Amended and Restated By-Laws of
The International Association of Privacy Professionals, Inc.

Article I. Name & Offices

Section 1. The name of the organization shall be the **International Association of Privacy Professionals, Inc.** sometimes referred to as the “Corporation” or as the “IAPP” in these By-Laws. The activities of the Corporation may be conducted under that name or, upon compliance with applicable law, any other name that the Board of Directors deems appropriate or advisable. The Board of Directors shall file, or cause to be filed, any necessary amendments to the Corporation’s Articles of Incorporation, and any fictitious name certificates, foreign state registrations and similar filings, and any amendments that the Board of Directors deems necessary, appropriate or advisable.

Section 2. The office of the IAPP shall be located at 75 Rochester Avenue, Portsmouth, New Hampshire, or at such other office as may be determined from time to time by the Corporation’s Board of Directors. The name and address of the registered agent and commercial registered office provider shall be the President, 75 Rochester Avenue, Portsmouth, NH. The Board of Directors may change the identity or address of the registered agent/commercial registered office provider.

Article II. Mission & Purpose

Section 1. The overall mission of the IAPP is to define, promote and improve the privacy profession globally.

Section 2. The IAPP shall (i) carry on programs and activities and sponsor projects in order to promote, support and enhance the skills and proficiency of, and the business opportunities available to, privacy officers and professionals in related fields of endeavor and (ii) to engage in any and all lawful acts and activities permitted to nonprofit corporations under the Nonprofit Corporation Law of 1988. In pursuing such purposes, IAPP shall not act in any way that will impair its eligibility for exemption under 501(c)(6) of the Internal Revenue Code of 1986, as amended.
Article III. Membership

Section 1. Membership in the IAPP shall be organized by categories and will be open to any individual that meets the following criteria:

**Professional Members:** Individuals working within a business, organization with the responsibility for monitoring privacy laws and regulations as well as developing processes that encourage or manage compliance with responsible information standards. Professional Members shall include, but is not limited to, chief privacy officers, compliance officers, privacy managers and other internal privacy support positions. Professional Members may also include individuals working for corporations owned, chartered or created by the federal government with the responsibility for developing business processes that encourage or manage compliance with responsible information standards, including applicable laws and regulations.

**Business Members:** Individuals consulting with other organizations on issues such as developing or managing an organization’s compliance with responsible information standards. Business Members shall include, but not be limited to, lawyers, consultants and vendors.

**Academic Members:** Students, faculty, staff and administrators affiliated with an accredited educational institution involved in the study of responsible information standards.

**Governmental or Nonprofit Members:** Individuals working in governmental or nonprofit enterprises with responsibility for monitoring privacy laws and regulations as well as developing processes that encourage or manage compliance with responsible information practices.

Section 2. The Board of Directors may, in its sole discretion, from time to time, create new classes of membership categories. Category designation shall be determined at time of membership or renewal. Membership shall be assessed annually. Varying dues structure will be maintained at the discretion of the Board of Directors. Membership begins upon receipt of dues and continues for a one-year period. Except as expressly permitted by applicable law, no membership shall be assignable or transferable by any person. In order to maintain membership status, all members shall pay the Corporation their respective annual membership fee within thirty (30) days of its due date.
Article IV  Committees

Section 1.  The Board of Directors may from time to time establish, designate and dissolve standing committees of the Board of Directors in accordance, with such lawfully delegable powers and duties as it thereby confers, to serve at the pleasure of the Board and shall, for those committees and any others provided for herein, elect a director or directors to serve as the member or members of such committee, designating, if it desires, other directors as alternate members who may replace any absent or disqualified member at any meeting of the committee. The Board of Directors shall be required, at all times, to maintain an Executive Committee, Finance Committee, Nominating Committee and Audit Committee, each as described below.

Section 2.  Executive Committee: The Executive Committee, in consultation with the Board, is responsible for setting the agenda for the Board, reviewing and providing feedback on the performance of the President / CEO, and such other duties as requested by the Chairman or the Board. The Executive Committee shall be chaired by the Chairman and shall be comprised of the Chairman, Vice Chairman, Past Chairman, Secretary, Treasurer and President / CEO.

