

BYLAWS OF  
THE ELECTRONIC PRIVACY INFORMATION CENTER (“EPIC”)

As Adopted As of March 16, 2000,  
As Amended May 1, 2007,  
As Amended February 8, 2010,  
As Amended February 1, 2015,  
As Amended January 26, 2018

ARTICLE I  
NAME AND PURPOSES

Section 1.01. Name. The name of the organization is ELECTRONIC PRIVACY INFORMATION CENTER.

Section 1.02. Purpose. The Corporation is organized for the charitable and educational purposes of promoting personal privacy and constitutional rights.

ARTICLE II  
AUTHORITY AND DUTIES OF DIRECTORS

Section 2.01. Authority of Directors. The Board of Directors ("the Board") is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

Section 2.02. Number, Selection, and Tenure. The Board shall consist of no more than fifteen (15) nor less than seven (7) Directors, all of whom must be Members of the Corporation, elected in staggered terms of three (3) years, nominated from among its Members, and confirmed by the Board. A director may serve for any number of terms, consecutive or otherwise. Directors will be elected by the directors then in office. The Board will seek to promote pluralism and diversity among its membership.

Section 2.03. Compensation. Board members shall not be compensated for serving on the Board, but may be reimbursed for actual expenses incurred on behalf of the Corporation. Board members who also serve as employees of the Corporation may be compensated for their service as employees. No more than one (1) paid staff member shall serve as a voting member of the Board. A paid staff member serving on the Board shall not serve as the Chair or Treasurer.

Section 2.04. Resignation and Removal. Resignations are effective upon receipt by the Secretary of written notification, or receipt by the President or other officer if the Secretary is resigning. One or more Directors may be removed at a meeting called for that purpose, with or without cause, by such vote as would suffice for the Director's election.

Section 2.05. Vacancies. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of a term shall be filled by a majority vote of the remaining

directors.

Section 2.06. Meetings. The Board shall hold at least one regular meeting annually. Regular meetings shall be at such times and places as the Board shall determine. Special meetings may be called by any two directors with telephone or written notice.

If an officer or director fails to attend three (3) consecutive meetings of the Board or Executive Committee, the Executive Committee shall evaluate the officer's or director's contribution to the work of the Corporation, his or her reasons for not attending the meetings, as well as any other relevant factors, and if it appears to be in the best interest of the Corporation, may declare the position vacant.

Section 2.07. Quorum and Voting. A quorum shall consist of a majority of the total number of Board members in office. All decisions will be by majority vote of those present at a meeting at which a quorum is present.

Section 2.08. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board (including amendment of these Bylaws or the Articles of Incorporation) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 2.09. Participation in Meeting by Conference Telephone. Any or all members of the Board may participate in a meeting by conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 2.10. Committees. The Board may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) Directors.

Other committees not having and exercising the authority of the Board in the management of the corporation may be designated and appointed by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Such committees shall consist of at least two members.

The standing committees of the Board shall be an Executive Committee, composed of the officers, and the Program and Litigation Committee, Finances and Fundraising Committee, Management and Staffing Committee, and Engagement and Outreach Committee. The names of these committees may be changed by resolution of the Board.

For both types of committees, the Board may make provisions for appointment of the chair, establish procedures to govern their activities, and delegate authority as may be necessary or desirable for the efficient management of the property, affairs, business, and/or activities of the Corporation.

ARTICLE III  
AUTHORITY AND DUTIES OF OFFICERS

Section 3.01. Officers. The officers of the Corporation shall be a President, a Chair, a Secretary, a Treasurer, and such other officers as the Board may designate. Two or more offices may be held by the same person, except the offices of secretary and president.

Section 3.02. Election of Officers; Terms of Office. Officers shall serve one (1) year terms. The President, the Secretary, and the Treasurer shall be elected by the Board at its annual meeting in each year. The terms of office shall expire at the next succeeding annual meeting and shall be filled by the Board, at a meeting or by action in writing pursuant to Section 2.08 for a term expiring at the next succeeding annual meeting. Officers shall be eligible for reelection.

Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of a term shall be filled by the Board for the remainder of the unexpired term.

Section 3.03. Resignation. Resignations are effective upon receipt by the Secretary of a written notification, or receipt by the President if the Secretary is resigning.

Section 3.04. Removal. An officer may be removed by the Board at a meeting, or by action in writing pursuant to Section 2.08 whenever in the Board's judgment the best interests of the Corporation will be served thereby. The removal of a person from corporate office will not terminate or otherwise affect any contractual relationship between that individual and the corporation.

