

**Identity Ecosystem Steering Group, Inc.**  
**Bylaws**

**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.

**Section 1.02. Purpose.** The Corporation is organized to govern and administer the Identity Ecosystem Framework as further detailed and described in the organization's Rules of Association as now existing or later amended.

**ARTICLE II**  
**AUTHORITY AND DUTIES OF DIRECTORS**

**Section 2.01. Authority of Directors.** The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

**Section 2.02. Number, Selection, and Tenure.** The Board shall consist of the members of the IDESG Management Council, elected as set forth in the Rules of Association as now existing or later amended.

**Section 2.03. Resignation.** Resignations are effective upon receipt by the Secretary of the Corporation of written notification.

**Section 2.04. Removal.** Board members may be removed from office when removed from the Management Council as provided in the Rules of Association.

**Section 2.05. Regular Meetings.** The Board of Directors shall hold at least one (1) regular meeting per calendar year.

**Section 2.06. Special Meetings.** Meetings shall be at such dates, times and places as the Board shall determine.

**Section 2.07. Notice.** Meetings may be called by the Board Chair or at the request of any two directors by notice mailed, telephoned, or emailed to each member of the Board not less than forty-eight (48) hours before such meeting.

**Section 2.08. Quorum.** A quorum shall consist of a majority of the Board, 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 is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice. The term "majority" means "more than half" throughout these Bylaws.

**Section 2.09. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors (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.

**Section 2.10. Participation in Meeting by Conference Telephone.** Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

**Section 2.11. Reimbursement.** Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the organization in any other capacity are allowed to receive compensation therefore.

### **ARTICLE III AUTHORITY AND DUTIES OF OFFICERS**

**Section 3.01. Officers.** The officers of the Corporation shall consist of a President, Secretary and Treasurer and such other officer(s) as determined from time to time by the Board of Directors. The Corporation's officers shall be elected by the Board 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. The Corporation's Rules of Association may provide additional provisions relating to the officers of the Corporation including without limitation their election and terms.

**Section 3.02. Resignation.** Resignations are effective upon receipt by the Secretary of the Board of a written notification.

**Section 3.03. Removal.** 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 Section 2.08, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 3.04. Paid Staff.** The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board. 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.

### **ARTICLE IV MEMBERSHIP**

There shall be one or more classes of membership, the qualifications, rights, and responsibilities of which shall be set forth in the Rules of Association.

### **ARTICLE V MEMBERSHIP BODIES**

**Section 5.01. Bodies.** The Corporation shall have two deliberative bodies, the Plenary and the Management Council.

**Section 5.02. Plenary.** 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 Rules of Association.

**Section 5.03. Management Council.** 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 Rules of Association.

## **ARTICLE VI INDEMNIFICATION**

Every member of the Board of Directors, officer or employee of the Corporation 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, officer, or employee of the corporation, 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 corporation. 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 VII FINANCIAL ADMINISTRATION**

**Section 7.01. Fiscal Year.** The fiscal year of the Corporation shall be January 1 – December 31 but may be changed by resolution of the Board of Directors.

**Section 7.02. Checks, Drafts, Etc.** 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 Secretary-Treasurer of the Corporation, or a designated staff member or agent of the Corporation, in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 7.03. Deposits and Accounts.** All funds of the Corporation, 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 staff member or agent of the corporation 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 Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation as designated by the Board of Directors.

**Section 7.04. Investments.** The funds of the Corporation 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 7.05. Contracts.** The Board of Directors shall designate such officer, staff or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, provided that the Board of Directors previously has authorized the contract.

**Section 7.06. Financial Controls.** The Corporation 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 7.07. Accountability.** The financial records of the Corporation 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 VIII BOOKS AND RECORDS**

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation 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.

## **ARTICLE IX CONFLICTS OF INTEREST**

**Section 9.01. Existence of Conflict, Disclosure.** Directors, officers, employees and contractors of Corporation 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 Corporation. 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 Corporation. 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 9.02. Nonparticipation in Vote.** 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 9.03. Minutes of Meeting.** 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 9.04. Annual Review.** 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 corporation, or who hereafter becomes associated with the corporation. 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 X NON-DISCRIMINATION/HARASSMENT**

**Section 10.01. Equal opportunity.** 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 10.02. 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.

**Section 10.03. 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 XI WHISTLEBLOWER PROTECTION**

**Section 11.01. No retaliation.** Officers, directors, volunteers, staff, consultants and agents are encouraged to report any conduct or activities that they believe are inappropriate or illegal. The Corporation 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 11.02. Reporting procedures.** 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 Corporation 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 11.03. Investigation.** The Corporation 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 XII**

### **PARLIAMENTARY AUTHORITY**

Meetings shall be conducted pursuant to the Rules of Association and general rules of parliamentary procedure, provided such rules of conduct are not inconsistent with these bylaws.

## **ARTICLE XIII**

### **AMENDMENT OF BYLAWS**

These Bylaws may be amended provided a resolution setting forth the amendment is approved by a majority vote of the Board of Directors.