



CONSTITUTION AND BY-LAWS Of AFIS Internet, Inc.

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CONSTITUTION AND BY-LAWS OF AFIS INTERNET, INC.

ARTICLE I - NAME AND PURPOSE

SECTION 1 - Name of Organization

This Organization shall be known as AFIS INTERNET, Inc. Hereafter referred to as INTERNET.

SECTION 2 - Definitions

- a. AFIS means Automated Fingerprint Identification System.
- b. Agency means agency, partnership, association, firm or corporation.
- c. Biometric Systems means systems using identifiers that are distinctive, measurable characteristics used to uniquely identify individuals and/or patterns. Examples include, but are not limited to fingerprint, palm veins, face recognition, DNA, palm print, iris recognition and retina.
- d. Membership year - July 1st of the current year through June 30th of the following year

Section 3 – AFIS Internet Mission Statement

The AFIS Internet User's Group, in partnership with the NEC Corporation of America, strives to provide its members with educational and networking opportunities while facilitating an information exchange forum that would lead to the development of new Biometric investigation and identification technologies, helping create a safer environment for its Members and the public.

SECTION 4 - Purpose and Goals of the Organization

The purpose of INTERNET is to reduce crime through rapid, positive, identification of criminals. Although the economic benefit to citizens served by the members of INTERNET is great, an even greater, long-term, quality of life benefit results from the proven deterrence of criminals, renewed confidence in the ability of the police to protect the citizenry and an anticipated reduction in the number of juveniles choosing criminal careers.

The goals of INTERNET include:

- a. Foster, and provide a forum for, the exchange of information on planning for, implementing, operating and managing a biometric system.
- b. Foster a level of professionalism among subject matter experts operating a biometric system ensuring system integrity, ethical usage and optimum effectiveness.

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- c. Develop and implement formal procedures for evaluating a biometric system performance, problems and requests for enhancements.
- d. Develop and implement processes for communicating the needs of the users to NEC and to encourage NEC to conduct research into, and refinement of, a biometric system.
- e. Develop and foster adoption of standards for training of a biometric system user.
- f. Establish and maintain a liaison with the users of other vendors' systems to encourage the free exchange of information and build a spirit of cooperation among all biometric system users.
- g. Foster the development of, and encourage the adoption of, uniform reciprocal agreements between users.
- h. Promote the improvement of professional expertise of persons working with biometric systems through educational and scientific seminars.

SECTION 5 - General

- a. Corporate Limitations. To such activities as fall within the scientific and educational purposes prescribed by section 501 (c) (3) of the Internal Revenue Code of 1954.
- b. Corporate Offices. Shall maintain in the State of Illinois a registered office and registered agent at such office; other offices may be maintained within or without the State.
- c. Corporate Seal. Should have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois."
- d. Dissolution. Should the Corporation be dissolved, the Board of Directors shall dispose of any assets remaining after all existing liabilities have been paid. Such assets may go only to another organization with purposes as prescribed in these Bylaws.

ARTICLE II - MEMBERSHIP

SECTION 1 - Membership

- a. Active Membership. Any individual employed by or exclusively retained by an agency that has purchased/installed or contractually committed to NEC biometric solutions or services may apply for and be granted Active Membership. Active members shall enjoy all the privileges of membership including voting and making

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motions, holding office and serving as regional director.

- b. Non-Member. Any Individual who is employed by a criminal justice or non-profit agency and does not pay membership dues. Non-members do not enjoy the privileges of membership and cannot vote, make motions, hold office or serve as a regional director; and may not attend specific meetings and/or breakout sessions.
- c. Membership Emeritus. The Board of Directors, at their discretion, may grant Membership Emeritus upon an individual who was an Active Member in good standing upon retirement from an agency and having been elected to and held office in INTERNET. A Member Emeritus shall have all the privileges of membership except voting, making motions, holding office or serving as a regional director. The member shall be excused from paying membership dues for life, but has the option to participate as a voting member if they pay membership dues.
- d. Associate Membership. The Board of Directors, at their discretion, may grant Associate Membership upon an individual who was an Active Member in good standing upon retirement, or upon an assignment change and still employed by an agency using NEC equipment and/or services, or to any individual employed by a nonprofit entity. An Associate Member shall have all the privileges except voting, making motions, holding office or serving as a regional director.
- e. Honorary Membership. The Board of Directors may bestow Honorary Membership upon any individual. Honorary Members will be assessed no dues. Honorary Members shall be entitled to all the privileges except voting, making motions, holding office or serving as a regional director.
- f. Exceptions. All exceptions to membership status will be at the discretion of the Board of Directors.

SECTION 2 - Voting

- a. There will be three (3) types of voting privileges:
 - 1. One (1) vote of equal weight by each Active Member present at a meeting or if unable to attend the conference, an Active Member may assign his/her vote to a proxy. (See item b for proxy definition)
 - 2. One (1) vote of equal weight by each agency, with active membership, present at a meeting.
 - 3. One (1) vote of equal weight by each agency, with active membership and that administers and operates a Biometric System, present at a meeting.
- b. A proxy is defined as written authorization to act in the place of another.
- c. Conditions for assigning a proxy:
 - 1. Proxy shall be assigned to another Active Member who will be attending the conference. The Active Member assigning the proxy shall forward the name of the Active Member assigned as proxy to a member of the nominating committee via mail or e-mail and shall have a postmark or date sent marked at least 30 days prior to the conference date.
 - 2. The nominating committee member receiving the proxy assignment shall verify

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- said assignment via telephone.
3. No member may vote by proxy, if attending the conference, unless extenuating circumstances, approved by the Executive Board, preclude the member from attending the business meeting.
 - d. The Chairperson, with Board consent, will specify which of the three (3) types of vote shall be used on an issue by issue basis.

SECTION 3 - Dues

- a. Annual dues shall be established under the Administrative Rules by the Board of Directors.
- b. Monies received in connection with an application for membership to INTERNET shall not be prorated and will apply towards the current membership year as defined in Section 2(c) of the Constitution and Bylaws.
- c. Membership in INTERNET is automatically terminated if the members' dues are not received no later than during registration at the annual conference.

ARTICLE III - BOARD OF DIRECTORS

SECTION 1 - Membership

- a. There shall be a Board of Directors of INTERNET consisting of the Chairperson of the Board, the Vice-Chairperson of the Board, the Secretary, the Treasurer and fifteen (12) Directors.
- b. The affairs of INTERNET shall be managed by and/or at the direction of the Board of Directors. To facilitate operations of INTERNET, the Board of Directors may issue and/or change Administrative Rules governing the actions of INTERNET. Such rules shall not be in conflict with the Constitution or Bylaws of INTERNET.

SECTION 2 - Directors

- a. There shall be regions which shall include those agencies whose principal office is located in the state within the region.
- b. Each region shall elect two (2) Directors and one (1) Alternate. Whenever a Director is unable to perform his/her duties in a one (1) year position, the Alternate would fill that vacancy. Should a vacancy occur in a two (2) year position, the Alternate will fill the remainder of the year and both a one (1) and two (2) year Director will be elected at the next Conference.
- c. Given the desire of having the broadest practical representation of users, the Board of Directors may adjust the boundaries of the regions based on the growth of the number of agencies acquiring or using systems.

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- d. These Directors may serve as Chairpersons of the standing committees.
- e. The Directors shall be elected for two (2) year terms and the Alternate Director shall be elected to a one (1) year term by Active Members from each of the respective regions at the annual conference. The term of office for each Director shall be staggered so that only one Director's term will be vacant each year.
- f. Nothing in the Bylaws prevents a Director from being elected to consecutive terms of office.
- g. NEC may appoint one (1) member of it's organization to serve as a voting member of the Board of Directors.

SECTION 3 - Quorum

A quorum of the Board of Directors for conducting business shall be 51% of the Directors and one (1) Officer or 5 Board of Directors and shall include one Officer.

