

BYLAWS
of the
**INDUSTRY COUNCIL FOR EMERGENCY RESPONSE
TECHNOLOGIES, INC.**

ARTICLE I
NAME AND PURPOSES

Section 1.01. Name. The name of the organization is the Industry Council for Emergency Response Technologies, Inc. (referred to as the “Corporation” throughout these Bylaws).

Section 1.02. Purpose. The Corporation is organized for the purpose of bringing together leading companies involved in emergency communications and response technology to work together to further develop and implement a universal emergency response system throughout North America and globally.

ARTICLE II
MEMBERS

Section 2.01. Membership Eligibility. Any for-profit company that supports the purposes and objectives of the Corporation shall be eligible for membership. The Board of Directors may adopt interpretations and additional guidelines for membership consistent with this membership eligibility standard.

Section 2.02. Classes of Members. The Corporation shall have one class of members.

Section 2.03. Membership Qualification. Application for membership in the Corporation shall be made pursuant to procedures established by the Board of Directors.

Section 2.04. Designation of Member’s Representative. Each member shall designate, an individual authorized to represent, vote and act on behalf of the member as its designated representative (the “Designated Representative”). The member shall also designate an alternate Designated Representative (“Alternate Representative”) to serve in the event the Designated Representative is unable to serve for any reason. Each member must notify the Corporation in writing of the names of the member’s Designated Representative and Alternate Representative for inclusion in the Corporation’s records. Such Designated and Alternate Representatives must be employees of the member and must be at least twenty-one (21) years of age. In the event that the Designated or Alternate Representative ceases to be employed by the member for any reason, the member must promptly notify the Corporation in writing of a replacement Designated or Alternate Representative. The Designated or Alternate Representative may be changed by the member upon written notification to the Corporation.

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Section 2.05. Duration of Membership, Resignation and Termination. Any member may resign its membership in the Corporation at any time by sending a written notification to the Corporation. The Board of Directors, by affirmative vote of two-thirds (2/3) of the members of the Board present at a meeting at which a quorum is present, may suspend, expel or terminate a member if: (a) the Board of Directors believes doing so is in the best interests of the Corporation; or (b) under membership guidelines and related procedures for the suspension, expulsion or termination of members, which guidelines and procedures may be developed by the Board of Directors and modified from time to time and recorded in the corporation's minutes, the member has violated the conditions of such membership. Any member being considered for removal shall be provided with notice of proposed removal and an opportunity to provide a written statement for review at the Board of Directors meeting at which the member's removal will be considered. Any member who is in default in the payment of dues for ninety (90) days or more, or who shall otherwise become ineligible for membership and fails to correct the reason(s) for such ineligibility within ninety (90) days written notice by the Corporation, shall have its membership automatically terminated. The Corporation may, with the consent of two-thirds of the Executive Committee, structure and oversee a payment plan for a member that conveys in writing to the Corporation a request to continue as a member of the Corporation under provision of said plan, with the requirement that the member concludes the current annual membership cycle in full compliance with dues requirements outlined in this Section. Resignation or termination of membership shall not relieve the member so resigning or being terminated of the obligation to pay any dues or other financial obligations due and payable to the Corporation through the date of membership termination.

Section 2.06. Dues. Dues for members shall be established by the Board of Directors.

Section 2.07. Voting rights. Each member, through its Designated Representative, or in the absence of the Designated Representative, its Alternate Representative, shall be entitled to one (1) vote on each matter submitted to a vote of the membership.

Section 2.08. Annual meeting. An annual meeting of the membership shall be held, either within or outside the State of Virginia, at such time and place designated by the Board of Directors for transaction of such business as the Board brings before the meeting.

Section 2.09. Special meetings. Special meetings of the membership may be called by the Chair, the Board of Directors, or by not less than twenty percent (20%) of the members having voting rights. The person or persons calling the special meeting may fix the place for holding the special meeting.

Section 2.10. Notice. Notice of any regular or special meeting to the membership shall be sent to each member by mail or overnight courier, or by fax or email to those individual members who have consented to receive notice by electronic transmission, not less than ten (10) days and not more than sixty (60) days before the time set for such a meeting. The notice must include the time, date, place and purpose of such meeting.

