

BYLAWS
OF
ONE IN TECH, AN ISACA FOUNDATION
(A Delaware Nonprofit Public Benefit Corporation)

ARTICLE I
NAME

The name of the Corporation shall be **ONE IN TECH, AN ISACA FOUNDATION** (the “Corporation”).

ARTICLE II
OFFICES

Section 2.01. Registered Office. The address of the registered office for the transaction of the activities, affairs and business of the Corporation in the State of Delaware is hereby fixed and shall be located at 1700 E. Golf Road, Suite 400, Schaumburg, IL 60173 USA. The Board of Directors may change the location of the registered office. Any such change of location must be noted by the Secretary on these Bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 2.02. Other Offices. The Board of Directors may, at any time, establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE III
OBJECTIVES AND PURPOSES

Section 3.01. General Purposes. This Corporation is formed under the *General Corporation Law of Delaware* and organized exclusively for charitable purposes within the meaning of *Internal Revenue Code* § 501(c)(3) or the corresponding provision in any future federal tax law. Despite any other provision in this Corporation’s Certificate of Incorporation, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise of powers that do not further the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under *Internal Revenue Code* § 501(c)(3) or the corresponding provision of any future federal tax law, or (b) a corporation, contributions to which are deductible under *Internal Revenue Code* § 170(c)(2) or the corresponding provision of any future federal tax law.

Section 3.02. Specific Purposes. Within the context of the general purposes stated above, the specific purposes of this Corporation shall be to build a healthy digital world that is safe, secure, and accessible to all through education, all in furtherance of its charitable purposes; and to carry on other charitable activities associated with this goal as allowed by law.

Section 3.03. Dedication of Assets; Dissolution. This Corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under *Internal Revenue Code* § 501(c)(3).

Section 3.04. General Powers. : Subject to the purposes referred to in Sections 3.01 and 3.02 of this Article III, the Corporation will have the following general powers:

(a) To establish and maintain an office or offices, to engage staff, to arrange for the provision of goods and to engage professional management, administrative and other services to be provided by individuals and entities, all in furtherance of the Corporation's purposes and the activities incidental thereto;

(b) To solicit and to receive contributions, grants and other assistance and support from public and private sources for the furtherance of the Corporation's purposes; and

(c) To lawfully do everything necessary, suitable or proper for the attainment of any of the Corporation's purposes, and to have, enjoy and exercise any and all rights, powers, privileges and exemptions that are now or may hereafter be conferred by the *General Corporation Law of Delaware*.

Section 3.05. Limitations. The Corporation has not been formed for pecuniary profit or financial gain. No part of the net earnings of the Corporation will be distributable to or inure to the benefit of any director, officer, employee or other individual, except that the Corporation will be authorized to pay reasonable compensation for services rendered and to make other payments in furtherance of its purposes. No substantial part of the activities of the Corporation will be the carrying out of propaganda or otherwise attempting to influence legislation, and the Corporation will not participate or intervene in (including the publishing or distribution of statements regarding) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation will not carry on any activity not permitted to be carried on: (i) by a foundation exempt from federal income tax under § 501(c)(3) of the *Internal Revenue Code of 1986* (or the corresponding provision of any future federal tax laws of the United States), or (ii) by a corporation contributions to which are deductible under § 170(c)(2) of the *Internal Revenue Code of 1986* (or the corresponding provision of any future federal tax laws of the United States).

ARTICLE IV **NO MEMBERS**

This Corporation shall have no members.

ARTICLE V **DIRECTORS**

Section 5.01. General Powers. Subject to the provisions of the *General Corporation Law of Delaware*, the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the Corporation to other persons, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Without prejudice to these general powers, and subject to the same limitations, the Directors shall have the power to:

- (a) Conduct and manage the Corporation's activities and affairs.
- (b) Appoint and remove, at the pleasure of the Board, all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws, and fix their compensation, subject to any employee agreements.
- (c) Adopt, make, and use a corporate seal; and alter the form of the seal and certificates.
- (d) Acquire and dispose of property on behalf of the Corporation, subject to any limitations provided in the Articles of Incorporation, the Bylaws or the *General Corporation Law of Delaware*.
- (e) Change the registered office or the registered office in Delaware from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities within or outside of Delaware; and designate any place within or outside of Delaware for holding any meeting of Directors.
- (f) Borrow money and incur indebtedness on behalf of the Corporation, and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidence of debt and securities.
- (g) To conduct, manage and control the affairs and activities of the Corporation and to make such rules and regulations therefore not inconsistent with law, the Articles of Incorporation or the Bylaws of the Corporation.

