

# IDENTITY ECOSYSTEM STEERING GROUP, INC

Bylaws and Charter

*PROPOSED CONSOLIDATED  
IDESG BYLAWS &  
RULES OF ASSOCIATION  
FOR APPROVAL*

*at the*

*FEBRUARY 4, 2016  
IDESG VIRTUAL PLENARY*

**Incorporated:**  
October 21, 2013

**Bylaws Amended  
by Board of  
Directors:**  
April 7, 2015

**Bylaws and Rules  
of Association  
Consolidated by  
Plenary:**  
February \_\_, 2016

**Effective Date:**  
April 12, 2016



**BYLAWS**  
**IDENTITY ECOSYSTEM STEERING GROUP, INC. (“IDESG”)**  
A Virginia Nonprofit Corporation

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**ARTICLE I - NAME AND PURPOSE**

**Section 1.01. Name.** The name of the organization is Identity Ecosystem Steering Group, Inc., also known as “IDESG, Inc.” or “IDESG<sup>1</sup>.”

**Section 1.02. Purpose.** The purposes for which IDESG is formed, and the business and objects to be carried on and promoted by it, are as follows:

A. To govern and administer the Identity Ecosystem Framework as further detailed and described in these Bylaws as now existing or later amended<sup>2</sup>;

B. To carry out the mission, scope and operating principles of the IDESG and adhere to the NSTIC<sup>3</sup> Guiding Principles as set forth in the Charter for the Identity Ecosystem Steering Group, attached hereto as **Schedule A**; and,

C. To operate exclusively for charitable and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code and to meet the purposes set forth in the Articles of Incorporation, dated 21 October 2013.

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<sup>1</sup> **Historical Reference.** This document represents the consolidation of the Rules of Association (“ROA”) adopted by the IDESH Plenary on November 11, 2012. The ROA was revised by the Plenary on four occasions: April 10, 2013, June 14, 2013 (Proviso #4, repealed); October 7, 2013 (E-deliberation Revisions); and December 18, 2014. Upon adoption by the Plenary the Bylaws shall be the principal governance

<sup>2</sup> Current language.

<sup>3</sup> Editorial Note: NSTIC is the National Strategy for Trusted Identities in Cyberspace, as signed by the President of the United States. NSTIC is the initial strategy of the IDESG. NSTIC, as it applies to the IDESG, may be revised or superseded by the Plenary in whole or in part.

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**ARTICLE II - MEMBERSHIP<sup>4</sup>**

**Section 2.01. Classes of Membership Participation<sup>5</sup>.** The IDESG shall have three classes of participation:

**A. IDESG Members<sup>6</sup>.** Upon execution of a Membership Agreement and payment of dues, all members shall be entitled to vote in Plenary-wide proceedings and in the elections of members of the Board of Directors (individually, “Director”) and Plenary Officers<sup>7</sup> and shall be permitted to join any one of the Stakeholder Categories<sup>8</sup> (“Member(s)”). Members may be either Individual or Organizational (“Individual Member” or “Organizational Member”). An Organizational Member shall mean any Organization, regardless of its nation of organization<sup>9</sup>. An organization shall be defined as a commercial, governmental, or other separately constituted legal entity regardless of the form of business organization or its nation of origin and, when applicable, its parent company or organizations, its subsidiaries, affiliations (whether as a member of another company or as a subordinate entity under the control of another or if one of multiple entities under the control of a third company), controlled groups, divisions, committees, and working groups. Divisions, international affiliates, subsidiaries, committees of organizations, etc. are part of their parent organizations and are not considered separate organizations for IDESG membership purposes<sup>10</sup>.

**B. Liaison Organizations.** The Board of Directors may enter into liaison or other agreements on behalf of the IDESG, with other organizations and entities; provided, however, that none of the foregoing arrangements or agreements shall violate these Rules, or the policies of the IDESG, including IPR Policy/ies. Organizations may participate and interact with IDESG by executing a Liaison Agreement with IDESG at no cost. Under the terms of such agreement IDESG and the Liaison Organization may participate in discussion, as set forth in the agreement; and, abide by the terms of the Membership Agreement incorporated therein. However, Liaison Organizations may not participate in Decision Making as set forth in these Bylaws<sup>11</sup>.

**C. Public Participants<sup>12</sup>.** Public Participants may attend and observe IDESG meetings and receive publicly released documents; however, they may not participate in discussion or Decision Making.

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<sup>4</sup> Current Article IV. Amended on April 7, 2015 by the Board of Directors. Replaced the following: “There shall be one or more classes of membership, the qualifications, rights, and responsibilities of which shall be set forth in the Rule of Association.”

<sup>5</sup> Current Section 4.01. “Determination and Rights of Members.”

<sup>6</sup> See, ROA §1.2.2 (“Organizational Members”) and 1.2.3 (“Individual Members”), in lieu of ROA 12.8.1.

<sup>7</sup> See, ROA §1.2.1.

<sup>8</sup> See, ROA §§1.2.2.1 (“General Terms”) and 1.2.3 (1<sup>st</sup> sentence).

<sup>9</sup> See, ROA §12.8.5.

<sup>10</sup> See, ROA §12.12.

<sup>11</sup> Derived from ROA §1.4.

<sup>12</sup> In lieu of ROA §1.4, as follows: “Other IDESG Participants; General Public and Liaison Relationships. Participation and attendance by members of the public in meetings of the IDESG may be permitted.”

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Rights and responsibilities of Members, Liaisons and Public Participants are set forth herein.

**Section 2.02. Definition and Status of Membership.**

**A. Eligibility/Qualifications.** Membership in the IDESG shall be open and the extent of participation shall be voluntary<sup>13</sup>. Any person or organization is qualified to become a member of the IDESG<sup>14</sup>. Members are entitled to actively participate in the IDESG and the work of the Plenary and its Committees. Members shall participate in Decision Making, including, but not limited to the right to a vote in Plenary-wide or Committee proceedings and in the elections of Plenary Officers and Directors. The requirements for qualification as a Member are set forth in these Bylaws<sup>15</sup>.

**B. Member Representatives and Associates.**

**(1) Member Representatives; Defined<sup>16</sup>.** The person, whether or not an employee of an Organizational Member, is the primary contact for an Organizational Member, designated to act on behalf of the Member and may be responsible for executing the Steering Group Membership Agreement and maintaining the membership roster of Member Associates<sup>17</sup>. No person shall represent more than one Organizational Member<sup>18</sup>. Each Organizational Member is authorized to designate, in writing to the Executive Director, alternate Member Representatives who may act on their behalf in the absence of the Member Representative<sup>19</sup>.

**(2) Member Associates; Defined<sup>20</sup>.** Member Associates are employees and associates of Organizational Members who participate in the Committees of the Plenary<sup>21</sup>. Each Organizational Member may have multiple Member Associates who shall be authorized to participate in Committee Decision Making procedures on behalf of the Member in the absence of the Voting Representative; however, each Organizational Member shall be entitled to only one voting representative in the deliberations of a

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<sup>13</sup> See, ROA §1. The following provision is deleted: “Membership in the IDESG shall be open to organizations and individuals that have an interest in the development and administration of the Identity Ecosystem and are able to execute the required Membership Agreement. ”

<sup>14</sup> Current Section 4.04 (“Qualification of Members”).

<sup>15</sup> Derived from ROA §12.8.7 (“Voting Member”).

<sup>16</sup> Consolidation of ROA §§1.2.2.2 (“Member Representatives”) and 12.8.3.

<sup>17</sup> See, ROA §12.8.3 (1<sup>st</sup> sentence), in lieu of the following provision of the 1<sup>st</sup> sentence of ROA §1.2.2.2: “Each Organizational Member shall designate one person as its Member Representative, in accord with its own selection process. “ ROA §12.8.3 (2<sup>nd</sup> and 3<sup>rd</sup> sentences) is deleted.

<sup>18</sup> ROA §1.2.2.2 (2<sup>nd</sup> sentence).

<sup>19</sup> ROA §1.2.2.2 (3<sup>rd</sup> sentence).

<sup>20</sup> Consolidation of ROA §§1.2.2.3 and 12.8.2 (“Member Associates”).

<sup>21</sup> See, ROA §12.8.2 (1<sup>st</sup> sentence).

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Committee<sup>22</sup>. All Member Associates shall be listed on the Membership Roster attached to the Membership Agreement<sup>23</sup>. Such Member Associates shall comply with the same obligations as the Organizational Member under the Membership Agreement<sup>24</sup>.

**(3) Membership Roster; Defined<sup>25</sup>.** A list of all current Members to be maintained and updated by the Member Representative and supplied to the Secretariat.

**(4) Individual Member(s)<sup>26</sup>.** Individual Members do not have Member Representatives or Member Associates.

**C. Committee Participation.** Participation in IDESG Committees shall be open to all Members who may vote on work products and recommendations. Moreover, Members may participate in multiple Plenary Committees; unless otherwise modified by the Board of Directors. However, a Member shall have only one vote in each such Committee<sup>27</sup>.

**Section 2.03. Admission of Members<sup>28</sup>.** Applicants may be admitted to membership on making an application therefore in writing and upon recommendation by the Executive Director, execution of a Membership Agreement and upon payment of the first annual dues, as specified in the following sections of these bylaws.

**A. Membership Agreement.** IDESG will enter into a Membership Agreement (the “Membership Agreement”) with certain Organizations and Individuals and entities meeting the criteria set forth therein<sup>29</sup>.

**(1) Form of Agreement.** The Membership Agreement will be in a form approved by the Board of Directors<sup>30</sup>.

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<sup>22</sup> See, ROA §1.2.2.3.

<sup>23</sup> See, ROA §12.8.2 (2<sup>nd</sup> sentence).

<sup>24</sup> See, ROA §12.8.2 (3<sup>rd</sup> sentence).

<sup>25</sup> See, ROA §12.8.4 (“Membership Roster”). See, ROA §12.8.6 (“Non-Voting Member”). is deleted, as follows: “Members that do not meet the criteria for Voting Members, but that wish to maintain a formal and ongoing presence in the IDESG. Non-Voting Members may still contribute to the work of the Plenary and its Committees. While they may participate in the Consensus process, they shall not be permitted to vote in Plenary or Committee proceedings and in the elections of Officers and delegates. The requirements for qualification as a Non-Voting Member are set forth in these Bylaws.”

<sup>26</sup> NEW.

<sup>27</sup> See, ROA §2.1.3.4.

<sup>28</sup> Current Section 4.05 (“Admission of Members”). Note: I inserted “may” instead of “shall” regarding admission of members. I also inserted “recommendation” in lieu of “approval of the application”...by the Membership Committee.

<sup>29</sup> Current Section 4.02 (“Membership Agreement”).

<sup>30</sup> Current Section 4.02 (“Membership Agreement”). Current Section 4.03 (“Consistency with Membership Agreement”) is deleted, as follows: “**Consistency with Membership Agreement.** To the extent any provision of these bylaws is inconsistent with the Membership Agreement, the provisions of the Membership Agreement shall control and the

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**(2) Restriction on Membership.** No employee, Member Representative or Member Associate of an Organizational Member, as herein defined, shall be eligible to join IDESG as an Individual Member. No subsidiary, affiliate, related-entity or division of an Organizational Member shall be entitled to join IDESG as an Organizational Member; unless otherwise waived by the Board of Directors in its sole discretion<sup>31</sup>.

**(3) Nonliability of Members**<sup>32</sup>. Members are not, as such, personally liable for the debts, liabilities, or obligations of IDESG.

**(4) Nontransferability of Memberships**<sup>33</sup>. No Member may transfer a membership or any right arising therefrom. All rights of individual membership cease upon the Member's death or dissolution, as the case may be. All rights of organizational membership belong to the Member organization.

**Section 2.04. Changes in Membership Status**<sup>34</sup>. Changes in a member's status are described in the sections that follow.

**A. Withdrawal of Membership**<sup>35</sup>. Members may voluntarily withdraw from the IDESG at any time by stating their intention in writing to the Executive Director subject to the applicable rules herein. The withdrawal shall be effective thirty (30) days after written notice of withdrawal is filed with IDESG.

**B. Termination of Membership**<sup>36</sup>. Membership shall terminate upon the occurrence of any of the following events:

**(1)** Upon notice of such termination delivered to the IDESG President or Secretary (with a copy to the Executive Director) personally, by mail, or email, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

**(2)** If IDESG has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such Member by the IDESG Secretary. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.

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inconsistent portion of these bylaws shall be disregarded.” The following language is deleted: “Parties to the Membership Agreement will not constitute members of the corporation within the meaning of the Law.”

<sup>31</sup> Modification of current Section 4.01 (2<sup>nd</sup> sentence).

<sup>32</sup> Current Section 4.07 (“Nonliability of Members”) and ROA §8.

<sup>33</sup> Current Section 4.08 (“Nontransferability of Membership”).

<sup>34</sup> See, ROA §1.4 (“Changes in Membership Status”).

<sup>35</sup> See, ROA §1.4.1 (“Withdrawal of Membership”).

<sup>36</sup> See, Current Section 4.09.

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(3) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the IDESG. Any person expelled from membership shall receive a pro-rated refund of dues already paid for the current dues period. The Board of Directors shall adopt a hearing procedure to effectuate this provision.

**C. Administrative Modification of Membership<sup>37</sup>.** Any change in legal status of a Member shall result in the appropriate modification or termination of their membership. **Situations that may result in the modification of membership include, but are not limited to:**

- (1) Dissolution of an Organizational Member<sup>38</sup>.
- (2) Acquisition or divestiture of one Organizational Member by another Organizational Member<sup>39</sup>.
- (3) Change in employment status or affiliation of any individual with an Organizational Member<sup>40</sup>.

All rights of a Member shall cease on termination of membership as herein provided<sup>41</sup>.

**Section 2.05. Current Payments<sup>42</sup>.** Any Member not current with any membership dues by the conclusion of the time set forth in §2.04.B(2), above, shall no longer be permitted to participate in Decision-Making; vote in elections; or, serve or have Member Representatives or Associates serve on the Board of Directors and the Committees of the IDESG.

**Section 2.06. Stakeholder Category Affiliation<sup>43</sup>.** Each Member may self-select into the Stakeholder Category that they consider best represents its roles or interests in the Identity Ecosystem. Affiliation into these Stakeholder Categories shall be used for the purpose of electing Stakeholder representatives to the Board of Directors. However, Members are not required to join or remain in a Stakeholder Category and in the event a Stakeholder Category is not

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<sup>37</sup> See, ROA §1.4.2 (“Administrative Modification of Membership”).

<sup>38</sup> See, ROA §1.4.2.1.

<sup>39</sup> See, ROA §1.4.2.2.

<sup>40</sup> See, ROA §1.4.2.3.

<sup>41</sup> See, Current Section 4.09.

<sup>42</sup> NEW.

<sup>43</sup> See, ROA §3.3 and 3.3.1. **Note:** Stakeholder Categories shall not be chartered entities and, as such, shall not conduct work for the IDESG. However, to the extent that a group of stakeholders belonging to a particular category should meet together, it is expected that they follow the IDESG Operating Principles of Openness and Transparency, as set forth in these Rules. Member Representatives and Member Associates may be affiliated with the Stakeholder Category selected by their respective Organizational Member. Individual Members shall have the option to self-identify into any of the Stakeholder Categories enumerated in §3.1, **herein**, including Unaffiliated Individuals.

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selected the Member shall be deemed for purposes of participating in the Election Process: “Unaffiliated”.

Submission to Plenary 18 January 2016

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**ARTICLE III - MEMBERSHIP DUES AND CLASSIFICATIONS**

**Section 3.01. Fees and Dues.** The annual IDESG dues payable by Members shall be in such amount as may be determined from time to time by resolution of the Board of Directors<sup>44</sup>, which shall, in determining dues schedules, take cognizance of the disparity in size and financial capacity of the Members<sup>45</sup>. Membership dues are assessed initially when joining the IDESG and annually thereafter on the membership anniversary date<sup>46</sup>.

**Section 3.02. Dues Classifications<sup>47</sup>.** The Board of Directors may establish different categories of Members based upon the level of dues that offer varying services and benefits; for example, basic or sustaining membership.

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<sup>44</sup> See, Current Section 4.06 entitled “Fees and Dues.”

<sup>45</sup> NEW.

<sup>46</sup> NEW.

<sup>47</sup> NEW.

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**ARTICLE IV - GOVERNANCE ENTITIES OF THE IDESG**

**Section 4.01. Membership Bodies<sup>48</sup>.** The IDESG shall have two deliberative bodies: the Board of Directors and the Plenary<sup>49</sup>.

**Section 4.02. Board of Directors<sup>50</sup>.** The governing body of the IDESG shall be known as the Board of Directors, which shall exercise all the powers and authority granted to the IDESG by law.

**A. Authority of the Board of Directors<sup>51</sup>.** The Board of Directors shall have general charge and management of the affairs of the IDESG, including the power to adopt and amend the Bylaws, and shall be responsible for carrying out the purposes thereof, including but not limited to the adoption of Governance Policy(ies) designed to implement this Bylaws. It shall elect from its Members a President, Vice President, Secretary and Treasurer and such other Officers as it may establish in furtherance of these Bylaws. The Board of Directors may create such Standing and Special Committees of the Board as is necessary and shall give them such powers and duties as the Board may set forth in the resolution adopted pursuant to §5.09, below, of these Bylaws. As may be provided herein, the Board of Directors may allocate responsibilities to a Standing or Special Committee of the Board, to an Officer of the IDESG, or to the Executive Director so long as accountability remains within the purview of the Board. When the delegation of powers is not set forth in these Bylaws, the extent of such delegation and any limitations thereon shall be set forth by the Board of Directors by resolution or in the governance policy so adopted. Where the Secretary is unable to fulfill his or her responsibilities, the President may appoint a member of the Board to serve as temporary Secretary and, at such time, shall assign the duties and establish a finite duration of service.

**B. Reimbursement<sup>52</sup>.** Directors shall serve without compensation; however, may be reimbursed for expenses incurred in the furtherance of IDESG business in accordance with an approved reimbursement policy. IDESG may not utilize funds for reimbursement where such use is precluded by contract.

**C. Paid Staff<sup>53</sup>.** The Board of Directors shall hire an Executive Director in accordance with the provisions of §5.06, below. The

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<sup>48</sup> See, Current Section 5.01 entitled “Bodies.” Please note: Board of Directors replaces the Management Council.

<sup>49</sup> See, Current Section 5.02 entitled “Plenary” and ROA §12.7.

<sup>50</sup> See, ROA §2.2 and current Section 2.01 entitled “Authority of Directors” and Section 5.03 entitled “Management Council,” as follows: “The Management Council shall provide guidance to the Plenary on the broad objectives envisioned by the NSTIC, produce work plans to prioritize work items and monitor progress, and have general administration of the affairs of the Corporation between meetings of the Plenary. The responsibilities, membership, structure, including committee structure, and operations of the Management Council shall be as set forth in the Membership Agreement (Amended on April 7, 2015 by the Board of Directors.) and the Rules of Association.”

<sup>51</sup> NEW.

<sup>52</sup> Current Section 2.11.

<sup>53</sup> See, Current Section 3.04.

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Executive Director may hire such paid staff as deemed proper and necessary for the operations of the IDESG. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Executive Director. The procedures recommended by the Internal Revenue Service (see Part V, 4 of IRS Form 1023 Rev. 10-2004) shall be followed in determining appropriate compensation.

**D. Number and Composition**<sup>54</sup>. The Board shall consist of the Plenary Chair and Vice Chair and two (2) members, all elected At-Large<sup>55</sup>; the NSTIC National Program Office Director (ex officio), the IDESG Executive Director (ex officio) and the following fourteen (14) Stakeholder representatives<sup>56</sup>:

(1) **Privacy and Civil Liberties:** protection of individuals’ privacy and civil liberties;

(2) **Usability & Human Factors:** technologies and solutions that are usable and incorporate the human, cognitive, and social properties unique to the characteristics of humans;

(3) **Consumer Advocates:** the interests and accessibility of consumers and other individual end-user populations;

(4) **U.S. Federal Government:** the departments and agencies that comprise the U.S. Federal Government. Under its various forms and component programs, the government acts as an identity provider, attribute provider, and relying party. This group’s representative to the Board of Directors will be responsible for advocating for the Federal Government as a stakeholder;

(5) **U.S. State, Local, Tribal, and Territorial Government:** the interests of the various state, local, tribal, and territorial governments that exist within the U.S.;

(6) **Research, Development, Education & Innovation:** research, teaching, and technology development in support of the Identity Ecosystem;

(7) **Identity & Attribute Providers:** the processes and technologies associated with establishing, managing, and securing digital identities and attributes;

(8) **Interoperability:** supporting interoperability within the Identity Ecosystem, inclusive of Trust Framework Providers and standards development organizations;

(9) **Information Technology (IT) Infrastructure:** IT infrastructure relevant to the functioning of the Identity Ecosystem,

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<sup>54</sup> See, Current Section 2.02 entitled “Number, Selection, and Tenure”; and ROA §2.2.1.

<sup>55</sup> See, ROA §2.2.1.2.

<sup>56</sup> See, ROA §2.2.1.1 and 3.3.1.

