

**FIRST RESTATED BYLAWS**  
**OF**  
**THE INTERNATIONAL FOUNDATION FOR ONLINE RESPONSIBILITY**

ARTICLE I

Board of Directors

Section 1.1. Number; Qualifications. The Board of Directors shall have one or more members, the number thereof to be determined from time to time by resolution of the Board of Directors.

Section 1.2. Election; Resignation; Removal; Vacancies. The Board of Directors shall initially consist of the person named as director in the certificate of incorporation or elected by the incorporator of the corporation, and each director so elected shall hold office until the first annual meeting of the Board of Directors and until his or her successor is duly elected and qualified. At all times one director (the “ICM Director”) shall have been appointed by ICM Registry, LLC, a Delaware limited liability company. At the first annual meeting of the Board of Directors and at each annual meeting thereafter, the Board of Directors shall elect one or more additional directors, who shall in the judgment of the Board of Directors be persons of integrity, objectivity, and intelligence, with reputations for sound judgment and open minds, and a capacity for thoughtful group decision-making. At all times after the first annual meeting there shall be at least three directors; provided, however, that the Board of Directors shall nonetheless have the capacity to act if a vacancy results in there being fewer than three directors. Except as otherwise provided in this Section, each director other than the ICM Director shall be elected for a term of three years, and shall hold office until the third annual meeting of the Board of Directors after his or her election, and until his or her successor is duly elected and qualified, subject to such director’s earlier death, resignation, disqualification or removal. The ICM Director shall serve until his or her successor is duly elected and qualified, subject to such director’s earlier death, resignation, disqualification or removal. Any director may resign at any time upon notice to the corporation. The directors, other than the ICM Director, shall be divided into three classes such that the terms of office of approximately one-third of the directors expire each year. Directors may be elected to terms of one or two years in order to implement such staggered terms. Any director, other than the ICM Director, may be removed, with or without cause, by the affirmative vote of a majority of the members of the Board of Directors. The ICM Director may be removed, with or without cause, only by ICM Registry, LLC. Unless otherwise provided by law or the certificate of incorporation, any newly created directorship or any vacancy occurring in the Board of Directors (other than the position of ICM Director) for any reason may be filled by a majority of the remaining members of the Board of Directors, although such majority is less than a quorum, or by a plurality of the votes cast at a meeting of Board of Directors, and each director so elected shall hold office until the expiration of the term of office of the director whom

he or she has replaced or until his or her successor is elected and qualified. A vacancy in the position of ICM Director may be filled only by ICM Registry, LLC.

Section 1.3. Regular Meetings. Regular meetings of the Board of Directors may be held at such places within or without the State of Delaware and at such times as the Board of Directors may from time to time determine.

Section 1.4. Special Meetings. Special meetings of the Board of Directors may be held at any time or place within or without the State of Delaware whenever called by the President, any Vice President, the Secretary, or by any member of the Board of Directors. Notice of a special meeting of the Board of Directors shall be given by the person or persons calling the meeting at least twenty-four hours before the special meeting.

Section 1.5. Telephonic Meetings Permitted. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting thereof by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

Section 1.6. Quorum; Vote Required for Action. At all meetings of the Board of Directors the directors entitled to cast a majority of the votes of the whole Board of Directors shall constitute a quorum for the transaction of business. Except in cases in which the certificate of incorporation, these bylaws or applicable law otherwise provides, a majority of the votes entitled to be cast by the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors; provided, however, that an act of the Board of Directors shall be valid only if the ICM Director is present at the meeting at the time of the vote, or the ICM Director has waived such requirement in writing.

Section 1.7. Organization. Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, if any, or in his or her absence by the Vice Chairperson of the Board, if any, or in his or her absence by the President, or in their absence by a chairperson chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his or her absence the chairperson of the meeting may appoint any person to act as secretary of the meeting.

Section 1.8. Action by Unanimous Consent of Directors. Unless otherwise restricted by the certificate of incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or such committee, as the case may be, consent thereto in writing or by electronic transmission and the writing or writings or electronic transmissions are filed with the minutes of proceedings of the board or committee in accordance with applicable law.

