

**DECENTRALIZED WIRELESS FOUNDATION, INC.  
BYLAWS**

**ARTICLE I. GENERAL.**

**Section 1. Name.** The name of the organization is Decentralized Wireless Foundation, Inc. (hereinafter known as "Foundation").

**Section 2. Registered Office and Agent.** Foundation shall maintain in the State of Delaware a registered office and registered agent at such office and may have other offices within or without the State of Delaware. Foundation may have offices at such other places, both within and without the State of Delaware, as the Board of Directors may from time to time determine.

**Section 3. Purposes.** Foundation is a Delaware nonprofit corporation formed for the following purposes:

**Section 4. Limitations.** Foundation shall observe all local, state and federal laws which apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

**ARTICLE II. MEMBERSHIP.**

**Section 1. Membership Application and Approval.** The Foundation may have classes of membership, including Voting Members and Non-Voting Members. Membership classification, application and approval shall be in accordance with procedures set forth by the Board of Directors. The Board of Directors or appropriate Committee may accept or reject any application, require additional information, determine the type of membership and make other determinations with respect to membership in Foundation. The Board of Directors determination shall be final with respect to any application for membership.

**Section 2. Dues.** The amount of dues paid for memberships shall be determined by the Board of Directors from time to time. Notice of any modification of the dues paid for memberships shall be provided to the Members not less than thirty (30) days prior to the effective date of such modification.

**Section 3. Removal From Membership.** A Member who fails to pay the dues as assessed by the Board of Directors from time to time within sixty (60) days after being billed shall be considered delinquent and given a notice of nonpayment of dues. A Member may be removed for nonpayment of dues after mailing to such Member a written notice of nonpayment and the failure to cure same within sixty (60) days after mailing of such notice. A Member may also be removed for any reason or no reason (including, without limitation, for conduct inconsistent with the Articles of Incorporation or Purposes of Foundation) by a two-thirds vote of the Board of Directors.

**Section 4. Resignation.** Any Member may resign from Membership in Foundation by filing a written resignation with the Secretary of the Board of Directors.

**Section 5. Reinstatement.** Upon written request signed by a former Member, filed with the Secretary and accompanied by the annual dues the Board of Directors may, by the affirmative vote of a majority of Directors, reinstate such former Member.

**Section 6. Certificates of Membership.** No issuance of certificates evidencing membership in Foundation shall be required.

**Section 7. Transfer of Membership.** Membership in Foundation may not be transferred or assigned without the prior approval of the Board of Directors.

### **ARTICLE III. MEETINGS OF VOTING MEMBERS.**

**Section 1. Regular Meetings.** Voting Members shall meet at least once each year as affixed by the Board of Directors, for the transaction of such business as may come before the meeting. There is no requirement to hold meetings of Non-Voting Members, but Non-Voting Members may be invited to attend regular meetings by a majority of the Board of Directors.

**Section 2: Special Meetings.** Special meetings of Voting Members may be called by the Chairman, Executive Director, the Board of Directors, or by Voting Members representing not less than twenty percent (20%) of the total number of Voting Members of Foundation, for the purpose or purposes stated in the notice of the meeting.

**Section 3. Place of Meetings.** The Board of Directors may designate any place as the place of meeting for any regular meeting or for any special meeting called by the Board of Directors or the Voting Members.

**Section 4. Notice of Meetings.** An electronic or written notice stating the place, date, and hour of any meeting of Voting Members shall be delivered to each Member entitled to vote at such meeting not less than five (5) days before the date of such meeting, or in the case of removal of one or more Directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than twenty (20) days before the date of the meeting. The purpose of the meeting shall be stated in the notice. If mailed, such notice shall be deemed delivered five (5) days after deposit with the United States Postmaster addressed to the Member at his or her address as it appears in the records of Foundation. If notice is given by personal delivery, courier delivery, facsimile or electronic delivery, notice shall be deemed to be delivered upon receipt of such notice. A waiver of the notice of any meeting of the Voting Members signed by the Voting Members entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

**Section 5. Informal Action by Voting Members.** Any action required to be taken at any regular or special meeting may be taken without a meeting and without a vote, if consent is given electronically or in writing by the minimum number of Voting Members necessary to take such action at a meeting at which all Voting Members were present and voting.

