

BYLAWS
OF
HUMANITARIAN OPENSTREETMAP TEAM UNITED STATES INCORPORATED
Incorporated under the laws of the District of Columbia

ARTICLE ONE

Name, Location and Offices

1.1 Name. The name of this Corporation shall be: HUMANITARIAN OPENSTREETMAP TEAM UNITED STATES INCORPORATED.

1.2 Registered Office and Agent. The Corporation shall maintain a registered office in the District of Columbia, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the District of Columbia Nonprofit Corporation Act of 2010.

1.3 Other Offices. The principal office and any other offices of the Corporation shall be located in such place or places, within or without the District of Columbia, as the Board of Directors (“Board”) may determine from time to time or as the affairs of the Corporation may require or make desirable.

ARTICLE TWO

Purposes of Governing Instruments

2.1 Nonprofit Corporation. The Corporation shall be organized and operated as a nonprofit corporation under the provisions of the District of Columbia Nonprofit Corporation Act of 2010.

2.2 Section 501(c)(3) Only. As provided more fully in the Corporation’s articles of

incorporation, the Corporation shall be operated exclusively for those purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 (“Code”).

2.3 Governing Instruments. The Corporation shall be governed by its articles of incorporation and its bylaws.

ARTICLE THREE

Members

3.1 Voting Members. The Corporation shall have one (1) class of members to be known as voting members.

3.2 Right to Vote. Voting members shall have a right to vote on matters affecting the Corporation including, but not limited to, the election of directors and voting members. Voting members shall be eligible for field deployment.

3.3 Removal of Directors. Voting members shall be permitted at any special or regular meeting by a majority vote, once a quorum of at least one-third (1/3) of voting members is established, to remove any director with or without cause, effective immediately, and at the same or another meeting, by majority vote, to elect his or her successor to complete the unexpired term. There is no requirement that he or she be given an opportunity to be heard or represented at such meeting.

3.4 Designation of Initial Voting Members. Mikel Maron, Kathleen Chapman, Nicolas Chavent, Dane Springmeyer, Harry Wood, John Crowley, and Schuyler Erle are hereby designated as the initial voting members of the Corporation.

3.5 Nomination and Election of New Voting Members. Any voting member may nominate a new voting member at the annual meeting or at any special meeting of the voting

members. The nominee must be approved by the written consent of two-thirds (2/3) of the voting members in order to be elected.

3.6 Term; Resignation; Removal for Cause; Election of Voting Members by Directors. Voting members shall continue to serve as such until their death, dissolution, resignation, or permanent incapacity. A voting member may be removed by the affirmative vote of two-thirds (2/3) of all voting members if he, she or it has engaged in action which is materially injurious to the best interests of the Corporation and, further, has persisted willfully in such action for thirty (30) days after having been instructed by the Chair of the voting members in writing to cease and desist. Any voting member who receives such instruction may appeal it to the voting members at any annual or special meeting. Such instruction may be countermanded and revoked by the majority vote of the voting members.

Should all voting members be deceased or dissolved or should all voting members have resigned, additional voting members may be nominated by the Board and elected at any annual or special meeting of the Board.

3.7 Election of Chair. At the annual meeting of the voting members, or at a special meeting of the voting members held prior to the first annual meeting of the voting members, a Chair shall be elected by majority vote. He or she shall serve until the next annual meeting, unless removed as Chair by the majority vote of the voting members at a special meeting. At such special meeting, a replacement shall be elected to serve out the term of the Chair.

ARTICLE FOUR

Board of Directors

4.1 Authority and Responsibility of the Board.

(a) The supreme authority of the Corporation and the government and management of the affairs of the Corporation shall be vested in the Board. All of the powers, duties and functions of the Corporation as conferred by the articles of incorporation, these bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed or controlled by the Board.

