

BYLAWS
OF
THE OPENGOV FOUNDATION

Article I
NAME AND LOCATION

Section 1. Name. The name of this organization shall be **THE OPENGOV FOUNDATION ("the Committee")**, a nonprofit corporation incorporated in the District of Columbia.

Section 2. Location. Offices of the Committee shall be located in the District of Columbia as may be determined by the Board of Directors.

Section 3. Registered Office. The Committee shall have and continuously maintain, in the state of District of Columbia, a registered office and a registered agent whose office is located in such registered office. The registered office may be, but need not be, located in the principal office of the Committee. The address of the registered office may from time to time be changed by the Board of Directors.

Article II
PURPOSES

Section 1. Purposes. The purposes of the Committee shall be:

- (a) To promote the general welfare of the people and benefit the public by advancing and maintaining new internet technologies that enable the public to better understand and participate in the law-making process and support the honest and respectful discourse on public policy issues.
- (b) To promote and enable transparency in government decision-making and more inclusive and meaningful civil dialogue and public participation in the law-making process by facilitating the interaction between both the public and lawmakers regarding law-making and the legislative process, which will enable more public participation and promote philanthropic social welfare.

Section 2. Restrictions on Activities. The Committee shall operate under the following restrictions:

- (a) The Committee shall conduct all its activities within the restrictions established by Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, and the regulations relating thereto as issued by the Department of the Treasury.
- (b) No part of the net earnings or assets of the Committee shall inure to the benefit of any director, officer, member, or other private individual or corporation established for profit.
- (c) The Committee shall not participate or intervene in any political campaign (including publishing or distributing statements) on behalf of, or in opposition to, any candidate for public office.
- (d) The Committee shall not engage in any activity which would cause it to become an "ineligible organization" as defined by Section E670 of the Domestic Mail Manual of the United States Postal Service.

Article III

BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The governing body of the Committee shall be the Board of Directors. The Board of Directors shall have supervision, control, and direction of the affairs of the Committee; shall actively prosecute the Committee's objectives; and shall supervise the disbursement of the Committee's funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to one or more committees.

Section 2. Number and Tenure of Office. The Board of Directors shall consist of no less than three nor more than nine Directors. Each Director shall hold office for three years or until his successor is duly elected and qualifies. Terms of Directors may be coterminous.

Section 3. Manner of Election. The Incorporator named in the Committee's Articles of Incorporation shall designate the size of the permanent Board and shall designate the members of the Board for a term of one year. Thereafter, at each annual meeting of the Board of Directors, a number of Directors equal to that of those whose terms have expired shall be elected for the term of three years. Such election shall be by a majority

of the Directors whose terms have not expired and who are present and voting. Any Director may be reelected at the expiration of his term of office. If the size of the Board is increased, one-third of the additional Directors shall serve initial terms of one year, one-third shall serve initial terms of two years, and one-third shall serve three year terms.

Section 4. Place and Manner of Meeting; Action Without Meeting. Annual and regular meetings of the Board of Directors may be held at such place and time as the Directors may determine. Special meetings of the Board of Directors may be held from time to time upon call of the Chairman of the Board, President, or a majority of the Directors. Members of the Board of Directors may act by means of conference telephone network or similar communication methods by which all persons participating in the meeting can hear each other, and without meetings by unanimous written consent to such action signed by all Directors and filed with the Minutes of the Board.

Section 5. Notice of Meeting. Written or printed notice of every annual and regular meeting of the Board of Directors, stating the place, day, and hour of the meeting must be given personally, by mail, or by telecopy to Directors not less than ten nor more than sixty days prior to the date of the meeting. Notice of the time and place of a special meeting shall be served upon, telephoned, or telecopied to each Director at least forty-eight hours prior to the time of the meeting. No notice need be given to any Director who actually attends, or who executes and files a written waiver of notice of such meeting, either before or after the meeting.

Section 6. Quorum. A majority of the members of the Board of Directors shall constitute a quorum at such meetings. No vote shall be taken unless a quorum is present. The vote of a majority of those present at a meeting at which a quorum is present shall be sufficient to constitute action of the Board of Directors except for actions for which a greater vote may be required by statute, the Articles of Incorporation, or these Bylaws.

Section 7. Chairman of the Board. The Board of Directors may, by majority vote of the entire Board, appoint from the Directors a Chairman. The Chairman shall preside at all meetings of the Board of Directors and shall have such other duties as the Board shall determine. If the Board fails to appoint a Chairman, the President shall perform the functions of a chairman.

Section 8. Compensation of Directors. Directors shall not be compensated. Directors may be reimbursed for any reasonable expenses incurred by them in the execution of their official duties, including travel expenses.

Section 9. Voting. At all meetings of the Board of Directors, each Director shall have one vote.