Section 3.  Finance Committee: The purpose of the Finance Committee is to carry out the IAPP’s financial plan with full disclosure to the IAPP Board and membership. The Committee will monitor and recommend revisions as appropriate in order to ensure revenues and expenses are realistic and flexible enough to meet the needs of the IAPP. Specific responsibilities of the Finance Committee include working with the IAPP’s President / CEO to develop processes to ensure that current, accurate financial information is available to the Board and the IAPP members, that safeguards are in place regarding separation of fiscal duties and for developing and reviewing fiscal procedures, a fundraising plan and annual budget. Regular reports showing income, expenditures and pending income shall be prepared and submitted for Board review. Annual reports are due within first quarter of the calendar year. The Finance Committee may also work with other Committees to develop and implement plans to increase revenues from external sources. The financial records of the IAPP are public information and shall be made available to the membership during regular business hours at the IAPP offices.

The Finance Committee in consultation with the President / CEO shall consider the membership dues structure annually. The Finance Committee will report its recommendations to the Board that will view the recommendations. Changes to the dues structure shall require a majority
vote of the Board of Directors. Any such changes shall not be effective until the beginning of the next dues year.

The Finance Committee shall be chaired by the Treasurer, and shall include the Assistant Treasurer, President / CEO and other members as shall be appointed by the Board.

**Section 4. Nominating Committee:** The Nominating Committee in collaboration with the President / CEO, is responsible for assessing the needs of the IAPP leadership, developing a slate of qualified candidates to the Board for review in a timely manner, reviewing ballots, and announcing the results in IAPP publications. The Committee shall consist of the Past Chairman, Chairman, Chairman-elect (Vice Chairman) and two other members of the Board. Nominating Committee members shall serve for one-year terms, and may serve for a total of three consecutive years.

The Nominating Committee, upon notice provided to the members, shall submit a slate of candidates to the Board of Directors including biographical information for election. Only members in good standing are eligible for consideration to serve on the Board of Directors.

**Section 5. Audit Committee.** The Board shall establish an Audit Committee which shall be responsible to assist the Board in its oversight of the Corporation’s internal controls and the appropriate auditing of its financial statements. The Audit Committee shall be chaired by the first Vice Chairman and members as selected by the Executive Committee.

**Section 6. Certification Advisory Board.** The Board shall establish a Certification Advisory Board which shall be responsible for developing policies and procedures for the execution of their duties to independently make essential certification decisions related to standards, policies and procedures of the IAPP’s certifications. The Board maintains the right to intervene if the Certification Advisory Board acts in such a way as to violate regulatory, statutory or contractual requirements, certification industry standards, or its stated policies or procedures or otherwise puts the organization at risk. Such intervention shall occur in such a way that assures certification continuity, maintains the integrity of the certification process and assures fair and equitable treatment of all persons involved in certification.

The Certification Advisory Board shall have independent authority to set the cutpoint for exams, to determine appropriate item formats, and to establish the content of exams.
The Certification Advisory Board shall consist of members as selected by the IAPP certification body.

Article V  Board.

Section 1. The Board of Directors of the IAPP shall be elected by the Board and shall be made up of no more than 23 Directors, and shall include the following IAPP officers: Chairman, Vice Chairman (Chairman Elect), Secretary and Treasurer. All Members of the IAPP in good standing may qualify for Board positions; however, not more than one-third of the Board shall be Business Members.

The Board may, at its discretion, appoint special advisors to the Board for a defined period of time to perform specific duties deemed necessary by the Board. The Board will meet at least twice annually, and as needed throughout the year, either in person or through electronic means at the discretion of the President / CEO or Chairman. Any member in good standing, and the President / CEO, may propose agenda items. The President / CEO may attend meetings and may also be a member of the Board.