**Section 6. Quorum of Voting.** Voting Members representing twenty percent (20%) of all Voting Members, in person or by proxy, shall constitute a quorum for consideration of such matter at any meeting of Voting Members. If a quorum is present, the affirmative vote of the majority of votes

presented and voted at the meeting shall be the act of the Voting Members, unless the vote of a greater number is required by the Delaware Nonprofit Corporation Act. Withdrawal of Voting Members from any meeting shall not cause failure of a duly constituted quorum at that meeting. If less than twenty percent (20 %) of Voting Members are present at such meeting, a majority of the Voting Members present may adjourn the meeting to another time without further notice.

**Section 7. Proxies.** Each Member entitled to vote may appoint a proxy to vote or otherwise act for him or her by signing an appointment form and delivering it to the person so appointed. No proxy shall be valid 5 months after the date of its execution unless otherwise stated in the proxy.

**Section 8. Voting Rights.** The Voting Members shall have the right to vote for the election of Directors. Each Voting Member in good standing shall be entitled to one vote. Each Voting Member may vote either in person or by proxy as provided in Section 7 of this Article.

**Section 9. Inspectors.** At any meeting of the Voting Members, the presiding Officer may, or upon the request of any Voting Member shall, appoint one or more persons as inspectors for such meeting. Such inspectors shall ascertain and report the number of votes represented at the meeting, count all votes and report the results. Each report of an inspector shall be in writing and signed by him or her or by a majority of them if there be more than one inspector acting at such meeting.

#### **ARTICLE IV. DIRECTORS.**

**Section 1. Number and Qualification.** The Board of Directors shall consist of not less than three (3) persons who shall be elected by the Voting Members.

**Section 2. Term of Office.** Directors shall be elected to three (3) year terms. Each Director shall take office when officially seated during the regular Board meeting immediately following the regular meeting at which the Director is elected. Each Director shall hold office until the expiration of his/her term of office or until his/her successor is elected, or until death, or he/she resigns or shall have been removed in the manner hereinafter provided. A Director may serve two (2) consecutive full terms plus, if elected to fill a vacancy, the remainder of the term of the replaced Director. Following a one year absence, the Director may serve up to another two (2) full terms. Thereafter the Director may serve up to another (2) full terms following a one year absence.

**Section 3. Powers.** The affairs of Foundation shall be managed by the Board of Directors. It may make such appointments as it shall deem necessary for the welfare of Foundation and shall have full and exclusive authority over all Officers, Committees, Advisory Committees, employees and agents of Foundation.

**Section 4. Regular Meetings.** Regular annual meetings of the Board of Directors shall be held without other notice than these By-laws, immediately after, and at the same place as the regular meetings of Members. Additional regular meetings of the Board of Directors shall be held at least once each calendar quarter at the call of the Chairman. If there is no Chairman, the Vice Chairman shall call such meetings. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

**Section 5. Special Meetings.** Special meetings of the Board of Directors may be called at any time by the Chairman, the Vice Chairman in the absence of the Chairman, or any three (3) members of the Board of Directors. If three (3) members of the Board of Directors call a special meeting of the Board of Directors, the written notice of the meeting shall state the purpose of the meeting and shall be over their signatures and be sent to the other members of the Board of Directors. The notice shall be prepared and mailed by the Secretary upon the request of such three (3) members.

**Section 6. Place of Meetings.** Except as otherwise set forth in these By-laws, the Board of Directors may designate any place as the place of meeting for any regular meeting or for any special meeting called by the Directors.

**Section 7. Notice of Meetings.** Notice of any special meeting of the Board of Directors shall be given at least five (5) days previously by telephone or by electronic or written notice to each Director at his or her address as shown by the records of Foundation, except that no special meeting of Directors may remove a Director unless notice of the proposed removal is given to all Directors at least twenty (20) days prior to such meeting. If mailed, such notice shall be deemed to be delivered five (5) days after deposit with the United States Postmaster. If notice is given by personal delivery, courier delivery, telephonic delivery, facsimile delivery or electronic delivery, notice shall be deemed to be delivered upon receipt of such notice. Notice of any special meeting of the Board of Directors may be waived in writing if signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-laws.

**Section 8. Quorum.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. However if less than a majority of the Directors are present at such meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

**Section 9. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by statute, these By-laws, or the Articles of Incorporation. No Director may act by proxy on any matter.

**Section 10. Vacancies.** Any vacancy occurring in the Board of Directors by reason of the death, disability, resignation or removal of any Director, or any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors unless the Articles of Incorporation, a statute, or these By-laws provide that a vacancy or a Directorship so created shall be filled in some other manner, in which case such provision shall control. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

**Section 11. Resignation and Removal of Directors.** A Director may resign at any time upon written notice to the Board of Directors. A Director may be removed with or without cause, as specified in the Delaware Nonprofit Corporation Act.