## ARTICLE II

### Committees

Section 2.1. Committees. The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of the committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent permitted by law and to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation, if any, to be affixed to all papers which may require it.

Section 2.2. Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may make, alter and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Article I of these bylaws.

### ARTICLE III

#### Officers

Section 3.1. Officers; Election; Qualifications; Term of Office; Resignation; Removal; Vacancies. The Board of Directors shall elect a President and Secretary, and it may, if it so determines, choose a Vice Chairperson of the Board from among its members. The ICM Director shall serve as the Chairperson of the Board, *ex officio*. The Board of Directors may also choose one or more Vice Presidents, one or more Assistant Secretaries, a Treasurer and one or more Assistant Treasurers and such other officers as it shall from time to time deem necessary or desirable. Each such officer shall hold office until the first meeting of the Board of Directors after the annual meeting of Board of Directors next succeeding his or her election, and until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any officer may resign at any time upon written notice to the corporation. The Board of Directors may remove any officer with or without cause at any time, but such removal shall be without prejudice to the contractual rights of such officer, if any, with the corporation. Any number of offices may be held by the same person. Any vacancy occurring in any office of the corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 3.2. Powers and Duties of Officers. The officers of the corporation shall have such powers and duties in the management of the corporation as may be prescribed in a resolution by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices, subject to the control of the Board of Directors. The Board of Directors may require any officer, agent or employee to give security for the faithful performance of his or her duties.

Section 3.3. Appointing Attorneys and Agents; Voting Securities of Other Entities. Unless otherwise provided by resolution adopted by the Board of Directors, the Chairperson of the Board, the President or any Vice President may from time to time appoint an attorney or attorneys or agent or agents of the corporation, in the name and on behalf of the corporation, to cast the votes which the corporation may be entitled to cast as the holder of stock or other securities in any other corporation or other entity, any of whose stock or other securities may be held by the corporation, at meetings of the holders of the stock or other securities of such other corporation or other entity, or to consent in writing, in the name of the corporation as such holder, to any action by such other corporation or other entity, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consents, and may execute or cause to be executed in the name and on behalf of the corporation and under its corporate seal or otherwise, all such written proxies or other instruments as he or she may deem necessary or proper. Any of the rights set forth in this Section which may be delegated to an attorney or agent may also be exercised directly by the Chairperson of the Board, the President or the Vice President.

## ARTICLE IV

### Indemnification and Advancement of Expenses

Section 4.1. Right to Indemnification. The corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a “Covered Person”) who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a “proceeding”), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the corporation or, while a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in Section 4.3, the corporation shall be required to indemnify a Covered Person in connection with a proceeding (or part thereof) commenced by such Covered Person only if the commencement of such proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board of Directors of the corporation.

Section 4.2. Prepayment of Expenses. The corporation shall to the fullest extent not prohibited by applicable law pay the expenses (including attorneys’ fees) incurred by a Covered Person in defending any proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article IV or otherwise.

Section 4.3. Claims. If a claim for indemnification (following the final disposition of such action, suit or proceeding) or advancement of expenses under this Article IV

is not paid in full within thirty days after a written claim therefor by the Covered Person has been received by the corporation, the Covered Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

Section 4.4. Nonexclusivity of Rights. The rights conferred on any Covered Person by this Article IV shall not be exclusive of any other rights which such Covered Person may have or hereafter acquire under any statute, provision of the certificate of incorporation, these bylaws, agreement, vote of disinterested directors or otherwise.

Section 4.5. Other Sources. The corporation's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such other corporation, partnership, joint venture, trust, enterprise or non-profit enterprise.

Section 4.6. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article IV shall not adversely affect any right or protection hereunder of any Covered Person in respect of any act or omission occurring prior to the time of such repeal or modification.

