

**BYLAWS OF
HIGH TECHNOLOGY CRIME INVESTIGATION ASSOCIATION**

ARTICLE 1

NAME OF CORPORATION

SECTION 1.1 **NAME**

The name of this Corporation is “**High Technology Crime Investigation Association**”, a California Nonprofit Public Benefit Corporation (this “Corporation” or “HTCIA”).

ARTICLE 2

OFFICES

SECTION 2.1 **PRINCIPAL OFFICE**

The principal office for the transaction of the business of this Corporation shall be fixed and located in the State of California. The Board of Directors of the Corporation (the “Board”) may change the principal office from one location to another, and this section shall be amended accordingly.

SECTION 2.1 **OTHER OFFICES**

The Board may at any time establish branch offices, either within or without the State of California, in order to advance the proper purposes of this Corporation.

ARTICLE 3

OBJECTIVES AND PURPOSES

This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for charitable purposes. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office. This Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the charitable purposes described in its Articles of Incorporation.

The specific purposes of this Corporation are as follows:

- To encourage, promote, aid, and affect the voluntary interchange of data, information, experience, and knowledge about methods, processes among the membership of HTCIA;
- To promote a representative, centralized organization to collect, collate, coordinate, and distribute data, information, ideas, knowledge, methods, and techniques by any suitable means in order to improve the efficiency, promote uniformity in investigative methods, and develop matters of mutual interest to the membership of HTCIA;

- To establish, encourage, and enforce observation of a Code of Ethics and Standards of Professional Conduct;
- To publish and distribute books, pamphlets, periodicals, papers and articles supportive of activities and purposes of HTCIA;
- To establish and conduct such committees, bureaus, and offices as are necessary and incidental to the activities of HTCIA;
- To conduct surveys, studies, hold conferences, symposiums, seminars, and forums;
- To arrange for the presentation of lectures and papers on matters and problems of interest;
- To foster, promote, encourage, study, research, facilitate discussion, collect and disseminate information of service or interest to the members of HTCIA or the public at large; and
- To conduct such other related activities as may be necessary, desirable, or incidental to gaining recognition of accomplishments in the field of criminal investigations involving advanced technologies, and security within government, business and industry.

Notwithstanding any of the foregoing, this Corporation shall be permitted to conduct any other lawful activity permitted under the California Nonprofit Public Benefit Corporation Law.

ARTICLE 4

DEDICATION OF ASSETS

The properties and assets of this Corporation are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or Officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 5

NON-PARTISANSHIP

This corporation shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

ARTICLE 6

DIRECTORS

SECTION 6.1 **POWERS**

(a) **General Corporate Powers.** The business and affairs of this Corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board.

(b) **Specific Powers.** Without prejudice to their general powers, the Board shall have the power to:

(i) Select and remove the Officers of this Corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation, if any.

(ii) Change the principal executive office or the principal business office in the State of California from one location to another; cause this Corporation to be qualified to do business in any other state, territory, dependency, or country, and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting.

(iii) Adopt, make, and use a corporate seal and alter the form of the seal.

(iv) Borrow money and incur indebtedness on behalf of this Corporation and cause to be executed and delivered for this Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt.

SECTION 6.2 **NUMBER OF DIRECTORS**

The authorized number of Directors shall be not less than the number of Chapters unless otherwise determined by the vote of at least 75% of the Board.

SECTION 6.3 **APPOINTMENT AND TERM OF OFFICE OF DIRECTORS**

(a) The members of the Board as of the initial meeting of the Board shall be those persons who were appointed by the Incorporator. Initial members of the Board shall each serve until the Annual Meeting, or until his or her successor is elected.

(c) Subsequent Directors shall be the individual Presidents of each Chapter (as defined below) of the Corporation. For avoidance of doubt, each President of a Chapter of the Corporation shall be deemed to have been elected as a Director of the Corporation solely by virtue of their election as President of a Chapter of the Corporation.

(c) Each Director shall hold office for a period of 2 years or until his or her successor is elected and qualified. Directors may be re-elected to consecutive terms, provided however that under no circumstance shall a Director hold office as a Director for more than 10 consecutive years.

SECTION 6.4 **QUALIFICATIONS OF BOARD MEMBERS**

Any Chapter President 18 years of age or older may serve as a director. Directors need not be residents of the State of California.

