

BYLAWS
OF
CYBERSECURITY CREDENTIALS COLLABORATIVE

ARTICLE I
NAME

The name of this non-profit corporation is Cybersecurity Credentials Collaborative. It is hereinafter referred to in these Bylaws as the Corporation.

ARTICLE II
MEMBERS

1. Classes. There shall be one class of membership
 - (a) Regular Member. An organization with a vendor neutral certification that is ISO/ANSI/IEC 17024 accredited within the information security, privacy, or related IT field.
2. Voting Rights. Each Regular Member of the Corporation shall have the right to one vote on all matters to be voted on by the members.
3. Other Rights and Privileges. To the extent any are created, all members shall receive Corporation publications, shall have the privilege of attending the Corporation's meetings designated for all members, and shall enjoy such other rights and privileges not inconsistent with these Bylaws as the Board of Directors may from time to time confer.
4. Applications. Any party desiring to become a member of the Corporation shall apply to do so, on forms to be approved and supplied by the Board of Directors for that purpose. Applications must be accompanied by the dues required for the first year of membership as established by the Board of Directors under the authority of section 5 of this Article, dues will be returned if membership is not approved. New members must have at least three years of existence and 20,000 minimum certified holders. Otherwise, the regular members can override this requirement per application with a majority vote.
5. Dues. The Board of Directors shall establish, and may change from time to time, the amounts of dues required to be paid by members. No party shall be permitted to become or remain a member of the Corporation without paying the required dues. Members whose dues are more than thirty (30) days in arrears shall not be considered active and shall be suspended pending payment. Members whose dues are not paid before the end of the year for which they were due shall be terminated as members. Members must be active to be able to vote, run for office, or otherwise participate in the activities of the Corporation.

6. Meetings.

(a) Annual meeting. There shall be an annual meeting of the membership of the Corporation, to be held at a time and place including virtually to be determined by the Board of Directors, where meeting with government, accreditation bodies, certification partners, and such other business as may properly come before the meeting.

(b) Special meetings. A special meeting of the members shall be held upon the call of the Board of Directors or a majority of the members, at the time and place stated in the call. If no place is stated, the meeting shall be held virtually.

(c) Notice. The Secretary (or other person or persons calling the meeting) of the Corporation shall notify all members of the Corporation of the annual meeting and any special meetings in person or by mail, sent to each member at his address in the records of the Corporation not less than fifteen (15) days nor more than sixty (60) days before the date of the meeting. In the case of a special meeting, the notice shall state the purpose or purposes for which the meeting is called.

(d) Action Without a Meeting. Unless otherwise provided by law, any action required to be taken at a meeting of the Regular Members, including a virtual vote for the election of board of directors, or any other action which may be taken at a meeting of the Regular Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the Regular Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Regular Members entitled to vote thereon were present and voted.

7. Termination of Membership.

(a) General rule. Membership in the Corporation shall terminate upon the resignation of a member, upon its termination for failure to pay dues, or upon its expulsion from membership for violation of the Bylaws or commission of any act injurious to the reputation and standing of the industry or the Corporation.

(b) Expulsion. No member shall be expelled, except upon written recommendation by the Board of Directors after a hearing at which the member whose expulsion is being recommended was given an opportunity to be heard in its own defense. Expulsion shall be upon a two-thirds vote of the Regular Members of the Corporation present and voting at a duly constituted meeting held not less than thirty (30) days after the mailing of the directors' recommendation at which the member whose expulsion shall receive an opportunity to be heard in its own defense.

(c) Forfeiture. Upon resignation or expulsion from the Corporation, any and all rights and privileges of membership, and any interest in the property or other assets of the Corporation, shall be forfeited.

(d) Liability for dues. Resignation, suspension, or expulsion from membership shall not relieve the business from liability for any unpaid dues or other duly assessed fees or charges. Any unpaid dues, assessed fees or charges shall be payable at the

time of resignation, suspension, or expulsion. To be reinstated all outstanding dues, fees or charges must be paid in full.

ARTICLE III **BOARD OF DIRECTORS**

1. General Powers. The property, affairs, and business of the Corporation shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the Corporation and to committees such powers as provided for in these Bylaws.

2. Number. The number of Directors shall be four (4), or such other number as shall be decided by the directors from time to time, so long as that number is not less than three (3). One director will be elected from each Regular Member.

3. Election. Directors shall be elected by a majority vote of the Regular Members at the Annual Meeting or virtually by the members.

4. Terms. Directors shall be appointed for two (2) year terms or until their successors are appointed. Directors may succeed themselves in office. The Board of Directors may establish a procedure so that after the expiration of the terms of the initial Directors one-third of the membership of the Board of Directors is elected each year.