Section 2. Any vacancy on the Board resulting from a member’s death, resignation, removal or disqualification or resulting from an increase in the number of members on the Board shall be filled by a vote of the remaining Board members (even if less than a quorum) after taking into account the recommendation made by the Nominating Committee. A member appointed to fill an existing term shall serve the remainder of the unexpired term of his or her predecessor. Board members shall serve five-year terms, with approximately one-fifth of the Directors coming up for election each year. A Board member who has just served a five year term may not be re-elected to the Board until a period of one year has lapsed since he or she last served on the Board unless at the time of expiration of such five year term he or she is then serving as the IAPP’s Chairman, Treasurer, President / CEO, Chairman-Elect (Vice Chairman), Past Chairman or Secretary in which case he or she may continue to serve on the Board until he or she is no longer holding such IAPP officer position.

Section 3. The Board shall work with the President / CEO and act for the IAPP in the administration of established policies and programs, and shall make recommendations on matters of policy and operations. The Board shall report on its activities annually at a Business Meeting held at the IAPP Annual Meeting.
Section 4. At any meeting of the Directors, a majority of the Directors then in office shall constitute a quorum of the Board. At any meeting of the Directors at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by vote of a majority of those present, unless a different vote is required by law.

Section 5. Any Director may resign by delivering his written resignation to the IAPP at its principal office. 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. A Director may be removed from office with or without cause by vote of three-fourths of the members of the Board of Directors.

Section 7. Regular meetings of the Board of Directors shall be held at such place or places, on such date or dates, and at such time or times as shall have been established by the Board of Directors and publicized among all directors. A written notice of each regular meeting shall not be required. Special meetings of the Directors may be called at any time by the Chairman or Treasurer of the IAPP, or by any three (3) members of the Board of Directors, and shall be held at the place designated in the notice or call thereof provided that at least five (5) days prior notice of such meeting has been given to the Directors.

Section 8. Any action by the Directors may be taken without a meeting if a written consent thereof is signed by all the Directors and filed with the records of the Directors’ meetings. Such consent shall be treated as a vote of the Directors for all purposes.

Section 9. The Directors may participate in a meeting of the Directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 10. The Board of Directors may, except as otherwise required by law, exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, including, without limiting the generality of the foregoing, the unqualified power:

(1) To purchase or otherwise acquire any property, rights or privileges on such terms as it shall determine;

(2) To authorize the creation, making and issuance, in such form as it may determine, of written obligations of every kind, negotiable or non-negotiable, secured or unsecured, to borrow funds and
guarantee obligations, and to do all things necessary in connection therewith;

(3) To remove any officer of the IAPP with or without cause, and from time to time to devolve the powers and duties of any officer upon any other person for the time being;

(4) To confer upon any officer of the IAPP the power to appoint, remove and suspend subordinate officers, employees and agents;

(5) To adopt from time to time such bonus or other compensation plans for employees and agents of the IAPP as it may determine;

(6) To adopt from time to time such insurance, retirement, and other benefit plans for employees and agents of the IAPP as it may determine; and,

(7) To adopt from time to time regulations, not inconsistent with these By-Laws, for the management of the IAPP’s business and affairs.

Article VI. Officers and Duties

Section 1. The officers of the IAPP shall be Chairman, Chairman-elect (Vice Chairman), Secretary, and Treasurer. Any board member in good standing may serve as an officer, except that only Professional Members may serve as Chairman-elect or Chairman. Other offices may be created at the discretion of the Board. Subject to the special provisions for the office of Chairman stated below, officers shall be elected by a majority vote of the Board of Directors.

Section 2. The office of the President / CEO shall coordinate the activities of the IAPP and shall have general charge and supervision of the business and affairs of the IAPP, subject to the direction of the Board of Directors. The Board will appoint the President / CEO. The President / CEO shall hold office at the discretion of the Board.

Section 3. Duties: The officers of the IAPP shall perform the duties pertaining to their respective offices as well as other duties as may be approved by the Board.

Section 4. Chairman: The Chairman is the presiding officer of the Board and the IAPP, and is an ex-officio member of all committees; and works closely
with the President / CEO of the IAPP in managing business activities of the Association. The Chairman is also the Chair of the Executive Committee.