Section 5.02. Number and Qualification of Directors. The authorized number of Directors shall not be less than 5 nor more than 11. Such indefinite number may be changed, or definite number fixed without provision for an indefinite number, by an amendment to these Bylaws duly adopted by the Board. Directors need not be residents of the State of Delaware.

Section 5.03. Restrictions on Interested Persons as Directors. No more than forty-nine percent (49%) of the persons serving on the Board may be “interested persons.” An interested person is (a) any person compensated by the corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.

Section 5.04. Designated Directors and Term of Office of Directors. The Information Systems Audit and Control Association, Inc, a California Nonprofit Mutual Benefit corporation (“ISACA”), shall appoint all of the authorized number of Directors. Each Director so designated shall hold office for two years (each such two year period, a “Term”) and until a successor Director has been designated and qualified. A person may only serve as a Director for a maximum of three (3) Terms in total, except for the CEO of ISACA for which such limitation does not apply.

Section 5.05. Vacancies on Board of Directors.

A. Events Causing Vacancies on Board. A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under the *General Corporation Law of Delaware*, Chapter 2, Article 3; or (c) the failure of the Directors, at any meeting of Board of Directors at which any Director or Directors are to be elected, to elect the number of Directors required to be elected at such meeting.

B. Resignation of Directors. Except as provided below, any Director may resign by giving written notice to the Chair of the Board, if any, or to the President or the Secretary of the Corporation. Resignation shall be effective when the notice is given unless it shall specify a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office when the resignation becomes effective. Except on notice to the Delaware Attorney General, no Director may resign when the Corporation would then be left without a duly elected Director in charge of its affairs.

C. Removal of Directors. Any Director may be removed, with or without cause, by ISACA, and may not be removed without the written consent of ISACA. Any vacancy caused by the removal of the Director shall be filled as provided in Section 5.04 of this Article V of these Bylaws.

Any Director who does not attend three successive Board meetings will automatically be removed from the Board without Board resolution unless: (1) the Director requests a leave of absence for a limited period of time, and the leave is approved by the Board of Directors at a regular or special meeting (if granted, the number of Board members will be reduced by one (1) in determining whether a quorum is or is not present); (2) the Director suffers from an illness or disability that prevents such Director from attending meetings and the Board resolution waives the automatic removal procedure of this subsection; or (3) the Board resolution of a majority of Board members must agree before a Director who has missed three successive Board meetings may be reinstated.

D. Filing Vacancies. Vacancies on the Board may be filled by ISACA. If ISACA fails to fill the vacancy within a reasonable time, the vacancy may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with these Bylaws, or (3) a sole remaining Director.

E. No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 5.06. Board Governance

Each year at the Annual Meeting of the Board of Directors, it shall elect a Chair and Vice Chair of the Board of Directors. The Chair and Vice Chair of the Board of Directors shall be chosen from among the membership of the Board of Directors.

(a) **Chair of The Board.** The Chair of the Board shall, if present, preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by the Bylaws.

(b) **Vice Chair of the Board.** In the absence or disability of the Chair of the Board, the Vice Chair of the Board, if any, shall perform all the duties of the Chair of the Board.

Section 5.07. Place of Meetings. Regular meetings of the Board of Directors may be held at any place within or outside the State of Delaware that has been designated from time to time by resolution of the Board. In the absence of such a designation, regular meetings shall be held at the principal office of the Corporation or such place designated by the Chair of the Board or the President. Special meetings of the Board shall be held at any place within or outside the State of Delaware that has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal office of the Corporation.

Section 5.08. Meetings by Telephone or other Telecommunications Equipment. Any Board meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this section shall constitute presence in person at the meeting if all of the following apply:

(a) Each Director participating in the meeting can communicate concurrently with all other Directors.

(b) Each Director is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

(c) The Board has adopted and implemented a means of verifying both of the following:

(1) A person participating in the meeting is a Director or other person entitled to participate in the Board meeting.

(2) All actions of or votes by the Board are taken or cast only by the Directors and not by persons who are not Directors.

Section 5.09. Annual Meeting. An annual meeting of Board of Directors shall be held on the first Tuesday in June of each year at 9:00 a.m., unless the Board fixes another date or time and so notifies Directors as provided in Section 5.11 of these Bylaws. If the scheduled date falls on a legal holiday, the meeting shall be held on the next full business day.

