

Bylaws  
of  
Open Mobile Alliance  
a California Nonprofit Mutual Benefit Corporation

**Section 1 - General**

1.1 Corporate Name. The name of this corporation is Open Mobile Alliance (“OMA”).

1.2 Principal Office. The principal office for the transaction of the activities and affairs of this corporation is located at 5703 Oberlin Drive, Suite 209, San Diego, California 92121, San Diego County, California. The board of directors (the “Board of Directors”) may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws (the “Bylaws”) opposite this Section 1.2. Alternatively, this Section 1.2 may be amended to state the new location.

1.3 Branch Offices. The Board of Directors may at any time establish branch or subordinate offices at any place or places where OMA is qualified to conduct its activities.

1.4 Purpose. The purpose of OMA is to engage in any lawful act or activity other than credit union business for which a corporation may be organized under the California Nonprofit Mutual Benefit Law (Sections 7110-8910 of the California Corporations Code). Specifically, the purpose of OMA is to encourage and assist in the creation of accessible and widely available common specifications for or related to, and a homogenous environment for all entities who or which are involved in, the design, development or application of hardware, software or services related to wireless or other applications and mobile services.

1.5 Limitations. OMA is a nonprofit mutual benefit corporation that shall conduct its affairs in conformance with all local, state, and federal laws that apply to a nonprofit organization as defined in Section 501(c)(6) of the Internal Revenue Code. Notwithstanding any other provision of these Bylaws, OMA shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes for which the corporation is organized as herein set forth.

**Section 2 - Membership**

2.1 Eligibility. Any entity, association, corporation or partnership having an interest in the objectives of OMA shall be eligible for membership.

2.2 Membership. Any entity dedicated to the purposes of OMA, who has been approved for membership by OMA and who has completed the OMA application form that is applicable to that class and paid the membership fees, shall be eligible for membership.

2.3 Categories. Qualifications of members and categories of membership are set forth in Exhibit A of the Bylaws attached hereto and incorporated herein, and subject to Section 10 of the Bylaws, may be amended from time to time, or may be eliminated, by resolution of the Board of Directors. For purposes of Section 5056 of the California Corporations Code, OMA shall have two classes of members, "Full Members" and "Sponsor Members," as defined in Exhibit A and collectively the "Statutory Members." For purposes of these Bylaws, all references to "members" are to Statutory Members unless it is clear from the context that the reference is to a category other than Statutory Members, such as the Nonstatutory Members described in Section 2.4 and Exhibit A.

2.4 Other Persons or Entities Associated with OMA (Nonstatutory Members). OMA may refer to persons or entities associated with it as "members," even though those entities are not "members" within the meaning of Section 5056 of the California Corporations Code. Such person or entity is a "Nonstatutory Member" for purposes of these Bylaws and no such reference shall constitute such person or entity as a "member" within the meaning of Section 5056 of the California Corporations Code. Only entities that have qualified to be a Full Member or a Sponsor Member are Statutory Members. The present categories of Nonstatutory Members are listed in Exhibit A.

When the context requires, references in these Bylaws to "members" or "Statutory Members" shall be deemed to refer to the Statutory Members' duly authorized individual representatives.

If the Bylaws provide that Nonstatutory Members may vote on a designated matter, OMA shall conduct such vote in accordance with the provisions of Section 3 even though the participants are not Statutory Members.

By amendment of its Articles of Incorporation or of these Bylaws, OMA may grant some or all the rights of a member of any class, as set forth in these Bylaws, to any person or entity that is not a Statutory Member, but no such person or entity shall be a member within the meaning of Section 5056 of the California Corporations Code as a result of such grant.

2.5 Dues, Fees, and Assessments. Each Statutory Member and Nonstatutory Member must pay, within the time and on the conditions set by the Board of Directors, the dues, fees, and assessments in amounts to be fixed from time to time by the Board of Directors. The dues, fees, and assessments shall be equal for all members of each class, but the Board of Directors may, in its discretion, set different dues, fees, and assessments for each class. Except as the Board of Directors may otherwise direct from time to time in its sole discretion, all dues, fees and assessments are

nonrefundable. In the event of a member's termination, the member shall be deemed to have forfeited its membership dues, fees, and assessments unless the Board of Directors, in its sole discretion, directs otherwise.

2.6 Good Standing. Statutory Members and Nonstatutory Members that have paid the required dues, fees, and assessments in accordance with these Bylaws and that are not suspended shall be members in good standing within their respective categories and classes.

2.7 Representation. Any entity, association, corporation or partnership, upon becoming a member of OMA, must then designate in writing to the OMA office an individual of said association, corporation or partnership to represent the association, corporation or partnership in all matters concerning OMA.

2.8 Termination of Membership. A membership shall terminate on occurrence of any of the following events:

(i) Resignation of the member, on written notice to OMA, effective from the date so specified in the notice or, if no such date is specified, ten (10) days after receipt of the same by OMA;

(ii) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board of Directors;

(iii) Failure of a member to pay dues, fees, or assessments as set by the Board of Directors within one hundred twenty (120) days after they are due and payable;

(iv) Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or

(v) Terminating a member, based on the good faith determination by the Board of Directors, or a committee 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 OMA, or has engaged in conduct materially and seriously prejudicial to OMA's purposes and interests.

2.9 Suspension of Membership. A member may be suspended, under Section 2.10 of these Bylaws, based on the good faith determination by the Board of Directors, or a committee 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 OMA's rules of conduct, or has engaged in conduct materially and seriously prejudicial to OMA's purposes and interests. A member may also be suspended automatically without further notice if the member has failed to pay dues, fees, or assessments as set by the Board of Directors within sixty (60) days after they are due.

An entity whose membership is suspended shall not be entitled to vote or to exercise any other right conferred by membership. No meeting or vote taken in which a suspended member participates shall be void or voidable because of such suspended member's participation, but such suspended member's presence and/or vote shall not be counted for any purpose.

2.10 Procedure. If grounds appear to exist for suspending or terminating a member under these Bylaws, the following procedure shall be followed:

(i) The Board of Directors shall give the member at least fifteen (15) days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by e-mail to the then-current member representative e-mail address of record for the member. Additional notice may be provided through other means, provided that if notice is given by mail, it shall be sent via first-class or registered mail sent to the last address of the member shown in OMA's membership records.

(ii) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board of Directors or by a committee or person authorized by the Board of Directors to determine whether the suspension or termination should occur.

(iii) The Board of Directors, a committee or person authorized by the Board of Directors shall decide whether the member should be suspended, terminated, or sanctioned in any way. The decision of the Board of Directors, committee, or person authorized by the Board of Directors shall be final.

(iv) Any action challenging suspension or termination of membership, including a claim alleging defective notice, must be commenced within one (1) year after the date of the suspension or termination.