SECTION 4 - Duties

- a. The Board of Directors shall be the governing body of INTERNET and shall have the authority to take all appropriate measures and perform all duties required to accomplish the objectives of INTERNET. The Board of Directors may establish major administrative policies and develop formal procedures for the conduct of business affairs.
- b. Such policies and procedures may include those concerning: membership applications; regulations governing the budgeting, receipt, custody, disbursement and accounting of INTERNET funds; purchase contracts, travel vouchers and other expenditures; employment and compensation of staff; order of business and conduct of the annual conference; and the growth and development of the organization.
- c. The Board may authorize, appoint, remove and prescribe duties for all such assistants as may be necessary to carry on the work of INTERNET, and may instruct the Chairperson to appoint standing committees or other committees not otherwise provided for.
- d. The Board may obtain the services of a certified public accounting firm to audit the records of INTERNET at the close of each fiscal year and to certify to the Board and the general membership a report of INTERNET's financial status.
- e. INTERNET shall keep correct and complete records of accounts and also keep minutes of proceedings of meetings of it's members, Board of Directors and committees appointed or established under the terms of these Bylaws.

SECTION 5 - Meetings

- a. **REGULAR MEETINGS.** A regular annual meeting of the Board of Directors shall be held without other notice than these Bylaws, immediately prior to and after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.
- b. **SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by or at the request of the Chairperson, or by a Quorum, as defined in ARTICLE III., SECTION 3. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them. Directors may participate in and act at any meeting of such Board through the use of a conference telephone or other communication equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meetings shall constitute attendance and presence in person at the meeting of the person or persons so participating. The cost of all such conferences called shall be borne by INTERNET.
- c. **NOTICE.** Notice of any special meeting of the Board of Directors shall be given at least thirty (30) days previous thereto by written notice to each Director at his/her address as shown by records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by email, a delivered and read response will be requested by the sender. On read receipt from the Board Member the notice shall be deemed delivered.

SECTION 6 - Resignation and Removal of Directors

A Director may resign at any time upon written notice to the Board of Directors. A Director will automatically have his/her status as a Director terminated when his/her membership is terminated.

SECTION 7 - Informal Action by Directors

The Chairperson may poll the Directors by phone, fax, mail or email on a specific subject for authorization on a specific topic. The resulting vote by the Directors will be delivered to the Secretary to be filed in the corporate records. The poll will be recorded as a ballot vote.

SECTION 8 - Presumption of Assent

A Director of the corporation who is present at a meeting of the Board of Directors, at which action on any corporation matter is taken, shall be conclusively presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting, or unless he/she shall file his/her written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered or certified mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE IV - OFFICERS OF THE ASSOCIATION

SECTION 1 - Officers Established

- a. The officers of INTERNET shall be Active Members as defined by Article II, Section 1. The officers shall consist of a Chairperson, Vice-Chairperson, a Secretary and a Treasurer. The term of office for the Executive Board shall be for two (2) years; Chairperson and Secretary on alternating years to the Vice-Chairperson and Treasurer. The terms of the Chairperson and Secretary and the Vice-Chairperson and Treasurer shall expire on alternating years at the annual meeting. If during one's term of office, an officer's status as an eligible member changes, he/she shall submit their resignation to the Board of Directors within thirty (30) days. If no written notice is received by the Board within thirty (30) days, the office will automatically be declared vacant thirty (30) days after the officer status as an Active Member changes. Except for the Chairperson, the vacant position shall be filled on a temporary basis by special appointment of the Board of Directors.
- b. The officers of INTERNET shall be elected annually by the members of INTERNET at the annual meeting. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until his/her death, or until he/she shall resign, or shall have been removed in the manner provided. Election of an officer shall not of itself create contract rights.

SECTION 2 - Duties of the Chairperson

- a. The Chairperson shall preside at all meetings of INTERNET and shall preside at the annual conference.
- b. The Chairperson shall appoint such standing and special committees and chairpersons thereof as are authorized by these Bylaws, INTERNET, or it's Board of Directors. The Chairperson shall be responsible for the proper functioning of all committees and shall perform other such duties as may be assigned from time-to-time by the Board of Directors or by resolution of INTERNET.