Section 10. Vacancies. The Board of Directors, by majority vote, is empowered to appoint temporary Directors to fill any vacancies on the Board caused by death, resignation, or otherwise; such temporary Directors shall serve until the next annual meeting of the Committee.

Section 11. Removal of Directors. Any Director may be removed for cause by vote of two-thirds (2/3) of the Board of Directors at a meeting expressly called for that purpose. Such removal may occur only if the director involved is first provided with adequate notice of the charges against him in the form of a statement of such charges and an opportunity to appear before the Board of Directors or forward a written statement thereto in presentation of any defense of such charges. In these regards, the Board shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of the Committee.

Section 12. Resignation. Any Director may resign from the Board by giving written notice to the Chairman of the Board. Such resignation shall be effective upon receipt of notice by the Chairman or at such later date as specified in the notice.

Article IV

OFFICERS

Section 1. Officers and Qualifications. The officers of the Committee shall be the President, the Vice-President, Secretary/Treasurer, and such other officers as the Board of Directors deems advisable from time to time. Any two offices, except the offices of President and Secretary/Treasurer, may be held by the same person.

Section 2. Election. The initial officers shall be elected by Act of Incorporator; thereafter, all officers shall be elected by the Board of Directors at its annual meeting.

Section 3. Term of Office. All officers shall hold office for one year, or until their successors have been duly elected and have qualified, or until removed.

Section 4. Removal of Officers. Any officer may be removed either with or without cause by the vote of a majority of the Board of Directors.

Section 5. Duties of Officers. The duties and powers of the officers of the Committee shall be as follows or as shall hereafter be set by resolution of the Board of Directors:

President

- (a) The President shall present at all meetings of the Board of Directors a report, in person or in writing, and shall present at each annual meeting of the Directors a report of the activities of the Committee for the preceding year.
- (b) He or she shall represent the Committee in its correspondence with the public and act as a spokesperson of the Committee.
- (c) He or she shall cause to be called regular and special meetings of the Directors in accordance with the requirements of any applicable statute and of these Bylaws.
- (d) He or she shall, with Board approval, sign and execute all contracts in the name of the Committee, and may sign notes, drafts, or other orders for the payment of money.
- (e) He or she shall cause all books, reports, statements, and certificates to be properly kept and filed as required by law.
- (f) He or she shall enforce these Bylaws and perform all the duties incident to the office of President, and which are required by law, and, generally, he or she shall supervise and control the activities of the Committee.

Vice-President

The Vice-President shall exercise the powers of the President in the absence of the President, and shall assist the President and Board of Directors as required.

Secretary

- (a) The Secretary shall keep the minutes of the meetings of the Board of Directors in appropriate books.
- (b) He or she shall attend to the giving of notice of all the meetings of the Board of Directors.
- (c) He or she shall be custodian of the records and seal of the Committee and shall attest the signatures of other corporate officers upon, and affix the seal to, all corporate

papers when required.

(d) He or she shall further perform all duties incident to the office of Secretary of the Committee.

Treasurer

(a) He or she shall have the care and custody of, and be responsible for, all the funds and securities of the Committee, and shall deposit such funds and securities in the name of the Committee in such banks or safe deposit companies as the Board of Directors may designate.

(b) He or she may make, sign, and endorse in the name of the Committee all checks, drafts, notes, and other orders for the payment of money, and pay out and dispose of such under the direction of the President or the Board of Directors.

(c) He or she shall cause to be kept accurate books of account of all its business and transactions and shall cause to be exhibited books and accounts to any person duly authorized to inspect such records.

(d) He or she shall render a report of the condition of the finances of the Committee at each annual meeting of the Board of Directors and at such other times as shall be required of him.

(e) He or she shall further perform all duties incident to the office of the Treasurer of the Committee.

(f) The offices of "Secretary" and "Treasurer" may be held by two separate individuals.

Section 6. Vacancies. All vacancies in any office shall be filled promptly by the Board of Directors either at a regular meeting or at a meeting specially called for that purpose.

Section 7. Compensation of Officers. Officers shall not be compensated. Officers may be reimbursed for any reasonable expenses incurred by them in the execution of their official duties, including travel expenses.

Article V

LIABILITY AND INDEMNIFICATION

Section 1. Liability. In the absence of fraud, the directors of the Committee shall not be personally liable for its debts, obligations or liabilities.

Section 2. Indemnification. the Committee may indemnify and reimburse all persons whom it has the power to indemnify and reimburse, in the manner and to the fullest extent provided therein, for all expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of having been a director, officer, or member of a special committee, except with respect to matters as to which such person has been adjudged liable by virtue of negligence or misconduct in the performance of a duty. The Committee may purchase and maintain insurance for this purpose. The indemnification provided for in this Article V shall not be deemed exclusive of any other rights to which those seeking indemnification for any reason whatever may be entitled under any agreement, vote of disinterested Directors, or otherwise.