5. Resignation. Any Director may resign at any time by giving written notice to the Chairman. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chairman or Board of Directors.

6. Removal. The vote of a majority of the number of the Directors established by these bylaws shall be required to remove a Director from office prior to the expiration of the term for which that Director has been elected.

7. Vacancies. Vacancies among the Directors, whether caused by resignation, death, removal, or expiration of a term, may be filled by a vote of the Regular Members at any regular or special meeting.

8. Meetings. (a) The Board of Directors shall provide by resolution the time and place, whether within or without the Commonwealth of Virginia, for the holding of the annual meeting of the Board, and any other regular meetings of the Board.

(b) Special meetings of the Board of Directors may be called by the Chairman, or by a majority of the voting Directors then in office, who may fix any place, whether within or without the Commonwealth of Virginia, as the place for holding any special meeting.

9. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previous thereto by written notice delivered personally, electronic methods or mail delivered to each director at his physical or electronic address as shown in the records of the

Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by electronic methods, such notice shall be deemed to be delivered when the notice is sent to an address or number approved by the recipient. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

10. Quorum. The presence in person of a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present in person at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Directors may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other.

11. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

12. Informal Action. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Any type of signature is applicable, which may include electronic signatures, as acceptable by law.

13. Compensation. Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors expenses of attendance may be allowed for attendance at each regular or special meeting of the Board; however, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

ARTICLE IV **OFFICERS**

1. Officers. The officers of the Corporation shall be a Chairman, a Vice-Chairman, a Secretary, a Treasurer, and such other officers as may be elected in accordance with other provisions of this Article. The Board of Directors may elect such other officers or agents, including a President of the Board and an Executive Director, one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, and such officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person.

2. Selection. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board. If the election of these officers shall not be held

at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

3. Removal. Any officer, except the Chairman, elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. The Chairman shall be removed only upon a two-thirds vote of the Directors.

4. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5. Chairman. The Chairman shall be the principal executive officer of the Corporation and shall exercise general supervision over the affairs of the Corporation, its officers, and personnel, consistent with policies established by the Board of Directors. The Chairman may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of the Chairman and such other duties as may be prescribed by the Board of Directors. The Chairman may authorize and approve expenditures and take such other steps he or she shall deem necessary to advance the purposes of the Corporation, provided such steps do not exceed the scope of authority granted him by the Board of Directors.

6. Vice Chairman. The Vice Chairman shall perform such duties as may be assigned by the Chairman or the Board of Directors.

7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chairman or by the Board of Directors. The Treasurer shall be responsible for the administration and oversight of the Corporation's financial records, initiation of an annual audit, compliance with statutory reporting requirements, tax returns, and tax payments. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and shall oversee the keeping, preparation, and filing of all other records required by law or by the policies of the Board; be custodian of the corporate records; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director;

and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairman or by the Board of Directors.

9. Assistant Treasurers and Secretaries. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the Chairman or the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

ARTICLE V **COMMITTEES**

1. Authority. (a) The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of its members, each of which shall consist of two or more persons, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him by law.

(b) Advisory committees, not having and exercising the authority of the Board of Directors in the management of the Corporation, may be designated and appointed by resolution adopted by a majority of the Directors at a meeting at which a quorum is present, or by the Chairman as authorized by a like resolution of the Board. Membership on such committees need not be limited to Directors.

2. Term. Each member of a committee shall continue as such until the next annual meeting of the Directors of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

3. Committee Chair. One member of each committee shall be appointed Committee Chair by the person or persons authorized to appoint the members thereof.

4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

5. Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VI
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. Contracts. The Board of Directors may authorize, by majority vote, any officer or officers, agent, or agents of the Corporation in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

2. Checks. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent, or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chairman or Vice Chairman of the Corporation.

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

4. Funds. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VII
BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

ARTICLE IX
SEAL

The Board of Directors may provide a corporate seal which shall be in a form selected by

a resolution of the Board of Directors.

ARTICLE X
INDEMNIFICATION

Any present or former Director, officer, employee, or agent of the Corporation, or other such persons so designated in the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified (including advances against expenses) by the Corporation against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Director, officer, employee, or agent, to the extent authorized by the Board of Directors, these Bylaws or any existing policy of the Corporation. This indemnification will not apply where the subject claims arose as the result of fraud, intentional misconduct or gross negligence as determined by a court of competent jurisdiction.

ARTICLE XI
PROCEDURE

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Corporation where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

ARTICLE XII
AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds vote of all the Regular Members at any regular meeting or at any special meeting, if at least ten days' written notice is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting.