THE GREATER WASHINGTON DC CHAPTER OF THE INTERNET SOCIETY INC.

BYLAWS

ARTICLE I
NAME

SECTION 1.1. ***Name.*** The name of the Corporation is **The Greater Washington DC Chapter of the Internet Society Inc.** (the “Chapter” or the "Corporation"), a chapter of the Internet Society (the “Internet Society” or “ISOC”).

SECTION 1.2. ***Trademarks*****.** The Chapter may use the ISOC names (“Internet Society" and "ISOC") and associated logos and service marks in its name and in connection with its activities only in accordance with the published guidelines established by ISOC and provided to the Chapter.

ARTICLE II
PURPOSES OF THE CORPORATION

SECTION 2.1. ***Purposes.*** The Corporation has been organized to operate exclusively for the purposes set forth in the Corporation’s Articles of Incorporation and the considerations below.

SECTION 2.2. ***IRC Section 501(c)(3) Purposes*****.** The Chapter is organized and operates exclusively for one or more of the charitable, scientific and educational purposes permitted to a non-profit corporation under the laws of the District of Columbia (the “District”), as specified in the Nonprofit Corporation Act of 2010 (the “Act”) and the Internal Revenue Code of 1986, as amended (the “Code”), including, 501(c)(3) of the Code and the regulations promulgated thereunder.

SECTION 2.3. ***Specific Purposes*****.** The specific purposes of the Chapter shall be to advance and promote the General Purpose and Guiding Principles of the Internet Society by serving the interests of the global Internet community through a local presence. The Chapter will carry out activities designed to engage the local community in sharing information about how the Internet is developing and to support the work of the Internet Society. The Chapter’s goals include: (1) protecting the open, innovative development and use of the Internet and (2) engaging and educating the next generation of Internet users and helping them shape the evolution of the Internet.

SECTION 2.4. ***Chapter’s Guiding Principles*****.** The Chapter shall be governed and operated at all times in a manner that will foster a decentralized structure that leverages the expertise, energy, and participation of the Chapter’s membership and seeks to minimize top-down centralized governance of the Chapter.

SECTION 2.5. ***Geographic Area*****.** The Chapter will serve individuals who live or work in the District of Columbia, Maryland, and Virginia (the "Geographic Area"), on a non-exclusive basis, with the understanding that other chapters may be established in overlapping geographic areas.

SECTION 2.6. ***ISOC Chapter Status.*** *The Chapter is chartered by the Internet Society. These Bylaws neither supersede nor abrogate any of the Bylaws of the Internet Society that regulate chapter affairs.*

SECTION 2.7. ***ISOC Conduct of Activities.*** The Chapter shall conduct its activities in accordance with the policies and guidelines of the Internet Society. The Chapter recognizes that these policies and guidelines may change, and that if the Chapter is unwilling or unable to follow the Internet Society's policies and guidelines, the Internet Society may, on written notice, revoke the Chapter's charter, and the Chapter must immediately cease any claim of association with Internet Society and cease using the name of the "Internet Society" or "ISOC" and its logos and service marks.

ARTICLE III
OFFICES AND REGISTERED AGENT

SECTION 3.1. ***Offices.*** The principal office of the Chapter shall be located within or outside the District of Columbia at such place as the Board of Directors shall from time to time designate. The Chapter may maintain additional offices at such other places within or outside the District of Columbia as the Board of Directors may designate.

SECTION 3.2 ***Registered Agent****.* The Corporation shall continuously maintain a registered office and registered agent within the District of Columbia. The Board of Directors may change the registered agent from time to time.

ARTICLE IV
MEMBERS

SECTION 4.1. ***Qualification for Membership.*** All individuals and organizations that (i) are interested in supporting the purposes of the Chapter, (ii) reside or work in the Geographic Area, and (iii) are members of the Internet Society shall be eligible for membership in the Chapter without discrimination. The Corporation shall have two classes of members: Voting Members and General Members (collectively, the "Members").

