

INTERNET2
(a District of Columbia Nonprofit Corporation)

ARTICLE I
Offices; Seal

1. Offices. The principal office of the Corporation and such other offices as it may establish from time to time shall be located at such place or places, either within or without the District of Columbia, as may be designated by the Board of Trustees or by the officers pursuant to authority from the Board of Trustees.

2. Seal. The seal of the Corporation, if any, shall be in such form as the Board of Trustees prescribes.

ARTICLE II
Membership

1. Membership; Classes: The Corporation shall have four classes of membership: University, Network, Affiliate, and Industry, with such rights and privileges as provided in these Bylaws. The Board of Trustees may create additional classes of membership (“Additional Members”) with such rights and privileges as determined by the Board of Trustees. Absent specific amendment to these Bylaws providing such Additional Members with voting rights, Additional Members shall not be entitled to vote in any manner.

(a) *University Membership; Qualification*. University membership in the Corporation is open to United States institutions of higher education and such other organizations as permitted from time to time by the Board of Trustees that lead Internet2's effort to develop new networking capabilities and advanced applications. They are required to establish advanced network connectivity on an end-to-end basis between and among member institutions and other related development sites, and to pay annual dues, assessments, and/or fees to the Corporation as determined by the Board of Trustees, and who meet any additional requirements for membership imposed by the Board of Trustees from time to time.

(b) *Research and Education Network Membership; Qualification*. Research and Education Network (“Network”) membership is open to any non-profit or not-for-profit organization that is sub-state, state or multi-state in scope and that has a principal mission to provide network infrastructure and services primarily to the research and education community in the relevant geographic area, including, but not limited to, access to the Internet2 national network infrastructure regardless of whether it serves as a direct connector to the Internet2 network and who pay annual dues, assessments, and/or fees to the Corporation as determined by the Board of Trustees, and who meet any additional requirements for membership imposed by the Board of Trustees from time to time.

(c) *Industry Membership; Qualification.* Industry membership in the Corporation is open to private organizations and institutions and such other organizations as permitted from time to time by the Board of Trustees who pay annual dues, assessments, and/or fees to the Corporation as determined by the Board of Trustees, and who meet any additional requirements for membership imposed by the Board of Trustees from time to time.

(d) *Affiliate Membership; Qualification.* Affiliate membership in the Corporation is open to nonprofit organizations and government agencies that are research- or education-oriented with a strong interest in Internet2's mission and goals. They are committed to promoting the development and deployment of advanced Internet applications and network services in the conduct of research and education and who pay annual dues, assessments, and/or fees to the Corporation as determined by the Board of Trustees, and who meet any additional requirements for membership imposed by the Board of Trustees from time to time.

(e) *Admission; Termination.* Members shall be admitted to their respective class of membership based upon the prospective member's membership application, successful review, and acceptance of the application by the Corporation. The Corporation may admit existing members of the Corporation to the above-mentioned respective classes of membership upon approval and acceptance of such membership by the Corporation. Membership shall be continuing, provided the member maintains itself in good standing with respect to the requirements for membership as set forth in this Article II, Section 1 and the policies and procedures established by the Board of Trustees from time to time. Notwithstanding any provision to the contrary in these Bylaws, the rights, privileges and powers of membership, including the right to vote, shall terminate immediately upon the resignation from the Corporation of such member or [two-thirds (2/3)] vote of the Board of Trustees to expel such member.

2. Transfer of Membership. Membership in the Corporation is not transferable.

3. Member Representative. The Chief Executive Officer ("CEO") of each member (or such other person as may be authorized pursuant to the Corporation's policies and procedures as adopted from time to time) shall be the individual who shall have the right to vote for the member on all matters as set forth in these Bylaws, absent written instructions to the contrary by the CEO notifying the Corporation that another individual is entitled to vote on all matters for which the member is entitled to vote. Such written notice shall state the period of time for which the other individual is entitled to vote for the member.

4. Voting Privileges. Only University, Network, Affiliate, and Industry members in good standing shall have the right to vote. University, Network, Affiliate, and Industry members shall only be entitled to vote for the election of trustees and committees (including committees/councils as described in Article V) of the Board of Trustees as provided for in these Bylaws. In instances where such University, Network, Affiliate, and Industry members are entitled to, such members are sometimes individually referred to as "Voting

Member” and collectively as “Voting Members”. Each Voting Member is entitled to one vote (voting is not cumulative) on all matters for which a member is entitled to vote, and voting on all matters may be conducted by mail, telephone call, telegram, cablegram, electronic mail, or any other means of electronic or telephonic transmission.

5. Place of Meetings. Meetings of the Voting Members may be held either within or without the District of Columbia.

6. Annual Meeting. The Corporation may hold a regular annual meeting of the Voting Members as determined by the Board of Trustees. Notice of such meeting shall be given to the Voting Members at least twenty (20) days prior to the date of the meeting.

7. Special Meetings. The Corporation shall hold a special meeting of the Voting Members on call of the Chairperson, the President/Chief Executive Officer or the Board of Trustees. Notice of such a meeting shall be given to the Voting Members at least ten (10) days prior to the date of the meeting. The notice of a special meeting shall state the purpose or purposes for which the meeting is called.