Section 5.10. Place of Annual Meeting. The Board of Directors shall hold the annual meeting at the Corporation's principal office, or at any other place that has been designated by the Board of Directors for the purpose of organization, any desired election of officers, and the transaction of other business. Call and notice of this meeting shall not be required and is hereby dispensed with unless some place other than the Corporation's principal office has been designated.

Section 5.11. Other Regular Meetings. Other regular meetings of the Board of Directors shall be held without call at such time as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice.

Section 5.12. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chair of the Board or the President or any Vice President or the Secretary or any two Directors.

Section 5.1213. Notice of Special Meetings. Notice of the time and place of special meetings shall be given to each Director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the Director's address or telephone number as shown on the Corporation's records.

Notices sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, at least forty-eight (48) hours before the time set for the meeting.

The notice shall state the time of the meeting and the place if the place is other than the Corporation's principal office. The notice need not specify the purpose of the meeting.

Section 5.4. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed, or held without notice, or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the Directors not present, signs a written waiver of notice, a consent

to holding the meeting or an approval of the minutes thereof. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement, the lack of notice to that Director.

Section 5.15. Quorum. A majority of the authorized number of Directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the *General Corporation Law of Delaware*, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common Directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 5.16. Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 5.17. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting, in the manner specified in Section 5.14 of this Article V, to the Directors who were not present at the time of the adjournment. Notice need not be given in any case to Directors who were present at the time of adjournment.

Section 5.18. Action Without Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Corporation is a party and who is an “interested Director” as defined in the *Delaware General Corporation Law* shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 5.19. Fees and Compensation of Directors. Directors may receive reasonable compensation as determined by the Board. Additionally, the Board of Directors may provide for reimbursement of the expenses of Directors. Nothing contained in these Bylaws, however, will prohibit any Director from receiving compensation, subject to Section 3.05 of Article III of these Bylaws, for serving the Corporation in a capacity other than Director if so, provided by the Board.

Section 5.20. Standard of Care. Each Director shall exercise such powers and otherwise perform such duties in good faith, in the manner such Director believes to be in the best interests of the Corporation, and with such care including reasonable inquiry, using ordinary prudence, as a person in a like position would use under similar circumstances.

Section 5.2120. Advisory Directors. The Board of Directors from time to time may elect one or more persons to be advisory Directors who shall not, by reason of such appointment, be members of the Board of Directors. Advisory Directors shall be available from time to time to perform special assignments specified by the President or the Board of Directors, to attend meetings of the Board of Directors upon invitation, and to furnish consultation to the Board. The period during which the title shall be held may be prescribed by the Board of Directors. If no period is prescribed, the title shall be held at the pleasure of the Board.

ARTICLE VI COMMITTEES

Section 6.01. Appointment of and Delegation to Committees. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two or more Directors and no one who is not a Director, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting.

Section 6.02. Authority of Executive and Other Committees. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may:

- (a) Fill vacancies on the Board or any committee of the Board;
- (b) Amend or repeal Bylaws or adopt new Bylaws;
- (c) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (d) Create any other committees of the Board or appoint the members of committees of the Board;
- (e) Expend corporate funds to support a nominee for Director if more people have been nominated for Director than can be elected; or
- (f) Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for under applicable law.

Section 6.03. Organization. Unless otherwise provided by resolution of the Board of Directors, a Chair chosen by each committee shall preside at all such meetings of such committee and the Secretary or an Assistant Secretary of the Corporation shall act as Secretary thereof. At any meeting in the absence of the Secretary or an Assistant Secretary, the Chair of such meeting shall appoint some other person to act as Secretary of the meeting.

Section 6.04. Meetings and Actions of Committees. Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or,

if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

Section 6.05. Quorum and Manner of Acting. Unless a greater number is required by Committee rules or by resolution of the Board of Directors, a majority of the authorized number of Directors who constitute a committee shall constitute a quorum for the transaction of business; and transactions of any meeting of a committee, however called and notices or wherever held, shall be valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the members not present signs a waiver of notice or consents to holding such meeting, or an approval of the minutes thereof. Any action permitted to be taken by a committee may be taken without a meeting if all of the members thereof shall individually or collectively consent in writing to such action. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 6.06. Vacancies. Vacancies in any committee may be filled by the Board of Directors.

