



Kantara Initiative

Bylaws

Version 2.0

*an unincorporated association operating as a program of
the IEEE Industry Standards and Technology Organization ("IEEE-ISTO").*

ARTICLE 1 DEFINITIONS

All Member Ballot shall mean any vote conducted by the Organization in which all Members of the Organization in good standing shall be eligible to cast a ballot.

Annual Meeting shall mean a meeting held annually for the members of the organization.

Board of Trustees or Board shall mean the governing body of the organization.

Change of Control means a change in ownership or control of Member effected through any of the following transactions: (a) a merger, consolidation or reorganization approved by Member's equity holders, unless securities representing more than sixty percent (60%) of the total combined voting power of the voting securities of the successor entity are immediately thereafter beneficially owned, directly or indirectly and in substantially the same proportion, by the persons who beneficially owned Member's outstanding voting securities immediately prior to such transaction; (b) any transfer or other disposition of all or substantially all of Member's assets; or (c) the acquisition, directly or indirectly, by any person or related group of persons (other than Member or any Subsidiary of Member or any person currently owning, beneficially or of record, equity securities of Member), of beneficial ownership (within the meaning or Rule 13d-3 of the Securities Exchange Act of 1934, as amended) of securities possessing more than forty percent (40%) of the total combined voting power of Member's outstanding securities.

Charter means a document outlining the conditions defining a Work Group's rights and privileges.

Consensus means the majority opinion for an issue under consideration.

Discussion Group means any group formed by Participants as described in SECTION 8.3 of these Bylaws.

Good Standing is defined in SECTION 17.7.

Leadership Council or Council means those Representatives of Members responsible for the leadership and oversight of technical activities. Group activities are defined in ARTICLE 8 of these Bylaws.

Leadership Team means the Chair, Vice-chair, and Secretary of the Leadership Council.

"Majority" mean affirmative votes from greater than fifty percent (50%) of all Members in Good Standing of the applicable group (i.e. the Board of Trustees, Leadership Council, Working

Group or other group established by the Organization) eligible to participate in a particular vote. (See also Simple Majority, Supermajority and Supermajority of those Voting”).

"Member" means a general reference to all entities that have qualified for a classification of membership under the membership agreement, and are pursuant to the relevant provision of ARTICLE 17 of these Bylaws.

Organization means Kantara Initiative, a program of the IEEE Industry Standard and Technology Organization (ISTO).

Participant means any Individual, Corporation, Partnership, Joint Venture, Trust, Limited Liability Company (LLC), Business Association, Governmental Entity or other Entity that has signed a Participation Agreement for one or more Work Groups or Discussion Groups and may or may not be a member of the organization.

Quorum means that more than fifty percent (50%) of the Members in Good Standing of the applicable group (i.e. the Board of Trustees, Leadership Council, Work Group, or other groups established by the Organization) are present, either in person, by telephone or by such other means as may be prescribed by such group or by these Bylaws.

Recommendation means any output of a Work Group (e.g. draft Technical Specification, policy, guidelines, procedures, etc.) that has been approved by a Supermajority of those Voting in an All Member Ballot.

Simple Majority means affirmative votes of more than fifty (50%) of all Members in Good Standing (excluding abstentions). (See also Majority, Supermajority and Supermajority of those voting).

Subsidiary of a Member means a Person: (a) more than fifty percent (50%) of whose (a) outstanding shares or securities (representing the right to vote for the election of directors or other managing authority) or (b) if the Person does not have outstanding shares or securities, other ownership interest (representing the right to make the decisions for such Person) are, now or thereafter, owned or controlled, directly or indirectly, by such Member, but such corporation, company or other entity shall be deemed to be a Subsidiary only so long as such percentage of ownership or interest remains more than fifty percent (50%).

Supermajority means affirmative votes of at least seventy-five (75%) of all members in Good Standing of a group. (See also Simple Majority, Majority and Supermajority of those Voting).

Supermajority of those Voting means affirmative votes of at least seventy-five (75%) of members in Good Standing of those casting a vote (excluding abstentions). (See also Majority, Simple Majority, and Supermajority).

Technical Specification means a document created by a Work Group that is expressly designated as a “Technical Specification” and contains detailed technical information that must be implemented as described therein for an implementation thereof to be deemed compliant.

Trustee means a member of the Board of Trustees.

Work Group means any group chartered by the Leadership Council as described in SECTION 8.1 of these Bylaws.

ARTICLE 2 OFFICES

SECTION 2.1 Principal Office

A principal office of the Organization will be created to perform administrative and operational functions for the Organization.

SECTION 2.2 Change of Address

The Board may, from time to time, change the location of the Organization’s principal office. Change of address shall be effective upon written notice to all Members.

SECTION 2.3 Other Offices

The Organization may also have offices at such other places as its business and activities may require, and as the Board may, from time to time, designate.

ARTICLE 3 PURPOSE

SECTION 3.1 Purpose

The Organization has as its primary focus to foster identity community harmonization, interoperability, innovation and broad adoption through the development of open identity Technical Specifications, operational frameworks, education programs, deployment and usage best practices for privacy-respecting, secure access and use of services. In furtherance of these efforts, the Organization and its Members shall seek to solicit the participation of all interested parties on a fair, equitable and open basis.

