors meetings as evidenced by the Director's or designee's failure to respond to a roll call of the Directors as being present and participating in two consecutive meetings in person or as participating via teleconference may constitute that Director's termination of his or her position on the Board of Directors. Termination must be preceded by written (or emailed) notification of the Board of Director Member before their second missed meeting that their membership is in jeopardy.

(e) Upon termination of a Director's position on the Board of Directors, the affiliated Member of the Corporation continues to be an Executive Member of the Corporation unless the Member provides written notice that the Member desires to regress to Associate Class membership or leave the Corporation altogether.

Section 3.08. Vacancies. If pursuant to Section 3.07, a Director position is terminated, the Board of Directors shall fill any such vacancy by a simple majority affirmative vote, at the option of the Board of Directors. The election to fill the vacant Director position shall be conducted in accordance with Section 3.05.

Section 3.09. Regular Meetings. The Board of Directors shall meet at least once each year, and may meet at additional dates each year, at such times and places as determined by the Chair.

Section 3.10. Special Meetings. Special Meetings of the Board of Directors may be called at any time by the Chair, the Executive Director, or by any three Directors.

Section 3.11. Notice of Meetings. In accordance with Section 7.07 herein, notice stating the place, day and hours of any meeting of the Board shall be delivered to each Director not less than fourteen (14) days prior to the date of such meeting. Such notice shall include a proposed agenda for the meeting. Section 3.12. Teleconference Meetings. Any meeting of the Board of Directors may be held or attended by telephone conference.

Section 3.13. Quorum. The presence, in person, telephone conference, or proxy (as given to the Secretary of the Board of Directors), of a two-thirds (2/3) majority of

the Directors shall constitute a quorum at any meeting of the Board of Directors.

Section 3.14. Required Vote. Except as may otherwise be provided herein, the vote of a simple majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be an act of the Board of Directors. A Director serving in more than one capacity on the Board of Directors shall have only one vote. In the case of a tie vote, the Executive Director shall cast the deciding vote.

Section 3.15. Action Without Meeting. Consent by two-thirds (2/3rds) of the Corporation's Directors to any action taken or to be taken by the Corporation shall authorize and validate such action as though it had been authorized at a meeting of the Board of Directors.

Section 3.16. Executive Committee of the Board of Directors. The Board of Directors may create and from time to time abolish or reconstitute an Executive Committee. Upon adoption of the May 21st, 2008 edition of the Bylaws, the Executive Committee shall consist of the Chair, Vice Chair, Treasurer, and may include two non-officer Executive Member Class Directors appointed by the Chair of the Board of Directors. One non-officer Executive Committee member, if any, shall be appointed from Public Entity Directors and one from Enterprise Directors. The Executive Director shall serve *ex officio* and shall not be a voting member of the Board of Directors. The Executive Committee is granted authority to develop organizational, fiscal, personnel, and policy recommendations and to act for the Board of Directors on emergency/urgent matters that might arise which need immediate action. A simple majority of the duly appointed members of the Executive Committee shall constitute a quorum at meetings of the Committee. Proxies shall not be designated to represent members of the Executive Committee. The vote of a simple majority of the Executive Committee members present at the time of any vote of the Committee shall be an act of the Committee. The Executive Committee shall not amend these Bylaws or fill vacancies on the Board. Directors serving on the Executive Committee may participate and vote in Executive Committee meetings via teleconference.

Section 3.17. Advisory Committees/Task Forces of the Board of Directors. The Board of Directors may from time to time create, abolish, or reconstitute Advisory Committees and Task Forces to study issues facing the Corporation, develop options and recommendations as to the business courses of the Corporation, perform research, and author reports for presentation to the Board of Directors. Advisory Committees/Task Forces shall not exercise the power or authority of the Board of Directors, but shall act as advisory bodies to the Board of Directors. Participants in the Advisory Committees and Task Forces shall be appointed by the Chair of the Board of Director after consultation with the Executive Director. The chair of each Advisory Committee and Task Force shall be a representative of an Executive Class or Associate Class Member of the Corporation with the remaining participants being appointed from the then group of Directors and general membership of the Corporation. Each Advisory Committee and Task Force shall consist of not less than three participants. The Board of Directors shall define the scope of services to be delivered by each

Advisory Committee and Task Force. A simple majority of the duly appointed participants in the Advisory Committees and Task Forces shall constitute a quorum at their meetings. Proxies shall not be designated to represent participants in the Advisory Committees and Task Forces. The vote of a simple majority of Advisory Committee and Task Force participants present at the time of any vote of such committee and task force shall be an act of that committee or task force.

