

RESTATED BYLAWS OF  
CYVERSITY, INC.

ARTICLE I

NAME, PURPOSE, AND OFFICES

Section 1.1    Name; Certificate of Incorporation

The name of the corporation is “Cyversity, Inc.” and the corporation is referred to in these Bylaws as “**Cyversity**”. The certificate of incorporation for the International Consortium of Minority Cybersecurity Professionals (the predecessor organization to Cyversity) was filed in the State of New Jersey on February 7, 2015, and amended on [DATE] (as amended, the “**Certificate of Incorporation**”).

Section 1.2    Principal Office

The principal office of Cyversity shall be located at 401 Edgewater Place, Suite 600, Wakefield, MA 01880, USA. The Board of Directors of Cyversity (the “**Board of Directors**”) may change the principal office location in its sole discretion.

Section 1.3    Other Offices

Branch or subordinate offices may at any time be established, changed, or eliminated by the Board of Directors in its sole discretion.

Section 1.4    Purpose

The nature of the business or purposes to be conducted or promoted by Cyversity is to engage in any lawful act or activity for which corporations which are organized not for profit may be organized under applicable law of the State of New Jersey. The primary purpose of Cyversity is advancing the diversity and inclusion of women, traditionally underrepresented minorities and veterans in the practice and science of cybersecurity and the wider technology field. Specifically, Cyversity may:

- (a) fund scholarship opportunities to increase the number of women, traditionally underrepresented minorities, and veteran students pursuing cybersecurity-related disciplines at both the undergraduate and post-graduate levels;
- (b) facilitate the career advancement of existing women, traditionally underrepresented minorities, and veteran member cybersecurity practitioners through mentoring, coaching, educational grants towards advanced degrees, and professional certifications in the field of cybersecurity;
- (c) promote public awareness of cybersecurity and the opportunities for women, traditionally underrepresented minorities, and veterans in the profession;
- (d) function as a representative body on issues and developments that affect the careers of women, traditionally underrepresented minorities, and veteran cybersecurity professionals;

- (e) develop and implement programs to help retool women, traditionally underrepresented minorities, and veterans to pursue careers in cybersecurity;
- (f) advocate for the global application of cybersecurity standards for the benefit of the general public;
- (g) provide a recognized forum for the free exchange of ideas, applications, and solutions to cybersecurity issues among Cyversity members and others interested and involved in information security;
- (h) identify and promote the fundamentals of cybersecurity and advance the body of knowledge for managing security programs successfully;
- (i) collaborate with universities, other educational institutions, and corporate entities to encourage appropriate education and career development at all levels of the cybersecurity profession;
- (j) provide a guiding influence in academic and industrial research in the field of cybersecurity;
- (k) seek and foster international cooperation and contacts with other organizations, both public and private, which relate to cybersecurity and to collaborate on matters of common interest and benefit;
- (l) identify, develop, foster, and maintain professional, practice, ethical, credentialing and accreditations, standards, and principles; and
- (m) undertake such other activities as may from time to time be appropriate and approved by the Board of Directors to further the purposes and achieve the goals set forth above.

#### Section 1.5 Nonprofit Status

(a) Cyversity is organized and shall be operated as a non-stock membership organization operating not for profit under the applicable law of the State of New Jersey.

(b) The Board of Directors may, in its sole discretion, elect to seek and maintain exemption from Federal taxation for Cyversity pursuant to Section 501(a) of the Internal Revenue Code of 1986, as amended (hereinafter, the “**Code**”). In the event that such exemption is sought and until such time, if ever, as such exemption is denied or lost, Cyversity shall not knowingly engage directly or indirectly in any activity that it believes would be likely to invalidate its status as an organization exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. All references to the Code contained herein are deemed to include corresponding provisions of any future United States Internal Revenue Law.

## ARTICLE II

### MEMBERS

#### Section 2.1 Classes of Membership

Cyversity shall initially have the following classes of membership (all such classes collectively, “**Members**”), and members of the International Consortium of Minority Cybersecurity Professionals (Cyversity’s predecessor organization) shall have their membership converted the equivalent member class:

- Professional Member. Any person who is interested in, or engaged in, the practice, teaching, or other application of cybersecurity, including research concerning cybersecurity, may qualify as a Regular Member of Cyversity. Regular Members shall have voting rights and may hold any elected or appointed office in Cyversity.
- Student Member. Any person currently enrolled as a full-time student in an undergraduate or graduate degree program from an accredited or globally equivalent college or university may qualify for Cyversity Veteran/Student membership. Veteran/Student Members shall have voting rights.
- Veteran Member. Any person who has served in the active military, naval, or air service of the United States and who was discharged or released under conditions other than dishonorable may qualify for Cyversity Veteran membership.