(b) The Board shall supervise, control, direct and manage the affairs and property of the Corporation; shall determine its policies or changes therein; shall actively prosecute its purposes and objectives; and shall supervise the disbursement of its funds. The Board may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the Corporation as shall be deemed advisable and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation and these bylaws.

(c) The Board shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any director, officer, member, or other private person or individual. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

(d) The Board may, from time to time, appoint as advisors persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Corporation.

(e) The Board is authorized to employ such person or persons, including an executive director, attorneys, directors, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the Corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

4.2 Initial and Regular Board of Directors. The regular Board shall consist of an odd number of directors of no fewer than three (3) nor more than nine (9) directors. The initial directors of the Corporation shall be the persons identified in the articles of incorporation filed with the Corporations Division of the Business Regulation Administration of the Department of Consumer and Regulatory Affairs of the District of Columbia on August 3, 2010.

4.3 Manner of Election and Term of Office. All directors shall be voting members of the Corporation. Directors shall be elected at the annual meeting of the voting members of the Corporation by majority vote of the voting members. Each director shall take office as of the close of such annual meeting of the voting members and shall continue in office for a term of one (1) year and thereafter until his or her successor has been elected and qualified or until his or her earlier death, resignation, retirement, disqualification or removal.

4.4 Nominations. Any director, officer or voting member may present to the voting members one or more nominations for each seat on the Board which is vacant or about to expire. Additional nominations may be made from the floor at any meeting of the voting members. The voting members may create a nominating committee or such other means to assist in the

recruitment of candidates for directors. All nominees to the Board shall be voting members of the Corporation.

4.5 Removal. Any director may be removed with or without cause at any time during his or her term at any regular, special or annual meeting of the voting members, by majority vote of the voting members. A removed director's successor may be elected at the same meeting to serve the unexpired term. The voting members are not required to provide advance notice to the director subject to removal nor is the director entitled to appear before the meeting of the voting members.

4.6 Resignation. Any director may resign by providing written notice to the Board, the President or the Secretary of the Corporation. Such written notice shall contain the effective date of the director's resignation or shall be deemed effective upon actual receipt. Additionally, if a director is absent three (3) or more times within a twelve (12) month period from any meetings of the Board duly called, without being excused by the President or a majority of the Board, the Board, at its discretion, may deem such unexcused absences as a constructive resignation from the Board, subject to being filled pursuant to Article 4.7 below.

4.7 Vacancies. Any vacancy on the Board arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the voting members. Each director so elected shall hold office until the election at the next annual meeting of the voting members and the qualification of his or her successor.

4.8 Committees of the Board. The Board may create one or more committees, including, but not limited to, an executive committee. The executive committee, if any, may exercise the powers of the Board, between meetings of the Board, as permitted by the District of

Columbia Nonprofit Corporation Act of 2010 and the resolution of the Board creating the executive committee.

4.9 Compensation. No director of the Corporation shall receive, directly or indirectly, any salary, compensation, or emolument but may be reimbursed for reasonable expenses incurred in connection with attending meetings of the Board. Persons who serve as directors and who also serve as officers or otherwise perform services on behalf of the Corporation may receive reasonable compensation for services rendered in capacities other than as directors, e.g., as independent contractor, officer or employee.

ARTICLE FIVE

Meetings of the Board of Directors; Meetings of the Voting Members

5.1 Place of Meeting. Meetings may be held at any place within or without the District of Columbia, as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the Corporation. Meetings of the Board and meetings of the voting members may be, but need not be, held on the same date and at the same place. As used in this Article Five, “meetings” refers to both forms of meetings unless otherwise distinguished as set forth in Article 5.10 below.

5.2 Annual Meeting; Notice; Addresses. The annual meeting shall be held at the principal office of the Corporation or at such other place as shall be designated in the notice of meeting. Unless waived as contemplated in Articles 5.5 or 6.2, notice of the time and place of such annual meeting shall be given by the Secretary of the Corporation, if it is a Board meeting, or the Chair of the voting members, if it is a meeting of the voting members, either personally, by mail, by telecopier (“fax”) or by electronic mail (“e-mail”) not fewer than ten (10) nor more

than sixty (60) days before such meeting. Directors and voting members are responsible for providing in writing, respectively, to the Secretary or Chair, their current residential or business addresses, fax numbers, and e-mail addresses. Directors and voting members similarly are responsible for providing written updates as to any changes.