The qualifications for General Membership are set forth above. The additional qualifications for Voting Membership are (i) payment of annual dues, if any, and (ii) attendance at two or more Chapter events or significant participation in a Chapter activity or on a Chapter committee as determined by the Board of Directors. The Board of Directors shall determine the admission and class of each Member. Any individual or organization denied General or Voting Membership for whatever reason after such procedures shall be entitled to appeal such denial to the Membership. The Chapter will maintain a list of General Members and Voting Members.

SECTION 4.2. ***Participation by Non-Members.*** Membership is not necessary for participation in public activities or special events of the Internet Society, the Chapter, or the Internet Society's other chapters.

SECTION 4.3. ***Member Rights.*** Voting Members shall have the right to elect the Board of Directors and to vote at meetings of the Members. General Members shall have no voting rights in the Corporation. Only Voting Members shall be considered "Members" as such term is defined in Section 29-401.02(24) of the Act.

SECTION 4.4. ***Membership Dues*****.** Chapter membership dues, if any, shall be determined annually by the Board of Directors.

SECTION 4.5. ***Member Liability*****.** Members are not liable for any organizational debts, except in limited cases, like unpaid dues.

SECTION 4.6. ***Termination of Members***. Membership may be terminated at any time by resignation of the Member or by majority vote of the Board of Directors if (i) the Member fails to pay any membership dues when due or (ii) upon a determination by the Board, after prior notice to the Member of the proposed termination and an opportunity to be heard, that the Member failed to comply with any rules of Member conduct adopted by the Board or engaged in any other act deemed to be detrimental to the Corporation.

ARTICLE V
MEETINGS OF MEMBERS

SECTION 5.1. ***Annual Meetings*****.** An Annual Meeting of the Chapter shall be held on a date in the first quarter of each year, and at a time and location, to be determined by the Board of Directors. At this meeting, the Secretary and the Treasurer each shall present a report, the election of Board Directors shall be held, and the Secretary shall announce the results of the election of Board Directors to take office immediately for the upcoming year.

SECTION 5.2. ***Special Meetings*****.** The Board of Directors, or a person designated in the Articles of Incorporation or Bylaws, if any, may call a special meeting of the Members. In addition, the Members may call a special meeting. At least 25% of the Voting Membership is required to call a special meeting.

SECTION 5.3. ***Record Date*****.** The record date for determination of Voting Members is the day before the date that notice of the meeting is first given to the Members.

SECTION 5.4. ***Notice*****.** Notice of the place and time of all Chapter meetings shall be distributed to all Voting Members at least ten (10) days, but not more than sixty (60) days, prior to the meeting in a manner deemed appropriate by the Board and consistent with the Internet Society's rules, these Bylaws, and the Act. Notice may also be distributed to General Members who may attend membership meetings, except as determined by the Board. Notice may be delivered by electronic notice and Members are required to maintain a current operational email address with the Internet Society membership platform. Failure of Members to maintain current operational email will waive their right to notice. The notice of an annual meeting does not need to include a description of the purpose for which the meeting is called. The notice of a special meeting must include a description of the purpose for which the meeting is called.

SECTION 5.5. ***Accessibility*****.** *The Chapter shall hold meetings only in places that are open and accessible to persons with disabilities in accordance with applicable laws.*

SECTION 5.6. ***Quorum.*** A quorum of the Chapter shall be defined as at least twenty-five percent (25%) percent of Voting Members participating in person, remotely or represented by proxy.

SECTION 5.7. ***Conduct of Meeting.*** (a) The Chair shall preside at each meeting of Members. The Chair shall determine the order of business and has the authority to establish rules for the conduct of the meeting. The Chair shall announce at the meeting when the polls close for each matter voted upon by the Voting Members. After the polls close, no ballots, proxies, or votes, nor any otherwise permissible revocations or changes to a Member's vote may be accepted. Each Voting Member may vote in person or by proxy or other electronic means provided by the Board and is entitled to one vote.