Additional classes of Members may be created in the future, and the rights of existing classes of Members may be amended, or such Member class discontinued, in each case pursuant to *Section 2.4* of these Bylaws.

#### Section 2.2 General Conditions of Membership

Any person interested in the purposes and goals of Cyversity shall be admitted as a Member upon: (a) submission by such person of a membership application in such form as may be from time to time required by Cyversity (the “**Membership Application**”; for which acceptance by Cyversity shall be administered in a non-discriminatory fashion) and (b) unless otherwise provided by the Board of Directors, payment of such application fees, assessments, initiation fees (if any), annual dues or other fees for such class of Member as may from time to time be established or modified by the Board of Directors (collectively, “**Fees**”). A Member shall remain in good standing as a Member provided such Member is in compliance with the terms and conditions of Cyversity’s Certificate of Incorporation, Bylaws, Membership Application and such rules and policies as the Board of Directors may from time to time adopt, including without limitation, timely payment of all Fees and penalties for late payment as may be determined by the Board of Directors (such Fees and penalties are collectively referred to in the Bylaws as “**Financial Obligations**”, and all of the foregoing good standing requirements are collectively referred to in the Bylaws as “**Membership Obligations**”).

### Section 2.3 Privileges of Membership

Each Member, while in good standing, shall be entitled to:

- (a) to participate in any committee of the Members (each a “**Member Committee**”, as provided in *Section 5.5*)
- (b) attend all general and special meetings of the Members provided for in *Article III*;
- (c) vote on each matter submitted to a vote of the Members;
- (d) propose initiatives to be acted upon by Cyversity;
- (e) such other benefits, rights and privileges applicable to such Member’s membership class as the Board of Directors may designate.

### Section 2.4 Classes of Members

The conditions, privileges, powers, and voting rights (if any) of any class of Members may be changed, and one or more additional classes of Membership may be created, and the conditions, voting rights (if any), powers and privileges of each such class may be prescribed, by the Board of Directors.

### Section 2.5 Termination or Suspension of Membership

Any Member may be suspended from Membership or have his or her Membership terminated by the Board of Directors for failure to satisfy the Membership Obligations or for engaging in any conduct, either within or without Cyversity, that is contrary to the interests of Cyversity or to the advancement of Cyversity’s purposes or goals. Financial Obligations already paid shall not be refundable upon any such termination or suspension, and all Financial Obligations of such Member which may be accrued and unpaid as of the date of such termination shall remain due and payable. Except as provided in the Membership Application regarding failure to make timely payment of membership dues, no termination or suspension of Membership shall be effective unless the Member is provided written notice of the breach of its Membership Obligations giving rise to such termination or suspension and a reasonable opportunity (not to exceed thirty (30) days) to fully cure such breach.

### Section 2.6 Resignation by Member

A Member may resign as a Member at any time. Any Financial Obligations already paid by such Member shall not be refundable in such event, and all such Financial Obligations of such Member which may be accrued and unpaid as of such date shall remain due and payable.

### Section 2.7 Levy of Dues, Assessments, or Fees

- (a) Cyversity may levy dues, assessments, or fees upon its Members in such amounts as may be approved from time to time by the Board of Directors, but a Member, upon learning of any increase in dues, or of any levy of any assessments or fees, may avoid liability therefor by resigning from Membership prior to the date such dues, assessments, or fees take effect

(b) The Board of Directors may exchange Membership in Cyversity for membership of Cyversity in other organizations with compatible purposes and goals on a no-fee or reduced-fee basis, where the Board of Directors determines that such cross-membership is in the best interests of Cyversity and its Members.

#### Section 2.18 Use of Names

Neither Cyversity nor any Member shall use the name of the other in any form of publicity without the written permission of the other, provided that Cyversity and any Member may each disclose and publicize such Member's Membership in Cyversity.

### ARTICLE III

#### MEETINGS OF MEMBERS

##### Section 3.1 Place of Meetings; Remote Meetings

All General body meetings of the Members shall physically be held at a location designated by the Board of Directors or the President of Cyversity (the "**President**"). As an alternative to in-person meetings, meetings of the Members may be held via remote meeting technology, including, but not limited to, telephone conference call, video conference, online meeting service, or any other means which permits attendees to participate as applicable to Member class, office, etc. ("**Remote Meetings**") For purposes of clarification, any reference in these Bylaws to attending a meeting "in person" shall be read to include directly participating (*i.e.*, not represented by a proxy) via remote meeting technology unless explicitly provided otherwise.