SECTION 6.5 **VACANCIES**

(a) Events Causing Vacancy. A vacancy on the Board shall be deemed to exist at the occurrence of any of the following:

(i) The death, resignation, or removal of any Director.

(ii) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by court order or convicted of a felony, or who has been found by final order or judgment of any court to have breached a duty under Chapter 2, Article 3 of the California Nonprofit Public Benefit Corporation Law.

(iii) The failure of the Board, at any meeting of the Board at which any Director(s) is to be appointed or elected, to appoint or elect the Director(s) to be appointed or elected at such meeting pursuant to the provisions of Section 6.3(b).

(iv) The increase of the authorized number of Directors.

(b) Resignation. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the President or the Secretary, unless the notice specifies a later time for the resignation to become effective. No Director may resign when this Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

(c) Removal.

(i) Any Director may be removed, with or without cause, by the vote of at least two-thirds of the Board at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the potential removal are given as provided in Section 6.8(b). Any vacancy caused by the removal of a Director shall be filled as provided in Section 9.5.

(ii) Any Director who does not attend 3 successive Board meetings will automatically be removed from the Board without Board resolution unless:

(A) The Director requests a leave of absence for a limited period of time, and the leave is approved by the Directors at a regular or special meeting. If such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present.

(B) The Director suffers from an illness or disability which prevents him or her from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection (ii).

(C) The Board agrees to reinstate the Director who has missed 3 meetings.

(d) Filling of Vacancies. Any vacancy caused by the death, resignation, or removal of a Director shall be filled in accordance with the provisions of Section 9.5.

SECTION 6.6 **PLACE OF MEETING**

Regular meetings of the Board may be held at any place within or outside the State of California, as designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of this Corporation. Special meetings of the Board shall be held at any place within or outside of the State of California, as designated in the notice of meeting or, if not stated in the notice or if there is no notice, at the principal office of this Corporation. Notwithstanding

the above provisions of this Section 6.6, a regular or special meeting of the Board may be held at any place consented to in writing by all Board members, either before or after the meeting. Any meeting, regular or special, may be held by telephone or other video communication service, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

SECTION 6.7 **REGULAR MEETINGS**

The Board shall hold an annual meeting at a time and place designated by the Board for purposes of electing Directors and Officers, designating committees, and transacting regular business. In addition, the Board may meet as it determines, at agreed upon times and places. Notice of these meetings shall be by first-class mail postmarked not less than ten (10) nor more than forty (40) days in advance thereof, or by telephone, electronic mail, or facsimile at least forty-eight (48) hours in advance thereof, except that any Director may waive notice as provided in Section 6.8(c).

SECTION 6.8 **SPECIAL MEETINGS**

(a) **Authority to Call.** Special meetings of the Board for any purpose may be called at any time by the President or any two Directors.

(b) **Notice.** Notice of any special meeting of the Board shall be given to all Directors either by first-class mail at least four days in advance or by notice delivered personally or by telephone, electronic mail, or facsimile at least forty-eight (48) hours in advance except that such notice may be waived by any Director as set forth in Section 6.8(c).

(c) **Waiver of Notice.** The transactions of any meeting of the Board, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All 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 about lack of adequate notice.

SECTION 6.9 **QUORUM**

A majority of the Board shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 6.10. Every act or decision done or made by a majority of the Directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of these Bylaws and the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Director, if any action taken is approved by at least a majority of the quorum required for the meeting.

SECTION 6.10 **ADJOURNMENT**

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

SECTION 6.11 **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 to the Directors who were not present at the time of the adjournment. Such notice may be waived in the same manner as set forth under Section 6.8(c).

SECTION 6.12 **ACTION WITHOUT MEETING**

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

SECTION 6.13 **COMPENSATION OF DIRECTORS**

The Board shall serve without compensation.

SECTION 6.14 **RESTRICTION OF INTERESTED DIRECTORS**

Not more than forty-nine percent (49%) of the persons serving on the Board at any time may be interested persons. An interested person is (a) any person compensated by this Corporation for services rendered to it other than those performed as a Director within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; (b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to this Corporation within the previous twelve (12) months; and (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) or (b) hereof. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by this Corporation.

SECTION 6.15 **ANNUAL DUES**

The Board may assess each Member (as defined below) annual dues to be collected by the Officers of the Corporation in a manner prescribed by the Board.

