



## OMNIAIR BOARD OF DIRECTORS MEETING

**Date:** October 27, 2015

**Time:** 4:00pm To 6:00pm

**Location:** University of Michigan Transportation Research Institute  
Building 18  
Room Number B115  
2800 Plymouth Road  
Ann Arbor, MI 48109-2150



OmniAir Consortium, Inc. 8588 Jefferson Davis Highway #15252, Alexandria VA 22309  
Phone: 202-689-4802 Web: [www.omniair.org](http://www.omniair.org)

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# Board of Directors Agenda

October 27, 2015

North Campus Research Complex at the University of Michigan  
2800 Plymouth Road  
Building No. 18 & Room No. 115  
Ann Arbor MI 48109

Time: 4:00pm to 6:00pm Meeting Type: Board of Directors  
Call-in Number: 1-512 342 3331 Dial-in Code: 35113895  
Parking Lot: Blue Permit Parking Parking Fee: \$5 cash only  
Facilitator: Dave Kristick, Chair

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## Read in Advance:

- Minutes and action items of previous meeting
- Membership reports – trend and new members
- Director Nominations: Dwight Jordan, 3M Corp and Michael Stelts, Panasonic
- Financial reports
- Proposed Bylaw changes (3 major changes outstanding for discussion)

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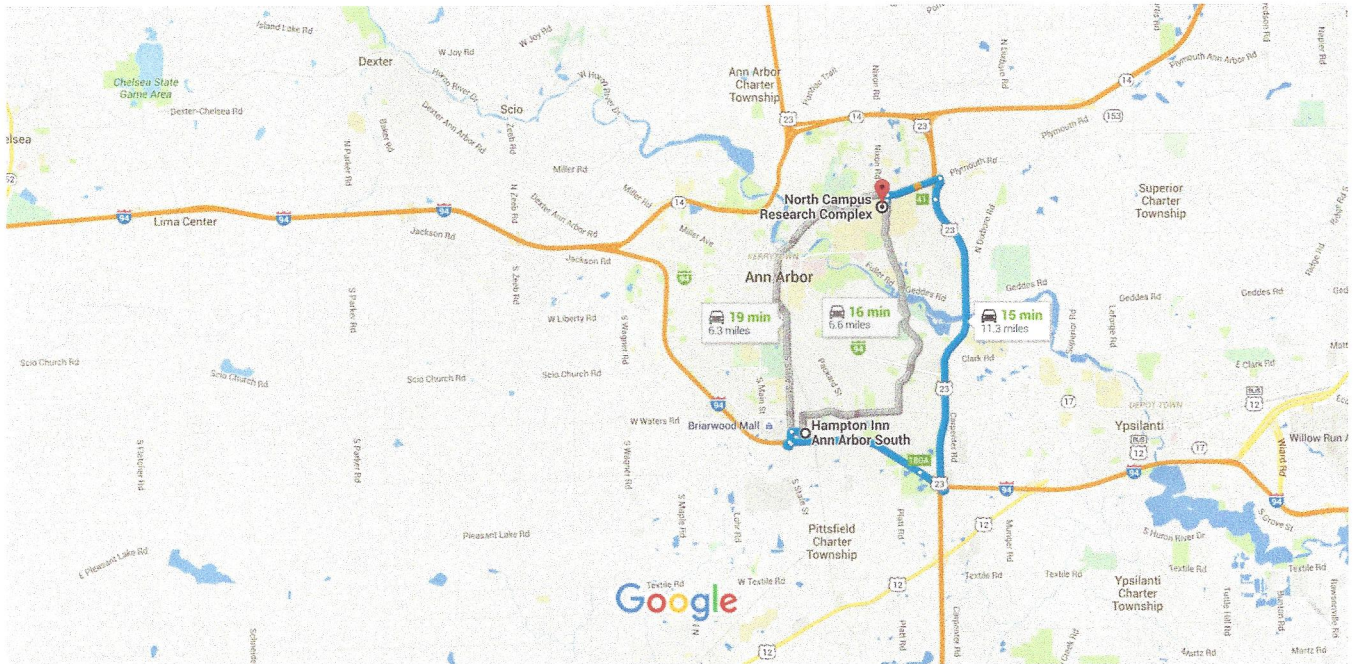
Time	Item	Board Book Page No.	Owner
4:00	Call meeting to order	N/A	Dave Kristick
4:05	Minute of the previous meeting - vote	8 - 10	Suzanne Murtha
4:15	Action items of the previous meeting	6 - 8	Suzanne Murtha
4:25	Election of new Officer/Directors	13 -17	Dave Kristick
4:40	Membership report		Suzanne Murtha
	• Three year trend	18	
	• Review of new members	19	
4:55	Treasurer's reports		Steve Novosad
	• 2014 Independent Financial Review Results	20 - 33	
	• Cash Flow Three Year Trend	34	
	• Statement of Financial Position as of 09/30/15	36 - 37	
	• P&L Budget vs Actual YTD 09/30/15	40 - 42	
5:10	Discuss By-law changes and vote	43 - 73	Suzanne Murtha
5:50	Review tomorrow's membership meeting agenda	74	Suzanne Murtha
5:52	Next meeting	N/A	Suzanne Murtha
	• Date, time, venue, attendees, objective.		
	• Motions for discussion(s) at the next meeting		
6:00	Adjourn	N/A	Dave Kristick





# Hampton Inn Ann Arbor South to North Campus Research Complex

Drive 11.3 miles, 15 min



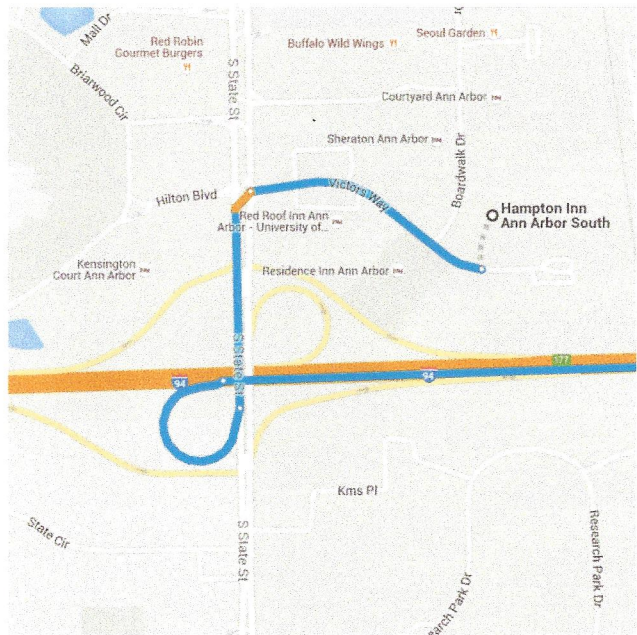
Map data ©2015 Google 2 mi

## Hampton Inn Ann Arbor South

925 Victors Way, Ann Arbor, MI 48108

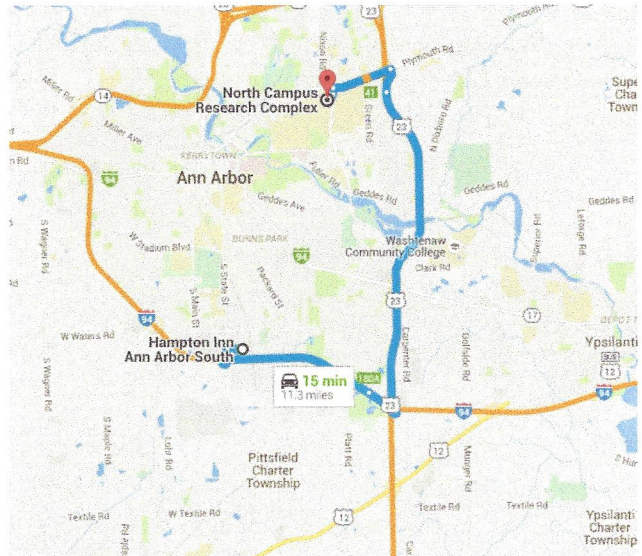
Get on I-94 E

- ↑ 1. Head west on Victors Way toward Boardwalk Dr  
3 min (0.7 mi)
- ↶ 2. Use the right lane to turn left onto S State St  
0.3 mi
- ↑ 3. Use the right lane to merge onto I-94 E via the ramp to Detroit  
0.2 mi



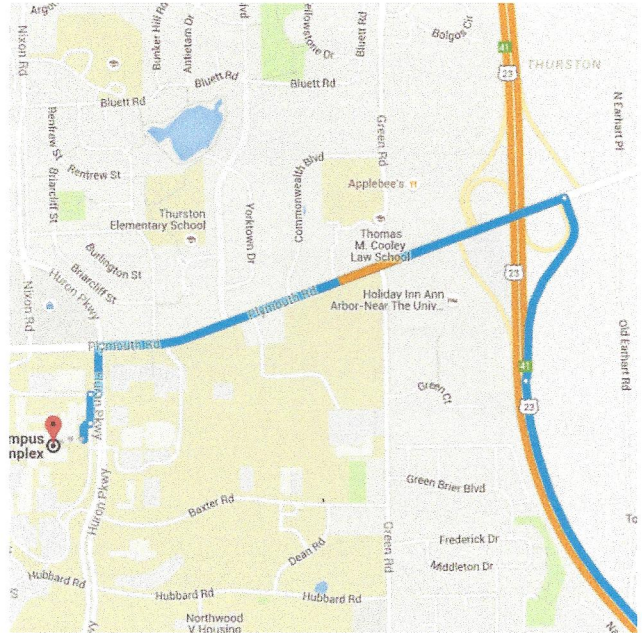
Continue on I-94 E. Take US-23 N to Plymouth Rd in Ann Arbor charter Township. Take exit 41 from US-23 N

- 9 min (9.3 mi)
- 4. Merge onto I-94 E
- 2.6 mi
- 5. Take exit 180A-180B to merge onto US-23 N
- 6.4 mi
- 6. Take exit 41 for Plymouth Rd
- 0.4 mi



Continue on Plymouth Rd to your destination in Ann Arbor

- 4 min (1.3 mi)
- 7. Use the left 2 lanes to turn left onto Plymouth Rd
- 1.0 mi
- 8. Turn left onto Huron Pkwy
- 0.1 mi
- 9. Turn right
- 89 ft
- 10. Turn left
- 322 ft
- 11. Turn right
- 217 ft



## North Campus Research Complex

2800 Plymouth Road, Ann Arbor, MI 48109

These directions are for planning purposes only. You may find that construction projects, traffic, weather, or other events may cause conditions to differ from the map results, and you should plan your route accordingly. You must obey all signs or notices regarding your route.