5.3 Regular Meeting; Notice. Regular meetings may be held from time to time between annual meetings at such times and at such places as the Board and voting members may prescribe. Notice of the time and place of each such regular meeting shall be given by the Secretary of the Corporation or Chair of the voting members (as the case may be) either personally, by telephone, by mail, by fax, or by e-mail no fewer than seven (7) nor more than thirty (30) days before such regular meeting.

5.4 Special Meetings; Notices. Special meetings of the Board may be called by or at the request of the President or by any two of the Directors in office at that time. Notice of the time, place and purpose of any special meeting of the Board shall be given by the Secretary either personally, by telephone, by mail, by fax, or by e-mail at least forty-eight (48) hours before such meeting.

Special meetings of the voting members may be called by the Chair of the voting members or any two voting members. Notice of the meeting shall be provided as set forth in the preceding paragraph, *mutatis mutandis*.

5.5 Waiver. Attendance by a director or voting member at a meeting shall constitute waiver of notice of such meeting, except where a director or voting member attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

5.6 Quorum. At meetings, a majority of the directors then in office or voting members shall be necessary to constitute a quorum for the transaction of business.

5.7 Vote Required for Action. Except as otherwise provided in these bylaws or by the articles of incorporation, the act of a majority of the directors or voting members present at a meeting at which a quorum is present at the time shall be effective for all purposes.

5.8 Action Without a Meeting. Any action required or permitted to be taken at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all directors or voting members (as the case may be.) Such consent shall have the same force and effect as a unanimous vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book. Consents may be provided in any written form, including by e-mail.

5.9 Telephone and Similar Meetings. Directors or voting members may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

5.10 Meetings of Voting Members Via Internet and Similar Technology. Meetings of voting members need not be held at a geographic location if the meeting is held via the Internet or other electronic communications technology pursuant to which the voting members have the opportunity to: a) read or hear the proceedings substantially concurrently with the occurrence of the meeting; b) vote on matters submitted to the voting members; c) pose questions; and d) make comments.

5.11 Adjournments. A meeting, whether or not a quorum is present, may be adjourned by a majority of the persons attending to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

5.12 Robert's Rules of Order. Meetings of the Board shall be conducted in accord with the procedures set forth in *Robert's Rules of Order*. The individual acting as Chair of the meeting shall be responsible for ruling on points of order, privilege, and other procedural objections or issues raised by any director or voting member at a meeting.

ARTICLE SIX

Notice and Waiver; Writing Includes Electronic Mail for All Purposes

6.1 Procedure. Whenever these bylaws require notice to be given to any director or voting member, the notice shall be given as prescribed in Article Five. Whenever notice is given by mail, the notice shall be sent by first-class mail by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the person at his or her address as it appears on the books of the Corporation; and such notice shall be deemed to have been given at the time the same is deposited in the United States mail.

Notices provided by e-mail shall be deemed to have been given when sent electronically to the director or voting member at the most recent e-mail address provided by the director or voting member to the Corporation. Either (or both) postal notices or e-mail notices may be given in the discretion of the Secretary or other person providing notice. They are equally valid for all

purposes, so long each is addressed to the most recent physical or e-mail address provided by the director or voting member.

6.2 Waiver. Whenever any notice is required to be given to any director or voting member by law, the articles of incorporation, or by these bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

ARTICLE SEVEN

Officers

7.1 Number and Qualifications. The officers of the Corporation shall consist of a president, a secretary and a treasurer. The president shall be a director. No other officers need be directors but may be directors. The same individual may not hold two (2) or more offices, except that the same individual may serve as secretary and treasurer.