Section 4.7. Other Indemnification and Prepayment of Expenses. This Article IV shall not limit the right of the corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

## ARTICLE V

### Policy Council

Section 5.1. Duties and Authority. This corporation shall have a Policy Council ("Council"), which shall (i) foster communication between the responsible global inline adult entertainment community (the "Sponsored Community") and other Internet stakeholders, (ii) protect free expression rights as defined in the United Nations Declaration of Human Rights, and (iii) promote the development and adoption of responsible business practices designed to combat child pornography, facilitate user choice and parental control regarding access to online adult entertainment, and protect the privacy, security, and consumer rights of consenting adult consumers of online adult entertainment goods and services (the "Policy Goals"). In addition, the Council will be responsible for developing a program, including selection criteria and procedures, by which a portion of this corporation's revenues will be distributed in furtherance of the Policy Goals (the "Grants Program"), and for selecting recipients for such funds.

Section 5.2. Stakeholder Groups. This corporation will have four Stakeholder Groups, which will be open, self-forming and self-administering groups from which designated

members of the Council will be selected and will provide input to the Council within the Stakeholder Group's relevant area of expertise. The four Stakeholder Groups will be named the Sponsored Community Stakeholder Group, the Free Expression Stakeholder Group, the Child Advocacy Stakeholder Group, and the Privacy and Security Stakeholder Group.

Section 5.3. Policy Council Membership. Except as otherwise provided in these bylaws, the Council will consist of the following nine members: two members of the Sponsored Community appointed by the Board of Directors; three members of the Sponsored Community appointed by the Sponsored Community Stakeholder Group; one free expression expert appointed by the Free Expression Stakeholder Group; one child safety expert appointed by the Child Advocacy Stakeholder Group; one privacy and security expert appointed by the Privacy and Security Stakeholder Group; and one person appointed by ICM Registry, LLC. Each body having the power to select one or members of the Council (each an "Appointing Body") may from time to time adopt such rules and procedures as it deems appropriate with regard to the selection process, the service of the Policy Group members the body selects, and other actions required of the Stakeholder Group pursuant to these bylaws; provided, however, that such rules and procedures must be consistent with the provisions of these bylaws.

Section 5.4. Selection; Terms. The initial Council will consist of persons appointed by the Board of Directors, reflecting the representation and expertise set forth in Section 5.3 above. Each of the initial Council members will serve for a term of one year. Each subsequent member of the Council will serve for a term of three years; provided, however, that the Board of Directors may elect to direct the Appointing Bodies to appoint Council members for terms of one or two years as necessary to implement staggered terms so that the terms of one-third of the members of the Council expire each year. The date on which Council members' terms shall begin and end each year shall be prescribed by the Board of Directors. Each Appointing Body will select persons of integrity, objectivity, and intelligence, with reputations for sound judgment and open minds, and a capacity for thoughtful group decision-making.

Section 5.5. Removal; Vacancies. Any member of the Council may be removed only by the Appointing Body that selected the member or by the Board of Directors. The Appointing Body may remove the member in accordance with the rules of the Appointing Body. The Board of Directors may remove a member only for material conflicts of interest unlawful activity, failure to perform his or her duties, or, upon the recommendation of Council members representing at least two-thirds of the Appointing Bodies for repeated failure to engage in the work of the Council in a cooperative and constructive manner. The Board of Directors shall determine in its discretion whether the conditions for removal have been met. Removal in accordance with this Section will not be subject to appeal. Any vacancy on the Council shall be filled by the Appointing Body that appointed the member whose absence created the vacancy.

Section 5.6. Voting and Quorum. The presence of at least six members of the Council shall constitute a quorum. Each member shall be entitled to cast one vote on each matter that comes before the Council. The Council may act by the affirmative vote of at least six members, including at least two members appointed by the Child Advocacy, Free Expression, or Privacy and Security Stakeholder Group, and at least three members appointed from the Sponsored Community by the Board of Directors or the Sponsored Community Stakeholder Group. The Council may meet and vote by electronic means in the same manner as

committees of this corporation.

Section 5.7. Conflicts of Interest. Members of the Council must comply with this corporation's policy on conflicts of interest as in effect from time to time.