SECTION 3.2 Duration

The duration of the Organization shall be perpetual, but may be dissolved at any time upon a Supermajority vote of the Board of Trustees.

SECTION 3.3 Freedom of Action

Neither participation in the Organization nor the Organization's approval or release of a specification shall require any Participant to use or implement the specification, or preclude any Participant from developing or employing additional, competing or alternative products, specifications or implementations, or foreclose taking a different course of action should any Participant so desire.

**ARTICLE 4
ANTITRUST GUIDELINES****SECTION 4.1 Compliance with Antitrust Laws**

The Members will be combining unique experience and skills to foster identity community harmonization, interoperability, innovation and broad adoption through the development of open identity Technical Specifications, operational frameworks, education programs, deployment and usage best practices for privacy-respecting, secure access to online services.

The Organization is not intended to become involved, and will not become involved, in the competitive business decisions of its Member companies, nor will it take any action that would tend to restrain competition among and between such Members in violation of the antitrust laws.

Each Member shall assume responsibility to provide appropriate legal counsel to its representatives acting under these Bylaws regarding the importance of limiting the scope of their discussions to the topics that relate to further the purpose of the Organization, whether or not such discussions take place during formal Meetings, informal gatherings, or otherwise. Each Member agrees and acknowledges that it and each other Member is free to develop competing technologies and standards and to license its patent rights to third parties, including without limitation, to enable competing technologies and standards.

The Organization unequivocally supports the policy of competition served by the antitrust and competition laws and intends to comply strictly with such laws. It shall be the responsibility of every Member to be guided by this policy of strict compliance with the antitrust and competition laws in all of the Organization's activities. It shall be the special responsibility of the Organization's officers, Board of Director's and Working Group Chairpersons to ensure that this policy is known and adhered to in the course of activities pursued under their leadership.

Any violation of any antitrust compliance policy adopted by the Organization or of this Article shall make the violator subject to immediate suspension from membership in the Organization and immediate removal from any office held by an official representative violating such rules or this Article.

ARTICLE 5 BOARD OF TRUSTEES

The Organization is composed of two leadership groups with distinct responsibilities: the Board of Trustees and the Leadership Council [refer to ARTICLE 6].

SECTION 5.1 Number

The Board of Trustees shall designate one (1) member (Trustee) and one (1) Alternate to serve on the Board of Trustees. There is no limit to the number of seats available on the Board of Trustees.

SECTION 5.2 Trustee-at-Large

Two (2) members of the Trustees may be elected from the existing organizational members that are MO, M1, M2, or M3 members and are not already trustees. The term of these Trustees will be for one (1) calendar year and will expire at the end of each year on December 31st. The procedure for the election of these trustees will be determined and overseen by the Trustees, except that that all current members that are MO, M1, M2, or M3 levels will have only one (1) vote per organization. The two (2) organizations with the most recorded votes will be elected. There is no limit as to the number of terms that these organizations may serve as Trustees. If either or both elected Trustee organizations should resign or vacate their position before the end of their term, the Trustees may initiate an election to fill the remaining time of the term(s).

SECTION 5.3 General Powers

Subject to the provisions of these Bylaws, the activities and affairs of this Organization shall be conducted and all power shall be exercised by or under the direction of the Board of Trustees.

SECTION 5.4 Duties

The Board of Trustees shall have fiduciary, administration, and staff oversight responsibilities for the Organization. The Board may appoint two (2) Trustees as voting representatives to the Leadership Council.

It shall be the duty of the Board to:

- a) Perform any and all duties imposed on them collectively or individually by law or by these Bylaws;
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the organization;

- c) Consider for approval or rejection the Organization's annual budget as submitted by the Executive Director. If the annual budget is not approved at the start of each calendar year, the organization shall operate based on the prior yearly budget, to the extent practical, until an annual budget is approved;
- d) Consider for approval or rejection any public statement, press release or similar public materials concerning the business and technical activities of the Organization prior to making such materials public;
- e) Establish or revise membership classes and the rights and privileges of various classes of Members;
- f) Establish annual dues for the various classes of Members and determine the rights, privileges and obligations for each class of Member not otherwise stated in these Bylaws;
- g) Make a yearly evaluation of the Organization's fulfillment of its purpose and the need to continue the existence of the Organization going forward;
- h) Adopt and amend the Bylaws, Operating Procedures, Financial Policy set forth in;
- i) Adopt and amend the Membership Agreement;
- j) Adopt procedures to govern operations of Committee;
- k) Have the right to withdraw from ISTO, or otherwise terminate the Organization's agreement with the ISTO and define an alternative organizational structure;
- l) Other responsibilities as specified and approved by the Board.

SECTION 5.5 Membership Fee Schedule

On an annual basis the Board of Trustees shall establish a schedule of membership fees for each class of Members. Any changes to the annual fees from year to year shall require a Supermajority vote of the Board of Trustees.