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SECTION 3 - Duties of the Vice-Chairperson

- a. The Vice-Chairperson shall serve as a member of the Board of Directors and shall act for the Chairperson when necessary in specifically prescribed matters. The Vice-Chairperson shall be an ex-officio member of all standing committees and is the liaison between the committees and the Chairperson.
- b. In the case of resignation, absence or incapacity of the Chairperson, the Vice-Chairperson automatically assumes the duties and responsibilities of the office of Chairperson.

SECTION 4 - Duties of the Secretary

- a. The Secretary shall serve as a member of the Board of Directors.
- b. The duties of the Secretary shall be:
 1. To keep a record of all proceedings of INTERNET.
 2. To keep on file all committee reports.
 3. To keep a register of the post office addresses **and email address** of each member. This register shall be the official membership roll of INTERNET. The Secretary shall call the roll where it is required.
 4. To give and receive all notices in accordance with the provisions of these Bylaws or as required by law.
 5. To be the custodian of the corporate records and of the seal of the corporation.
 6. He/she may receive moneys from dues and other sources belonging to the membership, and may work with the Treasurer for direction of what account any funds are to be deposited in.
 7. In the absence of the Chairperson or Vice-Chairperson, to call a meeting to order and preside until the immediate election of a Chairperson pro tem.
 8. To perform all duties incident to the office of Secretary, and such other duties as from time-to-time may be assigned to him/her by the Chairperson or by the Board of Directors.

SECTION 5 - Duties of the Treasurer

- a. The Treasurer shall serve as a member of the Board of Directors.
- b. The duties of the Treasurer shall be:
 1. To maintain custody of all funds and securities belonging to INTERNET, and shall determine the manner of depositing and shall deposit such funds and securities to the credit of INTERNET. He/she may receive moneys from dues and other sources belonging to the membership, and may work with the Secretary who may receive funds and direct them what account they are to be deposited in. The treasurer shall draft all checks, drafts, or other orders of payment of money, notes, or other evidences of indebtedness issued in the name of INTERNET, and in such manner as shall be determined by the Board

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of Directors and set out in the Administrative Rules. It shall be his/her duty to issue a full financial report to INTERNET at the annual conference, submitting such a report for the audit and approval to the Board of Directors before presenting it to the full membership. He/she shall promptly deliver all moneys, securities, books, papers, and other properties of INTERNET to his successor, or to whomsoever the Board of Directors may designate to receive the same. The Treasurer will provide a year-to-date Treasurer's Report at each Board Meeting. The Treasurer's Report will include all AFIS Internet, Inc. income and expenditures. The Treasurer will prepare a year-end report (fiscal year January 1 through December 31) that will be signed by the Treasurer and the Finance Committee chair. Obtaining both signatures will indicate the fiscal year has been "closed out". A copy of the signed year-end report will be included in the next newsletter. All documentation (statements, receipts, deposit slips, etc.) generated during the fiscal year will be filed with the year-end report. A copy of all documentation shall be forwarded to the Secretary. Both the Treasurer and the Secretary shall maintain these files to pass on to future Treasurer(s) and Secretary(s).

2. The Treasurer will meet with the Finance Committee during each Board Meeting to audit the books, including all checking account and credit card statements. If any Board Member wishes to observe this meeting, they are welcome to do so.
3. To perform all duties incident to the office of Treasurer, and such other duties as from time-to-time may be assigned to him/her by the Chairperson or by the Board of Directors.

ARTICLE V - COMMITTEES

SECTION 1 - Appointment

- a. The Chairperson shall appoint such committees as may be authorized by these Bylaws, resolution of the members or by the Board of Directors. The Chairperson shall appoint a chairperson to head each committee. With the exception of the nominating committee, a committee chairperson can be either an Active, Associate, Commercial Benefactor or Honorary Member in good standing.
- b. The NEC member of the Board of Directors shall have the option of appointing a member to any of the committees.