Participants in the Advisory Committees and Task Forces may participate and vote in committee and task force meetings via teleconference.

Section 3.18. Minutes of Meetings and Committees of the Board. Minutes of each Board of Director meeting or committee meeting shall be kept and maintained with the corporate records.

Section 3.19. Resolutions of the Board of Directors. The Executive Director shall create and maintain a printed and electronic record of all resolutions adopted by the Board of Directors, the "Log of Resolutions", as further prescribed in Sections 4.10 and 7.03. The Log of Resolutions shall provide a synopsis of each resolution adopted by the Board of Directors, record and reflect the positive and negative vote tabulation and abstentions, and the date of adoption. An unabridged copy of each adopted Resolution bearing the date of adoption and acknowledgement with the original signature of the Chair shall be included in the Log of Resolutions.

Section 3.20. Executive Session. The Board of Directors may meet in a closed session ("Executive Session") to which only invited persons may attend.

Section 3.21. Proxies. At any meeting of the Board of Directors, a Director entitled to vote may vote by proxy executed in writing. Each proxy shall be valid only for the specific meeting for which the proxy is given.

Section 3.22. Alternate Representatives. With the exception of the Executive Director, each Director may designate one (1) alternate representative, who shall be associated with the same Member organization as the Director and serve as a professional or executive employee of such Member organization. When so designated by the Director, and upon prior notice of such designation having been provided to either the Chair or the Executive Director, such alternate representative shall represent said Director at a meeting of the Board of Directors, wherein such alternate representative shall exercise the same rights, privileges and responsibility as said Director solely for purposes of that meeting.

## ARTICLE IV – OFFICERS

Section 4.01. Officers. The Officers of the Corporation shall be as prescribed in Section 1.04.

Section 4.02. Election and Term of Officers. Except for the Executive Director

or Executive Director/Secretary, the Officers shall be elected by an affirmative majority vote of the then current Board of Directors for a term of three years. An Officer may serve in that position for no more than two (2) terms consecutively.

Section 4.03. Eligibility of Officers. Except for the Executive Director or Executive Director/Secretary, each Officer shall be elected from persons acting as Directors of the Corporation.

Section 4.04. Election of Officers. Election of Officers shall occur in three year cycles on the date of a Regular or Special Meeting of the Directors as identified for such purpose. Nominations and elections of Officers shall occur within a called Executive Session of the Board.

Upon the convening of the Executive Session, the Chair shall name the Executive Director of the Corporation as the Presiding Officer to lead, conduct, and preside over the Executive Session agenda item "Election of Officers" other than that of Executive Director. The Presiding Officer shall call for nominations from those Directors participating in the meeting identified for such purpose pursuant to the provisions of these Bylaws. Nominations and election of Directors to each Officer position shall occur successively in the order of Chair, Vice Chair, Treasurer, and Secretary, if any.

Election of nominees shall be by secret paper ballots or e-mail ballots from those Directors who may be participating by teleconference. The Presiding Officer shall tabulate all ballots. The Presiding Officer shall appoint two Directors to verify the tabulation of votes. A simple majority affirmative vote constitutes election to each position and the Presiding Officer shall announce the results of the vote tabulation to the Directors. In the case of a tie vote, the Executive Director of the Corporation shall cast the deciding vote.

Upon confirmation of the tabulations of the ballots for each Officer position, the sitting Chair resumes the role of Presiding Officer presiding over any business remaining on the Executive Session Agenda, calls for adjournment of the Executive Session, reconvenes the open meeting of the Board of Directors, announces the results of the election, and presides over the remaining business of the current meeting. The Directors elected to the specific Officer positions assume their respective positions upon adjournment of the Regular or Special Meeting identified for such purpose pursuant to the provisions of Sections 3.05(e) and 4.02.

Section 4.05. Removal. Any Officer may be removed from such position by a two-thirds (2/3) majority affirmative vote of the Board of Directors whenever, in the judgment of the Board of Directors, the Officer's removal would be in the best interests of the Corporation; provided, however, such Officer, except the Executive Director, does not lose his or her directorship as a result of losing his or her position as an Officer of the Corporation.

Section 4.06. Vacancies. If any officership becomes vacant for any reason, the Board shall fill any such vacancy by a simple majority affirmative vote, at the option

of the Board of Directors; provided, however, any Officer so elected shall serve only until the unexpired term of his or her predecessor has expired, unless reelected by the Board of Directors.