SECTION 5.6 Qualification, Appointment, and Election of Trustees

- a) **Qualification:** Trustee shall be Representatives of a Sponsor. No Member or Member's Affiliate may have more than one (1) Representative named to the Board. At the first time that a Member Representative is seated on the Board, and annually thereafter, as of the date of the Annual Meeting and as a condition of its Representative assuming his or her seat on the Board that Member shall pay to the Organization membership dues then in effect as established by the Board.
- b) **Alternates:** Each Member represented on the Board may also appoint an alternate Representative to serve on the Board on a temporary basis should its primary Representative become unavailable. A represented Member must provide written notice to the Board of its choice of alternate. Even if a Representative to the Board is present that Director's alternate Representative may also attend Meetings of the Board, but in a nonvoting capacity. A represented Member, by providing written notice to the Board, may replace that Member's designated Representative to the Board at any time

either with its designated alternate Representative or another designated Representative of the Member.

- c) **Vote of No-Confidence:** Any Trustee may call for a special vote of no-confidence concerning any Trustee who displays effort, communication, or activities that are contrary and/or a hindrance to the mission, objectives, and strategic goals of the Organization. Such vote of no-confidence shall be taken as soon as possible after the request and requires a Super Majority vote of the Board. If the Board approves a vote of no-confidence regarding a Trustee, that Member shall immediately withdraw its Representative from the Board and replace such Trustee with another Representative. This special vote of no-confidence provision shall not become effective and applicable until one (1) year after the establishment of the Organization.

SECTION 5.7 President of the Board

The President shall be the chief executive officer of the Organization; shall serve as the chairman at all meetings of the Board of Trustees; and shall act as the chief administrator of the Board of Trustees. The President shall have other powers and perform such other duties as may be prescribed by law, by these Bylaws, or as may be prescribed by the Board of Trustees. The President shall be elected each year at the Annual Meeting to serve for an additional term.

SECTION 5.8 Resignations

The Board may remove any officer from his or her elected office, either with or without cause, at any time by a Supermajority vote of the Board. An elected officer must be an employee of a Board Member. An elected officer shall automatically be removed if the Member terminates its membership in the Organization or if the representative ceases to be an employee of the Member. Any officer may resign at any time by giving written notice to the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this SECTION 5.7 shall be superseded by any conflicting terms of a contract that has been approved by the Board relating to the employment of any officer of the Organization.

SECTION 5.9 Changing Designated Representative

Each Board of Trustees Member may change its representative and/or alternate upon written notice to the Board of Trustees. If a representative ceases to be an employee of the Board of Trustees Member, the Member will appoint a replacement representative.

SECTION 5.10 Non-liability of Trustees

Trustees and Members with an employee serving as a Trustee shall not be liable for the debts, liabilities, or other obligations of the Organization.

SECTION 5.11 Compensation

The elected officers shall serve without compensation by the Organization.

SECTION 5.12 Board Meetings

The Board of Trustees shall meet as frequently as is prudent to carry out its responsibilities, and such meetings may be held in person, by telephone or video conference, or such other means as the Board deems appropriate; provided, however, that the Board shall meet in person at least two (2) times per year at such times and places as designated by the President. Members that do not have representatives serving on the Board may attend Board meetings as observers but shall have no voting rights with respect to Board activities and limited participation rights at the discretion of the Chair. The Board may, upon at least a fifty percent (50%) vote, choose to go into a closed session to consider matters of such sensitivity or confidentiality as to merit such treatment. Meetings of the Board shall occur on not less than fourteen (14) days written notice to all Members.

SECTION 5.13 Committees

The Board shall designate the following Committees or Sub-Committees: Finance Committee. The Organization shall have additional Committees from time to time as may be approved by the Board. Meetings and actions of Committees shall be governed by, noticed and held in accordance with written Committee procedures to be approved by the Board (hereinafter "Committee Procedures"), which shall apply to all Committees. The Board may from time to time amend such Committee Procedures. Upon formation, a Committee may, through its chairperson, propose specific procedures to govern that particular Committee (hereinafter "Specific Committee Procedures"). Proposed Specific Committee Procedures are subject to approval by the Board.

SECTION 5.14 Board Action

The Board shall seek to make decisions by Consensus. When Consensus cannot be reached in a timely manner, the Board shall make decisions by voting as described in SECTION 18.7.

Except for procedural matters (for example, whether to adjourn a meeting), the Board shall not make any decisions, whether by Consensus or by voting, unless a Quorum exists.

No Member shall have more than one vote in Board of Trustees actions. If an LC appointed Trustee or Alternate is an employee of a Member Trustee, they shall share a single vote for all Board actions.

SECTION 5.15 Voting Member of the ISTO

All Trustees shall be voting members of ISTO unless the Board takes action to remove the Organization from the ISTO. The Board shall appoint a representative to serve on the ISTO nominating committee on behalf of the Organization.

**ARTICLE 6
LEADERSHIP COUNCIL**

The Organization is composed of two leadership groups with distinct responsibilities: the Board of Trustees [refer to ARTICLE 5] and the Leadership Council.

SECTION 6.1 Number

The Board of Trustees may appoint two (2) primary and two (2) Alternates voting members of the Leadership Council from the current members of the Board. These Trustees shall be appointed for a one (1) year term (there is no limit in the number of terms an individual may be appointed to) and shall be selected by the Leadership Council from the current members of the Leadership Council.