8. Proxies. Except as provided for in this Article II, Section 4, there shall be no proxy voting by the Voting Members.

9. Quorum. Unless otherwise provided for in these Bylaws, one-tenth (1/10) of the Voting Members (or respective membership class of Voting Members if so provided by these Bylaws) shall constitute a meeting of the Voting Members (or the respective class of Voting Members if so provided by these Bylaws). Voting Members who vote by mail, telephone call, telegram, cablegram, electronic mail or any other means of electronic or telephonic transmission shall be deemed present in person for the purpose of these Bylaws.

10. Action at Meeting. Except as otherwise provided for in these Bylaws, whenever any corporate action is to be taken by vote of the Voting Members (or respective membership class of Voting Members if so provided by these Bylaws), it shall be authorized by a majority votes cast at a meeting of the Voting Members (or respective class of Voting Members, if applicable) by members entitled to vote thereon.

ARTICLE III Board of Trustees

1. Powers. The affairs of the Corporation shall be managed by the Board of Trustees. The Board of Trustees shall possess, and may exercise, any and all powers granted to the Corporation by law, the Articles of Incorporation, and these Bylaws.

2. Number. The number of trustees constituting the entire Board of Trustees shall not be less than fifteen (15) nor more than seventeen (17). The number of trustees may be increased or decreased by amendment of the Bylaws provided that no reduction in the number of trustees shall have the effect of shortening the term of any trustee in office at the time such amendment becomes effective.

3. Board of Trustees; Composition; Election.

(a) The Chairperson of each of the Corporation's four (4) advisory councils established pursuant to [Article V, Section 2] shall serve as an *ex-officio* voting member of the Board of Trustees. These seats on the Board of Trustees are referred to as Board Seats 1 through 4.

(b) The Corporation's President/Chief Executive Officer shall serve as an *ex-officio* voting member of the Board of Trustees. This seat on the Board of Trustees is referred to as Board Seat 5.

(c) Ten voting members of the Board of Trustees shall be elected by the Voting Members in accordance with the nomination/election procedures set forth in [Article VIII]. These seats on the Board of Trustees are referred to in these Bylaws as Board Seats 6 through 15.

(d) Up to two (2) additional members of the Board of Trustees may be elected by the Board of Trustees in order to satisfy minimum board composition requirements pursuant to [Section 4 of this Article III]. These seats on the Board of Trustees shall be referred to as Board Seats 16 and 17.

4. Criteria for Nomination to Board of Trustees. In carrying out the responsibilities to nominate candidates for Seats 6 through 15, the Governance and Nominations Committee established pursuant to [Article V, Section 2] and the Board of Trustees in filling any vacancy as provided for in this Article III, Section 8, shall seek to ensure that Corporation's Board of Trustees, as a whole, is representative of its members and will (i) further support the Corporation's mission to support higher education and (ii) in aggregate display diversity in geography, demography, culture, skills, disciplines, and perspective, as well as the location and character of the institution with which the prospective trustee may be affiliated. Subject to the foregoing, the composition of the Board of Trustees shall reflect members from the following backgrounds, with minimum and target levels. The minimum requirements are absolute. If for some unforeseen and unexpected reason the composition of the Board of Trustees does not satisfy the minimum requirements within a 15-member Board, an additional one or two Board positions (Board Seats 16 and 17 as described in this [Article III, Section 3(d)]) may be utilized to meet such minimum Board composition requirements. At no time shall the Governance and Nominations Committee nominate a trustee to fill any vacancy or expired term whose election would cause the total number of trustees (not including the President/CEO) to go below the minimum requirements set forth in this [III, Section 4].

<u>Background</u>	<u>Minimum/Target</u>
Financial Executive	1/1
University CEO (current or former)	5/7
University CIO (current or former)	3/3
Network Researcher	1/1
Disciplined Based Researcher	1/1
Regional/State Network Leader	1/1
The Corporation's CEO	1/1
Industry/Leader	<u>1/1</u>
Total	14/16

5. Qualifications. Trustees need not be residents of the District of Columbia. Subject to the provision of these Bylaws, a trustee may succeed himself or herself in the office.

6. Terms of Office. Board Seats 6 through 15 shall be divided into three groups, as equal in number as possible. Each year, the terms of one of these groups of trustees shall expire, such that trustees for Board Seats 6 through 15 serve staggered terms subject to re-election annually. Trustees from Board Seats 6 through 15 shall, with the exception of the initial group of Trustees named in [REFER TO ATTACHMENT LISTING NAMES], which shall serve for a one-year and two-year term, respectively, be elected for a three-year term. The term of office for Seats 1 through 5 shall expire when the respective trustee's term of office allowing the trustee to be an *ex-officio* member of the Board of Trustees expires. Trustees from Seats 16 and 17 shall be elected to serve office until the next annual meeting of the Corporation. Trustees, with the exception of the trustee from Board Seat 5, shall serve no more than six consecutive years.