(v) Notwithstanding this Section 2.10 of the Bylaws, the Board of Directors, a committee or person authorized by the Board of Directors, may unilaterally and without further procedural formalities suspend a membership for not paying dues, fees or assessments as set by the Board of Directors within sixty (60) days after they become due and payable and may expel the member one hundred and twenty (120) days after they become due and payable, provided that the member has received reasonable notice of such procedure. A single notice may be used to provide notice of both the potential suspension and the potential termination for nonpayment.

2.11 Transfer of Memberships. A membership may not be transferred unless otherwise specifically authorized by the Board of Directors.

### **Section 3 - Meeting of Statutory Members**

3.1 Place of Meetings. Meetings of the Statutory Members may be held at any place designated by the Board of Directors. Meetings of the members may also be conducted, in whole or in part, by Approved Electronic Methods (as defined in Exhibit A).

3.2 Annual Meeting. An annual meeting of the Statutory Members, although not required, may be held during the fiscal year, at a time and date that the Board of Directors may set. The Board may also set the meeting as a physical meeting in a physical location or may direct that the meeting be held in whole or in part by Approved Electronic Methods, all as the Board of Directors may determine in its sole discretion.

3.3 Special Meetings. Special meetings of the Statutory Members may be called by the Board of Directors, the Chairman of the Board, or by five percent (5%) or more of the members, by written request (except when called by the Board of Directors) delivered in person, mailed by first class mail, or sent by facsimile, electronic mail or other electronic means and addressed to the Chairman or to the General Manager at the OMA office.

A special meeting called by request shall be set by the Board of Directors on a date not less than thirty-five (35) or more than ninety (90) days after the receipt of the request. Within twenty (20) days after receipt of the request, the officer who receives it shall cause notice to be given to all Statutory Members entitled to vote at the meeting of the place, date and time of the meeting, and the general nature of the business to be transacted at the meeting. If the notice is not given within twenty (20) days after receipt of the request, the person or entities requesting the meeting may give the notice. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

3.4 General Notice Requirements. Whenever Statutory Members are required or permitted to take any action at a meeting, written notice of the meeting shall be given at least ten (10) days but no more than ninety (90) days before the meeting date. The notice shall specify the place, if any, date and hour of the meeting and for a special meeting, the general nature of the business to be transacted or for the annual meeting, if any, those matters that the Board of Directors intends to present for action by the members. Notice shall be given to each member by (i) personal delivery of written notice; (ii) first-class mail, postage prepaid; (iii) facsimile; (iv) electronic mail; or (v) other electronic means.

3.5 Notice of Certain Agenda Items. Approval by the Statutory Members of any of the following proposals is valid only if the notice or waiver of notice specifies the general nature of the proposal or if there is unanimous approval by those entitled to vote:

- (i) Removing a director without cause;
- (ii) Amending the Articles of Incorporation;

- (iii) Adopting, amending, or repealing Bylaws;
- (iv) Disposing of corporate assets;
- (v) Adopting or amending a merger agreement; or
- (vi) Electing to wind up and dissolve the corporation, approving a plan of distribution of assets or imposing a special assessment on members.

3.6 Record Date for Notice. Statutory Members at the close of business on the business date preceding the day on which notice is given, and who are entitled to vote at the meeting, are entitled to notice of a meeting of members, subject to the power of the Board of Directors, in advance, to fix a different record date.

For purposes of establishing the Statutory Members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board of Directors may, in advance, fix a record date. The record date so fixed for:

- (i) Sending notice of a meeting shall be no more than sixty (60) nor less than ten (10) days before the date of the meeting;
- (ii) Eligibility to vote at a Statutory Member meeting shall be no more than thirty (30) days before the date of the meeting;
- (iii) Eligibility to vote by written ballot shall be no more than thirty (30) days before the day on which the first written ballot is mailed or solicited; and
- (iv) Eligibility to take any other action permitted to Statutory Members shall be no more than thirty (30) days before that action.

An entity holding a membership at the close of business on the record date shall be a member of record.

3.7 Quorum. No business shall be transacted at any meeting of the Statutory Members unless a quorum is present at the time when the meeting proceeds to business. Quorum for a meeting of the Statutory Members shall be established as follows:

At any time when there are less than thirty (30) Statutory Members, not less than fifty-one percent (51%) of the total voting power of all of the Statutory Members shall be present in person or by proxy; and

At any time when taken together there are thirty (30) or more Statutory Members, not less than thirty-three and one-third percent (33 1/3%) of the total voting power of Statutory Members taken together shall be present in person or by

proxy.

Except as otherwise required by law, the Articles of Incorporation, or these Bylaws, the Statutory Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Statutory Members required to constitute a quorum, including adjustments to take into account abstentions, as described in Section 3.8.

3.8 Voting. Statutory Members in good standing on the record date of the meeting shall be entitled to vote at any meeting of Statutory Members as follows:

Each Sponsor Member and each Full Member shall have one (1) vote on each matter submitted to a vote of the members.

If a quorum is present, the affirmative vote of a Simple Majority of the Statutory Members shall be the act of the members, except for any matter requiring Special Majority approval and unless the vote of a greater number is required by law and subject in all instances to the adjustment for abstentions described in the following paragraph. Each member is entitled to vote may cast one (1) vote on each matter submitted to a vote of the Statutory Members. Both “Simple Majority” and “Special Majority” are defined in Exhibit A.

Notwithstanding the foregoing, each abstention from voting shall be excluded altogether for purposes of determining approval or disapproval of a matter and, for purposes of that individual vote only, the abstaining members shall be deemed not to be present for purposes of establishing quorum for the meeting and quorum shall be deemed solely for that vote to be equal to the sum of those Statutory Members that are voting to approve or disapprove the matter.

3.9 Vote by Nonstatutory Members on Certain Matters. An Associate Member shall have one (1) vote at a Member meeting for each of the following matters: if the proposed resolution would have the effect of abrogating, varying or modifying any of the rights or privileges of the Associate Members or if the proposed resolution is to wind up OMA. For any matter on which an Associate Member may vote, the notice and voting procedures under Section 3 will apply except to the extent that they are inconsistent with the provisions of this Section 3.9. At any member meeting at which Associate Members may vote, the Associate Members will not be included for purposes of establishing quorum for the meeting and no Associate Members need be present at the meeting in person or by proxy in order for the Statutory Members to vote on the matter, provided that the Associate Members of record on the record date for the meeting are given notice in accordance with the requirements for Statutory Members under Section 3. The right of Associate Members to vote on the matters described in this Section 3.9 is provided solely as a procedure, not a vested right, under these Bylaws and shall not constitute the Associate Members as “members” of the corporation as defined in

Section 5056 of California Corporations Code for any purpose. The Board of Directors may terminate this right by Special Majority resolution.

