

RESTATED BYLAWS OF THE
INFORMATION TRUST EXCHANGE GOVERNING ASSOCIATION

| A California Nonprofit Public-Benefit Corporation |

(Restated by amended in the entirety , Jan. 27, 2020)¹

The mission and purpose of the Information Trust Exchange Governing Association (ITEGA), as more fully set forth in its Articles of Incorporation, is pursuing the lessening of the burdens of government and promoting the global public interest in the operational stability of the Internet, and advancing the values, principles and purposes of journalism supporting democracies and open societies.

ARTICLE 1: PRINCIPAL OFFICE

ITEGA shall have as its principal office a location in the United States of America as established by its Board of Directors. ITEGA is incorporated in California and these bylaws are in conformance with the laws of the State of California at the time these Bylaws were adopted or amended.

ARTICLE II: BOARD OF DIRECTORS

The affairs of ITEGA shall be directed by the Board of Directors. (“the Board”). Unless the context requires otherwise, the general provisions, rules of construction and definitions contained in the California Corporations Code shall govern the construction of these Bylaws.

Section 1. Incorporator

The sole Incorporator was Bill Densmore.

Section 2. Initial Directors

The initial Board shall consisted of five directors selected by the Incorporator.

Section 3. Selection of Directors

Directors, other than the initial Directors, may be appointed at any time by an

¹ -- These Bylaws amend and restate in the entirety the original April 27, 2017 Bylaws.

affirmative vote of at least two-thirds of the Directors then in office.

Section 4. Term of Directors

Each Director shall serve from the date they are selected until the start of the Annual Board Meeting at least 46 months later or until earlier resignation, removal or death, provided, however, that when filling a vacancy a Director shall serve a term as defined in Section 5 of this Article. A Director shall not serve more than two terms.

Section 5. Resignation, Removal and Vacancy

Any Director may resign at any time by giving written notice via email to the Board email list. The resignation will take effect on the later of the date on the email or on a later date specified in the resignation notice.

Directors may be removed with or without cause by an affirmative vote of at least two-thirds of the Directors in office. Removal of Directors is not subject to Electronic Voting.

Vacancies created by the resignation, removal or death of a Director may be filled by the process defined in Section 3 of this Article. The term of any Director appointed to fill such a vacancy shall be for the remainder of the term of the Director being replaced unless there is less than a year remaining in the term, in which case the term of the replacement Director shall be the remainder of the term of the Director being replaced plus a regular term. In such a case, the remainder of the term of the Director being replaced will not count as a term under Section 4 of this article.

Section 6. Compensation of Directors

The Directors shall not receive any compensation (apart from reimbursement of reasonable expenses) for their services as Directors, but this shall not preclude reasonable compensation for services rendered to the Association (ITEGA) by a Director in some other capacity. The Board shall define and adopt a policy for such compensation.

Section 7. Board meetings

Board meetings shall be held at least annually at times and places designated by the Board. The Board shall designate one meeting per year as the annual Board meeting. Board meetings shall be held in person and/or by any means of electronic communication by which all persons participating in the meeting are able to communicate contemporaneously with one another and hear one another (or are otherwise accommodated). Participation via electronic communication

shall constitute presence in person at the meeting.

Meetings of the Board shall be held according to modified Robert's Rules of Order. Meetings of the board shall be chaired by the Chair of the Board unless the Chair designates another Director as chair of a particular meeting.

Attendance at meetings of the Board, in addition to Directors then in office, is by invitation of the Chair of the Board.

Section 8. Special meetings of the Board

Special meetings of the Board may be called at any time by the Chair of the Board, the Secretary, or by a majority of the Directors then in office.

Section 9. Notice of meetings; waiver of notice

Notice of the place, date and time of meetings of the Board shall be served on each Director then in office via email at least seven days in advance of the meeting. Directors may wave the requirement for notice, whether before or after the time of the meeting, via email to the Board email list. Attendance at a meeting shall constitute a waiver of notice, unless the Director is attending a meeting for the express purpose of objecting that the meeting was improperly called or convened.

