

**BYLAWS  
OF  
REGISTRATION INFRASTRUCTURE SECURITY GROUP  
A District of Columbia Nonprofit Corporation**

**ARTICLE I – Name, Location, and Purpose**

1. Name. The name of the organization is the [Registration Infrastructure] Security Group ("Corporation"), a nonprofit corporation organized under the laws of the District of Columbia.
2. Location. The principal office shall be as determined by the Board of Directors ("Board").
3. Purpose. The purposes of the Corporation are as stated in the Articles of Incorporation.

**ARTICLE II - Membership**

1. Nature of Membership. The Corporation will be an independent volunteer association of member corporations.
2. Categories. The Corporation shall have the following voting categories of membership ("Voting Members"), each such category as defined from time to time by the Board:
  - A. Registries
  - B. Registrars
  - C. All other Members

The Corporation shall also have non-voting members ("Observer Members").

3. Application and Acceptance to Membership. A Voting Member shall be admitted to the Corporation if the Board determines that the Voting Member has satisfied the Membership Qualifications adopted by the members of the Corporation as set forth in Article II, Section 4 below. The initial Voting Members of the Corporation shall be accepted upon majority vote of the Board. Thereafter, any entity that desires to become a Voting Member shall request and submit to the Corporation a membership application for the Board to confirm that such Voting Member meets the Membership Qualifications.
4. Qualifications for Membership.
  - A. All new Voting Member applications shall be judged exclusively on the following criteria. Failure to satisfy any of the following criteria shall result in a denial of membership but will not disqualify an applicant from submitting a subsequent application to the Corporation. The Corporation's

Board shall, by a majority vote, decide whether an applicant satisfies the following criteria, which criteria may be modified at any time and from time to time upon approval of the Voting Members in accordance with Article III (“Membership Qualifications”):

- i. Agreement to comply with the Corporation’s Bylaws;
  - ii. Agreement of applicant to attend Corporation meetings unless excused;
  - iii. Ability and willingness of applicant to provide data or other assistance that provides a material and beneficial contribution to Corporation goals of eliminating internet identity theft in all forms; and
  - iv. Evidence of corporate values, practices, and a commitment to Internet safety and security that is consistent with generally accepted industry standards. Industry standards shall be defined as practices generally followed by a majority of known corporations in the applicant’s industry as determined by the Board.
- B. Registries must comprise at least 25% of the total Corporation membership. The Board may approve an exception to this requirement by a majority vote of the Board on each application that would violate this rule.
- C. Observer Members shall consist of individuals working in law enforcement or other governmental or non-governmental agencies or entities approved by the Board. Observer Members may eventually join the Corporation in a different membership category, but may maintain Observer membership while considering membership. Observer Members are not eligible to serve on the Board. The Board may, in its sole discretion, designate certain classes of Observer Members and shall require Observer Members to sign a Nondisclosure Agreement prior to becoming an Observer Member.
- D. The category of membership of the initial members shall be designated by the Board. Each additional new member must specify the category of membership to which the member will belong in its application for membership; each member may only belong to one membership category. The Board may, in its sole discretion, reject the member’s selection of membership category if the Board determines that such membership category does not adequately represent the member’s characteristics and industry group. A member may change membership categories only upon the approval of the Board.
5. Representation. Each Voting Member shall designate an individual as a representative to take all action on behalf of such Voting Member for voting and other purposes related to the Corporation. Additional representatives of the Voting Member may

be designated to participate in other activities of the Corporation, although each Voting Member shall only have a single representative vote on any matter. The Board may adopt procedures to verify the duly authorized representative of each Voting Member.

6. Dues. The members shall pay dues or other assessments as initially determined by the Board from time to time; provided, however, that the Board may not increase the dues or adopt any other assessments without a vote of a majority of the Voting Members.

7. Suspension. Any member who fails to meet any obligation or make any payments due to the Corporation may have its membership privileges suspended upon vote of the Board. Suspension shall continue until such obligations are met or all sums due to Corporation are paid, whereupon such privileges may be reinstated by the Board.