Section 4.07. Compensation. Except for the Executive Director or Executive Director/Secretary, no Officer shall receive any compensation for services rendered by them as an Officer in the administration of the Corporation. The Officers shall be entitled to the reimbursement of reasonable expenses incurred by them as Officers, but only as determined by the Board of Directors. The compensation of employees, agents and consultants of the Corporation, including but not limited to the Executive Director or Executive Director/Secretary, shall either be fixed by the Board of Directors by resolution or by Officers so duly authorized.

Section 4.08. Chair of the Board of Directors. The Chair shall preside at all meetings of the voting Members and the Board of Directors at which he or she is present. The Chair shall approve an agenda for each meeting of the Board of Directors and of the Corporation pursuant to the provisions of Section 4.12 (a) (7). The Chair shall have such other duties and authority as may be assigned or delegated to him or her from time to time by the Board of Directors. He or she shall from time to time report to the Board of Directors all matters within his or her knowledge, which, in his or her opinion, may affect the interests of the Corporation and require that it be brought before the Board of Directors.

Section 4.09. Vice Chair of the Board of Directors. In the absence or disability of the Chair, the Vice Chair shall perform all duties of the Chair. The Vice Chair shall have all such other powers and perform such other duties as the Board of Directors, the Chair or these Bylaws prescribe.

Section 4.10. Secretary of the Corporation. The Secretary of the Corporation shall perform, in conjunction with the Executive Director, general administrative functions under the direction of the Chair. The Secretary, or his or her designee, shall attend all meetings of the Members and Board of Directors and record all votes, resolutions, and the minutes of all proceedings in a book(s) to be kept for that purpose. The Secretary, or his or her designee, shall give, or cause to be given, notice of all meetings of the Members and Board of Directors; shall have charge of all corporate books, records and papers, shall be custodian of the corporate seal; shall attest with his or her signature and impress with the corporate seal all written contracts with the Corporation; and shall perform all such other duties incident to this office, as may be prescribed by the Board of Directors or Chair, under whose supervision he or she shall act.

Section 4.11. Treasurer of the Corporation. The Treasurer of the Corporation shall have, in conjunction with the Executive Director, the following responsibilities: (a) the care and custody of all monies of the Corporation and other valuable effects and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation; (b) the deposit of all monies and other valuable effects in the name and to the credit of the Corporation at such depository as may be designated by the

Board of Directors; (c) the collection of all dues from Members; (d) the oversight of the payment of all obligations of the Corporation as directed by the Board of Directors; (e) the disbursement of the monies of the Corporation as may be ordered by the Board of Directors, creating, distributing, and filing proper vouchers for such disbursements, and (f) shall render to the Chair and Directors whenever required, but at least once annually, an accounting of all transactions as Treasurer and of the financial condition of the Corporation.

Section 4.12. Executive Director.

(a) The Board of Directors, acting in Executive Session (in accordance with Section 3.21 herein) and without the incumbent Executive Director, if any, shall hire an Executive Director as an employee of the Corporation and to serve as its chief executive officer. The Executive Director shall: (1) serve the Corporation until dismissed by a simple majority affirmative vote of the Board of Directors; (2) manage the activities of the Corporation in accordance with the objectives and policies of the Corporation as directed by the Board of Directors; (3) manage any employees or consultants hired by the Corporation; (4) prepare the annual budget of the Corporation; (5) assist the Treasurer by coordinating and exercising fiduciary responsibility for the payment of the outstanding obligations of the Corporation and by making, or causing to be made, a report of all the receipts and expenditures of the Corporation; (6) be compensated in an amount determined annually by the Board of Directors; and (7) prepare an agenda for each meeting of the Board of Directors and of the Corporation for review and approval of the Chair.

(b) The Board of Directors shall elect the Executive Director acting in Executive Session in accordance with Section 3.21 whenever the position is vacant and without the incumbent Executive Director's, if any, presence in said Executive Session; and

(c) The Executive Director shall serve as a member of the Board of Directors, as Secretary of the Corporation and as a regular Member of the Corporation (until & unless a separate Officer position of Secretary is created by the Board of Directors).

## ARTICLE V – CERTAIN TRANSACTIONS

Section 5.01. Certain Transactions. Director(s), Officer(s), or Member(s) of the Corporation who may upon occasion find himself, herself, or their selves [collectively, "Interested Directors" in Article V only] dealing with the Corporation as a director, officer, partner, representative, employee, executive, or agent of a company, a corporation, a trust, a partnership, or vendor shall not be disqualified from their respective positions as Director(s), Officer(s), or Member(s) of the Corporation [collectively, all Director(s), Officer(s), or Member(s) of the Corporation who are not Interested Directors are hereinafter referred to as "Disinterested Directors" in this Article V only].

