

AMENDED AND RESTATED
BYLAWS
OF
ONLINE TRUST ALLIANCE

Incorporated under the laws of the State of Washington

Effective August 18, 2011

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ARTICLE I

Name, Offices, Purposes and Governing Instruments

1.1 Name

The name of this corporation shall be “ONLINE TRUST ALLIANCE.”

1.2 Registered Office and Agent

The corporation shall maintain a registered office in the State of Washington and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Washington Nonprofit Corporation Act.

1.3 Other Offices

The principal office of the corporation shall be located in Washington. The corporation may have other offices at such place or places, within or outside the State of Washington, as the Board of Directors may determine from time to time or the affairs of the corporation may require or make desirable.

1.4 Nonprofit Corporation

The corporation shall be organized and operated as a nonprofit corporation under the provisions of the Washington Nonprofit Corporation Act.

1.5 Purposes

The purposes of the corporation, as set forth in the articles of incorporation are either to be operated as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code, or if not operated as a business league then to be organized and operated exclusively for public charitable and educational uses and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. In furtherance of such purposes, the corporation shall have full power and authority:

During any period in which the corporation is not an organization within the meaning of Section 501(c)(3) of the Internal Revenue Code, to organize, operate and act exclusively for the promotion of the business interests of the corporation’s members within the meaning of Section 501(c)(6) of the Internal Revenue Code;

To make gifts, grants, and contributions for any charitable, religious, scientific, literary, or educational purpose within the meaning of section 501(c)(3) of the Internal Revenue Code;

To receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with and pursuant to the governing instruments of the corporation, as the same shall be amended from time to time; and

To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors in its discretion, to carry out any of the purposes of the corporation, as set forth in the articles of incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Washington Nonprofit Corporation Act (within and subject to the limitations of Section 501(c)(6) and Section 501(c)(3) of the Internal Revenue Code as the case may be).

1.6 Governing Instruments

The corporation shall be governed by its articles of incorporation and these bylaws.

ARTICLE II

Membership

2.1 Classes of Members

The corporation initially shall have multiple classes of members including (a) Business Brands (which class shall include but not be limited to financial institutions, online retailers and ecommerce businesses); (b) Infrastructure Providers (which class shall include but not be limited to ISPs, Email Mail box providers, ad networks, registrars and Hosters); (c) Government and NGOs (which class shall include but not be limited to advocacy and community organizations, law enforcement and government agencies and non-governmental organizations (NGOs); (d) Solutions and Technology Providers; (e) Interactive Marketers, Advertisers and their agencies; (f) Professional Services (consulting, accounting, legal and others) and (f) Individuals. Additional classes of members, the manner of election or appointment of any additional class or classes of members and the qualifications and rights of any additional class or classes of members, including voting rights, if any, may be established by amendment to these bylaws.

2.2 Qualifications for Membership

(a) In order to qualify for membership, a member shall be committed to the objectives of the corporation and be in good standing in the payment of dues. The Board of Directors is authorized to establish dues for each class of membership by resolution adopted from time to time by a majority of all directors then in office.

(b) Application for membership shall be open to any individual, organization, company, agency or institution that meets the criteria established for each class of membership. The Board of Directors is authorized to establish such criteria by resolution adopted from time to time by a majority of all directors then in office. Membership shall be granted upon recommendation of the Executive Director and/or designated staff, who in cases of applications in question will review with the Executive Committee and board of directors.

(c) The Board of Directors shall have the right to deny membership based upon its review of the information and documentation submitted in support of the application as well as the applicant's industry reputation, business, marketing, advertising and, privacy policies, past legal actions, abuse complaints, and compliance (or lack thereof) with the business practices set forth by the corporation.

2.3 Membership Benefits

Each member shall be entitled to such benefits as may be established for such member's level membership by the Board of Directors. The Board of Directors is authorized to fix such benefits by resolution adopted from time to time by a majority of all directors then in office.

2.4 Voting Rights

Unless required by law, no member or class of members shall have any voting rights.