Section 5. Chairman-Elect: (Vice Chairman) The Vice Chairman assists the Chairman in the performance of his or her duties. Upon completing his/her term as Vice Chairman, he/she shall assume the office of Chairman for a one-year term. The Vice Chairman will be assigned special duties by the Chairman and will be a member of the Board. In the event of the Chairman’s temporary inability to perform the duties of his/her office (as determined by a majority vote of the Board of Directors), the Vice Chairman shall fulfill the duties of the Chairman as well as continue to fulfill the duties of the Vice Chairman. In the event of the resignation, removal or permanent disability of the Chairman (as determined by a majority vote of the Board of Directors), the Vice Chairman shall cease to serve as Vice Chairman and shall immediately succeed to the office of Chairman, and thereafter shall serve as Chairman for the remainder of the unfulfilled term of the Chairman as well as for one additional one-year term. The Vice Chairman shall also serve as the Vice Chair of the Executive Committee.

Section 6. Secretary: The Secretary is responsible for maintaining the minutes of the Board as well as for the non-fiscal record of the IAPP. The Secretary will send out meeting announcements, distribute copies of minutes and the agenda, and will be assigned special duties by the Chairman and will be a member of the Board. The Secretary is also a member of the Executive Committee.

Section 7. Treasurer: The Treasurer is responsible for the oversight of receipts, deposits, disbursements and withdrawals of all IAPP funds and renders regular financial statements to the Board. The Treasurer will make a report at each Board meeting. As Chair of the Finance Committee, the Treasurer will be responsible for the preparation of the budget subject to the approval of the Board, help develop fundraising plans, and make financial information available to Board members and the public. The Treasurer will be assigned special duties by the Chairman and will be a member of the Board. The Treasurer is also a member of the Executive Committee. The Treasurer shall also designate an Assistant Treasurer who is able to report on the financials in the event the Treasurer is not able to attend a Board meeting.

Section 8. Past Chairman: Unless he/she has resigned or been removed from office as Chairman, a Chairman shall serve in the capacity of Past Chairman as an ex officio member of the Board of Directors for a period of one year after his/her term of office as Chairman has concluded and, as Past Chairman, may be assigned special duties by the Chairman.
Section 9. Any officer may resign by delivering his written resignation to the President / CEO of the IAPP or to a Member of the Executive Committee of the Board of Directors, and 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. Any officer may be removed by the Board of Directors at any time and for any reason.

Section 10. Terms of service for all officers will be for one calendar year, with the opportunity for reelection for no more than three consecutive terms (except for the President / CEO who may serve for more than three consecutive years at the discretion of the Board).

Section 11. Vacancies, with the exception of the office of the Chairman, that occur before the expiration of terms of office shall be filled by a vote of the Board. The Secretary may receive nominations for new members from present Board members two weeks in advance of a Board meeting. These nominations shall be sent out Board members with the regular meeting announcement, to be voted upon at the next Board meeting. Persons so chosen shall serve until the term expires.

Article VII. Organization Representation

Section 1. The Board may vote to recognize, and affiliate with any organization having purposes similar or complimentary to those of the IAPP. Such an affiliation will be governed by an agreement approved by a majority vote of the Board.

Article VII. Annual Meeting

Section 1. Annual Meeting: The IAPP shall conduct an Annual Meeting. Annual Meetings need not be held in the Commonwealth of Pennsylvania.

Section 2. 51% of the membership with full voting rights attending the Annual Meeting, or submitting votes electronically or via postal mail prior to the meeting, shall constitute a quorum.

Article IX. Amendment of Bylaws and Articles of Incorporation
Section 1. These bylaws may be altered, amended or repealed or new bylaws may be adopted either (1) by vote of the Members at a duly organized annual or special meeting of Members, or (2) unless expressly prohibited by applicable law, by vote of a majority of the Board of Directors at any regular or special meeting of directors.

Section 2. The Articles of Incorporation IAPP may be altered, amended or repealed by vote of a majority of the board of directors at any regular or special meeting of directors.