SECTION 6.2 Duties

The Leadership Council has oversight responsibility for Work Groups and Discussion Groups. The Leadership Council is composed of representatives of each of the Groups. The Leadership Council may appoint two (2) of its members as voting representatives to the Board of Trustees.

It shall be the duty of the Leadership Council to:

- a) Form, supervise and dissolve Working Groups and Discussion Groups, as appropriate to conduct the work of the Organization; subject to vote as referred in SECTION 18.7.
- b) Resolve issues that are brought forward to the Council by the Working Groups;
- c) Conduct an annual Charter review;
- d) Meet at such times and places as required by these Bylaws;
- e) Approval of new and revised Work Group Charters;
- f) Oversight of the operations and expenditures of all Groups;
- g) Certification of Work Group output for Member ballot;
- h) Preparation of annual and supplemental budget requests to the Board of Trustees for funding of Leadership Council sponsored Working Groups in support of Working Group activities; and
- i) Development and maintenance of the Operating Procedures, subject to approval by the Board of Trustees.

SECTION 6.3 Leadership Team

The Leadership Council shall elect from its members a chair, vice-chair, and secretary. The terms and duties of the Leadership Team shall be as defined in the Operating Procedures.

SECTION 6.4 Non-liability of Leadership Council

Leadership Council members and Members with an employee serving as a Leadership Council member shall not be liable for the debts, liabilities or other obligations of the Organization.

**ARTICLE 7
OFFICERS****SECTION 7.1 Designation of Officers**

The elected officers of the Organization shall include a President, Vice President, Secretary and Treasurer. The Organization may also have such other officers with such titles as may be determined from time to time by the Board of Trustees. All officers shall be elected by a majority vote of the Board of Trustees.

SECTION 7.2 Election and Term of Office

The Board of Trustees shall elect the following officers from its members: President, Vice President, Secretary and Treasurer (see SECTION 5). The officers of the Board shall be elected for an annual term ending on December 31st of the current year. The officers may serve multiple terms if duly elected.

SECTION 7.3 Removal and Resignation

A Board of Trustees Member must be a member in good standing of the Organization. If a Board of Trustees Member ceases to be a Member of the Organization for any reason, the Board of Trustees seat will be vacated at the same time as the termination of membership. If a Board of Trustees Member ceases to be a Member at the Trustee level, Board of Trustees seat will be vacated at the same time as the change of membership level. If a Board of Trustees seat is vacated, it shall remain vacated and shall not be filled by appointment or otherwise. By a Supermajority vote of all the Trustees, the Board of Trustees may expel a Trustee for cause. Any officer may resign at any time by giving written notice to the Secretary with a copy to the President of the Board of the Organization. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this SECTION shall be superseded by any conflicting terms of a contract that

has been approved by the Board of Trustees relating to the employment of any officer of the Organization.

SECTION 7.4 Vacancies

Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any officer shall be filled by the Board. In the event of a vacancy in any office, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices created at the discretion of the Board may or may not be filled, as the Board shall determine.

SECTION 7.5 Duties of the Vice President

The Vice President assists the President and performs the duties of the President in the absence of the President, or in the event of the President's inability or refusal to act. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by these Bylaws, or as may be prescribed by the Board of Trustees.

SECTION 7.6 Duties of the Secretary

The Secretary records and distributes Trustee meeting results, including voting results. In general, the Secretary performs all duties incident to the office of Secretary and such other duties as may be required by law, by these Bylaws, or as may be prescribed by the Board.

The Secretary shall:

- a) Certify and keep at the principal office of the Organization the original, or a copy, of these Bylaws as amended or otherwise altered to date;
- b) Keep at the principal office of the Organization or at such other place as the Board may determine, a book of minutes of all meetings of the Trustees, and, if applicable, meetings of Board committees;
- c) Ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- d) Be custodian of the records of the Organization; and
- e) Maintain a membership roster containing the name and address of each and any Members.

SECTION 7.7 Duties of the Treasurer

The Treasurer shall:

- a) Be responsible for the financial transactions of the Organization in accordance with the Board approved Finance Policy;
- b) Exercise oversight of any Financial Services contractor;

- c) Serve as the chair of the Board Finance Committee;
- d) Prepare and present to the Board (at a minimum) quarterly financial reports on all Organization finances;
- e) In general perform all duties incident to the office of the Treasurer and perform such other duties as may be prescribed by law, by these Bylaws, or as may be prescribed by the Board of Trustees.

SECTION 7.8 Compensation

The elected officers shall serve without compensation by the Organization.

SECTION 7.9 Non-liability of Officers

Officers and Members with an employee serving as an Officer shall not be liable for the debts, liabilities or other obligations of the Organization.

SECTION 7.10 Executive Director

The Board may appoint an Executive Director to manage the business affairs of the Organization on a daily basis. The Executive Director shall report to the Board and shall be subject to the oversight of the Board.