7. Resignation. Any trustee may resign at any time by giving written notice of his or her resignation to the Chairperson of the Board of Trustees, the President/CEO, or the Secretary. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.

8. Vacancy. A vacancy in the Board of Trustees existing between annual meetings of the Board of Trustees shall be filled by the vote of the Board of Trustees at a special meeting of the Board of Trustees called for such purpose. A trustee so elected to fill a vacancy shall serve the remainder of the unexpired term. The Board of Trustees shall use the same criteria as set forth in this Article III, Section 4, in electing a trustee to fill a vacancy.

9. Chairperson. There shall be a Chairperson of the Board of Trustees, who shall preside over all meetings of the Board if present. The Chairperson shall be elected by the Board of Trustees, and the term of office of the Chairperson shall be from the date of his or her election until the remainder of the trustee's unexpired term of office. A Chairperson may succeed himself or herself as Chairperson. The Chairperson shall be a current or former university CEO.

10. Vice Chairperson. There shall be a Vice Chairperson of the Board of Trustees. At the request of the Chairperson, or in the Chairperson's absence or disability, the Vice Chairperson shall perform all the duties of the Chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chairperson, and shall perform such other duties as the Board may from time to time assign. The Vice Chairperson shall be elected by the vote of the Board of Trustees, and the term of office of the Vice Chairperson shall be from the date of his or her election until remainder of the trustee's unexpired term of office. A Vice Chairperson may succeed himself or herself as Vice Chairperson.

11. Removal. Any trustee other than a trustee from Board Seats 1 through 5 may be removed from office with cause by the supermajority (seventy-five percent (75%) vote of the Board of Trustees. Cause includes failure by a trustee to attend two or more consecutive Board of Trustee meetings.

ARTICLE IV Meetings of Trustees

1. Place of Meetings. The Board of Trustees may hold meetings, annual, regular, or special, either within or without the District of Columbia.

2. Annual Meeting. The Board of Trustees shall hold a regular annual meeting at a time and place set by the Board of Trustees. Notice of such meeting shall be given to each trustee at least ten (10) days prior to the date of the meeting.

3. Regular Meetings. Additional regular meetings of the Board of Trustees may be held, at such times and places as may be determined by the Board of Trustees. Notice of such a meeting shall be given to each trustee at least two (2) days prior to the date of the meeting.

4. Special Meetings. Special meetings of the Board of Trustees may be called by the Chairperson of the Board of Trustees, at such times and places as may be determined by the Chairperson.

5. Quorum; Vote. At all meetings of the Board of Trustees, the presence of a majority of the trustees in office, shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees, unless the affirmative vote of a greater number of trustees is specifically required by law, the Articles of Incorporation, or these Bylaws.

6. Adjournment. Whether or not a quorum is present, a majority of trustees present at a meeting of the Board of Trustees may adjourn the meeting to another place, date, or time. When a meeting is adjourned to another place, date, or time, and the place, date, and time of the adjourned meeting are announced at the meeting at which adjournment is taken, written

notice need not be given of the adjourned meeting unless the date thereof is more than thirty (30) days after the date for which the meeting was originally noticed. At any such adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally noticed.

7. Action by Consent. Any action required or permitted to be taken at a meeting of the Board of Trustees or of any committee may be taken without a meeting if written consents setting forth the action taken are signed and dated by all of the members of the Board of Trustees or of such committee, as the case may be. Such consents (which may be in one instrument or several instruments) shall be filed with the minutes of the proceedings of the Board of Trustees or of the committee. Unless otherwise specified in such consents, the effective date of any action so taken is the date on which the last trustee signs the consents. Any action so taken shall have the effect of a vote taken at a meeting of the Board of Trustees.

8. Meetings by Telephone. The members of the Board of Trustees or of any committee may participate in a meeting by means of a conference telephone or similar communications equipment by which all trustees participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

ARTICLE V Committees – General

1. Committees of the Board. The Board of Trustees may, by resolution adopted by a majority of all trustees in office, establish such committees having and exercising the authority of the Board of Trustees as it deems necessary or proper. Each committee must be composed of at least three (3) members of the Board of Trustees. The Board of Trustees may make such provisions for appointment of the members and chairpersons of such committees, and delegate to the committees such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation; provided, that the Board of Trustees shall not delegate to any committee authority to (1) adopt or approve a plan of merger or consolidation; (2) authorize the voluntary dissolution of the Corporation; (3) elect, appoint, or remove any trustee or officer; or (4) amend, adopt, or repeal the Articles of Incorporation or the Bylaws. Unless otherwise specified in the resolution establishing a committee, a committee's authority shall continue until terminated by the Board of Trustees, and a vacancy in a committee shall occur when a member thereof ceases to be a trustee or is removed by the affirmative vote of a majority of all trustees in office.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual trustee of any responsibilities imposed upon it or him by law. The Corporation shall have the following committee of the Board:

(a) *Executive Committee.* The Board shall designate an Executive Committee consisting of the Chairperson of the Board of Trustees, the President/Chief Executive Officer of the Corporation and at least two (2) but no more than four (4) additional trustees as the Board may determine. The Executive Committee may exercise the powers of the Board when the Board is not in session, except to those matters enumerated in this Article V, Section 1, reporting to the Board at its succeeding meeting any action taken. Meetings of the Executive Committee may be called by one or more Executive Committee members.