**Section 12. Informal Actions of Directors.** The authority of the Board of Directors may be exercised without a meeting if written consent setting forth the action is signed by all of the Directors entitled to vote.

**Section 13. Presumption of Assent.** A Director of Foundation who is present at a meeting of the Board of Directors at which action on any Foundation matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent or written abstention to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent or abstention by registered or certified mail to the Secretary of Foundation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

## **ARTICLE V. OFFICERS.**

**Section 1. Officers.** The Officers of Foundation shall be as follows: a Chairman, a President, a Secretary, a Treasurer, and such other Officers as the Board of Directors may designate.

**Section 2. Qualifications of Officers.** All Officers shall be persons designated by voting Members to represent the designating Members. The Officers shall be elected as provided in Article VI and shall serve for one (1) year or until their successors have been elected and have qualified. Each Officer shall be a member of the Board of Directors.

**Section 3. Removal.** Any Officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. Chairman.** The Chairman, subject to the direction and control of the Board of Directors, shall have charge of the executive affairs of Foundation and shall make an annual report thereof to the Members. The Chairman shall preside at meetings of Members of Foundation and of the Board of Directors. The Chairman shall be ex-officio a member of all Committees and Non-Board Committees, except such Committees as may be designated by the Board of Directors to have and exercise the authority of the Board of Directors in the management of Foundation. In the absence of the Chairman, his or her duties and powers shall be exercised by the President, by the Secretary and then the Treasurer.

**Section 6. President.** The President shall be the principal administrative Officer of Foundation. Subject to the direction and control of the Board of Directors, he or she shall see that the

resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors. In general, he or she shall discharge all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another Officer or agent of Foundation or a different mode of execution is expressly prescribed by the Board of Directors or these By-laws, the President may execute for Foundation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized according to the requirements of the instrument. The President may vote all securities which Foundation is entitled to vote unless such authority is vested in a different Officer or agent by the Board of Directors.

**Section 8. Secretary.** It shall be the duty of the Secretary, or such person or persons as he or she may direct, subject to approval of the Board of Directors, to give notice of all meetings of the Members of Foundation and to keep all official records. The Secretary shall provide written minutes of meetings to the Board of Directors within fifteen (15) days after any regular or special meeting of the Members or Board of Directors.

**Section 9. Treasurer.** It shall be the duty of the Treasurer to receive and hold all securities, and to collect all funds due to Foundation, to make disbursements thereof, and to keep an accurate account of receipts and expenditures. He or she shall make disbursements only upon checks countersigned by the Officer duly authorized by the Board of Directors.

The Treasurer may appoint an assistant or assistants subject to the approval of the Board of Directors, who shall sign checks and other documents and perform the duties of the Treasurer during his or her absence or at his or her direction. The Treasurer shall, when his or her term of office expires, deliver to his or her successor all moneys, books and other property of Foundation for which he or she is accountable.

The Treasurer shall be required to make such reports as the Board Of Directors may require and an annual report at the end of each fiscal year to the Members of Foundation, and his or her books shall at all times be open to inspection by the Board of Directors. All moneys of Foundation received by the Treasurer shall be deposited by him or her in such bank or banks as shall be designated by the Board of Directors.

[At the direction of the Board of Directors, the Treasurer and his or her assistants, if there be any, shall each give bond signed by a responsible surety company, to be approved by the Board of Directors, in the penal sum of not less than Ten Thousand Dollars (\$10,000), for the faithful performance by the Treasurer and any of his or her assistants, if any, of all duties and obligations imposed upon them respectively as such Officers of Foundation.]

**Section 10. Compensation.** The Board of Directors, in its sole discretion, shall determine the compensation of the officers.

## **ARTICLE VI. ELECTION OF DIRECTORS AND OFFICERS.**

**Section 1. Date and Time of Election.** Annual election of Directors shall be by vote of the Voting Members entitled to vote, in good standing and voting in person or by proxy at the regular annual meeting. The annual election of Officers shall be held at the Board of Directors.

**Section 2. Nominating Committee.** The Board of Directors shall, at least sixty (60) days prior to the annual election of Directors, appoint a Nominating Committee of three (3) members of the Board of Directors, who shall nominate Officers and Directors to be voted upon at the annual elections.