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inclusive of different types of communications and network traffic, as well as virtual and distributed functions that produce and provide hardware, software, and IT systems and services;

**(10) Regulated Industries:** Industries covered by sector-specific regulations that may be affected by the development of the Identity Ecosystem Framework;

**(11) Small Business and Entrepreneurs:** impact of the development of the Identity Ecosystem Framework on small businesses and individual business owners/operators;

**(12) Security:** IT security services that support the confidentiality, integrity, and availability of identity solutions;

**(13) Relying Parties:** transaction decisions based upon receipt, validation, and acceptance of an entity’s authenticated credential(s) and identity attributes; and,

**(14) Unaffiliated Individuals:** any Individual Member who does not self-identify into one of the other Stakeholder Categories and chooses to join this category.

The IDESG shall periodically review the list of designated Stakeholder Categories to confirm that it accurately reflects the broad array of Identity Ecosystem stakeholders and provides balanced representation for all parties. Accordingly, the Stakeholder Categories may be added, removed, or modified at any time, as necessary by amending these Bylaws<sup>57</sup>.

**E. Term of Office<sup>58</sup>.**

**(1) Term of Office<sup>59</sup>.** The members of the Board of Directors shall be divided into three (3) classes of actually or approximately equal size. After the election following the adoption of these Bylaws, Directors (including the Plenary Chair and Vice Chair) shall determine membership in the classes by lot. The first classes shall serve for One (1), two (2) and three (3) years, respectively; thereafter, all terms shall be for three (3) years; however, the Plenary Chair and Vice Chair shall be elected to a term of one (1) year. The term of office shall commence on the second (2<sup>nd</sup>) Tuesday of the month of April in the year in which the Director is elected.

**(2) Annual Elections.** The Annual IDESG Elections for the Board of Directors, including the Plenary Chair and Vice Chair, shall take place up to ninety (90) days but not less than forty-five (45)

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<sup>57</sup> See, ROA §3.3.2.

<sup>58</sup> See, Current Section 2.02 entitled “Number, Selection, and Tenure”; and ROA §2.2.1.

<sup>59</sup> NEW.

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days prior to the commencement date of the Term of Office<sup>60</sup>. The Members of the Plenary shall be responsible for electing the Plenary Chair, Plenary Vice Chair, the at-large Board of Directors and may only vote for the Stakeholder candidate for Director of the Member’s designated Stakeholder Category<sup>61</sup>.

**(3) Conduct of Annual and Special Elections<sup>62</sup>.** Annual and special elections shall be conducted by a committee of the Board of Directors<sup>63</sup> which shall be responsible for: formulating and proposing specific voting and election functions, processes and guidelines, including a call to candidates and notice to Members for Annual and, if necessary, Special Elections<sup>64</sup>; and, administering the functions of election process within the parameters of the annual election calendar, including establishing the date of the election, the cut-off date for ballot access, the time-frame for the publication and distribution of ballots, the duration of the ballot process<sup>65</sup> and preparation of the ballots<sup>66</sup>.

**(a)** Only Members as of the date of the call for candidates and notice of election to Members shall be eligible to submit nominations and vote in the election (i) for at-large candidates and (ii) for candidate of the Stakeholder Category designated by the Member as of that date<sup>67</sup>.

**(b)** For elected positions the candidate receiving the highest number of votes cast by Members shall be deemed the winner<sup>68</sup>.

**(c)** In the event of an election tie, another ballot that includes only the tied candidates shall be conducted in a timely fashion, within the established election schedule<sup>69</sup>.

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<sup>60</sup> See, ROA §3.4.2.1.

<sup>61</sup> See, ROA §2.1.2.7.

<sup>62</sup> Derived from ROA §3.4.3, in lieu of the following: “**Submission of Candidate Recommendations.** The process for the submission of candidate recommendations is as follows: 3.4.3.1 **Ballot 1:** Any Voting Member may submit candidate recommendations for Ballot 1 candidates. 3.4.3.2 **Ballot 2:** Any Voting Member affiliated with the Stakeholder Category may submit candidate recommendations for Ballot 2 candidates. 3.4.3.3. A Member may self-nominate.” Note: there should only be one election.

<sup>63</sup> Replacement of ROA §3.4.

<sup>64</sup> ROA §3.4.2.

<sup>65</sup> ROA §3.4.2.3.

<sup>66</sup> Derived from ROA §3.4.5, in lieu of the following: “**Preparation of the Ballots.** The Secretariat shall prepare the ballots by including the eligible candidate recommended, pursuant to §3.4.3, below, following the call for candidates. Members shall only appear once on each election ballot; in the event a Member is elected following consideration on Ballot 1, the Member shall be disqualified from appearing on Ballot 2 and the Secretariat shall strike the name of the candidate from the ballot.”

<sup>67</sup> See, ROA §3.4.6.4. The Secretariat shall administer the vote, tally the ballots, and report the results;” See also, ROA §3.4.6.1. The following provisions should be deleted: (a) “3.4.6.2 **Ballot 1:** Any Voting Member may vote for Ballot 1 candidates;” (b) “3.4.6.3. **Ballot 2:** Any Voting Member affiliated with the Stakeholder Category may vote for Ballot 2 candidates;”

<sup>68</sup> See, ROA §3.4.6.5.

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**(4) Limitation of Service<sup>70</sup>.** The Plenary Chair, the Plenary Vice-Chair and the Members of the Board of Directors may serve no more than two (2) terms consecutively but may serve any number of non-consecutive terms. Said limitation of service shall commence with the term of office commencing on second (2<sup>nd</sup>) Tuesday of the month of April in 2016.

**(5) Qualifications<sup>71</sup>.**

(a) Eligible Members may hold only one position, at a time, as an elected IDESG official. The Chair or Vice Chair of the Plenary may not serve as an IDESG corporate officer.

(b) An eligible Member shall confirm his or her willingness to be a candidate for any election position of the IDESG.

(c) Candidates for Stakeholder representative on the Board of Directors shall be a Member or Member Representative within the Stakeholder Category for which they are nominated.

(d) The nominee must be a Member or representative of a Member.

**F. Attendance Requirement.** Board members who miss three (3) consecutive meetings without prior excuse or six (6) meetings in any one (1) year may be asked to forfeit their seat.

**G. Resignation, Removal and Vacancy.**

**(1) Resignation<sup>72</sup>.** Resignations are effective upon receipt of written notification by the IDESG Secretary.

**(2) Removal of Directors<sup>73</sup>.**

**(a) By the Membership.** At any time during the term of office yet, at least, ninety (90) Days prior to the Annual Election for the office in questions, Board of Director members, including the Chair and Vice Chair of the Plenary, may be removed from office, with or without cause, first by a

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<sup>69</sup> See, ROA §3.4.6.6.

<sup>70</sup> See, ROA §3.2.2.

<sup>71</sup> See, ROA §3.4.4.

<sup>72</sup> See, Current Section 2.03 entitled “Resignation.”

<sup>73</sup> See, Current Section 2.04 entitled “Removal” and ROA §3.2.4. See also, current Section 2.04: “Board members may be removed from office when removed from the Management Council as provided for in the Rules of Association and ROA §3.2.4: **Removal of Management Council Delegates.** Management Council Delegates shall be subject to removal from elected office, for cause, by the Plenary in accordance with the provisions set forth by the IDESG’s parliamentary authority. The procedures and grounds for removal shall be set forth in IDESG Standing Rules.

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removal petition of at least twenty (20%) percent of all Members, in the case of Directors elected at-large, or fifty (50%) percent of the Director’s Stakeholder Group, as the case may be. Upon successful presentation of the petition to the IDESG President, or Vice President (in the case of a removal of the President) a vote shall be ordered. The member shall be removed upon a vote of the Preponderance of the Members of the Plenary, as defined in Section 6.06.C, below, vote unless otherwise provided under the laws of the Commonwealth of Virginia.

**(b) By the Board of Directors.** At the request of any Member of the Board or on its own initiative, with appropriate due process and in accordance, the Board of Directors may investigate allegations of misconduct against any member of the Board of Directors, including but not limited to violations of the Conflict of Interest Policy, Code of Ethics, breach of fiduciary duties or other rules or conduct injurious to IDESG. Upon completion of said investigation the Board may render a decision pertaining to appropriate disciplinary action, up to and including removal. The procedures and grounds for removal shall be set forth in the policies of the IDESG.

**(3) Vacancies<sup>74</sup>.** A vacancy on the Board of Directors created for any reason may be filled by Special Election or a vote of the remaining Directors until the next election of Directors, at which time the then unexpired term of the replaced Director shall be filled. In the event there is a vacancy in the position of the Plenary Chair, the Vice Chair shall assume such responsibilities until the next election<sup>75</sup>.

**Section 4.03. The Plenary.** The Plenary shall be the authoritative deliberative assembly of the IDESG,<sup>76</sup> responsible for adopting and establishing standards for the identity ecosystem framework<sup>77</sup>; developing and maintaining policies for the identity ecosystem framework, processes for the accreditation of identity ecosystem framework entities; and, identity ecosystem framework

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<sup>74</sup> See, ROA §3.2.3. See also, **current Section 3.2.3:** In the event that an Officer voluntarily resigns, is unable to complete his or her term of office due to a change in a Member’s status according to these Bylaws or is removed from Office as set forth herein, the position shall be deemed vacant and the Plenary shall elect a successor as set forth in these Rules. Should a Director become unable to fulfill their commitment, they shall be expected to vacate their seat. Once vacated, a replacement must be chosen by election at the earliest reasonable opportunity in accordance with these Rules to fill the remaining portion of the unexpired term, unless there is less than ninety (90) days remaining in the term of office. Vacancies shall not affect the ability to make decisions.

<sup>75</sup> See, ROA §2.1.5.

<sup>76</sup> See, ROA §2.1. See also, **Current Section 5.02. entitled “Plenary” as follows:** “The Plenary shall be the governance body representative of the entire membership. The responsibilities, membership, structure and operations of the Plenary shall be as set forth in the Membership Agreement (Amended on April 7, 2015 by the Board of Directors) and the Rules of Association.”

<sup>77</sup> See, ROA §2.1.2.1. See, current language: “Facilitate the timely review, recommendation and adoption of standards related to the development and governance of the Identity Ecosystem.”

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operating procedures (the “Primary Activities of the IDESG”)<sup>78</sup> as well as the adoption of: technical standards, procedures/policies for governing the Identity Ecosystem Framework, accountability measures to promote broad adherence to these procedures, in accordance with the decision-making procedures set forth in these Bylaws and the Governing Documents<sup>79</sup>. The roles, responsibilities and participation requirements of each component are described in the sections that follow.

**A. Authority of the Plenary.** The Plenary shall:

(1) Develop and maintain work products to include: (a) a framework methodology for testing and certifying identity ecosystem components; (b) the identity ecosystem framework; and, (c) produce, develop and maintain work products for the identity ecosystem framework as well as documents and materials<sup>80</sup>.