SECTION 2 - Standing Committees

INTERNET shall have the following standing committees to aid in the accomplishment of its objectives:

- a. Membership
- b. Constitution - Bylaws
- c. Information and Technology
- d. Finance
- e. Annual Conference

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- f. Nominating

SECTION 3 - Nominating Committee.

- a. The Nominating Committee shall be appointed by the Chairperson with the concurrence of the Board of Directors and shall consist of at least three (3) Active Members.
- b. The Nominating Committee shall be appointed at least ninety (90) days prior to the scheduled annual conference.
- c. The Nominating Committee shall select from its appointed members a Chairperson.

SECTION 4. - Nominations

- a. It shall be the duty of the Nominating Committee to recommend candidates for the office of Chairperson, Vice-Chairperson, Secretary (if applicable) and Treasurer (if applicable). Additional nominations may be made from the floor by an Active Member at the annual conference.
- b. The Nominating Committee will post an announcement in the first newsletter of the calendar year inviting nominations from the membership for Chairperson, Vice-Chairperson, Secretary (if applicable) and Treasurer (if applicable). A form will be provided whereby nominees' name, agency, brief background and brief reasons for nominating candidate, can be filled out and sent to the Nominating Committee 30 days prior to the start of the annual conference.
- c. The Nomination Committee Chairperson will then contact all candidates prior to the annual conference and determine if they wish to be placed on the official ballot.
- d. The Nominating Committee may require candidates to submit resumes or to appear before them at their discretion.

SECTION 5 - Other Committees

Such other committees, standing or special, shall be appointed by the Chairperson, as INTERNET or the Board of Directors deems necessary to carry on the work of INTERNET. The Chairperson shall be an ex-officio member of all committees except the Nominating Committee.

SECTION 6 - Expenses

Actual expenses incurred by the committees shall be paid by the Treasurer, provided that such expenses were authorized by the Chairperson of the Board.

ARTICLE VI - ELECTION OF OFFICERS

SECTION 1 - Elections

- a. All nominations for the offices of Chairperson, Vice-Chairperson, Secretary and the Treasurer shall be voted on by secret ballot (unless there is only one (1) candidate for the office) at the annual conference. Each candidate receiving a majority of votes shall be declared elected. In the event no candidate receives a majority of votes cast on the first ballot, the officers that are not a candidate will cast one joint ballot to break the tie.
- b. Officers may be reelected for more than one (1) term.

SECTION 2 - Installation of Officers

Newly elected officers and members of the Board of Directors shall take office during the conference at which they are elected and be installed at the annual conference.

SECTION 3 - Emergency Election (Officer Succession)

- a. For those vacant Officer positions for which there is no line of succession, emergency elections by the Board will be held to fill the vacancy. At the next scheduled Board Meeting following the vacancy of an Officer position, nominations for vacant position will be submitted to the Nomination Committee by the Board of Directors. The vacant position shall be voted on by secret ballot (unless there is only one (1) candidate for the office) by the Board of Directors. The candidate receiving the majority of the votes shall be declared elected. In the event, no candidate receives a majority of votes cast on the first ballot, additional ballots shall be taken between the top two (2) candidates until a candidate receives a majority of the votes, and is elected.
- b. The person filling the vacant Officer position shall serve in this position until the next annual membership meeting and the election of officers is held.
- c. The Emergency Election rules apply to the vacated position of Vice-Chair, Treasurer and Secretary.

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ARTICLE VII - GENERAL MEMBERSHIP MEETINGS

SECTION 1 - Annual Conference

- a. INTERNET shall meet annually at such time and place as shall be determined by the Board of Directors.
- b. The annual conference chairperson shall be appointed by the Board of Directors.

SECTION 2 - Amendment of Constitution and Bylaws

- a. The Constitution and its Bylaws may be amended by a two-thirds (2/3) majority vote of the Active Members present at the annual conference.
- b. Proposed changes to the Constitution and Bylaws must be submitted to the Chairperson ninety (90) days prior to the annual conference. The proposed changes will be reviewed by the Bylaws Committee and sent to the membership thirty (30) days prior to the annual conference where they will be acted upon.