(b) A proxy must be in a form that satisfies the requirements of the Act. A proxy shall be valid for the period specified in the proxy form, but if no period is specified, the proxy shall be valid for a period of 11 months from the date it is signed. In no event may a proxy be valid for a period longer than 36 months. The death or incapacity of the Member appointing a proxy does not affect the validity of the proxy unless the Chair or Secretary of the Corporation had prior knowledge of the member's death or incapacity. The Board will provide the means and methods for the use of proxies in any given vote of the Membership as a part of Notice of the Meeting.

(c) After fixing a record date for a meeting, the Corporation shall prepare a list of the names of all its Voting Members, in accordance with the Act. The list of Voting Members must be available for inspection in accordance with the Act. A Voting Member is entitled to copy the list, during regular business hours and at the Member's expense, during the period it is available for inspection.

SECTION 5.8. ***Majority Vote.*** Unless otherwise specifically provided for in these Bylaws, a majority of the Voting Members who are present at a meeting (including participating by remote means and voting by proxy) shall be required to carry a motion.

SECTION 5.9. Participation by Remote Communication*.* Any Member may participate in any meeting of the Members by telephone, video conference, or similar remote participation technologies by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE VI
BOARD OF DIRECTORS

SECTION 6.1. ***The Board of Directors*****.** There shall be a Board of Directors of the Chapter. The Board of Directors shall conduct the business and affairs of the Chapter and exercise, or direct the exercise of, all the powers of the Chapter, and perform all lawful acts and things as are not by law, the Articles of Incorporation or these Bylaws directed or required to be exercised or performed by the Members.

SECTION 6.2. ***The Board of Directors' Guiding Principles.*** In conducting the business and affairs of the Chapter and exercising its powers, the Board of Directors shall at all times act in accordance with the Guiding Principles of the Chapter set forth in Article II above, subject to the requirements of these Bylaws and the laws of the District of Columbia.

SECTION 6.3. Number and Qualifications. The Board of Directors of the Chapter shall consist of not fewer than five (5) members nor more than eleven (11) members, whose exact number shall be fixed from time to time by the Board of Directors by resolution of a two-thirds majority of the entire Board of Directors. Board Members shall be of the age of majority in the District, and need not be citizens or residents of the District.

SECTION 6.4. ***Elections and Term*****.** Members of the Board shall be elected to serve for a two-year term. A Board Director's term shall commence immediately after his/her election, or in the case of a Board Director appointed to fill a vacancy, appointment. No decrease in the number of members of the Board of Directors shall have the effect of shortening the term of any incumbent Board Director. Commencing with the date of the amendment of these Bylaws, no Board Member shall serve more than three (3) consecutive two-year terms.

SECTION 6.5. ***Removal or Resignation of a Director*****.** (a) A Board Director may be removed from office for the following causes by a two-thirds (2/3) vote of the Board of Directors: (1) failing to attend three (3) consecutive Board of Directors meetings, or 60% of the Board of Directors meetings in a year; (2) failing to honor commitments to engage in significant Board of Directors/Chapter activities and programs; or (3) undermining the policies and goals of the Chapter.

(b) A director may resign at any time upon written notice to the Board Chair or Secretary. Such resignation shall take effect on the date the notice was delivered to the Secretary, unless another date is specified in the notice of resignation. No acceptance of such resignation shall be necessary to make it effective.

(c) The Voting Members may remove any director, with or without cause, at the annual or special meeting of the Members, by the affirmative vote of two-thirds of the Voting Members present at the meeting, provided a quorum is present. The notice of the meeting at which the removal of a director is to be considered must state that one of the purposes of the meeting is to vote on the removal of the director.