## **Directions to the 2800 Plymouth Road side of the North Campus Research Complex**

**From East (north side of town):** Take M-14 to US-23 south. Follow US-23 south to Plymouth Road exit (41); Turn right (west) onto Plymouth Road. Continue .9 miles to Huron Parkway. Go through the intersection at Huron Parkway and continue on Plymouth to Nixon Road. At Nixon (there is a light), get into the left turn lane which is at the 2800 Plymouth Road entrance to the North Campus Research Complex (there is a sign at the entrance). Enter the complex and follow the drive as it curves first to the right (near the Child Care Center) and then to the left past Building 16. Visitor parking will be on the left. Visitor entrance to the complex is at Building 18.

**From East (south side of town):** Take I-94 west to US-23 north. Follow US-23 north to Plymouth Road exit (41); Turn left onto Plymouth Road. Continue .9 miles to Huron Parkway. Go through the intersection at Huron Parkway and continue on Plymouth to Nixon Road. At Nixon (there is a light), get into the left turn lane which is at the 2800 Plymouth Road entrance to the North Campus Research Complex (there is a sign at the entrance). Enter the complex and follow the drive as it curves first to the right (near the Child Care Center) and then to the left past Building 16. Visitor parking will be on the left. Visitor entrance to the complex is at Building 18.

**From West (north side of town):** Take I-94 east to M-14 (goes northeast). Take M-14 to US-23 south. Follow US-23 south to Plymouth Road exit (41); Turn right (west) onto Plymouth Road. Continue .9 miles to Huron Parkway. Go through the intersection at Huron Parkway and continue on Plymouth to Nixon Road. At Nixon (there is a light), get into the left turn lane which is at the 2800 Plymouth Road entrance to the North Campus Research Complex (there is a sign at the entrance). Enter the complex and follow the drive as it curves first to the right (near the Child Care Center) and then to the left past Building 16. Visitor parking will be on the left. Visitor entrance to the complex is at Building 18.

**From West (through downtown):** Take I-94 to Jackson Road exit. Go east on Jackson Road which becomes Huron Street. Follow Huron Street east to Division Street. Turn left (north) on Division Street. Follow Division north as it goes over the Broadway bridge and becomes Broadway Street. Follow Broadway until it merges with Plymouth Road, just past Maiden Lane. Continue east on Plymouth Road (get in the right lane) to Nixon Road. At Nixon (there is a light), turn right at the 2800 Plymouth Road entrance to the North Campus Research Complex (there is a sign at the entrance). Enter the complex and follow the drive as it curves first to the right (near the Child Care Center) and then to the left past Building 16. Visitor parking will be on the left. Visitor entrance to the complex is at Building 18.

**From North:** Take US-23 south to Plymouth Road exit (41). Turn right (west) onto Plymouth Road. Continue .9 miles to Huron Parkway. Go through the intersection at Huron Parkway and continue on Plymouth to Nixon Road. At Nixon (there is a light), get into the left turn lane which is at the 2800 Plymouth Road entrance to the North Campus Research Complex (there is a sign at the entrance). Enter the complex and follow the drive as it curves first to the right (near the Child Care Center) and then to the left past Building 16. Visitor parking will be on the left. Visitor entrance to the complex is at Building 18.

**From South:** Take US-23 north to Plymouth Road exit (41). Turn left onto Plymouth Road. Continue .9 miles to Huron Parkway. Go through the intersection at Huron Parkway and continue on Plymouth to Nixon Road. At Nixon (there is a light), get into the left turn lane which is at the 2800 Plymouth Road entrance to the North Campus Research Complex (there is a sign at the entrance). Enter the complex and follow the drive as it curves first to the right (near the Child Care Center) and then to the left past Building 16. Visitor parking will be on the left. Visitor entrance to the complex is at Building 18.

10/27/15 OmniAir Board of Directors Meeting Location:

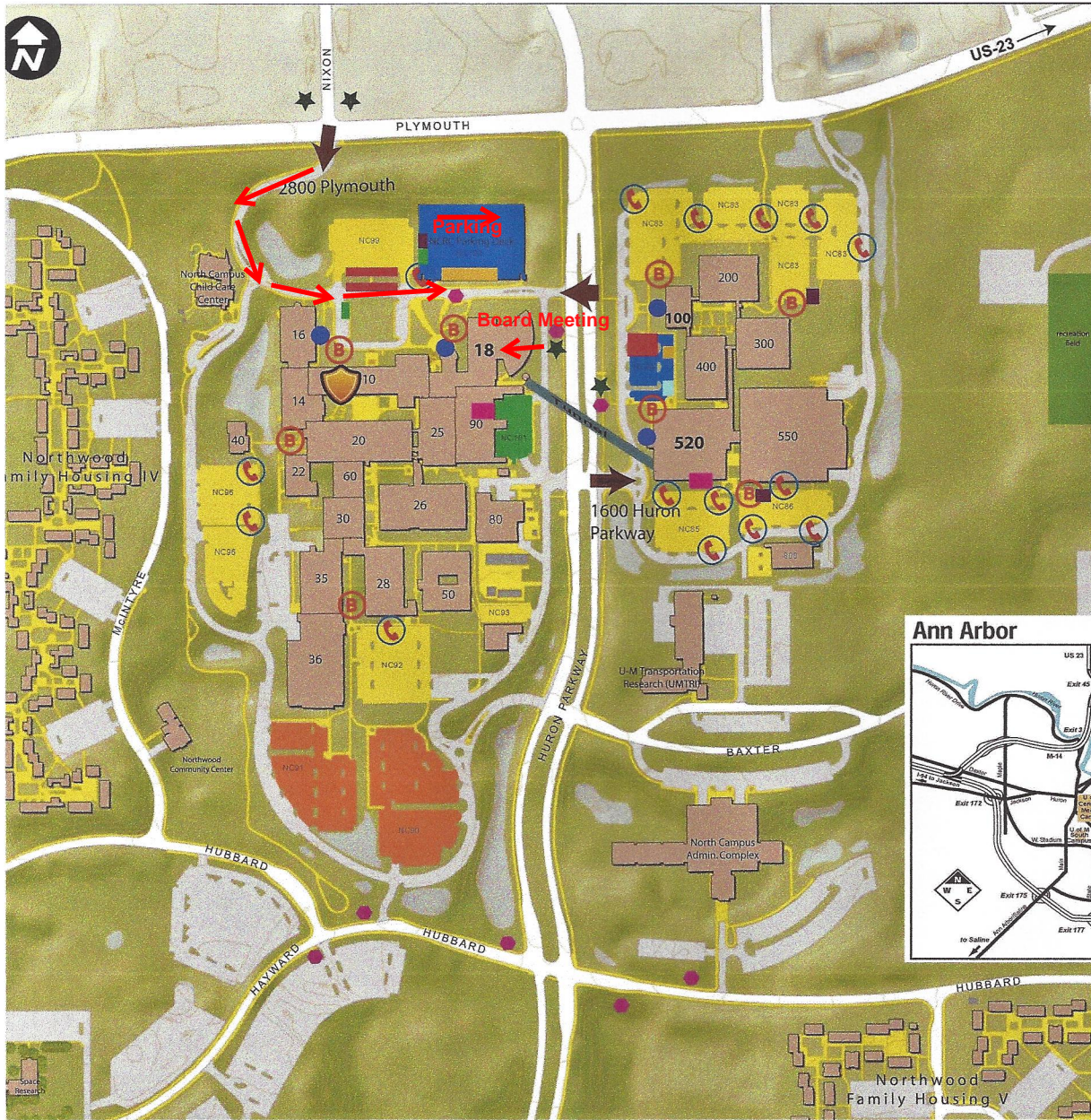
North Campus Research Complex at the University of Michigan

Building Number 18

Room Number 115

Park in the Blue Permit Parking Lot

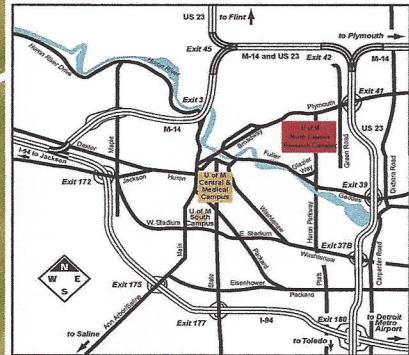
Parking Fee \$5 Cash Only

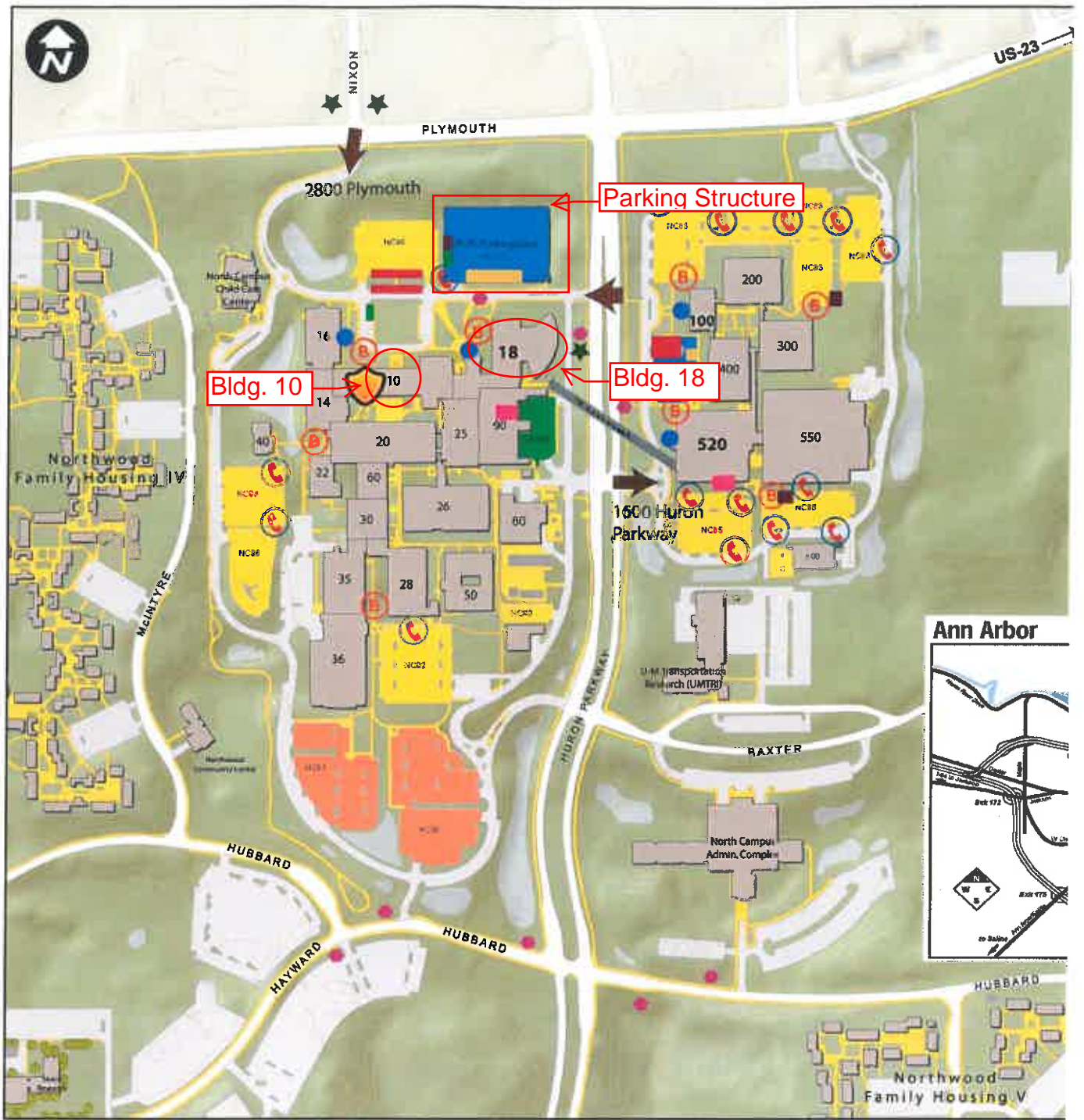


**M** NORTH CAMPUS RESEARCH COMPLE  
UNIVERSITY OF MICHIGAN

- ➔ Visitor Vehicle Entrance
- Visitor Parking
- Gold Permit Parking
- Blue Permit Parking
- Yellow Permit Parking
- Orange Permit Parking
- UM Service/Business & Commercial
- Motorcycle Parking
- ⓑ Bike Parking
- Bus Stop U-M
- ★ Bus Stop AATA
- Delivery Locations
- Visitor Building Entrance
- NCRC Security Post 1
- ☎ Emergency Phone

