

BYLAWS OF THE SEATTLE PRIVACY COALITION

As adopted on 12.10.2016 by the Seattle Privacy Coalition Board of Directors

Article I. Name and Office

Section 1.1. These are the Bylaws for the organization called “Seattle Privacy Coalition” (herein referred to as the “Organization”). This name shall be used for all official correspondence.

Section 1.2. The initial principal office of the organization is located at:

999 Third Ave. Suite 700

Seattle, WA 98104

Section 1.3. The Board of Directors of the Organization may change the principal office from one location to another within Washington State in accordance with Washington State RCWs. Changes of address will be promptly submitted to the Secretary of State.

Section 1.4. The Organization may have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may designate.

Article II. Purpose and Activities

Section 2.1. The purpose and activities of the Organization are as follows:

- (i) Provide a source of applied technical knowledge in security and privacy to local and regional policymakers
- (ii) Promote privacy protections
- (iii) Work with elected public officials at all levels of government (municipal, county, state, and federal) in the United States or elsewhere to achieve the goals of the Seattle Privacy Coalition
- (iv) Educate members of the public in how and why to use privacy-protecting technologies
- (v) Work with other organizations towards shared goals

Article III. Policies and Procedures

Section 3.1 The Policies and Procedures of the Organization herein must be approved by the Board of Directors, or an appointed committee by the Board of Directors.

- (vi) Asset Management Policy

- (vii) Communications Policy
- (viii) Transparency and Accountability Policy

Article IV. Membership

Section 4.1. As set forth within these Bylaws, the main organizational bodies of this Organization shall be:

- (i) The Membership
- (ii) The Board of Directors
- (iii) The Officers

Section 4.2. The Organization shall be structured as a "Member Organization". The Organization may also have various classes of members to be determined by the Board of Directors or by a committee duly organized or designated for such purpose.

Section 4.3. Qualifications for membership are as follows:

- (ix) Being an original founder of the Organization; or
- (x) Supporting the mission statement of the Organization.

Section 4.4. A person initially becomes a "Member" by:

- (i) Subscribing to the seattleprivacy@lists.riseup.net discussion list.

Section 4.5 Members may join the discussion list using an alias and may choose to remain anonymous.

Article V. Board of Directors

Section 5.1. A Board of Directors of no fewer than 5 and no more than 11 Members shall oversee the general management of the Organization.

Section 5.2. The Board of Directors shall conduct the business and affairs of the Organization and exercise, or direct the exercise of, all the powers of the Organization.

Section 5.3. The Board of Directors members are responsible for overseeing the committees for which each respective Board of Directors member has directly or indirectly reporting to them.

Section 5.4. The Board of Directors shall elect a "Chair" from among the Board of Directors Members by a majority vote of the Board of Directors. The Chair shall preside at all meetings of the Board of Directors and shall carry out any other acts deemed necessary by the Board of Directors.

Section 5.5. The Chair of the Board of Directors, for maintaining proper paperwork with city, state or federal requirements, may be used "on paper" as the "director", "CEO", or

any other similar title. This designation does not provide the Chair any unique power unless approved by a super-majority vote (66%) of the Board of Directors.

Section 5.6. The Chair of the Board of Directors is responsible for:

- (i) Attendance for all Board of Directors meetings unless prearranged with the Vice Chair in writing or electronic format, and this change must be noted both on the Meeting Agenda and Meeting Minutes.
- (ii) The Chair must create all Meeting Agendas for all Board of Directors meetings and is responsible for delivering said Meeting Agendas to the Organization's President within 48 hours prior to a Meeting Agenda being sent to all expected attendees.
- (iii) The Chair is responsible for maintaining order during each Board of Directors meeting, initiating each Board of Directors meeting, and adjourning each Board of Directors meeting.

Section 5.7. The Board of Directors shall elect a "Vice Chair" from among the Board of Directors Members who shall preside at all meetings of the Board of Directors in the absence of the Chair. The Vice Chair shall carry out any other duties deemed necessary by the Board of Directors by a super-majority vote (66%) of the Board of Directors.

Section 5.8. The Board of Directors shall meet at least once per calendar year.

Section 5.9. The members of the Board of Directors shall be determined as follows:

- (xi) By appointment by the founding members of the Board.
- (xii) Nominations for proposed members of the Board of Directors shall be made by the Membership.
- (xiii) The term for each seat on the Board of Directors shall be in perpetuity. Term length may be modified by the Board of Directors with a supermajority (66%) vote of the Board of Directors.

Section 5.10. Board of Directors Members shall serve without compensation.