##### Section 3.2 Annual Meeting

Cyversity shall hold a meeting of the Members at least annually at such date and time as designated by the Board of Directors consistent with *Section 3.1*. At such annual meeting the Members shall transact such other business as may properly be addressed.

##### Section 3.3 Special Meetings

Special meetings of the Members, for any purpose or purposes, may, unless otherwise prescribed by statute or by the Certificate of Incorporation, be called by the Board of Directors, the President, or the Secretary at the request in writing of a majority of the Directors then in office. Such request shall state the purpose(s) of the proposed meeting. Business transacted at any special meeting shall be limited to matters relating to the purpose(s) stated in the notice of meeting. A special meeting requested pursuant to this *Section 3.3* will be held at a date and time chosen by the Board of Directors, but not less than thirty-five (35) nor more than ninety (90) days after receipt of such request.

##### Section 3.4 Notice of Meetings

Except as otherwise provided by law or these Bylaws, written notice of each meeting of the Members, annual or special, stating the place, date, and time of the meeting, and, in the case

of a special meeting, the purpose(s) for which the meeting is called, and such other information as may be required by law shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, to each Member entitled to attend such meeting.

### Section 3.5 Quorum

Except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, Members collectively entitled to vote more than fifty percent (50%) of the aggregate votes of all Members (or such higher percentage of Members as may be required by law, these Bylaws, or the Certificate of Incorporation to approve any action to be taken at such meeting), present in person or represented by proxy, shall constitute a quorum at all meetings of the Members for the transaction of business. Member Committees shall have the same rules relating to quorum requirements and voting majorities as provided for in these Bylaws, unless otherwise approved by the Board of Directors.

### Section 3.6 Action at Meetings

(a) Unless the question is one upon which, by express provision of law, the Certificate of Incorporation, or these Bylaws, a different vote is required (in which case such express provision shall govern and control the decision of such question), when a quorum is present at any meeting of Members, the vote of more than fifty percent (50%) of the aggregate votes of all Members, present in person or represented by proxy and entitled to vote on the question, shall decide any question brought before such meeting.

(b) Notwithstanding *Section 3.6(a)*, in the event that any vote is to be taken of a single class of Members when there is more than one class of voting Members, then a quorum for such vote shall be not less than fifty percent (50%) of the Members of that class, and when such quorum is present, the vote of more than fifty percent (50%) of the aggregate votes of the Members of that class present in person or represented by proxy and entitled to vote on the question, shall decide such question.

(c) Any vote which could be taken during a meeting of the Members (or any Member Committee), may have its voting period extended beyond the time allotted for the meeting, with votes submitted via electronic means (*e.g.*, via email or an online website or portal). The time for such electronic voting shall be clearly announced prior to such meeting, or by the presiding Officer during such meeting at the time the subject of such vote is under discussion. Such time shall be reasonable under the circumstances to permit eligible Members to cast an informed vote, while meeting the needs of Cyversity to take action on such subject.

### Section 3.7 Proxies

Each Member entitled to vote with respect to any corporate action at a meeting of Members, or to express consent or dissent to any corporate action in writing without a meeting, may, by written notice to the Secretary, authorize another person or persons to act for such Member by proxy, but no such proxy shall be valid or effective for more than one (1) year without written renewal submitted to the Secretary.

### Section 3.8 Action Without Meeting

Any action required or permitted to be taken at any annual or special meeting of Members, or at any meeting of a Member Committee, may be taken without prior notice and without a vote, if a consent in writing, setting forth the action to be taken, shall be signed by Members (or members of a class of Members, as the case may be) making up not less than that percentage of all Members as would be necessary to authorize or take such action at a meeting at which all Members (or class of Members, as the case may be) entitled to vote thereon were present and voted. Prompt notice of the taking of any corporate action without a meeting by less than unanimous written consent shall be given to those otherwise entitled to vote thereon who have not consented in writing.

### Section 3.9 Order of Business

The order of business at all meetings of Members shall be as determined by the presiding Officer, but the order of business to be followed at any meeting at which a quorum is present may be changed by a vote of the Members. Matters of procedure may be guided by recourse to *Robert's Rules of Order*.

## ARTICLE IV

### DIRECTORS

#### Section 4.1 Powers; Voting

The business and affairs of Cyversity shall be managed by its Board of Directors, which shall be, and shall possess all of the powers of, the governing body of Cyversity as a New Jersey non-profit corporation. The Board of Directors may exercise all powers of Cyversity and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these Bylaws directed or required to be exercised or done by the Members.