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Any member may waive notice of any meeting before, or after such meeting, and waives such notice if the member attends the meeting and participates in any way except for objecting to holding the meeting or transacting business at the meeting.

Section 2.11. Quorum. Forty percent (40%) of the Corporation's members having voting rights shall constitute a quorum for the transaction of business at any meeting of the membership and/or any action taken by written ballot, provided that if less than 40% of the members are present, a majority of the members present may adjourn the meeting without further notice.

Section 2.12. Participation by Remote Communication. Members may participate in any meeting of members by means of remote communication, subject to guidelines and procedures adopted by the Board. Members participating in a meeting by means of remote communication shall be deemed present and may vote at such a meeting, provided that the Corporation has implemented reasonable measures to: (1) verify that each person participating remotely is a Designated or Alternate Representative of a member; and (2) provide each member with a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to communicate, and to read or hear the proceedings of the meeting, substantially concurrently with such proceedings.

Section 2.13. Manner of Acting. The act of a majority of the members voting on a matter either in person at a meeting, or by written ballot pursuant to Section 2.14 of these Bylaws, provided that at least a quorum of the members are represented in person or by written ballot, shall be the act of the members except as otherwise provided by law or by these Bylaws.

Section 2.14. Action Without a Meeting. Any action required to be taken by the membership may be taken by written consent in the form of a ballot without a meeting, provided that the action is taken by members who would be entitled to vote at a meeting of members having voting power to cast not fewer than the minimum number of votes that would be necessary to authorize the action at a meeting at which all members entitled to vote thereon were present and voted. Ballots may be mailed, or submitted by electronic transmission, provided that any such electronic transmission shall either set forth or be submitted with information from which it may be determined that the electronic transmission was authorized by the member. Not less than thirty (30), nor more than one hundred twenty (120), days must be provided for the return of ballots.

Section 2.15. Proxies. Proxy voting shall be permitted at any meeting of members, pursuant to procedures established by the Board of Directors and in accordance with Section 2.07 hereof; , members not able to attend a meeting may appoint a proxy to vote or otherwise act for the member. Proxy forms may be submitted by electronic transmission.

Section 2.16. Minutes and Parliamentary Procedure. Minutes of each meeting of the membership shall be recorded by the Secretary and shall be submitted to the membership

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for approval. Meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order, or another guide to parliamentary procedure acceptable to the Board of Directors and membership.

ARTICLE III AUTHORITY AND DUTIES OF DIRECTORS

Section 3.01. Authority of Directors. The Board of Directors is the policy-making body of the Corporation, and it shall exercise all the powers and authority granted to the Corporation by law, and manage the business and affairs of the Corporation.

Section 3.02. Number, Qualification, and Tenure. The Board shall consist of not less than three (3) or more than Seventeen (17) directors, and the Officers of the Corporation. To qualify to serve on the Board, an individual must be the Designated Representative of a member in good standing of the Corporation. Two (2) non-Officer Board positions shall be reserved for Designated Representatives of small business members of the Corporation, as delineated under the Board-approved dues structure. In addition, the Executive Director shall serve as an ex-officio, non-voting director.

A Director must maintain employment with a member to be eligible to continue serving on the Board. In the event that a Director's affiliation with a member is terminated for any reason, the Director shall be automatically removed from the Board of Directors. In the event that two or more members merge, and if two or more of the merging members have a Designated Representative serving on the Board of Directors, then such unity of the member entities shall result in only one of such Directors retaining his or her position on the Board of Directors, and the corresponding directorship vacancy(ies) will be filled in accordance with the provisions of these Bylaws.

Each Director shall hold office for a term of three (3) years and until his or her successor is elected or qualified. Directors shall serve staggered terms, with one-third of the Directors elected each year.

Section 3.03. Election of Directors. Directors will be elected annually to fill the director positions becoming vacant in that year pursuant to Section 3.02, by the members at the Annual Meeting of the members. Cumulative voting shall not be allowed.

Section 3.04. Removal of Directors. Any Director may be removed from office at any time, with or without cause, by the affirmative vote of a majority of all members. A Director may be removed only at a meeting called for the purpose of removing the Director. The meeting notice must state that the purpose or one of the purposes of the meeting is the removal of the Director.

Section 3.05. Vacancies. Vacancies existing for any reason before the expiration of a Director's term shall be filled for the balance of the term by a majority vote of the Directors remaining in office.

