

**BYLAWS
OF
OPEN TRANSIT SOFTWARE FOUNDATION**

ARTICLE 1. OFFICES

The principal office of Open Transit Software Foundation (the “**Corporation**”) shall be located at its principal place of business or such other place as the board of directors (“**Board**”) may designate. The Corporation may have such other offices, either within or outside of the State of Washington, as the Board may designate or as the business of the Corporation may require from time to time.

ARTICLE 2. MEMBERSHIP

2.1 Membership

The Corporation shall have membership as provided in these Bylaws. There shall be a single class of membership (individually referred to as the “**Members**”).

2.2 Powers

The Members shall have the rights and powers according to this section.

2.2.1 Recommendation of Directors

The Members shall have the exclusive right to recommend the candidates to serve on the Board.

2.2.2 Amendments to Bylaws or Articles of Incorporation

The Members shall have the right to veto by the vote of 2/3 of the Members any amendments proposed by the Board to these Bylaws or to the Corporation’s Articles of Incorporation.

2.2.3 Removal of Directors or Officers

The Members shall have the right to veto by the vote of 2/3 of the Members the Board’s decision to remove any director or officer.

2.3 Annual Member Meeting

The Corporation’s Annual Member Meeting shall be held during January, in association with the Transportation Research Board meeting in Washington, DC., or at another date and time by the Board. The purpose of the Annual Member Meeting is to propose suitable candidates for Directors for election to the Board of Directors. If the Annual Member Meeting is not held on a designated date, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

2.4 Special Meetings

A Member, or the Chair, or any two directors, may call a special meeting of the Members by sending written notice to all Members. Notice for such a meeting shall follow the same process described at Section 2.7.

2.5 Meetings by Telephone or Electronic Device

Members or their duly appointed representatives may participate in any Member meeting by means of a conference telephone or similar communications equipment through which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

2.6 Place of Meetings

All Member meetings shall be held at a location designated by the Chair. Member meetings may be held at another place, within or outside of the State of Washington, so long as a majority of Members eligible to be present at such meeting consent to such place before the meeting or else waive their right to consent by written record or by participating at such a meeting. All meeting places shall have good access to telephone and internet connections.

2.7 Notice for Meetings

2.7.1 In Writing

Notices may be in writing and shall be delivered or mailed to a Member at the address shown on the records of the Corporation not less than 10 days before the meeting and not more than 50 days before the meeting. If notice is mailed, the notice shall be deemed effective when deposited in official government mail, properly addressed, with postage thereon prepaid. Neither the business to be transacted nor the purpose of any special meeting need be specified in the notice of a special meeting unless the special meeting is for a vote to elect a director or to vote on a proposal, in which case, the written notice shall state the proposed language to be voted on or the name of the candidates up for election.

2.7.2 Electronic Transmission

Notices may be provided in an electronic transmission and be electronically transmitted not less than 10 days before the meeting and not more than 50 days before the meeting. Notice in an electronic transmission is effective only with respect to those Members that have consented, in the form of a record, to receive electronically transmitted notices. In such consent, the Member must designate the electronic address, location, or system to which these notices may be electronically transmitted. A Member who has consented to receive electronically transmitted notices may revoke the consent by delivering a revocation to the Corporation in the form of a record. Furthermore, the consent is automatically revoked if the Corporation is unable to electronically transmit two consecutive notices given by the Corporation, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location, or system designated by the Member for that purpose. Members who have consented to receive electronic notice under this Section shall be noted at Exhibit A: Member Roster.

2.7.3 Posting Electronic Notice

Notice may be provided to Members who have consented to receive electronically transmitted notices by posting the notice on an electronic network and delivering to such members a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network not less than 10 days before the meeting and not more than 50 days before the meeting. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as otherwise provided by this Section 2.7.3.

2.7.4 Waiver of Notice by Record

Whenever any notice is required to be given to any Member under the Articles of Incorporation, these Bylaws, or under Washington law, a waiver in the form of a record shall be deemed equivalent to giving such notice. The form of a record includes, without limitation, an electronic transmission from the person or persons entitled to such notice. Neither the business to be transacted, nor the purpose of, any special meeting need be specified in the waiver of notice of such meeting.

2.7.5 Waiver of Notice by Attendance

The attendance of a Member or its representative at a meeting shall constitute a waiver of notice of such meeting, except where a Member or its representative attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

2.8 Manner of Acting

The act of the majority of a quorum of Members present at a meeting which there is a quorum shall be the act of such a Member class, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation, or applicable Washington law. Any such action shall be memorialized in a record.

2.8.1 Quorum Requirement for Action

A majority of the Members as listed at Exhibit A: Member Roster, shall constitute a quorum by which the Members may take action. If a quorum is not present at a meeting, any Member present may adjourn the meeting without further notice.

2.8.2 Presumption of Assent

A Member or its representative, when present at a meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such a Member or its representative: (a) has a dissent or abstention entered in the minutes of the meeting; (b) files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof; (c) forwards such dissent or abstention by registered mail to the Corporation's Secretary immediately after the adjournment of the meeting; or (d) sends such dissent electronically to the Corporation's Secretary and receives an electronic confirmation that the electronic dissent was received by the Corporation's Secretary. Such right to dissent or abstain shall not apply to a Member or its representative who voted in favor of such action.

