

BYLAWS
OF THE
INTERNATIONAL MARINE
ELECTRONICS ALLIANCE, INC.

Adopted September 26, 2018

ARTICLE I. IDENTITY, PURPOSES & OFFICES

Section 1. Name. The name of the Corporation is: International Marine Electronics IMEA, Inc., a non-for-profit corporation, herein referred to as the “IMEA”. References to the “marine electronics industry” include both national and the international marine electronics entities.

Section 2. Purposes of the IMEA.

The purposes of the IMEA may be advanced through such missions, goals and activities as are consistent with its organization. The IMEA has been organized to operate exclusively for educational, scientific, and testing for public safety purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including but not limited to:

(a) Assisting, promoting and supporting the advancement and improvement of the quality of education, training, scientific development and testing in the marine electronics realm and foster maritime safety.

(b) Engaging in educational programs, seminars, publications and otherwise to improve the excellence of the marine electronics industry and to secure greater understanding of science and safety in the marine electronics industry; and also to encourage development of information and awareness initiatives designed to promote and foster boating and maritime safety.

(c) Supporting and promoting the development and exchange of information concerning education, scientific development and testing for maritime in the marine electronics realm, including but not limited to:

(i) Supporting and engaging in research, surveys and studies to gain new knowledge of science, safety and security applications in marine electronics.

(ii) Gathering, receiving, compiling, reporting, editing, recording, evaluating, analyzing, studying, presenting, communicating, broadcasting, publishing, distributing and disseminating information, lists, statistics, standards, pamphlets, manuals, surveys, reports, newsletters, bulletins, publications and other materials in printed, electronic or other media relating to the marine electronics and education, science and safety in the marine electronics realm.

(iii) Providing all concerned with information regarding science, education, training, standards and safety in the marine electronics realm.

(d) Cooperating with other individuals, firms, associations, corporations, trusts, foundations, or any government or governmental subdivision, unit or agency, to advance education, scientific knowledge, standards and testing for safety in the marine electronics realm.

(e) Assisting and encouraging the development and standardization of fair and uniform practices, standards, usages, customs, and rules and regulations for the benefit of the marine electronics industry as a whole.

(f) Acquiring or receiving from any individuals, firms, associations, corporations, trusts, foundations, or any government or governmental subdivision, unit or agency, by deed, gift, purchase, grant, bequest, devise or otherwise, cash, securities and other property, tangible or intangible, real or personal, and holding, managing, investing, reinvesting and disbursing the principal and income thereof solely for the purposes hereof.

(g) Extending financial aid through grants, gifts, contributions, or other aid or assistance to qualified charitable, educational, scientific or testing public safety organizations.

(h) To undertake any activity whatsoever that is in furtherance, directly or indirectly, of the tax-exempt purposes of the IMEA set forth above.

(i) To exercise any and all powers that may be conferred upon nonstock corporations under the Maryland Code for Corporations and Associations and the general laws of the State of Maryland or any corresponding provisions of any future Maryland laws in furtherance of the tax-exempt purposes of the IMEA.

Section 3. Offices. The IMEA shall continuously maintain in Maryland a registered office at such place as may be designated by the Board of Directors. The principal office of the IMEA and such other offices as it may establish shall be located at such

place(s), either within or without Maryland, as may be designated by the Board of Directors.

Section 4. Registered Agent. The IMEA shall continuously maintain within Maryland a registered agent, which shall be designated by the Board of Directors.

Section 5. Changes. Any change in the registered office or registered agent of the IMEA shall be accomplished in compliance with the Maryland Code for Corporations and Associations and as provided in these Bylaws.

ARTICLE II. MEMBERS

For any purposes of any law or rule relating to members of a nonstock corporation, the Directors of the IMEA shall constitute the only members of the IMEA; and when meeting as Directors, may exercise the rights and powers of members.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers and Duties. The affairs and property of the IMEA shall be managed, controlled and directed by a Board of Directors, hereinafter "IMEA Board". The IMEA Board shall have, and may exercise, any and all powers provided in the Articles of Incorporation or the Maryland Code for Corporations and Associations that are necessary or convenient to carry out the purposes of the IMEA.