Section 5.11. Board of Directors Members may be removed from office for the following causes by a super-majority vote (66%) of the Board of Directors:

- (i) Failing to attend three consecutive Board of Directors meetings in a row;
- (ii) Failing to honor commitments to engage in significant Board of Directors or Organization activities and programs; or
- (iii) Undermining the policies and defined goals of the Organization.

Section 5.12. Members of the Board of Directors, or any committee of the Board of Directors, may participate in any meeting of the Board of Directors, or such committee, by conference telephone, Web-meeting, or similar electronic communications such that all persons participating in the meeting can directly communicate with each other.

Participation in a meeting pursuant to this section shall constitute presence-in-person at such meeting.

Article VI. Officers

Section 6.1. The Officers of the Organization shall be:

- (i) President
- (ii) Vice President
- (iii) Treasurer
- (iv) Secretary

Section 6.2. In the event of a resignation by an officer of his or her position, the Board of Directors shall designate an officer to hold such position. All Offices shall have a term of two (2) years.

Section 6.3. All such offices and term lengths may be modified by the Board of Directors or any other committee designated or organized for such purpose.

Section 6.4. The Offices set forth in this Article VI shall all be elected by the Board of Directors.

Section 6.5 Officers shall serve without compensation.

Article VII. Duties of Officers

Section 7.1. The President is responsible for:

- (i) Maintaining a list of General Members of the Organization along with their contact information, and protecting that contact information per NAACP vs Alabama;
- (ii) Preparing the Annual Organization Report for presentation to the Organization at the Annual Meeting.

Section 7.2. The Vice President shall assist the President and attend meetings in the absence of the President and shall be entrusted to take minutes of each meeting.

Section 7.3. The Treasurer is responsible for:

- (i) Maintaining the Organization's financial records in compliance with the Generally Accepted Accounting Principles (GAAP);
- (ii) Maintaining a list of the Organization's bills and pay said bills on time, if any;
- (iii) Preparing of the Organization's Annual Financial Report for presentation to the Organization at the Annual meeting.

Section 7.4. The Secretary is responsible for maintaining the organization's corporate records to include but not limited to Local, State and Federal registrations.

- (i) Recording the minutes of all Board of Directors meetings, maintaining a complete archive of the Organization's minutes, and making those minutes available on the Organization's web site.
- (ii) Collecting and distributing hard-copy correspondence received at the Organization's principle office.

Section 7.5. Disbursements from the Treasury for Organization expenditures shall be made by the Treasurer. Any other Officer may have such authorization only if approved by the Board of Directors. All such expenditures shall be included in the relevant minutes of any General Meeting. Any disbursements outside any approved budgets must be approved by the Board of Directors.

Section 7.6. The duties set forth in this Article VII for each office are only general in nature, and the Board of Directors or any other committee duly designated or organized for such matters may modify the duties of each officer as it deems appropriate.

Article VIII. Meetings

Section 8.1. "Annual Meetings" shall be held annually following the First Official Meeting. At this meeting, the Asset Management Report shall be presented. Other business conducted at such Annual Meetings may include, but not be limited to, the election of Officers and Board of Directors Members.

Article IX. Committees

Section 9.1. The Organization shall have such committees as may from time to time be designated, and with such limited powers as provided by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board of Directors, but each committee must directly report to at least one Board of Director member.

Section 9.2 Committees are responsible for reporting the outcomes of their activity directly to the Board of Director(s) Member(s) who are responsible for managing this information.

Article X. Amendment of Bylaws

Section 10.1. Amendment of the Bylaws shall require the affirmative vote of supermajority (66%) of the Board of Directors.

Article XI. Dissolution

Section 11.1. Dissolution of this Organization by consent shall require the unanimous agreement of the Board of Directors together with a supermajority vote (66%) of the General Members at a General Meeting which has been publicized at least 30 days in advance to all General Members of the Organization for the purpose of taking this vote.

Section 11.2. Upon the liquidation, dissolution, or winding up of the Organization, after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provision has been made therefore, all of the assets of the Organization shall be distributed exclusively for such educational, charitable and scientific purposes as the Board of Directors (or such other persons as may be in charge of liquidation) shall determine. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes.

Article XI. Severability

Section 12.1. If any Article, Section or Sub-Section is or becomes illegal, invalid or unenforceable in any jurisdiction, that shall not affect:

- (i) The validity or enforceability in that jurisdiction of any other Article, Section or Sub-Section; or
- (ii) The validity or enforceability in other jurisdictions of that or any other Article, Section or Sub-Section.