7.2 Election and Term of Office. The initial president, secretary and treasurer shall be elected by the initial directors of the Corporation and shall serve until the first annual meeting of the Board and until their successors have been elected and qualified in accordance with these bylaws. Thereafter, such officers shall be elected annually by the Board. Such officers shall serve for a term of one (1) year and, thereafter, until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification. The officers shall serve at the pleasure of the Board and may be removed by the Board at any time with or without cause.

7.3 Other Officers/Assistant Officers. The Board may appoint from time to time such other officers, e.g., a vice president, and assistant officers as it may deem necessary or desirable, each of whom shall hold office at the pleasure of the Board, and shall have such authority and

perform such duties as the Board may from time to time determine. Such other officers and assistant officers need not be directors. Such other officers and assistant officers shall continue in office until removed at any time, with or without cause, by the Board.

7.4 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board.

7.5 President. The President shall be the principal executive officer of the Corporation having the power, responsibility and authority to:

- (a) preside over all meetings of the Board;
- (b) supervise the Corporation's administration, operations and finances and the management of the Corporation's affairs including delegating powers and duties to an Executive Director, subject to the control of the Board;
- (c) present reports as required to the Board;
- (d) issue notifications of meetings of the Board and see that all orders and resolutions of the Board are carried into effect;
- (e) sign minutes and resolutions of the Board; enter into any contract or agreement on behalf of the Corporation; and execute in the corporate name, along with the Secretary, any instrument or other writing or other documents on behalf of the Corporation;
- (f) act as an *ex-officio* member of all committees of the Board; and
- (g) perform all duties incident to the office of President and such other duties as may be prescribed by the Board.

7.6 Secretary.

- (a) The Secretary shall attend all meetings of the Board, record all votes, actions and

the minutes of all proceedings in a book to be kept for that purpose, and perform like duties for any executive and other committees when required.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the Board.

(c) The Secretary shall prepare the annual report of the Corporation for presentation to the Board during the Board's annual meeting.

(d) The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board or the President, affix it to any instrument requiring it. When so affixed, it shall be attested by the Secretary's signature.

(e) The Secretary shall perform all duties incident to the office of Secretary and shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President may from time to time delegate.

7.7 Treasurer.

(a) The Treasurer shall have the custody of the corporate funds and securities and deposit all monies and other valuables in the name and to the credit of the Corporation into depositories designated by the Board.

(b) The Treasurer shall collect all dues; pay all bills; keep full and accurate accounts of receipts and disbursements of the Corporation; maintain all other financial records of the Corporation; prepare financial statements each month or at such other intervals as the Board or the President shall direct; prepare the annual financial report of the Corporation for presentation at the annual meeting of the Board; and present the Corporation's annual budget at the annual meeting of the Board.

(c) The Treasurer shall disburse the funds of the Corporation as ordered by the Board or the President. The Board may authorize other officer(s) to disburse the funds of the

Corporation. All such expenditures shall be included in the minutes of any meeting of the Board during which the Board approved such expenditures. Any disbursements outside the budget must be approved by the Board.

(d) If required by the Board, the Treasurer shall give the Corporation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the board) for the faithful performance of the duties of that office and for the restoration to the Corporation, in case of the Treasurer's death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Corporation.

(e) The Treasurer shall perform all duties incident to the office of Treasurer and shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the President may from time to time delegate.

ARTICLE EIGHT

Contracts, Checks, Deposits and Funds

8.1 Contracts.

(a) All contracts must be in writing, approved by the Board and duly recorded in the minutes.

(b) All contracts must be within the Corporation's budget (as approved by the Board) and certified as being in compliance with such requirement by the Treasurer.

(c) Only the President, or other officer designated by the President in writing, may act as signatories to binding contracts executed in the name of and on behalf of the Corporation.

This requirement may be modified only by the Board.