2.5 Termination of Membership

Any member's status as such may be terminated, for good cause, at any regular, special, or annual meeting of the Board of Directors, by the affirmative vote of a majority of all directors then in office, if notice of intention to act upon such matter shall have been given in the notice calling such meeting and to the member whose membership status is at issue. The member shall be given an opportunity to be represented and to be heard at such meeting. For purposes of this Article 2.5, "good cause" is limited to:

- (a) Failure to pay dues within ninety (90) days of the payment due date;
- (b) A direct or indirect conflict of interest that is not disclosed to the Board of Directors in accordance with the corporation's conflict of interest policy;
- (c) Use of membership for business advantage or gain that is inconsistent with the best interests of the corporation, as determined in the sole discretion of the Board of Directors of the corporation, or without first fully disclosing the circumstances to the Board of Directors;
- (d) Conviction of a crime involving dishonesty, fraud, deceit, or misrepresentation; and
- (e) Other conduct that, in the sole discretion of the Board of Directors of the corporation, seriously prejudices the corporation's ability to accomplish its purposes and activities.

2.6 Selection of Member Representatives

Each member, other than an Individual member, shall be entitled to designate a primary member representative and two (2) alternate designated representatives, who shall exercise all of the rights of such member. Each member shall have the option, exercisable no more than once per calendar year, to change the individuals who serve as the member's primary and alternate designated representatives. Upon admission as a member and upon its election to change its designated representatives, the member shall promptly notify the corporation, in writing, of the name of and contact information for its designated representatives. The corporation shall be entitled to rely upon the most recent written designation on record with the corporation.

2.7 Removal of Member Representatives

The corporation shall be entitled to request that any member designate a new designated representative for good cause. For purposes of this Article 2.7, “good cause” shall be limited to:

(a) The designated representative’s having a direct or indirect conflict of interest that is not disclosed to the Board of Directors in accordance with the corporation’s conflict of interest policy;

(b) Use by the designated representative of membership for business advantage or gain that is inconsistent with the best interests of the corporation, as determined in the sole discretion of the Board of Directors of the corporation, or without first fully disclosing the circumstances to the Board of Directors;

(c) The designated representative’s conviction of a crime involving dishonesty, fraud, deceit, or misrepresentation; and

(d) Other conduct of the designated representative that, in the sole discretion of the Board of Directors of the corporation, seriously prejudices the corporation’s ability to accomplish its purposes and activities.

ARTICLE III

Membership

3.1 Annual Meeting; Notice

The annual meeting of the members shall be held at the principal office of the corporation, or at such other place as the Board of Directors shall determine, on the date chosen by the Board of Directors for the purpose of transacting such business as may be brought before the membership by the Board of Directors. Unless waived as contemplated in Article 6.2, notice of the time and place of the annual meeting of the membership shall be given by the secretary, in accordance with Article 6.1, not less than five (5) days before such meeting.

3.2 Regular Meetings; Notice

Regular meetings of the members may be held from time to time at such times and at such places as the Board of Directors may prescribe. Unless waived as contemplated in Article 6.2, notice of the time and place of any regular meeting shall be given by the secretary, in accordance with Article 6.1, not less than ten (10) days before such meeting.

3.3 Special Meetings; Notice

The president, the Board of Directors or not less than one-third of the members of the corporation entitled to vote may call special meetings of the membership for any purpose. Upon receipt of written request of the person or persons calling a special meeting, the secretary shall give notice of the time, place and purpose of any special meeting in accordance with Article 6.1 at least twenty-four (24) hours prior to such meeting. If the secretary shall refuse or shall neglect to issue such notice, the person or persons making the request may provide such notice in accordance with Article 6.1 to fix the date, time and place for such meeting.

3.4 Meetings by Telephone

Members may participate in any meeting by means of a conference telephone, web meetings or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting, except where a member participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

ARTICLE IV

Board of Directors

4.1 Authority and Responsibility of the Board of Directors

(a) The supreme authority of the corporation and the government of the affairs of the corporation shall be vested in the Board of Directors; and all the powers, duties, and functions of the corporation conferred by the articles of incorporation, these bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Directors.