**Ann Arbor**







## MINUTES FOR OMNI AIR CONSORTIUM, INC. BOARD OF DIRECTORS MEETING

<b><u>Action Item</u></b>	<b><u>Responsible Party</u></b>	<b><u>Date Due</u></b>	<b><u>Status</u></b>
Suzanne will reach out to FMCSA for certification program	Suzanne Murtha	5/1/2015	In progress
Suzanne will draft a white paper regarding connected vehicle tolling	Suzanne Murtha	5/15/2015	
Suzanne will reach out to Telematics Update OEM speakers for suggestion to speak at IBTTA meeting	Suzanne Murtha	5/1/2015	
Suzanne will follow up with HERE, INRIX to discuss that value of a PPP situation for agencies for setting up communications systems with DSRC.	Suzanne Murtha	5/1/2015	
Suzanne will deliver a breakdown of OCS revenue streams for the July BOD meeting	Suzanne Murtha	6/15/2015	
Suzanne will build a membership application	Suzanne Murtha	7/30/2015	Done



Suzanne will produce documentation on plan for OmniAir Tools for Certification Deployment	Suzanne Murtha	8/15/2015	
Kathy Janac to draft Investment Policy for cash in the bank	Kathy Janac	8/30/2015	
Suzanne Murtha and Ted Mawhinney to prepare report detailing the timing, use, determination and deliverables. OmniAir from OCS on 'How Certification Works' should be drafted.	Suzanne Murtha and Ted Mawhinney	9/20/2015	
PJ Wilkins to send IAG policy for financial investments	PJ Wilkins	9/20/2015	
Suzanne Murtha and Kathy Janac will draft a policy for Nomination to the Board of Director based on the ByLaws.	Suzanne Murtha and Kathy Janac	9/20/2015	Done
Suzanne will have Squires Sanders review the ByLaws to help delineate the difference between "member" and BOD member as well as help clarify the policy for BOD membership.	Suzanne Murtha	8/15/2015	Done
Kathy Janac to ensure the annual financial review start upon completion of the financial records.	Kathy Janac	2/15/2016	



Kathy Janac to provide three prices quotes for the 2015 financial review.	Kathy Janac	12/15/2015	
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**Call to Order:**

A Board of Directors meeting of OmniAir Consortium, Inc. was held on 11 July 2015 at the Intercontinental Hotel in Miami, Florida. The meeting began at 4:33pm and was presided over by Dave Kristick, Chair with Jason JonMichael Treasurer and Suzanne Murtha, Executive Director.

**Attendees:**

Voting members in Attendance: Dave Kristick/Chair, Jason JonMichael/Treasurer, Suzanne Murtha/Executive Director, Joe Averkamp-dial in, Chris Body, James Hofmann, Ted Mawhinney, Mark Muriello, Ted Osinski, Bob Redding, Dick Schnacke, PJ Wilkins

Non-voting OmniAir Associate in Attendance: Kathy Janac, Association Services Manager

**Approval of Minutes:**

A motion to approve the minutes of the February 2015 meeting held in Plano, Texas/interim conference call, was made by Ted Osinski and seconded by James Hofmann.

**Officer's Reports:**

1. Prospective Members Report provided by Suzanne Murtha
2. Action Item update provided by Suzanne Murtha
3. Strategy Session update provided by Suzanne Murtha
4. OCS current projects and revenue update provided by Ted Mawhinney

**Other Reports:**

1. Finance Reports provided by Kathy Janac
2. Member Report 3-Year Report provided by Kathy Janac
3. Board of Directors Report provided by Kathy Janac

**Main Motions:**

1. Membership Application: Proposed by Suzanne Murtha. Dave Kristick announced that the application should include what the organization does and why they want to join to ensure the prospective member promote the intent of the corporation. Two potential tools for new member review include using the web to provide a description of the organization and offering a 10 minute slot on the membership calls. . Dave Kristick advised that we need to improve our BOD membership balance of public and private sectors in compliance with the By-Laws. Jason JonMichael suggested that a membership letter of intent would provide leverage in the event of need for member to be expelled. Action: Suzanne Murtha to design a Membership Application



for the Board of Directors review prior to the member joining OmniAir.

2. OmniAir Tools for Certification Deployment: Proposed by Suzanne Murtha. Action: Suzanne Murtha will produce documentation on plan for OmniAir Tools for Certification Deployment to include:
  - a. Vendor Primer
  - b. Larger Primer for Agencies
  - c. One Page Primer for Agencies
3. 2016 OCS Lab Document and Integrators Document to be prepared by Ted Mawhinney.
4. Investment Policy: Proposed by Dick Schnacke. Action: Kathy Janac to draft Investment Policy for cash in the Banks.
5. OCS investment of \$15k: Proposed by Suzanne Murtha and Ted Mawhinney. Action: Suzanne Murtha and Ted Mawhinney to prepare report detailing the timing, use, determination and deliverables (who can do it and why; sole source) for the requested funding. Also, a report to OmniAir from OCS on 'How Certification Works' should be drafted. Secondary Action: PJ Wilkins to send IAG report on deliverables to Suzanne Murtha and Ted Mawhinney.
6. OCS and OmniAir Website Upgrade: Update provided by Suzanne Murtha. Action: Suzanne Murtha to secure the sites.
7. IAG Policy: Action: PJ Wilkins to send IAG policy for financial investments.
8. There was discussion on the process for Board of Director membership. If any Executive or Associate level member would like to nominate a BOD member, they will have to follow the process outlined in the bylaws. Dave Kristick reminded us of the past process of same situation with Kapsch and NTTA. Some members voiced the opinion that the step for Directorship are unclear. James Hofmann suggested we clean up this process as we are approaching filling the Director Positions. Action: Suzanne Murtha and Kathy Janac will draft a policy for Nomination to the Board of Director based on the ByLaws. Action: Suzanne will have Squires Sanders review the ByLaws to help delineate the difference between "member" and BOD member as well as help clarify the policy for BOD membership.
9. 2014 990 and Financial Review Update discussed with the Board. Dave Kristick requested the annual financial review start earlier in the year (i.e. upon completion of the financial records). Action: Kathy Janac to ensure the annual financial review start upon completion of the financial records. Kathy Janac to provide three prices quotes for the 2015 financial review.
10. WiFi Alliance MOU: Presented by Suzanne Murtha. Motion to adopt the agreement as marked up and modified was 1<sup>st</sup> motioned by PJ Wilkins, 2<sup>nd</sup> Motion by Dave Kristick and agreed upon by all. The BOD gave the Executive Committee authority to make any additional changes to the document as necessary.



11. OmniAir Consortium, Inc. proposed changes to the By-Laws: Presented by Suzanne Murtha.  
Open item for future discussion.

**Announcements:**

Larger annual meeting for members to discuss strategy: Suzanne to poll ideas from members then we can tailor the all member meeting.

Proposed meeting dates, location and subject:

1. October 28, 2015, Detroit, General Member and Board of Directors Meeting, 2016 Budget strategy.
2. December 7, 2015, New York City, OCS Meeting
3. December 8, 2015, New York City, Board of Director Meeting, Review 2016 Budget

**Adjournment:**

Dave Kristick, Chair, moved that the meeting be adjourned, 1<sup>st</sup> motion by Ted Mawhinney, 2<sup>nd</sup> motion by Jason JonMichael and agreed by all at 6:30pm.

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Dave Kristick, Chair  
OmniAir Consortium, Inc.

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Date of Approval

DRAFT



## 2015 Board Roster – OmniAir Consortium, Inc.

	<b>Officers</b>	<b>Organization</b>	<b>Term End Date</b>	<b>Eligibility</b>
1	Dave Kristick, Chair ALT: John McCuskey	E-470 Public Highway Authority	12/31/17	No
2	Vice Chair, Vacant	TBD	TBD	
3	Jason JonMichael, Treasurer ALT: Steve Novosad	HNTB	12/31/17	No
4	Suzanne Murtha, Exec. Dir.	OmniAir	n/a	n/a
	<b>Directors</b>	<b>Organization</b>	<b>Term End Date</b>	
5	PJ Wilkins ALT: Jon Royer	E-ZPass Group	12/31/15	
6	Chris Body ALT: Brian McNiff	Kapsch	12/31/17	
7	Ted Osinkski ATL: TBD	MetLabs	12/31/17	
8	Andrew Fremier ALT: TBD	Metropolitan Transportation Commission (MTC)	12/31/17	
9	James Fortunato ALT: Bob Redding	MTA Bridges & Tunnels	12/31/16	
10	James Hofmann ALT: Jim Griffin	North Texas Tollway Authority	12/31/16	
11	Mark Muriello ALT: TBD	Port Authority of NY & NJ	12/31/16	
12	JR Richardson ALT: TBD	Raytheon	12/31/17	
13	Dick Schnacke ALT: Richard Doering	TransCore	12/31/17	
14	Joe Averkamp ALT: TBD	Xerox	12/31/17	
15	Vacant			
16	Vacant			
17	Vacant			
18	Vacant			
19	Vacant			
20	Vacant			
21	Vacant			

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.

<sup>1</sup> Section 3.02. Number and Composition of the Board. The Board shall consist of a minimum of ten (10) Directors and a maximum of twenty (20) Directors plus the Executive Director.

16508 Oak Road, Westfield, IN 46074 (home office)  
 +1 (317) 457-1200 mobile  
[michael.stelts@us.panasonic.com](mailto:michael.stelts@us.panasonic.com)

### Recent work experience

US DIRECTOR, STRATEGIC STANDARDS & REGULATION 2005–today

**Panasonic;** Cupertino, CA

Lead Panasonic's US standardization office. Current topics include V2X communication, vehicle cybersecurity, and electric vehicle standards. Previous topics included renewable energy (smart grid), and home networks.