(b) *Audit Committee.* The Audit Committee shall consist of such number of Trustees, not less than three, as shall be fixed from time to time by the Board of Trustees (other than the Corporation's CEO) and shall include a trustee member familiar with financial statements and accounting issues. The Audit Committee shall assist the Board of Trustees in fulfilling its fiduciary responsibilities relating to the accounting and financial reporting practices of the Corporation. It shall recommend annually to the Board the selection of independent public accountants to audit the books and accounts of the Corporation. It shall also act as a liaison between the Board of Trustees and the independent accountants; shall review with the independent accountants the audited financial statements of the Corporation prior to recommending their approval by the Board of Trustees; shall monitor the effectiveness of independent financial audits; shall inquire into the effectiveness of the Corporation's management of financial and accounting functions, including its internal auditing methods; shall review the independent accountant's recommendations to management relating to organization, internal control and financial operations; and shall have such other duties as may from time to time be directed by the Board of Trustees.

2. Advisory Committees/Councils. Other committees/councils not having and exercising the authority of the Board of Trustees may be constituted and members thereof appointed as provided for in these Bylaws. The Corporation shall have the following advisory committees/councils.

(a) *Governance and Nominations Committee.* The Governance and Nominations Committee shall consist of 15 members or such number of members as shall be fixed from time to time by the Board of Trustees. The members shall be nominated and elected in accordance with the procedures set forth in Article VI. The Governance and Nominations Committee shall advise and assist the Board in: (i) developing and overseeing the Corporation's policies and procedures regarding Board of Trustee composition and recommendations of candidates for nomination to the Board and committees; helping to determine qualifications and characteristics needed by Board members; identifying, screening and reviewing individuals qualified to serve as trustees and committee members and recommending to the Board and committees as provided for in these Bylaws candidates for nomination and election to fill Board and committee vacancies; and (ii) helping to develop and recommend to the Board and overseeing implementation of the Corporation's corporate governance guidelines and principles, reviewing on a regular basis the overall corporate governance of the Corporation and recommending improvements when necessary.

(b) *Architecture and Operations Advisory Council (AOAC)*. The AOAC shall consist of fifteen (15) members or such number of members as shall be fixed from time to time by the Board of Trustees. The members shall be nominated and elected in accordance with the procedures set forth in Article VII. The AOAC will advise and assist the Board and management on matters relating to the architecture, operations, and policies of the Internet2 Network, including regional and international connectivity. The AOAC is responsible for interacting directly with other network advisory committees on operational and technical matters. The AOAC will also take up issues related to network security, the development of future infrastructure and services, provide advice on network financial matters and such other matters as the Board shall designate from time to time.

(c) *The Applications, Middleware, and Services Advisory Council (AMSAC)*. The AMSAC shall consist of fifteen (15) members or such number of members as shall be fixed from time to time by the Board of Trustees. The members shall be nominated and elected in accordance with the procedures set forth in Article VII. The AMSAC will advise and assist the Board and management on matters relating to the support and adoption of applications, middleware, security and other capabilities across the Internet2 membership and its collaborators around the globe. The AMSAC is responsible for interacting directly with other key advisory committees on technical and service issues. It will also provide advice on Internet2's efforts to support applications and middleware for teaching and learning as well as for research, and for advice on the investment of resources for current and future initiatives and such other matters as the Board shall designate from time to time.

(d) *Research Advisory Council (RAC)*. The RAC shall consist of fifteen (15) members or such number of members as shall be fixed from time to time by the Board of Trustees. The members shall be nominated and elected in accordance with the procedures set forth in Article VII. The Research Advisory Council (RAC) will assist and advise the Board and management on matters relating to Internet2's support for research, both network-focused research and disciplinary research that makes use of the network as a tool. The RAC provides a forum for strategic questions about how best to support the development of resources for scientific, humanities, clinical, computational, and other research communities domestically and internationally. The RAC will also provide advice on the nature and extent of research undertaken by Internet2 staff, to support the development of such research by others and such other matters as the Board shall designate from time to time.

(e) *Industry, Government, International, and External Relations Advisory Council (ERAC)*. The ERAC shall consist of fifteen (15) members or such number of members as shall be fixed from time to time by the Board of Trustees. The members shall be nominated and elected in accordance with the procedures set forth in Article VII. The ERAC will assist and advise the Board and management on matters of policy, standards, and strategies in the context of industry, government, and international relations. These include, but are not limited to, issues of technology transfer and engagement strategies between Internet2 and industry; the role of national-scale networks as a vital resource for the nation's economic, scientific, and cultural development; and maintenance of strong bilateral partnerships with international networking organizations and Internet2's leadership role in international

collaborations. ERAC will also provide advice on membership growth and strategy and such other matters as the Board shall designate from time to time.