2.8.3 Alternative Action by Members through Electronic or Postal Voting

Any Member entitled to vote on a matter shall be permitted to vote electronically by: (a) electronic mail sent to an address the Board establishes for such purposes in advance; (b) electronic mail sent to the Secretary's email address; or (c) posting the same on an electronic network established for such voting purposes by the Board in advance. Any Member entitled to vote on a matter may also vote by postal service by: (a) registered mail addressed to a physical address the Board establishes for such purposes in advance; (b) the address of the Secretary; or (c) the Corporation's principal office. If a Member's vote is mailed, the vote shall be deemed effective when deposited in official government mail, properly addressed, with postage thereon prepaid.

When a Member is entitled to vote electronically or by mail under this Section 2.8.3, the Notice accompanying the meeting for the vote shall state the names of the candidate for election or the proposal to be voted on.

2.8.4 Action by Members Without a Meeting

Any action that could be taken at a meeting may be taken without a meeting if all Members or their representatives execute consent in the form of a record that clearly sets forth the action to be taken. Any such record shall be inserted in the minute book as if it were the minutes of a meeting. For purposes of this Section 2.8.4, a record means information inscribed on a tangible medium or contained in an electronic transmission.

2.9 Rules of Procedure

The rules of procedure at Member meetings shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, Newly Revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any action of the Members adopting or recognizing an alternate procedure.

2.10 Member Roster; Adding Members; Qualifications

Members may be added upon recommendation and affirmative vote by existing Members or the Board. Members shall be listed at Exhibit A: Member Roster. Any natural person or corporate entity—including without limitation, a government agency, LLC, corporation, or nonprofit corporation—may become a Member. At least a year of sustained contributions to the Corporation's mission or other significant commitment is expected before prospective members are considered for membership.

2.11 Withdrawal; Removal

Any Member may withdraw at any time by delivering written notice to the Chair or Secretary at the registered office of the Corporation, or by giving written notice at any meeting. Any such withdrawal shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such withdrawal shall not be necessary to make it effective.

Any Member may be removed as a Member, with or without cause, by a proposal of removal by the Board and then majority of the votes of the remaining Members.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of the Corporation shall be managed by the Board.

3.2 Number and Seats

The Board shall consist of not less than 6 nor more than 12 members ("**Directors**"), the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these bylaws ("**Bylaws**"), provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director. The Board shall have the below seat positions and each seat position shall have the Qualifications as described in Section 3.3.

- (a) 2 to 4 seats are reserved for "Transit Agency" representatives;
- (b) 2 to 4 seats are reserved for "University" representatives;
- (c) 2 to 4 seats are reserved for "Company and Non-profit" representatives; and
- (d) 2 to 4 seats are reserved for "Individual Developers and Activists".

3.3 Qualifications

Directors shall have such qualifications as prescribed below in accordance with the Director's seat and any other qualifications as the Board may prescribe by resolution or amendment to these Bylaws.

Transit Agency representatives to the Board shall be representatives from transit agencies or government departments of transportation that utilize the Corporation's services or software systems.

University representatives to the Board shall be representatives from universities that participate in research that aligns with or is used by the Corporation's services or software systems.

Corporate and Non-profit representatives to the Board shall be representatives from companies or nonprofits that are mission aligned with the Corporation and support the Corporation's mission.

Individual Developers and Activists members of the Board shall be individuals from the community who contribute to the development of the Corporation's services or mission, such as implementing or extending its software offerings, or are active in supporting and raising awareness about the Corporation's mission.

3.4 Election of Directors

3.4.1 Initial Directors

The initial Directors named in the Corporation's articles of incorporation ("**Articles**") shall serve until the first annual meeting of the Board.

3.4.2 Successor Directors

Successor Directors shall be elected at the annual meeting of the Board.

3.5 Term of Office

Unless a Director dies, resigns, or is removed, he or she shall hold office for a term of 1 year or until his or her successor is elected, whichever is later.

3.6 Annual Meeting

The annual meeting of the Board shall be held during January, in association with the Transportation Research Board meeting in Washington, DC., or at another date and time designated by the Board or any two Directors, or, in the case of a committee meeting, by the chairperson of the committee. The person or persons authorized to call special meetings may fix any place either within or outside of the State of Washington as the place for holding any special Board or committee meeting called by them.

3.7 Meetings by Telephone

Directors or any committee members designated by the Board may participate in a Board or committee meetings by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.8 Place of Meetings

All meetings shall be held at the principal office of the Corporation or at such other place within or outside of the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

3.9 Notice of Special Meetings

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than 5 days before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the Corporation or given by facsimile or electronic transmission. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Notices by electronic transmission must be delivered in accordance with Section 3.20 of these Bylaws.

3.10 Waiver of Notice

3.10.1 In Writing

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles or applicable Washington law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.10.2 By Attendance

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.11 Quorum

A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.12 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles, or applicable Washington law.