No contract or transaction shall be void or voidable or in any way affected with respect to the Corporation for the reason that it is between the Corporation and one or more of its Interested Directors or between the Corporation and any other company, corporation, trust, partnership, vendor, or other organization in which one or more of its Interested Directors are directors, officers, partners, representatives, employees, executives, agents, or have a personal or financial interest in, or for the reason that one or more of the Interested Directors participate in or vote at a meeting of the board or committee thereof that authorizes such contract or transaction.

Any Interested Director shall recuse himself, herself, or their selves from any vote or activity related to the endorsement or acquisition by the Board and/or the Corporation of any product, device, or services in which the Interested Director has a personal, employment, or financial interest.

Section 5.02. Quorum. For purposes of the foregoing Section 5.01, Disinterested Directors only shall be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof that ratifies such a contract or transaction. On such occasion, a majority of the Disinterested Directors, including duly designated proxies, shall constitute a quorum at a meeting of the Board or a committee of Directors created by the Board of Directors.

## ARTICLE VI – WORKING GROUPS

Section 6.01. Working Groups. Within the Corporation, there shall be certain "Working Groups" established to develop technical and certification programs, policies and related other work product or other activities in accordance with the Purposes set forth in Section 1.03(b) of these Bylaws. Each Working Group shall be authorized expressly by the Executive Committee of the Board of Directors. The Corporation shall maintain a list of Working Groups. Details of the list shall include the name, description and leadership of each Working Group. The list shall be updated regularly and presented at each annual meeting of the Board of Directors.

Section 6.02. Chair of the Working Groups. Working Group Chairs should be a representative of an Executive Member unless otherwise designated by the Chair of the Board of Directors. The Chair of the Board of Directors, in consultation with the Executive Director, shall appoint the Chairs for the Working Groups. A Working Group Chair may designate a member of the Working Group to serve as Vice-Chair.

Section 6.03. Membership in Working Groups. All classes of Members in the Corporation in Good Standing are permitted to participate in a Working Group. All Members may participate in a Working Group provided they agree to comply with the Corporation's Intellectual Rights Policy and other applicable policies. Each Member participating in a Working Group may have one (1) or more personnel participate in that Working Group. In addition, each Member participating in a Working Group shall designate one voting representative (and an alternate) for that Working Group, but the

Member's other personnel are not entitled to vote in the Working Group. A list of Members participating in a Working Group shall be maintained.

Section 6.04. Authority. A Working Group possesses no authority to represent or legally bind the Corporation.

Section 6.05. Meetings. Working Groups shall meet regularly as determined by the Working Group Chair and may be held or attended by virtual, telephone or other means of a voice and/or video communications conference.

Section 6.06. Quorum. A simple majority of the Members present at a meeting of a Working Group shall constitute a quorum.

Section 6.07. Voting. The vote of a simple majority of the Members participating in a Working Group present at the time of a vote of a Working Group and entitled to vote shall be an act of the Working Group. Each Member participating in a Working Group shall exercise only a single vote on behalf of that Member regardless of the number of its other personnel participating in a Working Group.

Section 6.08. Work Product. A Working Group's Work Product may include, for example, certification and conformance test specifications and plans, processes, technical and program manuals, as determined by the Working Group. All Work Product is to be forwarded to the Board of Directors for review and formal approval as an official document of the Corporation in accordance with the Corporation's Intellectual Property Rights Policy.

## ARTICLE VII – INDEMNIFICATION

Section 7.01. Indemnification of Directors, Officers, Employees and Volunteers. The Corporation shall indemnify each of its Directors, Officers, employees and volunteers to the fullest extent permitted under any and all applicable laws of the State of Delaware; provided, however, that no indemnification shall be made if a judgment or final adjudication establishes that the actions of such person were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that such person gained in fact a financial profit or other advantage to what that person was not legally entitled.

Section 7.02. Advancement of Expenses. To the fullest extent permitted by law, and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification hereunder shall be advanced to any third party as directed by the Board before final disposition of the proceeding. Expenses shall include the cost of any reasonable settlement made with a view to curtailing litigation. Any settlement made shall be subject to the approval of the Board.