8. Termination. A member may be subject to removal from the Corporation if the member (a) fails to timely pay all required fees, dues and assessments and such failure continues for thirty (30) days following written notice of the default; (b) engages in activities that in the view of the Board are counter-productive or interfere with the advancement of the Corporation or (c) fails to meet the Membership Qualifications. A member may only be removed upon the submission of a detailed complaint letter outlining such reasons for removal to the Corporation's Secretary, and the Board's recommendation for such removal. Any member proposed for removal must be given an advance written notice including the reason for the proposed removal and the opportunity within ten (10) days after receipt of such notice to contest the proposed termination by submitting a written statement to the Corporation's Secretary, who shall deliver such notice to the Board. A final written notice of the Board's decision shall be delivered to such member. The decision of the Board is final and may not be challenged in any other forum.

9. Continuing Obligations. Withdrawal, suspension, or termination of any member shall not relieve such member of any previously existing obligations, which shall continue to be due and owing to the Corporation.

### **ARTICLE III – Membership Meetings and Voting**

1. Annual Meeting. A meeting of the Voting Members is held annually at a time and place determined by the Board. Notice of the meeting, specifying the date, time and place of the meeting, shall be provided to all Voting Members at least ten (10) and no more than ninety (90) days in advance of the meeting.

2. Special Meetings. Other special meetings of the Voting Members may be called if a majority of the Directors or Voting Members notify the Chairperson that they request a special meeting. Notice of the meeting, specifying the date, time, place and purpose(s) of the meeting, shall promptly be provided by the Chairperson to all Voting Members at least ten (10) and no more than ninety (90) days in advance of the meeting.

3. Attendance at Meetings. All Corporation members are expected to make reasonable efforts to attend all meetings unless excused by the Board; the Board will consider the location of the Voting Member in relation to the time and location of a meeting in determining whether to excuse attendance. The Board shall have discretion to excuse members from meetings for legitimate purposes, as determined by the Board. Any Corporation member that fails to be present for three consecutive meetings, without being excused by the Board, shall be considered an “inactive member”. The Board Secretary shall immediately notify any such member of this status change. Any inactive member will remain in good standing, but shall be ineligible to participate in Corporation business and will not be counted for purposes of quorum. A member shall remain in this status unless the member submits a written request to the Board Secretary requesting to return to active membership status and this request is approved by the Board.

4. Voting Rights. Unless otherwise provided in the Articles of Incorporation or these Bylaws, each Voting Member shall be entitled to one vote on any matter to be voted upon by the Voting Members.

5. Quorum and Voting.

A. The presence of a majority of the Voting Members shall constitute a quorum. A majority of votes by Voting Members present and voting at a meeting at which a quorum is present carries any action on which the Voting Members are permitted to vote, except where a greater percentage of votes is required by law or by these Bylaws. Each Voting Member’s representative designated in accordance with Article II, Section 5 shall vote on behalf of such Voting Member; provided that a Voting Member may execute a writing authorizing another person to act for such Voting Member as proxy. Any Voting Member present at a meeting and abstaining from voting on a measure shall be considered present for purposes of satisfying the quorum, but shall not be counted as voting on the action.

B. Further, any action required or which may be taken at any annual or special meeting of the Voting Members, may be taken without a meeting if the Corporation distributes a written ballot to or otherwise polls or solicits a vote from every Voting Member entitled to vote on the matter. Such distribution of written ballot or polling or solicitation of votes may be made by mail, telephone call, electronic mail, polling on an online workspace forum, such as “Central Desktop”, or any other means of electronic or telephonic transmission; provided, that the Voting Member shall state, or submit information from which it can be determined, that the method of voting chosen was authorized by the Voting Member. Each ballot, poll or other solicitation of votes shall provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to cast the vote or return the ballot to the Corporation (which time period shall be not less than 7 days nor more than 30 days). Approval of any action without a meeting shall be valid only when the number of votes approving the action is not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting.