Section 5.8. Council Recommendations.

a. Recommendation. The Council shall develop new policy within the scope of its authority and in furtherance of the Policy Goals (each, a "Council Recommendation") in accordance with the provisions of the Policy Development Process (the "PDP") set forth in Section 5.9 below.

b. Board Objection. The Board of Directors may object in writing to any Council Recommendation that it determines is (i) not within the scope of authority of the Council or in furtherance of the Policy Goals; (ii) not consistent with the Charter (as set forth in the Sponsored TLD Registry Agreement between ICM Registry, LLC, and Internet Corporation for Assigned Names and Numbers, as in effect from time to time) and mission; or (iii) would violate this corporation's contract with ICM Registry, LLC, as in effect from time to time. In the event that the Board of Directors objects to a Council Recommendation, the Board shall (x) articulate the reasons for its determination in a report to the Council (the "Board Statement"); and (y) submit the Board Statement to the Council. The Council shall review the Board Statement and shall discuss the Board Statement with the Board of Directors within twenty (20) calendar days after the Council's receipt of the Board Statement. The Board of Directors will determine the method (e.g., by teleconference, e-mail, or otherwise) by which the Council and Board of Directors will discuss the Board Statement.

c. Supplemental Recommendation. At the conclusion of the Council discussions with the Board of Directors, the Council will meet to affirm or modify its Recommendation or other action, and communicate that conclusion (the "Supplemental Recommendation") to the Board, including an explanation for the Supplemental Recommendation. The Board shall adopt any Supplemental Recommendation supported by at least 75% of the Council including at least two members appointed by the Child Advocacy, Free Expression, or Privacy and Security Stakeholder Group, and at least three members appointed from the Sponsored Community by the Board of Directors or the Sponsored Community Stakeholder Group, unless the Board determines that the Supplemental Recommendation is not consistent with the Charter and this corporation's mission or would violate this corporation's contract with ICM Registry. If the Board of Directors rejects the Supplemental Recommendation, it must publish on this corporation's website its reasons for rejecting the Council Recommendation. The decision of the Board of Directors will be final.

d. ICM Objection. The Board of Directors will notify ICM Registry, LLC, of its intention to adopt a Council Recommendation as a policy of this corporation (a "Proposed Policy"). ICM may object in writing within 15 days of such notification. In the event that ICM objects to the Proposed Policy, the Board of Directors will articulate the reasons for the objection in a report that will be published on this corporation's

website. ICM Registry, LLC, and the Board of Directors will negotiate in good faith in accordance with the provisions of the contract between ICM Registry, LLC, and this corporation to modify the Proposed Policy to address any concerns identified by ICM Registry, LLC.

e. Amendment. The Council may recommend supplements or amendments to the Policy Development Process by a vote of at least 75% of all the members of the Council, including at least two members appointed by the Child Advocacy, Free Expression, or Privacy and Security Stakeholder Group, and at least three members appointed from the Sponsored Community by the Board of Directors or the Sponsored Community Stakeholder Group. Any such supplements or amendments may become a Council Recommendation following a 21-day comment period. Other provisions of Article V of these bylaws may be suspended, modified, or amended (i) using the PDP or (ii) by the Board of Directors as necessary to comply with its obligations under its contract with ICM Registry, LLC.

f. Baseline Policies. Certain policies have been adopted by the Board of Directors as the organization's "Baseline Policies." The Baseline Policies may be supplemented and/or modified only in furtherance of the Policy Goals, in accordance with the Policy Development Process and these bylaws, and in compliance with the contract between ICM Registry, LLC, and this corporation. The Board of Directors shall reject as a violation of the Sponsoring Organization Agreement any modification that in the Board's judgment materially diminishes the protections in the Baseline Policies designed to combat child pornography, facilitate user choice and parental control regarding access to online adult entertainment, and protect the privacy, security, and consumer rights of consenting adult consumers of online adult entertainment goods and services.