ARTICLE 7

COMMITTEES

SECTION 7.1 **COMMITTEES OF DIRECTORS**

The Board may, by resolution adopted by a majority of the Directors then in office, designate one or more committees consisting of two or more Directors to serve at the pleasure of the Board. Any member of any committee may be removed, with or without cause, at any time by the Board. Any committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no committee, regardless of the Board resolution, may:

- (a) Fill vacancies on the Board or on any committee;
- (b) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;
- (c) Amend or repeal any resolution of the Board;

(d) Designate any other committee of the Board or appoint the members of any committee;

(e) Except as provided in Section 5233 of the California Nonprofit Public Benefit Corporation Law, approve any transaction (i) to which this Corporation is a party and as to which one or more Directors has a material financial interest, or (ii) between this Corporation and any corporation or firm in which one or more of its Directors has a material financial interest.

SECTION 7.2 **AUDIT COMMITTEE**

The Board shall establish an audit committee as and when required by Section 12586(e) of the California Government Code.

SECTION 7.3 **ADVISORY COMMITTEES**

The Board may appoint one or more advisory committees consisting of Directors and/or non-Directors for the purpose of advising the Board. Any advice rendered by such an advisory committee shall not be binding on the Board.

SECTION 7.4 **MEETING AND ACTION OF COMMITTEES**

The Board may adopt rules for any committee not inconsistent with the provisions of these Bylaws.

ARTICLE 8

OFFICERS

SECTION 8.1 **OFFICERS**

This Corporation shall have the following Officers: President, Secretary, Treasurer, and such other Officers as the Board may designate by resolution and appoint pursuant to Section 8.3. Officers need not be Directors. One person may hold two or more offices, except those of President and Secretary, and President and Treasurer. The Board (or a committee of the Board) shall review and approve the compensation, including benefits, if any, of the President and Treasurer as and when required by state or federal law.

SECTION 8.2 **ELECTION OF OFFICERS**

The Officers of this Corporation, except those appointed in accordance with the provisions of Section 8.3 of this Article, shall be chosen by the Board, and each shall serve at the pleasure of the Board, subject to the rights, if any, of any Officer under a contract of employment. All Officers appointed under this Section 8.2 shall have been Members (as defined below) of the Corporation for at least 2 calendar years (with the exception of 2nd vice president and treasurer which is 1 calendar year). No Chapter or International Board may have two officers seated on the same board, during the same term that are related by blood, marriage, domestic partnership or employment.

SECTION 8.3 **SUBORDINATE OFFICERS**

The Board may appoint, and may authorize the President or any other Officer to appoint, any other Officers that the business of this Corporation may require, each of whom shall have the title, hold office

for the period, have the authority, and perform the duties specified by the Bylaws or determined from time to time by the Board.

SECTION 8.4 **REMOVAL OF OFFICERS**

Subject to rights, if any, under any contract of employment, any Officer may be removed, with or without cause, by the vote of at least two-thirds of the Board, at any regular or special meeting of the Board, or, except in the case of an Officer chosen by the Board, by an Officer on whom such power of removal has been conferred by the Board.

SECTION 8.5 **RESIGNATION OF OFFICERS**

Any Officer may resign at any time by giving written notice to the Board, the President, or the Secretary of this Corporation. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of this Corporation under any contract to which the Officer is a party.

SECTION 8.6 **TERM OF OFFICE**

Each Officer shall hold office for a period of 2 years or until his or her successor is elected and qualified. Officers may be re-elected, however, under no circumstance shall an Officer hold office for more than 10 consecutive years.

SECTION 8.7 **VACANCIES IN OFFICE**

A vacancy in any Office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that Office.

SECTION 8.8 **RESPONSIBILITIES OF OFFICERS**

(a) **President.** The President shall be the chief executive officer of this Corporation. He or she shall have such other powers and duties as may be prescribed by the Board or these Bylaws. The President shall be responsible to the Board, shall see that the Board is advised on all significant matters of this Corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The President shall be empowered to act, speak for, or otherwise represent this Corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles of Incorporation and these Bylaws. The President shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board.