Article X. Liability and Indemnification

Section 1. General Rule: A director shall not be personally liable for monetary damages as director for any actions taken or any failure to take any action unless the director has breached or failed to perform duties in accordance with the standard of conduct set forth in Section 5712 of the Pennsylvania Non-profit Corporation Law (the “NPCL”) and any amendments and successor acts thereto, and the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. Notwithstanding the foregoing, such limitation of liability shall not apply to (i) the responsibility or liability of a director pursuant to any criminal statute; or (ii) the liability of a director for the payment of taxes pursuant to local, state, or federal law.
Section 2. Right to Indemnification: The IAPP shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (an “Indemnitee”) who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a “proceeding”), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director, officer, agent, or representative of the IAPP, against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such Indemnitee if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of IAPP and, with respect to any criminal proceeding, had no reason to believe such conduct was illegal. Notwithstanding the preceding sentence, no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; provided, however, in instances of a claim by or in the right of the IAPP unless and only to the extent that the Court of Common Pleas of the judicial district embracing the county in which the registered office of the IAPP is located, or in the court in which the action was brought, determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses that the Court of Common Pleas or other court shall deem proper.

Section 3. Procedure: Unless ordered by a court, any indemnification under this Article or otherwise permitted by law shall be made by IAPP only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the Indemnitee met the applicable standard of conduct set forth under that section. Such determination shall be made: (i) by the Board of Directors of the IAPP by a majority vote of a quorum consisting of directors who were not parties to the action or proceedings; or (ii) if such quorum is not obtainable, or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 4. Prepayment of Expenses: The IAPP may pay the expenses (including attorneys’ fees) incurred by an Indemnitee in defending any proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Indemnitee to repay all amounts advanced if it should be ultimately determined that the Indemnitee is not entitled to be indemnified under this Article or otherwise.
Section 5. Claims: If a claim for indemnification or payment of expenses under this Article is not paid in full within sixty days after a written claim therefor by the Indemnitee has been received by the IAPP, the Indemnitee may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the IAPP shall have the burden of proving that the Indemnitee is not entitled to the requested indemnification or payment of expenses under applicable law.

Section 6. Nonexclusivity of Rights: The rights conferred on any Indemnitee by this Article shall not be exclusive of any other rights which such Indemnitee may have or hereafter acquire under any statute, provision of the certificate of incorporation, these bylaws, agreement, vote of Members or disinterested directors or otherwise.

Section 7. Other Sources: The IAPP’s obligation, if any, to indemnify or to advance expenses to any Indemnitee shall be reduced by any amount such Indemnitee may collect as indemnification or advancement of expenses from any other source.

Section 8. Amendment, Repeal and Continuing Right to Indemnification: Any repeal or modification of the foregoing provisions of this Article shall not adversely affect any right or protection hereunder of any Indemnitee in respect of any act or omission occurring prior to the time of such repeal or modification. The right to indemnification and advancement of expenses provided pursuant to this Article shall continue as to any Indemnitee who has ceased to be a director, officer, agent, or representative of IAPP and shall inure to the benefit of the heirs, executors, and administrators of such Indemnitee.

Section 9. Other Indemnification and Prepayment of Expenses: This Article shall not limit the right of the IAPP, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Indemnitees when and as authorized by appropriate corporate action or required as a matter of law.

Article XI. General Provisions

Section 1. Contracts: Except as otherwise provided in these bylaws, the Board may authorize any officer or officers or any agent or agents to enter into any contract or to execute or deliver any instrument on behalf of the IAPP and such authority may be general or confined to specific instances.

Section 2. Corporate Seal: The IAPP shall have a corporate seal, which shall have inscribed thereon the name of the IAPP, the year of its organization and
the words "Corporate Seal, Pennsylvania". The seal may be used by
causing it or a facsimile thereof to be impressed or affixed or in any other
manner reproduced. If it is inconvenient to use the seal at any time, the
signature of the IAPP followed by the word “seal” in parentheses shall be
deemed the seal of the IAPP.