The Board may hire an Executive Director to manage the business affairs of the Organization on a daily basis. The Executive Director shall be selected by the Officers and approved by the Board. The Executive Director shall report to the Board and shall be subject to the oversight of the Board. The Executive Director shall be a non-voting member of the Board of Trustees and shall perform such undertakings as are necessary to manage the daily needs of the Organization as defined by the Board and the Operating Procedures, including:

- a) Schedule and set up meetings for the Board of Trustees and other groups as requested.
- b) Facilitate communication between Members.
- c) Act as the liaison to other consortia or associations with which the Organization may choose to associate.
- d) Provide Members with timely minutes, summaries and other reports with respect to the activities of the Organization as may be prepared by the Secretary or the Executive Director.
- e) Receive Membership Agreements and execute them on behalf of the Organization.
- f) In general, perform all duties incident to the office of Executive Director and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.
- g) The Executive Director may engage third parties to undertake such activities, provided that the Executive Director enters into appropriate contracts protective of the Organization, and ensures compliance with terms and conditions of this Agreement and of the financial policy as specified for the Organization at the time.

- h) The Executive Director may not be a Participant or Member or an employee of a Participant or Member.

ARTICLE 8 GROUPS

The organization is comprised of Work Groups and Discussion Groups.

The Board may designate and terminate Groups in accordance with SECTION 6.2. Such Groups have such rights and obligations as may be determined from time to time by resolution adopted by the Board of Trustees and the Leadership Council.

SECTION 8.1 Work Groups

Any three (3) or more Participants (two of whom must be Members) may propose the creation of a Work Group to be chartered by the Leadership Council by submitting a proposed Work Group Charter. A Work Group may be established to cover work in areas including but not limited to technical, policy/guideline, business/marketing and special interests. Approval for the formation of a Work Group requires approval of the Work Group Charter by a Simple Majority vote of the Leadership Council. The Leadership Council shall provide timely notice of the formation and chairperson of a Work Group to all Participants. Special interest Work Groups may form around vertical industry segments, geographical regions, or other common interest areas to address issues around adoption, roll-out, and use of specifications, policies, guidelines, and the like.

A proposed Work Group Charter shall include:

- a) The name of the group;
- b) The Participants that initially desire to perform the work;
- c) Specific area and scope to be the subject of the Work Group;
- d) Tasks to be carried out by the Work Group;
- e) An indication of the time frame for the work (limited duration or ongoing);
- f) Intellectual Property Rights Policy; and
- g) Other information that may be required by the Operating Procedures.

The Work Group shall elect a chairperson from amongst its Participants to chair the Work Group. The elected Work Group chair shall be a voting member of the Leadership Council. A Work Group may elect co-chairs. However, the co-chairs shall have a single (one) vote in the Leadership Council.

Membership in a Work Group shall require consenting to the Intellectual Property Rights policy of the Work Group, both for Members and for Participants.

SECTION 8.2 Member Ballots of Work Group Recommendations

Upon a Simple Majority vote, a Work Group may declare a Draft Recommendation to be complete and submit the Draft Recommendation to the Leadership Council with a request that it be submitted to an All Member Ballot.

The Leadership Council shall use the criteria established in the Operating Procedures in determining certification of a Work Group output for an All Member Ballot.

A Simple Majority of those Voting of the Leadership Council is required to certify the Work Group Draft Recommendation for an All Member Ballot. A Supermajority of those Voting in the All Member Ballot, with at least 15% of all Members voting, shall be required to approve a Recommendation.

SECTION 8.3 Discussion Groups

Any three (3) or more Participants may form a Discussion Group by submitting a Discussion Group proposal to the secretary of the Leadership Council. No further action is required on the part of the Leadership Council to form a Discussion Group. A Discussion Group may be formed to discuss new ideas, birds-of-a-feather topics, the formation of a new Work Group, a task for an existing Work Group, or any other area of interest to a group. The Leadership Council shall provide timely notice of the formation and Leader of each Discussion Group to all Participants.

- a) A Discussion Group may not produce draft Recommendations.
- b) The Leader of a Discussion Group may participate, but does not have voting privileges, in the Leadership Council.

A Discussion Group proposal shall include:

- a) A name for the group;
- b) A description and scope of the topic(s) to be discussed;
- c) The Leader of the group;
- d) The names and email addresses of the initial Participants; and
- e) Other information that may be required by the Operating Procedures.

ARTICLE 9 BUDGET

SECTION 9.1 Leadership Council Budget Requests

On an annual basis the Leadership Council shall prepare budget requests for inclusion in the annual budget of the Organization. These budget requests shall be submitted to the Treasurer in a timely manner as identified in the Finance Policy. Supplemental budget requests may be submitted to the Board during the remainder of the year as needed.

SECTION 9.2 Preparation of Draft Budget

The Treasurer, with the assistance of the Board Finance Committee, will draft an annual budget for the coming year, based on the advice and consent of the Board. This draft shall be subject to a period of review and discussion between the Board and the Leadership Council.

SECTION 9.3 Approval of Budget

Upon completion of the review, the Board shall vote on the proposed budget. Adoption of the budget shall require approval of a Majority of the entire Board.

If the Board rejects the proposed budget, the Board Finance Committee may propose new amendments through the Treasurer and submit the revised proposed budget as amended to the Board for approval.

