

BYLAWS OF OpenDroneMap

ARTICLE I

Offices and Membership

Section 1. Offices. The principal office for the transaction of the business of the corporation shall be located in the County of Cuyahoga, State of Ohio. The corporation may also have such other offices within or without the State of Ohio as the Directors may from time to time establish.

Section 2. Members. The members of the Corporation at any time shall be those individuals who are then Directors. Members shall have the rights and privileges conferred under the provisions of the Chapter 1702 of the Ohio Revised Code (the "Ohio Nonprofit Corporation Law"), as amended from time to time, except that no person shall have any right or privilege as a member if that person ceases to be a Director.

ARTICLE II

Board of Directors

Section 1. General Powers. The Board of Directors shall have control of and manage the business affairs of the corporation. The Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things which are not prohibited by statute or by the Articles of Incorporation or by these Bylaws. In the event of a conflict between any policy adopted by the Board of Directors and these Bylaws, these Bylaws shall control. The Board of Directors shall be the sole Members of the corporation and Board of Directors meetings shall be considered meetings of the Members.

Section 2. Directors. The corporation shall have no fewer than three (3) and no more than nine (9) Directors. At no time shall the Board of Directors of the corporation be constituted so as to be controlled directly or indirectly by one or more disqualified persons with respect to the corporation.

Section 3. Term. Unless earlier removed, each Director shall hold office for the duration of the term to which the Director was elected or until such Director's successor is duly elected and qualified or until his or her earlier resignation, removal from office, permanent incapacity, or death. The initial terms of Directors shall be two years. The Board may in its discretion set different terms so as to stagger them after the initial terms.

Section 4. Quorum and Transaction of Business. The presence of a majority of the Directors shall constitute a quorum for the transaction of business. Whenever less than a quorum is present at the time and place appointed for any meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time, until a quorum shall be present. The act of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

ARTICLE III

Directors' Meetings

Section 1. Place of Meetings. All meetings of the Board of Directors shall be held at the principal office of the corporation or at such other place as may be designated for that purpose from time to time by the Board of Directors.

Section 2. Organization Meetings. As soon as reasonably practicable and within thirty (30) days after the annual election of Directors, the Directors shall meet for the purpose of organizing the Board of Directors, electing officers and the transaction of such other business as may come before the meeting. No notice of such organizational meeting of the Board need be given.

Section 3. Regular Meetings. Meetings of the Board of Directors shall be held at such times as the Board of Directors may, by resolution, or Bylaw from time to time, determine. The Secretary shall give or cause to be given notice of each such resolution or Bylaw to any Director who was not present at the time the same was adopted, but no further notice of such meeting need to be given.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board, the Secretary, or on written request of any Director. Written notice of special meetings of the Board of Directors shall be given to each Director at least ten (10) days before the date of the meeting.

Section 5. Voting. For Purposes of voting on each matter properly submitted to the Directors for their vote, consent, waiver, release, or other action, each Director shall have one (1) vote.

Section 6. Dissent. A Director of the corporation who is present at a meeting of the Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he announces his dissent at the meeting and has his dissent entered in the minutes of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action or failed to make his dissent known at the meeting.

Section 7. Telephone Meetings. One or more Directors may participate in a meeting of the Board of Directors or of a committee by means of a conference telephone, or similar

communication equipment, provided all persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at a meeting.

Section 8. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if a unanimous written consent, setting forth the action, shall be signed by all the Directors and filed in the books and records of the corporation. Such consent shall have the same force and effect as a unanimous vote.

Section 9. Quorum. The presence of all of the Directors shall constitute a quorum for the transaction of business of the Board of Directors. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors.

Section 10. Validation of Meeting. The transactions of the Board of Directors at any meetings, however called or noticed, or wherever held, shall be valid as though transacted at a meeting duly held after call and notice, if a quorum be present and if, either before or after the meeting, each Director not present signs a written waiver of notice or a consent to the holding of such meeting or an approval of the minutes thereof. All such waivers, consent or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 11. Vacancies. Vacancies occurring on the Board of Directors by reason of death, resignation or other inability to serve may be filled by majority vote of the remaining members.

ARTICLE IV

Committees of the Board

Section 1. Committees Generally. Except as otherwise provided by these Bylaws, the Chair of the Board of Directors may appoint the members of any executive, standing or special committees designated by the Board of Directors. The Board of Directors, or if the Board does not act, the committees, shall establish rules and regulations for meetings and shall meet at such times as are deemed necessary, provided that the provisions of Article V shall be applicable to all committee meetings. Committees shall keep regular minutes of proceedings and report the same to the Board from time to time as the Board may require. Any committee composed of persons, one or more of who are not Directors, may act solely in an advisory capacity to the Board.

Section 2. Executive Committee. The Board of Directors may from time to time, by resolution passed by a majority of the whole Board, create an Executive Committee consisting of at least three (3) Directors, the members of which shall include the officers of the Board of Directors. Except as otherwise provided herein and in the resolution creating an Executive Committee, such committee shall, during the intervals between the meetings of the Board of Directors, possess and may exercise all of the powers of the Board of Directors in the management of the business and affairs of the corporation. The Executive Committee shall keep full records and accounts of

its proceedings and transactions. All actions by the Executive Committee shall be reported to the Board of Directors at its meeting next succeeding such action. Vacancies in the appointed members of the Executive Committee shall be filled by the Chair of the Board of Directors.