6. Voting Member Rights. This Corporation shall not, without first obtaining the approval of at least a majority of the Voting Members in accordance with Article III, Section 5, take any of the following actions:

- A. Amend the Membership Qualifications;
- B. Alter or change the rights or duties of any Voting Member or category of Member;
- C. Engage in any activity outside the purpose of the Corporation set forth in the Corporation's Articles;
- D. Increase the amount of dues or require any additional or special assessments of members;
- E. Permit a Director to serve more than two consecutive terms;
- F. Adopt the annual budget of the Corporation;
- G. Enter into or amend any employment agreement;
- H. Waive any claim or compromise or settle any lawsuit, administrative matter or other dispute with the Corporation, if the amount of such waived claim or compromise or settlement exceeds \$\_1000, or requires any admission of guilt or fault\_\_\_\_\_;
- I. Incur indebtedness that, when taken together with all other indebtedness so incurred, exceeds the amount of \$\_\_\_\_1000\_\_\_\_\_; or
- J. Extend credit to or guarantee the obligations of any person.

7. Super-Majority Voting Member Rights. This Corporation shall not, without first obtaining the approval of at least two-thirds of the Voting Members in accordance with Article III, Section 5, take any of the following actions:

- A. Amend this Corporation's Articles or Bylaws;
- B. Increase or decrease the size of the Board;
- C. Approve or enter into a merger or consolidation;
- D. Sell, lease, convey, exchange, transfer or otherwise dispose of a substantial portion of the assets of the Corporation; or
- E. Liquidate, wind up or dissolve the Corporation;

## **ARTICLE IV – Board of Directors**

1. Board of Directors. The Board shall have full power to conduct, manage, and direct the affairs of the Corporation in accordance with applicable law and these Bylaws.
2. Number and Term. There shall be five members of the Board elected by the Voting Members for one year terms, and no Director may serve more than two consecutive terms, unless approved by a majority vote of the Voting Members and amendment of these Bylaws. The number of members of the Board may be increased or decreased from time to time upon a two-thirds vote of the Voting Members. The Officers of the Corporation, the Chairperson, Vice-Chairperson and Treasurer, and Secretary may, but shall not be required to, also serve on the Board. Directors shall hold office until their successors have been duly elected.
3. Election of Directors. On an annual basis, Voting Members belonging to the Registrar and the Other Members categories of membership shall, by a majority vote of that category of membership, elect one person from each of their category of membership to serve as their representative Director on the Board. The Registries category of membership shall, by a majority vote of the Registries, elect three voting Directors of the Board to serve as the Registries' representative Directors. This shall ensure that the Corporation remains a Registry focused group and that any policy passed by a majority vote must include at least one Director elected by the Registries. Each Voting Member may only vote once for a representative within the category of membership to which such Voting Member belongs at the time of such vote.
4. Meetings. Meetings of the Board are called by the Chairperson. Notice of a meeting of the Board, specifying the business to be conducted, shall be provided to Directors at least ten (10) days in advance of the meeting, unless such notice requirement is waived by all Directors. The presence of a Director at a meeting shall constitute waiver of the foregoing notice requirement and the presence of a majority of Directors constitutes a quorum. A majority of votes carries any action, except where provided otherwise by law or by these Bylaws. Directors may participate in any meeting of the Board by telephone conference call or other communications device where Directors can hear one another. The Board may also act by unanimous written consent. Proxy voting is not permitted.
5. Executive Committee. The Board delegates to the Executive Committee responsibility for management of the Corporation when the Board is not in session, consistent with any policies established by the Board. The Executive Committee consists of the Officers. The same notice, quorum, and voting provisions for the Board shall apply to the Executive Committee.
6. Removal. A Director may be removed for adequate reason by a two-thirds vote of the category of membership which elected the Director, with the Director being considered for removal not participating in the vote. In the event of a vacancy, a

replacement shall be elected by a majority vote of the category of membership in which the vacancy occurred, and the replacement shall serve until the end of the term of the vacated position.