#### Section 4.2 Number of Directors

Subject to *Section 4.4*, the total number of Directors shall be not fewer than three (3) and not greater than eleven (11).

#### Section 4.3 Nomination, Election and Term of Office of Directors

(a) The Directors of ICMCP (the predecessor organization to Cyversity) in office as of the date of the approval of these Bylaws are hereby appointed as initial Directors of Cyversity (the “**Initial Directors**”).

(b) The Governance Committee (as provided in *Section 5.1*) shall accept, review, and determine whether to approve nominations for candidates to fill any Director position vacancies. Such approved nominations shall be forwarded to the Board of Directors, and the Board of Directors shall determine whether to seat such nominated candidate as a Director by majority vote.

(c) each Director seat shall have a nominal term of two (2) years, with the first two-year term commencing on the expiration of the term of the Initial Directors pursuant to *Section 4.3(a)*.

(d) Each Director shall hold office until the earliest to occur of (i) the expiration of the term for which such Director was elected (or, in the case of the Initial Directors, appointed), (ii) the death, resignation or removal of such Director.

(e) The Board of Directors may approve from time to time such reasonable attendance and other requirements as it shall deem to be advisable to ensure that seats on the Board of Directors are held by active, contributing individuals, including the removal of Directors for failure to comply with such requirements, provided that no such rule may be imposed retroactively.

#### Section 4.4 Enlargement or Reduction

The number of Directors, any eligibility requirements to become Directors, and the process for the Governance Committee to follow in its nominating process may be amended at any time by the Board of Directors by a Supermajority Vote.

#### Section 4.5 Resignation and Removal

Any Director may resign at any time upon notice to Cyversity by written notice to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Unless otherwise specified by law or the Certificate of Incorporation, any Director may be removed by a Supermajority Vote of the other Directors then in office for engaging in any conduct, either within or without Cyversity, that is contrary to the interests of Cyversity or to the advancement of Cyversity's purposes or goals.

#### Section 4.6 Vacancies

(a) Vacancies on the Board of Directors occurring as a result of the death, resignation or removal of a Director shall be filled by the process provided in *Section 4.3(b)*, provided that the required vote may be undertaken by less than a quorum including by a single remaining Director. The term of a Director so designated or elected shall be the unexpired portion of the term of the Director, if any, whom the Director so appointed or elected is replacing.

(b) In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law or these Bylaws, may exercise the powers of the full Board of Directors until the vacancy is filled.

#### Section 4.7 Place of Meetings

The Board of Directors may hold meetings, both regular and special, either within or outside of the State of New Jersey. As an alternative to in-person meetings, meetings of the Board of Directors may be held as Remote Meetings. For purposes of clarification, any reference in these Bylaws to attending a meeting "in person" shall be read to include directly participating (*i.e.*, not represented by a proxy) via remote meeting technology unless explicitly



provided otherwise.

#### Section 4.8 Regular Meetings

Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors; provided that any Director who is absent when such a determination is made shall be given prompt notice of such determination. A regular meeting of the Board of Directors may be held without notice immediately after and at the same place as the annual meeting of Members.

#### Section 4.9 Special Meetings

Special meetings of the Board of Directors may be called by the President, Secretary, or on the written request of two or more Directors, or by one Director in the event that there is only one Director in office. Three (3) business days' written notice to each Director shall be given to each Director by the Secretary or by the Officer or one of the Directors calling the meeting.

#### Section 4.10 Quorum, Action at Meeting, Adjournments

(a) Except where a Supermajority Vote is required under these Bylaws, at all meetings of the Board of Directors a majority of Directors then in office, shall constitute a quorum for the transaction of business and the act of a majority of such Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, the Certificate of Incorporation, or these Bylaws.

(b) In order to pass a “**Supermajority Vote**”, a resolution must be taken at a meeting of the Board at which at least two-thirds (2/3) of the Directors then in office are present and participating (whether in person, by proxy, or otherwise), and in support of which at least two-thirds (2/3) of the Directors then in office have voted affirmatively, or by an equivalent number of Directors acting by written consent in the manner described in *Section 4.11*. A Supermajority Vote of the Board of Directors shall be required with respect to the following matters:

- (i) Amending or repealing any provision of these Bylaws;
- (ii) Amending the Certificate of Incorporation;
- (iii) Adopting or recommending to the Members an agreement of merger or consolidation;
- (iv) Approving or recommending to the Members the sale, lease, or exchange of all or substantially all of Cyversity's property and assets;
- (v) Approving or recommending to the Members the dissolution, liquidation, or winding up of Cyversity or a revocation of any such dissolution, liquidation, or winding up;
- (vi) Establishing any new Board Committee or Member Committee;
- (vii) Enlarging or reducing the size of the Board of Directors.