3.10 Waiver of Notice or Consent. The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (i) a quorum is present either in person or by proxy, and (ii) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 3.5 of the Bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened.

3.11 Actions Without a Meeting. The following actions may be taken without a meeting:

(i) Action by Unanimous Written Consent. Any action required or permitted to be taken by the Statutory Members may be taken without a meeting, if all Statutory Members consent in writing to the action. The written consent may be obtained through either tangible or electronic means, or a combination thereof. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

(ii) Action by Written Ballot. Any action that may be taken at any meeting of the Statutory Members may be taken without a meeting and without notice, if a written ballot is distributed to every member entitled to vote on the matter on the day that the first written ballot is mailed or solicited, unless a different record date is set by the Board of the Directors. Such distribution of written ballots shall be in the manner provided for giving notice of a meeting of members. The written ballot shall (a) set forth the proposed action, (b) provide an opportunity to specify approval or disapproval of any proposal, (c) provide a reasonable time within which to return the ballot to OMA, (d) indicate the number of responses needed to meet the quorum requirement, (e) state the percentage of approvals necessary to pass the measure submitted, and (f) specify the time by which the ballot must be received by OMA to be counted. A matter shall be approved by written ballot if the number of votes by written ballot received within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the proposed action and the number



of approvals received equals or exceeds the number of votes which is required for approval at a meeting at which the total number of votes cast is the same as the number of votes cast by written ballot. Any written ballot received by OMA may not be revoked. All written ballots shall be filed with the General Manager of OMA. In any election of directors, a written ballot that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

3.12 Proxies. Each member entitled to vote shall have the right to do so either in person or by one (1) or more agents authorized by a written proxy, signed by the member and filed with the secretary of OMA. A proxy shall be deemed signed if the member's name is placed on the proxy by the member or the member's attorney-in-fact, whether by manual signature, typewriting, facsimile transmission, electronic transmission or otherwise. In an election of directors, any form of proxy that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director. Proxies shall comply with the formal legal requirements described in Exhibit A.

3.13 Special Rules. At all times when OMA has one hundred (100) or more members, any form of proxy or written ballot in an election of the directors in which the directors to be voted upon are named therein as candidates and which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of a director.

3.14 Adjourned and Recessed Meetings; Notice. Any members' meeting, whether or not a quorum is present, may be adjourned or recessed from time to time by the vote of the majority of the Statutory Members represented at the meeting, either in person or by proxy. No unadjourned meeting may be recessed for more than forty-five (45) days. For purposes of these Bylaws, an "adjourned meeting" is one at which the business of the meeting is concluded and the meeting session will not be resumed at a different time or place. "A recessed meeting" is a meeting that is not concluded and is being continued at a different time and/or place.

3.15 Applicability of Section 3. Section 3 applies to the procedures for meetings and votes of Statutory Members only except as expressly otherwise provided. The Board of Directors may, however, by resolution make provisions of this Section 3 applicable to Nonstatutory Members from time to time.

## **Section 4 - Board of Directors**

4.1 General Powers of Board of Directors. Subject to the provisions and limitations of the California Corporations Code and any other applicable laws, and subject to any limitations of the Articles of Incorporation or these Bylaws regarding actions that require approval of the members, OMA's activities and affairs shall be managed, and all

corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the activities of OMA to any person or entities, management company, or committee however composed, provided that the activities and affairs of OMA shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

4.2 Number of Directors. The Board of Directors shall consist of at least one (1) but no more than thirty (30) directors unless changed by amendment to these Bylaws. The exact number of directors shall be fixed, within those limits, by a Special Majority resolution adopted by the Board of Directors. The qualifications for directors are that the director be an employee or contractor of a Sponsor Member or of a Full Member and be designated or elected as a director pursuant to Section 4.3 of the Bylaws.

4.3 Election of Directors. The process of election of directors is set forth in Exhibit B to the Bylaws attached hereto and incorporated herein, and may be amended from time to time, subject to the provisions of the California Corporations Code, by resolution of the Board of Directors.

4.4 Vacancies on Board of Directors. A vacancy or vacancies on the Board of Directors shall occur in the event of (i) the death, removal, or resignation of any director; provided, however, that a director who was designated as a director, rather than elected by the members, may be removed by the person or entities who designated that director, and may not be removed without the written consent of that person or entities; (ii) the declaration by resolution of the Board of Directors of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under the California Corporations Code; (iii) the increase of the Authorized Number of Directors (as defined in Exhibit A); or (iv) the failure of the members, in any vote in which any director or directors are to be elected, to elect the number of directors required to be elected at such meeting.

4.5 Removal of Directors by Statutory Members. The Statutory Members may, in accordance with and subject to the provisions of the California Corporations Code, remove any director from office as a director and elect another person in place of a director so removed from office; provided, however, that no Sponsor Director or Board Elected Director (both as defined in Exhibit B) may be removed without the consent of the affected director. Any person so elected shall be treated, for the purpose of determining the time at which he/she or any other director is to retire by rotation, as if he or she had become a director on the day on which the director in whose place he is elected was last elected a director. If no person is so elected, the vacancy arising upon the removal of a director from office may be filled in accordance with Section 4.7 of the Bylaws.

4.6 Removal for Nonattendance. If a director fails to attend four (4) successive meetings of the Board of Directors and the alternate director for that director

likewise fails to attend all four (4) successive meetings in place of that director, that director will automatically be removed from the Board of Directors and the alternate's appointment will be terminated automatically and without Board action unless:

- (i) The director requests a leave of absence for a limited period of time, and the leave is approved by the directors by Simple Majority resolution at a regular or a special meeting. If such leave is granted, the number of directors will be reduced by one (1) in determining whether a quorum is or is not present;
- (ii) The director suffers from an illness or disability which prevents him or her from attending meetings and the Board of Directors by Simple Majority resolution waives the automatic removal procedure of this Section; or
- (iii) The Board of Directors by Simple Majority resolution agrees to reinstate the director who has missed four (4) meetings, in which event the alternate director is concurrently reinstated.

4.7 Vacancies Filled by Board of Directors. Except for a vacancy created by the removal of a director by the members, vacancies caused by the resignation or removal of an Elected Director may be filled by approval of the Board of Directors or, if the number of directors then in office is less than a quorum, by (i) the unanimous written consent of the directors then in office, (ii) approval by a majority of the directors then in office at a meeting held according to notice or waivers of notice, or (iii) a sole remaining director. A director elected in either manner to fill a vacancy on the Board of Directors shall complete the balance of the term to which elected. The written consent may be obtained through either tangible or electronic means, or a combination thereof.