(2) Develop and establish accountability measures for the Plenary and its components<sup>81</sup>.

(3) Perform all other acts necessary and appropriate to the conduct of the Plenary’s activities and achievement of the Plenary’s goals<sup>82</sup>.

(4) Approve all Committee recommendations and work products, in accordance with the provisions pertaining to Decision Making<sup>83</sup>.

**B. Officers of the Plenary: Plenary Chair and Vice Chair.** The Plenary shall elect a Chair and Vice Chair, as set forth in Section 4.02(C)(2), above<sup>84</sup>.

(1) **Plenary Chair.** The Plenary Chair shall preside<sup>85</sup> at all meetings of the Plenary and serve as a member of the Board of Directors, where the Chair shall be responsible for coordinating

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<sup>78</sup> See, ROA §12.15.

<sup>79</sup> See, ROA 12.6 (2<sup>nd</sup> sentence, 1<sup>st</sup> clause). See also, See, ROA §2.1.1 and 12.6 (3<sup>rd</sup> sentence) is deleted, as follows: “The Plenary shall be open to all IDESG Members, however, only Members shall participate in voting as may be required by these rules, including, but not limited to elections for Management Council Delegates, the Plenary Vice-Chair and the Plenary Chair.”

<sup>80</sup> See, ROA §2.1.2.2 deleting the term “Governance Documents” in two places.

<sup>81</sup> See, ROA §2.1.2.4. ROA §2.1.2.5 is deleted as follows: “Facilitate the ongoing operation of the IDESG, including the adoption of rules and policies and the consideration and approval of Special Rules of Order Standing Rules, Provisos and other policies of the Plenary.”

<sup>82</sup> See, ROA §2.1.2.6.

<sup>83</sup> See, ROA §2.1.3.5.

<sup>84</sup> See, ROA §§2.1 (2<sup>nd</sup> sentence) and 12.10.

<sup>85</sup> In lieu of ROA §2.1.4.1.1, as follows: “act in a purely neutral capacity, when presiding over or conducting the business of the Plenary, divesting him- or her-self of any organizational or technical position within the IDESG”; and “Guide the Secretariat in carrying out its duties and responsibilities as they pertain to the Plenary (ROA §2.1.4.1.2).” See, also ROA §12.13.

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and ensuring that the policy and goals of the IDESG are being met<sup>86</sup>. The Chair shall be responsible for convening meetings<sup>87</sup>, facilitating Plenary actions, managing Plenary Decision Making proceedings, communicating all Plenary information and decisions<sup>88</sup> and providing general leadership to the Plenary,<sup>89</sup> including the management of the Committees<sup>90</sup> and assuring consideration of issues, including consideration of minority views in an and amiable atmosphere<sup>91</sup>. Moreover the Chair shall have the authority to call for affirmation of Consensus (as defined herein), mediate with dissenting parties, recommend committal or recommittal of a matter to Committee for further action<sup>92</sup> and assist in the resolution of any appeal against a Plenary decision<sup>93</sup>.

**(2) Plenary Vice Chair.** The Plenary Vice Chair shall, in the absence of the Chair, preside over the Plenary and may represent the Plenary Chair in other IDESG activities at the request of the Chair<sup>94</sup>. The Vice Chair shall be a member of the Board of Directors<sup>95</sup>.

**C. Plenary Committees<sup>96</sup>.** In addition to the Committees established by these Bylaws, the Plenary may create or dissolve Committees to perform the Plenary’s work and shall give them such powers and duties as the Plenary may set forth (“Plenary Committees”)<sup>97</sup>. Said Plenary Committees shall address and coordinate the ongoing and/or permanent activities that occur within the Plenary<sup>98</sup>.

**(1) Committee Charters: Contents<sup>99</sup>.** Charters shall, at a minimum outline the mission and jurisdiction, operational principles, decision making procedures, leadership selection processes and interrelationships with other committee activities and deliverables, if applicable. All charters will support the principles set forth in the IDESG Charter. The Plenary Chair shall

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<sup>86</sup> As to this clause, please see, ROA §2.1.4.1.5.

<sup>87</sup> As to this clause; please see, ROA §2.1.4.1.8. Modified the current language: “...call meetings of the Plenary from time to time.”

<sup>88</sup> This clause in lieu of ROA §2.1.4.1.4, as follows: “ensure that all information and decisions are clearly and effectively communicated.”

<sup>89</sup> See, ROA §2.1.4.

<sup>90</sup> See, ROA §2.1.4.1.

<sup>91</sup> In lieu of ROA §2.1.4.1.3 “...guide the Consensus processes in the Plenary, ensuring that all points of view, to include minority views, are adequately expressed and understood by all present; and, when necessary, in the absence of achieved consensus, directing votes of the Plenary as may be required under these Rules” and ROA 2.1.4.1.6. as follows: “foster an open and amiable atmosphere at Plenary meetings.”

<sup>92</sup> See, ROA §2.1.4.2.

<sup>93</sup> See, ROA §2.1.4.1.7.

<sup>94</sup> See, ROA §2.1.5.

<sup>95</sup> See, ROA §2.2.1.

<sup>96</sup> See, ROA §§2.1.3 and 12.1.

<sup>97</sup> See, ROA §2.1.2.3.

<sup>98</sup> See, ROA §12.1.

<sup>99</sup> See, ROA §2.1.3.3.

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establish uniform provisions for the operation of Plenary Committees, subject to review by the Board of Directors.

**(2) The Privacy Committee**<sup>100</sup>. There shall be a Privacy Committee which shall have such responsibilities and authority as specially set forth in these Rules and the Committee Charter, including:

(a) The responsibility to develop, maintain, publish and adhere to a consistent evaluation methodology for identifying privacy, and identity-related civil liberties risks and issues (“Privacy Evaluation Methodology”)<sup>101</sup>.

(b) The responsibility to proactively communicate with and appoint liaisons to other Plenary Committees to identify and resolve potential privacy concerns during the development of identity ecosystem framework work products<sup>102</sup>.

(c) The responsibility to review all identity ecosystem framework work products prior to approval by the Plenary in a timely manner and issue a Privacy Review Report, consistent with the time frames and procedures enumerated in the Privacy Evaluation Methodology<sup>103</sup>.

(d) The authority to raise formal objections to IDESG policy proposals, as set forth in §6.06.C of these Bylaws, if a proposal fails to overcome shortcomings identified in the Privacy Review Report<sup>104</sup>.

**(3) Other Committees**<sup>105</sup>. Committees may be created and Committee Charters shall be approved by the Plenary following review and approval by the Board of Directors, in accordance with these Rules. There shall be Committees:

(a) responsible for addressing and coordinating ongoing/permanent development issues and matters, including but not limited to, the coordination of Policy, Standards and Accreditation<sup>106</sup>; and,

(b) comprised of domain experts, as necessary, to accomplish the work of the IDESG, including but not limited to,

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<sup>100</sup> See, ROA §2.1.3.1.

<sup>101</sup> See, ROA §2.1.3.1.1.

<sup>102</sup> See, ROA §2.1.3.1.2.

<sup>103</sup> See, ROA §2.1.3.1.3.

<sup>104</sup> See, ROA §2.1.3.1.4.

<sup>105</sup> See, ROA §2.1.3.2.

<sup>106</sup> See, ROA §2.1.3.2.1.

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usability and accessibility, security and international coordination<sup>107</sup>.

**Section 4.04. Transparency and Dissemination of Information.** Unless, there is proprietary or confidential information available to members only, the IDESG shall conduct all operations and administrative actions in an open and transparent manner<sup>108</sup>. Wherever possible, IDESG meetings shall be open for public attendance; subject to (1) the provisions of §2.01.C, above; and, (2) rules governing executive sessions, confidentiality and proprietary matters. Electronic tools and mechanisms shall be made available to enable remote attendance and participation<sup>109</sup>. Moreover, information about IDESG activities shall be made publicly available through the IDESG’s website, unless there is proprietary or confidential information available to members only<sup>110</sup>.

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<sup>107</sup> See, ROA §2.1.3.2.2.

<sup>108</sup> The first sentence reflects a modification of ROA §2.4.

<sup>109</sup> The second and third sentences reflect a modification of ROA §2.4.1.

<sup>110</sup> The fourth sentence reflects a modification of ROA §§2.4.2 and 2.4.3.

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**ARTICLE V – IDESG OFFICERS<sup>111</sup> AND COMMITTEES**

**Section 5.01. General Provisions.** IDESG officers shall be elected annually by the Board of Directors and may include both Board members and non-Board members, provided however, that an appointed officer who is not a Board member shall serve without vote<sup>112</sup>. Officers shall serve until their successors are elected and qualified and may succeed themselves but shall not serve more than three (3) consecutive terms in any one (1) position<sup>113</sup>. IDESG officers shall consist of a President, Vice President, Secretary and Treasurer and such other officer(s) with powers and duties as it deems necessary or appropriate as determined from time to time by the Board of Directors<sup>114</sup>. Such subordinate officers need not be Directors<sup>115</sup>.

**Section 5.02. President<sup>116</sup>.** The President shall preside at all meetings of the Board of Directors. Consistent with the policies and directives of the Board of Directors and the President, the Executive Director shall have general management of the business of the IDESG. The role of President and his or her relationship to the Executive Director in the general management and operations of the business of the IDESG shall be set forth in resolution(s) or in the governance policy(ies) adopted by the Board and by the terms of any Employment Agreement with the Executive Director.

**Section 5.03. Vice President<sup>117</sup>.** The Vice President shall assist the President on policy issues, monitor the work of Board committees, and oversee all personnel matters. In the absence of the President, the Vice President shall preside at meetings of the Board of Directors.

**Section 5.04. Secretary<sup>118</sup>.** The Secretary shall keep the minutes of all of IDESG proceedings; shall affix the seal of the IDESG to deeds, contracts, and other instruments in writing requiring a seal, when duly signed by an authorized IDESG officer; shall have charge of the minute books and such other books and official papers as the Board of Directors may direct; shall have oversight responsibility for the legal functions and responsibilities of the IDESG; and shall perform all other duties normally incident to the office of Secretary.

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<sup>111</sup> In lieu of ROA §12.10.

<sup>112</sup> Current Section 3.01 (2<sup>nd</sup> sentence). **Note:** The following provision (Current Section 3.01 (3<sup>rd</sup> sentence) has been deleted: “The Corporation’s Rules of Association may provide additional provisions relating to the officers of the Corporation including without limitation their election and terms.”

<sup>113</sup> NEW.

<sup>114</sup> Current Section 3.01 (1<sup>st</sup> sentence), with the addition of “Vice President.

<sup>115</sup> NEW.

<sup>116</sup> Position authorized by current Section 3.01. ROA §2.2.1 is deleted, as follows: “Officers. The Management Council Chair and Vice Chair shall be selected by the Management Council from among the Management Council Delegates. No individual shall be permitted to serve simultaneously in the role of Management Council Chair, Management Council Vice Chair, Plenary Chair or Plenary Vice Chair concurrently. There shall be sixteen (16) Delegates ....” The functions of the Management Council Chair and Vice Chair as set forth in ROA §§2.2.3 and 2.2.4 should be recodified as Governance Policies separate and apart from the Bylaws.

<sup>117</sup> NEW.

<sup>118</sup> Current Section 3.01 (1<sup>st</sup> sentence).

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**Section 5.05. Treasurer**<sup>119</sup>. The Treasurer, subject to the requirements herein regarding depositories, shall have custody of all funds, securities, evidence of indebtedness, and other personal property of the IDESG. The Treasurer shall perform all other duties normally incident to the office of Treasurer. The Treasurer or such other person as the Board of Directors may designate, may sign and endorse in the name of, and on behalf of, the IDESG in the transaction of its business, but not otherwise, checks, drafts, notes and bills of exchange, subject to such countersignature and other requirements as the Board of Directors may determine.

**Section 5.06. Executive Director**<sup>120</sup>. The Board of Directors shall appoint an Executive Director who shall be an IDESG Officer, serve as an ex officio member of the Executive Committee and be responsible for the general management of the business and day-to-day affairs of the IDESG, subject to such specific grants of authority and limitations thereon as the Board of Directors may set by the Governance Policy, other specific Resolution(s) of the Board of Directors and the Employment Agreement. Such Governance Policy will:

- A. Address financial grants and limitations upon the delegated authority, responsibility for the appointment and management of additional staff, and the entry into or retreat from lines of business or efforts by the IDESG;
- B. Establish the expectations of the Board of Directors for the actions and performance of the Executive Director and the procedure by which such performance will be periodically evaluated; and,
- C. Set forth the relationship between the Executive Director and the Board of Directors, its Executive Committee, and the IDESG President.

**Section 5.07. Ombudsman**<sup>121</sup>. The Board of Directors shall appoint an Ombudsman who shall be a non-voting IDESG Officer. The Ombudsman shall be responsible for<sup>122</sup>: reviewing the activities of the Officers and bodies of the IDESG to assure the actions and decisions that uphold the NSTIC Guiding Principles and the Governance Documents of the IDESG<sup>123</sup>; ensuring that the interests of consumers or other individuals and underrepresented groups are represented and advocated<sup>124</sup>; safeguarding against individual Officers, Members or Stakeholder Categories exerting excessive influence; monitoring and reporting on IDESG activities, including activities of the Ombudsman<sup>125</sup>;

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<sup>119</sup> Current Section 3.01 (1<sup>st</sup> sentence).

<sup>120</sup> NEW. See, ROA §2.3 entitled “Secretariat” to determine whether any provisions should be included in governance Policies.

<sup>121</sup> Derived from ROA §§2.2.5 and 12.11

<sup>122</sup> ROA §2.2.5; unless otherwise noted.

<sup>123</sup>ROA §2.2.5.3.1.

<sup>124</sup>Derived from ROA §2.2.5.3.2 as follows: “Facilitate balanced representation within the IDESG.”

<sup>125</sup> ROA §2.2.5.3.5, as follows: “Report on Ombudsman activities to the Management Council.” See also, ROA §2.2.5.3.6, as follows: “Maintain and safeguard records of all Ombudsman activities.”

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implementing<sup>126</sup>, managing, investigating<sup>127</sup> and fact-finding<sup>128</sup> grievances and complaints from the Members; facilitating public comment and citizen outreach<sup>129</sup>; and, making recommendations to the Board of Directors and Plenary, as appropriate in order to assist in the resolution, mitigation, and prevention of issues and complaints<sup>130</sup>. The Ombudsman shall be independent from IDESG Members, Officers and any association with any particular Stakeholder Category or other interest in the Identity Ecosystem<sup>131</sup>; be capable of maintaining objectivity in the execution of all duties and responsibilities<sup>132</sup>; have strong communication, interpersonal, and problem solving skills<sup>133</sup>; and, have experience in complaint resolution and investigation<sup>134</sup>. There are no term limits for the Ombudsman<sup>135</sup>. The Ombudsman may attend all IDESG meetings and functions<sup>136</sup> and each member of the IDESG shall cooperate with the Ombudsman in the execution of his or her duties<sup>137</sup>. Appropriate IDESG leadership shall record and publically report all actions taken pursuant to Ombudsman recommendations<sup>138</sup>.

**Section 5.08. Resignation, Removal and Vacancy.**

**A. Resignation<sup>139</sup>.** Resignations are effective upon receipt by the Secretary of the Board of a written notification.

**B. Removal<sup>140</sup>.** An Officer may be removed from the Board of Directors by a vote of the Board of Directors at a meeting, or by action in writing pursuant to §7.01.A, below, whenever in the Board's judgment the best interests of IDESG will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

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<sup>126</sup>Derived from ROA §2.2.5.3.3 as follows: “Develop and implement complaint and issue resolution policies and procedures for the IDESG.”

<sup>127</sup>Derived from ROA §2.2.5.3.4 as follows: “Investigate and assist in the resolution of issues and complaints associated with IDESG processes.”

<sup>128</sup> Derived form ROA §2.2.5.4.2, as follows: “Conduct investigations and fact finding into complaints and issues arising from IDESG proceedings.”

<sup>129</sup>Derived from ROA §2.2.5.3.3 as follows: “Develop and implement complaint and issue resolution policies and procedures for the IDESG.” See also, ROA §2.2.5.3.7, as follows: “Provide information on Ombudsman activities, policies, procedures, and processes to the general public including, but not limited to, periodic reports outlining disputes, complaints, recommendations, resolutions and final dispositions.”

<sup>130</sup>Derived from ROA §2.2.5.4.3.

<sup>131</sup> ROA §2.2.5.1.1.

<sup>132</sup> ROA §2.2.5.1.2.

<sup>133</sup> ROA §2.2.5.1.3.

<sup>134</sup> ROA §2.2.5.1.4.

<sup>135</sup> ROA §2.2.5.2.

<sup>136</sup> ROA §2.2.5.4.1.

<sup>137</sup> ROA §2.2.5.5 (first sentence).

<sup>138</sup> ROA §2.2.5.5 (second sentence).

<sup>139</sup> Current Section 3.02.

<sup>140</sup> Current Section 3.03.

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**C. Vacancies**<sup>141</sup>. Vacancies occurring in any office shall be filled by a special election of the members of the Board of Directors from a nominee(s) presented by the Executive Committee. An election to fill a vacancy in any office may be accomplished through the mail or any electronic form of communication.

**Section 5.09. Standing Committees**<sup>142</sup>. The Board of Directors shall establish, by resolution, such standing committees as are necessary to carry on and facilitate the work of the Board in its governance of the IDESG. All Standing Committees shall be chaired by a Director, unless otherwise set forth herein. Except as otherwise provided herein, the IDESG President shall appoint committee chairs who shall, in turn, appoint the members of their own committees, with the concurrence of the President. Members of the Standing Committees shall be selected from among the members of the Board and Members (including Member Representatives and Associates), unless otherwise specifically set forth in these Bylaws. Moreover, members of the Standing Committees shall serve a minimum of one (1) year, unless otherwise set forth herein. Committee members who miss three (3) consecutive meetings without prior excuse or six (6) meetings in any one (1) year will forfeit their seat.

**Section 5.10. Special Committees**<sup>143</sup>. The Board of Directors may, by resolution, create or terminate special committees from time to time. Unless otherwise provided by the Board of Directors, required by law or as specifically set forth in these Bylaws, only individual representatives of Members, shall be eligible for appointment as a member of any Special Committee. Special Committees may serve the following functions:

A. Administrative – designed to sustain IDESG building functions;

B. Advisory – formed to support the development of IDESG policy; or,

C. General Purpose – designed to achieve any other function determined to be in the best interest of the IDESG, including the creation of task forces of limited duration, as determined by the Board of Directors.

D. Except as otherwise provided in these Bylaws or the authorizing resolution establishing such committee, the Board President shall appoint the chairs of Special Committees. Committee chairs shall appoint the members of their own committees, with the concurrence of the IDESG President, except as otherwise provided herein or by resolution.

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<sup>141</sup> NEW.

<sup>142</sup> NEW. Most of the functions of the MC as set forth in ROA §2.2.2 have been absorbed within the Committee functions. I have not included the following provisions: “2.2.2.7 Act on behalf of the IDESG when in situations that requires immediate attention and convening the Plenary is impracticable.”

<sup>143</sup> NEW.

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E. At any given time, no more than one (1) representative of the same Member shall participate on a Special Committee.

F. Upon appointment, the members of the Special Committee shall propose a committee charter subject to the approval by the Board of Directors.

G. All Special Committees shall have an odd number of members, including the Chair.

H. Special Committee members shall serve a minimum of one (1) year, unless otherwise set forth herein.

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**ARTICLE VI – MEETINGS, DECISION-MAKING, QUORUMS**

**Section 6.01. Regular Meetings: Notice; Agenda.**

**A. Board of Directors: Meetings and Actions Without a Meeting.** The Board of Directors shall hold at least one (1) regular meeting per month<sup>144</sup>. Prior notice of Regular Meetings shall be effectuated by means of mail, telephone or email to each member of the Board not less than forty-eight (48) hours before such meeting<sup>145</sup>. The agenda shall be sent as far in advance as practicable<sup>146</sup>. Any action required or permitted to be taken at a meeting of the Board of Directors (but not a Committee of said Board<sup>147</sup>) (including amendment of these Bylaws) may be taken without a meeting if all the members of the Board consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board as the case may be<sup>148</sup>.

**B. The Plenary<sup>149</sup>.** Meetings of the Plenary shall be convened by the Plenary Chair and shall meet at least twice per year. Announcement and notice of full Plenary meetings must be made no fewer than thirty (30) days in advance by e-mail notice to Members and posted on the IDESG website<sup>150</sup>. The agenda shall be sent to the Members not less than seven (7) calendar days prior to the Meeting<sup>151</sup>.

**C. Board and Plenary Committees.** Board and Plenary Committees shall meet in accordance with a schedule established by the Chair of the Committee, announced and noticed as far as in advance as practicable by e-mail notice to committee members and posting on the IDESG website<sup>152</sup>.

**D. Face-to-Face Meetings.** The Board of Directors and Plenary each shall hold face-to-face meetings at least two (2) times per year<sup>153</sup>.

**E. Advanced Posting and Notice.** Periodic posting of advanced notice of the regularly scheduled meetings of the Plenary and Board of Directors shall constitute notice under these Rules<sup>154</sup>.