(b) The Board of Directors shall not permit any part of the net earnings or capital of the corporation to inure to the benefit of any member, director, officer, trustee, or other private person or individual.

(c) The Board of Directors is authorized to employ such person or persons, including an executive director, or officers, attorneys, trustees, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

4.2 Initial and Regular Boards of Directors

The initial directors of the corporation shall be the persons whose names and addresses appear in the articles of incorporation of the corporation filed with the Secretary of State of Washington. The initial directors shall serve until a regular Board of Directors has been elected in the manner provided in these bylaws. The regular Board of Directors of the corporation shall consist of not less than three (3) and no more than twenty (20) directors. The Board of Directors is authorized to fix the precise number of directors by resolution adopted from time to time by a majority of all directors then in office.

4.3 Qualifications

All directors shall be members of the corporation or individuals in the full-time employ of or designated in writing by a corporate member of the corporation as the designated representative of such member. Directors may have such other qualifications as the Board of Directors may prescribe by amendment to these bylaws.

4.4 Manner of Appointment; Term of Office

The regular directors shall be elected at the annual meeting of the Board of Directors of the corporation by a vote of the directors as provided in Article V of these bylaws; provided, however, that each year one (1) director shall be elected by the Steering Committee as provided in Article VIII of these bylaws. All directors shall take office at the time and on the date specified by the Board of Directors and for directors elected by the Board of Directors, shall continue in office for a term of two (2) years and thereafter until his or her successor has been elected and has qualified or until his or her earlier death, resignation, retirement, disqualification or removal. Each director elected by the Steering Committee shall continue in office for a term of one (1) year and thereafter until his or her successor has been elected and has qualified or until his or her earlier death, resignation, retirement, disqualification or removal. There shall be no limitation on the number of successive terms of office for which a director may serve.

4.5 Disqualification

Upon termination of a director's membership in the corporation or termination of the director as a full-time employee or the designated representative of a member, such director may be deemed disqualified to serve as a director by the affirmative vote of a majority of all directors (other than the director whose disqualification is at issue) then in office. Provided however the Executive Director need not be a member, employee of a member or designated representative of a member.

4.6 Removal

Any director may be removed, for good cause, at any regular, special, or annual meeting of the Board of Directors, by the affirmative vote of a majority of all directors (other than the director whose removal is at issue) then in office, if notice of intention to act upon such matter shall have been given in the notice calling such meeting and to the director whose removal is at issue. The director shall be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered. For purposes of this Article 4.6, "good cause" is limited to:

(a) Failure to attend three (3) consecutive meetings of the Board of Directors or an annual attendance of less than seventy-five percent (75%) of the meetings of the Board of Directors;

(b) A direct or indirect conflict of interest that is not disclosed to the Board of Directors in accordance with the corporation's conflict of interest policy;

(c) A disability that prevents the director from participating actively in the affairs of the Board of Directors for a substantial or indefinite period;

(d) Use of membership for business advantage or gain that is inconsistent with the best interests of the corporation, as determined in the sole discretion of the Board of Directors of the corporation, or without first fully disclosing the circumstances to the Board of Directors;

(e) Conviction of a crime involving dishonesty, fraud, deceit, or misrepresentation; and

(f) Other conduct that, in the sole discretion of the Board of Directors of the corporation, seriously prejudices the corporation's ability to accomplish its purposes and activities.

Removal shall be without prejudice to the contract rights, if any, of the director so removed. However, election or appointment of a director shall not itself create contract rights.

4.7 Vacancies

Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the Board of Directors by a majority of all directors then in office. Each director so elected shall hold office until the expiration of his or her term, or the unexpired term of his or her predecessor, as the case may be, and until his or her successor is elected and qualifies, or until his or her earlier death, resignation, retirement, removal or disqualification.

4.8 Compensation

Nothing contained in the governing instruments of the corporation shall be construed to prevent any director from serving the corporation in any other capacity and receiving reasonable compensation for services rendered to, and in furtherance of the purposes and functions of, the corporation. No stated salary shall be paid directors, as such, for their services, but any director may receive reimbursement for expenditures incurred on behalf of the corporation.