(f) No Campaigns. No campaign shall be conducted for any office, inasmuch as the action is for position of service in professional organization. No candidate shall request the vote of any Voting Member or committee member nor the efforts of any Voting Member or committee in the promotion of candidacy. Except for the efforts which may be involved in obtaining the petition to qualify for nomination, no member shall seek in any organized way to promote the election of any candidate.

3. Meetings; Voting and Quorum Requirements. Meetings of any committee (whether advisory or committees of the Board), voting and quorum requirements, and any notice provisions shall, to the extent not otherwise specified in resolutions of the Board of Trustees, be conducted in accordance with the foregoing provisions applicable to the Board of Trustees.

ARTICLE VI

Governance and Nominations Committee; Nominations, Election

1. General. The composition of the Governance and Nominations Committee should reflect the cross constituencies and geographic representation and areas reflecting its membership, in general, to ensure a balanced representation.

2. Election and Composition of Governance and Nominations Committee.

(a) Six (6) individuals shall be nominated from a pool of individuals nominated for candidacy by the Voting Members (and such other persons as determined from time to time by the Board of Trustees) and elected by the Governance and Nominations Committee. These seats on the Governance and Nominations Committee are referred to as Seats 1 through 6.

(b) The Chairperson of each of the Corporation's four (4) Councils shall serve as an *ex-officio* member of the Governance and Nominations Committee. These seats on the Governance and Nominations Committee are referred to as Seats 7 through 10.

(c) The Board of Trustees shall annually elect three (3) of its CEOs to serve as members of the Governance and Nominations Committee. These seats on the Governance and Nominations Committee are referred to as Seats 11 through 13.

(d) Two (2) additional individuals shall be elected annually by the Board of Trustees to fill out an expertise or representation gap. These seats on the Governance and Nominations Committee are referred to as Seats 14 and 15.

3. Terms of Office of Members of the Governance and Nominations Committee. Terms of office of Governance and Nominations Committee seats shall begin on

[the date of the Corporation's annual meeting]. The Governance and Nominations Committee Seats 1 through 6 shall be divided into two groups. Each year, the terms of one of these groups of individuals shall expire, such that the individuals for Governance and Nominations Committee Seats 1 through 6 serve staggered terms and one-third of the positions are subject to re-election annually. Individuals from Seats 1 through 6 shall, with the exception of the initial groups named in (TBA), which shall be elected for a one-year and two-year term, respectively, be elected for a three-year term. The term of office for Seats 7 through 10 shall expire when the respective member's term of office allowing the member to be an *ex-officio* member of the Governance and Nominations Committee expires. Members from Seats 11 through 15 shall be elected to serve a three-year term. Governance and Nominations Committee members shall serve no more than six consecutive years.

4. Call for Nomination of Candidates. With respect to vacancies for Governance and Nominations Committee Seats 1 through 6, the Governance and Nominations Committee shall, at such time as the Board of Trustees designates, issue a call for nominations to the Voting Members (and such other persons as determined from time to time by the Board of Trustees) for as many vacancies as are to be filled at the ensuing election of the Governance and Nominations Committee. In issuing a call for nominations, the Governance and Nominations Committee shall take into account the factors for the Governance and Nominations Committee composition as set forth in this Article VI. The Governance and Nominations Committee shall review the individuals nominated by the Voting Members (and such other persons as determined from time to time by the Board of Trustees) for candidacy to fill the Governance and Nominations Committee vacancies taking into account the criteria for the Governance and Nominations Committee composition. The Governance and Nominations Committee shall nominate at least two (2) candidates for as many vacancies as are to be filled at the ensuing election of the Nominating Committee and shall notify the Chairperson of the Board of Trustees of such candidates at such time as the Board of Trustees designates prior to the Corporation's annual meeting.

5. Voting. With respect to Seats 1 through 6, the Governance and Nominations Committee shall elect one candidate each for any as many vacancies at such time as the Board of Trustees designates. The Board of Trustees shall elect Seats 11 through 15, as applicable, at the Corporation's annual meeting.

6. Chairperson. There shall be a Chairperson of the Governance and Nominations Committee who shall be a member of the Board of Trustees elected annually by the Chairperson of the Board of Trustees. The Chairperson shall preside over the meetings of the Governance and Nominations Committee.

7. Removal. Any member of the Governance and Nominations Committee other than an individual from Board Seats 7 through 10 may be removed from office with or without cause by the supermajority (seventy-five percent (75%) vote of the Board of Trustees at which a quorum is present or by the vote of the Governance and Nominations Committee.

8. Vacancies. A vacancy in the Governance and Nominations Committee existing between meetings of the Governance and Nominations Committees shall be filled by the vote of the Board of Trustees at a special meeting of the Board of Trustees called for such purpose. The individual so elected to fill a vacancy shall serve the remainder of the unexpired term. The Board of Trustees shall use the same criteria as set forth in this Article VI in electing an individual to fill a vacancy in the Governance and Nominations Committee.