(c) Any vote which could be taken during a meeting of the Board of Directors (or any Board Committee), may have its voting period extended beyond the time allotted for the meeting, with votes submitted via electronic means (e.g., via email or an online website or portal). The time for such electronic voting shall be clearly announced prior to such meeting, or by the Chair (or presiding Officer if the Chair is not available) during such meeting at the time the subject of such vote is under discussion. Such time shall be reasonable under the circumstances to permit eligible Directors to cast an informed vote, while meeting the needs of Cyversity to take action on such subject.

(d). If a quorum shall not be present at any meeting of the Board of Directors, a majority of the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. In the event that one or more of the Directors shall be disqualified from voting at any meeting upon any matter, then the required quorum as it relates to the consideration of such matter shall be reduced by one for each such Director so disqualified.

#### Section 4.11 Action by Consent

(a) Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken by the Board of Directors may be taken without a meeting and without prior notice if a majority of Directors then in office (or by a Supermajority or such greater number of Directors as may be required by law or the Bylaws of Cyversity for the taking of any such action at a meeting) consent thereto in writing or by electronic transmission, and the writing or writings, or electronic transmission or transmissions, are filed with the minutes of proceedings of the Board of Directors, provided that:

(i) such written consent shall have been sent simultaneously to all Directors then in office for their consideration;

(ii) prompt written notice of any action so taken is given to those Directors who have not consented in writing or by electronic transmission; and

(iii) two or more such Directors have not objected to the taking of any such action by written notice delivered to Cyversity within ten (10) business days following the date that written notice of the Directors action is mailed or otherwise delivered to such Directors.

Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

(b) Notwithstanding the foregoing, the ability of two or more non-consenting Directors to prevent the taking of an action by written consent under *Section 4.11(a)(iii)* shall not prevent any such action from being taken at a later date at an actual meeting of the Board of Directors.

#### Section 4.12 Inspection Rights

Every Director shall have the absolute right at any time to inspect, copy and make extracts of, in person or by agent or attorney, all books, records, and documents of every kind, and to inspect the physical properties of Cyversity.

#### Section 4.13 Fees and Compensation

Directors shall not receive any salary or reimbursements for their services as Directors; provided that, by resolution of a majority of the Board of Directors, Cyversity may reimburse Directors for expenses incurred while acting on behalf of Cyversity and/or expenses incurred in attending meetings of the Board of Directors, in such amounts as the Board of Directors may determine to be appropriate. Nothing herein contained shall be construed to preclude any Director from serving Cyversity in any other capacity as an Officer, agent, employee or otherwise, and receiving compensation therefor. The Directors may also approve reimbursement of expenses for members of Board Committees in connection with their service on such Board Committees.

### ARTICLE V

#### COMMITTEES

##### Section 5.1 Committees of the Board of Directors

The Board of Directors may, by resolution adopted by a majority of the Directors then in office (provided a quorum is present), create such nominating, audit, compensation, and other Board Committees, each consisting of one or more Directors appointed by the Board of Directors, as the Board of Directors may from time to time deem advisable, to perform such general or special duties as may from time to time be delegated to any such Board Committees by the Board of Directors, subject to the limitations imposed by the Certificate of Incorporation or by these Bylaws. Any such Board Committee(s) shall have such powers, duties, and name as may be determined from time to time by resolution adopted by the Board of Directors. Each Board Committee shall keep regular minutes of its meetings and make such reports to the Board of Directors as the Board of Directors may request. Notwithstanding the foregoing, the Board of Directors shall form and maintain a standing Governance Committee for the purpose of performing the Director nomination functions provided in Section 4.3(b) and such other duties as the Board of Directors may assign pursuant to this Section 5.1. The Governance Committee shall be comprised of at least three (3) Directors.

##### Section 5.3 Meetings of Committees of the Board of Directors

Except as otherwise provided in these Bylaws or by resolution of the Board of Directors, each Board Committee may adopt its own rules governing the time and place of holding and the method of calling its meetings and the conduct of its proceedings and shall meet as provided by such rules, but unless otherwise provided by resolution of the Board of Directors or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided in these

Bylaws for the conduct of the business of the Board of Directors.

Section 5.4 Term of Office of Members of Committees of the Board of Directors

Each member of a Board Committee shall serve for such term as shall be established at the time of his or her election or otherwise at the pleasure of the Board of Directors.