ARTICLE V

Meetings of the Board of Directors

5.1 Place of Meetings

Meetings of the Board of Directors may be held at any place within or outside the State of Washington as set forth in the notice thereof or, in the event of a meeting held pursuant to a waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the corporation.

5.2 Annual Meeting; Notice

An annual meeting of the Board of Directors shall be held at the principal office of the corporation or at such other place as the Board of Directors may determine on such day and at such time as the Board of Directors shall designate. Unless waived as contemplated in Article 6.2, notice of the time and place of such annual meeting shall be given by the secretary, in accordance with Article 6.1, not less than ten (10) days before such meeting.

5.3 Regular Meetings; Notice

Regular meetings of the Board of Directors may be held from time to time at such times and at such places as the Board of Directors may prescribe. Unless waived as contemplated in Article 6.2, notice of the time and place of any regular meeting shall be given by the secretary, in accordance with Article 6.1, not less than ten (10) days before such meeting.

5.4 Special Meetings; Notice

Special meetings of the Board of Directors may be called by or at the request of the president or by any two (2) of the directors in office at that time. Unless waived as contemplated in Article 6.2, notice of the time, place, and purpose of any special meeting of the Board of Directors shall be given by the secretary, in accordance with Article 6.1, at least twenty-four (24) hours before such meeting; provided that notice shall be given at least seven (7) days prior to any special meeting the purpose of which is to remove a director or a member.

5.5 Quorum

At meetings of the Board of Directors, a majority of all directors then in office shall be necessary to constitute a quorum for the transaction of business.

5.6 Vote Required for Action

Except as otherwise provided in these bylaws, the articles of incorporation or by law, the act of a majority of the directors present in person at a meeting at which a quorum is present at the time shall be the act of the Board of Directors.

5.7 Presumption of Assent

A director who is present at a meeting of the Board of Directors when action is taken is deemed to have assented to the action unless (a) the director objects to holding or transacting business at the beginning of the meeting or promptly upon the director's arrival; (b) the director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) the director delivers written notice of the director's dissent or abstention to the person acting as secretary of the meeting before its adjournment or by registered mail to the secretary of the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

5.8 Action by Directors Without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing or in an electronic transmission (such as e-mail), setting forth the action so taken, is executed by all of the members of the Board of Directors then in office. Such consent shall have the same force and effect as an affirmative vote at a meeting duly called, and shall be placed in the minute book of the corporation as if it were the minutes of a meeting of the Board of Directors.

5.9 Electronic Voting Procedures

When action is taken between meetings pursuant to Article 5.8, the president, chair, vice chair, or any other officer with the consent of another officer, may call for one or more electronic votes. Multiple motions may be concurrently called for electronic vote.

Any motion to be voted upon electronically shall be distributed to the Board of Directors by electronic transmission and shall state the names of the parties proposing and seconding the motion and the dates beginning and ending the voting period. The period for voting on the motion shall commence on the date of electronic transmission of the motion to the directors and shall end ten (10) calendar days after the starting date. Directors shall electronically submit their votes on the motion to the officer calling for the vote and to the secretary. If a director is unable to electronically vote then the director may submit his or her vote by telephone or by mail.

The officer calling the vote may announce the results of the vote prior to the closing of the voting period if the outcome of the vote is assured at that time. Announcement of the outcome of the vote shall not automatically terminate the voting period, rather the voting period shall remain open until the ending date set forth in the motion or when all directors have voted, which ever is earlier.

Upon closing of the voting period the final tally of the votes shall be recorded in the corporate records and shall be announced to the directors (if not already done so). The results of all electronic votes shall be noted in the minutes of the next meeting of the directors.