(b) **Secretary.** The Secretary shall attend to the following:

(i) **Book of Minutes.** The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board may direct, a book of minutes of all meetings and actions of Directors and committees of Directors, with the time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(ii) Notices and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by the Bylaws to be given. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(c) Treasurer. The Treasurer shall be the chief financial officer of this Corporation and shall attend to the following:

(i) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of this Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

(ii) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of this Corporation with such depositors as may be designated by the Board; shall disburse, or cause to be disbursed, funds of this Corporation as may be ordered by the Board; shall render to the President and Directors, whenever they request it, an account of all financial transactions and of the financial condition of this Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(iii) Bond. If required by the Board, the Treasurer shall give this Corporation a bond in the amount and with the surety specified by the Board for the faithful performance of the duties of his or her office and for restoration to this Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

(iv) Collection of Dues. The Treasurer shall be responsible for collecting dues of the Corporation's Members in a manner prescribed by the Board.

SECTION 8.9 **COMPENSATION OF OFFICERS**

The Officers of the Corporation shall serve without compensation.

ARTICLE 9

CHAPTERS

SECTION 9.1 **DEFINITIONS**

(a) At Large Chapter – Shall mean a Chapter (as defined below) organized for individuals who wish to become Members (as defined below) but do not have a Chapter in their country or region. At Large Chapters may be created by the Board from time to time as necessary to further membership in the Corporation. The officers of the Corporation shall be responsible for the management of the At Large Chapters, including approving membership applications and determining HTCIA dues for the At Large Chapter.

(b) Chapter – Shall mean a group consisting of a minimum of 20 individuals sharing a geographical location that have met all the necessary requirements for qualification of membership as set forth in these Bylaws as evidenced by written resolution of the Board. Chapters may be “US Chapters,”

“International Chapters” or “At Large Chapters”. A new or reinstated chapter may have as few as 12 members for up to 2 years provided they are sponsored by an active chapter.

(c) Chapter Board – Shall mean the governing body of each Chapter, which will conduct Chapter business in accordance with the Bylaws of this corporation.

(d) Chapter Members – Shall mean the individual members in good standing of each separate Chapter.

(e) Members – Shall mean all Chapter Members in good standing in all Chapters.

(f) International Chapter – Shall mean is a Chapter that shares a geographical region or countries outside the United States. International Chapters shall have the flexibility to incorporate to meet their country's or region's specific legislation.

(g) US Chapter – Shall mean a Chapter that shares a geographical region within the United States.

SECTION 9.2 **CHAPTER BOARD**

Each Chapter shall have a Chapter Board which shall consist of a President, a First Vice President, a Second Vice President, a Secretary, and a Treasurer. The President of each Chapter shall also serve as a Director of the Corporation.

SECTION 9.3 **CHAPTER BOARD ELECTIONS**

Each Chapter Board shall be elected by secret ballot annually at a meeting of the Chapter held in the months of September, October or November of the odd numbered years. All members shall submit their intent to run for election, via nomination, prior to an election. Member nominations shall be posted to the membership 30 days prior to the election. Nominations shall be accepted from the floor only when a position is open, and no one has submitted an intent to run for that position. New elected members of the Chapter Board shall take office on January 1st of the following calendar year. Chapter elections shall be communicated to the Officers of the Corporation and the Chapter shall maintain a record of each election for at least 1 year. Any Member may inspect the election records of a Chapter.

SECTION 9.4 **CHAPTER BOARD TERM OF OFFICE**

Each member of a Chapter Board shall have a term of office of 2 years. Chapter Board members may be elected to consecutive terms, provided however that: (a) no Chapter Member may serve more than 5 successive terms (10 Years) as a member of a Chapter Board in any position, and (b) no Chapter Member may serve more than 2 successive terms (4 years) in the same position of a Chapter Board. The exception of the 1st vice president that becomes the President)

SECTION 9.5 **CHAPTER BOARD VACANCIES**

(a) If a Chapter Board position becomes vacant, the Chapter Board shall have the power to fill said position until the next election of the Chapter Board. Persons appointed to a Chapter Board pursuant to a vacancy are subject to the restrictions of Section 9.4 above.

(b) Notwithstanding the foregoing, a quorum of Chapter Members may call for a special election to replace a Chapter Board member provided that such position becomes vacant more than 45 days

prior to the Chapter's regular annual meeting. A special election will be held only after 30 days' notice has been given. Such a notice must note the position being filed, that it is for the remainder of the term, that nominations are sought, and the time, date, and location of the election.

