

**OPEN MOBILITY FOUNDATION  
BYLAWS  
PARTICIPATION POLICIES**

These documents are from the Open Mobility Foundation Bylaws. They are four appendices that describe expected conduct from the Foundation's Members and Contributors when they participate in the Open Mobility Foundation. You can also review the full Bylaws.

This document contains:

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## APPENDIX H

### OPEN MOBILITY FOUNDATION ANTITRUST GUIDELINES

It is the policy of the Foundation and the Host LLC to comply with all antitrust and competition laws and regulations.

Those participating in the Foundation's activities at all levels must proceed with caution to ensure against inadvertent violations of international, federal or state/province antitrust and competition laws, because violations of such laws can result in criminal as well as civil penalties for individuals as well as their employers. Laws relating to antitrust and anticompetitive behavior are complex. All Contributors should seek to further understand these issues, and if acting as an employee or representative of a Member, consult that Member regarding its own rules.

All Members and all individuals participating in the Foundation shall acknowledge that they may compete with one another in various lines of business, and that it is therefore imperative that they and their representatives act in a manner that does not violate any applicable antitrust or competition laws and regulations. Each such participant and individual may design, develop, manufacture, acquire or market competitive specifications, products and services, and conduct its business in whatever way it chooses. Members and all individuals participating in any Host LLC or Foundation activities may not have any discussion relating to product pricing, methods or channels of product distribution, any division of markets, or allocation of customers or any other topic that should not be discussed among competitors. Each such party and participant bears the sole responsibility to obtain appropriate legal counsel regarding their conduct within and regarding the Foundation, and compliance with applicable antitrust or competition laws and regulations.

## APPENDIX I

### OPEN MOBILITY FOUNDATION CODE OF CONDUCT

#### Introduction

The Open Mobility Foundation (OMF) community is made up of professionals and volunteers from all over the world committed to the Foundation's mission of promoting and developing open source projects, standards activities, and related software and technology programs to address the challenges associated with urban mobility and transportation in the 21st century.

Because we are a global community of public and private collaborators and believe that our civility and diversity is our strength, we have adopted the following code of conduct to promote and ensure an open, fair, welcoming, inclusive, and professional environment. This code of conduct applies equally to all participants, including board members, council, working group and committee members, project team leads, core contributors, mentors, user group leaders and participants, and those seeking help and guidance.

The OMF Code of Conduct also applies to all resources managed or authorized by the Foundation, including Wiki or Git channels, the mailing lists, issue trackers, OMF-sponsored events and projects. In some cases, violations of this code outside of the Foundation's scope may affect a person's ability to participate in our community.

Please note that the Foundation also has established a Conflict-of-Interest Policy, Whistleblower Policy and Antitrust Guidelines in its Bylaws, that also apply to Foundation participation and some types of interactions and behavior,

We ask that you take this code in the spirit in which it is meant. OMF expects all members of the community to work together in an appropriate, a respectful, professional way to achieve the best possible outcomes for the stakeholders we seek to serve: the people who live, work, and play in our cities. If you believe someone is violating our Code of Conduct, please see our Reporting Guidelines below.

#### Our Expectations:

The Foundation expects all members of the community to:

- *Collaborate openly* – Collaboration is central to the success of the Foundation. If we don't work well together, we fail to achieve our mission, which includes the creation of widely usable and widely-understood practices and data structures that can be embraced and implemented by many different communities. If we don't work openly together, we risk losing the trust of our colleagues and those who will benefit from our efforts. Work transparently; involve other stakeholders; do not create private forms of communication that take away transparency or exclude other contributors and collaborators. The Foundation's Bylaws require that all meetings (with some limited exceptions) must be conducted openly, and that records of all

actions be made available to all members. That openness rule requires that meetings be properly called and scheduled in advance; and conducted so as to permit the presence of as many participants as is logistically feasible. However, presiding officers are permitted to take the steps described in this Code to maintain orderly meetings, and may limit the right to speak at a panel's meeting to members of the panel in question; and meetings are not obligated to accommodate all visitors beyond reasonable feasibility limits. Nonmember and public comment facilities will be maintained through the Foundation's repository system.