4.8 Vacancies Filled by Sponsor Member. If the Sponsor Member that designated the director whose resignation or removal caused the vacancy continues to be a Sponsor Member in good standing, then the vacancy shall be filled by such Sponsor Member. If a director resigns because the Sponsor Member that designated him or her loses its membership or ceases to maintain its membership in good standing, or if such Sponsor Member declines to designate a director and there is no person acting as the Sponsor Member's representative in membership activities who has been automatically designated as director by operation of the Bylaws, then the Board of Directors will reduce the Authorized Number of Directors accordingly, unless a replacement Sponsor Member is admitted.

4.9 Meeting Place and Procedures. Meetings of the Board of Directors shall be at any place that is designated from time to time by the Board of Directors. Any meeting, regular or special, may be held without the physical presence of some or all directors, by conference telephone or through other Approved Electronic Methods.

4.10 Regular Meetings. Regular meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board or any two (2)

directors.

4.11 Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairperson or any two (2) directors.

4.12 Notice of Board Meetings. Reasonable notice (being at least ten (10) days including the day of the meeting and the day on which the notice is served or deemed served) of a meeting of directors must be given to all directors. Any director may waive notice of any meeting and any such waiver may be retroactive.

Notice of the time and place of the meeting shall be given to each director by (i) personal delivery of written notice; (ii) first-class mail, postage prepaid; (iii) facsimile; (iv) electronic mail; or (v) other electronic means. The notice need not specify the purpose of the meeting.

4.13 Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

4.14 Quorum. The quorum for the transaction of business at a meeting of the Board of Directors shall be determined as follows:

- (i) If the Authorized Number of Directors is four (4) or fewer directors, then quorum is all of the directors; or
- (ii) If the Authorized Number of Directors is more than four (4) directors, quorum is two-thirds (2/3) of the total number of directors then in office. If the calculation of the quorum results in a fractional total, then the quorum shall be rounded down to the nearest whole number. When calculating the total number of directors, any director who does not attend (whether personally or by his alternate) two (2) or more consecutive meetings of the Board of Directors (to include any meetings at which a quorum was not present and any adjourned meetings) shall not be counted in the total number of directors for the purposes of calculating the quorum requirement, provided that quorum shall be not less than one-fifth (1/5) of the Authorized Number of Directors. When a director has been so removed from the counting of the total number of directors, such director shall be reinstated in the counting of the total number of Directors only after such time as he or she attends (whether personally or by his alternate) two (2) consecutive meetings of the Board of Directors (to include any meetings at which a quorum was not present and any

adjourned meetings). For the avoidance of doubt, nothing in this Section shall remove a director from office or prevent any director from attending any meeting of the Board of Directors or from participating in such meeting and voting on each matter on which a director is entitled to vote as part of the Board of Directors.

- (iii) Notwithstanding anything in this Section 4.14 of the Bylaws to the contrary, the Board of Directors by resolution may reduce the quorum requirements for a specified meeting of the Board of Directors, provided that quorum shall be not less than one-fifth (1/5) of the Authorized Number of Directors, or less than two (2), whichever is larger, unless the Authorized Number of Directors is only one (1) director, in which case one (1) director constitutes a quorum.

**4.15 Approval by Board of Directors.** Every action taken or decision made by a Simple Majority of the Board of Directors shall be an act of the Board of Directors, except when these Bylaws require approval by Special Majority or approval by all of the directors and subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law. Notwithstanding the foregoing, after the initial adoption of the Schedule to the Application Form, any amendment to the Schedule that modifies in any material manner any right or obligation relating to intellectual property rights or confidential information, or that amends these Bylaws to remove the requirement of approval by all of the directors for any such modification, shall only be effective as an act of the Board of Directors if approved by all of the directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Notwithstanding the foregoing, each abstention from voting, including an abstention from voting in a matter requiring approval of all of the directors, shall be excluded altogether for purposes of determining approval or disapproval of a matter and, for purposes of that individual vote only, the quorum shall be deemed solely for that vote to be equal to the sum of those directors that are voting to approve or disapprove the matter, provided, however that sum of directors voting to approve or disapprove a matter may not be less than one-fifth (1/5) of the Authorized Number of Directors, or less than two (2), whichever is larger.

**4.16 Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn or recess any meeting to another time and place. The meaning of “adjourned meeting” and “recessed meeting” is given in Section 3.14.

**4.17 Notice of Recessed Meeting.** Notice of the time and place of holding a recessed meeting need not be given unless the original meeting is recessed for more than twenty-four (24) hours. If the original meeting is recessed for more than twenty-four (24) hours, notice of resumption of the recessed meeting to another time and place shall

be given, before the time of the recessed meeting, to the directors who were not present at the time of the recess.

4.18 Board Action Without Meeting. Any action that the Board of Directors is required or permitted to take may be taken without a meeting if all board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved Board of Directors action. All such consents shall be filed with the minutes of the proceedings of the Board of Directors.

4.19 Fees and Compensation. Directors and members of committees shall serve without compensation for their services. This shall not preclude any director from serving OMA in any other capacity, as an officer, agent, employee, or otherwise, and receiving compensation for that service.

4.20 Board Committees. The Board of Directors, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, may create one (1) or more committees (including an executive committee), each consisting of two (2) or more directors and no one who is not a director, to serve at the pleasure of the Board of Directors. Appointments to committees of the Board of Directors shall be by resolution adopted by a majority vote of the Authorized Number of Directors. Any such committee shall have all the authority of the Board of Directors, to the extent provided in the board resolution, subject to the limitations set forth in Section 7212(a) of the California Corporations Code.

4.21 Meetings and Actions of Committees of the Board of Directors. Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken in accordance with, the provisions of the Bylaws concerning meetings and other Board of Directors actions except that the calling of the meetings may be determined by action of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee that are consistent with the Bylaws or, in the absence of rules adopted by the Board of Directors, the committee may adopt such rules.

## **Section 5 – Committees/Technical Plenary**

5.1 Formation of Committees. The Board of Directors may by resolution constitute a committee in which the directors form a majority of the members of such committee. The Board of Directors may by resolution constitute a committee in which the directors do not form a majority of members of such committee. The directors may at any time disband, rename or otherwise reconstitute a committee.

5.2 Technical Plenary. The Board of Directors shall define in writing a process which shall be made available to all Full and Sponsor Members by which the Full and Sponsor Members shall be entitled to vote on any proposal to approve OMA's specifications and shall designate the committee as the Technical Plenary. The mechanics of such process shall be defined by the Board of Directors at its discretion but in any event the

process shall provide that a specification will be deemed to have been approved if approved by Special Majority vote of the Statutory Members. For the avoidance of doubt, abstentions shall be disregarded as described in Section 3.8 and votes that are not cast in accordance with the defined process shall be disregarded. The Board of Directors shall approve by Simple Majority all decisions by the Technical Plenary related to the specifications made by the Full Members and Sponsor Members unless there has been a material error in the process of such approval. Upon approval of a specification by the Board of Directors, that specification becomes approved for public release (“Specifications”). The vote to approve a specification may take place at a meeting of the Board of Directors or by any Approved Electronic Method.