3.13 Presumption of Assent

A Director of the Corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.14 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is executed by each of the Directors. Such written consents may be executed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of these Bylaws, "executed" means: (a) a writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity.

3.15 Resignation

Any Director may resign at any time by delivering written notice to the Chair or the Secretary at the registered office of the Corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.16 Removal

At a meeting of the Board, one or more Directors may be removed from office, with or without cause, by two-thirds of the votes cast by Directors then in office.

3.17 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.18 Board and Advisory Committees

3.18.1 Board Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. Such Board committees shall have and exercise the authority of the Directors in the management of the Corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter, or repeal these Bylaws; (b) elect, appoint, or remove any member of any other committee or any Director or officer of the Corporation; (c) amend the Articles; (d) adopt a plan of merger or consolidation with another Corporation; (e) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the Corporation; or (h) amend, alter, or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by a committee. The designation and appointment of any such committee and the delegation

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

3.18.2 Advisory Committees

The Board may designate and appoint one or more advisory committees, each of which may consist of at least one Director and one or more other individuals to give advice and counsel to the Board. The Board shall establish the charge and tasks for the committee and appoint its chairperson and members.

3.18.3 Quorum; Manner of Acting

A majority of the number of members of any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.18.4 Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the Chair, the Secretary, or the chairperson of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.18.5 Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

3.19 Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for expenditures incurred on behalf of the Corporation.

3.20 Electronic Transmission

Notices may be provided in an electronic transmission. Notice in an electronic transmission is effective only with respect to those Directors that have consented, in the form of a record, to receive electronically transmitted notices and designated in such consent the address, location, or system to which these notices may be electronically transmitted. A Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the Corporation in the form of a record. Furthermore, the consent is automatically revoked if the Corporation is unable to electronically transmit two consecutive notices given by the Corporation, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location, or system designated by the recipient for that purpose.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary, and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of Chair and Secretary.

4.2 Election and Term of Office

The officers of the Corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

4.3 Resignation

Any officer may resign at any time by delivering written notice to the Chair, the Vice Chair, the Secretary, or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office, or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 Chair

The Chair shall be the chief executive officer of the Corporation, and, subject to the Board's control, shall supervise and control all of the assets, business, and affairs of the Corporation. The Chair shall preside over meetings of the Board. The Chair may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the Chair shall perform all duties incident to the office of Chair and such other duties as are assigned to him or her by the Board from time to time.

4.7 Vice Chair

In the event of the death of the Chair or his or her inability to act, the Vice Chair shall perform the duties of the Chair, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the Chair. The Vice Chair shall have, to the extent authorized by the Chair or the Board, the same powers as the Chair to sign deeds, mortgages, bonds, contracts, or other instruments. The Vice Chair shall perform such other duties as from time to time may be assigned to him or her by the Chair or the Board.

4.8 Secretary

The Secretary shall: (a) keep or cause to be kept the minutes of meetings of the Board, and minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian or ensure the safe custody of the corporate records of the Corporation; (d) keep records of the post office address of each Director and each officer; (e) sign with the Chair, or other officer authorized by the Chair or the Board, deeds, mortgages, bonds, contracts, or other instruments; (f) manage and delegate and (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or the Board.

4.9 Treasurer

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine. The Treasurer shall have charge and custody of and be responsible for oversight of all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and ensure the deposit all such moneys in the name of the Corporation in banks, trust companies, or other depositories selected in accordance with the provisions of these Bylaws; provide financial reports to the Board at its meetings and on request and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or the Board.

ARTICLE 5. EXECUTIVE DIRECTOR

The Corporation may employ an Executive Director who shall be appointed, employed, and discharged by the Board. If employed, the Executive Director shall manage the operations of the Corporation according to the policies, principles, practices, and budget authorized by the Board, and shall be responsible for management of personnel, finances, and programs. If employed, the Executive Director shall be responsible for staff management including hiring, training, disciplinary action, and discharge. If employed, the Executive Director shall serve as an ex-officio, non-voting member of the Board and all committees of the Board. For the purpose of determining the number of directors serving the Corporation and the quorum, the Executive Director shall not be considered a member of the Board.

ARTICLES 6. ADMINISTRATIVE PROVISIONS

6.1 Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

6.2 Loans or Extensions of Credit to Officers and Directors

No loans shall be made and no credit shall be extended by the Corporation to its officers or Directors.

6.3 Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as is from time to time determined by resolution of the Board.

6.4 Books and Records

The Corporation shall keep at its principal or registered office copies of its current Articles and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of the Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Director and each officer; and such other records as may be necessary or advisable.

6.5 Accounting Year

The accounting year of the Corporation shall be the calendar year.

6.6 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles, or any resolution of the Board.

ARTICLES 7. AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the vote of 2/3 of the number of Directors in office.

The foregoing Bylaws were adopted by the Board of Directors on July 8, 2019.

Amendment added to Section 2.10 by vote of the Board of Directors on June 8, 2020.



Name: Alan Borning
Title: Board member and Treasurer