ARTICLE IV  
INDEMNIFICATION

Section 4.01. Definitions. "Matter" shall mean any actual or threatened civil, criminal, or administrative action, arbitration proceeding, claim, suit, proceeding, or appeals therefrom, or any criminal, administrative, or Congressional (or other body's) investigation, hearing, or other proceeding.

"Eligible Person" shall mean any person who at any time was or is a director, a member or any committee or subcommittee, an officer, employee, or volunteer of the corporation.

Section 4.02. Right to Indemnification. Any Eligible Person made a party to or involved in a Matter by reason of his or her position with or service to the corporation shall, to the fullest extent permitted by law, be indemnified by the corporation against all liabilities and all expenses reasonably incurred by him or her arising out of or in connection with such Matter, except in relation to Matters as to which (i) the Eligible Person failed to act in good faith and for a purpose which he or she reasonably believed to be in the best interests of the corporation, or (ii) in the case of a criminal Matter, the person had reasonable cause to believe that his or her conduct was unlawful, or (iii) the person shall be adjudged to be liable for willful misconduct in the performance of a duty, or in the case of a Matter settled by agreement, the settlement shall be predicated on such a liability.

Section 4.03. Limitation on Right of Indemnification. Except where an Eligible Person has been successful on the merits with respect to such Matter, any indemnification hereunder shall be made only after (i) the Board (acting by a quorum consisting of Directors who were not involved in such Matter) determines that the Eligible Person met the applicable indemnification standard set forth in section 4.02 above; or (ii) in the absence of a quorum, a finding is rendered in a written opinion by independent legal counsel that the person or persons met the applicable indemnification standard set forth in section 4.02 above.

Section 4.04. Other Rights. The right of indemnification provided hereunder shall not be deemed exclusive of any other right to which any person may be entitled in addition to the indemnification provided hereunder. This indemnification shall in the case of the death of the person entitled to indemnification, inure to the benefit of his or her heirs, executors or other lawful representative.

Section 4.05. Interim Indemnification. The corporation shall, with respect to a Matter described in section 4.02, advance attorneys fees as interim indemnification to any Eligible Person if the following conditions are satisfied: (i)(a) the Board (acting by a quorum consisting of Directors who are not involved in such litigation) determines that the Eligible Person is likely to meet the applicable indemnification standard set forth in section 4.02 above, or (b) in the absence of such a quorum, a finding is rendered in a written opinion by independent legal counsel that the Eligible Person is likely to meet the applicable indemnification standard set forth in section 4.02 above; and (ii) the Eligible Person (a) requests interim indemnification, (b) agrees to repay the interim indemnification promptly upon a determination unfavorable to him or her under section 4.03, and (c) deposits a bond or equivalent security.

Section 4.06. Insurance. The Board may authorize the purchase of and maintain insurance on behalf of any Eligible Person against any liability asserted against or incurred by him which arises out of such person's status in such capacity, or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

## ARTICLE V MEMBERS

Section 5.01. Qualifications. The Corporation shall designate as Members, following nomination by the current Members and a vote of the Board, distinguished experts in law, technology, and public policy.

Section 5.02. Advisory Board. Members shall sit on the Advisory Board, where they shall provide guidance for the work of the Corporation, participate in the activities of the Corporation, offer support for the Corporation, and provide leadership for the Corporation

Section 5.03. Dues. Members shall pay dues in an amount and on a schedule established by the Board. There shall be provisions for lifetime memberships.

Section 5.04. Service on Committees. Members may serve on Board committees.

Section 5.05. Annual Meeting. There shall be an annual meeting, open to all Members of the Corporation.

Section 5.05. Annual Evaluation. The Members shall provide an annual evaluation of the Corporation, which shall be reported to the Board of Directors at the Annual Meeting.

## ARTICLE VI FINANCIAL ADMINISTRATION

Section 6.01. Fiscal Year. The fiscal year of the Corporation shall be January 1 -December 31 but may be changed by resolution of the Board.

Section 6.02. Checks, Drafts, Etc. All checks, orders for the payment of money, and insurance certificates shall be signed or endorsed by an officer or officers or agent or agents of the Corporation and in a manner as shall from time to time be determined by resolution of the Board or of any committee to which such authority has been expressly delegated by the Board.

Section 6.03. Contracts. Unless the Board determines otherwise by resolution, the President, Secretary, Treasurer, Board Chair and Chair of the Executive Committee shall all be authorized to execute contracts on behalf of the corporation.