#### Membership

- Founder & Board Member, HomeGrid Forum – Created a consortium with Intel and TI to develop a common communication protocol over power lines, phone line, and coaxial cable.
- Board Member, DLNA – Helped make DLNA Recommendations a predominant A/V networking standard.
- Chairman, CEA Smart Grid Working Group
- President, CEPCA – Led consortium in creating a power line communications (PLC) coexistence protocol, preventing interference between consumer electronics (CE) products.
- Chairman, IEEE P1901 WG3 – Wrote standard, based on the CEPCA protocol.
- Member, ITU-T SG15– Ensured this group's standard was identical to IEEE 1901.
- Member – SAE (5 standardization committees), DECE, AHAM, SGIP, IEEE SCC21, IEC (5 committees).

US MANAGER, STANDARDS 2000–2005

**Thomson;** Indianapolis, IN

Participated in standards which were significant to corporate strategy, such as content rights management and home networking. Assumed management of a failed subsidiary, organizing its assets into a money-making operation and ensuring reassignment of every employee.

#### Membership

- Founder, HDMI – Negotiated with six other companies to create this de facto standard.
- Board Secretary, UPnP Implementers Corp. – Introduced standard accounting practices.
- Chair, DLNA Industry Liaison Committee – Initiated collaboration with IGRS in China.
- Chair, CEA Data Networking Standards Committee – Moderated PLC standards battle.
- Board Member, CEA Home Networking and Information Technology Division
- Member – IEC TC100, several other CEA committees

DIRECTOR, OEM PRODUCT MANAGEMENT 1997–2000

**Best Power, division of Invensys;** Necedah, WI

Specified, designed, and developed Uninterruptible Power Supplies (UPS) for computer manufacturers, primarily IBM and Hewlett-Packard. Held profit and loss responsibility for approximately \$60M, 1/3 of company's total annual revenue.

#### Accomplishments

- Migrated to products that were more profitable for the OEM customer and Best Power.
- Engineering Project Manager for development in Taiwan and USA (ISO 9000 compliant).
- Redesigned a legacy product to make it profitable.

**Education**

Executive Masters of Business Administration (EMBA)  
 Bachelors of Science, Electrical Engineering (BSEE)  
 Bachelors of Arts, Music (BA)

University of Wisconsin  
 University of Illinois  
 University of Illinois

**Awards**

**Panasonic** – Future Project, North America Region Award (product design competition)  
**IEEE-SA Standards Board** – Contributions to the Development of IEEE 1901  
**Nippon Columbia** –Commendation for Design of Denon DN-2700F CD Player

**Sales & Marketing experience**

NATIONAL SALES MANAGER

PSG Industries

Sold thermostats to US HVAC distributors, increasing annual revenue 25%.

PRODUCT PLANNING MANAGER

Crest Audio

In addition to new product development, I introduced customer surveys, market research, and sales analysis to the company. Designed and installed the company's first web site.

PRODUCT MANAGER, PROFESSIONAL AUDIO

Denon Electronics, div. of Nippon Columbia

Increased sales of profitable products by 2.43 times in three years by redesigning products for new applications then marketing them to six different markets . Gathered first-hand customer feedback at 11 trade shows each year to continuously improve the products.

PRODUCT TRAINER

Alpine Electronics

Conducted training seminars, developed new product applications, investigated dealer issues, analyzed competitors' products, and wrote monthly newsletter. Designed, built, and maintained demonstration systems for home and car audio.

RETAIL SALESMAN

Sassafras, Glenn Poor's

Sold cellular phone, audio, and video equipment, consistently ranking in the top 5% of salesmen. Designed and installed award-winning home theater and car stereo systems.

**Engineering experience**

COMPUTER CONSULTANT

freelance

Created custom databases for a manufacturer, two professional societies, and a retailer.

ENGINEERING RESEARCH

US Army Corps of Engineers

Conducted various acoustics experiments, evaluated data, and maintained test equipment.

AUDIO RECORDING ENGINEER

University of Illinois

Recorded up to seven concerts each week. Paid for three years of my college education.

ELECTRONICS ASSEMBLY

Lutron Electronics

Stuffed PC boards, built wire harnesses, and hand-soldered critical components.

**Hyperlinks to Referenced Associations**

CEPCA site is closed

[IEEE 1901](#)

[HDMI](#)

[ITU-T SG15](#)

[DLNA](#)

[CEA](#)

[DECE](#)

(dba UltraViolet)

[AHAM](#)

[SGIP](#)

[SAE](#)

[IEEE SCC21](#)

[IEC TC22, TC57,](#)

[TC100, TC120, &](#)

[PC118](#)

[IGRS](#)

# DWIGHT D. JORDAN

## GLOBAL SUPERVISOR – BUSINESS DEVELOPMENT TOLLING

### 3M TRAFFIC SAFETY SYSTEMS DIVISION

#### **OBJECTIVE**

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Introduction of responsibilities and experiences over the last 11 years in support of varying Intelligent Transportation System technologies and markets.

#### **EXPERIENCE**

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2012 - Current 3M Corporation (FSTech Acquisition) St. Paul, MN

##### *Global Business Development Manager*

- Supporting global initiatives with broad applications utilizing Automatic Vehicle Identification, Automatic Vehicle Classification, and Automatic License Plate Recognition technologies as a single solution or in combination. These applications include but not limited to the following:
  - Traditional Tolling – Single Lane Electronic & Open Road Tolling
  - Urban Tolling – Lower Emission and Congestion Zones
  - All Electronic Tolling
  - High Occupancy Toll lanes
  - Journey Time Management
  - Data Recording
  - Public Safety & Security
- Global Key Account Management – Manage global activities with our Key Account partners on global opportunities. These partners include varying stakeholders that focus on developing or managing tolling systems.
- Special Opportunity Projects – Assigned oversight of high valued opportunities that require strategic support and coordination between the 3M Subsidiary, 3M Traffic

Safety Systems Division, the local stakeholders, and our Global Key Account partners. Many of these projects are focused on the implementation of solutions that provide steps toward enabling a broader flexibility with solutions that promote Multi-Lane Free Flow technologies and introduce solutions that are critical for implementation of a comprehensive initiative focused on interoperability.

2010 - 2012 Federal Signal Technologies, Division of FSS Irvine, CA

*Business Development Manager, Intelligent Transportation Systems*

- Integration support for all acquired companies - VESystems, Sirit, and Diamond Consulting (previous owner of the brand Idris)
- Developed and implemented international program working with 4 regionally integrated sales and support teams. Responsibilities included integration of the broader resources, cross training of the new product portfolio, and help identify opportunities for the near and long term development of new opportunities.

2007 - 2010 PIPS Technology, Business Unit of FSS Knoxville, TN

*Business Development Manager, Toll, Intelligent Transportation Systems, & Parking*

- Introduced & supported M&A activities around new market strategies that led to the acquisition of SIRIT, VESystems, and Diamond Consulting
- Created a broader account base with new applications into emerging markets utilizing Automatic License Plate Recognition systems.
- Managed key accounts and domestic integrators utilizing Automated License Plate Recognition (ALPR) in the tolling and ITS markets.

2003 - 2007 PIPS Technology, Inc. Knoxville, TN

*Business Development Manager*

- Managed key accounts and domestic integrators utilizing Automatic License Plate Recognition in all emerging markets (Security, Parking, Public Safety, Toll, Travel Time, and Commercial Vehicle Enforcement).

## **EDUCATION**

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1986 Tennessee Technology University Cookeville, TN  
Bachelor of Science, Business Management  
Emphasis in Management Information Systems  
Minor in Social Science

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## OmniAir Members 3-Year Trend Report

Line#	EXECUTIVE	Level	Amount 2013	Amount 2014	Amount 2015	Year New	Year Resigned	Line#
1	3M Company	Executive	\$ 7,500	\$ 7,500	\$ 7,500			1
2	Atkins (WS Atkins plc)	Executive	\$ 7,500	\$ 7,500	\$ 7,500			2
3	E-470 Public Highway Authority	Executive	\$ 7,500	\$ 7,500	\$ 7,500			3
4	E-ZPass Group	Executive	\$ 7,500	\$ 7,500	\$ 7,500			4
5	HNTB Corporation	Executive	\$ 7,500	\$ 7,500	\$ 7,500			5
6	Kapsch TrafficCom	Executive	\$ 7,500	\$ 7,500	\$ 7,500			6
7	MET Laboratories	Executive	\$ 7,500	\$ 7,500	\$ 7,500			7
8	MTA Bridges and Tunnels	Executive	\$ 7,500	\$ 7,500	\$ 7,500			8
9	MTC CA (Metropolitan Transportation Commission)	Executive	n/a	\$ 2,158	\$ 7,500	2014		9
10	NTTA (North Texas Tollway Authority)	Executive	\$ 7,500	\$ 7,500	\$ 7,500			10
11	Panasonic R&D Company of America	Executive	n/a	n/a	\$ 7,500	2015		11
12	Port Authority of NY & NJ	Executive	\$ 7,500	\$ 7,500	\$ 7,500			12
13	Raytheon HTMS	Executive	\$ 7,500	\$ 7,500	\$ 7,500			13
14	TransCore	Executive	\$ 7,500	\$ 7,500	\$ 7,500			14
15	UL, LLC (Underwriters Laboratories, LLC)	Executive	n/a	\$ 1,500	\$ 7,500	2014		15
16	Xerox Corporation	Executive	\$ 7,500	\$ 7,500	\$ 7,500			16
Line#	ASSOCIATE	Level	Amount 2013	Amount 2014	Amount 2015	Year New	Year Resigned	Line#
1	7 Layers, Inc	Associate	n/a	\$ 1,875	\$ 3,750	2014		1
2	Arada Systems, Inc	Associate	\$ 3,750	n/a	n/a		2014	2
3	CETECOM Inc,	Associate	n/a	n/a	\$ 3,750	2015		3
4	Computer Aid Inc	Associate	\$ 1,563	n/a	n/a		2014	4
5	Concurrent Technologies Corporation	Associate	\$ 3,750	\$ 3,750	\$ 3,750			5
6	Danlaw, Inc.	Associate	n/a	n/a	\$ 3,750	2015		6
7	Enterprise Ventures Corporation	Associate	n/a	n/a	\$ 1,563	2015		7
8	IBI Group	Associate	\$ 3,750	\$ 3,750	\$ 3,750			8
9	Security Innovation	Associate	\$ 2,750	\$ 3,750	\$ 3,750			9
10	SwRI (Southwest Research Institute)	Associate	\$ 3,750	\$ 3,750	\$ 3,750			10
11	TTA (Telecommunications Technology Association)	Associate	n/a	n/a	\$ 3,750	2015		11
12	TUV Rheinland	Associate	\$ 3,750	n/a	n/a		2014	12
13	VTTI	Associate	\$ 740	n/a	n/a		2014	13
Line#	AFFILIATE	Level	Amount 2013	Amount 2014	Amount 2015	Year New	Year Resigned	Line#
1	Booz Allen Hamilton	Affiliate	n/a	n/a	\$ 1,500	2015		1
2	eTrans2020	Affiliate	n/a	\$ 1,500	\$ 1,500	2014		2
3	JAFa Technologies	Affiliate	\$ 1,500	n/a	n/a		2014	3
4	GEO Toll	Affiliate	\$ 750	n/a	n/a		2014	4
5	SANDAG (San Diego Association of Governments)	Affiliate	n/a	\$ 875	\$ 1,500	2014		5
6	ROHDE & SCHWARZ GmbH & Co. KG	Affiliate	n/a	\$ 750	\$ 1,500	2014		6
	<b>TOTAL</b>		<b>\$ 123,552</b>	<b>\$ 121,158</b>	<b>\$ 156,000</b>	<b>11</b>	<b>6</b>	