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<sup>144</sup> Current Section 2.05.

<sup>145</sup> Current Section 2.07.

<sup>146</sup> ROA 4.2.3.1.

<sup>147</sup> Current Section 2.09 (2<sup>nd</sup> sentence).

<sup>148</sup> Current Section 2.09 (1<sup>st</sup> sentence).

<sup>149</sup> NEW.

<sup>150</sup> Derived from ROA §4.2.1.1 (1<sup>st</sup> sentence).

<sup>151</sup> ROA 4.2.3.1.

<sup>152</sup> Derived from ROA §4.2.1.3.

<sup>153</sup> ROA §4.1.4 (first sentence). The second sentence was deleted, as follows: “Provisions shall be made to allow for members to attend remotely via electronic mechanisms.” ROA 4.1.5 was deleted as follows: “There shall be no defined maximum limit on the number of meetings that can be convened. The scheduling of meetings shall be left to the discretion of the IDESG body that calls the meeting.”

<sup>154</sup> ROA §4.2.1.1 (2<sup>nd</sup> sentence). I have deleted ROA §4.2.1.4, as follows: “**E-mail Notice and Posting.** Prior notice of the date and time of the meeting, under this section, shall be effectuated by means of e-mail and contemporaneous posting on a conspicuous location on the IDESG website”

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**Section 6.02. Special Meetings: Board, Plenary and the Committees thereof**<sup>155</sup>. Special meetings of all IDESG deliberative bodies, including the Board of Directors, Plenary and the Committees thereof, shall be called by the appropriate presiding officer or upon the written request of one-third (1/3<sup>rd</sup>) of the members of such entity and shall be called at such dates, time and places as the entity shall determine and announced and noticed as far in advance as practicable. Agendas shall be included with the notice to a Special Meeting<sup>156</sup>.

**Section 6.03. Additional Rules.**

**A. Contents of Notice**<sup>157</sup>. Notices of all meetings shall specify the place, day, hour (and for special meetings the agenda) of such meetings.

**B. Contents of Agenda**<sup>158</sup>. The agenda shall include an order of business including an indication of matters to be considered under each heading of the agenda; reports and work product of Committees; web links to any related working papers; notice of any anticipated Decision Making including instructions regarding the mode and method of electronic participation, if any; Submissions; and, other relevant and useful materials. A “Submission” is any proposal within the Primary Activities of the IDESG (as set forth in §4.03, above) which may be properly acted upon by the Plenary, the Board of Directors or any Committee (or other entity of the IDESG) for Decision Making.

**C. Order of Business.** (a) Call to order by the presiding officer<sup>159</sup>; (b) recitation of policies relating to Intellectual property disclosure and activities relating to anti-trust law<sup>160</sup>; (c) Roll call and determination of Quorum for the record<sup>161</sup>; (d) Approval of previous minutes<sup>162</sup>, which shall be posted as soon as practicable following said approval<sup>163</sup>; (e) report of the presiding officer, if any; (e) reports of committees and subcommittee, if applicable; (f) unfinished business; (g) new business; (h) adjournment.

**D. Member and Committee Submissions**<sup>164</sup>. All Members and the Plenary Committees may submit proposals for consideration by the Plenary and any of its Committees or the Board of Directors as shall be defined and set forth in a policy adopted by the Board. Said policies shall establish the rules and time-frame governing submissions and shall provide for waivers for the purpose of facilitating Decision Making.

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<sup>155</sup> A consolidation of current Section 2.06 and ROA §4.2.1.2.

<sup>156</sup> ROA §4.2.3.2.

<sup>157</sup> NEW.

<sup>158</sup> Derived from ROA §4.2.3.3.

<sup>159</sup> Derived from ROA §4.1.1 in lieu of the following: “Meetings shall be presided over by the respective chair.”

<sup>160</sup> Derived from ROA §4.1.3 in lieu of the following: “At the start of every meeting, participants shall review the intellectual property disclosure policy and any activities that may violate anti-trust law.”

<sup>161</sup> Derived from ROA §4.1.2 in lieu of the following: “Attendance shall be recorded for all meetings.”

<sup>162</sup> Derived from ROA §4.1.6 in lieu of the following “Minutes shall be documented for all meetings.”

<sup>163</sup> Derived from ROA §4.1.7, in lieu of the following: “Draft meeting minutes shall be distributed or otherwise made available to the members in attendance for comment and shall be revised accordingly. Approved minutes shall be made publicly available as soon as practicable after meetings.”

<sup>164</sup>ROA §4.2.2.

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**E. Transmittal of Submissions from the Board of Directors to the Plenary<sup>165</sup>.** Any Submission from the Board of Directors shall be sent to the Plenary, at least, sixteen (16) calendar days prior to a meeting of the Plenary at which Plenary action is scheduled.

**Section 6.04. Electronic Deliberations and Participation: Deemed Present<sup>166</sup>.** All Members may participate in all meetings and Decision Making of the IDESG by any means of communication (i.e. electronic, telephone, internet/online, etc.) by which all Members participating may simultaneously hear each other and/or participate during the meeting or other activity of the Plenary, including electronic deliberations. The entire meeting or activity may be conducted through such means.

**A. Minimum Conditions.** Meetings shall provide, at a minimum, conditions of opportunity for simultaneous aural communications among all participating members equivalent to those of meetings in one room or area<sup>167</sup>.

**B. Deemed Present.** A Member participating in a meeting by electronic means shall be deemed present in person at the meeting<sup>168</sup>.

**C. Rules Governing<sup>169</sup>.** The rules and procedures governing electronic participation and deliberation shall be established by the Board.

**Section 6.05. Quorum<sup>170</sup>.** A Quorum shall be required for the transaction of business and Decision Making by the Board of Directors, the Plenary and their respective committees, as set forth herein. The rules of Quorum shall take into account the Members present, including those remotely via electronic means.

**A. Board of Directors, Board Committees and other IDESG Committees or Entities with Fixed Membership: Decisions by Majority Vote<sup>171</sup>.** A quorum shall consist of at least fifty (50%) percent of the Board or Committee, attending in person or through teleconferencing. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors or committee is present at said meeting, a majority of the directors or committee members present, as the case may be, may adjourn the meeting on occasion without further notice. The term “majority” means “more than half” throughout these Bylaws.

**B. Plenary and Plenary Committees.**

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<sup>165</sup> NEW.

<sup>166</sup> ROA §4.1.8. See, also ROA §5.4 shall be reaffirmed as a Board policy.

<sup>167</sup> ROA §4.1.8.1.

<sup>168</sup> ROA §4.1.8.2

<sup>169</sup> ROA 5.4 shall be reaffirmed as a policy.

<sup>170</sup> ROA §5.1.

<sup>171</sup> Current Section 2.08.

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**(1) Consensus and Voting**<sup>172</sup>. To transact business at the Plenary shall require the presence of at least twenty (20%) percent of the Members, who both signed the Membership Agreement at least seven (7) days prior to the commencement of the meeting in question and were duly recorded as having attended the immediately preceding meeting. A Member Representative may give their voting proxy to a member Associate. Individual members may give their proxy to the Plenary Chair. For Plenary Committees the presence of fifty (50%) percent of the Members who were duly recorded as having attended the immediately preceding meeting is required to establish Quorum.

**(2) Electronic Deliberations**<sup>173</sup>. To transact business during electronic deliberation by ballot in accordance with §7.01.D and the policy adopted by the Board, a quorum shall be considered to exist if the call for decision or action (either by consensus or by vote) is held for at least seven (7) days, regardless of the number of qualified Members participating in the process. This provision shall not apply to voting by electronic means at a meeting of the Plenary at which Quorum is present as set forth in §6.05.B(1).

**Section 6.06. Decision Making by the Plenary and Plenary Committees**<sup>174</sup>. The Decision Making procedures for the Primary Activities of the IDESG (as set forth in §4.03, above) are described in the sections that follow; however, a Plenary Committee may adopt Decision Making protocols in its Charter, consistent with these Rules, as may be approved by the Board of Directors and the Plenary.

**A. Consensus**<sup>175</sup>. The Plenary and its Committees shall seek to reach its decisions through a Consensus process that emphasizes due diligence and cooperation<sup>176</sup> by the IDESG Members<sup>177</sup>. Consensus is achieved when the presiding officer<sup>178</sup> declares the absence of sustained objection<sup>179</sup> at an IDESG meeting at which Quorum is present<sup>180</sup> following a discussion and deliberation where proposals that require decisions shall be clearly presented so that the Members can understand the issues being considered<sup>181</sup> (“Consensus”). Following a call for objections the presiding officer shall make such determination<sup>182</sup>.

**B. Failure to Achieve Consensus.** Sustained objections which cannot be resolved through continued discussion may be acted upon by

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<sup>172</sup> Consolidation of ROA §12.16.2.1. and 12.16.2.2.

<sup>173</sup> ROA §12.16.3.

<sup>174</sup> ROA §5.

<sup>175</sup> ROA §§5.2 and 5.2.1 are deleted.

<sup>176</sup> ROA §5.1.

<sup>177</sup> Derived from ROA §5.2.1.1, in lieu of the following: “All Voting and Non-Voting Members of the IDESG shall be allowed to participate in the Consensus decision-making process.”

<sup>178</sup> Derived from ROA 5.2.1.2, in lieu of the following: “the Chair of the respective body shall act as the facilitator of the Consensus process.”

<sup>179</sup> Derived from ROA 5.2.1.5, in lieu of the following: “The absence of sustained objection shall be considered Consensus.

<sup>180</sup> ROA §12.2.

<sup>181</sup> ROA §5.2.1.3.

<sup>182</sup> Derived from ROA 5.2.1.4, in lieu of the following: “A call for objections shall be made to all members.”

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the Chair of the Plenary or Committee Chair in accordance with applicable policies or; alternatively, be subject to a motion, by a Member: to move the proposal to a vote; or, table for further consideration<sup>183</sup>. When no consensus can be reached in a timely manner, the decision shall be reached by Voting<sup>184</sup>.

**C. Voting: Preponderance or Supermajority Vote of the Plenary or Committee thereof<sup>185</sup>.** Any matters that are not able to be resolved by Consensus may be voted upon by the Members<sup>186</sup> of the Plenary or a Committee thereof and shall be adopted by a preponderance of the Members of the body, which shall mean an affirmative vote of more than two-thirds (2/3<sup>rd</sup>s) of the votes cast by Members of the Plenary or a Committee thereof (“Preponderance”)<sup>187</sup>. In the event the Privacy Committee raises a written and unresolved objection on a matter before the Plenary, in accordance with §4.03.C(2)(d) of these Bylaws, the matter shall be adopted by a Supermajority Vote of the body, which shall mean an affirmative vote of more than three-fourths (3/4<sup>ths</sup>) of the votes cast by the Members of the Plenary<sup>188</sup> (“Supermajority”). Voting percentages shall be calculated in terms of the number of “yes” and “no” votes cast<sup>189</sup>. A record of voting on all matters requiring a vote shall be maintained by the Executive<sup>190</sup>. Members may choose to qualify their votes with comments for the record, in person or via electronic means<sup>191</sup>. The Plenary shall adopt a Standing Rule of Order pertaining to the cut-off date of eligibility of Members to vote under this section<sup>192</sup>.