5.10 Telephone and Similar Meetings

Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation in such a meeting shall constitute presence in person at the meeting, except where a director participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

5.11 Adjournments

A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

ARTICLE VI

Notice and Waiver

6.1 Procedure

Whenever these bylaws require notice to be given, the notice shall be given in accordance with this Article 6.1. Notice under these bylaws shall be in writing. Notice may be communicated in person, by mail or private carrier, or by electronic transmission if, with respect to the latter, notice is sent to the address, location, or system designated by the recipient for receipt of notice via electronic transmission. Written notice, if in a comprehensible form, is effective at the earliest of the following:

- (a) When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;
- (b) Five (5) days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed;
- (c) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;

- (d) When transmitted, if sent by electronic transmission to an address, location or system designated by the recipient for such purpose; or
- (e) When posted on an electronic network and a separate written notice or electronic transmission of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on an electronic network.

Notice to a member, other than an Individual member, shall be deemed effective when delivered in accordance with this Article 6.1 to the designated representative of the member as identified in the records of the corporation. In calculating time periods for notice, when a period of time measured in days, weeks, months, years, or other measurement of time is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted.

6.2 Waiver

Any notice may be waived before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing or in an electronic transmission, executed by the person entitled to the notice, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. A person's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless such person at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE VII

Officers

7.1 Number and Qualifications

The executive officers of the corporation shall consist of a chair, a president, a vice chair, a secretary, and a treasurer. Any two (2) or more offices may be held by the same person, except the offices of president and secretary. The Board of Directors may from time to time create and establish the duties of such other officers or assistant officers, as it deems necessary for the efficient management of the corporation and also may, from time to time, delegate the powers and duties of any officer to any other officer or any employee or agent of the corporation as the Board of Directors may select. The Executive Director as approved by the Board may serve as the President.

7.2 Appointment and Term of Office

The executive officers of the corporation shall be elected by the Board of Directors and shall serve for terms of one (1) year and thereafter until their successors have been elected and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

7.3 Removal

Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Election or appointment of an officer shall not itself create contract rights.

7.4 Vacancies

A vacancy in any office arising at any time and from any cause maybe filled for the unexpired term at any meeting of the Board of Directors.

7.5 President

(a) The president shall be the chief executive officer of the corporation.

(b) The president shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, and statements and reports required to be filed with government officials or agencies. He or she also shall be authorized to enter into any contract or agreement including hiring staff and to execute in the corporate name, along with the secretary, any instrument or other writing.

(c) The president shall see that all orders and resolutions of the Board of Directors are carried into effect. The president shall keep the Board of Directors and all officers and committees of the corporation fully informed as to the business and affairs of the corporation and shall consult with them concerning the business and affairs of the corporation.

(d) In the absence of the chair and vice-chair, the president, or his designee, shall preside at all meetings of the Board of Directors and the membership.

(e) The president shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

7.6 Chair

The chair shall preside at all meetings of the Board of Directors and the membership. The chair shall perform the duties and have the authority and exercise the powers of the president in the absence or disability of the president. The chair shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

7.7 Vice Chair

The vice chair shall perform the duties and have the authority and exercise the powers of the chair in the absence or disability of the chairman. The vice chair shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the chair may from time to time delegate.

7.8 Secretary

(a) The secretary shall attend all meetings of the membership and the Board of Directors and shall record all votes, actions and the minutes of all proceedings of the Board of Directors and the membership. The secretary also shall maintain the minutes of the proceedings of all committees of the corporation in the minute book of the corporation.

(b) The secretary shall give, or cause to be given, notice of all meetings of the membership and the Board of Directors.

(c) The secretary shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

7.9 Treasurer

(a) The treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the corporation and shall deposit all monies and other valuables in the name and to the credit of the corporation into depositories designated by the Board of Directors.

(b) The treasurer shall disburse the funds of the corporation as ordered by the Board of Directors, and prepare financial statements each month or at such other intervals as the Board of Directors shall direct.

(c) If required by the Board of Directors, the treasurer shall give the corporation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board of Directors) for the faithful performance of the duties of his or her office and for the restoration to the corporation, in case of his or her death, resignation, retirement, or removal from office of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the corporation.

(d) The treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the president may from time to time delegate.

ARTICLE VIII

Steering Committee

8.1 Designation of Steering Committee

The Steering Committee is comprised of up to forty (40) member representatives and the number may be adjusted by the Board of Directors from time to time. Each class of members as specified in Article 2.1 above may be represented on the Steering Committee, provided that no single class of members shall have more than twelve (12) representatives on the Steering Committee. Once a member of the corporation has been designated to have a member representative serve on the Steering Committee, such member's right to have a representative on the Steering Committee shall be permanent so long as the member continues to qualify as a member and any representative representing the member on the Steering Committee is an active employee of such member. Each member represented on the Steering Committee shall have the

option, exercisable no more than once per calendar year, to change the individual who serves as the member's designated representative on the Steering Committee. The corporation shall be entitled to request that any member designate a new designated representative for the Steering Committee for good cause. For purposes of this Article 8.1, "good cause" shall have the same meaning as set forth in Article 2.7.

8.2 Purpose of Steering Committee

The Steering Committee shall serve in an advisory role to provide the Board providing strategic input into priorities, policies and initiatives which support the corporation's mission. The Steering Committee shall have the right to elect one (1) director, who will also chair all meetings of the Steering Committee. The Steering Committee shall have such other specific duties as the Board of Directors of the corporation may from time to time prescribe or delegate by resolution adopted by a majority of all directors then in office.

8.3 Vacancies

Vacancies in the membership of the Steering Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

8.4 Quorum and Act of Committee

A majority of the whole Steering Committee shall constitute a quorum, and the act of a majority of committee members present in person at a meeting at which a quorum is present shall be the act of the Steering Committee.

8.5 Rules

The Steering Committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

8.6 Meetings

The director elected by the Steering Committee shall chair all meetings of the Steering Committee. In his or her absence, the president or the president's designee shall chair the meetings of the Steering Committee. Directors of the corporation may attend all meetings of the Steering Committee but shall do so in an ex officio, nonvoting capacity.

Other Committees

8.7 Other Committees of Directors

Other committees, not having and exercising the authority of the Board of Directors, may be designated by a resolution adopted by a majority of directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be appointed by the president. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

8.8 Term of Appointment

Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

8.9 Chair

The Board of Directors shall appoint one (1) member of each committee as the chair thereof. The committee, the Steering Committee and/or the Board may nominate individuals to serve as the chair of the committee. The appointed chair shall nominate the co-chair of the committee with such nomination to be approved by the Board. Each chair and co-chair shall serve as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member serving as chair or co-chair shall resign, be removed from such committee or cease to qualify as a member thereof.

8.10 Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

8.11 Quorum and Act of Committees

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

8.12 Rules and Minutes

Each committee shall follow the corporation's policies and procedures for committee organization, so as to maintain consistency between the committees and the corporation. Each committee shall maintain minutes of its meetings, which minutes shall be placed by the secretary in the minute book of the corporation.

ARTICLE IX

Strategic Advisors

9.1 Appointment

The Board of Directors and or Executive Director may offer full membership in the corporation, without requirement of payment of dues, to such persons, agencies, corporations, or institutions as it reasonably deems necessary or desirable and such members shall be referred to as Strategic Advisors. The Strategic Advisors shall represent nonprofit organizations, NGOs, academia, law enforcement and government agencies and other industry and business subject matter experts and stakeholders whose expertise and knowledge will help the Board of Directors carry out its functions.

9.2 Rights and Benefits

The Strategic Advisors shall have rights of full membership in the corporation as provided in Article 2.4 and such other benefits as the Board of Directors of the corporation may from time to time designate by resolution adopted by a majority of all directors then in office.

ARTICLE X

Distributions and Disbursements

10.1 Distributions and Disbursements

The Board of Directors, not less frequently than annually, shall (a) determine all distributions to be made from funds of the corporation (including funds held by trustees, custodians, or agents of the corporation) pursuant to provisions of the articles of incorporation, these bylaws, and the donors' directions if and to the extent applicable as provided herein; (b) make, or authorize and direct the respective trustees, custodians, or agents having custody of funds of the corporation to make payments to organizations or persons to whom payments are to be made, in such amounts and at such times and with such accompanying restrictions, if any, as it deems necessary to assure use for the purposes of the corporation and in the manner intended; and (c) determine all disbursements to be made for administrative expenses incurred by the corporation and direct the respective trustees, custodians, or agents having custody of funds of the corporation as to payments thereof and funds to be charged.

