

BYLAWS  
OF  
ULTRA WIDE BAND ALLIANCE , INC.

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CERTIFICATION OF BYLAWS

I hereby certify that the attached Bylaws of the UltraWide Band Alliance, Inc., a District of Columbia nonprofit corporation, were duly adopted by official act of the Corporation, and are the complete Bylaws of the Corporation as currently in effect.

*Kelli Emerick*

Ultra Wide Band Alliance, Inc  
By: Kelli Emrick, Secretary

11/7/2019

Date

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Original Bylaws, Adopted May 3, 2018  
First Revision, Ratified November 8, 2019

**ARTICLE I. NAME AND PURPOSE**

- 1.1 The name of this District of Columbia nonprofit Corporation is Ultra Wide Band Alliance, Inc. (Corporation) and is organized under the District of Columbia Nonprofit Corporations Act of 2010 (Code). The organization is created to develop a cross-industry private sector alliance to educate, promote and defend Impulse Radio UWB for location, asset tracking, security and communications within the United States, the European Union and other regions as may be determined by the Board of Directors, and any other such activities which may be lawfully undertaken by the Corporation.

**ARTICLE II. OFFICES**

- 2.1. The principal office of the Corporation shall be in California, however, the Corporation may also have offices at such other places within or without the California as the Board of Directors may from time to time determine.

**ARTICLE III. MEMBERS**

- 3.1. The Corporation may designate a person or an entity as a member of the Corporation, provided that person or entity does not come within the definition of “member” as defined at §29-401.02(24) of the Code. The Corporation may establish different levels of membership with varying degrees of dues, benefits, responsibilities and authorities.
- 3.2. Promoter of Members: The class members known as “Promoter Members” are defined as members who are allocated a seat on the board of directors. Admission to the Promoter Membership class shall require a minimum two-thirds (2/3) vote of the Board of Directors, and such a determination shall be based on the then current criteria and conditions of membership adopted by the Board of Directors.
- 3.3. Other classes of members: The Corporation may, pursuant to resolutions adopted by the Board of Directors, create one or more classes of contributing members, which shall have only the rights and privileges specifically given them by the Board of Directors, and shall be subject to any conditions imposed thereon by the Board of Directors.

**ARTICLE IV. BOARD OF DIRECTORS**

- 4.1 Authority Of The Board. A Board of Directors shall manage the affairs of the Corporation and shall be the policy-making and authority of the Corporation (Board). The Board may exercise all the powers and authorities granted to the Corporation by law.

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4.2 Composition. The Board shall consist of not less than three (3) and not more than Twelve(12) directors (Directors).

(A) Each Promoter Member shall designate one (1) Director and one (1) Alternate Director. Alternate Directors may serve as Director in the event of event of the death, resignation, removal or absence of the Director. When serving in the capacity of Director, the Alternate Director shall have all the rights, privileges and responsibilities of the Director. Alternate Directors shall be entitled to attend all regular and special meetings of the Board of Directors and shall have all rights (including voting rights) of the Director in the absence of the Director. The Executive Director shall serve as an Ex-Officio, voting member of the Member of the Board of Directors. The number of the Board Members may be increased or decreased from time to time by Board resolution, provided the number of Directors is not designated to be less than three (3). There shall be at most nine (9) promoter members who designate Directors. The Board may authorize up to two (2) Board seats, with voting rights, reserved for organizations the UWB Alliance has reciprocal membership agreements with. Appointment to the Board of Directors shall be at the discretion of, and pursuant to a two thirds majority vote, of the full Board.

(B) The Board of Directors may appoint and remove, from time to time, additional non-Promoter Board members when the Board of Directors believes that such appointment is in the best interests of the Corporation. The maximum number of additional Board members shall not exceed 3. Additional Board members shall be elected by two thirds majority of the Board of Directors according 4.3. The number of additional Board members may be increased or decreased from time to time by Board resolution.

(C) Pursuant to (A) and (B), a change in the number of Directors shall not cause a Director to be removed from his position as Director before the expiration of his term of office.

(C) Each Director shall be at least eighteen (18) years of age. Each Director shall hold office until the expiration of the term for which he was elected and until his successor has been duly elected and qualified, or until the time of his resignation or removal from the Board as provided at §4.4 herein. The Directors shall elect a chair of the Board (Chair) who shall serve a term of two (2) years and shall be vested with authority to preside over meetings of the Board and establish the agenda for such meetings.

4.3 Terms. The initial Directors named in the articles of incorporation or elected by the incorporator, shall be elected by the Board at its Annual Meeting, for a term of two (2)

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years. Thereafter, the Directors shall be divided into two classes, Class “A” and Class “B,” consisting of an equal number of Directors or a plus one difference. Directors in Class “A” shall be designated or elected to an initial term of one (1) year and Directors in Class “B” shall be designated or elected to a term of two (2) years. At the end of that initial one (1) year term, and for all subsequent elections, the Class “A” Directors shall be designated or elected to two (2) year terms. Each year the Class of Directors not up for election shall nominate and elect additional Board Members in the alternate Class to the Board for a term of two (2) years. Directors may be re-elected for successive terms.

- 4.4 Resignation and Removal. A Director may resign at any time by issuing a signed notice of resignation and delivering it to the Chair or other Officer of the Corporation. The notice shall be effective as of the date and time it is delivered unless the notice specifies a later time of effect. Any Director may be removed with or without cause by action of the Board. The vote of two-thirds (2/3) of the Directors then in office shall be required to remove a Director from office prior to the expiration of the term for which that Director has been elected.
- 4.5 Election of Directors To Fill Vacancy. Newly created directorships or vacancy(s) which is not filled by an Alternate Director and/or upon the vacancy of an Alternate Director, the affected Promoter Member shall have sixty (60) calendar days from the date of notice of the vacancy from the Corporation to appoint a replacement Director and/or Alternate Director to the Board of Directors for the remaining term. If the Promoter Member fails or refuses to make such appointment within such a sixty (60) calendar day period, the Board of Directors may fill any vacancy for the remaining term. Any vacancies created by a failure of a Member to renew its membership may be filled by the Board of Directors. For vacancy(s) not filled by Promoter Members and/or vacancies of other Board Members elected by the board may be filled by a vote of the majority of the Directors then in office, although less than a quorum, unless otherwise provided in the Certificate of Incorporation. A Director elected to fill a vacancy shall be elected to hold office for the unexpired term of his predecessor.
- 4.6 Board Meetings. A regular annual meeting of the Board (Annual Meeting) shall be held during the second calendar quarter of each year, at the principal place of business of the Corporation, or at such other location as determined by the Board and for which notice is provided to each Director, at least fifteen (15) days before the Annual Meeting. All other meetings of the Board shall be held at such time and place as shall be fixed by the Board from time to time. Special meetings may be called by or at the direction of the Chair of the Board or by a majority of the Directors then in office. Notice of such a special meeting shall be in writing indicating the time and place of the meeting and shall be delivered to each Director.
- 4.7 Quorum. A majority of the Directors then in office, or two (2) Directors, whichever is greater, shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present at said meeting, a

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majority of the Directors present may adjourn the meeting to another time without further notice. Proxies may not be utilized for purposes of establishing a quorum.

- 4.8 Waivers Of Notice. Whenever notice is required to be given to any Director under any provision of law, the Articles of Incorporation or these Bylaws, a written waiver, signed by the Director entitled to such notice, whether before or after the time stated in the notice for the meeting or action, shall be the equivalent to the giving of the required notice. The waiver must specify the meeting for which notice is waived and must be filed with the minutes of the meeting or the corporate records. A Director's presence at a meeting, in person or in accordance with § 4.9 herein, waives any required notice to the Director regarding the meeting unless the Director, at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.
- 4.9 Participation By Conference Telephone. Telephonic or similar two-way communication technology enabling any or all Director to simultaneously hear and communicate to the entire Board is permissible to constitute a Director being present at the meeting.
- 4.10 Acts of the Board. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the vote of a greater number is required by law or by these Bylaws.
- 4.11 Compensation. Directors shall not receive any fees or compensation for their service on the Board, however, by resolution, the Board may authorize the payment of expenses associated with attendance for each, Annual, regular or special meeting of the Board. Nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation thereof.
- 4.12 Unanimous Consent. Any action which is required or permitted to be taken at a meeting of the Board or a committee may be taken without a meeting if a unanimous consent in writing, setting forth the action so taken, shall be signed by all of the Directors then in office or members of the committee. The writing describing the action and the Directors' signatures agreeing to such action(s) shall be included in the minutes and made part of the corporate record. Actions taken pursuant to this section shall be effective as of the date and time the last Director signed the consent unless the written consent specifies an earlier or later effective date.
- 4.13 Inspection. Each Director shall have the right at any reasonable time to inspect and copy all books, records and documents of the Corporation provided such inspection reasonably relates to the performance of the Corporate duties of the Director.

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**ARTICLE V. OFFICERS**

- 5.1 Positions. The officers of the Corporation shall be a President, a Secretary and a Treasurer, and such other officers as may be appointed by the Board and such officers shall have the authority to perform the duties prescribed from time to time by the Board (Officers). Any two (2) or more offices may be held by the same person, except the offices of President and Treasurer.
- 5.2 Appointment. The Officers of the Corporation shall be appointed to a term of one (1) year by the Board at the Annual Meeting. New positions for officers may be created and filled at any meeting of the Board but subsequently the position will be reappointed at the Annual Meeting. Each Officer shall hold office until his successor shall have been duly appointed and qualified.
- 5.3 Removal. Any Officer, except the President, may be removed, with or without cause, by a majority vote of the Directors then in office, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed. The President may be removed, with or without cause, however only upon a two-thirds (2/3) vote of the Directors then in office.
- 5.4 Vacancies. A vacancy in any office shall be filled by the Board for the unexpired portion of the term.
- 5.5 President. The President shall be the principal Officer of the Corporation and shall exercise general supervision over the affairs of the Corporation, its Officers, and personnel, consistent with policies established by the Board. The President may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Officer or agent of the Corporation; and in general shall perform all duties incident to the Office of the President and such other duties as may be prescribed from time to time by the Board. The President may authorize and approve expenditures and take such other lawful steps he shall deem necessary to advance the purposes of the Corporation, provided such steps do not exceed the scope of authority determined by the Board.
- 5.6 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and, in general, perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board. The Treasurer shall be responsible, with assistance of the general counsel, for the administration and oversight of the Corporation's financial records, initiation of an annual audit, compliance with statutory reporting requirements, tax returns, and tax payments. If required by the Board, the

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Treasurer shall give a bond for the faithful discharge of his duties in such sum and with surety or sureties as the Board shall determine.

- 5.7 Secretary. The Secretary shall keep the minutes of the meetings of the Board and shall oversee the keeping, preparation, and filing of all other records required by law or by the policies of the Board; be custodian of the corporate records; maintain the seal of the Corporation and see that it is affixed to all documents requiring the seal of the Corporation, the authorization and execution of which is duly sanctioned in accordance with the provisions of these Bylaws; maintain a register of the current address of each Director; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board.
- 5.8 Assistant Officers. The Board may appoint an assistant treasurer and an assistant secretary who, in general, shall perform such duties as shall be respectfully assigned to them by the Treasurer or the Secretary or by the President or the Board. If required by the Board the assistant treasurer shall give bonds for the faithful discharge of his duties in such sums and with such sureties as the Board shall determine. Positions for other assistant officers shall be established by a resolution adopted by the Board which shall set forth the title, duties, responsibilities and authorities of the newly created assistant officer position. Assistant officers shall be subject to the provisions of §§5.2 and 5.3 herein.
- 5.9 Executive Director. The Board may hire an Executive Director, whose duties, tenure, compensation all other terms and conditions of the hire shall be set out in a contract between the Corporation and Executive Director.