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<sup>183</sup> Derived from ROA §5.2.1.6.

<sup>184</sup> Derived from ROA §5.2.2.

<sup>185</sup> ROA §5.3.2 is deleted.

<sup>186</sup> ROA §5.3.1.

<sup>187</sup> In lieu of ROA §5.3.2.2 (1<sup>st</sup> sentence), as follows: “All matters before the Plenary for a vote, whether technical or administrative, shall be adopted by a Preponderance of the Plenary.” See also, ROA §12.14.

<sup>188</sup> ROA §§5.3.2.2 and 12.19,

<sup>189</sup> ROA §5.3.2.1 (1<sup>st</sup> sentence).

<sup>190</sup> ROA §5.3.2.1 (2<sup>nd</sup> sentence).

<sup>191</sup> ROA §5.3.2.1 (3<sup>rd</sup> sentence).

<sup>192</sup> ROA §5.3.2.3.

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**ARTICLE VII – INDEMNIFICATION**

Every member of the Board of Directors, officer or employee of the IDESG may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, corporate officer, or IDESG employee, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the IDESG. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

**ARTICLE VIII – INTELLECTUAL PROPERTY POLICY<sup>193</sup>**

The Board of Directors shall adopt one or more IPR Policies (which may constitute a single policy, or include separate policies regarding copyrights and patents), which shall be referenced by or included in the Membership Agreement which all IDESG are required to sign. The IPR Policy may be amended from time to time by the Plenary; however, changes shall not be retroactively effective, except as the Membership Agreement may provide otherwise. Said Policy shall, if necessary, include reference to the utilization of patents, copyrights and other legal considerations.

**ARTICLE IX - FINANCIAL ADMINISTRATION**

**Section 9.01. Fiscal Year<sup>194</sup>.** The fiscal year of the IDESG shall be January 1 – December 31 but may be changed by resolution of the Board of Directors.

**Section 9.02. Checks, Drafts, Etc<sup>195</sup>.** All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by the IDESG Treasurer, or a designated IDESG staff member or agent, in such manner as shall from time to time be determined by resolution of the Board of Directors through the Delegation of Authorities policy.

**Section 9.03. Deposits and Accounts<sup>196</sup>.** All IDESG funds, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any IDESG staff member or agent to which such authority has been delegated by the Board may select. For the purpose of deposit and for the purpose of collection for that account of the IDESG, checks, drafts, and other orders of the corporation may be endorsed, assigned, and delivered on behalf of the

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<sup>193</sup> ROA §6.

<sup>194</sup> Current Section 7.01.

<sup>195</sup> Current Section 7.02.

<sup>196</sup> Current Section 7.03.

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Corporation by any IDESG officer or agent as designated by the Board of Directors.

**Section 9.04. Investments**<sup>197</sup>. The IDESG funds may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

**Section 9.05. Contracts**<sup>198</sup>. The Board of Directors shall designate such IDESG officer, staff or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the IDESG, provided that the Board of Directors previously has authorized the contract.

**Section 9.06. Financial Controls**<sup>199</sup>. The IDESG is committed to maintaining best practices in its financial controls, reporting and record keeping. To that end, proper separation of financial controls shall be maintained including requiring transactions to be authorized by a person(s) other than the person(s) signing or executing the transaction with a third person(s) reviewing financial transactions, including bank statements. The Board shall ensure that an internal or external audit, as appropriate in conformance with best practices for nonprofit organizations of the same or similar budget size, be performed each year. An independent audit committee shall be established and shall be responsible for appointing and supervising external auditors, receiving and handling concerns and complaints regarding the corporation’s financial practices.

**Section 9.07. Accountability**<sup>200</sup>. IDESG financial records shall be subject to review and audit as determined by the Board of Directors. The organization shall adopt, and financial records shall be maintained, in accordance with an approved record retention policy.

**ARTICLE X - BOOKS AND RECORDS**<sup>201</sup>

Correct books of account of IDESG activities and transactions shall be kept at the IDESG office and shall be open to inspection as required by law. These records shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

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<sup>197</sup> Current Section 7.04.

<sup>198</sup> Current Section 7.05.

<sup>199</sup> Current Section 7.06.

<sup>200</sup> Current Section 7.07.

<sup>201</sup> Current Article VIII.

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**ARTICLE XI - CONFLICTS OF INTEREST<sup>202</sup>**

**Section 11.01. Existence of Conflict, Disclosure<sup>203</sup>.** Directors, officers, employees and contractors of the IDESG should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the IDESG. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any director, officer, staff member or contractor competes or appears to compete with the interests of the IDESG. If any such conflict of interest arises the interested person shall call it to the attention of the Board of Directors for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict.

**Section 11.02. Nonparticipation in Vote<sup>204</sup>.** The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, the person may be permitted to provide the Board with any and all relevant information.

**Section 11.03. Minutes of Meeting<sup>205</sup>.** The minutes of the meeting of the Board shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

**Section 11.04. Annual Review<sup>206</sup>.** A copy of this conflict of interest statement shall be furnished to each director or officer, employee and/or contractor who is presently serving the IDESG, or who hereafter becomes associated with the IDESG. This policy shall be reviewed annually for information and guidance of directors and officers, staff members and contractors, and new officers and directors, staff members and contractors shall be advised of the policy upon undertaking the duties of their offices.

**ARTICLE XII - NON-DISCRIMINATION/HARASSMENT**

**Section 12.01. Equal Opportunity<sup>207</sup>.** Officers, directors, volunteers, staff, consultants and agents will be recruited without unlawful discrimination due to race, color, age, religion, national origin, sexual orientation, sex disability, veteran status, marital status or any other classification protected by applicable discrimination laws.

**Section 12.02. Discrimination<sup>208</sup>.** Discrimination against any officer, director, volunteer, staff, consultant or agent based on race, color, sex, religion, national origin, disability, veteran status, sexual orientation or any other illegal basis is not tolerated.

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<sup>202</sup> In lieu of ROA §7.

<sup>203</sup> Current Section 9.01.

<sup>204</sup> Current Section 9.02.

<sup>205</sup> Current Section 9.03.

<sup>206</sup> Current Section 9.04.

<sup>207</sup> Current Section 10.01.

<sup>208</sup> Current Section 10.02.

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**Section 12.03. Harassment<sup>209</sup>.** Harassment includes verbal or physical conduct that demeans or shows hostility toward an individual because of his/her race, color, sex, religion, age, disability or other illegal basis, conduct that creates a hostile or offensive work environment. See section below for reporting.

**ARTICLE XIII - WHISTLEBLOWER PROTECTION**

**Section 13.01. No Retaliation<sup>210</sup>.** Officers, directors, volunteers, staff, consultants and agents are encouraged to report any conduct or activities that they believe are inappropriate or illegal. The IDESG does not retaliate or punish in any way, including without limitation by firing, demotion, suspension, harassment or failure to consider for promotion, anyone who reports truthful information.

**Section 13.02. Reporting procedures<sup>211</sup>.** Officers, directors, volunteers, staff, consultants and agents who are subject to, or aware of, inappropriate conduct or activity should immediately report it to his/her supervisor or the IDESG President. Persons should not report the conduct to anyone who they believe is involved in the conduct. Information reported remains confidential to the extent possible. Failure to report an incident of harassment or discrimination may indicate that the consultant or volunteer does not consider the conduct unwelcome or problematic.

**Section 13.03. Investigation<sup>212</sup>.** The IDESG investigates all reports and takes appropriate action to correct the situation and /or to discipline involved parties, including termination. If, after investigation, substantial facts cannot be established, the situation will be monitored for a period of time.

**ARTICLE XIV - PARLIAMENTARY AUTHORITY<sup>213</sup>**

The rules contained in the current edition of Robert’s Rules of Order, as updated from time to time, shall govern the IDESG in all cases in which they are not inconsistent with these Bylaws and any other governance rules so adopted.

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<sup>209</sup> Current Section 10.03.

<sup>210</sup> Current Section 11.01.

<sup>211</sup> Current Section 11.02.

<sup>212</sup> Current Section 11.03.

<sup>213</sup> In lieu of current Article XII.

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**ARTICLE XV - AMENDMENT OF BYLAWS AND FUNDAMENTAL CHANGES<sup>214</sup>**

**Section 15.01. Amendments to Bylaws.** Any and all provisions of these Bylaws and any amendments hereto shall be subject to amendment, alteration, repeal or re-enactment:

**A.** At any Meeting of the Plenary, by the affirmative vote of a Supermajority Vote of the Members present and voting at such meeting; or,

**B.** At any regular Board meeting or any special Board meeting called for such purpose, by the affirmative vote of a Preponderance of the entire Board of Directors.

**Section 15.02. Amendments to Articles.** Any proposal to amend, alter, repeal or re-enact the IDESG's Articles of Incorporation with respect to the IDESG's qualification and operation as a non-profit, non-stock corporation in the Commonwealth of Virginia, the merger or consolidation of the IDESG, the division of the IDESG, the voluntary dissolution and winding up of the IDESG, or the sale of a substantial portion of the IDESG's assets shall require the affirmative vote of both:

**A.** A Preponderance of the entire Board of Directors at a duly convened meeting of the Board of Directors called for such purpose; and,

**B.** A Preponderance of all IDESG Members at a duly convened Meeting of the Plenary, or at any duly convened special meeting called for such purpose.

**ARTICLE XVI - SEVERABILITY<sup>215</sup>**

If any part of these Bylaws shall be determined to be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not be affected.

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<sup>214</sup> In lieu of current (1) Bylaw Article XIII, as follows: "These Bylaws may be amended provided a resolution setting forth the amendment is approved by a majority vote of the Board of Directors;" and (2) ROA §10, as follows: "These Rules were adopted, by simple majority vote of the Voting Members in accordance with §9 of the Interim Operating Principles of the IDESG adopted on August 15, 2012. Any subsequent amendments to the Rules shall be accomplished by a vote of more than two-thirds (2/3<sup>rd</sup>) of the votes cast by the Voting Members the Plenary following a review and comment of the proposed amendment by the Management Council; except in the event the Privacy Committee submits an objection regarding modification of §§2.1.3.1 or 5.3.3.2, such amendments shall be a Super Majority Vote."

<sup>215</sup> ROA §11.