SECTION 9.6 **CHAPTER MEMBER ADMITTANCE**

Individuals shall be admitted to a Chapter as Chapter Members by a majority vote of the Chapter Board.

SECTION 9.7 **CHAPTER MEMBER QUALIFICATIONS**

Chapter Members shall be limited to:

(a) Law enforcement personnel, investigators, technicians or specialists, and attorneys engaged in the investigation of criminal or civic activities in which computers and/or other advanced technologies are utilized;

(b) Private/public sector employees or those employees of a not-for-profit organization who are employed in a management or senior staff security level, or investigator whose primary duties are for corporate security investigations in a high technology environment by virtue of their position, and can provide, or have a need for, information and training in the areas of security or computer investigations, or other high technology environments; or

(c) Chapter Members in good standing qualified under categories 1 or 2 above who retire (and work no more than 20 hours per month) or transfer from their employment whose continued membership is desirable and beneficial to HTCIA as evidenced by written approval of their Chapter Board for continued membership in the Chapter; or

(d) Students enrolled in a full-time degree program at an accredited academic institution.

(e) Any other individual whose membership is desirable and beneficial to HTCIA.

SECTION 9.8 **CHAPTER MEMBER TERMINATION**

(a) Automatic Termination – A Chapter Member shall be automatically terminated upon the occurrence of any of the following events:

(i) The resignation of the member;

(ii) The failure of a member to pay annual dues in the amount set by the Chapter;

(iii) The conviction of a criminal act; or

(iv) The member no longer meets the requirements for Chapter Membership as set forth in these bylaws.

(b) Termination for Cause – Chapter Members may be terminated by their respective Chapter Boards for Cause (as defined below). "Cause" shall be deemed to exist if:

(i) The Chapter Member was arrested for a criminal act;

- (ii) The Chapter Member has been indicted;
- (iii) The Chapter has created or been involved in a situation that will cause substantial and immediate harm to the Corporation; or
- (iv) The Chapter Member has violated provisions of the Corporation's Code of Ethics.

SECTION 9.9 **CHAPTER MEMBER ABEYANCE**

Chapter Boards may hold a Chapter member in Abeyance while determining whether Cause for Termination under Section 9.8(b) above exists. "Abeyance" shall mean a temporary suspension of an individual's good standing in their respective Chapter pending a final determination of whether their membership should be terminated for Cause. Chapter Members whose Chapter Membership is being held in Abeyance may not vote, hold office, run for office, nominate others for office, attend meetings. Individuals may only be placed in Abeyance if 2 Chapter Members make a written allegation to the Chapter Board of a violation of any of the provisions of Section 9.8(b) above. The 2 Chapter Members making the aforementioned allegation cannot include members of the Chapter Board. Upon receipt of an allegation constituting Cause, the Chapter Board shall investigate and make a final determination of termination for Cause. Terminations for Cause may be appealed by the Chapter Member in question to the Officers of the Corporation who shall make a final determination in their sole discretion.

SECTION 9.10 **CHAPTER MEMBER DUES**

Annual Chapter dues shall be determined no later than 30 days before the beginning of the fiscal year by the Officers of the Corporation. The Chapter dues will be consistent among all Chapters. The Chapter dues shall be collected in the manner prescribed by the Board.

SECTION 9.11 **VOTING**

All votes to be taken by a Chapter's Chapter Member, including the election of the Chapter Board, shall be by simple majority vote unless otherwise stated in these bylaws. Votes may be made by a show of hands, a recorded roll call or an electronic vote. In the event of a tie vote the President of a Chapter shall cast the deciding vote.

SECTION 9.12 **QUORUM OF CHAPTERS**

A quorum for a Chapter is 15% of the Chapter Members in good standing of that Chapter.

SECTION 9.13 **NEW CHAPTERS**

Those individuals desiring to start a new Chapter must apply for chapter status to the Officers of the Corporation via application as designated by the Officers of the Corporation. A new Chapter must (a) have 30 members which meet the membership qualifications as set for in Section 9.7 above and (b) agree to any other restrictions or qualification requirements as deemed necessary by the Officers of the Corporation.