Section 5.5 Committees of the Members

From time to time, the Board of Directors may establish such Member Committees as it deems appropriate. Unless otherwise specified in these Bylaws or by the Board of Directors, each Member Committee may have such sub-committees, working groups, and special interest groups as from time to time may be approved by such Member Committee, within the strategic direction established by the Board of Directors

ARTICLE VI

OFFICERS

Section 6.1 Officers

The Officers of Cyversity shall be a Board Chair, Board Vice Chair, President, Vice President, Treasurer, and a Secretary. Cyversity may also have, at the discretion of the Board of Directors, such other Officers with such titles, terms of office and duties as may be elected in accordance with the provisions of *Section 6.3*. The Board Chair (and otherwise, the President). One person may hold two or more offices unless the Certificate of Incorporation or these Bylaws otherwise provide, except that, in no case shall a single person simultaneously hold the offices of (i) Board Chair and Board Vice Chair or (ii) President and Vice President.

Section 6.2 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular elections to such office and may be filled by the Board of Directors, at its discretion.

Section 6.3 Election

The Board of Directors at its first meeting after every other annual meeting of Members shall choose a Board Chair, Board Vice Chair, President, Vice President, Treasurer, and Secretary, each for a two-year term, provided that any vacancy in the office of President or Board Chair, including due to expiration of the applicable term of office, shall be filled by the Vice President and Board Vice Chair (as applicable), and the resulting vacancy in the office of Board Vice Chair and/or Vice President filled by the Board of Directors. Other Officers may be elected by the Board of Directors at such meeting, and any or all Officers may be replaced, at any other meeting of, or by written consent of, the Board of Directors.

Section 6.4 Tenure

Each Officer of Cyversity shall hold office for a term of two (2) years, or until his or her

earlier death, resignation, or removal. Any Officer elected by the Board of Directors may be removed at any time by the Board of Directors or a Board Committee duly authorized to do so. Any Officer may resign by delivering his or her written resignation to Cyversity at its principal place of business or to the Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

#### Section 6.5    President

The President shall have all of the powers normally associated with the role of chief executive officer and preside at all meetings of the Members. The President shall oversee the management of the business of Cyversity and see that all orders and resolutions of the Board of Directors are carried into effect. Without limiting the foregoing, the President shall:

(a) Execute bonds, mortgages, and other contracts requiring a seal, under the seal of Cyversity, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other Officer or agent of Cyversity; and

(b) Perform and/or delegate such other duties as may from time to time be assigned by the Board of Directors.

#### Section 6.6    Board Chair

The Board Chair shall preside over meetings of the Board of Directors and provide general leadership of Cyversity, including supervision of the Officers. The Board Chair shall enforce compliance with these Bylaws and all applicable policies of Cyversity by the Board of Directors and Officers. The Board Chair shall further act as a resource to support Directors and Officers in the performance of their respective roles on behalf of Cyversity and to facilitate constructive discussion and problem-solving within the Board of Directors and among the Officers.

#### Section 6.7    Secretary

The Secretary shall have such powers and perform such duties as are incident to the office of Secretary, and shall:

(a) Prepare and maintain lists of Members and their addresses as required;

(b) Attend all meetings of the Board of Directors and all meetings of the Members and record all the proceedings of the meetings of Cyversity and of the Board of Directors in a book to be kept for that purpose and perform like duties for any standing Board Committees when required;

(c) Give, or cause to be given, notice of all meetings of the Members and special meetings of the Board of Directors, and perform such other duties as may be from time to time prescribed by the Board of Directors, and be under their supervision;

(d). Have custody of the corporate seal of Cyversity and have authority to affix the same

to any instrument requiring it and when so affixed, it may be attested by signature of the Secretary. The Board of Directors may give general authority to any other Officer to affix the seal of Cyversity and to attest the affixing by such Officer's signature; and

(e) Perform and/or delegate such other duties as may from time to time be assigned by the Board of Directors.

#### Section 6.8    Treasurer

The Treasurer shall have such powers and perform such duties as are incident to the office of Treasurer, and shall:

(a) Prepare, update, and maintain the operating budget for the Corporation and provide the Board of Directors with regular financial reports;

(b) Open and maintain bank accounts on behalf of the Corporation;

(c) Oversee the financial administration of the Corporation, including managing cash flow, paying and recording bills, and maintaining a record of all financial transactions of the Corporation; and

(d). Perform and/or delegate such other duties as may from time to time be assigned by the Board of Directors.

#### Section 6.9    Board Vice Chair and Vice President

The Board Vice Chair and Vice President shall assist and stand in for, respectively, the Board Chair and President, should either become unable to perform his or her applicable duties for any reason, and upon a vacancy in either office, including at the expiration of the term of the Board Chair or President shall assume that role for the remainder of the applicable term (including, in the case of expiration of a term, the entire following term).