These individuals may, with written notice to the Board, delegate this authority to employees or volunteers subject to limitations upon the delegated authority as may be necessary or expedient for running the affairs of the corporation. Unless otherwise expressly determined by the Board, no other individuals shall be authorized to bind the corporation to any contract, including the chair of any committee other than the Executive Committee.

Section 6.04. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited in general or special accounts in the banks, trust companies, or other depositories as the Board or any committee to which such authority has been delegated by the Board may select, or as may be selected by any officer or officers or agent or agents of the Corporation, to whom such power may be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

Section 6.05. Annual Financial Statements. Complete financial statements shall be presented to and reviewed by the Board after the close of each fiscal year.

## ARTICLE VII CONFLICTS OF INTEREST

Section 7.01. Disclosure of Financial Interests. To identify possible conflicts of interest, all directors, officers, and members of any committee exercising Board- delegated powers must

disclose to the Board, or to the members of such committee, the existence of any financial interest in any entity with which s/he knows or has reason to know the Corporation or any legally related organization has or is negotiating a transaction or arrangement, and all material facts related to that interest. Financial interests include any direct or indirect relationship, through business, investment, or family, such as actual or potential ownership or investment interests or compensation arrangements. Directors shall also disclose any fiduciary duty to a person or entity other than the Corporation that might jeopardize the director's ability to exercise independent judgment and act in the best interests of the Corporation. The fact that a director, officer, or committee member is also a director or officer or member of a not-for-profit organization that obtains or seeks funds from institutions or individuals from which the Corporation also obtains or seeks funds shall not by itself be deemed to be a conflict of interest.

Section 7.02. Determination of Conflicts of Interest. After the interested person has delivered all relevant information and has retired from the room, the Board or committee must determine whether or not the financial interest creates a conflict of interest that merits recusal of the interested Director from consideration of the matter.

Section 7.03. Resolution of Conflicts of Interest. If the Board determines that a conflict of interest does exist, it must ensure that the interested director(s) do not participate in final decision making with regard to the transaction. The Board may approve the transaction or arrangement, or some alternative if it determines it: a) is in the organization's best interests and for its own benefit; b) is fair and reasonable to the organization; and c) is the most advantageous transaction or arrangement the organization can obtain with reasonable efforts under the circumstances.

Section 7.04. Violation of Conflict of Interest Policy. If an officer, director, or member of a committee with Board-delegated powers violates this conflict of interest policy, the Board, in order to protect the Corporation's best interests, may take appropriate disciplinary action against the interested person. Such action may include formal reprimand, cancellation of the transaction or arrangement generating the conflict, suspension of employment, and/or removal from the Board.

Section 7.05. Distribution of Conflict of Interest Policy. All officers, directors, and members of committees with Board-delegated powers shall receive a copy of the Conflict of Interest Policy, as it appears in these By-laws. All officers, directors, and members of committees with Board-delegated powers shall sign an annual statement declaring that the person: received a copy of the policy; has read and understands the policy; and agrees to comply with the policy.

## ARTICLE VIII COMPENSATION

The Board shall adopt a policy establishing procedures for reviewing and setting financial compensation to any individual exercising substantial influence over the corporation to ensure that such compensation is no more than reasonable and does not otherwise result in an excess benefit to the person, and requiring that adequate documentation be maintained to support the basis for setting such compensation.

ARTICLE IX  
RECORD KEEPING

The Secretary or his or her designee shall keep or cause to be kept adequate minutes of all Board or committee meetings, and all meetings of committees with Board-designated powers reflecting at a minimum the names of those in attendance, any resolutions passed and the outcomes of any votes taken. When potential conflicts of interests are discussed, the minutes shall include: the names of the persons who disclosed financial interests; the nature of the financial interests; whether or not the Board determined that a conflict existed; the names of the persons present for the discussions and votes related to the relevant transaction or arrangement; the content of those discussions, including any alternative transactions or arrangements; and a record of the vote. At the request of any participating Board member, the records of such discussions and individual votes may be kept sealed, with only the outcome reported publicly.

ARTICLE X  
ANNUAL REPORTS

An annually updated written account of the Corporation's purposes, structure, programs and financial condition shall be published and made publicly available. The annual report shall contain: a description of the Corporation's purpose(s); descriptions of its overall programs, activities and accomplishments; a statement of its eligibility to receive deductible contributions; information about the governing body and structure, including identification of officers, directors, and chief administrative personnel; and the audited financial statements or, at a minimum, a comprehensive financial summary that reflects all revenue, reports expenses by program, management and fund-raising categories, and reports year-end balances.

ARTICLE XI  
AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of the Board, provided seven (7) days' prior notice is given of the proposed amendment or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 2.08.