

BYLAWS OF THE INCOMMON LLC

Amended February 2, 2015

These Bylaws implement, clarify, and supplement the “Limited Liability Company Agreement of InCommon LLC” (“Agreement”) which created the InCommon LLC (“Company”) under the laws of the state of Delaware. Nothing in these Bylaws shall be construed to be in conflict with the Agreement.

1. MISSION AND PURPOSE

The mission of the InCommon LLC (§3.01)¹ is to create and support a common framework for trustworthy shared management of access to on-line resources and provide support for the trust and identity initiatives offered by Internet2 (“Member”), the sole Member of the Company. Executive management of the InCommon LLC is carried out by or under the direction of a Steering Committee (“SC”).

In furtherance of its mission, InCommon LLC shall offer, support, and manage a participatory shared identity management federation, the InCommon Federation (“Federation”), for the benefit of education and research in the United States. The Federation will support a community-based common trust fabric sufficient to enable participants to make appropriate decisions about access to on-line resources based in part on information provided to them by other participants. The Federation is intended to enable production-level end-user access to a wide variety of protected resources.

The Steering Committee shall adopt and maintain a set of Federation Operating Practices and Procedures (“FOPP”) that define clearly the goals of the Federation and all important aspects of how the Federation operates. Participants in the Federation will have access to this document and will be expected to base their trust in the Federation organization in part on the practices and procedures described therein.

2. STEERING COMMITTEE

The Steering Committee governs the affairs of the InCommon LLC (§6.01). The Steering Committee acts on behalf of and has the authority to exercise all of the powers of the InCommon LLC except for such authority reserved to The Member in the Agreement. The Steering Committee’s responsibilities include, but are not limited to:

- (i) Promoting the mission of the InCommon LLC;
- (ii) Establishing policies, and delegating authority to and advising the Operations Unit on management and operational procedures of the Federation;

¹ All references of this form are to Articles in the Agreement of the InCommon LLC dated Dec 10, 2004, and as amended.

- (iii) Defining levels and classes of Participants in the Federation, as well as the requirements, responsibilities and restrictions associated with each class of Participant;
- (iv) Recognizing that InCommon LLC is a "disregarded entity" for tax purposes, working with the Member in overseeing the financial affairs of the InCommon LLC and planning for recovery of its operating costs;
- (v) Handling dispute resolution for issues arising in connection with the operations of the Federation; and
- (vi) Supporting Member's trust and identity initiatives and programs

a. Members and Composition of the Steering Committee

The Steering Committee is composed of SC Members nominated by the SC and approved by the Member. SC Members need not be associated with an InCommon Federation Participant organization.

The Steering Committee must consist of at least seven (7) persons but no more than thirteen (13) persons. If at any time the SC consists of fewer than seven persons due to resignation or other circumstances, the only order of business that may be conducted is nomination of new SC Members.

SC Members shall serve for a three (3) year term. Terms will be staggered so that approximately 1/3 of the Steering Committee is replaced each year. SC Members may serve no more than two consecutive full terms on the Steering Committee.

Members of the Steering Committee are nominated in accordance with procedures established by the Steering Committee. At least two (2) persons shall be nominated for each vacant position. The Member shall nominate and select the Internet2 SC Member. Nomination of new SC Members shall occur prior to the first SC meeting in each fiscal year, or as soon as possible should an SC seat become vacant for any other reason.

SC Members may be removed, with or without cause, only by The Member.

b. Officers

Officers of the Steering Committee serve one (1) year terms or until their replacement is elected and takes office. Officers are elected by majority vote of the SC Members prior to any other business at the beginning of each fiscal year. Candidates must be SC Members and may be nominated by any SC Member without second. No SC Member may serve more than three (3) consecutive terms in the same Officer role.

(i) Chair of the Steering Committee

The Chair of the SC shall schedule and call meetings, develop the agenda with the Secretary, conduct business, settle disputes that may arise within the Company, and officially represent, or designate an alternate representative for, InCommon in

discussions or other forums. The Chair may call upon the Operations Unit for staff support, including but not limited to scheduling and logistics of meetings and other business.

(ii) Vice Chair of the Steering Committee

The Vice Chair shall act in the absence of the Chair.