Section 10. Action of the Board

Quorum for a meeting of the Board shall be the majority of Directors then in office. An affirmative vote of the Directors present at a meeting at which a quorum is present shall be an act of the Board unless a greater affirmative vote is required by these bylaws for an action. Absentee voting and voting by proxy shall not be permitted. Votes may be taken on any seconded motion.

Section 11. Electronic vote

Any Board action may be taken by electronic vote except for those actions prohibited by California law or these bylaws. Any Director may offer a motion electronically by sending an email containing the motion to the Board mailing list. Any other Director may second the motion by sending an email to the Board list within two business days of the posting of the motion. If not seconded within this time frame the motion fails. Upon the motion being seconded the Director who made the motion may call for a specific period of email discussion of not less than two business days. After such period of email discussion the Director who made the motion may then call for a vote. Any such call shall specify the end of the voting period, lasting at least two business days. Directors may vote by sending an email to the Board mailing list. Only votes sent to the Board mailing

list shall be counted. The Director who made the motion shall be responsible for tabulating the vote. The vote is concluded when all the Directors then in office have voted or at the end of the stated voting period whichever is earlier. The motion shall be deemed as passed if a majority of the Directors then in office have voted in the affirmative. The results of any electronic vote shall be recorded in the minutes of the next Board meeting.

Section 12. Meeting minutes

The Chair of the Board shall ensure that minutes consisting of a record of any actions taken by the Board be produced within 10 working days of a meeting.

Section 13. Directors conflicts of interest

The Board shall define and adopt a Conflict of Interest Policy.

Article III: OFFICERS

Section 1 - Officers

The officers of ITEGA shall consist of a Chair of the Board, a Secretary, and a Treasurer and such other officers as the Board deems necessary. The officers of the Corporation shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the Board. A person shall not hold more than one office at a time.

The Chair of the Board must be a Director. The other officers need not be Directors.

Section 2 – Election of officers

All officers are elected as the first item of business at the annual meeting by majority vote of the Directors present.

Section 3 – Removal of officers

Any officer may be removed with or without cause by an affirmative vote of at least two thirds of the Directors then in office. Removal of officers is not subject to Electronic Vote.

Section 4 – Officer vacancy

Any vacancy in an officer position may be filled by majority vote of the Directors present at a Board meeting or by Electronic Vote as defined in Article II Section 11.

Article IV : FISCAL MATTERS

Section 1 – Fiscal year

The fiscal year end of ITEGA shall be Dec. 31 unless or until otherwise set by the Board.

Section 2. - Contracts

ITEGA may enter into contracts with the approval of the Board.

Section 3 – Financial accounts

ITEGA may establish such bank, trust company, brokerage or other financial fiduciary accounts as approved by the Board.

Section 4 - Loans

No loans shall be made by or to ITEGA and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances; provided, however, that no loans shall be made by ITEGA to its Directors or Officers.

Section 5 - Insurance

ITEGA may purchase such insurance as approved by the Board

Section 6 - Audit

The Board of Directors shall cause an annual audit by an independent accountant to be prepared and sent to the Directors not later than one hundred eighty (180) days after the close of the ITEGA's fiscal year unless such requirement is waived by a majority vote of the Directors then in office. The appointment of the accountant shall be the responsibility of the Board.

Section 7 - Budget

The Board shall approve a budget prior to the start of the ITEGA fiscal year. The budget shall identify anticipated revenue sources and levels and shall, to the

extent practical, identify anticipated material expense items by line item.

Section 8 – Fees and Charges

The Board may set fees and charges for the services and benefits provided by ITEGA. Such fees and charges shall be fair and equitable.

Section 9 – Indemnification

ITEGA shall, to the maximum extent and in the manner permitted to applicable law, indemnify its Directors and Officers.

Article V: MEMBERSHIP

Except as may be provided by any subsequent Amendment to this Article, ITEGA shall not have statutory Members, as defined in the California Nonprofit Public Benefit Corporation Law ("CNPBCL"), notwithstanding the use of the term "member" in any ITEGA document, or in any action of the ITEGA Board, officers, employees, agents or staff.

Article VI: AMENDMENTS

These Bylaws of ITEGA may be altered, amended, or repealed or new Bylaws adopted by an affirmative vote of at least four-fifths (4/5) of the then-sitting members of the Board. Amendment of the Bylaws is not subject to Electronic Voting.

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