Membership Count			
Membership	2013	2014	2015
Executive	13	15	16
Associate	8	5	9
Affiliate	2	3	4
<b>Total</b>	<b>23</b>	<b>23</b>	<b>29</b>



## 2015 New Members:

- ❖ **Executive**
    - Panasonic R&D Company of America
  - ❖ **Associate**
    - CETECOM Inc.
    - Danlaw, Inc.
    - Enterprise Ventures Corporation
    - Telecommunications Technology Association
- 

## 2015 Potential Members:

- ❖ **Associate**
  - AT4wireless
  - Cohda Wireless
- ❖ **Member Upgrade**
  - Rohde & Schwarz: Upgrade from Affiliate

OMNIAIR CONSORTIUM, INC.  
OMNIAIR CERTIFICATION SERVICES

CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2014

KOSITZKA, WICKS & COMPANY  
CERTIFIED PUBLIC ACCOUNTANTS



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KOSITZKA, WICKS & COMPANY  
*Certified Public Accountants*

## Independent Accountant's Review Report

To the Board of Directors  
**OmniAir Consortium, Inc.**  
**OmniAir Certification Services**  
Alexandria, Virginia

We have reviewed the accompanying consolidated statement of financial position of **OmniAir Consortium, Inc. and OmniAir Certification Services** (nonprofit organizations) as of December 31, 2014, and related consolidated statements of activities and cash flows for the year then ended. A review includes primarily applying analytical procedures to management's financial data and making inquiries of Organization management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America and for designing, implementing, and maintaining internal control relevant to the preparation and fair presentation of the financial statements.

Our responsibility is to conduct the review in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. Those standards require us to perform procedures to obtain limited assurance that there are no material modifications that should be made to the financial statements. We believe that the results of our procedures provide a reasonable basis for our report.

Based on our reviews, we are not aware of any material modification that should be made to the accompanying consolidated financial statements in order for them to be in conformity with accounting principles generally accepted in the United States of America.

*Kositzka, Wicks and Company*

Alexandria, Virginia  
September 9, 2015

**OmniAir Consortium, Inc.**  
**OmniAir Certification Services**

**Consolidated Statement of Financial Position**  
**December 31, 2014**

---

**Assets**

Current assets

Cash and cash equivalents	\$	62,596
Contracts and grants receivable		50,061
Dues receivable		3,808
Prepaid expenses		6,988
		<u>123,453</u>

Other assets

Property and equipment, net		<u>932</u>
-----------------------------	--	------------

**Total assets** \$ 124,385

**Liabilities and net assets**

Current liabilities

Accounts payable and accrued expenses	\$	10,530
Deferred dues		7,500
<b>Total liabilities</b>		<u>18,030</u>

Net assets

Unrestricted		<u>106,355</u>
<b>Total net assets</b>		<u>106,355</u>

**Total liabilities and net assets** \$ 124,385

**OmniAir Consortium, Inc.**  
**OmniAir Certification Services**

**Consolidated Statement of Activities**  
**for the year ended December 31, 2014**

---

	<u>Total and Unrestricted</u>
<b>Support and revenue</b>	
Dues	\$ 121,158
Contracts and grants	106,634
Certification revenue and fees	10,600
Interest income	11
	<u>238,403</u>
 <b>Expenses</b>	
Program services	105,931
General and administrative	100,887
	<u>206,818</u>
 <b>Change in net assets</b>	31,585
 <b>Net assets, beginning of year</b>	<u>74,770</u>
 <b>Net assets, end of year</b>	<u><u>\$ 106,355</u></u>

**OmniAir Consortium, Inc.**  
**OmniAir Certification Services**

**Consolidated Statement of Cash Flows**  
**for the year ended December 31, 2014**

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**Cash flows from operating activities**

Change in net assets	\$	31,585
Adjustments to reconcile change in net assets to net cash provided by operating activities		
Depreciation		546
(Increase) decrease in operating assets		
Contracts and grants receivable		19,693
Dues receivable		(3,808)
Prepaid expenses		(511)
Increase (decrease) in operating liabilities		
Accounts payable and accrued expenses		(40,367)
Deferred dues		7,500
Net cash provided by operating activities		<u>14,638</u>

**Net increase in cash and cash equivalents** 14,638

**Cash and cash equivalents, beginning of year** 47,958

**Cash and cash equivalents, end of year** \$ 62,596

**Supplemental disclosure of cash flow information**

Cash paid for interest	\$	<u>-</u>
Income taxes paid	\$	<u>-</u>

See accompanying notes and independent accountant's review report.

# **OmniAir Consortium, Inc. and OmniAir Certification Services**

## **Notes to Consolidated Financial Statements December 31, 2014**

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### **1. Organization and purpose**

OmniAir Consortium, Inc. (OmniAir) is the leading advocate for connected vehicle interoperability. It brings people and companies together to enable the national deployment of effective, standards-compliant, interoperable connected vehicle technologies that dramatically improve the safety, mobility and efficiency of highway transportation. OmniAir Consortium was incorporated in Delaware as a nonprofit corporation in January 2003. OmniAir Consortium is supported primarily through grants and contracts as well as membership dues.

OmniAir Certification Services (OCS) was established to serve as a certification organization for ITS. OCS certified interoperability of several types of tolling equipment for OmniAir members and users of tolling systems. OmniAir Consortium is the single corporate member of OCS.

All inter-company transactions have been eliminated in the preparation of these consolidated financial statements. The two organizations are collectively referred to as the Organizations.

### **2. Summary of significant accounting policies**

#### **Basis of accounting**

The consolidated financial statements of the Organizations are prepared using the accrual method of accounting. In accordance with this method of accounting, revenue is recognized in the period in which it is earned and expenses are recognized in the period in which they are incurred. All revenue and expenses, which are applicable to future periods, have been presented as deferred revenue or prepaid expenses on the accompanying statement of financial position.

#### **Financial statement presentation**

The Organizations are required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets. As of December 31, 2014, the Organizations had no temporarily or permanently restricted net assets.

#### **Use of estimates**

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

See independent accountant's review report.

# **OmniAir Consortium, Inc. and OmniAir Certification Services**

## **Notes to Consolidated Financial Statements December 31, 2014**

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### **2. Summary of significant accounting policies (continued)**

#### **Cash and cash equivalents**

Cash consists of cash held in checking and savings accounts. OmniAir maintains its cash in bank accounts which, at times, may exceed federally insured (FDIC) limits. FDIC insurance on interest bearing accounts is \$250,000 per depositor, per insured bank. As of December 31, 2014, no amounts were held in excess of FDIC limits.

#### **Receivables**

Contracts and grants receivable as well as dues receivable are reported at full value as all amounts are deemed fully collectible. Based on management's review of contracts and grants receivable and analysis of historical collections, no allowance is deemed necessary. All receivables are due within one year or less.

#### **Property and equipment**

Property and equipment in excess of \$1,000 with an estimated useful life of greater than one year is capitalized at cost, or at estimated fair market value if donated, and is depreciated on a straight-line basis over the estimated lives of the assets.

#### **Deferred dues**

Deferred dues consists of membership dues received in advance for the year ended December 31, 2015.

#### **Functional classification of expenses**

The costs of providing the programs and services are summarized on a functional basis in the accompanying financial statements. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

#### **Fair value of financial assets and liabilities**

Financial assets with carrying values approximating fair value include cash and cash equivalents, contracts and grants receivable, dues receivable, and prepaid expenses. Financial liabilities with carrying values approximating fair value include accounts payable and accrued expenses and deferred dues. The carrying value of these financial assets and liabilities approximates fair value due to their short maturities and any associated interest rates approximate current market rates.

See independent accountant's review report.

# OmniAir Consortium, Inc. and OmniAir Certification Services

## Notes to Consolidated Financial Statements December 31, 2014

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### 2. Summary of significant accounting policies (continued)

#### Income taxes

OmniAir Consortium is exempt from federal income tax as a nonprofit organization described in Section 501(c)(6) of the Internal Revenue Code. OmniAir Certification Services is exempt from federal income tax as a nonprofit organization described in Section 501(c)(3) of the Internal Revenue Code and is classified as an organization other than a private foundation.

The material jurisdictions subject to potential examination by taxing authorities are the United States, Delaware, and Virginia. The Board does not believe that the ultimate outcome of any future examinations of open tax years will have a material impact on the Organizations' results of operations. Tax years that remain subject to examination by the IRS are 2011 through 2014.

### 3. Inter-company transactions

Payroll and shared office expenses are split between OmniAir and OCS based on the percentage share of total prior year revenue.

OCS does not have its own bank account, as such, all activity flows through the due to/from account.

### 4. Property and depreciation

Property and accumulated depreciation consisted of the following as of December 31, 2014:

Computer equipment	\$	4,001
Accumulated depreciation		<u>(3,069)</u>
Property and equipment, net	\$	<u>932</u>
Current year depreciation	\$	546
Estimated useful life (years)		5

### 5. Vulnerability to concentrations

Approximately 47% of OmniAir's revenue and 54% of OmniAir's contracts and grants receivable was from one contract. 100% of OCS's revenue and 100% of OCS's contracts receivable was from a separate contract.

See independent accountant's review report.

# **OmniAir Consortium, Inc. and OmniAir Certification Services**

## **Notes to Consolidated Financial Statements December 31, 2014**

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### **6. Related party transactions**

One member of the Board of Directors of OCS is an employee of a company which performed subcontracting services during the year ended December 31, 2013, and was paid during the year ended December 31, 2014. The total amount paid in 2014 was \$20,000. Additionally, all 2014 OCS revenue was received from this company.

Two other members of the Board of Directors of OCS are employees of companies which performed subcontracting services during the year ended December 31, 2013, and were paid during the year ended December 31, 2014. The total amounts paid in 2014 were \$10,000 and \$9,118.

