

Bylaws

EAS-CAP Industry Group (ECIG)

Article I – General

1. Name. The name is the EAS-CAP Industry Group (“ECIG”).
2. Purposes. The specific purposes for which ECIG is formed are:
 - (a) promote the development, use and understanding of advanced CAP-based Emergency Alert System capabilities;
 - (b) provide a focal point for communicating advanced CAP-based EAS systems to the market; and
 - (c) influence the evolution of CAP-based EAS systems into the future.

Article II – Membership

1. Membership Eligibility. A Member must satisfy any of the following qualifications:
 - (a) Be an enterprise that manufactures or develops devices that are certified for use by FCC Part 11 EAS Participants within the context of the formal operation of the Emergency Alert System,
 - (b) Be an enterprise that manufactures or develops software for the conversion of CAP messages for use by FCC Part 11 EAS Participants within the context of the formal operation of the Emergency Alert System.
 - (c) Be a voting member of ECIG at the time of or prior to the release of the ECIG EAS-CAP profile recommendation on 25 September 2008.
2. Regular Membership. Regular voting membership is limited to companies meeting the membership eligibility criteria as set forth above. One member shall be entitled to one vote. The limit to one vote shall apply, regardless of the number of the member’s representatives in ECIG meetings. The limit to one vote shall apply, regardless of the number of the company's divisions or products involved in the membership eligibility.
3. Non-Voting Memberships. The Board of Directors may establish other membership classes that have no vote and that are ineligible to serve as Directors.
4. Honorary Membership. Honorary Membership without voting rights and that are ineligible to serve as Directors may be conferred upon individuals under terms the Board of Directors determines.

5. Application for Membership. Applications for membership may be submitted to the Board of Directors, or to such other person as the Board of Directors may determine. The Board of Directors shall approve an application for membership if the applicant meets the qualifications for membership.

5. Resignation. A member may resign by filing a written resignation.

6. Expulsion. A member is automatically expelled without action of the Board of Directors for failure to meet the eligibility requirements for membership. A member may be expelled by the Board of Directors for other reasons if the member is provided with advance written notice including the reason for the proposed expulsion, an opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and final written notice of the Board's decision.

7. Non-Transferability. Neither membership in ECIG nor any rights in membership may be transferred or assigned for value or otherwise, unless otherwise approved in writing by the Board of Directors. In the event of a change in a majority holding in ownership of a voting Regular Member, the new ownership is responsible to notify the Board of Directors in writing no later than 30 days from the change of ownership or status, or before the next general membership meeting, whichever should come first. The Board of Directors will determine the transferability and/or new status of the voting Regular Member that is the subject of the ownership change no later than 60 days of the notification of change of ownership.

Article III – Membership Meetings and Voting

1. Membership Meetings. Meetings of the membership are held at times and places determined by the Board of Directors.

2. Annual Meeting. A meeting of the Members shall be held annually at a time and place set by the Board of Directors, and shall be open to all voting and non-voting members.

3. Special Meetings. Special meetings of the Members shall be called by the Board of Directors, or upon the written request of at least twenty-five percent (25%) of the Members, and shall be open to all voting and non-voting members.

4. Meetings of the Board of Directors. Meetings of the Board of Directors are held at times and places determined by the Board of Directors, and shall be open to all voting members only.

5. Notice. Whenever possible, notice of membership meetings is provided to voting members at least 5 days before the meetings by postal or other delivery or by electronic means.

6. Voting. Voting at membership meetings may be in person or by proxy with each voting Regular Member having a single vote. A majority of those voting in person or by

proxy where a quorum is present carries an action. Members may vote without a meeting in elections or on any matter presented by the Board of Directors where the votes are submitted in writing by postal or other delivery or by electronic means and a quorum participates.

7. Quorum. Fifty-one percent (51%) of the existing Members, present in person or by proxy, shall constitute a quorum of the Members at any meeting or for action by written ballot of the Members. The Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment even if some Members have withdrawn to leave less than a quorum, provided that any action taken is approved by at least a majority of the number of Members required to constitute a quorum.

8. Alternative Participation. Members may participate in a meeting through the use of conference telephone, video conference equipment, or similar communications equipment, so long as all Members participating in such meeting can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at such a meeting for purposes of meeting the quorum requirements set forth in Section 4 above and for any other purposes under these Bylaws.

Article IV – Board of Directors

1. Directors. The governing body is the Board of Directors, which has authority and is responsible for governance of ECIG.

2. Composition of the Board. The Board of Directors consists of five (5) elected Directors who are voting members.

3. Terms. Directors shall be elected to serve a one-year term. Directors may serve consecutive terms.

4. Elections. Candidates for Director are nominated by the voting membership each year. Those five Candidates with the highest respective numbers of votes will be awarded the five Directorships.

5. Vacancies. Vacancies among Directors are filled by the Board until such time an election can be held.

6. Meetings. Meetings of the Board of Directors may be called by any Director. A majority of Directors forms a quorum; a majority of votes is required to carry a matter where a quorum is present. Proxy voting is not permitted. Voting may occur by postal or other delivery or by electronic means where all Directors vote unanimously in favor of a matter. Meetings may be held electronically if each Director can hear the others. Meetings of the Board of Directors shall be open to all Members to attend, though they may not vote.

7. Removal. Any Director who fails to attend three (3) consecutive regular meetings of the Board of Directors or who misses at least fifty percent (50%) of the regular meetings of the Board of Directors during any calendar year without a leave of absence approved by a simple majority of the Board may be removed from office by a vote of a majority of the Directors. A Director shall also be removed from office when he ceases to be an employee of the Member by whom he was employed at the time of election or appointment or when the enterprise by whom the Director is employed ceases to be a Member. A Director may also be removed from office for good cause, as provided by law, by a vote of the Board of Directors.

8. Compensation. Directors do not receive compensation for their services and are not reimbursed for expenses.

Article V – Committees

1. Committees - Generally. The Board of Directors may appoint committees, either standing or ad hoc, as may be appropriate for ECIGs functioning. Members of a committee need not be Directors.

2. Meetings. Each committee shall meet as often as is necessary to perform its duties and accomplish its purposes, and a majority of the members of the committee shall constitute a quorum for any meetings of that committee.

Article VI – Miscellaneous

1. Amendments. These Bylaws may only be amended by a vote of the Members.

2. Roberts Rules of Order. Unless otherwise required by law or the provisions of these bylaws, meetings of the Board and meetings of the membership shall be conducted in accordance with Roberts Rules of Order.