SECTION 6.6. ***Vacancies*****.** Vacancies on the Board of Directors shall exist (i) on the death, resignation, or removal of any Board Member, or (ii) whenever the number of authorized Board Members is increased.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws, or provisions of law, the Board of Directors may fill vacancies on the Board of Directors. If the number of Board Directors, then in office is less than a quorum, a vacancy on the Board of Directors may be filled by approval of a majority of the Board Directors then in office or by a sole remaining Board Member. A person elected to fill a vacancy on the Board of Directors shall hold office until the next election of the Board of Directors or until his or her earlier death, resignation, or removal from office.

SECTION 6.7. ***Elections*****.** The Chapter's annual election of Board Directors shall be held at the Annual Meeting of the Chapter provided for under Article V. The results of the election shall be announced at Annual Meeting.

SECTION 6.8. ***Regular Board Meetings*****.** The Board of Directors shall hold a minimum of four (4) meetings annually, once per quarter, at such place and time, as the Board of Directors shall determine. Meetings of the Board of Directors may be conducted in person, by remote participation (see Section 6.15), or by way of a hybrid meeting combining electronic and physical participation of meetings.

SECTION 6.9. ***Special Board Meetings.*** Either the Chair or at least two Board Directors may call a Special Meeting of the Board of Directors. Such meetings shall be held at such place and time as the Board of Directors or the person(s) calling the special meeting shall determine.

SECTION 6.10. ***Notice of Board Meetings.*** Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the Secretary shall give notice to each Board Director of each meeting of the Board of Directors. The notice shall state the time and place of the meeting.

SECTION 6.11. ***Form of Notice.*** Notice is given to a Board Director when it is delivered personally to him/her, left at his/her residence or usual place of business, or sent by e-mail or other electronic notification, at least twenty-four (24) hours before the time of the meeting or, in the alternative, by mail to his/her address as it shall appear on the records of the Chapter, at least seventy-two (72) hours before the time of the meeting. In the case of e-mail or other electronic notification, the Board Director to be contacted shall acknowledge personal receipt of the e-mail or other electronic notice by a return message or telephone call. Unless the Bylaws or a resolution of the Board of Directors provide otherwise, the notice need not state the business to be transacted at or the purposes of any regular or special meeting of the Board of Directors. No notice of any meeting of the Board of Directors need be given to any Board Director who attends, or to any Board Director who, in writing executed and filed with the records of the meeting either before or after the holding of the meeting, waives such notice.

SECTION 6.12. ***Quorum for Board Meetings*****.** A quorum shall consist of at least one-half (1/2) of the voting Members of the Board of Directors, except that a quorum shall not consist of fewer than three (3) Board Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board of Directors at any meeting at which the required quorum is not present, and the only motion which the Chair or Board Director leading the meeting shall entertain at such meeting is a motion to adjourn.

SECTION 6.13. ***Majority Action as Board of Directors Action*****.** Every act or decision done or made by a majority of the Board Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board of Directors.

SECTION 6.14. ***Conduct of Meetings*****.** Meetings of the Board of Directors shall be convened by the Chair, or, if the Chair is not present, the Vice-Chair, or else if, by another Member of the Board of Directors chosen by a majority of the Board Directors present at the meeting. The Secretary of the Chapter shall act as secretary of all Board meetings; *provided* that, in his or her absence, the Board shall appoint another person to act as Secretary of the meeting. All meetings of the Board of Directors shall be open to all members of the Chapter, unless a special meeting dealing with an employee or other confidential matter has been called in which the Board deems participation solely by Board Directors appropriate. The conduct of Board meetings should be such as to encourage attendance and participation by Chapter members involved in significant Chapter activities and issues.

SECTION 6.15. ***Remote Participation.*** Members of the Board of Directors, or any committee of the Board, may participate in any meeting of the Board, or such committee, by telephone, video conference, or similar remote participation technologies by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

SECTION 6.16. ***Action Without Meeting.*** Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee of the Board may be taken without a meeting, if all members of the Board or such committee consent to the action in writing, and the writing is filed with the minutes or proceedings of the Board or committee.