ARTICLE VII Councils; Nominations; Election

1. Nomination of Council Members. Twelve (12) members of each Council shall be nominated by the Governance and Nominations Committee, pursuant to the procedures set forth in this Article VII, for election by the Voting Members as set forth in this Article VII, Sections 7 and 9. The remaining three (3) members of each Council shall be elected by the Board of Trustees.

2. Criteria for Selection of Counsels. Among the Council members who are elected by the Voting Members, each Council shall have three members who shall have backgrounds in network-focused research and disciplinary research, three members who are present or former university Chief Information Officers, three members who shall have backgrounds in industry, and three members who shall have backgrounds with state or regional operating networks. The remaining three members of each Council shall be appointed by the Board of Trustees.

3. Terms. Each Council shall be divided into five groups with equal distribution as described in this Article VII (Section 2). Each year, the term of office of one individual in each of the groups of each Council shall expire, so that one-third of the Council positions in each Council are subject to re-election annually. Council members shall, with the exception of the initial group, which may for continuity sake serve an additional period not to exceed twelve months, serve for a one-year and two-year term, respectively, be elected for a three-year term. Except as otherwise provided for in these Bylaws, members of any Council shall serve no more than six consecutive years.

4. Removal. Council members may be removed with or without cause by the vote of the respective Council or by the supermajority vote (seventy-five percent 75%) of the Board of Trustees.

5. Vacancies. Any vacancy in a Council existing between meetings of a Council shall be filled by the vote of the Board of Trustees at a special meeting of the Board of Trustees called for such purpose. The individual so elected to fill a vacancy shall serve the remainder of the unexpired term. The Board of Trustees shall use the same criteria as set forth in this Article VII in electing an individual to fill a vacancy in a Council.

6. Nomination by the Governance and Nominations Committee. The Governance and Nominations Committee shall, at such a time as the Board designates prior to the annual meeting of the Corporation, issue a call for nominations to each of the Voting Members (and such other persons as determined from time to time by the Board of Trustees) for as many vacancies as are to be expected to be filled at the ensuing election of the Voting Members using the criteria set forth in Section 2 of this Article VII. At such a time as the Board designates prior to the annual meeting of the Corporation, the Governance and Nominations Committee shall identify individuals qualified to stand for re-election or to become new members of Councils, consistent with any qualifications, expertise and characteristics set forth in Article VII, Section 2. The Governance and Nominations Committee shall nominate at least two candidates for as many vacancies as are to be filled at the ensuing election of the Voting Members. Before selecting any nominee for a position on the Governance and Nominations Committee, the Governance and Nominations Committee shall review the candidate's availability and willingness to serve.

7. Notifying Voting Members of Nominations. The Secretary of the Corporation shall, at such a time as the Board designates, announce the list of such nominations for each Council to the Chairperson of each Council and the Chairperson of the Board of Trustees.

8. Voting. Voting for Council vacancies shall be held by secret ballot or such other method as the Board of Trustees determines. The Secretary shall prepare a formal ballot containing the names of nominees for each position to be voted on by the respective class of Voting Members. The Board shall fix a time for the Board of Trustees or a committee thereof to review the votes prior to the Corporation's annual meeting. At such a time as the Board designates, prior to the time set for reviewing the votes for Council positions, the Secretary shall distribute to the applicable class of Voting Members in good standing a ballot, voting instructions and notification of the time set for reviewing the vote. The Secretary shall comply with such other rules as the Board may have adopted, including provisions to ensure secrecy of the votes and to prevent use of the ballots by persons ineligible to vote. For votes to be valid, they must be received within the time set by the Board for reviewing the votes and must comply with the procedures set forth in the written instructions. All questions regarding the voting and the validity of the votes shall be decided by the Board of Trustees, whose decision shall be final.

9. Counting the Votes. The votes shall be reviewed at the time fixed by the Board. The results of the voting shall be formally announced by the Chairperson of the Board of Trustees and the candidates receiving the highest number of votes for their respective Council position shall be declared duly elected.

10. Election of Council Members by Voting Members. Each of the three members of each Council who are to have backgrounds with state or regional networks shall be elected by the majority vote of the Network members (one vote per member); each of the three members of each Council who are to have backgrounds with industry will be elected by the majority vote of the Industry members (one vote per member); each of the three members of each Council who are to have backgrounds in research will be elected by the majority vote of

University and Affiliate members (one vote per member), in a manner whereby the individual with authority to cast the vote for the majority vote of University member is encouraged to consult with one or more individuals at the university in a position to evaluate the different candidates for office; and the three members of each Council who are to have backgrounds as university CIOs will be elected by the University and Affiliate members (one vote per member), in a manner whereby the individual with authority to cast the vote for a University member is encouraged to consult with one or more individuals at the university in a position to evaluate the different candidates for office.

11. Council Chairpersons. At such time as the Board designates prior to the Corporation's annual meeting, each Council will annually elect from its membership a Chairperson. Each Council Chairperson shall serve *ex officio* as a voting member of the Board of Trustees. Councils may also choose to elect Vice-Chairpersons from their membership, however, the Vice-Chairperson shall not represent the Council as a voting member of the Board of Trustees.