SECTION 9.14 **CHAPTER SUSPENSION**

If a Chapter cannot fill at least the Chapter Board positions President, Secretary, and Treasurer positions, the chapter will be suspended by the Officers of the Corporation (a "Suspended Chapter"). Chapter Members that are part of a Suspended Chapter may not transfer to a new Chapter, provided though,

that Chapter Members of a Suspended Chapter may transfer to a new Chapter as part of a regular geographic relocation of the Chapter Member not undertaken in connection with the suspension.

SECTION 9.15 **CHAPTER DISSOLUTION**

Each Chapter may dissolve by a majority vote of all Chapter Members (a “Dissolution”). Upon Dissolution the requisite Chapter Board shall notify the Officers of the Corporation within 30 days of such Dissolution, and such Chapter’s President shall immediately resign from the Board.

ARTICLE 10

RECORDS AND REPORTS

SECTION 10.1 **MAINTENANCE OF ARTICLES AND BYLAWS**

This Corporation shall keep at its principal executive office the original or a copy of its Articles of Incorporation and Bylaws as amended to date.

SECTION 10.2 **MAINTENANCE OF OTHER CORPORATE RECORDS**

The accounting books, records, and minutes of the proceedings of the Board and any committee(s) of the Board shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal office of this Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

SECTION 10.3 **INSPECTION BY DIRECTORS**

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of this Corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

SECTION 10.4 **ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATION**

This Corporation shall prepare and mail or deliver to each Director an annual statement of the amount and circumstances of any transaction or indemnification of the following kind:

(a) Any transaction(s) in which this Corporation was a party, and in which any Director or Officer of this Corporation had a direct or indirect financial interest.

(b) Any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year to any Officer or Director of this Corporation pursuant to Article 11 hereof, unless such indemnification has already been approved pursuant to Section 11.1.

ARTICLE 11

INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION 11.1 **RIGHT TO INDEMNIFICATION**

This Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director, or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgment, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the California Nonprofit Public Benefit Corporation Law.

In determining whether indemnification is available to the Director, Officer or agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Section 5238 of the California Nonprofit Public Benefit Corporation Law has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 11.2 **INSURANCE**

This Corporation shall have the power and may use its best efforts to purchase and maintain insurance on behalf of any Director, Officer, or agent of this Corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agent's status as such, whether or not this Corporation would have the power to indemnify the agent against such liability under Section 11.1 of these Bylaws; provided, however, that this Corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of this Corporation for any self-dealing transaction described in Section 5233 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 12

CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS

SECTION 12.1 **CONTRACTS WITH DIRECTORS AND OFFICERS**

(a) No Director or Officer of this Corporation, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's Directors or Officers are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this Corporation, unless (i) the material facts regarding such Director's or Officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Board prior to consideration by the Board of such contract or transaction; (ii) 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 vote or votes of such interested Director(s); (iii) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that this Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (iv) this Corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to this Corporation at the time the transaction is entered into.

(b) The provisions of this Section do not apply to a transaction which is part of an educational or charitable program of this Corporation if it (i) is approved or authorized by this Corporation in good faith and without unjustified favoritism; and (ii) results in a benefit to one or more Directors or Officers 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 12.2 **LOANS TO DIRECTORS AND OFFICERS**

This Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General of the State of California; provided, however, that this Corporation may advance money to a Director or Officer of this Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or Officer, provided that in the absence of such advance such Director or Officer would be entitled to be reimbursed for such expenses by this Corporation.

ARTICLE 13

FISCAL YEAR

The fiscal year of this Corporation shall be the calendar year, ending on December 31.

ARTICLE 14

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

ARTICLE 15

AMENDMENTS

Bylaws may be adopted, amended, or repealed by the vote of a majority of the Directors then in office.

ARTICLE 16

MEMBERS

Notwithstanding any of the forgoing, this Corporation shall not have voting members within the meaning of the California Nonprofit Public Benefit Corporation Law. The Board may admit non-voting members of one or more classes having such rights and obligations as the Board shall deem appropriate from time to time in accordance with the provisions of these Bylaws.

CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of High Technology Crime Investigation Association, a California nonprofit public benefit corporation (the "Corporation"), do hereby certify:

That the foregoing Bylaws were adopted as the Bylaws of this Corporation by the Directors of this Corporation on June 27, 2023 and do now constitute the Bylaws of this Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 6th day of November, 2023.

Gilles Racine, Secretary