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**SCHEDULE A – THE IDESG CHARTER**

**Introduction: A Charter for the Identity Ecosystem Steering Group.**

**Background.** The National Strategy for Trusted Identities in Cyberspace (“NSTIC” or “Strategy”), signed by President Obama in April 2011, acknowledges and addresses a major weakness in cyberspace – a lack of confidence and assurance that people, organizations, and businesses are who they say they are online<sup>216</sup>. Additionally, in the current online environment, individuals are asked to maintain dozens of different usernames and passwords, one for each website with which they interact. The complexity of this approach is a burden:

- To individuals, and it encourages behavior – such as the reuse of passwords – that makes online fraud and identity theft easier.
- To online businesses faced with ever-increasing costs for managing customer accounts, the consequences of online fraud, and the loss of business that result from unwillingness by the user to create yet another account.

Moreover, both businesses and governments are unable to offer many services online, because they cannot effectively identify the individuals with whom they interact. Spoofed websites, stolen passwords, and compromised accounts are all symptoms of inadequate authentication mechanisms<sup>217</sup>.

**The Notion of an Identity Ecosystem.** The Identity Ecosystem envisioned in the NSTIC is an online environment that will enable people to validate their identities securely, but with minimized disclosure of personal information when they are conducting transactions.

- The vibrant marketplace created by the Identity Ecosystem will provide people with choices among multiple accredited identity providers, both private and public, and choices among multiple credentials.
- The added convenience, security, and privacy provided within the Identity Ecosystem will allow additional services to be put online to drive greater economic growth.

Notwithstanding the objective to improve identification and authentication in cyberspace for certain types of transactions, not all Internet activities have such needs. Thus, the capacity for anonymity and pseudonymity will be maintained in the envisioned Identity Ecosystem.

**A Private Sector Driven Collaboration.** A core tenet of the NSTIC is that its implementation must be led by the private sector. The NSTIC calls for the Federal Government to work collaboratively with the private sector, advocacy groups, public sector agencies, and other organizations to improve the processes by which online transactions are conducted. The Strategy itself was developed with substantial input from both the private sector and the American public. The National Institute of Standards and Technology (“NIST”), which has been designated to establish a National Program Office to lead the implementation of the NSTIC, recognizes that a strong and vibrant public-

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<sup>216</sup> NSTIC Strategy: [http://www.whitehouse.gov/sites/default/files/rss\\_viewer/NSTICstrategy\\_041511.pdf](http://www.whitehouse.gov/sites/default/files/rss_viewer/NSTICstrategy_041511.pdf)

<sup>217</sup> National Strategy for Trusted Identities in Cyberspace, The White House, April 2011, 1.

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private partnership is necessary to execute the Strategy’s vision in a way that supports the wide range of interactions that occur over the Internet. As such, NIST is leading the effort to fulfill the NSTIC’s call for government to work in close partnership with the private sector and other relevant stakeholder categories to:

[Establish a steering group to] administer the process for policy and standards development for the Identity Ecosystem Framework in accordance with the Guiding Principles in [the] Strategy. The steering group will also ensure that accreditation authorities validate participants’ adherence to the requirements of the Identity Ecosystem Framework”<sup>218</sup>.

**Establishment of the Identity Ecosystem Steering Group (“IDESG”).** The NSTIC, which was signed by President Obama in April 2011, called for the establishment of a private sector-led steering group to administer the development and adoption of the Identity Ecosystem Framework: the IDESG. The IDESG receives its authority to operate from the active participation of its membership in accordance with the Rules of Association which follow. The IDESG has been initiated with the support of NIST. Following an initial period, the IDESG will transition to a self-sustaining organization.

**A. The Mission.** The Mission of the IDESG shall be to govern and administer the Identity Ecosystem Framework in a manner that stimulates the development and sustainability of the Identity Ecosystem. The IDESG will always operate in accordance with the NSTIC’s Guiding Principles.

**1. Objectives.** The activities and work products of the IDESG shall be conducted in support of the following objectives:

- Ensuring that the Identity Ecosystem and Identity Ecosystem Framework conform to the four NSTIC Guiding Principles;
- Administering the process for policy and standards development and adoption for the Identity Ecosystem Framework and, where necessary establishing policies standards for the Identity Ecosystem Framework.
- Adopting and, where necessary, establishing standards for the Identity Ecosystem Framework.
- Certifying that accreditation authorities validate adherence to the requirements of the Identity Ecosystem Framework.

**2. Purpose.** The purpose of the IDESG shall be to develop and administer the process for policy and technical standards development for the Identity Ecosystem Framework. The IDESG shall bring together all of the interested stakeholders, both in private and public sectors, to confirm that the Identity Ecosystem Framework provides a minimum baseline of privacy, security, interoperability, and ease-of-use through standards and policies, without creating unnecessary barriers to entry. The IDESG shall facilitate the fulfillment of the NSTIC goals to develop a comprehensive Identity Ecosystem Framework; build and implement the Identity Ecosystem; enhance confidence and willingness to participate in

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<sup>218</sup> National Strategy for Trusted Identities in Cyberspace, The White House, April 2011, p. 25.

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the Identity Ecosystem; and, support the long-term success and sustainability of the Identity Ecosystem.

The IDESG shall not itself be a standards development body, but rather an organization that promotes the development of standards by other existing standards development organizations and develops policies that serve to accelerate the development and adoption of the Identity Ecosystem.

**B. The Scope of IDESG Activities.** The Primary Activities of the IDESG shall be limited to achievement of the objectives listed in this charter. Additional activities that are not considered essential to completion of these objectives may be conducted when determined appropriate through IDESG consensus. The scope of the IDESG’s activities is summarized in the sections that follow.

**1. Promote and Adopt Standards.** The IDESG shall establish forums and procedures to review applicable standards and adopt those that support achievement of the NSTIC vision, conform to the Guiding Principles, and meet other established requirements. Additionally, the IDESG shall

- recommend standards be established when gaps are identified; and,
- advocate for standards to be established and adopted in a timely manner and be sufficient to keep pace with emerging technology and market trends.

**2. Develop and Maintain Policies.** The IDESG shall establish the mechanisms necessary to develop, implement, and maintain policies and procedures that are appropriate for use in the Identity Ecosystem and conform to the NSTIC Guiding Principles. The IDESG shall support the timely development and implementation of policies.

**3. Develop and Maintain Processes for the Accreditation of Identity Ecosystem Entities.** The IDESG shall develop, foster, and implement a clear process for accrediting entities within the Identity Ecosystem as well as develop clear testing and certification criteria by which adherence to the recommended standards and policies may be measured. The IDESG shall ensure that this accreditation process is applied fairly to all Identity Ecosystem participants.

**4. Develop and Maintain Identity Ecosystem Operating Procedures.** The IDESG shall develop, administer, and maintain Identity Ecosystem Operating Procedures to facilitate interoperability between and among the Identity Ecosystem participants. Operating Procedures refers to the set of policies and standards created by the IDESG as accepted baseline requirements for participating in the Identity Ecosystem Framework.

**C. Adherence to the NSTIC Guiding Principles.** The IDESG, its components, and its members shall at all times operate in accordance with four Guiding Principles set forth in the NSTIC. They are:

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**1. Identity solutions will be privacy-enhancing and voluntary.** The Identity Ecosystem will be grounded in a holistic, integrated implementation of the Fair Information Practice Principles to promote the creation and adoption of policies and standards that are privacy-enhancing, including the preservation of the capacity to engage in anonymous and pseudonymous activities online. Ideally, identity solutions within the Identity Ecosystem should preserve the positive privacy benefits associated with offline identity-related transactions while mitigating some of the negative privacy aspects. Finally, participation in the Identity Ecosystem will be voluntary: the government will neither mandate that individuals obtain an Identity Ecosystem credential nor that companies require Identity Ecosystem credentials from consumers as the only means to interact with them. Individuals shall be free to use an Identity Ecosystem credential of their choice, provided the credential meets the minimum risk requirements of the relying party, or to use any non-Identity Ecosystem mechanism provided by the relying party. Individuals’ participation in the Identity Ecosystem will be a day-to-day—or even a transaction-to-transaction—choice.

**2. Identity solutions will be secure and resilient.** Identity solutions within the Identity Ecosystem will provide secure and reliable methods of electronic authentication by being grounded in technology and security standards that are open and collaboratively developed with auditable security processes. Credentials within the Identity Ecosystem are: issued based on sound criteria for verifying the identity of individuals and devices, when appropriate; resistant to theft, tampering, counterfeiting, and exploitation; and issued only by providers who fulfill the necessary requirements. Identity solutions must detect when trust has been broken, be capable of timely restoration after any disruption, be able to quickly revoke and recover compromised digital identities, and be capable of adapting to the dynamic nature of technology.

**3. Identity solutions will be interoperable.** Interoperability encourages and enables service providers to accept a wide variety of credentials and enables users to take advantage of different credentials to assert their identity online. Two types of interoperability are recognized in the Identity Ecosystem: technical interoperability is the ability for different technologies to communicate and exchange data based upon well-defined and testable interface standards; policy-level interoperability is the ability for organizations to adopt common business policies and processes.

**4. Identity solutions will be cost-effective and easy to use.** The Identity Ecosystem will promote identity solutions that enable individuals to use a smaller number of identity credentials across a wide array of service providers. These identity solutions must be cost-effective for users, identity and attribute providers, and relying parties. Furthermore, identity solutions should be simple to understand, intuitive, easy-to-use, and enabled by technology that requires minimal user training.

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**D. Operating Principles.** The IDESG shall adhere to the following four operating principles.

**1. Openness and Transparency.** The work of the IDESG, including all Committees, shall facilitate broad participation and be publically accessible consistent with the interests of the corporation.

**2. Balance.** The IDESG shall strive to achieve balanced representation among all stakeholder categories regardless of the size of their organization, financial status, or sector alignment/affiliation.

**3. Consensus.** Consensus—general agreement among members—shall be a core value of the IDESG. All processes instituted by the IDESG shall require participants to consider all views, proposals and objections, and endeavor to reconcile them. Although positions of leadership, such as committee chairs, are likely to serve as the primary drivers of consensus, all IDESG participants must be (1) cooperative in the consensus process; (2) constructive; and (3) respectful when providing feedback or dissenting opinions. In the event that consensus cannot be reached, voting, by an established method, shall be used to make IDESG decisions.

**4. Harmonization.** The IDESG shall encourage harmonization of standards and policies and shall always strive to recognize the impacts of policy and standards on all stakeholders in the Identity Ecosystem.

**E. Membership.** Membership in the IDESG shall be open to organizations and individuals that have an interest in the development of the Identity Ecosystem.

**F. Organizational Structure.** The Steering Group shall be comprised as set forth in of the Bylaws of the corporation

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