#### Section 6.9    Compensation

The compensation, if any, of the Officers shall be fixed from time to time by the Board of Directors, and no Officer shall be prevented from receiving such compensation by reason of the fact that the Officer is also a Director of Cyversity.

### ARTICLE VII

#### NOTICES

#### Section 7.1    Delivery

(a) Whenever, under the provisions of law, or of the Certificate of Incorporation or these Bylaws, written notice is required to be given to any Director or Member, such notice may be given by mail, addressed to such Director or Member, at his, her or its address as it appears on the records of Cyversity, with postage thereon prepaid. Unless written notice by mail is required by law, the Certificate of Incorporation, or another provision of these Bylaws, written notice may instead be given by electronic mail, telecopy, commercial delivery service, or similar means,

addressed to such Director or Member at his, her or its address as it appears on the records of Cyversity. Without limiting the manner by which notice otherwise may be given effectively to Members, any notice to Members given by Cyversity under any provision of law, the Certificate of Incorporation, or the Bylaws, unless written notice by mail is required by law, the Certificate of Incorporation or another provision of these Bylaws, shall be effective if given by a form of electronic transmission.

(b) Notice given pursuant to this *Section 7.1* shall be deemed given: (1) if by facsimile telecommunication (A) to a Member, when directed to a number at which the Member has consented to receive notice and (B) to a Director, when directed to the number for such Director as it appears on the records of Cyversity; (2) if by electronic mail to (A) a Member, when directed to an electronic mail address at which the Member has consented to receive notice and (B) to a Director, when directed to the electronic mail address for such Director as it appears on the records of Cyversity; (3) if by a posting on an electronic network together with separate notice to the Member or Director of such specific posting, upon the later of (A) such posting and (B) the giving of such separate notice; (4) if by any other form of electronic transmission, when directed to the Member or Director; (5) if by in-hand delivery or oral notice, at the time it is actually given; (6) if by mail, three (3) days after the same shall be deposited in the United States mail; and (7) if by commercial delivery carrier or similar means, at the time when the same shall be deposited with the carrier, in each case the transmission charge to be paid by Cyversity or the person sending such notice and not by the addressee. An affidavit of the Secretary or of the transfer agent or other agent of Cyversity that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be *prima facie* evidence of the facts stated therein.

(c) For purposes of these Bylaws, “electronic transmission” means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such a recipient through an automated process.

(d) Without limiting the foregoing, Cyversity adopts electronic mail as its principal source of communication with its Members. Each Member and Director acknowledges and agrees that Cyversity shall not be under any obligation (except as required by law or these Bylaws) to send any notice to any Member by any means other than electronic mail, and it is therefore the responsibility of each Member and Director to avail himself or herself of and make such arrangements as may be necessary to receive notice in such fashion.

#### Section 7.2 Waiver of Notice

Whenever any notice is required to be given under the provisions of law or of the Certificate of Incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, or a waiver by electronic transmission by the person entitled to notice, shall be deemed equivalent thereto.

ARTICLE VIII  
INDEMNIFICATION

Section 8.1 Indemnification of Directors and Officers

To the fullest extent permitted by law, Cyversity shall indemnify and defend any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of Cyversity), by reason of the fact that the person is or was a Director or Officer acting on behalf of Cyversity; and

This *Section 8.1* shall not be deemed exclusive of any other provisions or insurance for the indemnification of Directors, Officers, employees, or agents that may be included in any statute, bylaw, agreement, resolution of Board of Directors, or otherwise, both as to action in any official capacity and action in any other capacity while holding office, or while an employee or agent of Cyversity.

Section 8.2 Jurisdiction of New Jersey Courts

The federal and state courts of New Jersey are vested with exclusive jurisdiction to hear and determine all actions for indemnification.

Section 8.3 Insurance

The Board of Directors may authorize Cyversity to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of Cyversity, or is or was serving at the request of Cyversity as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not Cyversity would have the power to indemnify him or her against such liability under the provisions of this *Article VIII*.

Section 8.4 Continuation of Indemnification

The indemnification provided by, or granted pursuant to, this *Article VIII* shall continue as to a person who has ceased to be a Director, Officer, employee or agent of Cyversity and shall insure to the benefit of the heirs, executors and administrators of such a person.

Section 8.5 Severability

If any word, clause or provision of this *Article VIII* or any award made hereunder shall for any reason be determined to be invalid, the provisions hereof shall not otherwise be affected thereby but shall remain in full force and effect.