10.2 Vote Required for Determinations

All such determinations shall be made by the affirmative vote of a majority of directors present at a meeting duly called at which a quorum is present, unless otherwise expressly provided in these bylaws or by direction of the donor as a condition of the contribution.

10.3 Determination of Effective Agencies and Means for Carrying Out the Purposes of the Corporation

The Board of Directors shall gather and analyze fact and conduct such investigation and research as from time to time may be necessary or desirable in order to determine the most effective agencies and means for carrying out the purposes and functions of the corporation, and may direct disbursements for such fact-gathering and analysis, investigation, and research from funds given for such purposes or from funds given without designation as to purpose. Disbursements for other proper administrative expenses incurred by the Board of Directors, including reasonable salaries for such professional and other assistance as it from time to time deems necessary or desirable, shall be directed to be paid so far as possible, first from any funds designated for such purposes, and any balance out of income of the funds of the corporation or such of its principal as is not specifically restricted against such use.

10.4 Furtherance of Purposes

In furtherance of the purposes and functions of the corporation, when needs therefor have been determined and with appropriate provisions to assure use solely for such purposes, the Board of Directors may direct distributions to such persons, organizations, governments, or governmental agencies as in the opinion of the Board of Directors can best carry out such purposes and functions or help create new qualified tax-exempt organizations to carry out such purposes and functions.

ARTICLE XI

Contracts, Checks, Deposits and Funds

11.1 Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation. Such authority must be in writing and may be general or confined to specific instances.

11.2 Checks, Drafts, Notes, Etc

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such other manner as may from time to time be determined by resolution of the Board of Directors.

11.3 Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE XII

Miscellaneous

12.1 Books and Records

The corporation shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of the Board of Directors, the membership and all committees of the corporation. The corporation shall keep at its registered or principal office a record giving the names and addresses of the members, officers and directors and any other information required under Washington and federal law.

12.2 Fiscal Year

The Board of Directors is authorized to fix the fiscal year of the corporation and to change the same from time to time as it deems appropriate.

12.3 Internal Revenue Code

All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue law and to all regulations issued under such sections and provisions.

12.4 Electronic Transmissions

For purposes of these bylaws, the term “electronic transmission” shall mean an electronic communication (a) not directly involving the physical transfer of a writing in a tangible medium, and (b) that may be retained, retrieved, and reviewed by the sender and the recipient thereof, and that may be directly reproduced in a tangible medium by a sender and a recipient. The term “execute” when used in these bylaws with respect to an electronic transmission shall mean electronically transmitted along with sufficient information to determine the sender’s identity.

12.5 Construction

Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible (a) the remainder of these bylaws shall be considered valid and operative and (b) effect shall be given to the intent manifested by the portion held invalid or inoperative.

12.6 Table of Contents; Headings

The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.

12.7 Relation to Articles of Incorporation

These bylaws are subject to, and governed by, the articles of incorporation of the corporation, as they may be amended from time to time.

ARTICLE XIII

Amendments

The Board of Directors may alter, amend, or repeal these bylaws by the affirmative vote of all of the directors then holding office.

ARTICLE XIV

Tax-Exempt Status

The affairs of the corporation at all times shall be conducted in such a manner as to assure the corporation’s status as an organization qualifying for exemption from taxation pursuant to section 501(c)(3) or 501(c)(6) of the Internal Revenue Code as the case may be.

ARTICLE XV

Adoption of Bylaws

The foregoing bylaws were read, approved and duly adopted by the Board of Directors on the 18 day of August, 2011, and the president and secretary of the corporation were empowered to authenticate such bylaws by affixing their signatures below.

APPROVED:

By: /Craig Spieze
President

ATTEST:
Secretary