ARTICLE VII **OFFICERS**

Section 7.01. Officers. This Corporation shall have a President, a Secretary, and a Chief Financial Officer, who shall also be the Corporation's treasurer. The Corporation may also have, one (1) or more Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. The President is the Chief Executive officer of this Corporation, unless otherwise provided in the Articles of Incorporation or these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chair of the Board.

Section 7.02. Election of Officers. Each year at the Annual Meeting of the Board of Directors, it shall elect the President, the Secretary, and the Chief Financial Officer. The Board of Directors may further elect one (1) or more Vice Presidents and such other officers whose appointment has not been delegated as provided in Section 7.03 of this Article VII. Each officer chosen by the Board of Directors shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Each officer shall serve until he resigns or is removed, or is otherwise disqualified to serve, or until a successor is elected and has qualified.

Section 7.03. Other Officers. The Board of Directors may appoint, or may authorize the President or some other officer or other committee to appoint such other officers as the Board of Directors or the officer or committee appointing the same may deem necessary or desirable, including one or more assistant secretaries, one or more assistant treasurers, and one or more Vice Presidents, each of whom shall hold office for such period, have such power and perform such duties as are provided in these Bylaws or as the Board of Directors or the officer or committee appointing the same shall, from time to time, determine.

Section 7.04. Removal and Resignation. Any officer chosen by the Board of Directors may be removed at any time, with or without cause or notice, by the Board of Directors. Subordinate officers appointed by persons other than the Board pursuant to the authority granted by Section 7.02 of this Article VII may be removed at any time, with or without cause or notice, by the Board of Directors or by the officer by whom appointed. Officers may be employed for specified term under a contract of employment if authorized by the Board of Directors; such officers may be removed from office at any time under this section, and shall have no claim against the Corporation or individual officers or Board members because of their removal, except any right to monetary compensation to which the officer may be entitled under the contract of employment. Any officer may resign at any time by giving written notice to the Corporation. Resignations shall take effect on the date of receipt of the notice unless a later time is specified in the notice. Unless otherwise specified in the notice, acceptance of the resignation is not necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation to monetary damages under any contract of employment to which the officer is a party.

Section 7.05. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in a manner prescribed by the Bylaws for regular appointments to that office.

Section 7.06. President. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chair of the Board, if there be such an officer, the President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and the officers of the Corporation. The President shall, in the absence of the Chair of the Board or Vice Chair of the Board, or if there be none, preside at all meetings of the Board of Directors. The President shall have the general powers and duties of management usually vested in the office of President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors, any committee to whom the power to prescribe such powers and duties may be delegated by the Board of Directors or by the Bylaws. The President shall be ex-officio a member of all standing committees, including the executive committee, if any.

Section 7.07. Vice President. In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board of Directors or, if not ranked, a Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors by any committee to whom the power to prescribe such powers and duties shall be delegated by the Board of Directors, the Bylaws, the President, or the Chair of the Board.

Section 7.8. Secretary.

A. Minutes. The Secretary shall be present at all Board meetings and shall take the minutes of the meeting. If the Secretary is unable to be present, the Secretary or the presiding officer of the meeting shall designate another person to take the minutes of the meeting. The Secretary shall keep, or cause to be kept, at the principal executive office or such other place as designated by the Board of Directors, a book of minutes of all meetings and actions of the Board of Directors, and of committees of the Board. The minutes of each meeting shall state the time and

place the meeting was held; whether it was regular or special; if special, how it was called or authorized; the names of Directors present at Board or committee meetings; and an accurate account of the proceedings.

B. Notice of Meetings. The Secretary shall give notice, or cause notice to be given, of all Board meetings, and meetings of committees of the Board for which notice is required by statute or by the Bylaws. If the Secretary or other person authorized by the Secretary to give notice fails to act, notice of any meeting may be given by any other officer of the Corporation.

C. Other Duties. The Secretary shall keep the seal of the Corporation, if any, in safe custody. The Secretary shall have such other powers and perform other duties as described by the Board of Directors or by the Bylaws.

Section 7.9. Chief Financial Officer. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation. The books of account shall at all reasonable times be open to inspection by any Director.

The Chief Financial Officer shall have charge and custody of all funds, securities and other valuables of the Corporation, and shall deposit such funds, securities and other valuables in the name of the Corporation in such banks, financial institutions or depositaries as may be designated by the Board of Directors. The Chief Financial Officer shall receive monies due and payable to the Corporation and supervise disbursements of the funds of the Corporation, subject to the direction of the Board of Directors, or any committee so authorized by the Board of Directors, or the President. The Chief Financial Officer shall render to the President and Directors, whenever they request, an account of all of his transactions as Chief Financial Officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be assigned to him by the President, the Board of Directors or any committee assigned to make such assignment.