(iii) Secretary

The Secretary is a dual-role. The Secretary shall serve as the secretary of the Company with responsibility of those matters set out in the Agreement as well as secretary of the Steering Committee. The Secretary is responsible for all documents and official correspondence of the Steering Committee. These responsibilities include, but are not limited to:

- preparation of and distribution to each SC Member an agenda in advance of each meeting;
- preparation of and distribution to each SC Member written minutes of all meetings of the Steering Committee;
- preparation of and distribution to the SC Members any notices received by the Company or otherwise called for by this Agreement to be given by the Company;
- preparation and approval of official correspondence from the SC to the Executive Director and other parties.

The Secretary may call upon the Operations Unit for staff support, including but not limited to taking and transcribing minutes of SC meetings, and distribution of materials to the SC Members and Federation Participants.

c. Steering Committee Meetings

The Steering Committee shall meet regularly no less frequently than each quarter of each fiscal year at a time and place to be determined by the SC. Additional meetings may be called upon request to the Chair by at least two SC Members, The Member, or the Executive Director. Such additional meetings shall require at least ten (10) days advance notice to all SC Members, except in the case of an emergency as described below. Meetings may be held in person or by conference call or other electronic means that allow full participation by Steering Committee Members, or any combination of the foregoing.

The Chair may declare an emergency meeting of the SC to address any issue for which, in the sole discretion of the Chair, it is critical that the advice or decision of the SC be obtained in fewer than 10 days. The notice of any emergency meeting shall designate the matter or matters to be addressed in the emergency meeting. No other business may be conducted at such a meeting. The Chair, and/or his or her designee(s), shall use their best efforts to contact all SC Members to schedule and/or declare the date and time of the emergency meeting prior to the meeting.

A quorum of the SC, defined as more than 50% of the SC Members, is required in order to take action on matters before the InCommon SC. Any authority to take action ascribed to the SC in these Bylaws may be taken by a quorum of the SC unless explicitly stated otherwise. If a quorum is not present at the time designated for a meeting, discussion may still take place but no minutes of that meeting need be made available to parties external to the SC. If the meeting thus abrogated was one of the required periodic meetings of the SC, the Chair shall schedule another SC meeting as soon as possible to satisfy the required meeting frequency.

A roll and minutes of each SC meeting shall be circulated to each SC Member and the Member and posted following the meeting. If a quorum was present, a redacted, as necessary, copy of the minutes shall be made available to InCommon Federation Participants within fifteen (15) days of their approval.

d. Voting

A vote may be called by the presiding officer on any issue brought before the Steering Committee whenever a quorum is present. Unless defined elsewhere in these Bylaws, all issues coming before the Steering Committee require a simple majority of the quorum for approval. Approval of new qualification rules for InCommon Federation Participants, or a recommended Participant dispute resolution per Section 5 of these Bylaws shall require affirmative vote by two-thirds of the quorum.

Any action to be taken by the Steering Committee or a subcommittee thereof may be taken without a meeting if all Members of the Steering Committee or subcommittee, as the case may be, consent thereto in writing. Facsimile or electronic mail is considered “in writing” for this purpose.

SC Members must vote individually. Voting by proxy is not allowed.

e. Miscellaneous

Except where specified otherwise in these Bylaws, electronic copies of documents in a form interpretable by the recipient shall be considered equivalent to paper copies.

Each SC Member shall be provided with a copy of and will be assumed to be familiar with the InCommon LLC Agreement.

Each SC Member shall sign a statement of compliance with the InCommon LLC Conflict of Interest Policy annually (Agreement: Exhibit B, §VI)

The fiscal year of InCommon shall be the calendar year unless defined otherwise by The Member (§7.05)

InCommon shall maintain, or in cooperation with the Member shall cause to be maintained, liability insurance for Members of the Steering Committee. (§6.03(d))

Other parties may be invited to participate in discussions and meetings of the SC or any SC subcommittee or advisory committee at the discretion of the Chair of the relevant body. The presence of such parties shall be noted in any minutes kept of the meeting. Such parties shall not be eligible to vote or move any action by the relevant body.

3. COMMITTEES

a. Subcommittees of the Steering Committee

The Steering Committee may designate one or more subcommittees that, to the extent provided by the Steering Committee, shall have and may exercise all the power and authority of the Steering Committee. Such subcommittees are staffed with SC members but may also include nonmembers, provided that the SC members on the subcommittee compose more than 50% of the subcommittee. The Internet2 SC Member [or an individual designated by Internet2] shall be a member of all subcommittees.