- *Be welcoming* – We strive to be a community that welcomes and supports people of all backgrounds and identities. This includes, but is not limited to, members of any race, ethnicity, culture, national origin, color, immigration status, social and economic class, educational level, sex, sexual orientation, gender identity and expression, age, size, family status, political belief, religion and mental and physical ability.
- *Be considerate* – Our work will be used by other people, and we in turn will depend on the work of others. Any decision we take will affect users and colleagues, and we should take those consequences into account when making decisions. Recognize that you don't have all the answers.
- *Be respectful* – Not all of us will agree all the time, but disagreement is no excuse for poor behavior and poor manners. We might all experience some frustration now and then, but we cannot allow that frustration to turn into a personal attack. It's important to remember that a community where people feel uncomfortable or threatened is not a productive one. Members of the community should be respectful when dealing with other contributors as well as with people outside of the community and with users of the projects managed by the Foundation.
- *Address disagreements honestly and respectfully* - Disagreements happen all the time. They are critical to robust dialog and innovation. Disagreement is a sign that an issue matters. The key is to disagree and discuss differing views constructively. Foundation participants should develop and test ideas impartially, without finding fault with the colleague proposing the idea. We dispute ideas by using reasoned argument, rather than through intimidation or ad hominem attack. Focus on helping to resolve issues and learning from mistakes.

### **We take the following very seriously:**

We take the following very seriously, and any violations may impact your ability to participate in The Foundation community.

*Respect the election, voting and consensus process.* Members of the OMF community should respect that elections and votes are some of the mechanisms designed to enable the community to reach consensus, make decisions, and make progress on our common mission. Open respectful debate is welcome and accepted. Thwarting the ability of others to express their votes, ballot stuffing, or other deceptive practices or rule abuse are not.

*Be careful with your words and actions.* We are a community of professionals, and we conduct ourselves professionally. Do not insult or put down other participants. Harassment and other

exclusionary behavior is not acceptable and should be reported. This includes but is not limited to:

- Violent threats or language directed against another person.
- Discriminatory jokes and language.
- Posting sexually suggestive, explicit or violent material.
- Posting (or threatening to post) other people's personally identifying information ("doxing").
- Personal insults, especially those using racist or sexist terms.
- Unwelcome sexual attention.
- Advocating for, or encouraging, any of the above behavior.
- Repeated harassment of others. In general, if someone asks you to stop, then stop.

Do not abuse the OMF rules and processes. The rules and processes of OMF are designed to enable cities, urban mobility experts, software developers, and others work effectively together to achieve

### **Presiding over meetings**

Each committee, working group and other panel within the Foundation has one or more presiding chairs or similar officials, who are responsible for running its meetings, and moderating its live and online discussions. Those presiding officials are empowered to suspend or postpone discussions and debates when this Code is violated, and to exclude participants who violate this Code, if necessary to maintain the orderly, respectful progress of the Foundation's business, but all subject to the right of any party to appeal those decisions as provided below.

### **Process to file complaint**

If you believe that this Code of Conduct is being violated, or you are being harassed, or you believe that you have been wrongly accused of violating the Code of Conduct or have any other concerns, (a) please contact the Foundation's Executive Director, unless (b) the Executive Director's actions are the basis for the wrongful conduct, in which case, please contact the posted Point of Contact for the Managers of the OASIS Open Development Foundation, LLC (the Host LLC).

Be prepared to provide as much of the following information as possible in writing to that party receiving the report (the Responding Party): identifying the person or group you believe is violating or misusing the Code of Conduct, the nature and date(s) of the violation, other people involved, and whether or not you prefer your complaint to be kept anonymous.

The Responding Party will be responsible for notifying the alleged offender of the complaint, investigating the complaint, determining the violation, if any, determining the appropriate penalty or corrective action, if any, and communicating the resolution to the parties involved.

The Responding Party may, if appropriate, share the report or appropriate portions of it with the Foundation Board of Directors and/or the Host LLC Managers.

Penalties or corrective actions may include:

- Directing the offender to cease the behavior and warning that any further violations will result in sanctions
- Banning or suspending the offender from Wiki or Git channels or mailing lists or other communications channels controlled by the Foundation
- Ending any or all volunteer responsibilities or privileges that the offender holds from the Foundation (either indefinitely or for a certain time period)
- Banning the offender from Foundation projects or sponsored events (either indefinitely or for a certain time period)
- Removing the offender from membership or participation in the Foundation
- Reversing decisions or approvals made by, influenced by, or led by the offender if such are deemed to be attributable to the wrongful behavior.

The Foundation gratefully acknowledges the OpenStack Foundation, the IETF, the JS Foundation, the Apache Software Foundation, the Contributor Covenant, and OASIS Open Projects, from whose codes of conduct many of these processes and procedures are drawn.

**APPENDIX J****OPEN MOBILITY FOUNDATION  
CONFLICT OF INTEREST POLICY****Article I Purpose**

The purpose of this conflict of interest policy is to protect the interests of the Foundation and the Host LLC when the Foundation contemplates entering into actions or arrangements that might benefit the private interest of an officer or director of the Foundation or might result in a possible excess benefit transaction. This policy supplements but does not replace any applicable state and federal laws governing conflicts of interest.

**Article II Definitions**

*Interested Person.* Any Board member, Foundation officer, or person exercising delegated authority as described in Article III, who has a direct or indirect Financial Interest, as defined below, is an Interested Person for purposes of this policy.

*Financial Interest.* A person has a Financial Interest with respect to a proposed transaction, arrangement or appeal, if the person has, directly or indirectly, through business, employment, investment, or family:

- An ownership or investment interest in any entity with which the Foundation has or proposes to have a transaction or arrangement or adjudicates an appeal,
- A compensation arrangement with the Foundation or with any entity or individual with which the Foundation has or proposes to have a transaction or arrangement or adjudicates an appeal, or
- A likely potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation has or proposes to have a transaction or arrangement or adjudicates an appeal.

*Compensation* includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A Financial Interest is not necessarily a Conflict of Interest. Article III of this Policy provides a description of how the Board determines whether a Conflict of Interest exists.

**Article III Procedures**

*Duty to Disclose.* Members of the Board and Foundation officers must disclose to the Board and the Host LLC the existence of a Financial Interest and all material facts that may give rise to an actual or possible Conflict of Interest, when the Board considers the proposed transaction, arrangement or appeal.

*Determining Whether a Conflict of Interest Exists.* When a Board member or Foundation officer's actual or possible Conflict of Interest has been brought to the attention of the Board and the Host LLC, that person shall have an opportunity to discuss the matter with the Board.

Immediately afterwards, if the affected member or officer does not agree that an actual or possible Conflict of Interest exists, then that person shall leave the Board meeting while the determination of a Conflict of Interest is discussed and voted upon. The remaining Board members shall decide if a Conflict of Interest exists, before the Board takes action on the proposed transaction, arrangement or appeal.

*Procedures for Addressing the Conflict of Interest.* Once a determination has been made that a Conflict of Interest exists, the Interested Person may make a presentation at the Board meeting on the matter in question, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the relevant transaction, arrangement or appeal. If the Board deems it appropriate, the chairperson of the Board shall appoint a disinterested person or committee to investigate alternatives to a relevant proposed transaction or arrangement:

After exercising due diligence and receiving the report of that person or committee, the Board shall determine whether the Foundation can obtain with reasonable efforts a more advantageous transaction or arrangement with 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 circumstances that do not produce a Conflict of Interest, the Board shall determine by a majority vote of the disinterested Board members whether the transaction or arrangement is in the best interest of the Foundation, for its own benefit, and whether it is fair and reasonable, which findings shall (subject to the provisions of the Host LLC Operating Rules) govern its decision whether to enter into the transaction or arrangement.

*Violations of the Conflicts of Interest Policy.* If the Board has reasonable cause to believe a Board member or Foundation officer has failed to disclose an actual or possible Conflict of Interest, it shall inform the person of the basis for such belief and afford her or him an opportunity to explain the alleged failure to disclose. If, after hearing the person's response and after making further investigation as warranted by the circumstances, the Board determines that the person has failed to disclose an actual or possible Conflict of Interest, it shall notify the Host LLC and take appropriate disciplinary and corrective action.

*Committees and Persons Exercising Delegated Authority.* The procedures and requirements of this Policy applicable to the actions, meetings and members of the Board of Directors, and Foundation officers, also shall apply to any committee exercising delegated power of the Board of Directors, and any person exercising the delegated power of a Foundation officer, respectively.

#### **Article IV Records of Proceedings**

The minutes of the Board shall contain:

- The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible Conflict of Interest, the nature of the Financial Interest, actions taken to determine whether a Conflict of Interest was present, and the Board's decision as to whether a Conflict of Interest in fact existed.



- The names of the persons who were present for discussions and votes relating to the relevant transaction, arrangement or appeal, any alternatives discussed, and a record of the individual votes cast in connection with the Conflict of Interest proceedings.