5.3 Working Groups. The Board of Directors may create one (1) or more working groups or may authorize the Technical Plenary to create one (1) or more working groups (“Working Groups”). Initial appointments to the Working Groups may be included with the Board of Directors or Technical Plenary action authorizing the creation of the Working Group or may be established through any other method designated by the Board of Directors, and all subsequent changes to the Working Group’s composition and duties shall occur by decision of the Technical Plenary or, with the authorization of the Technical Plenary, by decision of the Working Group itself, unless the Board of Directors expressly provides otherwise. No specifications developed by a Working Group shall be approved by the Board of Directors as a Specification unless such specifications shall have first been approved by the Technical Plenary.

## **Section 6 - Officers**

6.1 Officers. The officers of OMA shall be a chairperson, one (1) or more vice chairpersons, a secretary, a treasurer and a general manager unless otherwise determined by the Board of Directors. Any number of offices may be held by the same person.

6.2 Election of Officers. Each officer of OMA (with the exception of the general manager, who is appointed by the Board of Directors) shall be chosen by the Board of Directors from persons acting as a director and shall serve at the pleasure of the Board of Directors.

6.3 Additional Officers. The Board of Directors may appoint or may authorize the chairperson of the Board of Directors or another officer to appoint any other officers that OMA may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the Bylaws or established by the Board of Directors.

6.4 Removal of Officers. Without prejudice to the rights of any officer under an employment contract, the Board of Directors may remove any officer with or without cause. An officer who was not chosen by the Board of Directors may be removed by any other officer on whom the Board of Directors confers the power of removal.

6.5 Resignation of Officers. Any officer may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of OMA under any contract to which the officer is a party.

6.6 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for normal appointments to that office. However, vacancies need not be filled on an annual basis.

6.7 Responsibilities of Officers. The following officers shall have the following responsibilities:

Chairperson. The Chairperson of the Board of Directors shall have the right to preside at meetings of the Board of Directors and at any annual meeting, shall have the responsibility and authority to represent decisions of the Board of Directors and shall perform such other duties and exercise such other powers as the Board of Directors may assign from time to time. If there is no such Chairperson or if, at any meeting, he or she is not present within five (5) minutes after the time appointed for holding the meeting and willing to act, the directors present shall choose one (1) of their number to be chairperson of the meeting.

Vice Chairperson. The Vice Chairperson, as designated by the Board of Directors, shall perform all the duties of the Chairperson in the absence of the Chairperson. The Vice Chairperson shall have such other powers and perform such other duties as the Board of Directors or the Bylaws may prescribe.

Secretary. The Secretary shall keep or cause to be kept, at OMA's principal office or such other place as the Board of Directors may direct, OMA's Articles of Incorporation and Bylaws, membership records, and a book of minutes of all meetings, proceedings, and actions of the Board of Directors, of committees of the Board of Directors, and of members' meetings. The Board of Directors may, in its discretion, appoint two (2) or more persons as joint Secretaries. The directors may also appoint from time to time, one (1) or more deputy and/or assistant Secretaries.

Treasurer. The Treasurer is the chief financial officer of OMA and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of OMA's properties and transactions. The Treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required by law, by the Bylaws, or by the Board of Directors to be given.

General Manager. Subject to such supervisory powers as the Board of Directors may give to the Chairperson of the Board of Directors, and subject to the control



of the Board of Directors, the General Manager shall be responsible for managing, directing, supervising and controlling OMA's day-to-day operations and performing such other duties and exercising such other powers as the Board of Directors may assign from time to time. The General Manager shall serve at the pleasure of the Board of Directors for any period designated by the Board of Directors or until such time as he or she resigns, becomes unable to discharge the duties, or is removed by the Board of Directors. If a matter requires an action by the president of OMA or a document must be executed by the president of OMA, and if such action is within the scope of the authority conferred upon the General Manager by the Board of Directors, the General Manager may act as president of OMA for that matter.

6.8 Loans to Directors and Officers. OMA shall not lend any money or property to or guarantee the obligation of any director or officer.

### **Section 7 – Indemnification**

7.1 Indemnification. To the fullest extent permitted by law, OMA shall indemnify its directors, officers and other persons described in Section 7237(a) of the California Corporations Code, including such persons formerly occupying any such positions, against all costs, expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in the actual or purported execution and/or discharge of its duties and/or the exercise or purported exercise of its powers and/or otherwise in relation to or in connection with its duties, powers or office.

### **Section 8 – Insurance**

8.1 Insurance. OMA shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

### **Section 9 – Corporate Records**

9.1 Corporate Records. OMA shall keep the following:

- (i) Adequate and correct books and records of account;
- (ii) Minutes of the proceedings of its members, Board of Directors, and committees of the Board of Directors; and
- (iii) A record of each member's name, address, and class of membership.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any

combination of the two.

9.2 Members' Inspection Rights. OMA shall keep at its principal California office the original or a copy of the Articles of Incorporation and Bylaws, as amended to the current date, the membership records, accounting books, and minutes of member, Board of Directors and committee meetings that shall be open to inspection during office hours by the member, or agent or attorney, on five (5) days' prior written demand to OMA, which demand must state the purpose for which the inspection rights are requested. If OMA has no business office in California, the Secretary shall, on the written request of any member, furnish to that member a copy of the Articles of Incorporation and Bylaws, as amended to the current date. If OMA reasonably believes that the information will be used for a purpose other than one reasonably related to an entity's interest as a member, OMA may deny the member access to the membership list. The right to inspections includes the right to copy.

9.3 Directors' Inspection Rights. Every director shall have the right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of OMA for a purpose reasonably related to the director's interests as a director. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy of books, records, and documents of every kind.

9.4 Annual Report. An annual report shall be prepared within one hundred twenty (120) days after the end of OMA's fiscal year. That report shall contain the following information in appropriate detail:

(i) A balance sheet as of the end of the fiscal year, an income statement, and statement of changes in financial position for the fiscal year, accompanied by an independent accountant's report or, if none, by the certificate of an authorized officer of OMA that they were prepared without audit from OMA's books and records;

(ii) A statement of the place where the names and addresses of current Statutory Members are located; and

(iii) Any information required by law which relate to any transaction involving a direct or indirect material financial interest of a director or officer, unless approved by the Statutory Members under Section 7233(a) of the California Corporations Code, or involving indemnification.