### **7. Commitments**

OmniAir has a contract with one subcontractor through August 1, 2015. The amount paid is based on actual labor hours and travel expenses incurred. The maximum remaining balance due on the contract is \$44,977. OmniAir has an agreement to receive contract revenue based on the labor hours and travel expenses incurred by the subcontractor.

### **8. Subsequent events**

The Organizations assessed events occurring subsequent to December 31, 2014 through September 9, 2015, the date the financial statements were available to be issued, for potential recognition and disclosure in the financial statements. No events have occurred that would require adjustment to or disclosure in the financial statements.

See independent accountant's review report.

## **Supplementary Information**



KOSITZKA, WICKS & COMPANY  
*Certified Public Accountants*

**Independent Accountant's Review Report on  
Supplementary Information**

To the Board of Directors  
**OmniAir Consortium, Inc.**  
**OmniAir Certification Services,**  
Alexandria, Virginia

Our report on our reviews of the basic consolidated financial statements of **OmniAir Consortium, Inc.** and **OmniAir Certification Services** for year ended December 31, 2014 appears in the preceding section of these financial statements. That review was made primarily for the purpose of expressing a conclusion that there are no material modifications that should be made to the consolidated financial statements in order for them to be in conformity with accounting principles generally accepted in the United States of America. The supplementary information included in the accompanying consolidating statement of financial position and consolidating statement of activities is presented for purpose of additional analysis and is not a required part of the basic financial statements. Such information has been subjected to the inquiry and analytical procedures applied in the reviews of the basic financial statements, and we did not become aware of any material modifications that should be made to such information.

*Kositzka, Wicks and Company*

Alexandria, Virginia  
September 9, 2015



## OmniAir Cash Flows 3-Year Trend

2013	\$99k
2014	\$106k
2015	<b>\$149k</b>

**OmniAir Consortium, Inc.**  
**Statement of Cash Flows**  
 January through September 2015

	<b>Jan - Sep 15</b>
<b>OPERATING ACTIVITIES</b>	
Net Income	99,194.65
Adjustments to reconcile Net Income to net cash provided by operations:	
11114 · Dues Receivable 2014	3,807.53
11115 · Dues Receivable 2015	-7,498.00
11200 · Contracts Receivable	12,806.66
12100 · Due from OCS (OmniAir Cert Ser)	-21,261.93
13005 · Prepaid Other	-153.14
13010 · GL, Prof Liab & Auto	2,858.41
13015 · D&O and EPLI Insurance	743.98
13020 · Domain Names & Web Unix	-210.97
13025 · Prepaid Email Provider	-360.97
13030 · Registered Agent Fee	-81.00
20000 · Accounts Payable	-1,052.78
24100 · Accrued Payroll	-2,615.71
24200 · Accrued Expenses	22.00
	86,198.73
Net cash provided by Operating Activities	86,198.73
<b>INVESTING ACTIVITIES</b>	
17110 · Accum Depr Computer & Office Eq	357.19
	357.19
Net cash provided by Investing Activities	357.19
Net cash increase for period	86,555.92
Cash at beginning of period	62,595.92
Cash at end of period	<b>149,151.84</b>

**OmniAir Consortium, Inc.**  
**Statement of Financial Position**  
**As of September 30, 2015**

	Sep 30, 15	Sep 30, 14	\$ Change	% Change
<b>ASSETS</b>				
<b>Current Assets</b>				
<b>Checking/Savings</b>				
10000 · Operating Bank Account	149,151.84	76,519.00	72,632.84	94.9%
<b>Total Checking/Savings</b>	<b>149,151.84</b>	<b>76,519.00</b>	<b>72,632.84</b>	<b>94.9%</b>
<b>Accounts Receivable</b>				
11000 · Accounts Receivable				
11114 · Dues Receivable 2014	0.00	19,407.53	-19,407.53	-100.0%
11115 · Dues Receivable 2015	-2.00	0.00	-2.00	-100.0%
11200 · Contracts Receivable	8,587.68	22,214.44	-13,626.76	-61.3%
11300 · Grants Receivable	18,067.00	18,067.00	0.00	0.0%
<b>Total 11000 · Accounts Receivable</b>	<b>26,652.68</b>	<b>59,688.97</b>	<b>-33,036.29</b>	<b>-55.4%</b>
<b>Total Accounts Receivable</b>	<b>26,652.68</b>	<b>59,688.97</b>	<b>-33,036.29</b>	<b>-55.4%</b>
<b>Other Current Assets</b>				
12100 · Due from OCS (OmniAir Cert Ser)	67,380.21	37,476.10	29,904.11	79.8%
<b>13000 · Prepaid Expenses</b>				
13005 · Prepaid Other	235.27	0.00	235.27	100.0%
13010 · GL, Prof Liab & Auto	743.42	689.11	54.31	7.9%
13015 · D&O and EPLI Insurance	130.81	128.05	2.76	2.2%
13020 · Domain Names & Web Unix	614.64	403.67	210.97	52.3%
13025 · Prepaid Email Provider	360.97	0.00	360.97	100.0%
13030 · Registered Agent Fee	189.00	189.00	0.00	0.0%
<b>Total 13000 · Prepaid Expenses</b>	<b>2,274.11</b>	<b>1,409.83</b>	<b>864.28</b>	<b>61.3%</b>
<b>Total Other Current Assets</b>	<b>69,654.32</b>	<b>38,885.93</b>	<b>30,768.39</b>	<b>79.1%</b>
<b>Total Current Assets</b>	<b>245,458.84</b>	<b>175,093.90</b>	<b>70,364.94</b>	<b>40.2%</b>
<b>Fixed Assets</b>				
15110 · Computer & Office Equipment	4,001.14	4,001.14	0.00	0.0%
17110 · Accum Depr Computer & Office Eq	-3,426.11	-2,932.65	-493.46	-16.8%
<b>Total Fixed Assets</b>	<b>575.03</b>	<b>1,068.49</b>	<b>-493.46</b>	<b>-46.2%</b>
<b>TOTAL ASSETS</b>	<b>246,033.87</b>	<b>176,162.39</b>	<b>69,871.48</b>	<b>39.7%</b>
<b>LIABILITIES &amp; EQUITY</b>				
<b>Liabilities</b>				
<b>Current Liabilities</b>				
<b>Accounts Payable</b>				
20000 · Accounts Payable	77.00	8,402.51	-8,325.51	-99.1%
<b>Total Accounts Payable</b>	<b>77.00</b>	<b>8,402.51</b>	<b>-8,325.51</b>	<b>-99.1%</b>

**OmniAir Consortium, Inc.**  
**Statement of Financial Position**  
**As of September 30, 2015**

	Sep 30, 15	Sep 30, 14	\$ Change	% Change
<b>Other Current Liabilities</b>				
24100 · Accrued Payroll	6,785.98	5,845.40	940.58	16.1%
24200 · Accrued Expenses	22.00	0.00	22.00	100.0%
25800 · Unearned or Deferred Revenue	0.00	19,407.53	-19,407.53	-100.0%
<b>Total Other Current Liabilities</b>	6,807.98	25,252.93	-18,444.95	-73.0%
<b>Total Current Liabilities</b>	6,884.98	33,655.44	-26,770.46	-79.5%
<b>Total Liabilities</b>	6,884.98	33,655.44	-26,770.46	-79.5%
<b>Equity</b>				
32000 · Unrestricted Net Assets	139,954.24	89,378.67	50,575.57	56.6%
Net Income	99,194.65	53,128.28	46,066.37	86.7%
<b>Total Equity</b>	239,148.89	142,506.95	96,641.94	67.8%
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>246,033.87</b>	<b>176,162.39</b>	<b>69,871.48</b>	<b>39.7%</b>

**OmniAir Consortium, Inc.**  
**Statement of Financial Income and Expense**  
 January through September 2015

	100G&A (UnrestrictedNetAssets)	SAIC / Leidos Contract (UnrestrictedNetAssets)	Total UnrestrictedNetAssets	TOTAL
<b>Ordinary Income/Expense</b>				
<b>Income</b>				
43400 · Direct Public Support				
43430 · Legal Fees In-Kind Revenue	575	0	575	575
<b>Total 43400 · Direct Public Support</b>	575	0	575	575
47200 · Program Income				
47250 · SAIC Program Income	0	41,973	41,973	41,973
<b>Total 47200 · Program Income</b>	0	41,973	41,973	41,973
47230 · Membership Dues	157,563	0	157,563	157,563
<b>Total Income</b>	158,138	41,973	200,111	200,111
<b>Gross Profit</b>	158,138	41,973	200,111	200,111
<b>Expense</b>				
60900 · Business Expenses				
60905 · Bank Fees	36	0	36	36
60920 · Business Registration Fees	264	0	264	264
60935 · Franchise Tax	25	0	25	25
<b>Total 60900 · Business Expenses</b>	325	0	325	325
62100 · Contract Services				
62110 · Accounting Fees	3,090	0	3,090	3,090
62125 · Professional Fees	2,436	0	2,436	2,436
62135 · Payroll Processing Fees	518	0	518	518
62140 · Legal Fees	2,703	0	2,703	2,703
62145 · Legal Fees In-Kind Expense	575	0	575	575
<b>Total 62100 · Contract Services</b>	9,322	0	9,322	9,322
62200 · Subcontractors				
62210 · Subcontractors SWRI	0	39,205	39,205	39,205
<b>Total 62200 · Subcontractors</b>	0	39,205	39,205	39,205
62800 · Facilities and Equipment				
62810 · Depr and Amort - Allowable	357	0	357	357
62885 · Personal Property Tax	27	0	27	27
<b>Total 62800 · Facilities and Equipment</b>	385	0	385	385
65000 · Operations				
65020 · Postage, Mailing Service	67	0	67	67
65030 · Printing and Copying	585	0	585	585
65040 · Office Supplies	269	0	269	269
65050 · Computer Expense	697	0	697	697
65060 · Software Purchases	450	0	450	450
<b>Total 65000 · Operations</b>	2,069	0	2,069	2,069