ARTICLE VIII

Trustee Nomination: Nominations; Election

1. Trustee Nomination; Election. At such time the Board designates following determination by the Board of the number of trustees to be elected at the annual meeting of the Corporation, the Governance and Nominations Committee shall issue a call to the Voting Members (and such other persons as determined from time to time by the Board of Trustees) for nomination for as many vacancies as are to be filled at the ensuing election of the Voting Members. At such time as the Board designates, the Governance and Nominations Committee shall identify individuals qualified to stand for re-election or to become new members of the Board of Trustees, consistent with any qualifications, expertise and characteristics set forth in [Article III, Section 4; the Governance and Nominations Committee shall evaluate incumbent trustees] whose terms are expiring at the meeting and consider their qualifications to stand for re-election; and the Committee shall evaluate nominees for election to the Board submitted by Voting Members in accordance with procedures set forth in these Bylaws. Before selecting any nominee for trustees, the Committee shall review the candidate's availability and willingness to serve.

2. Report to Board Chairperson. The Governance and Nominations Committee shall report its nominations for Board positions for the next election to the Chairperson of the Board of Trustees no latter than the time the Board so designates. The Governance and Nominations Committee shall be given substantial discretion about how to present the candidates to the Voting Members for election. In some years, it may present to the Voting Members a single slate of candidates for election, and in other years it may present more than one candidate for each Board vacancy.

3. Notifying Voting Members of Nominations. The Secretary of the Corporation shall, at the time the Board so designates, announce the list of such nominations for vacancy on the Board of Trustees.

4. Voting. Voting for Board of Trustee vacancies shall be held by secret ballot. The Secretary shall prepare a formal ballot containing the names of nominees for each position to be voted on by the Voting Members. The Board shall fix a time for the Board of Trustees or a committee thereof to review the votes prior to the Board of Trustee's annual meeting. Prior to the time set for reviewing the votes for Board of Trustee vacancies the Secretary shall distribute to each active Voting Member in good standing a ballot, voting instructions and notification of the time set for reviewing the vote. The Secretary shall comply with such other rules as the Board may have adopted, including provisions to ensure secrecy of the votes and to prevent use of the ballots by persons ineligible to vote. For votes to be valid, they must be received within the time set by the Board for reviewing the votes and must comply with the procedures set forth in the written instructions. All questions regarding the voting and the validity of the votes shall be decided by the Board, whose decision shall be final.

5. Counting the Votes. The votes shall be reviewed at the time fixed by the Board. The results of the voting shall be formally announced by the Chairperson at its Corporation's annual meeting and the candidates receiving the majority vote of the Voting Members for their respective position shall be declared duly elected.

ARTICLE IX Notice

1. Form; Delivery. Whenever, under the provisions of law, the Articles of Incorporation, or the Bylaws, notice is required to be given to any trustee, such notice may be given in writing, by mail, addressed to such trustee at his or her post office address as it appears on the current records of the Corporation. Such notice shall be deemed to be given at the time it is deposited in the United States mail. Notice may also be communicated orally in person or by telephone; or given by telegraph, teletype, other form of wire or wireless communication, or private carrier.

2. Waiver. Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation, or these Bylaws, a written waiver thereof, signed by the person or persons entitled to such notice and delivered to the Secretary for inclusion with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent of such notice. In addition, any trustee who attends a meeting of the Board of Trustees, or any member of a committee who attends a committee meeting, without objecting at the beginning of the meeting or promptly upon his or her arrival to holding the meeting or transacting business at the meeting (and does not thereafter vote for or assent to action taken at the meeting), shall be conclusively deemed to have waived notice of such meeting

ARTICLE X
Officers

1. Officers. The officers of the Corporation shall be a President/Chief Executive Officer, a Secretary, a Treasurer, and such other officers as the Board of Trustees may determine are necessary or desirable. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

2. Election. The officers shall be elected by the Board of Trustees.

3. Qualification. Officers need not be residents of the District of Columbia and shall be eligible for re-election.

4. Tenure. An officer shall serve from the date of his or her election until his or her successor has been elected or until the effective date of his or her resignation submitted in writing to the Chairperson, his or her death, or his or her removal with or without cause by a vote of the Board of Trustees.

5. Resignation. An officer may resign at any time by giving written notice of his or her resignation to the Chairperson of the Board of Trustees. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.

6. Compensation. The compensation of officers shall be fixed from time to time by the Board of Trustees.

7. Duties of Officers. Except as otherwise provided by the Board of Trustees, the officers shall have such powers and perform such duties as typically pertain to their offices, as well as such additional powers and duties as are prescribed from time to time by the Board of Trustees or (in the case of officers other than the President) by the President, and that are not inconsistent with law, the Certificate of Incorporation, or these Bylaws.

8. President/Chief Executive Officer. The President/Chief Executive Officer shall be the chief executive officer of the Corporation. The President/Chief Executive Officer is accountable for the development and execution of the various plans, programs and budgets adopted by the Board. The President/Chief Executive Officer must submit a budget annually to the Board for approval. The President/Chief Executive Officer may enter into and shall execute all contracts relating to or in furtherance of the business and other affairs of the corporation. The President/Chief Executive Officer has the authority and responsibility for recruiting, engaging and discharging all employees of the corporation including, but not limited to all executive and professional staff on an at-will basis only.