SECTION 6.17. ***Compensation*.** Board Directors shall serve without compensation, except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Nothing in this Section shall prevent a Board Director from receiving compensation for other services, subject to compliance with the Chapter's conflict of interest policies, the Act and the Code.

ARTICLE VII
COMMITTEES

SECTION 7.1. ***Committees*.** The Chapter may have an Advisory Committee (consisting of chapter sponsors, experts and interested individuals) and such other committees as may from time to time be designated, and with such limited powers as provided, by resolution of the Board. These committees may consist of persons who are not also members of the Board; *provided* that any committee that shall have or exercise authority of the Board in the management of the Chapter shall exclusively be filled by Members of the Board. With the advice of the Board, the Chair may appoint members of committees of this Chapter and committee chairs.

SECTION 7.2. ***Meetings and Actions of Committees*.** Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board or by the committee. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE VIII
OFFICERS

SECTION 8.1. ***Officers.*** The officers of this Chapter shall be: Chair, Vice-Chair, Secretary, and Treasurer. The Chair may not concurrently serve as Secretary or Treasurer while serving as Chair.

SECTION 8.2. ***Appointment of Officers.*** At its first meeting immediately after the Annual Meeting, the newly elected Board shall appoint from among its members a Chair, Vice-

Chair, Secretary and a Treasurer to serve a one-year term. An officer may be re-elected for an unlimited number of additional terms.

SECTION 8.3. ***Vacancies.*** If for any reason an officer is unable to fulfill his or her duties, he or she shall notify the Chair or the Secretary immediately. An officer may resign effective immediately upon giving written notice to the Chair or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. The Board by two-thirds (2/3) majority vote may remove an officer from office, for any reason, as permitted by and in accordance with the laws of the District.

Any vacancy in any office for any reason shall be filled by the Board. A person appointed to fill a vacancy shall serve until the next election of officers or until his or her earlier death, resignation, or removal.

SECTION 8.4. ***Chair.*** The Chair is the principal officer of the Chapter and is responsible for leading the Chapter and ensuring its activities are conducted in accordance with the policies and procedures of the Internet Society, the Articles of Incorporation, these Bylaws, and applicable law. The Chair is the presiding officer for all meetings of the Chapter. In the event of the Chair's absence, the presiding officer is the Vice-Chair. In the absence of an Executive Director, as specified in Section 8.8, the Chair shall be the Chief Executive Officer of the Corporation.

SECTION 8.5. ***Vice-Chair.*** The Vice-Chair is responsible for leading the Chapter and ensuring its activities in collaboration with the Chair, and whenever the Chair is unable to perform the role and duties of the Chair. In the absence of the Chair, the Vice-Chair operates as the principal officer of the Chapter.

SECTION 8.6. ***Secretary.*** The Secretary shall keep the minutes of all Chapter and Board meetings. The Secretary shall maintain a list of Members of the Chapter eligible to vote. The Secretary shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law and shall be custodian of the records of the Corporation. Duties of the Secretary shall also include:

- *Preparation of the Annual Chapter Report for presentation to the Chapter at the Annual Election/Business Meeting.*

- *Preparation of the Chapter's Activity Report and its submission of this report to ISOC Headquarters.*

- *Notification to ISOC Headquarters of any changes in the elected officers of the Chapter.*

- *Submission of any proposed amendment to these Bylaws to the Vice President of Chapters for approval.*

The Board may appoint one or more Assistant Secretary(s) to assist the Secretary in carrying out his or her duties.

SECTION 8.7. ***Treasurer.*** The Treasurer is responsible for the Chapter's financial affairs. The Treasurer shall collect dues, pay all bills, and maintain the Chapter's financial records. The Treasurer shall assist the Board in the preparation of an annual budget of the Chapter. Duties of the Treasurer shall also include:

- *Preparation of the Chapter's Annual Financial Report for presentation to the Chapter at the Annual Election/Business meeting.*

- *Completion and submission of the Annual Financial Report to ISOC Headquarters.*

The Board may appoint one or more Assistant Treasurer(s) to assist the Treasurer in carrying out his or her duties.