In the unlikely event of a delay in the approval of an annual budget the Treasurer has the discretion to approve expenditures as may be required to sustain the ongoing operations of the Organization at levels commensurate with the previous year's budget.

Kantara Initiative

ARTICLE 10 GOVERNANCE

SECTION 10.1 Controlling Documents

The governing documents of the Organization shall be the most recent versions of these Bylaws and the following Documents and Policies as approved by the Board and published on the Organization website:

- a) Finance Policy,
- b) Intellectual Property Rights Policy,
- c) Operating Procedures for Leadership Council, Work Groups and Discussion Groups, and
- d) Other Policies duly approved and published by the Board.
- e) Where the above documents do not specifically address an issue, then the most recently published version of Robert's Rules of Order shall be the controlling document.

ARTICLE 11 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 11.1 Execution of Instruments

All contracts, receipts of revenue, disbursement of Organization funds and other financial transactions shall be conducted in accordance with the Board approved Finance Policy.

SECTION 11.2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Organization with a value of less than Fifty Thousand Dollars (USD \$50,000) cumulative in any quarterly period may be signed by the ISTO upon written request from the Chairman, Treasurer or Executive Director. Checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness in excess of Fifty Thousand Dollars (USD \$50,000) shall require a special resolution of the Board.

SECTION 11.3 Deposits

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

**ARTICLE 12
RECORDS AND REPORTS**

SECTION 12.1 Maintenance of Records

The Organization shall maintain records and documents as required by the Board-approved Document Policy as well as all those required by law, by these Bylaws and by a specific resolution of the Board.

Members shall have the right at any reasonable time to inspect Organization records and documents subject to such confidentiality and nondisclosure requirements as the Board may reasonably deem appropriate, or may be required by law.

**ARTICLE 13
AMENDMENT OF BYLAWS, MEMBERSHIP AGREEMENT, OPERATING PROCEDURES OR
FINANCIAL POLICY**

Except where otherwise provided for in individual Articles herein, these Bylaws and any Attachments, the Membership Agreements and Financial Policy and any Attachments may only be altered, amended or repealed upon Supermajority approval of the entire Board of Trustees. REFER to [ARTICLE 11 of the Operating Procedures] for Adoption and Amendment of Operating Procedures.

**ARTICLE 14
DISTRIBUTION OF ASSETS**

In the event of liquidation, dissolution, termination or winding up of the Organization (whether voluntary, involuntary or by operation of law), the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Organization, transfer all of the property and assets of the Organization to one or more "Qualified Organizations," as defined below, as the Board of Trustees shall determine. For purposes of this Article 13 "Qualified Organization" shall mean a corporation or other organization organized and operated exclusively for religious, charitable, educational or other purposes meeting the requirements for exemption, as shall at the time qualify either (i) as exempt from Federal income tax under SECTION 501(a) of the Internal Revenue Code ("Code") by reason of being an organization described in SECTION 501(c)(6) of the Code, or (ii) as a corporation or other organization to which contributions are deductible under SECTION 170(c)(1) of the Code.

ARTICLE 15 NOTICES

Any required written notice under these Bylaws can be met by providing an electronic message, such as email or fax, to the Participant's registered email address or fax number, if to a Participant, or to the specified group or individual if to the Organization.

ARTICLE 16 SEPARABILITY

In case any provision in these Bylaws shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby.

ARTICLE 17 MEMBERSHIP PROVISIONS

SECTION 17.1 Determination, Rights, and Obligation of Members

The Organization shall have such classes of membership as set forth by ARTICLE 19. No Member shall hold more than one (1) membership in the Organization. A Member and any of its Subsidiaries that are Members shall be deemed one (1) Member.

Among the benefits generally to be afforded to the Members are the right to attend meetings of the Members of the Organization and other documents that may be approved by the Board, and access to the general Member portions of the Organization's web site.

All Members must abide by the Bylaws of the Organization, the Membership Agreement, any policies, guidelines or procedures adopted by the Board, and the Bylaws of ISTO.

SECTION 17.2 Qualifications for Membership

The qualifications for membership in this Organization are as follows:

Any Person supportive of the Organization's purposes and not otherwise prohibited by treaty, law or regulation from abiding by the terms of these Bylaws and who meets the membership criteria and pays the annual dues as set forth in the Schedule of Fees and Dues applicable to its membership classification.

SECTION 17.3 Admission to Membership

Applicants qualified under SECTION 17.2 above, shall be admitted to membership upon

affirmation of the Bylaws, the execution of a Membership Agreement, and payment of the applicable annual dues as set forth in the Schedule of Fees and Dues.

SECTION 17.4 Fees and Dues

The Board of Trustees establishes the annual dues payable to the Organization by each class of Membership.

Initial dues shall be due and payable upon the Member's execution of the Membership Agreement. Thereafter, yearly dues shall be invoiced as specified in the Schedule of Fees and Dues.

Any Member sixty (60) days or more delinquent in the payment of Annual Membership Fee obligations under these Bylaws and in accordance with Organization policies that may be established from time to time (subject to a reasonable opportunity to cure), shall be in breach, and in addition to any other remedies available at law or in equity, shall be precluded from further participation as a Member in the activities of the Organization until such breach is fully remedied.