## **ARTICLE V - Officers**

1. Officers. The Officers are the Chairperson, the Vice-Chairperson and Treasurer, and the Secretary, who shall serve one year terms, with a maximum of two terms in any one office. The Officers shall be elected by the Board and may be chosen from among the Directors, but Officers are not required to also serve as Directors.

2. Duties. The Officers perform those duties that are usual to their positions and that are assigned to them by the Board. In addition, the Chairperson shall be responsible for meeting leadership, governance, and ensuring that all activities are in conformance with the terms of these Bylaws. The Vice-Chairperson and Treasurer shall ensure that all programs are maintained and ensure communication with members. The Secretary shall be responsible for recording all minutes, keeping records, and shall also be responsible for disseminating past minutes to members prior to each meeting.

3. Removal. An elected Officer may be removed for adequate reason by the Board, with the Officer being considered for removal not participating in the vote. The Board fills any vacancies in the Officer positions.

## **ARTICLE VI – Working Groups**

1. Working Groups. The Corporation shall have two working groups, the Technical Working Group and the Legal Working Group. The Board may establish additional working groups as it deems appropriate. Upon acceptance into membership, each Voting Member must declare membership in a working group. All Voting Members and Observer Members may belong to more than one working group, however each Voting Members may only vote to elect a chair of one working group. All categories of membership shall be permitted to fully participate and vote on matters delegated to the working groups. The Voting Members in each working group will, by majority vote, elect the chair of the working group. Each working group chair shall serve one year terms, with a maximum of two consecutive terms permitted. The chair of the working group may be removed at any time for any reason by a vote of a majority of the Voting Members that are members of such working group. The Voting Members of each working group by majority vote will fill any vacancies in the working group chair positions.

## **ARTICLE VII - Miscellaneous**

1. Committees and Other Bodies. The Chairperson shall appoint individuals to serve on all committees, subject to these Bylaws and approval by the Board. The Board may also establish regional or other councils, advisory or other boards, task forces, practices, or other bodies as it deems appropriate. Unless otherwise determined by the Board or provided by these Bylaws, representatives of all members may participate on any

such committees, councils, boards, task forces, practices, or other bodies. Committees of the Board shall consist of two or more Directors.

2. Administration. The Board may engage employees, contractors, or outside consultants as necessary, and shall appoint an Executive Director, who shall be delegated administrative and management functions on behalf of the Board.

3. Amendments. Amendments to these Bylaws may be made at any meeting of the Voting Members by a two-thirds vote, where notice of the proposed amendments was provided to Voting Members at least thirty (30) days in advance of the meeting.

4. Indemnification. Officers, Directors, and other authorized employees or agents of the Corporation shall be indemnified against claims of liability arising in connection with their positions or activities on behalf of the Corporation to the full extent permitted by law.

5. Fiscal Year. The fiscal year for Corporation shall be the calendar year.

6. Notices. All notices and other communications required by these Bylaws to be provided to a member shall be deemed effectively given (a) upon personal delivery to the member to be notified, (b) upon deposit in the United States mail, postage prepaid directed to the member at such member's address as it appears on the records of the Corporation, (c) at the time sent, if sent by electronic mail during normal business hours directed to the member at the email address of the representative of such member (or the next business day if such electronic mail is not sent during normal business hours local time of such member) or (d) one (1) day after deposit with an internationally recognized overnight courier specifying next day delivery, with written verification of receipt. Additionally, any notice or communication required by these Bylaws to be provided to all members shall be deemed to be given to all members on the first business day after such notice or communication is posted on an online forum such as "Central Desktop" or other online site that is available for access to all members and provides an opportunity for each Member to receive a copy of any posting by electronic email sent to the representative of such Member.