**OmniAir Consortium, Inc.**  
**Statement of Financial Income and Expense**  
 January through September 2015

	100G&A (UnrestrictedNetAssets)	SAIC / Leidos Contract (UnrestrictedNetAssets)	Total UnrestrictedNetAssets	TOTAL
<b>65100 · Other Types of Expenses</b>				
65110 · Advertising Expenses	99	0	99	99
65115 · Email Services	262	0	262	262
65116 · Domain Names	37	0	37	37
65117 · Web Hosting Unix	228	0	228	228
65120 · InsuranceGL,ProfLiab,Auto hired	2,858	0	2,858	2,858
65125 · Insurance D&O and EPLI	744	0	744	744
<b>Total 65100 · Other Types of Expenses</b>	<b>4,228</b>	<b>0</b>	<b>4,228</b>	<b>4,228</b>
<b>68300 · Travel and Meetings</b>				
68315 · Registration Fees for Conferenc	1,620	0	1,620	1,620
68320 · Meeting Room Rental	855	0	855	855
68325 · Conference Phone Line	231	0	231	231
68330 · Lodging	1,833	0	1,833	1,833
68340 · Transprt Train, Air, Rental Car	1,708	0	1,708	1,708
68370 · Taxi,MileageParking,Metro,Tolls	296	0	296	296
68380 · Meals	514	0	514	514
<b>Total 68300 · Travel and Meetings</b>	<b>7,057</b>	<b>0</b>	<b>7,057</b>	<b>7,057</b>
<b>68400 · Payroll</b>				
68410 · Salaried Executive Director				
68415 · Executive Director	20,923	0	20,923	20,923
<b>Total 68410 · Salaried Executive Director</b>	<b>20,923</b>	<b>0</b>	<b>20,923</b>	<b>20,923</b>
68420 · Hourly				
68425 · Association Services Manager	13,059	1,581	14,640	14,640
<b>Total 68420 · Hourly</b>	<b>13,059</b>	<b>1,581</b>	<b>14,640</b>	<b>14,640</b>
68430 · Bonus	0	0	0	0
68460 · Payroll Tax				
68465 · Social Security ER (FICA)	2,103	98	2,201	2,201
68470 · Medicare ER (FICA)	492	23	515	515
68480 · FUTA	22	0	22	22
68490 · SUTA	24	0	24	24
<b>Total 68460 · Payroll Tax</b>	<b>2,641</b>	<b>121</b>	<b>2,762</b>	<b>2,762</b>
<b>Total 68400 · Payroll</b>	<b>36,623</b>	<b>1,702</b>	<b>38,325</b>	<b>38,325</b>
<b>Total Expense</b>	<b>60,009</b>	<b>40,907</b>	<b>100,916</b>	<b>100,916</b>
<b>Net Ordinary Income</b>	<b>98,129</b>	<b>1,066</b>	<b>99,195</b>	<b>99,195</b>
<b>Net Income</b>	<b>98,129</b>	<b>1,066</b>	<b>99,195</b>	<b>99,195</b>

**OmniAir Consortium, Inc.**  
**Profit & Loss Budget vs. Actual**  
 January through September 2015

	Jan - Sep 15	Budget	\$ Over Budget	% of Budget
<b>Ordinary Income/Expense</b>				
<b>Income</b>				
43400 · Direct Public Support				
43430 · Legal Fees In-Kind Revenue	575			
<b>Total 43400 · Direct Public Support</b>	575			
47200 · Program Income				
47250 · SAIC Program Income	41,973	0	41,973	100%
<b>Total 47200 · Program Income</b>	41,973	0	41,973	100%
47230 · Membership Dues	157,563	141,500	16,063	111%
<b>Total Income</b>	200,111	141,500	58,611	141%
<b>Gross Profit</b>	200,111	141,500	58,611	141%
<b>Expense</b>				
60900 · Business Expenses				
60905 · Bank Fees	36	26	10	138%
60920 · Business Registration Fees	264	862	-598	31%
60935 · Franchise Tax	25	25	0	100%
<b>Total 60900 · Business Expenses</b>	325	913	-588	36%
62100 · Contract Services				
62110 · Accounting Fees	3,090	3,080	10	100%
62125 · Professional Fees	2,436	0	2,436	100%
62135 · Payroll Processing Fees	518	477	41	109%
62140 · Legal Fees	2,703	0	2,703	100%
62145 · Legal Fees In-Kind Expense	575			
<b>Total 62100 · Contract Services</b>	9,322	3,557	5,765	262%
62200 · Subcontractors				
62210 · Subcontractors SWRI	39,205	0	39,205	100%
<b>Total 62200 · Subcontractors</b>	39,205	0	39,205	100%
62800 · Facilities and Equipment				
62810 · Depr and Amort - Allowable	357	346	11	103%
62885 · Personal Property Tax	27	22	5	125%
<b>Total 62800 · Facilities and Equipment</b>	385	368	17	105%
65000 · Operations				
65020 · Postage, Mailing Service	67	36	31	187%
65030 · Printing and Copying	585	145	440	404%
65040 · Office Supplies	269	395	-126	68%
65050 · Computer Expense	697	474	223	147%
65060 · Software Purchases	450	395	55	114%
<b>Total 65000 · Operations</b>	2,069	1,445	624	143%

**OmniAir Consortium, Inc.**  
**Profit & Loss Budget vs. Actual**  
 January through September 2015

	Jan - Sep 15	Budget	\$ Over Budget	% of Budget
<b>65100 · Other Types of Expenses</b>				
65110 · Advertising Expenses	99	96	3	103%
65115 · Email Services	262	63	199	415%
65116 · Domain Names	37	37	0	101%
65117 · Web Hosting Unix	228	39	189	583%
65118 · Website Maintenance	0	0	0	0%
65120 · InsuranceGL,ProfLiab,Auto hired	2,858	2,864	-6	100%
65125 · Insurance D&O and EPLI	744	742	2	100%
65150 · Memberships and Dues	0	87	-87	0%
<b>Total 65100 · Other Types of Expenses</b>	<b>4,228</b>	<b>3,928</b>	<b>300</b>	<b>108%</b>
<b>68300 · Travel and Meetings</b>				
68310 · HSIA for Travel	0	0	0	0%
68315 · Registration Fees for Conferenc	1,620	0	1,620	100%
68320 · Meeting Room Rental	855			
68325 · Conference Phone Line	231			
68330 · Lodging	1,833	0	1,833	100%
68340 · Transprt Train, Air, Rental Car	1,708	0	1,708	100%
68370 · Taxi,MileageParking,Metro,Tolls	296	0	296	100%
68380 · Meals	514	0	514	100%
68300 · Travel and Meetings - Other	0	6,407	-6,407	0%
<b>Total 68300 · Travel and Meetings</b>	<b>7,057</b>	<b>6,407</b>	<b>650</b>	<b>110%</b>
<b>68400 · Payroll</b>				
68410 · Salaried Executive Director				
68415 · Executive Director	20,923	24,219	-3,296	86%
<b>Total 68410 · Salaried Executive Director</b>	<b>20,923</b>	<b>24,219</b>	<b>-3,296</b>	<b>86%</b>
68420 · Hourly				
68425 · Association Services Manager	14,640	15,498	-858	94%
<b>Total 68420 · Hourly</b>	<b>14,640</b>	<b>15,498</b>	<b>-858</b>	<b>94%</b>
68430 · Bonus	0			
68460 · Payroll Tax				
68465 · Social Security ER (FICA)	2,201	2,466	-265	89%
68470 · Medicare ER (FICA)	515	576	-61	89%
68480 · FUTA	22	59	-37	38%
68490 · SUTA	24	58	-34	41%
<b>Total 68460 · Payroll Tax</b>	<b>2,762</b>	<b>3,159</b>	<b>-397</b>	<b>87%</b>
<b>Total 68400 · Payroll</b>	<b>38,325</b>	<b>42,876</b>	<b>-4,551</b>	<b>89%</b>
<b>Total Expense</b>	<b>100,916</b>	<b>59,494</b>	<b>41,422</b>	<b>170%</b>
<b>Net Ordinary Income</b>	<b>99,195</b>	<b>82,006</b>	<b>17,189</b>	<b>121%</b>
<b>Net Income</b>	<b>99,195</b>	<b>82,006</b>	<b>17,189</b>	<b>121%</b>

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Gray = begin the term at the meeting or at the end of the meeting?



## BYLAWS OF THE OMNIAIR CONSORTIUM, INC.

As approved [TBD]

### 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

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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.

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(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.

(c) Affiliate Member of the Corporation. Individuals and organizations interested in and supportive of the goals and policies of the Corporation. Available to solo consultants, public media representatives, analysts, USDOT, States' Departments of Transportation not operating infrastructure, universities and other non-profit academic bodies but not of companies and company employees offering hardware, software, or industry services. Has no voting rights. May serve on committees, receive information, mailings, journals, newsletters, and other Corporation-produced materials regarding the Corporation's activities, and other items of interest. 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;

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(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. An annual meeting of the Members shall be held at such date and time 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

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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 and 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 Section 2.01.

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. In carrying out these responsibilities, the Board of Directors shall act at all times in the best interests of the Corporation.

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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

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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.

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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 Article III.

(d) The election of Directors may take place at any Regular or Special Meeting of the Directors upon notice of such meeting pursuant to Section 3.11. The election of Directors at each Annual Meeting 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) The term of each elected Director shall run from adjournment of the meeting at which he or she is elected for a period a three (3) years thereafter.

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:

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(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)~~

~~(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 its place 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.~~

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(e) Upon termination of a Director's place 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, that place shall remain vacant until such time that the Board of Directors shall elect a new Director from the Executive or Associate level membership classes to fill the vacant place. The Board of Directors shall elect such new Director for the vacated place following the process and embodying the qualifications prescribed in Sections 3.02, 3.03 and 3.04, respectively, and that newly elected Director shall serve only until the remainder of the term of the vacated place.

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. Annual Meeting. One (1) Regular Meeting of the Board each calendar year shall be designated as its Annual Meeting for the purposes of electing and appointing Directors and/or Officers and for the transaction of any other business as determined by the Board by resolution.~~

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.

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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.

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Section 3.122. 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

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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.

Blue items = related to resignation/termination of BOD member

Yellow items = related to non-annual BOD elections

Gray = begin the term at the meeting or at the end of the 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. ~~each Annual Meeting with a~~ Nominations and elections of Officers ~~occurring 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 Annual Meeting 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) & 4.02.

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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 agendas 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

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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 agendas 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).

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## 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 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 – INDEMNIFICATION

Section 6.01. 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

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person gained in fact a financial profit or other advantage to what that person was not legally entitled.

Section 6.02. 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 6.03. 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 VII – MISCELLANEOUS

Section 7.01.

(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 7.02. 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 7.03. 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

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attorney for any proper purpose during regular business hours (8:00AM– 5:00PM, Eastern Time) and upon reasonable notice to the Corporation.

Section 7.04. 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 7.05. 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 7.06. 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 7.07. 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 Officer 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.