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Section 3.06. Regular Meetings. The Board of Directors shall hold at least one (1) regular meeting per calendar year which shall be the annual meeting at which an annual budget is approved, and such other business as the Board deems appropriate may be transacted. Additional meetings of the Board may be specified and held at such dates, times and places as the Board shall determine.

Section 3.07. Special Meetings. Special meetings of the Board may be called by or at the request of the Chair or any two (2) Directors and shall be at such dates, times and places as the person(s) calling the meeting shall determine.

Section 3.08. Notice. Notice of meetings shall be sent by mail, overnight courier, or if agreeable to the directors, by fax or email not less than ten (10) calendar days prior to each meeting.

Section 3.09. Quorum. A quorum shall consist of a majority of the Directors in office. Unless otherwise required by applicable law, the Articles of Incorporation, or these Bylaws, all decisions of the Board will be by majority vote of those present at a meeting at which a quorum is present. If less than a quorum is present at any meeting, a majority of the Directors present may adjourn the meeting on occasion without further notice.

Section 3.10. Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting. Such consents and the signing thereof may be accomplished by electronic transmission. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 3.11. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can simultaneously hear and interact with one another. A Director participating in a meeting by such means is deemed to be present in person at the meeting.

Section 3.12. Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) Directors. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation. The Board of Directors may from time to time establish other advisory committees, the membership of which may include both Directors and others, and which shall not exercise the authority of the Board of Directors.

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Section 3.13. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval.

Section 3.14. Minutes and Parliamentary Procedure. Minutes of each meeting of the Board of Directors shall be recorded by the Secretary and shall be submitted to the Board of Directors for approval. Meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order, or another guide to parliamentary procedure acceptable to the Board of Directors.

ARTICLE IV AUTHORITY AND DUTIES OF OFFICERS

Section 4.01. Officers. The officers of the Corporation shall be the Chair and Vice-Chair of the Board of Directors, a Secretary, Treasurer, the Executive Director and such other officers as the Board of Directors may designate. All officers shall be voting members of the Board of Directors, except that the Executive Director shall be an ex-officio, non-voting member of the Board.

Section 4.02. Appointment of Officers; Terms of Office. The officers of the Corporation shall be elected by the Board of Directors at the annual meeting of the Board, or, in the case of vacancies, as soon thereafter as convenient, except that the Executive Director shall be hired and appointed by the Board at any time. New officer positions may be created and filled at any meeting of the Board of Directors. Officers shall serve one-year terms. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

Section 4.03. Resignation. An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective time.

Section 4.04. Removal. An officer may be removed by the affirmative vote of a majority of the Directors then in office at a meeting, or by action in writing pursuant to Section 3.10 whenever in their judgment the best interests of the Corporation would be served by such removal. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.05. Chair. The Chair will preside at all meetings of the Board of Directors. The Chair shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

Section 4.06. Vice-Chair. The Vice-Chair will preside at meetings of the Board of Directors in the absence of or at the request of the Chair. The Vice-Chair shall perform

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other duties as requested and assigned by the Chair, subject to the control of the Board of Directors.

Section 4.07. Secretary. The Secretary shall keep the minutes of all meetings of the members and all meetings of the Board of Directors and shall maintain the Corporation's books and records pursuant to Article VII of these Bylaws. In the Secretary's absence or otherwise, the Board may designate a member of the Board to take minutes.

Section 4.08. Treasurer. The Treasurer shall work closely with any paid executive staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation and shall perform such other duties as occasionally may be assigned by the Board of Directors. The Treasurer shall also report to the Board of Directors at each regular meeting on the status of the Corporation's finances.

Section 4.09. Paid Staff. The Board of Directors may hire such paid staff, including but not limited to the Executive Director, as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

ARTICLE V INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the Corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE VI FINANCIAL ADMINISTRATION

Section 6.01. Fiscal Year. The fiscal year of the Corporation shall be the calendar year, but may be changed by resolution of the Board of Directors.

Section 6.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of

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the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 6.03. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the Chair or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 6.04. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(6) of the Internal Revenue Code.

ARTICLE VII BOOKS AND RECORDS

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the members, the Board of Directors, and any committee thereof.

ARTICLE VIII AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of the Board of Directors, provided that prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 3.10