Article VI

GENERAL PROVISIONS

Section 1. Execution of Contracts. The Board of Directors, except as otherwise provided in these Bylaws, may prospectively or retroactively authorize any officer or officers, agent or agents, in the name, and on behalf, of the Committee, to enter into any contract, or execute and deliver any instrument as may be necessary to carry out the purposes of the Committee. Any such authority may be general or confined to specific instances.

Section 2. Loans. The Board of Directors may authorize the President or any other officer or agent of the Committee to: (i) obtain loans and advances at any time for the Committee from any bank, trust company, firm, corporation, individual, or other institution; (ii) make, execute, and deliver promissory notes, bonds, or other evidence of indebtedness of the Committee; and (iii) pledge and hypothecate, or transfer any securities or other property of the Committee as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances. No loans shall be made by the Committee to any Director or officer thereof.

Section 3. Investments. The Committee shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it according to the judgment of the Board of Directors. The Board of Directors is restricted to the prudent investments which a

director is or may hereafter be permitted by law to make. The Board of Directors may delegate to the day-to-day management of such investments as the Board of Directors may authorize.

Section 4. Books and Records. There shall be kept, at the principal office of the Committee, or at the office of the Secretary/Treasurer, correct books of accounts of all the business and transactions of the Committee.

Section 5. Depositories. The funds of the Committee not otherwise employed shall from time to time be deposited to the order of the Committee in such banks, trust companies, or other depositories as the Board of Directors may select, or as may be selected by any one or more officers or agents of the Committee to whom such power may from time to time be delegated by the Board of Directors.

Section 6. Signatories. All checks, drafts, and other orders for payment of money out of the funds of the Committee, and all notes and other evidences of indebtedness of the Committee, shall be signed on behalf of the Committee in such a manner as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary/Treasurer, or President.

Section 7. Annual Audit. The Board of Directors may require an annual audit of the books and accounting records of the Committee.

Section 8. Fiscal Year. The fiscal year of the Committee shall begin on January 1 and end on December 31.

Section 9. Corporate Seal. The Committee may have a corporate seal with its name, year of incorporation, and the words "Corporate Seal" inscribed thereon. The seal shall be in the custody of the Secretary and used by him, or any other officer so authorized by the Board of Directors, by causing it, or a facsimile thereof, to be impressed, affixed, or reproduced otherwise on any instrument or document as may be required by law, these Bylaws, the Board of Directors, the Chairman of the Board, or the President. The presence or absence of the seal on any instrument, or its addition thereto, shall not affect the character, validity, or legal effect of the instrument in any respect.

Article VII

DISSOLUTION

Upon dissolution or final liquidation of the Committee, all assets remaining after application and

distribution of assets shall be transferred or conveyed to one or more domestic corporations, societies, or organizations which have qualified for nonprofit and tax exempt status under either of Sections 501(c)(3) or 501(c)(4) of the Internal Revenue Code, and which are engaged in activities substantially similar to those of the Committee; or to the federal, state, or local government for exclusive public purpose.

Article VIII
AMENDMENT OF BYLAWS

The Bylaws of the Committee may be altered, amended, added to, or repealed by majority vote of the entire Board of Directors as is necessary or appropriate to carry out the purposes of the Committee to the fullest extent permitted by law.

Article IX
REVIEW OF CERTAIN TRANSACTIONS

Prior to the Committee entering into any compensation agreement, contract for goods or services, or any other transaction with any person who was, at any time during the five-year period preceding the transaction, in a position to exercise substantial influence over the affairs of the organization, the Board of Directors shall take the following precautions to ensure that the transaction is reasonable for purposes of Section 4958 of the Internal Revenue Code of 1986, as amended:

- (a) The panel of the Board of Directors approving the transaction must be composed entirely of individuals unrelated to and not under the control of the disqualified person or persons involved in the transaction;
- (b) The Board of Directors shall obtain and rely upon a "comparability study" indicating that the proposed transaction is reasonable when compared with similarly-situated organizations for functionally comparable positions, goods or services rendered, taking into account the location of the organization and the availability of similar specialties in the geographic area; and
- (c) The Board of Directors shall set forth in the resolution approving the transaction the basis for its determination that the compensation is reasonable based upon the evidence presented. This resolution shall be filed by the Secretary/Treasurer in the Minutes book of the Corporation.

ADOPTION OF BYLAWS

These Bylaws are executed by Act of Incorporator. Executed by the undersigned on June 18, 2012.

Name:

Address:

James V. Lacy

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