Section 2. Composition.

2.1 The number of Directors constituting the IMEA Board shall be fixed by resolution of the IMEA Board, but, in addition to the *ex officio*, non-voting Director, the number of Directors shall consist of at least three (3) and not more than ~~twelve~~ (12) eleven (11) individuals.

2.2 The Board of Directors of the National Marine Electronics Association, Inc., shall have the sole power and authority to elect a majority of voting Directors of the IMEA.

2.3 The following persons shall serve as *ex officio*, non-voting member of the IMEA Board: the President of the IMEA.

2.4 Notwithstanding any language to the contrary in these Bylaws, at all times a majority of the voting members of the IMEA Board shall be Directors elected by the Board of Directors of the National Marine Electronics Association, Inc. In the event that there is a vacancy (whether due to resignation, term expiration, death, removal or otherwise) in a Director's seat among the IMEA Directors elected by the National

Marine Electronics Association, Inc., which causes the total number of Directors elected by the National Marine Electronics Association, Inc., to fail to constitute a majority of the voting Directors of the IMEA Board, then one or more of the voting Directors who were not elected by the National Marine Electronics Association, Inc., shall not have the power to vote until the number of IMEA Directors elected by the National Marine Electronics Association, Inc., again constitutes the majority of the voting members of the IMEA Board.

Section 3. Term.

3.1 The term of a Director shall be determined by the IMEA Board of Directors, or until such time as his or her successor is elected.

3.2 A Director may resign at any time by giving notice of resignation to the Chair, Vice Chair or President of the IMEA Board.

3.3 A member may serve as a Director for succeeding consecutive terms without limitation.

3.4 The term of a Director shall also expire by his or her death, resignation, or removal in accordance with these Bylaws.

Section 4. Vacancies and Elections.

4.1 After the Board of Directors of the National Marine Electronics Association, Inc., has elected a majority of the voting Directors to the IMEA Board, the remaining voting Directors shall be elected by a majority vote of the IMEA voting Directors at a meeting at which there is a quorum.

4.2 Among the IMEA Directors which must, under these Bylaws, be elected by the Board of Directors of the National Marine Electronics Association, Inc., a vacancy in the IMEA Board, including a vacancy caused by the expiration of a Director's term or by an increase in the number of Directors constituting the Board, shall be filled by individuals elected by the Board of Directors of the National Marine Electronics Association, Inc.

4.3 Among the IMEA Directors who are, under these Bylaws, not required to be elected by the Board of Directors of the National Marine Electronics Association, Inc., a vacancy in the IMEA Board, including a vacancy caused by the expiration of a Director's term or by an increase in the number of Directors constituting the Board, shall be filled by individuals elected by a majority vote of the IMEA voting Directors at a meeting at which there is a quorum.

4.4 No part of this Section 4 of ARTICLE III of these Bylaws shall be amended without prior notice to and the express written consent of the Board of Directors of the National Marine Electronics Association, Inc., Severna Park, Maryland.

Section 5. Removal of Directors.

5.1 A Director elected by the Board of Directors of the National Marine Electronics Association, Inc. as provided in Article II, Section 2.2, may be removed without cause at any time by a majority vote of the Directors of the National Marine Electronics Association, Inc. Those Directors not elected by the Board of Directors of the National Marine Electronics Association, Inc., may be removed without cause at any time by a majority vote of the IMEA Board; the Director who is being considered for removal shall be considered present when determining a quorum if he or she attends the meeting, but his or her vote shall not be considered when determining if a majority voted for removal.

5.2 A Director whose removal for cause is to be considered shall be given at least ten (10) days written notice of the reason for the proposed removal and the time and place of the meeting at which the decision on the removal of the Director shall be considered. The Director shall be accorded a reasonable time to appear on his or her own behalf before the motion for removal is voted upon. Any vacancy occurring as a result of a removal of a Director shall be filled in accordance with the provisions with these Bylaws.

Section 6. President. The IMEA Board shall appoint a President to manage the day-to-day operations of the IMEA, with specific powers and functions as the IMEA Board may direct. When appointed, the President will be the chief operating officer of the IMEA and will be responsible for the operation of the IMEA. He or she shall report to the IMEA Board on at least a quarterly basis. The President shall ensure that all orders and resolutions of the Board are implemented in accordance with the Board's directives. The President shall attend all meetings of the IMEA Board unless excused. In addition, the President shall act as Secretary of the Board, and, also have such powers, duties, and responsibilities as set forth by the IMEA Board in a job description.

Section 6. Secretary of the Board. The Secretary shall be a custodian of the corporate books and records. The Secretary of the Board shall be responsible for overseeing preparation and keeping of accurate records of the proceedings of the IMEA Board, for overseeing the giving of notices of meetings in accordance with these Bylaws, for performing such other duties as the IMEA Board may assign or as are customary to the office of Secretary of the Board.

Section 7. Chair and Vice Chair. A majority of the voting members of the IMEA Board shall elect one Director to serve as Chair of the IMEA Board and one Director to serve as Vice Chair of the IMEA Board. The Chair of the IMEA Board shall preside at all meetings at which he or she is present. In the absence of the Chair, the Vice Chair shall preside at the meetings of the IMEA Board. In addition, the Chair and Vice-Chair shall perform such duties as may be required of him or her by the IMEA Board.

Section 8. Treasurer. The Treasurer of the IMEA shall be its chief financial officer, and the custodian of its funds, securities, and properties. In addition, shall also be the IMEA Financial Director.

Section 9. Regular Meetings. The IMEA Board may provide, by resolution, the time and place for holding its Regular Meetings. In the absence of such a resolution, the time and place of all Meetings of the IMEA Board shall be designated by the Chair of the IMEA Board. Regular meetings shall be held at least 4 times a year and may be held within or without Maryland.

Section 10. Special Meetings. Special meetings may be held upon the call of the Chair of the Board, or upon written request by a majority of the current IMEA Board. The Chair shall designate the time and place of all Special Meetings of the IMEA Board. The Meetings may be held within or without Maryland.

Section 11. Meeting Presence. Any or all Directors may participate in a meeting of the IMEA Board or of an IMEA committee, by means of tele-conference or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 12. Notice and Waiver of Notice.

12.1 Notice of Regular and Special Meetings of the IMEA Board duly called as provided in this ARTICLE III shall be given by the Chair or President by electronic transmission at least ten (10) days prior thereto, to each member of the IMEA Board and IMEA officers. Notices of Special Meetings shall state the purpose(s) of the meeting.

12.2 Any director may waive Notice of any meeting of the IMEA Board either before, or after, the meeting, by written statement filed with the IMEA Board.

Section 13. Quorum. The presence of a majority of the members of the Board shall constitute a quorum at Regular or Special meeting of the IMEA Board.

Section 14. Voting. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all matters before the IMEA Board shall be decided

by a majority of the voting members of the Board present at a meeting at which a quorum exists.

Section 15. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the IMEA Board may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all of the Directors in office and all the Directors in office consent to such action in writing, in electronic or printed form, setting forth the action taken. Such consent in writing shall have the same force and effect as a vote of the IMEA Board at a meeting and may be described as such in any document executed by the IMEA. Such consent shall be filed with the corporate records indicating the action to be taken. The action taken shall be effective when the last Director signs in electronic or printed form, the consent unless the consent specifies a different effective date and states the date of execution by each Director, in which event it shall be effective according to the terms of the consent.

ARTICLE IV. COMMITTEES

Section 1. Executive Committee.

1.1 The Executive Committee shall consist of the: IMEA Chair and IMEA Vice Chair and two (2) other Directors appointed by the Chair and elected by the IMEA Board. The IMEA President shall serve as *ex officio*, non-voting member and Secretary of the Executive Committee. Meetings of the Executive Committee may be called by the Chair or by a majority of the Executive Committee upon three (3) days advance written Notice.