OMA shall annually notify each member of the member's right to receive a copy of the financial report under this Section 9.4 of the Bylaws. This Section shall not apply if OMA receives less than ten thousand dollars (\$10,000) in gross revenues or receipts during the fiscal year. Otherwise, on written request by a member, the Board of Directors shall promptly cause the most recent annual report to be sent to the requesting member. If the Board of Directors approves, OMA may send the report and

any accompanying material sent pursuant to this Section by electronic transmission.

## **Section 10 – Amendments**

10.1 Amendments by the Board of Directors. The Board of Directors may adopt, amend, or repeal the Bylaws unless the action would:

- (i) materially and adversely affect the members' rights as to voting, dissolution, redemption or transfer;
- (ii) increase or decrease the number of Statutory Members authorized in total or for any class;
- (iii) effect an exchange, reclassification or cancellation of all or part of the memberships;
- (iv) authorize a new class of membership;
- (v) establish a single fixed number of directors in lieu of the present variable range of directors provided for in Section 4.2, revert to a variable range of directors after establishing a single fixed number, or change that single fixed number to a different fixed number at any time that the Bylaws provide that the Board of Directors shall consist of a single fixed number of directors;
- (vi) increase or extend the terms of directors;
- (vii) allow any director to hold office by designation or selection rather than by election by a member or members;
- (viii) increase the quorum for members' meetings;
- (ix) repeal, restrict, create, expand, or otherwise change proxy rights;
- (x) authorize cumulative voting; or
- (xi) amend the purpose statement of OMA set forth in the Bylaws, or the requirements for voting membership set forth in the Bylaws.

Any matter described in this Section 10.1 (i) through (xi) of the Bylaws requires the approval of the Statutory Members by Special Majority resolution and approval of the directors by Special Majority resolution.

10.2 Amendments by the Members. New Bylaws may be adopted or the Bylaws may be amended or repealed by approval of the Statutory Members, provided, however, that any such adoption, amendment, or repeal also requires approval by the affected class of Statutory Members, voting separately as a class, if that action would:

- (i) materially and adversely affect the rights, privileges, preferences, restrictions, or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than the action affects another class;
- (ii) materially and adversely affect that class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions, or conditions of another class;
- (iii) increase or decrease the number of memberships authorized for the class;
- (iv) increase the number of memberships authorized for another class;
- (v) effect an exchange, reclassification, or cancellation of all or part of the memberships of that class;
- (vi) authorize a new class of memberships; or
- (vii) impose a special assessment or fee on the class, other than regular dues.

No amendment may extend a director's term beyond that for which the director was elected.

Any provision of these bylaws providing for the designation or selection, rather than election, of any director or directors may be adopted, amended, or repealed only by approval of the Statutory Members, subject to the consent of the person or persons, or entity or entities, entitled to designate or select any such directors.

## Exhibit A

### Membership Categories and Other Definitions

**Ecosystem Categories.** Entities in the following ecosystem categories are eligible to become Statutory Members or Nonstatutory Members of OMA:

- **Operators:** entities that are licensed and allocated frequency to operate a public mobile wireless telecommunications network for the purpose of providing publicly available commercial services and any industry organizations the principal objective of which is to represent the interests of such entities;
- **Wireless Vendors:** entities that are manufacturers of communications products for wireless networks and any industry organizations the principal objective of which is to represent the interests of such entities;
- **IT/Applications/Software Vendors:** entities that are manufacturers of information technology or software or applications products for wireless networks and any industry organizations the principal objective of which is to represent the interests of such entities;
- **Content Media, Financial and/or Service Providers and Other:** entities that are providers of content media, financial and/or value added services for wireless networks and any other person or persons to the extent that such persons cannot be categorized into any other Ecosystem Category and any industry organizations the principal objective of which is to represent the interests of such entities; and

any variations or additions to, or deletions or revisions thereof the Board of Directors may establish by resolution from time to time. For avoidance of doubt, the Board of Directors may substitute the present Ecosystem Categories for different categories or delete the Ecosystem Categories altogether.

**Membership Categories:** OMA has the following designated membership categories. Only Sponsor Members and Full Members are “members” within the meaning of Corporations Code Section 5056:

- **Statutory Members:**
  - **Full Member:** a person or entity that pays the requisite Full Member fee in accordance with the Application Form and is accepted for participation as a Full Member by the Board of Directors.
  - **Sponsor Member:** a person or entity that pays the requisite Sponsor Members fee in accordance with the Application Form and is accepted for participation as a Sponsor Member by the Board of Directors.

- **Nonstatutory Members:**

- **Associate Member:** a person or entity that pays the requisite Associate Member fee in accordance with the Application Form and is accepted for participation as an Associate Member by the Board of Directors.
- **Supporter Member:** a person or entity that pays the requisite Supporter Member fee in accordance with the Application Form and is accepted for participation as an Supporter Member by the Board of Directors.
- **Explorer Member:** a person or entity that pays the requisite Explorer Member fee in accordance with the Application Form and is accepted for participation as an Explorer Member by the Board of Directors.

**Other Definitions:**

- **Affiliate** means a person or entity that Controls, is Controlled by, or is under common Control with another person or entity, where “Control” means, with respect to a person or entity, the possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of a person or entity, whether through the ownership of voting securities, by contract or otherwise. For example but not by way of limitation, “Affiliate” includes parent entities, subsidiaries, and sister companies.
- **Approved Electronic Method** means a method of electronic communication that the California Corporations Code authorizes from time to time for use in connection with a corporate action. This includes all permissible combinations and variations of “electronic transmission by the corporation” and “electronic transmission to the corporation,” as defined in Sections 20-21 of the California Corporations Code. Without limitation, “Approved Electronic Method” includes the following:

**Member Meetings:** A meeting of the Statutory Members may be conducted, in whole or in part, by electronic transmission by and to OMA or by electronic video screen communication (1) if OMA implements reasonable measures to provide Statutory Members in person (or, if proxies are allowed, by proxy) a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any member votes or takes other action at the meeting by means of electronic transmission to OMA or electronic video screen communication, a record of that vote or action is maintained by OMA.

**Meetings of the Board of Directors:** A meeting of the Board of Directors may be conducted in whole or in part using conference telephone,

electronic video screen communication, or electronic transmission by and to OMA. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to OMA, other than conference telephone and electronic video screen communication, constitutes presence in person at that meeting if both of the following apply:

(A) Each director participating in the meeting can communicate with all of the other directors concurrently.

(B) Each director is provided the means of participating in all matters before the Board of Directors, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by OMA.

For the sake of clarity, OMA is not responsible for the correct function of third-party infrastructure, technology, facilities or resources that a participant may use to participate in a meeting through Approved Electronic Methods. The interruption or failure of any such infrastructure, technology, facilities or resources shall not be a basis for challenging the procedures or actions of a meeting.