8.2 Checks, Drafts, Notes, 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 officers, assistant officers or agents of the Corporation and in such other manner as may from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and the President.

8.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

8.4 Gifts. The Board, the President or their designees, may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE NINE

Indemnification and Insurance

9.1 Indemnification. If any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Corporation against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, by reason of the fact that such person is or was a director or officer of the Corporation, then the Corporation shall determine in the manner provided under District of Columbia law whether or not indemnification is proper under the circumstances. If it is determined that such indemnification shall be provided, such person may be indemnified to the fullest extent now or hereafter permitted by District of Columbia law.

9.2 Indemnification Not Exclusive of Other Rights. The indemnification provided in Article 9.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws, or any agreement, vote of disinterested directors, or otherwise as to action taken in an official capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

9.3 Insurance. To the extent permitted by District of Columbia law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation.

ARTICLE TEN

Conflict of Interest and Compensation Policy

10.1 Prevention of Conflicts of Interest. Any officer, director, employee, or voting member of the Corporation who has a direct or indirect financial interest in a transaction or arrangement which might benefit the private interest of such officer, director, employee, or voting member of the Corporation (“Interested Person”) shall disclose the existence of such financial interest and all material facts related thereto to the Board considering the proposed transaction or arrangement. A person has a financial interest if the person has, directly or indirectly, through business, investment or family, any of the following: a) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; b) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is

negotiating a transaction or arrangement. Following disclosure of the financial interest and all material facts related thereto to the Board, and any discussion with the Interested Person, the Interested Person shall leave the board meeting while the Board of Directors discuss and vote on whether a conflict of interest exists. If the Directors determine that a conflict of interest exists, they shall follow procedures addressing such conflict of interest pursuant to written Conflict of Interest and Compensation Guidelines adopted to avoid “excess benefit transactions” subject to intermediate sanctions and excise taxes under Section 4958 of the Internal Revenue Code of 1986, as amended, and the regulations thereunder.

10.2 Compensation Policy. No Interested Person shall vote on any matter relating to his or her compensation, irrespective of whether said compensation is received directly or indirectly, from the Corporation. The Corporation shall endeavor to ensure that all compensation arrangements affecting Interested Persons are objectively fair, ordinary and reasonable.

ARTICLE ELEVEN

Miscellaneous

11.1 Books and Records. The Corporation shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board and committees having any of the authority of the Board.

11.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in a standard, circular form for District of Columbia corporations or in such other form as the Board may from time to time determine.

11.3 Fiscal Year. The Board is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate. Initially, the fiscal year shall be the period January 1 - December 31.

11.4 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

11.5 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these bylaws shall be considered valid and operative.
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

11.6 Headings. The headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written materials.

11.7 Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the articles of incorporation.

11.8 Electronic Signatures. Whenever a written instrument is required to be executed hereunder including, but not limited to, any consent of the directors or voting members pursuant to Article 5.8 hereto, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

ARTICLE TWELVE

Tax-Exempt Status and Public Support Status

12.1 Tax-Exempt Status. The affairs of the Corporation at all times shall be conducted in such a manner as to assure its status as an organization described in Code Section 501(c)(3) which is qualified for exemption from federal income tax pursuant to Code Section 501(a).

12.2 Public Support Status. The Corporation at all times shall be conducted in such manner as to assure its status as a publicly supported organization defined in Code Sections 509(a)(1) or 509(a)(2).

ARTICLE THIRTEEN

Dissolution

13.1 Dissolution. Upon dissolution of the Corporation, any assets remaining after paying or making provision for the payment of all the liabilities of the Corporation shall be disposed of in accordance with the laws of the District of Columbia, Section 501(c)(3) of the Code, and the articles of incorporation of the Corporation.

CERTIFICATION

I HEREBY CERTIFY that the bylaws for Humanitarian OpenStreetMap Team United States Incorporated, attached hereto, are the current rules of operation.

Date: _____, 2012

By: _____

Printed Name: _____, President