1.2 The Executive Committee derives its power and authority, as defined from the IMEA Board and may act for, and as authorized by, the Board between meetings of the Board. However, any actions of the Executive Committee shall be subject, to review and ratification by the IMEA Board at its next meeting.

Section 2. Advisory Board.

2.1 The Advisory Board shall consist of: A Chair appointed by the Executive Committee, and, an unspecified number of non-IMEA members, IMEA patrons or affiliates, appointed by at least four (4) members of the IMEA Board. The Chair shall serve as a non-voting member of the Advisory Board. Meetings of the Advisory Board may be called by the Chair or by a majority of the Advisory Board upon ten (10) days advance Notice.

2.2 The Advisory Board derives its power and authority, as defined by the IMEA Board, and may between meetings, represent and act on behalf of the IMEA, when

so authorized by the IMEA Board. However, all actions of the Advisory Board shall be subject, to review and ratification by the IMEA Board at its next meeting.

Section 3. Standing and other committees.

3.1 The Standing Committees of the IMEA shall be: the Finance Committee, chaired by the Financial Director; Communications Committee, chaired by the Communications Director; Technical Committee, chaired by the Technical Director; and, the Education Committee, chaired by the Education Director. With the exception of the Financial Director, Chairs shall be appointed by the Advisory Board.

3.2 The IMEA Board may create and appoint such other committees as it deems necessary or appropriate, each of which shall perform such function, and exercise such authority, as specified by the IMEA Board. Committee membership shall not be limited to IMEA Directors or officers. Committees shall have no legal authority to act for or on behalf of the IMEA, but shall report their findings, make recommendations to and otherwise advise the Executive Committee and the IMEA Board.

Section 4. Rules Applicable to Committees. The provisions of ARTICLE III governing meetings, written consent, and voting requirements shall generally apply, as appropriate, to all Committees.

ARTICLE VI. OFFICERS

Section 1. Permanent Officers.

1.1 The permanent Officer positions of IMEA shall be: IMEA Board Chair, IMEA Board Vice Chair, IMEA President; the Director' Chairs of the IMEA Communications, Education, Finance, and Technical Committees; and, two (2) Executive Committee Officers (other than the IMEA Chair or Vice Chair).

1.2 The term of the IMEA Chair and Vice Chair shall be for one (1) year, in the manner provided in ARTICLE III, subject to earlier removal at the discretion of the Chairman of the Board of Directors of the National Marine Electronics Association, Inc., or upon majority vote of the IMEA Board. All other Permanent Officers shall hold their offices for such terms, greater than one (1) year, as shall be determined by the IMEA Advisory Board. An individual may serve as an Officer for succeeding terms without limitation.

Section 2. Appointed Officers.

2.1 The IMEA Board may, from time to time as deem necessary or appropriate, appoint Officers, Assistant Officers and non-standing committee Chairs and Vice Chairs, to perform such duties as may be prescribed by the IMEA Board.

2.2 Term. The term of appointments shall be as determined by the IMEA Board, or until rescinded by a majority of the IMEA Board. Officers may serve for succeeding terms without limitation.

2.3 Vacancies. Upon the resignation, absence or disability of any Officer, Chair or Vice Chair of the IMEA, the IMEA Board may, during such period, delegate his or her role and duties to any other Officer or Director; and, the person to whom such role and duties are delegated, and, shall hold such Office for such period until a successors is chosen and qualified, unless the IMEA Board specifies that the office shall remain vacant.

ARTICLE VII. CONTRACTS, LOANS, CHECKS, DEPOSITS & GIFTS

Section 1. Contracts. The IMEA Board may authorize any Officer, agent, or employee to enter into any contract or execute and deliver any instrument in the name of or on behalf of the IMEA. Such authority may be general or confined to specific instances.

Section 2. Loans. No loan shall be contracted on behalf of the IMEA and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

Section 3. Checks, Drafts, or Orders. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the IMEA shall be signed by such Officers or agents of the IMEA and in such manner as shall from time to time be determined by resolution of the IMEA Board.