Section 8.6 Intent of Article

The intent of this *Article VIII* is to provide for indemnification to the fullest extent permitted by applicable New Jersey law. To the extent that such Section or any successor section



may be amended or supplemented from time to time, this *Article VIII* shall be amended automatically and construed so as to permit indemnification and advancement of expenses to the fullest extent from time to time permitted by law.

## ARTICLE IX

### BOOKS AND RECORDS

#### Section 9.1 Books and Records

Cyversity shall keep adequate and correct books and records of account, minutes of the proceedings of the Members, the Board of Directors, and Board Committees, and a record of the Members giving their names and addresses and the class of Membership held by each.

#### Section 9.2 Form of Records

Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form.

#### Section 9.3 Reports to Directors, Members and Others

The Board of Directors shall cause such reports to be prepared, filed and/or distributed as may be required.

## ARTICLE X

### CERTAIN TRANSACTIONS

#### Section 10.1 Transactions with Interested Parties

No contract or transaction between Cyversity and one or more of its Directors or Officers, or between Cyversity and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because such Director or Officer (or other director or officer) is present at or participates in the meeting of the Board of Directors or Board Committee which authorizes the contract or transaction or solely because his, her or their votes are counted for such purpose, if:

(a) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or such Board Committee, and the Board of Directors or such Board Committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

(b) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Members entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the Members; or

(c) The contract or transaction is fair as to Cyversity as of the time it is authorized,

approved or ratified, by the Board of Directors, a Board Committee, or the Members.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or Board Committee that authorizes the contract or transaction.

## ARTICLE XI

### GRANTS, CONTRACTS, LOANS, ETC.

#### Section 11.1 Grants

The making of grants and contributions, and otherwise rendering financial assistance for the purposes of Cyversity, may be authorized by the Board of Directors. The Board of Directors may authorize any Officer or Officers, agent or agents, in the name of and on behalf of Cyversity to make any such grants, contributions or assistance.

#### Section 11.2 Execution of Contracts

The Board of Directors may authorize any Director, Officer, employee, or agent of Cyversity, in the name and on behalf of Cyversity, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances, or otherwise limited. In the absence of any action by the Board of Directors to the contrary, the President, Vice President, Board Chair, and Board Vice Chair, subject to supervision and limitations to be determined by the Board, shall be authorized to execute such contracts and instruments on behalf of Cyversity, but must inform the Board of Directors of any such actions.

#### Section 11.3 Checks, Drafts, Etc.

All checks, drafts and other orders for the payment of money out of the funds of Cyversity, and all notes or other evidences of indebtedness of Cyversity, shall be signed on behalf of Cyversity in such manner as shall from time to time be determined by resolution of the Board of Directors.

#### Section 11.4 Deposits

The funds of Cyversity not otherwise employed shall be deposited from time to time to the order of Cyversity in such banks, trust companies, or other depositories, or shall be otherwise invested, as the Board of Directors may select or direct, or as may be selected or directed by an Officer, employee or agent of Cyversity to whom such power may from time to time be specifically delegated by the Board of Directors.

## ARTICLE XII

### GENERAL PROVISIONS

#### Section 12.1 Fiscal Year

The fiscal year of Cyversity shall be from January 1 to December 31, and may be

changed by resolution of the Board of Directors.

#### Section 12.2 Reserves

The Directors may set apart out of any funds of Cyversity a reserve or reserves for any proper purpose and may abolish any such reserve.

#### Section 12.3 Seal

The Board of Directors may, by resolution, adopt a corporate seal. The corporate seal shall have inscribed thereon the name of Cyversity, the year of its organization, and the words “New Jersey”. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The seal may be altered from time to time by the Board of Directors.

#### Section 12.4 Proprietary Rights

(a) Except as specifically provided to the contrary in such policies and procedures as may from time to time be approved by the Board of Directors, all information disclosed by any participant during any official meeting or activity of Cyversity, including but not limited to Member meetings, Member Committee Meetings, Board of Directors meetings, meetings of Board Committees and sub-committees thereof, electronic mail or the like, shall be deemed to have been disclosed on a non-confidential basis, but without waiver of any rights represented by valid patents, patent applications, and Federal and international statutory copyrights.

(b) No express or implied right, whether by implication, estoppel, or otherwise, to any patent, copyright, trademark, trade secret, or other intellectual property right of any Member is or shall be deemed to be granted to Cyversity or to any other Member by reason of its membership in or participation in the activities of Cyversity, except as may be provided in a separate written agreement.

(c) No Member shall at any time be required to exchange proprietary information with any other Member solely by reason of its being a Member of Cyversity.

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