The President/Chief Executive Officer shall be the official point of contact and official channel of communication between the Board and all corporation staff members, and, in addition, shall be the official point of contact and channel of communication between the corporation and any and all outside persons, agencies, organizations or associations. He\she shall publish whatever reports, commentaries, resolutions, position papers, or other materials the

Board may from time to time dictate and shall assume such other duties or offices as the Board may from time to time delegate.

ARTICLE XI

Financial Administration; Books and Records

1. Documents. All disbursements of monies or incurrence of debts on behalf of the Corporation may be undertaken by such officer(s) or agent(s) of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Trustees or of any committee to which such authority has been delegated by the Board of Trustees.

2. 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 Trustees or any committee to which such authority has been delegated by the Board of Trustees may select, or as may be selected by any officer(s) or agent(s) of the Corporation to whom such power may from time to time be delegated by the Board of Trustees. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by such officer(s) or agent(s) of the Corporation as shall be determined by the Board of Trustees.

3. Corporate Books and Records. The Corporation shall keep at its principal place of business (a) the original or a duplicate record of the proceedings of the Board of Trustees and Committees, (b) the original or a copy of the Bylaws, including all amendments thereof to date, certified by the Secretary, and (c) appropriate, correct, and complete books and records of account.

ARTICLE XII

Insurance and Indemnification

1. Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is or was a trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by him or her in that capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability pursuant to applicable law, the Certificate of Incorporation, or these Bylaws.

2. Right to Indemnification. The Corporation shall, to the fullest extent required or permitted by applicable law, indemnify any person who is or was made, or is threatened to be made, a party to any actual or threatened proceeding because he or she (or his or her testator or intestate) is or was a trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, partner, trustee, employee or

agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against judgments, fines, amounts paid in settlement, and expenses (including attorney fees) actually and reasonably incurred in connection with such proceeding if:

(a) he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation;

(b) in the case of a criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful; and

(c) indemnification is authorized pursuant to the terms of these Bylaws.

In the case of a proceeding brought by or in the right of the Corporation, indemnification shall be limited to amounts paid in settlement and reasonable expenses (including attorneys' fees) incurred in connection with the proceeding; except that the Corporation shall not indemnify any individual under such circumstances with respect to any claim, issue, or matter as to which he or she is adjudged liable to the Corporation, unless, and only to the extent that, the court in which such proceeding is brought (or, if no proceeding is brought, any court of competent jurisdiction) shall determine upon application that, despite the adjudication of liability and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such portion of the settlement amount and expenses as the court shall deem proper.

3. Authorization of Indemnification. The Corporation shall not indemnify any individual unless and until a determination has been made that indemnification is permissible under the circumstances because the individual has met the standard of conduct set forth above in section 2 of this Article, and indemnification is authorized for the specific proceeding for which indemnification is sought. The determination that indemnification is permissible shall be made:

(a) by the Board of Trustees by a majority vote of a quorum consisting of trustees not at the time parties to the proceeding;

(b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion.

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that an individual did not meet the standard of conduct set forth above in section 2 of this Article. Authorization that indemnification should be made for the specific proceeding for which it is sought, and an evaluation as to the reasonableness of expenses, shall also be made in the manner prescribed by subsections (a) and (b) of this section, except that, if the determination that indemnification is permissible is made by special legal counsel under subsection (b), the authorization and evaluation of the reasonableness of expenses shall be made by those persons entitled under subsection (b) to select the counsel.

4. Mandatory Indemnification. The Corporation shall indemnify any trustee, officer, employee or agent of the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in defense of a proceeding referred to in section 2 of this Article, or of any claim, issue, or matter therein, to the extent such individual has been successful on the merits or otherwise.

5. Non-exclusivity of Rights. The right to indemnification and advancement of expenses conferred in this Article shall not be exclusive of any other right which any individual may have or hereafter acquire under law, the Articles of Incorporation, these Bylaws, or vote of disinterested trustees.

6. Exception. Notwithstanding anything to the contrary as set forth in these Bylaws, the Corporation shall not indemnify any person if such indemnification would otherwise result in the imposition of an excise tax under Chapter 42 of the Internal Revenue Code of 1986, as amended.

7. Repeal or Amendment. No repeal or amendment of this Article shall adversely affect any right or protection of an individual with respect to any act or omission occurring prior to such repeal or amendment.

ARTICLE XIII Accounting Period

The annual accounting period of the Corporation shall be the calendar year or such other period as fixed from time to time by the Board.

ARTICLE XIV Prohibition on Loans

1. Loans to Trustees and Officers. No loans shall be made by the Corporation to its trustees and officers.

ARTICLE XV Amendments

1. Bylaws. The Corporation's Articles of Incorporation and these bylaws may be amended by the vote of at least two-thirds (2/3) of the trustees in office at meeting of the Board of Trustees at which a quorum is present.