**ARTICLE VI. COMMITTEES**

- 6.1 Composition. The Board, by a resolution adopted by a majority of the Directors then in office, may designate and appoint one or more committees, each of which shall consist of two (2) or more persons, a majority of whom are Directors, and which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the committee.
- 6.2 Limitations. No committee shall have the authority of the Board in appointing or removing any member of any such committee or any Director or Officer of the Corporation; amending the Certificate of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of



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authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it or him by law.

- 6.3 Creation. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated and appointed by resolution adopted by a majority of the Directors at a meeting at which a quorum is present, or by the President as authorized by a like resolution of the Board. Membership on such committees need not be limited to Directors.
- 6.4 Terms of Members. Each member of a committee shall continue as such until the next Annual Meeting and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.
- 6.5 Committee Chair. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof.
- 6.6 Vacancy. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 6.7 Quorum. Unless otherwise provided in the resolution of the Board 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. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

**ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

- 7.1 Authority to Contract. The Board may authorize any Officer(s) or agent(s) of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.
- 7.2 Signatures for Disbursements. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent, or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such an instrument of \$2,500 or less shall be signed by the Treasurer or an assistant treasurer and, for instruments in excess of \$2,500, the instrument must also be countersigned by the President of the Corporation or his designee.

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- 7.3 Depository Accounts. All funds of the Corporation shall be deposited from time to time to the credit to the Corporation in such banks, trust companies, or other depositories as the Board may from time to time select.
- 7.4 Gifts. The Board may accept, on behalf of the Corporation, any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

**ARTICLE VIII. DISTRIBUTION OF PROPERTY RIGHTS**

- 8.1 Upon dissolution of the Corporation and after paying or providing for its debts, by majority vote, the Board shall distribute the remaining assets to one or more nonprofit corporations with a purpose exempt under §501(c)(3 ) or §501(c)(4) of the Internal Revenue Code, the recipient(s) of which will determined by a majority vote of the Directors. If the Board fails to consent to the distribution of all or a portion of the Corporation’s distributable assets, then upon petition of the District of Columbia Office of General Counsel, the District of Columbia courts shall direct the manner of distribution.

**ARTICLE IX. BOOKS AND RECORDS**

- 9.1 The Corporation shall keep correct and complete books and records of accounting and perform the specific accounting and filing of state public disclosure reports as may be required by applicable law. The Corporation shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board.

**ARTICLE X. FISCAL YEAR**

- 10.1 The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

**ARTICLE XI. SEAL**

- 11.1 The Board shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of, “Ultra Wide Band, Inc.” and the words “incorporated 2018, nonprofit corporation, District of Columbia.”

**ARTICLE XII. WAIVER OF NOTICE**

- 12.1 Unless otherwise stated herein, whenever any notice is required to be given under the Articles of Incorporation, the Bylaws, or the Code governing non-profit corporations of the District of Columbia, a waiver thereof in writing, signed by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice.

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**ARTICLE XIII. INDEMNIFICATION**

- 13.1 The Corporation shall indemnify its Officers, Directors, agents and employees against liability to the maximum extent as permitted by District of Columbia law or as may otherwise be qualified by a resolution of the Board. The Corporation may purchase and maintain insurance against such financial obligations.

14.1 **ARTICLE XIV. CONFLICT OF INTEREST**

By resolution, the Board shall adopt a conflict of interest policy applicable to Officers, Directors, committee members, and such other key personnel as may be identified in the Board resolution. A copy of the resolution and the conflict of interest policy shall be attached as an exhibit to these Bylaws. A copy of the conflict of interest policy shall be distributed annually to all persons covered by it. Covered persons shall acknowledge receipt of the policy and their agreement to abide by it, by signing and returning the policy to the Secretary of the Corporation.

**ARTICLE XIV. AMENDMENTS TO BYLAWS**

- 14.1 These Bylaws may be altered, amended, repealed, or restated only by a majority vote of the Directors, then in office, at any regular meeting or at any special meeting at which a quorum is present and for which Directors were provided copies of any proposed By-Law amendment, restatement or alteration at least seven (7) days prior to such meeting..

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