SECTION 17.5 Number of Members

There is no limit on the number of Members the Organization may admit.

SECTION 17.6 Membership Roll

The Organization shall keep a membership roll. Membership in the Organization is a matter of public record; however, membership lists will not be sold or otherwise be made available to third parties.

SECTION 17.6 Non-liability of Members

No Member of this Organization, as such, shall be individually liable for the debts, liabilities or obligations of the Organization.

SECTION 17.7 Member in Good Standing

A member of the organization shall be deemed to be in Good Standing if the Member is current in all membership dues.

Per the Kantara Initiative Financial policy, a Member not fulfilling its Annual Membership Fee obligations ("subject to a reasonable opportunity to cure") shall be in breach of the Member Agreement.

To provide further clarification, “reasonable opportunity to cure” shall mean a period of not less than 14 days after a “30 Days Past Due Notice” from the Treasurer is delivered to the Member (see “Invoicing Current Members” section of this policy). If the obligation has not been satisfied, and acceptable terms have not been arranged with the Treasurer during this period, then the Member may be determined by the Treasurer to be “Not in Good Standing”.

SECTION 17.8 Non-transferability of Memberships

A Member may not transfer, assign or sublicense any of its rights or obligations under these Bylaws without the prior written approval of the Board. A third party further may not assume any of a Member’s rights or obligations under these Bylaws incident to a Change of Control of Member, without the written consent of the Board. Any attempted transfer by a Member in violation of this SECTION shall be null and void.

SECTION 17.9 Public Use of Members Names

Except as expressly set forth herein, no Member may use the name of any other Member in any form of publicity without the written permission of the other(s) whose names it wishes to use; provided, however, that any Member may, with the approval of the Board of Trustees, publicly disclose the identity of other Members in documentation, press releases, brochures and other materials, provided that all such references are truthful and accurate. In addition, any Member may publicly disclose the fact and nature of its own participation in the Organization in documentation, press releases, brochures and other materials.

SECTION 17.10 Termination of Members

Membership may be terminated for the reasons listed below in this SECTION. All rights of a Member in the Organization shall cease on termination of membership as herein provided.

A Member terminated from the Organization shall not receive any refund of dues already paid for the current dues period.

SECTION 17.11 Withdrawal by Member

A Member may withdraw from Organization at any time by submitting a written notice to the Organization Secretary.

SECTION 17.12 Re-instatement of a Member

Once the Board of Trustees elects to terminate a Member’s Membership that is dictated by these Bylaws referenced in SECTION 17.4; the Member may remit payment of membership dues and be reinstated as a “reinstated member” in good standing no less than three (3) months after the Board of Trustees vote to terminate.

SECTION 17.13 Failure to Pay Membership Fees

Membership may be terminated for failure to pay membership dues. Such termination shall be made no less than fifteen (15) days after a written Final Notice of delinquency is sent to the delinquent Member, and no less than ninety (90) days after the membership invoice due date. The Final Notice may be given personally, electronically mailed or mailed to such Member by the Treasurer, Executive Director, or another approved representative of the Organization. A Member may avoid termination by paying the amount of delinquent dues prior to the termination of the fifteen (15) day Final Notice period. The Treasurer or Executive Director shall notify the Board of the pending termination, and Board approval is required to effect the termination. Any member that has an active accreditation would get one (1) final notice after the ninety (90) that their membership is about to expire with all rights and privileges associated with that membership including the accreditation to be terminated.

SECTION 17.14 Material Breach of Member Obligations

The Board of Trustees may terminate any Membership in the Organization for any material breach of the Member's obligations hereunder. Termination under this clause requires a Supermajority vote of the entire Board of Trustees after affording the Member in question the right to be heard on the issue. Grounds for termination include violation of Organization Policies, Procedures or Duties of Membership herein, including the requirements for Membership.

SECTION 17.15 Upon a Member Dissolution

Termination of membership will occur upon the dissolution of the Member.

**ARTICLE 18
MEETINGS OF MEMBERS****SECTION 18.1 Place of Meetings**

The Board shall designate meetings of Members from time to time. At the discretion of the Board, meetings may be held in person or by any combination of audio, teleconferencing, or videoconferencing techniques. There shall be at least one face-to-face Member meeting each calendar year.

SECTION 18.2 Notice of Meetings

Notice stating the place, day and hour of the Members' meeting shall be provided not less than forty-five (45) days in advance thereof. The primary means for the provision of notice shall be via electronic mail to the Member at the electronic mail address as it appears on the records of the Organization. Whenever any notice of a meeting is required to be given to any Member of this Organization under these Bylaws, a waiver of notice in writing signed by the Member,

whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 18.3 Member Action

Where an action requires a vote of the Membership, the vote may be conducted at a meeting or via written or electronic ballot.

SECTION 18.4 Member Action at Meetings

Voting at meetings shall be by a show of hands if held in person, or by voice ballot if held by audio, videoconferencing or teleconferencing techniques, unless otherwise required. The Executive Director, the Executive Director's appointed designee, shall distribute results of all voting to all Members within thirty (30) days of each ballot. Written confirmation of any and all ballot results shall be maintained with the Organization's minutes.