SECTION 8.8. ***Executive Director and Other Officers*****.** The Board may appoint an Executive Director, who shall serve as an *ex officio* non-voting member of the Board of Directors, and such other officers with such titles, duties, and compensation as the Board may determine.

SECTION 8.9. ***Compensation*****.** Officers who are members of the Board shall serve without compensation, except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Nothing in this Section shall prevent an officer who is a member of the Board from receiving compensation for other services, subject to compliance with the Chapter’s conflict of interest policies, the Act, and the Code.

ARTICLE IX
INDEMNIFICATION

SECTION 9.1. ***Non-liability of Board Directors*****.** Board Directors and officers shall not be personally liable for the debts, liabilities, or other obligations of the Chapter.

SECTION 9.2. ***Indemnification by Chapter*****.** Board Directors, officers, and employees of the Chapter shall be indemnified by the Chapter to the fullest extent permissible under the laws of the District against all loss, damage, expense or charge incurred or suffered by him or her arising by reason of his or her having been a Board Director, officer, or employee of the Chapter (whether or not he or she continues to be a Board Director, officer, or employee at the time of incurring or suffering such loss, damage, expense or charge), except for any loss, damage, expense or charge caused by his or her own negligence, willful misconduct, or fraudulent act. The right of indemnification incurred by this Section shall be a contract right and shall include the right to be paid by the Chapter reasonable expenses incurred in connection with any proceeding in advance of the final disposition of the proceeding, as specifically authorized by the Board of Directors; *provided*, that if applicable District law so requires, the payment of such expenses in advance shall be made only upon receipt by the Chapter of an undertaking by or on behalf of the person claiming indemnification, to repay all amounts so advanced unless it shall be determined that such person is entitled to be indemnified under this Section or otherwise. The foregoing right of indemnification shall inure to the benefit of the indemnified person’s heirs, executors, administrators, and assigns, and shall not be exclusive of other rights or remedies to which such Board Director, officer, or employee may, as a matter of law, be entitled. The Corporation shall have the right to select attorneys and to approve any legal expenses incurred in connection with any suit, action or proceeding to which this indemnification applies. Unless the Corporation waives such right, the Corporation shall not be required to indemnify any director or officer for expenses of counsel not selected by the Corporation. The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights which a director or officer may have under any agreement with the Corporation or otherwise. Every provision of this Article IX is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article IX.

SECTION 9.3. ***Insurance for Corporate Agents*.** Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Chapter (including a Board Director, officer, employee, or other agent of the Chapter) against liabilities asserted against or incurred by such person in such capacity or arising out of the agent's status as such, whether or not the Chapter would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

ARTICLE X
DISSOLUTION

SECTION 10.1. ***Dissolution.*** Dissolution of this Chapter shall require at least two-thirds (2/3) vote of the Board of Directors together with a majority vote of the Voting Members at a Chapter meeting which has been publicized thirty (30) days in advance to all Members of the Chapter for the purpose of taking this vote.

SECTION 10.2. ***Distribution of Assets.*** Upon the liquidation, dissolution, or winding up of the Chapter, after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provision has been made therefor, all of the assets of the Chapter shall be distributed exclusively for such educational, charitable and scientific purposes as the Board of Directors (or such other persons as may be in charge of liquidation) shall determine, *provided* that such distributions shall be made in the first to the Internet Society, a Chapter, and/or one or more other organizations, all of which must qualify as exempt organizations under Section 501(c)(3) of the Code. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes.

ARTICLE XI
MISCELLANEOUS

SECTION 11.1. ***Maintenance of Tax-Exempt Status.*** The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

SECTION 11.2. ***Restriction on Activities.*** No substantial part of the activities of this Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as permitted by the Code, and the Chapter shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

SECTION 11.3. ***No Private Inurement.*** No part of the net earnings of this Chapter shall inure to the benefit of, or be distributable to, its sponsors, or Board of Directors, officers, or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the charitable purposes of this Chapter.