Section 5.9. Policy Development Process. The Policy Development Process shall consist of the steps set forth below.

a. Step 1. Raising an Issue. An issue may be raised as a topic for policy development (a "Policy Proposal") by (i) a vote of 3 or more of the members of the Council; (ii) a Stakeholder Group; (iii) the Board of Directors; or (iv) ICM Registry, LLC.

b. Step 2. Issue Report. Issues raised for policy development must be accompanied by an Issue Report prepared by the party proposing the Policy Proposal, which sets forth: (i) the proposed issue raised for consideration; (ii) the identity of the party submitting the issue; (iii) how that party is affected by the issue; (iv) support for the issue to initiate the PDP; and (v) an explanation as to whether or not the issue implicates a Baseline Policy and, if so, an explanation as to why policy development with respect to the proposed issue is (A) in furtherance of the Policy Goals, or (B) will not undermine achievement of the Policy Goals.

c. Step 3. Charter Analysis. The Executive Director of this corporation,



either directly or by delegation, will provide a written response within 30 days of receipt of an Issue Report that includes his or her determination as to (i) whether the issue is within the scope of the Policy Goals; (ii) whether it is broadly applicable to multiple situations or registrants; (iii) is likely to have lasting value or applicability, albeit with the need for occasional updates; (iv) will establish a guide or framework for future decision-making; and (v) implicates or affects an existing policy of this corporation, including any Baseline Policy, and, if so, an explanation as to why policy development with respect to the proposed issue is (A) in furtherance of the Policy Goals, or (B) will not undermine achievement of the Policy Goals.

d. Step 4. Initiation of PDP. Following receipt of the Charter Analysis, a PDP will be initiated if supported by at least three members of the Council, including at least one representative of the Child Advocacy, Free Expression, or Privacy and Security Stakeholder Groups. The Council will establish a charter and timeline for the PDP, and appoint a PDP Task Force consisting of an equal number of representatives from each of the Stakeholder Groups, or, with the approval of at least 75% of all the members of the Council, some other designated composition.

e. Step 5. Public Notification of Initiation of the PDP. Promptly following initiation of the PDP, the Manager of Public Participation will post a notification of such action to this corporation's website. Public comments on the Policy Proposal will be accepted for a period of 30 calendar days after such posting. Each Stakeholder Group will be responsible for providing written comments within the comment period. The Manager of Public Participation will review the public comments and incorporate them into a report, to be posted on this corporation's website no more than thirty days following the close of the public comment period.

f. Step 6. Task Force Report. The PDP Task Force, assisted by the Manager of Public Participation, will consult internally and with outside experts and stakeholders as it deems appropriate and, prepare a written report (the "Task Force Report") detailing its recommendations, including a clear statement of all positions espoused by task force members and the reasons underlying each position, an analysis of how the recommended approach would affect each Stakeholder Group or others (including any financial impact on the Stakeholder Group); an analysis of the period of time that would likely be necessary to implement the policy; and the advice of any outside advisors appointed to the Task Force by the Council, accompanied by a detailed statement of the advisors' (i) qualifications and relevant experience; and (ii) potential conflicts of interest.

g. Step 7. Public Comments on the Task Force Report. The Task Force Report will be published for public comment for thirty days on this corporation's website. The Director of Public Participation will post a summary of the public comments within thirty days of the close of the comment period.

h. Step 8. Final Report. The Task Force will prepare a final report (the "Final Report") and submit it to the Council chair within ten calendar days after the end of the public comment period.

i. Step 9. Council Deliberation. At its next meeting after receipt of the Final Report from the PDP Task Force, the Council will consider the Final Report. The Council may, if it so chooses, solicit the opinions of outside advisors. The opinions of these advisors, if relied upon by the Council, will be (i) reflected in the Council's report to the Board, (ii) specifically identified as coming from an outside advisor; and (iii) be accompanied by a detailed statement of the advisor's qualifications, relevant experience, and potential conflicts of interest.

j. Step 10. Council Report to the Board. Following its deliberations, the Council will vote on the Final Report. If the Final Report is supported by at least 66% of all the members of the Council, including at least two members appointed by the Child Advocacy, Free Expression, or Privacy and Security Stakeholder Group, and at least three members appointed from the Sponsored Community by the Board of Directors or the Sponsored Community Stakeholder Group, the Council will promptly submit its recommendations to the Board (the "Council Recommendation"), which must contain at least the following:

- i. A clear statement of any recommendation of the Council;
- ii. A clear statement of all positions held by Council members, clearly indicating (A) the reasons underlying each position and (B) the constituency(ies) or Stakeholder Group(s) that held the position;
- iii. An analysis of how the issue would affect each Stakeholder Group, including any financial impact;
- iv. An analysis of the period of time that would likely be necessary to implement the policy;
- v. The advice of any outside advisors relied upon, accompanied by a detailed statement of the advisor's qualifications, relevant experience, and potential conflicts of interest; and
- vi. A copy of the minutes of the Council deliberation on the policy issue, including all opinions expressed during such deliberation, accompanied by a description of who expressed such opinions.

k. Step 11. Board Vote. The Board of Directors will meet to discuss the Council Recommendation as soon as feasible after receipt. The Board may adopt any Council Recommendation as a Policy of this corporation if it was supported by at least 66% of all the members of the Council, including at least two members appointed by the Child Advocacy, Free Expression, or Privacy and Security Stakeholder Group, and at least three members appointed from the Sponsored Community by the Board of Directors or the Sponsored Community Stakeholder Group, and shall adopt the Council Recommendation as a Policy of this corporation if it was endorsed by at least 75% of the Council including at least two members appointed by the Child Advocacy, Free Expression, or Privacy and Security Stakeholder Group, and at least three members

appointed from the Sponsored Community by the Board of Directors or the Sponsored Community Stakeholder Group, unless the Board objects to the Council Recommendation, in which case the Council/Board policy reconciliation process described in Section 5.8(c) will be initiated.

1. Step 12. ICM Registry Review. Upon a final decision of the Board of Directors to recommend adoption of a Council Recommendation, the Board of Directors will notify ICM Registry, LLC, of its intention to adopt the Council Recommendation as a Policy of this corporation (a “Proposed Policy”). The Proposed Policy will become a Policy of this corporation unless, within fifteen (15) days of its receipt, ICM objects to the Proposed Policy, in which case the reconciliation process described in Section 5.8(d) will be initiated.

Section 5.10 Records. Throughout the PDP, from policy suggestion to a final decision by the Board of Directors, this corporation shall maintain on its website, a status web page detailing the progress of each PDP and describing the following:

- a. The initial suggestion for a policy;
- b. A list of all suggestions that do not result in the creation of an Issue Report;
- c. The timeline to be followed for each PDP;
- d. All discussions among the Council regarding the PDP;
- e. All reports from the Manager of Public Participation, Task Forces, the Council and the Board of Directors; and
- f. All public comments submitted, along with the Manager of Public Participation’s summary of such comments.

## ARTICLE VI

### Miscellaneous

Section 6.1. Fiscal Year. The fiscal year of the corporation shall be determined by resolution of the Board of Directors.

Section 6.2. Seal. The corporation shall not have a corporate seal unless the Board of Directors determines otherwise.

Section 6.3. Manner of Notice. Except as otherwise provided herein or permitted by applicable law, notices to directors shall be in writing and delivered personally or mailed to the directors at their addresses appearing on the books of the corporation; by facsimile telecommunication directed to a number at which the director has consented to receive notice; or

by electronic mail directed to an electronic mail address at which the director has consented to receive notice.

Section 6.4. Waiver of Notice of Meetings. Any waiver of notice, given by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, 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 directors, or members of a committee of directors need be specified in a waiver of notice.

Section 6.5. Form of Records. Any records maintained by the corporation in the regular course of its business, including its books of account and minute books, may be kept on, or by means of, or be in the form of, any information storage device or method, provided that the records so kept can be converted into clearly legible paper form within a reasonable time.

Section 6.6. Amendment of Bylaws. These bylaws may be altered, amended or repealed, and new bylaws made, by the Board of Directors; provided, however, that amendments governed by the provisions of Section 5.8(e) shall also comply with the provisions of that Section.

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