SECTION 18.5 Action by Written or Electronic Ballot

Except as otherwise provided under Bylaws, or provisions of law, any action which may be taken at any meeting of Members may be taken without a meeting or in conjunction with a meeting if the Organization distributes a ballot to each Member entitled to vote. These ballots shall be delivered via electronic mail to all Members at the electronic mail address as it appears on the records of the Organization. The Board shall establish a policy regarding the conduct and duration of electronic ballots.

SECTION 18.6 Conduct of Meetings

Meetings of Members shall be presided over by the President or, in his or her absence, by a Trustee designated by the Board. The Secretary shall act as secretary of all meetings of Members. In the absence of the Secretary, the presiding officer shall appoint another person to act as secretary for that meeting. Meetings shall be governed by such procedures as may be approved from time to time by the Board, insofar as such rules are not inconsistent with these Bylaws, or with provisions of law.

SECTION 18.7 Voting

Except in those cases where a vote is specifically required by these Bylaws or other Controlling Documents, the Organization shall seek to reach its decision by Consensus. When no Consensus can be reached in a timely manner, the decision shall be reached by voting as defined in these Bylaws and other Controlling Documents. Except when otherwise specified in these Bylaws or other Controlling Documents, approval requires a Simple Majority (greater than 50%) of those voting when a Quorum exists. Except as expressly set forth herein, voting percentages required are to be calculated in terms of the number of "Yes" and "No" votes cast by those voting members present when a Quorum exists. Only "Yes" and "No" votes shall be

counted, and abstentions or non-votes shall not be counted, but also shall not affect the determination as to whether a Quorum exists.

ARTICLE 19 MEMBERSHIP CLASSIFICATIONS

A Member is any entity that has completed the application forms, satisfied the objective membership criteria for the Organization, executed a copy of the Member Agreement, and paid the appropriate Membership Fee as established by the Board of Trustees. A Member may be an individual, corporation, partnership, joint venture, trust, Limited Liability Company, business association, governmental entity or other entity.

SECTION 19.1 Trustees

A Trustee of the Organization is any Member that pays the Board of Trustees membership fee.

In addition to all Member benefits, Trustees who remain in good standing are specifically afforded the following benefits:

- a) Exercise fiduciary, administrative oversight of the Organization;
- b) Listed (with a hyperlink to the Trustee's web site) as a Trustee of the Organization on the Organization's web site;
- c) Access to any and all portions of the Organization's web site and any electronic transmissions there from via reflector. This right includes access to any "Trustees only" areas and the Organization's mailing lists (subject to any privacy policy that the Organization may adopt);
- d) Preferential right of first refusal (prior to other Members) to actively participate in the Organization's marketing and promotional activities at trade shows and other industry events;
- e) Listed as a Trustee in all press releases of the Organization; and
- f) In addition to the foregoing, the Board of Trustees may from time to time approve other benefits to which Trustees may be entitled.

SECTION 19.2 Participants

Participation in the Work Groups and Discussion Groups of the Organization is open to all interested parties, whether or not a Member of the Organization. Participants who do not pay a membership fee to become Members may participate in any Work Group, Discussion Group

or any other activity established by the Leadership Council. Participants do not enjoy Member benefits listed in the SECTION above. All Participants in a Group (including Members) must sign any IPR agreement that a Group may establish as a requirement for participating in that Group.

SECTION 19.3 Member

Members are any organization in good standing, referenced in SECTION 17.7 who has a signed membership agreement and pays the membership fee. Members in good standing [SECTION 17.7] are specifically afforded the following benefits:

- a) Access to the public and private industry Identity Management representatives
- b) Set of technology tools and operating procedures to ensure work streams are supported
- c) Ability to help shape Assurance and Interoperability programs
- d) Access to the Board of Trustees sub-committee that operates liaisons with international SSOs like ISO & ITU-T as it relates to Kantara Initiative.
- e) Opportunities to highlight your organization's work and accomplishments
- f) Access to the Wiki

SECTION 19.4 Credential Service Provider (CSP)

Those organizations that are a CSP receive all the benefits referenced in SECTION 19.3.

In addition to all Member benefits, CSP who remain in good standing are specifically afforded the following benefits:

- a) Get assessed by a Kantara Accredited Assessor for IAF certification against the IAF 1400 SACs.
- b) Obtain and maintain compliance and certification.

This membership level does not indicate automatic Approval or Accreditation but rather access to use the Kantara Initiative Trustmark based upon approval of the Board of Trustees in alignment with Kantara Initiative governance.

SECTION 19.5 Assessor Accreditation (AA)

Those organizations that are an AA receive all the benefits referenced in SECTION 19.3.

In addition to all Member benefits, AA's who remain in good standing are specifically afforded the following benefits:

- a) Get accredited by Kantara as an assessor against the IAF 1600 AQR
- b) Leverage demonstrable competencies to expedite certification.

- c) Kantara grants the rights of use of the Kantara Initiative Trustmark to Credential Service Providers as a Kantara approved service.

This membership level does not indicate automatic Approval or Accreditation but rather access to use the Kantara Initiative Trustmark based upon approval of the Board of Trustees in alignment with Kantara Initiative governance.

Kantara Initiative