SECTION 3 - Rules of Procedure

Except where they may conflict with these Bylaws or any special rules of order INTERNET may adopt, the parliamentary rules contained in the current edition of Robert's Rules of Order shall govern the procedures at any regular or special meeting or conference.

ARTICLE VIII - PUBLICATIONS

SECTION 1 - Newsletter

- a. INTERNET shall publish a newsletter to inform all members of ongoing business, news of interest, and preparation for the annual conference.
- b. The Editor shall be appointed by the Chairperson and shall serve on the Information and Technology Committee.

ARTICLE IX - ANNUAL CONFERENCE

SECTION 1 - Location and Time

- a. INTERNET shall meet annually to review actions taken by the Board of Directors and to exchange ideas and information relating to Biometric System operations.
- b. The Board of Directors shall determine the time and location of the conference. Reasonable efforts will be made to move the location from year-to-year to assure

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that all regions have an equal opportunity to host the conference.

- c. Notice of the time and place of the conference shall be published in the newsletter at least ninety (90) days before the conference.

SECTION 2 - Preparations and Agenda

- a. The hosting agency shall be responsible for the reservation of the site and the development of facilities.
- b. Each hosting agency may have up to 6 'free' full conference registrations or the equivalent of a dollar amount limit, equal to six attendees. The hosting agency can choose to divide the attendance between the various functions. Each hosting agency (if shared), is allowed to split the benefit of six members. There is no cost for attending training sessions to the hosting agency.

ARTICLE X - INDEMNIFICATION

SECTION 1

The corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, except an action by or in the right of INTERNET, by reason of the fact that he/she is or was a Director, Officer, employee or agent of INTERNET, or is or was serving at the request of INTERNET as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with the action, suit or proceeding if he/she acted in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of INTERNET and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of INTERNET, and that with respect to any criminal action or proceeding, he/she had reasonable cause to believe that his/her conduct was lawful.

SECTION 2

INTERNET shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of INTERNET or procure a judgment in its favor by reason of the fact that he/she was a Director, Officer, employee or agent of INTERNET, or is or was serving at the request of INTERNET as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorney's fees actually and reasonably incurred by him/her in connection with the defense or

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settlement of the action or suit if he acted in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of INTERNET.

Indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable to INTERNET or for amounts paid in settlement to INTERNET, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly reasonably entitled to indemnity for such expenses as the court deems proper.

SECTION 3

To the extent that a Director, Officer, employee or agent of INTERNET has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2, or in defense of any claim, issue or matter therein, he/she must be indemnified by INTERNET against expenses, including attorney's fees, actually and reasonably incurred by him/her in connection with the defense.

SECTION 4

Any indemnification under Subsection 1 and 2 unless ordered by a court advanced pursuant to Section 5, must be made by INTERNET only as authorized in the specific case upon determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances. The determination must be made:

- a. By the members;
- b. By the Board of Directors by majority vote of a quorum consisting of Directors who were not parties to the act, suit, or proceeding;
- c. If a majority vote of a quorum consisting of Directors who were not parties to the act, suit or proceeding so orders, by independent legal counsel in written opinion; or
- d. If a quorum consisting of Directors who were not parties to the act, suit or proceeding cannot be obtained, by independent legal counsel in written opinion.

SECTION 5

The indemnification authorized in or ordered by court pursuant to this action:

- a. Does not exclude any other rights to which a person seeking indemnification may be entitled under the certificate or Articles of Incorporation or any Bylaw, agreement, vote of members, or disinterested Directors or otherwise, for either an action in his/her official capacity or any action in another capacity while holding his/her office, except that indemnification, unless ordered by a court pursuant to Section 2 may not be made to or on behalf of any Director or Officer if a final adjudication establishes that his/her acts or omissions involved intentional misconduct, fraud or knowing violation of the law and was material to the cause of action.
- b. Continues for a person who has ceased to be a Director, Officer, employee or

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agent and inures to benefit of the heirs, executors and administrators of such a person.

ARTICLE XI. FISCAL YEAR

SECTION 1

The fiscal year of INTERNET shall be fixed by resolution of the Board of Directors.