Section 7.03. Indemnification Not Exclusive. The indemnification provided by

this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under these Bylaws, any other agreement, vote of Disinterested Directors, statute, both as to action in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to serve as a Director, Officer, partner, trustee, employee volunteer or in any other indemnified capacity and shall inure to the benefit of the heirs, executors and administrators of such a person.

## ARTICLE VIII – OMNIAIR CERTIFICATION REVIEW BOARD

Section 8.01. OmniAir Certification Review Board. Within the Corporation there shall be an "OmniAir Certification Review Board," which shall house and manage the provisioning of certification and related services in accordance with the Purposes set forth in Section 1.03(b) of these Bylaws. The Corporation hereby adopts in their entirety the policies, procedures and requirements previously established by OmniAir Certification Services, Inc. for the provisioning of certification services and issuing of accreditations, which have been otherwise transferred to and adopted by the Corporation, and confirms that these same policies, procedures and requirements, are to be implemented by the newly formed OmniAir Certification Review Board. It is the intent of the Corporation that there not be any actual or perceived pause or delay in the provisioning of certification services and issuing of accreditations as a result of their transfer to and adoption by the Corporation and implementation by the OmniAir Certification Review Board.

As may be necessary and advisable, the Corporation will from time-to-time review these policies, procedures and requirements to implement appropriate revisions and updates. The Executive Director is hereby requested to monitor the efficacy of these policies, procedures and requirements and advise the Corporation of specific revisions and updates for its consideration.

Section 8.02. Members of the OmniAir Certification Review Board. There shall be no fewer than three individuals to serve on the OmniAir Certification Review Board. The initial three members shall be designated by a Resolution of the OmniAir Board of Directors and serve until shall time as their terms are renewed or new members take office in accordance with established procedures. None of the initial members of the OmniAir Certification Review Board shall be individuals who represent manufacturers of equipment or software applications that are candidates for current certification by the OmniAir Certification Review Board. All appointments to the OmniAir Certification Review Board shall be made by the Chair, with approval by the Board of Directors.

# ARTICLE IX – MISCELLANEOUS

Section 9.01.

(a) The Corporation's Fiscal Year shall begin on the Calendar Year, each January 1 and end each December 31.

(b) The Corporation's Tax Year shall coincide with the Corporation's Fiscal Year.

Section 9.02. Insurance. The Corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its Directors, Officers, employees, volunteers and other agents, against any liability asserted or incurred by any Director, Officer, employee, volunteer or other agent in such capacity or arising out of the Director's, Officer's, employee's, volunteer's or other agent's status as such.

Section 9.03. Books and Records. The Corporation shall keep correct and complete books and records of account, actions (to include formal, written resolutions) and minutes of the proceedings of its meetings of the Board of Directors, Members and committees thereof, and shall keep at the Corporation's principal office a record of the names and addresses of the Members' payment of dues and entitlement to vote. All books and records of the Corporation may be inspected by any Member, its agent or attorney for any proper purpose during regular business hours (8:00AM– 5:00PM, Eastern Time) and upon reasonable notice to the Corporation.

Section 9.04. Amendments. These Bylaws or the Articles of Incorporation may be altered, amended, or repealed and new Bylaws or Articles of Incorporation may be adopted by a simple majority affirmative vote of the Directors present in person, or by telephone conference, at any regular or special meeting of the Board of Directors at which a quorum is present; provided, however, that written notice of the intent to alter, repeal and adopt new Bylaws or Articles of Incorporation at such meeting shall be provided to all Directors at least fourteen (14) days prior to such meeting.

Section 9.05. Corporate Seal. The Board of Directors may adopt and alter a corporate seal, and use the same or facsimile thereof, but failure to affix or refer to the corporate seal, if any, shall not affect the validity of any instrument.

Section 9.06. Section Headings. The headings at the beginning of the several sections are labels designed to assist the reader in locating and reading these Bylaws and sections thereof but such headings shall be ignored in construing these Bylaws.

Section 9.07. Form of Notice. Whenever notice identified in these Bylaws is required, such notice shall be in a written form and may be delivered by mail, email or facsimile as prescribed in Sections 2.08 and 3.12.

Officer's Certificate

The undersigned Officers of the Corporation hereby certifies that this a true and complete copy of the Bylaws of OmniAir Consortium, Inc., effective as of the date first set forth above:

Jason Conley (Sep 26, 2025 00:52:57 PDT)

Jason Conley
Executive Director

PJ Wilkins (Sep 27, 2025 08:30:30 PDT)

PJ Wilkins
Chair of the Board