- **Authorized Number of Directors** means that number of directors that the Board of Directors has authorized in accordance with Section 4.2 at any given time, regardless of whether directors have been elected or designated, as applicable, to fill the all positions.
- **Elected Director** means a person who is elected as a Director of OMA.
- **Group** means all entities that are related to each other as Affiliates.
- **Simple Majority** means the following:
  - *Members*: “Simple Majority” means, for a vote of the members, the affirmative vote of the majority of the voting power of the Statutory Members represented at the meeting with quorum, entitled to vote, and voting on any matter using a means that the Board of Directors has authorized, including, without limitation a vote in person, by proxy, or by ballot and including votes using Approved Electronic Methods.
  - *Directors*: “Simple Majority” means, for the Board of Directors, the affirmative vote of the majority of the directors present at a duly held meeting at which a quorum is present, including presence using Approved Electronic Methods.

Calculation of the number of votes required for approval by Simple Majority shall take into account adjustments for abstentions (Section 3.8 for members and Section 4.14 for the Board of Directors).

- **Special Majority** means the following:
  - *Members*: “Special Majority” means, for a vote of the members, the affirmative vote of two-thirds ( $\frac{2}{3}$ ) of the voting power of the Statutory Members represented at the meeting with quorum, entitled to vote, and voting on any matter using a means that the Board of Directors has authorized, including, without limitation a vote in person, by proxy, or by ballot and including votes using Approved Electronic Methods.
  - *Directors*: “Special Majority” means, for the Board of Directors, the affirmative vote of two-thirds ( $\frac{2}{3}$ ) of the directors present at a duly held meeting at which a quorum is present, including presence using Approved Electronic Methods.

Calculation of the number of votes required for approval by Special Majority shall take into account adjustments for abstentions (Section 3.8 for members and Section 4.14 for the Board of Directors).

#### **Rules Regarding Proxies:**

- Revocable Proxy Contents. Any revocable proxy covering matters for which a vote of the Statutory Members is required shall not be valid unless the proxy sets forth the general nature of the matter upon which to be voted. Such matters include amendments to the Articles of Incorporation; amendments to the Articles of Incorporation or the Bylaws changing proxy rights; removal of directors without cause; filling vacancies on the Board of Directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all corporate assets unless the transaction is in the usual and regular course of OMA's activities; the principal terms of a merger or the amendment of a merger agreement; the election to dissolve OMA; contracts or transactions between OMA and one (1) or more directors or between OMA and an entity in which a director has a material financial interest; or a plan of distribution of assets other than money to Statutory Members when OMA is in the process of winding up, when the distribution is not in accordance with liquidation rights of any class or classes.
- Proxy Duration. No proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless provided otherwise in the proxy, except that the maximum term of a proxy shall be three (3) years after the date of execution. The revocability of a proxy that states on its face that it is irrevocable shall be governed by Corporations Code §7613. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect until either (i) it is revoked by the member executing it before



the vote is cast under that proxy, (a) by a writing delivered to OMA stating that the proxy is revoked, (b) by a subsequent proxy executed by that member and presented to the meeting, or (c) as to any meeting, by the member's personal attendance and voting at the meeting, or (ii) written notice of the death or incapacity of the maker of the proxy is received by OMA before the vote under the proxy is counted.

## **Exhibit B**

### **Appointment of Directors**

#### **A. Sponsor Directors**

1. Subject to Section 4 of the Bylaws, each Sponsor Member may at any time and from time to time designate any person that is qualified to serve as a Director to be a Sponsor Director and may remove from office any such Director. Any such designation or removal shall be in writing, signed by and on behalf of the relevant Sponsor Member, and shall be sent or delivered to the OMA office. Any such designation or removal shall take effect upon delivery of such notice to the OMA office.
2. The Sponsor Directors shall not be subject to the provisions relating to retirement by rotation, which provisions apply only to the Full Members.
3. If a Sponsor Member ceases to be a member, the Sponsor Director is automatically removed without further action and that Sponsor Member shall be deemed, at the same time, to have given notice in writing to the OMA office to remove, with immediate effect, any Sponsor Director appointed by such Sponsor Member and then holding office.
4. If at any point in time, more than one (1) member of any Group is a Sponsor Member, such Sponsor Members shall between them only be entitled to designate one (1) Sponsor Director.
5. Resignation or removal of a Sponsor Director does not create a vacancy that may be filled through any means other than designation by the Sponsor Member.

#### **B. Elected Directors**

1. Subject to determination by the Board of Directors, as further described in Exhibit B, Section B, each Ecosystem Category may have at least one (1) Elected Director who is appointed to represent the Statutory Members in that Ecosystem Category.
2. The number of vacancies available for Elected Directors and the Ecosystem Categories in which these vacancies arise shall be determined by the Board of Directors acting by resolution passed prior to the nomination forms being sent out in accordance with the procedure set forth below in Exhibit B, Section C below.
3. In deciding how many vacancies there shall be for Elected Directors and in which Ecosystem Categories these vacancies shall arise, the Board of

Directors may take into account that:

- A. the representation of the Directors on the Board of Directors in so far as is reasonably practicable may have an Elected Director from each Ecosystem Category; and
  - B. the number of Elected Directors should not be less than fifty per cent (50%) of the total number of Sponsor Directors; and
  - C. no single Ecosystem Category should be represented by fifty percent (50%) or more of the Directors on the Board of Directors.
4. The Board of Directors may from time to time set the term of the Elected Directors to be any duration from one (1) to four (4) years, and, by Special Majority Resolution, may vary that duration. The initial term of each Elected Director within that range shall be two (2) years. Terms of the Elected Directors shall be staggered between two (2) groups, with elections for each group held in alternating years.
  5. The Board of Directors by resolution may designate one (1) or more directors to serve on the Board of Directors (“Board Elected Director”).
  6. Any vacancies that remain unfilled upon the conclusion of the director election process described in Exhibit B, Section C below shall exist only until the beginning of the next meeting of the Board of Directors. Any vacancy that remains unfilled at that time will automatically terminate without action by the Board of Directors and the Authorized Number of Directors shall be automatically reduced accordingly. The Board of Directors may, however, reset the Authorized Number of Directors to re-establish the director positions so terminated using the procedures set forth in Section 4.2.

**C. Nomination Procedure and Ballot Forms**

1. Each Sponsor Member and each Full Member in a particular Ecosystem Category may nominate, for election as an Elected Director (as and when one (1) or more vacancies arise for an Elected Director in that Ecosystem Category), one (1) person for each vacancy in that Ecosystem Category (but any such person must be employed by, or otherwise contractually obligated to, a Full Member (which can be the member nominating such person) in that Ecosystem Category). If there are two (2) or more Sponsor Members or Full Members from the same Group in any Ecosystem Category, such Statutory Members shall between them only be entitled to nominate one (1) person from their Group in that Ecosystem Category (but any such person must be employed by, or otherwise contractually obligated to, a Full Member

(which can be the member nominating such person) in that Ecosystem).