Section 3. Other Committees. The Board of Directors may by resolution provide for such other standing or special committees as it deems desirable, and discontinue the same at its pleasure. Each such committee shall have such powers and perform such duties not inconsistent with law, these Bylaws as may be delegated to it by the Board of Directors. The provisions of Section 1 and Section 4 of this Article shall govern the appointment and action of such committees as far as consistent, unless otherwise provided by the Board of Directors.

Section 4. Meetings and Rules. Subject to the provisions of these Bylaws, each committee shall fix its own rules of procedure not inconsistent with the law or these Bylaws and shall meet as provided by such rules or by resolutions of the Board of Directors, and it shall also meet at the call of the Chair, the Chair of the respective committee, or any two (2) members of the committee. Unless otherwise provided by such rules or by such resolutions, the provisions of Section 5 of Article III relating to the notice required to be given of meetings of the Members shall also apply to meetings of all committees. A majority of each committee shall be necessary to constitute a quorum. Each committee may act in writing without a meeting, but no such action of the committee shall be effective unless all members of the committee concur. Each committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required.

Section 5. Term of Office. Each elected or appointed member of a committee shall continue as such for a term of one year, until his or her successor is appointed, until such member's death, resignation or removal, or until the committee shall be terminated.

Section 6. Removal of Members. Any elected or appointed member of any committee may be removed by the majority of the Board of Directors whenever, in their judgment, the best interests of the corporation shall be served by such removal.

Section 7. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as the original appointments to that committee.

ARTICLE V

Officers

Section 1. General Provisions. The Board of Directors shall elect an Executive Director, Chair of the Board of Directors, a Secretary, and a Treasurer.

Section 2. Term of Office. The officers of the corporation shall hold office for one (1) year unless sooner removed by the Board of Directors, and until their successors are chose and qualified. The Board of Directors may remove an officer at any time, with or without cause,

whenever it finds that the best interest of the corporation will be served thereby. A vacancy in any office, however created, shall be filled by the Board of Directors.

Section 3. Salaries. The salaries, if any, of all officers and agents of the corporation shall be fixed by the Board of Directors.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Chair, or the Secretary. Unless otherwise specified in the notice, the resignation shall take effect immediately upon receipt, and the acceptance of the resignation shall not be necessary to make it effective.

ARTICLE VI

Duties of Officers

Section 1. Executive Director. The Board of Directors may designate an individual to the Executive Director of the Corporation. He or she may be a member of the Board of Directors, but need not be a member. The Executive Director shall supervise the day to day operation of the corporation in accordance with the directives of the Board of Directors, preside at all meetings of the Board, be the chief executive officer of the corporation and exercise supervision over the business of the corporation and over its officers.

Section 2. Chair of the Board. The Chair of the Board of Directors shall have authority to sign all deeds, mortgages, bonds, agreements, notes, and other instruments requiring his/her signature, and shall have all the power and duties as the Board of Directors may assign to him to her.

Section 4. Secretary. The Secretary shall keep or cause to be kept a book of minutes at the principal office or at such other place as the Board may order of all meetings of the Directors and of the members with the time and place of such meeting, whether regular or special, and if special how authorized, the notice thereof given, the names of those present, and the proceedings thereof. The Secretary shall also keep or cause to be kept at the principal office, or such other place as the Board may order, a membership register showing the names of the Members and their addresses. The Secretary shall give or cause to be given notice of all the meetings of the Members and of the Board of Directors required by these bylaws or by law to be given and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

Section 5. Treasurer. The Treasurer, who shall be the chief financial officer, shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by a Director. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the corporation as shall be authorized by the Board of Directors, shall render to the Board of Directors whenever they shall request it an account of all transactions as Treasurer and of the financial condition of the corporation, shall take proper vouchers for all disbursements of the funds of the corporation and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

Section 6. Duties of Officers May be Delegated. In the absence of any one of such officers of the corporation, or for any other reason the Board of Directors may deem sufficient, the Board of Directors may delegate for the time being, any powers or duties of such officers, to any other officer or to any Director.

ARTICLE VII

Indemnification and Insurance

Section 1. Indemnification. To the full extent permitted by, and in accordance with the procedure prescribed in, the laws of the State of Ohio, and the Articles of Incorporation, the corporation shall indemnify any and all of the Directors and any and all of the officers, employees, agents and representatives of the corporation for certain expenses and other amounts paid in connection with legal proceedings in which any such persons become involved by reason of serving in any such capacity with or for the corporation, provided, however, that such indemnification shall not extend to any claims against such persons which arise out of such persons' acts of willful misconduct or gross negligence.

Section 2. Insurance. The corporation may purchase and maintain insurance on behalf of any or all of the Directors, officers, employees, agents or representatives of the corporation against any liability asserted against any such person and incurred in any such capacity, or arising out of the status of serving in any such capacity, whether or not the corporation would have the power to indemnify them against such liability under the provisions of Section 1 of this Article.