\_\_\_\_\_  
Suzanne Murtha  
Executive Director/Secretary

\_\_\_\_\_  
Dave Kristick  
Chair of the Board



## OmniAir Bylaws Change Log

Change Number	Existing Language	Proposed Change	Page Number	Sec Number
1	ARTICLE II – MEMBERS	ARTICLE II – MEMBERS OF THE CORPORATION	2	
2	Section 2.01. <u>Classes, Qualifications and Rights of Members</u>	Section 2.01. <u>Classes, Qualifications and Rights of Members of the Corporation.</u>	2	2.01
3	(a) Executive Member. A firm, a governmental entity, a trade, professional or industry association (e.g., IBTTA)	(a) Executive Member of the Corporation. A private firm, a governmental entity, a trade, professional or industry association (e.g., IBTTA)	2	2.01 (a)
4	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 work products; may chair, serve, and vote in Advisory Committees or; shall receive information	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	2	2.01 (a)
5	<u>Associate Member.</u> A 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. may chair,	<u>Associate Member of the Corporation.</u> 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	3	2.01 (b)



	serve, and vote in Advisory Committees; 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	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		
6	<u>Affiliate Member.</u> Individuals and organizations interested in and supportive of the goals and policies	<u>Affiliate Member of the Corporation.</u> Individuals and organizations interested in and supportive of the goals and policies	3	2.01 (c)
7	Section 2.03. <u>Member’s Representatives.</u> Each Member shall designate one (1)	Section 2.03. <u>Member’s Representatives.</u> Each Member of the Corporation shall designate one (1)	3	2.03
8	Section 2.04. <u>Termination of Membership.</u> Membership shall terminate	Section 2.04. <u>Termination of Membership of the Corporation.</u> Membership shall terminate	3	2.04
9	All instances of “Board”	“Board of Directors”	3-20	many
10	Where membership 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.	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.	4	2.04 (d)
11	the date of admission to membership; the class of	the date of admission to membership; the class of	6	2.12



	membership, if any, to which the Member belongs; it's primary and alternative representatives; and the payment status of any required dues.	membership to which the Member belongs; the Member's primary and alternative representatives; and the payment status of any required dues.		
<b>12</b>	The Board 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;	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");	5	3.02
<b>13</b>	The goal of the Corporation is to maintain a proximate balance between the public entity Directors and the Enterprise Directors.	The goal of the Corporation is to maintain a proximate balance between the Public Entity Directors and the Enterprise Directors.	6	3.02
<b>14</b>	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 to Executive Member prior to its representative assuming a Directorship.	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.	6	3.02
<b>15</b>	A Director shall be an individual serving as a member of the Board in conformance with the requirements of Sections 3.02 through 3.05. Provides strategic	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	6	3.02



	oversight and direction to the Corporation; eligible to vote for a Director; may chair, serve and vote in Committees of the Board and Advisory Committees may make presentations to the Board 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.	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.		
16	Further, it is the policy of the Corporation that the Board shall reflect the diversity of geographic regions as drawn from public and Enterprise entity toll-financed 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 grows beyond nine Directors, a proximate balance will be maintained between Public and Private sector representation.	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 toll-financed 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.	6	3.02



<p><b>17</b></p>	<p>. Effective the date these Bylaws are approved, there is created a Nominating Committee of the Board whose duties are to review qualifications and nominate qualified individuals from the Executive and Associate Member Classes to the Board. The Nominating Committee is a standing committee composed of five members. The Chair, Vice Chair, and Executive Director of the Corporation are ex officio members of the Nominating Committee. The Chair shall appoint annually two Executive Class member representatives to serve with them on the Nominating Committee, one from a public entity transportation facility operator and one from an Enterprise as defined in Section 3.02.</p>	<p>. 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.</p>	<p>6</p>	
<p><b>18</b></p>	<p>Except for the Executive Director, qualified Directors of the Board shall be employees of Executive or Associate Class Members of the Corporation in good standing;</p>	<p>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;</p>	<p>7</p>	<p>3.03</p>



19	<p>(a) Each Director must be the “Primary Representative” to the Corporation as designated by his/her affiliated Member of the Corporation (Section 2.03); and shall also be the Primary Representative to the Corporation as designated by the Member.</p>	<p>(b) Each Director must be the “Primary Representative” to the Corporation as designated by his/her affiliated Member of the Corporation (Section 2.03);.</p>	7	
20	<p>Candidates for Director (Candidates) of the Board shall be considered both by their affiliation with the public agencies or Enterprises qualifying as Executive Members as defined in Section 2.01(a) and 2.01(b) and by the Candidates’ professional qualifications. Such professional qualifications shall be evidenced by the submittal of curriculum vitae, resumes, or similar documents fully describing the professional experience and accomplishments of the Candidates relative to the scope of operations of the Corporation and shall be provided to the Nominating Committee through the Executive Director of the Corporation.</p> <p>(c) Candidates shall submit letters of interest to the Nominating Committee</p>	<p>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);</p> <p>And 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</p>	7	3.04



	which shall conduct evaluations of the qualifications of each Candidate. At least thirty (30) days prior to each annual meeting of the Corporation, the Nominating Committee shall submit for consideration by the Board a slate of Candidates from which the Board shall elect Directors.			
<b>21</b>	(a) Beginning at the 2008 annual meeting of the Corporation, Directors shall be nominated and elected pursuant to the provisions of Sections 3.02, 3.03 and 3.04.	(a) Directors shall be nominated and elected pursuant to the provisions of Sections 3.02, 3.03 and 3.04.	8	3.03
<b>22</b>	(c-1) A Director may serve an unlimited number of consecutive three-year terms and shall be elected	(c) A Director may serve an unlimited number of consecutive three-year terms and shall be elected	8	3.05 c
<b>23</b>	(d) The election of Directors at each Annual Meeting 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.	(d) The election of Directors may take place at any Regular or Special Meeting of the Directors upon notice of such meeting pursuant to Section 3.11. The election of Directors 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.	8	3.05 d
<b>24</b>	(e) The term of each elected Director shall run from adjournment of the annual meeting at which he or she is elected through	(e) The term of each elected Director shall run from adjournment of the meeting at which he or she is elected for a	8	3.05 e



	the adjournment of the third annual meeting subsequent to his or her election.	period a three (3) years thereafter.		
<b>25</b>	Nonpayment of a Member's dues where such nonpayment shall have continued for a period of ninety (90)	Nonpayment of the affiliated Member of the Corporation's dues where such nonpayment shall have continued for a period of ninety (90)	9	3.07 a
<b>26</b>	Failure of a Member's designated primary or alternate employee to participate in two consecutive Board meetings as evidenced by the designated employee'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 shall constitute that Member's termination of its Corporation Board place.	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 shall constitute that Director's termination of its place on the Board of Directors.	9	3.07 d
<b>27</b>	(e) Upon termination of a Board membership, a Member of the Corporation continues to be an Executive Member unless the Member provides written notice that the member desires to regress to Associate Class membership or leave the Corporation altogether.	(e) Upon termination of a Director's place on the Board of Directors, Board membership, 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.	9	3.07 e
<b>28</b>	Section 3.10. Annual Meeting. One (1) Regular	delete	9	3.10



	Meeting of the Board each calendar year shall be designated as its Annual Meeting for the purposes of electing and appointing Directors and/or Officers and for the transaction of any other business as determined by the Board by resolution.			
29	Section numbers adjusted in accordance with change 38 deletion		9-20	several
30	Section 3.17. 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	Section 3.16. <u>Executive Committee of the Board of Directors.</u> 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 <i>ex officio</i> and shall not be a voting member of the Board of Directors. The Executive	11	3.16



	<p>serve ex officio and shall not be a voting member. 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. Members of the Executive Committee may participate and vote in Executive Committee meetings via teleconference.</p>	<p>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.</p>		
<b>31</b>	<p>The members of Advisory Committees and Task Forces shall be appointed by the Chair of the Board after consultation with the</p>	<p>Participants in the Advisory Committees and Task Forces shall be appointed by the Chair of the Board of</p>	12	3.17



		Director after consultation with the		
<b>32</b>	The chair of each Advisory Committee and Task Force shall be an Executive Class or Associate Class member with the remaining members participants being appointed from the Directors and general membership of the Corporation. Each Advisory Committee and Task Force shall consist of not less than three members. The Board shall define the scope of services to be delivered by each Advisory Committee and Task Force. A simple majority of the duly appointed members of Advisory Committees and Task Forces shall constitute a quorum at their meetings of their members. Proxies shall not be designated to represent members in the Advisory Committees and Task Forces. The vote of a simple majority of Advisory Committee and Task Force members present at the time of any vote of the committee and task force shall be an act of that committee or task force. Members of Advisory Committees	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	13	3.17



33	Member as the Director and serve as a professional or executive employee of such Member.	Member organization as the Director and serve as a professional or executive employee of such Member organization.	13	3.22
34	Election and Term of Officers. Except for the Executive Director or Executive Director/Secretary, the Officers shall be elected by an affirmative majority vote at the annual meeting of the Board of Directors for a term of three years. An Officer may serve no more than two (2) terms consecutively.	<u>Election and Term of Officers.</u> 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.	14	4.02
35	<u>Election of Officers.</u> After the initial Annual Meeting of the Corporation, election of Officers shall occur in three year cycles on the date of each Annual Meeting with nominations and elections of Officers occurring within a called Executive Session of the Board.	<u>Election of Officers.</u> 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.	14	4.04
36	The Presiding Officer shall call for nominations from those Directors participating in the Annual Meeting pursuant to the provisions	The Presiding Officer shall call for nominations from those Directors participating in the meeting identified for such purpose pursuant to the provisions	14	4.04
37	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	announces the results of the election, and presides over the remaining business of the current meeting. The Directors elected to the specific Officer positions	14-15	4.04



	positions upon adjournment of current Annual Meeting pursuant to the provisions of Sections 3.05(e) & 4.02.	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) & 4.02.		
<b>38</b>	Section 4.10. <u>Secretary.</u> The Secretary of the Corporation shall perform,	Section 4.10. <u>Secretary of the Corporation.</u> The Secretary of the Corporation shall perform,	15	4.10
<b>39</b>	Section 4.11. <u>Treasurer</u> The Treasurer of the Corporation shall have,	Section 4.11. <u>Treasurer of the Corporation.</u> The Treasurer of the Corporation shall have,	16	4.11
<b>40</b>	(f) shall render to the Chair and Directors at their Annual Meeting, or whenever otherwise required, an accounting of all transactions as Treasurer and of the financial condition of the Corporation	(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	16	4.11



# First Member Meeting Agenda

10/28/2015

North Campus Research Complex at the University of Michigan  
2800 Plymouth Road  
Building Number 10  
Room Numbers G063 & G064

Time: 9:00am to 5:30pm

Parking: Blue Permit Parking Lot  
Parking Fee: **\$10 cash only**

Time	Item	Lead
9:00am	Call to Order	Dave Kristick, Chair, OmniAir
9:05am	Pilot Deployment Update	Steve Novosad, HNTB Suzanne Murtha, OmniAir
9:45	US Department of Transportation Overview	Mike Brown, Southwest Research Institute
10:30	Break	
10:45	Plans for Certification Beyond Pilots	Mike Brown, Southwest Research Institute
12:00pm	Lunch	Catered
1:30pm	Other Certification Programs, OmniAir Certification Services Update, Tolling, National Interoperability Protocol and Road Use Charging	Suzanne Murtha, OmniAir
2:45pm	Break	
3:00pm	Connected Vehicle Deployment Coalition Update, FCC update	Joe Averkamp, Xerox
4:00pm	Board the Bus – Outside the Front of Building 18	Suzanne Murtha, OmniAir
4:15pm	Bus tour of Mcity	Lindsey Scheer, Mcity
5:00pm	Return from Mcity Bus Tour – End of Meeting	Suzanne Murtha, OmniAir