Section 7.10. Contracts with Directors and Officers. No Director of this Corporation nor any other corporation, firm, association, or other entity in which one (1) or more of this Corporation's Directors have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction, unless (a) the material facts regarding that Director's financial interest in such contract or transaction or regarding such common Directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

This section does not apply to a transaction that is part of an educational or charitable program of this Corporation if it (a) is approved or authorized by the Corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

Section 7.11. Loans to Directors and Officers. This Corporation shall not lend any money or property to or guarantee the obligation of any Director or officer without the approval of the Delaware Attorney General; provided, however, that the Corporation may advance money to a Director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or officer would be entitled to reimbursement for such expenses by the Corporation.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 8.01. Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other agents), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person entitled to indemnification.

Section 8.02. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 8.01, the Board shall promptly decide whether the applicable standard of conduct) has been met and, if so, the Board shall authorize indemnification.

Section 8.03. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section 8.01 of these Bylaws in defending any proceeding covered by those sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

Section 8.04. Insurance. This Corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising from the officer's, Director's, employee's, or agent's status as such.

ARTICLE IX

RECORDS AND REPORTS

Section 9.01. Maintenance of Corporate Records. The Corporation shall keep adequate and correct books and records of accounts; and written minutes of all proceedings of its Board members and committees of the Board.

Section 9.02. Maintenance and Inspection of Articles and Bylaws. This Corporation shall keep at its principal Delaware office the original or a copy of the Certificate of Incorporation and Bylaws, as amended to the current date, which shall be open to inspection at all reasonable times during usual business hours. If the Corporation has no business office in Delaware, the Secretary shall, on the written request of any person, furnish to that person a copy of the Articles of Incorporation and Bylaws, as amended to the current date.

Section 9.03. Directors' Right to Inspect. Every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 9.04. Annual Report. The Board shall cause an annual report to be sent to the Directors within one hundred twenty (120) days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- (d) The Corporation's expenses or disbursements for both general and restricted purposes;
- (e) An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors.

Section 9.05. Annual Statement of Certain Transactions and Indemnifications. As part of the annual report, or as a separate document if no annual report is issued, the Corporation shall, within one hundred twenty (120) days after the end of the Corporation's fiscal year, annually prepare and furnish to each Director a statement of any transaction or indemnification of the following kind:

- (a) Any transaction (i) in which the Corporation, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either:

(1) Any Director or officer of the corporation, its parent, or subsidiary (but mere common Directorship shall not be considered such an interest); or

(2) Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Corporation under Section 8.01 of these Bylaws.

Section 9.06. Construction and Definitions. Unless the context so requires otherwise, the general provisions, rules of construction, and definitions of the *General Corporation Law of Delaware* shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE X

EXECUTION OF INSTRUMENTS; DEPOSITS; AND GIFTS

Section 10.01. Execution of Instruments. The President, acting alone, and any other officer or agent authorized by resolution of the Board, may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority, as to any officer or agent other than the President, may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee, other than the President, shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount. to

Section 10.02. Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, or as for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the President or Chief Financial Officer, requiring only one signature, and such other officers, either alone or in conjunction with another officer, as the Board shall determine by resolution.

Section 10.03. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, and other depositories as the Board of Directors may select.

Section 10.04. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the charitable or public purposes of this Corporation.

ARTICLE XI
AMENDMENTS

Section 11.01. Amendment by the Board. The Board may adopt, amend, or repeal Bylaws.

Section 11.02. Super Majority Vote. If any provision of these Bylaws requires the vote of a larger portion of the Board than otherwise required by law, such provision may not be altered, amended or appealed except by that greater vote.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of ONE IN TECH, AN ISACA FOUNDATION, a Delaware Nonprofit Public Benefit Corporation, that the above Bylaws consisting of 15 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on 24th day of July 2019, and as amended by Board approval on the 5th day of October 2019, the 20th day of August 2020, the 21st day of October 2020, and the 17th day of August 2021.

Executed on the 21st day of August 2021 at 1700 E. Golf Road, Schaumburg, Illinois.



Josephine M. Howard

Corporate Secretary