ARTICLE VIII

Return of Earnings

Section 1. Return of Earnings. In no event shall the net earnings of the corporation be distributed to the Directors, or officers of the corporation, or to any private individuals; provided, however, that the payment of reasonable compensation for services rendered is permitted.

ARTICLE IX

Activities of Corporation

Section 1. Section 501(c)(3) Status. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

ARTICLE X

Conflicts of Interest Policy

Section 1. Purpose. The purpose of the Conflict of Interest Policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This Policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- A. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.
- B. A compensation arrangement with the Organization or with any entity or individual with which the Organization 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 Organization is negotiating a transaction or arrangement.

Compensation. Direct or indirect remuneration as well as gifts or favors that is not insubstantial.

Section 3. Procedures. In connection with any actual or possible conflict of interest, an interested member must disclose the existence of the financial interest and be given the opportunity to disclose all material facts that the Board of Directors considering the proposed transaction or arrangement.

After disclosure of the financial interest and all material facts, and after any discussion with the interested member, he/she shall leave the governing board or committee meeting while the determination of the conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

To address a conflict of interest, an interested member may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion or, and the vote on, the transaction or arrangement involving the possible conflict of interest.

After exercising due diligence in the discussion of the conflict, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the governing board or committee shall contain the name of the member(s) who disclosed or otherwise was found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed. The minutes shall also include the names of the members who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation. A voting member of the governing board who receives compensation, directly or indirectly from the Corporation, for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly from the organization, for services is precluded from voting on matter pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Affirmations of No Conflict. Each director, principal officer, and member of a committee who has the power to bind the Corporation shall sign, upon their assumption of that position, a statement which affirms such member:

- A. Has had access to a copy of the conflict of interest policy,
- B. Has read and understands the policy,
- C. Has agreed to comply with the policy, and
- D. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Every member in such a position is required to affirm compliance during each annual meeting of the Corporation.

Section 7. Periodic Reviews. To ensure the Corporation operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board of Directors may initiate periodic reviews as it deems necessary. The periodic reviews may inquire as to the status of any arrangements with any Director or Administrator, any compensation agreements, and whether they are reasonable and the result of arms length negotiations, and any other situation which the Board of Directors deems hazardous to the maintenance of the Corporation's charitable status. The Board of Directors may, but need not, use external advisors.

ARTICLE XI

General Provisions

Section 1. Checks. All bills payable, notes, checks, drafts, warrants, or other negotiable instruments of the corporation shall be made in the name of the corporation and shall be signed

by any two officers of the corporation as the Board of Directors may from time to time designate, or by any other person or persons as the Board of Directors may from time to time designate.

No officer or agent of the corporation, either singly or jointly with others, shall have the power to make any bill payable, note, check, draft or warrant, or other negotiable instrument, or endorse the same in the name of the corporation, or contract or cause to be contracted except as herein expressly prescribed and provided.

All funds of the corporation not otherwise employed shall be deposited, from time to time, to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 2. Fiscal year. The fiscal year of the corporation shall end on the last day of December.

Section 3. Audit. At the end of the fiscal year, the books of the corporation shall be reviewed and the results of such review shall be made available to the Directors.

Section 4. Inspection of Corporation Records. The books of account, and minutes of proceedings of the Directors shall be open to inspection upon the written demand of any Director at any reasonable time during normal business hours and for any purpose reasonably related to his or her interests as the Director.

Section 5. Delivery Notice. Notices to Directors shall be in writing and delivered personally or by mail to the Directors at their addresses appearing on the books of the corporation or supplied by them for the purpose of notice. Notice by mail shall be deemed to be given as of the date the notice is mailed.

Section 6. Waiver of Notice. Whenever under the provision of these Bylaws, or of any statute, or a Director is entitled to any notice, 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 equivalent to the giving of such notice.

Attendance of a Director in person at a meeting shall constitute 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 or because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 7. Nondiscrimination. The Corporation shall not discriminate on the basis of race, sex, religion, national origin, age, sexual orientation, disability, or veteran's status in the composition of its directors or the participants or beneficiaries of its activities or in any other context.

ARTICLE XII

Amendments

Section 1. Amendments. These Bylaws shall be subject to alteration, amendment, repeal or the adoption of new Bylaws by the two thirds (2/3) vote of the Directors.


ARTICLE XIII.

Dissolution

Section 1. Voluntary Dissolution of the Corporation. The corporation may be dissolved by the vote of two-thirds (2/3) of the Directors.

In the event of dissolution of the Corporation or the winding up of its affairs, the Corporation's property shall not be conveyed or distributed to any individual, or organization created or operated for profit, but shall be conveyed or distributed only to an organization or organizations organized and operated exclusively for non-profit purposes similar to those of this Corporation and qualified as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or as said Section may hereafter be amended).

Certified to be the true and accurate Bylaws of OpenDroneMap as adopted by the Corporation on 21 November, 2022 .


Secretary
Dakota Benjamin