#### **Article V Compensation**

A Board member or Foundation officer who receives compensation, directly or indirectly, from the Foundation for services may not vote on matters pertaining to that person's compensation, but is not prohibited from providing information to the Board, or any of its committees, regarding compensation.

#### **Article VI Annual Statements**

Each Board member and Foundation officer shall sign a statement annually which affirms that such person has received a copy of this Policy, has read and understands this Policy, and understands that the Foundation and the Host LLC maintain not-for-profit and tax-exempt status, and must engage primarily in activities which accomplish their permitted exempt purposes.

#### **Article VII Periodic Reviews**

To ensure that the Foundation operates in a manner consistent with its non-profit purposes and its status as an organization exempt from federal income tax, the Board shall authorize and oversee periodic reviews on at least an annual basis of the administration and continuing suitability of, this Conflict of Interest Policy in consultation with the Host LLC.

**APPENDIX K**  
**OPEN MOBILITY FOUNDATION**  
**WHISTLEBLOWER POLICY**

The Foundation and the Host LLC are committed to high standards of ethical, moral, and legal business conduct, and are further dedicated to acting in good faith with those individuals who raise concerns regarding incorrect financial reporting, unlawful activity, or otherwise improper conduct.

This Whistleblower Policy aims to provide individuals with an avenue for raising such concerns, and to reassure such individuals that they will be protected from reprisal or victimization as a consequence of reporting the alleged wrongdoing of any officer, director, employee, or agent of the Foundation.

**Statement of Policy**

No officer, director, employee, or agent of the Foundation shall take any harmful action with the intent to retaliate against any person, including interference with employment or livelihood, for providing to a law enforcement officer any truthful information relating to the commission or possible commission of any offense. Nor will any officer, director, employee, or agent of the Foundation take any harmful action with intent to retaliate against any person for reporting to an appropriate senior management or official of the Foundation or the Host LLC the suspected misuse, misallocation, or theft of any Foundation resources, or suspected or fraudulent or dishonest conduct.

**Safeguards**

*Harassment or Victimization* – The Foundation and the Host LLC will not tolerate the harassment or victimization of any employee who raises concerns under this policy.

*Confidentiality* – The Foundation and the Host LLC will make every effort to treat a complainant's identity with an appropriate regard for confidentiality, with the understanding that the details of complaints may need to be shared with others in order to investigate such complaints properly.

*Anonymous Allegations* – Because a thorough investigation often depends on an ability to gather additional information, the Foundation and the Host LLC encourage complainants to put their names to allegations of wrongdoing. The Foundation and the Host LLC will explore anonymous allegations to the extent possible, but will weigh the prudence of continuing such investigations against the likelihood of confirming the alleged facts or circumstances from attributable sources.

*Bad Faith Allegations* – Allegations made in bad faith may result in disciplinary action.

**Procedure**

Process for Raising a Concern:

*Reporting* – The Foundation and the Host LLC intend this policy to be used for serious and sensitive issues. Such concerns, including those relating to financial reporting or unethical or illegal conduct may be reported directly to the Foundation’s Executive Director.

Employment-related concerns should be reported through supervisors.

In the event that an individual's concern rises to the level that he/she reasonably believes that notice to the Executive Director will be disregarded or otherwise not fairly considered, the individual may then report violations or suspected violations to the posted Point of Contact for the Managers of the Host LLC.

*Timing* – The earlier a concern is expressed, the easier it is to take action.

*Evidence* – Although a complainant is not expected to prove the truth of an allegation, he or she should be able to demonstrate that he or she has made a report in good faith. The Foundation and the Host LLC may not be able to fully evaluate vague or generalized complaints.

How the Report of Concern Will Be Handled:

*Initial Inquiries* – The Executive Director or Host LLC Managers will make initial inquiries in consultation with legal counsel, if necessary, to determine whether or not further investigation is necessary or appropriate.

*Further Information* – The Executive Director or Host LLC Managers may seek further information from any officer, director, employee, or agent of the Foundation, and shall take all reasonable precautions to protect the identity of the complainant to the extent possible while doing so.

*Reporting* – The Board of Directors shall receive information on each complaint. The Board of Directors will determine an appropriate response to a report of concern, in consultation with the Host LLC and the Executive Director and, if necessary, legal counsel. Officers, directors, employees, and agents of the Foundation who may be implicated in such reports shall not participate in any deliberation of the Board of Directors related to the complaint, except to present information directly to the Board on his or her own behalf.