## **ARTICLE VII. COMMITTEES.**

**Section 1. Committees of Directors.** The Board of Directors, by resolution adopted by the affirmative vote of a majority of the members of the Board of Directors, may designate one or more Board Committees, each of which shall consist of two or more Directors and such other persons as the Board of Directors may designate. The Board Committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of Foundation; but the designation of such Board Committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon him or her by law.

The Board of Directors, by resolution adopted by the affirmative vote of a majority of the members of the Board of Directors, may designate one or more non-Board Committees from time to time. The Board shall appoint a chairman of each such Committee. The chairman of the Committee may appoint as many additional members to the Committee as he or she believes is necessary to accomplish the tasks of the Committee designated by the Board. Non-Board Committees need not have any Directors as members of the Committee.

**Section 2. The Executive Committee.** The members of the Executive Committee shall be the Foundation Chairman and the Chairs of each Board Committee. The Chairman of Foundation will chair the Executive Committee. The Executive Director shall be an ex officio member of the Executive Committee. The Executive Committee is a Board Committee.

**Section 3. Term of Office.** Unless otherwise provided by the Board of Directors, each member of a Committee shall serve a one (1) year term and until his or her successor is appointed, or the Committee is terminated, or the member is no longer a Member or a representative of a Member of Foundation.

**Section 4. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a Committee, a majority of the whole Committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee.

**Section 5. Rules.** Each Committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Board of Directors.

## **ARTICLE VIII. FINANCES.**

**Section 1. Fiscal Year.** The fiscal year of Foundation shall begin on January 1 and end on December 31.

**Section 2. Revenue.** Revenue from membership dues shall be available for appropriation in the concurrent fiscal year only to the extent that the payment applies to that year. However, payments applicable to a previous fiscal year may be appropriated for use in succeeding years.

**Section 3. Acceptance of Funds.** Foundation, through its properly constituted Officers, may accept funds to be expended by Foundation for specific purposes when, as, and if designated by the donors of such funds.

**Section 4. Expenditure of Funds.** The expenditures of Foundation funds for each activity shall be limited to the amounts appropriated in the budget by the Board of Directors.

**Section 5. Use of Funds.** Foundation shall use its funds only to accomplish the objectives and purposes specified in these By-laws, and no part of such funds shall inure, or be distributed, to the Members of Foundation or any individual Member of Foundation; provided, however, that Members may provide goods and services to Foundation on terms that are fair to Foundation and in accordance with the Delaware Nonprofit Corporation Act.

**Section 6. Seal.** Foundation may have a seal of such design as the Board of Directors. If so adopted, the custody of the seal shall be with the Secretary and he/she shall have authority to affix the seal to all instruments where its use is required.

## **ARTICLE IX. CONTRACTS, CHECKS, DEPOSITS.**

**Section 1. Contracts.** The Board of Directors may authorize any Officer or Officers, agent or agents of Foundation, in addition to the Officers so authorized by these By-laws to enter into any contract or execute and deliver any instrument in the name of and on behalf of Foundation and such authority may be general or confined to specific instances.

**Section 2. Disbursements by Checks.** Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors. Recommendations for expenditures outside the budget shall be submitted to the Board of Directors for approval. Disbursements shall be by check which shall be signed by the Treasurer or another authorized Board Member for payments in the amount of \$500 or less. All other checks must be signed by the Treasurer and countersigned by the President or another authorized Board Member.

**Section 3. Deposits.** All funds of Foundation shall be deposited from time to time to the credit of Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

## **ARTICLE X. BOOKS AND RECORDS.**



Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors, and Committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Members entitled to vote. All books and records of Foundation may be inspected by any Member, or his or her agent or attorney for any proper purpose at any reasonable time upon proper notice (or upon notice of not less than three (3) days).

#### **ARTICLE XI. WAIVER OF NOTICE.**

Whenever any notice is required to be given under the provisions of the laws of Delaware or under the articles of incorporation or By-laws of Foundation, a waiver, 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.

#### **ARTICLE XII. AMENDMENTS.**

These By-laws may be altered, amended or repealed, or new By-laws may be adopted, at any regular or special meeting of the Board of Directors, or at any adjourned session thereof, subject to approval by the Voting Members. All questions of interpretation or construction of these Bylaws shall be decided by the affirmative vote of at least two-thirds of the votes cast at a duly called meeting of the Board of Directors at which at least two-thirds of all the then Directors are present.