Section 4. Deposits. All funds of the IMEA not otherwise employed shall be deposited to the credit of the IMEA in such banks, trust companies, or other depositories as the Board may select.

Section 5. Gifts. The IMEA Board may accept on behalf of the IMEA any contribution, grant, gift, or bequest, for any purpose of the IMEA.

ARTICLE VIII. INDEMNIFICATION & INSURANCE

Section 1. Indemnification. The IMEA shall defend and indemnity to the fullest extent permitted by Maryland law, as now in effect or as many hereafter be amended, each Officer or Director of the IMEA against expenses, judgments, and fines actually

and necessarily incurred by him or her in connection with or arising out of any claim, action, suit, proceeding, issue, or matter in which he or she may be or is made a party by reason of being or having been an Officer or Director of the IMEA; and, without requiring a preliminary determination of the ultimate entitlement to indemnification, shall pay or reimburse reasonable expenses in advance of final disposition of a proceeding; provided, however, that such relief from liability shall not apply in any instance in which such relief is inconsistent with any provision of the Internal Revenue Code applicable to corporations described in Section 501(c)(3) of the Code.

Section 2. Effect of Amendment. Neither the amendment nor repeal of this ARTICLE VIII, nor the adoption or amendment of any other provision of the Bylaws of the IMEA inconsistent with this ARTICLE VIII, shall apply to or affect in any respect the applicability of the preceding Section 1 with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

Section 3. Insurance. The IMEA shall have power to purchase and maintain insurance on behalf of any Officer or Director of the IMEA against any liability asserted against or incurred by an Officer or Director in such capacity or arising out of the Officer's or Director's status as such whether or not the IMEA would have the power to indemnify the Officer or Director against such liability under the provisions of this ARTICLE VIII.

ARTICLE IX. GENERAL PROVISIONS

Section 1. Compensation. Other than President and employees, no Director, Officer or Advisory Board member shall receive a salary for their association with IMEA. Subject to the availability funds, and tacit agreement by the Advisory Board in each case, Directors, Officers or Advisory Board members may be reimbursed for reasonable and necessary expenses related to attendance and services provided at IMEA activities and meetings.

Section 2. Books and Records. The IMEA shall keep correct and complete books and records of account, and minutes of the proceedings of the IMEA Board, as well as any standing or special committees appointed by the Board, and shall keep at the principal office a record giving the names and addresses of all Directors. All books and records of the IMEA may be inspected by any Director of the IMEA.

Section 3. Fiscal Year. The fiscal year of the IMEA shall be the calendar year, that is, January 1 through December 31 in each year.

Section 4. Seal. The IMEA Board may adopt a corporate seal which shall be a circle with the name of the IMEA inscribed in such a circle.

ARTICLE X. AMENDMENT OF THE BYLAWS

Section 1. Amendment. Except for ARTICLE III, Sections 2, 4 and 7, these Bylaws may be amended or repealed and new Bylaws adopted by an affirmative vote of at least a three-fifths (3/5) majority of the voting Directors in office; provided, however, that the Notice of the meeting of the IMEA Board at which the amendment is to be voted upon shall clearly state the proposed amendment, or a summary thereof, its general nature and purpose, and that the proposed amendment will be voted upon at the meeting; said Notice shall also be sent to Chair of the Board of Directors of the National Marine Electronics Association, Inc., all members of the IMEA, and the IMEA Advisory Board.

Section 2. Waiver. The Bylaws of the IMEA may be waived or suspended in any instance only: (i) for a specified purpose and temporarily until a stipulated date, which are clearly expressed in the Notice of the meeting at which such action is to be proposed, sent to each member of the IMEA Board and included in the agenda of the meeting; and (ii) upon an affirmative vote of at least a two-thirds (2/3) majority of the voting Directors in office. However, ARTICLE III, Section 2, of these Bylaws may not be waived or suspended with prior notice to and the specific consent of the Board of Directors of the National Marine Electronics Association, Inc.