No action may be taken at a meeting of any subcommittee unless a quorum consisting of more than 50% of the subcommittee Members is present. All actions of a subcommittee shall require an affirmative vote by a majority of the total number of subcommittee members.

All actions taken by a subcommittee must be documented in writing and that document delivered to the Secretary of the SC. The Secretary shall include a notice of any such actions in the minutes of the next SC meeting.

b. Advisory Committees

The Steering Committee may establish one or more advisory committees (“Advisory Committees”), each of which shall include at least one Steering Committee Member. Advisory Committees are composed of individuals nominated by those Advisory Committees or by SC Members and affirmed by a majority vote of the Steering Committee. Nominees may be from among SC Members, representatives of InCommon Participants, or other individuals deemed to bring value to the work of the committee.

Advisory Committees are intended to help the Steering Committee develop policy, standards, documentation and best practices, and to represent the interests of Participants who are not otherwise represented on the Steering Committee. Advisory Committees do not exercise any authority of the Steering Committee.

Any action taken or recommendation made at a meeting of any advisory committee shall require the presence of a quorum consisting of more than 50% of the members of the Committee. All actions of an advisory committee shall require the affirmative vote of a majority of a quorum of the advisory committee members.

4. OPERATIONS

The day to day operations of the InCommon LLC and InCommon Federation are handled by an Operations Unit under the direction of an Executive Director.

a. Executive Director

Subject to the supervision and authority of the Steering Committee, the Executive Director:

- (i) shall have responsibility and authority for management of the day-to-day operations of the InCommon LLC, and
- (ii) may execute agreements and contracts on behalf of the InCommon LLC or delegate the power to execute agreements and contracts to the President and CEO, General Counsel, or Chief Financial Officer of the Member.

The Executive Director shall keep, or in cooperation with the Member cause to be kept, accurate, full and complete books and accounts showing assets, liabilities, income, operations, transactions and the financial condition of the Company. Such books and accounts shall be prepared on the accrual basis of accounting. Any SC Member, the Member, or any of their respective designees shall have access thereto at any reasonable time during regular business hours and shall have the right to copy said records at its expense.

b. Delegation of Authority

The Steering Committee may delegate to the Executive Director any duties necessary for the conduct of InCommon LLC business as determined by the Steering Committee.

The Steering Committee may not delegate its authority to:

- define who may be a Participant in the Federation;
- resolve Participant disputes involving the Federation;
- take actions that might affect the financial stability of the InCommon LLC; or
- establish policies, rules and obligations governing the Federation.

5. DISPUTE RESOLUTION

The Steering Committee shall establish and document in the InCommon FOPP a Dispute Resolution Process to address disputes between or among Federation Participants and between any Participant and InCommon arising out of or pertaining to their participation in the Federation. The Steering Committee shall resolve the dispute in the best interests of InCommon. All decisions by the Steering Committee concerning disputes involving the Federation shall be final.

6. AMENDMENTS OR CHANGES TO THE INCOMMON LLC AGREEMENT

Amendments or changes to the InCommon LLC Agreement may be proposed by any SC Member. Proposed amendments or changes shall be considered by the Steering Committee if seconded by two (2) other SC Members. Proposed amendments or changes that receive an affirmative vote of 75% of the SC Members shall be forwarded by the Secretary to The Member for consideration.

7. AMENDMENTS OR CHANGES TO THESE BYLAWS

Amendments or changes to these Bylaws may be proposed by any SC Member. Proposed amendments or changes shall be considered by the Steering Committee if seconded by one other SC Member. Amendments or changes that receive an affirmative vote of 75% of the SC Members shall become part of these Bylaws. Changes made to these Bylaws shall be made available to Participants within thirty (30) days of approval by the SC.

8. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Steering Committee meetings in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the LLC Agreement and any special rules of order the Company may adopt.

BY MY SIGNATURE BELOW I CONFIRM THAT THESE BYLAWS FOR THE
INCOMMON LLC ARE ADOPTED BY NO LESS THAN 75% AFFIRMATIVE
VOTE OF THE INCOMMON LLC STEERING COMMITTEE MEMBERS, EFFECTIVE
THIS DAY _____

Name, Chair of the InCommon LLC Steering Committee

Signature, Chair of the InCommon LLC Steering Committee