SECTION 11.4. ***Fiscal Year.*** The fiscal year of the Corporation shall be the twelve-calendar month period ending December 31st. in each year, unless otherwise provided by the Board of Directors.

SECTION 11.5. ***Disbursements.*** The Treasurer shall make all disbursements from the treasury for Chapter expenditures. Any other officer may have such authorization only if approved by the Board. All such authorizations shall be included in the minutes of the Board. All expenditures shall be included in the Treasurer's report to the Annual Meeting of the Chapter. The Board must specifically approve any disbursements above $500 outside the budget approved by the Board.

SECTION 11.6. ***Obligations.*** Contracts shall only be entered into by the Chapter as follows: (i) all agreements (in excess of $500) must be in writing; (ii) all agreements must be within the Chapter's budget, or specifically approved by the Board; and (iii) the following officers of the Chapter may act as signatories on behalf of the Chapter for any such agreement or contract to be deemed as binding on the Chapter: Chair, Vice-Chair, Secretary, or Treasurer.

SECTION 11.7. ***Binding.*** The binding signatory requirement of Section 11.6 above may only be modified by the Board.

ARTICLE XII
AFFILIATE TRANSACTIONS AND INTERESTED BOARD MEMBERS

SECTION 12.1. ***Definitions*****.** For purposes of this Article XII:

The terms, "disinterested director," "director," and "officer" shall have such meanings as provided in the Act.

SECTION 12.2. ***Affiliate Transactions.*** No contract or transaction between the Chapter and one or more of its Board Members or officers, or between the Chapter and any other corporation, partnership, association, or other organization in which one or more of its Board Directors or officers are directors or officers, or have a material financial interest, shall be void or voidable solely for this reason, or solely because the Board Director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction or solely because his/her or their votes are counted for such purpose, if:

(a) The material facts as to this relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors or committee members, even though the disinterested directors may be less than a quorum; and

(b) The contract or transaction is fair to the Chapter as of the time the contract or transaction is authorized, approved, or ratified by the disinterested directors or a committee thereof.

SECTION 12.2. ***Quorum.*** Common or interested Board Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee of the Chapter that authorized any contract or transaction specified in this Article.

SECTION 12.3. ***Prohibition on Loans.*** Notwithstanding any other provision of this Article, the Chapter shall make no loan to any Board Director or officer of the Chapter.

ARTICLE XII
AMENDMENT OF BYLAWS

SECTION 13.1. ***Pre-Approval.*** *All proposed changes to these Chapter Bylaws shall first be approved by ISOC's Membership Team before being presented to the Chapter's Voting Members for consideration.*

SECTION 12.2. ***Amendments.*** These Bylaws may be amended by the affirmative vote of the Voting Members at the annual or special meeting of the Members at which a quorum is present or by the vote of two-thirds (2/3) of the members of the Board of Directors at the annual, regular or special meeting; provided that notice of such proposed amendment shall be given to the Voting Members or the Board of Directors at least 10 days prior to such meeting; and provided further that any amendment that: (1) provides that some of the Members have different rights from other Members with respect to voting, dissolution, transfer of membership or otherwise, (2) relate to the termination or suspension of membership rights, (3) require cause or change the definition of cause with respect to the removal of a director elected by the Members or (4) relating to the levying of dues or assessments on the Members, shall be subject to the approval of the Voting Members at an annual or special meeting of the Members.

SECTION 12.3. ***Conformity to Internet Society Rules.*** In the event a provision of these Bylaws conflicts with the rules of the Internet Society, the Board of Directors shall amend such provision of the Bylaws without the requirement of a vote of the Membership of the Chapter in accordance with Internet Society procedures.

TBD - Amended to clarify General Members and Voting Members; modernized Director and Officer structures, roles and titles; modified terms for Directors; general document restructuring.

October 15, 2015 amended

February 16, 2010 adopted