2. The Board Elected Director, if any, will be announced to the Statutory Members and is not subject to the nomination procedure and ballot forms under Exhibit B, Section C.
3. Any such nominations under Exhibit B, Section C.1 above shall be made on a nomination form supplied by OMA and will include a list of the Ecosystem Categories. Such form should be sent to the OMA office (or in the case of nominations transmitted in electronic form, to the electronic mail address specified by OMA) by the time specified on the relevant form and, if not so returned, shall not be valid.
4. The Statutory Members, voting as a single class, shall elect the Elected Directors by written ballot once a year unless otherwise determined by the Board of Directors. The Board of Directors may, in its sole discretion, elect to hold the director election at a member meeting or through other Approved Electronic Methods instead of election by written ballot.
5. A retiring Elected Director shall be eligible for re-election. Accordingly, a retiring director who is re-elected shall be deemed to continue in office without a break.
6. Subject to the applicable requirements of Section 3 of the Bylaws, the Board of Directors may determine, at any time prior to the commencement of the procedure for the nomination and election of Elected Directors, the nomination forms and procedures (including, without limitation, determining which Statutory Members may nominate and/or vote, whether Statutory Members may cast a vote solely for a candidate within its Ecosystem Category or whether it may also cast a vote for a candidate in another Ecosystem Category, and by whom any nominee must be employed or to whom any nominee must be contractually obligated) to be used for that election year, including but not limited to the period of time for sending and receiving the nomination forms. Except as the Board of Directors may otherwise determine prior to the commencement of the nomination and election process, each Sponsor Member and Full Member may only cast one (1) vote for each of the vacant positions for Elected Director in the Ecosystem Category in which it is designated and may only vote for one (1) person for each of the vacant positions in that Ecosystem Category.
7. If no nominations have been received, or no votes have been cast, in a particular Ecosystem Category for the election of an Elected Director or Elected Directors, the Board of Directors may by resolution fill any such

positions. Any person appointed to fill such vacancies must:

- A. be employed by, or otherwise contractually obligated to, a Full Member (but not necessarily a Full Member who is in that particular Ecosystem Category) or an Affiliate (whether or not an Associate Member) of a Full Member; and
  - B. retire after one (1) year (but may be nominated for re-election as an Elected Director) unless the Board of Directors resolves by resolution at the time such appointment is made that any director so appointed may continue in such appointment.
8. If any Elected Director resigns from office (for whatever reason) before the date at which he or she would otherwise have retired, such vacancy may be filled by the Full Member (or Affiliate of that Full Member) by which the retiring Elected Director was employed or to which he was contractually obligated. Any such designation shall be made in writing, signed by or on behalf of the relevant Full Member, and shall be sent or delivered to the OMA office. Any such designation shall take effect upon delivery of such notice to the OMA office. Any person designated to fill such vacancy may, however, only remain in office for the fulfillment of that elected term when he or she must retire (but such person may be nominated for re-election as an Elected Director). If the relevant Full Member shall fail to fill such vacancy within thirty (30) days of the retirement of the Elected Director, the Board of Directors may by resolution fill such vacancy.

#### **D. Alternate Directors**

1. Any director may at any time appoint any person (including another director) who satisfies the director eligibility requirements of Section 4.2 of the Bylaws to be his/her alternate director and may at any time terminate such appointment.
2. Any appointment or removal of an alternate director shall be made by the delivery, to the OMA office or to a meeting of the directors, of a written notice of appointment or removal signed by the relevant director.
3. The appointment of an alternate director shall terminate on the happening of any event that, if he or she were a director, would cause him or her to cease to be a director.
4. An alternate director shall be entitled to receive notices of meetings of the directors and shall be entitled to attend and vote as a director at, and to be counted as part of the quorum for, any such meeting at which the director appointing him/her is not present, and generally at any such meeting to perform, as a director, all functions of the director who

appointed him/her. In relation to the proceedings at any such meeting that an alternate director attends, the provisions of these Sections shall apply as if that alternate director were a director.

5. If an alternate director is also himself a director or attends any meeting as an alternate for more than one (1) director, its voting rights shall be cumulative but he or she will only be counted once for any quorum requirements.
6. If any director who has appointed an alternate director is for the time being temporarily unable to act because of ill health or disability, then that alternate director may sign, in its place, any written resolution of the directors.
7. If and to the extent that the directors may from time to time decide in relation to any committees of the directors, the preceding provisions of this Exhibit B, Section D shall also apply (with appropriate modifications) to any meetings of any such committee of which a director who has appointed an alternate is a member.
8. In the event that both the director and alternate director attend a meeting of the Board of Directors, there shall be only one (1) vote cast as between the director and alternate director on matters taken by the Board of Directors.

## Exhibit C

### Specification and Standards

#### Specification

a document, either on paper or in an electronic file, containing a set of detailed technical specifications designed or adopted for use in the context of advanced mobile services or other value added mobile services utilizing the Standards, as approved in accordance with Section 5.2 of the Bylaws.

#### Standards

the following wireless network standards:

GSM 900:	Global System for Mobile communications operating in the 900 MHz band;
GSM 1800:	Global System for Mobile communications operating in the 1800 MHz band;
GSM 1900:	Global System for Mobile communications operating in the 1900 MHz band;
GSM 850:	Global System for Mobile communications operating in the 850 MHz band;
PDC:	Personal Digital Cellular;
CDMA (IS – 95 and/or IS-2000 and/or EVDO):	Code Division Multiple Access operating in any frequency band;
US-TDMA (IS - 136):	United States Time Division Multiple Access operating in any frequency band;
i DEN (ESMR):	Integrated Dispatch Enhanced Network (Enhanced Special Mobile Radio) operating in any frequency band;
DataTAC;	
Mobitex;	
CDPD:	Cellular Digital Packet Data;
DECT:	Digital Enhanced Cordless Telephone;

PHS	Personal Handyphone System;
FLEX™	One-way digital numeric/alphanumeric/binary paging protocol;
ReFLEX™	Two-way digital numeric/alphanumeric/binary paging protocol;
GPRS	General Packet Radio Service;
EDGE	Enhanced Data rates for Global (or GSM) Evolution;
IMT-2000	International Mobile Telecommunications – 2000;
UMTS	Universal Mobile Telecommunications System;
W-CDMA	Wideband – Code Division Multiple Access;

and in addition other present and future wire line and wireless network standards supporting the Internet Protocol family; and

any variations or additions to, or deletions or revisions thereof the Board of Directors may establish by resolution from time to time. For avoidance of doubt, the Board of Directors may substitute the present Standards for different standards or delete the Standards altogether.