

AMENDED BYLAWS
OF
TECHNOLOGY AFFINITY GROUP, INC.
Adopted September 7, 2006

PREAMBLE

The Technology Affinity Group, Inc., (TAG) seeks to advance the capacities of philanthropic organizations through the use of technology. TAG, an affinity group of the Council on Foundations, is an open forum for the greater foundation community.

TAG will conduct educational programs with a goal of providing information to and facilitating sharing of ideas between persons working with technology issues for philanthropic organizations.

ARTICLE I.
OFFICES, ADDRESSES

TAG shall have a principal legal office at the John S. and James L. Knight Foundation, Inc., City of Miami, Miami-Dade County, Florida. It shall have such other offices, either within or outside of the City of Miami, as the Board of Directors determines from time to time. The administrative offices of the Corporation shall be located at 23 Briar Road, Wayne, PA 19087.

ARTICLE II.
MEMBERSHIP

Section 1. Membership. Membership in TAG is by organization; not by individual. To qualify as a Regular or Affiliate Member of TAG, an organization must be a foundation or a public charity.

Section 2. Classes of Members. There shall be two classes of membership and each class shall have the status and rights set out below:

A. Regular Membership. To qualify as a Regular Member, an organization shall be a private, community, family, corporate, independent or operating foundation. Any staff member from a qualifying member organization shall be eligible to represent his or her organization as a TAG member and participate in all TAG activities through their organization's TAG membership.

Unless otherwise stated, the primary TAG contact for an organization shall be the member organization's most senior staff member participating in TAG.

B. Affiliate Membership. To qualify as an Affiliate Member, an organization shall be a public charity or Council on Foundations Affinity Group. Any staff member from a qualifying affiliate member organization shall be eligible to represent his or her organization as a TAG member and participate in all TAG activities through their organization's TAG membership.

Section 3. Acceptance of New Members. Membership in TAG is not a right of any individual or organization but a privilege granted by the Board of Directors. TAG's President, Vice President and Executive Director are authorized by the Board of Directors to determine whether applicants for Membership meet the qualifications outlined in Sections 1 and 2 above and approve or deny applications for Membership. Notwithstanding the above, the Board of Directors has the right to deny membership to any organization with or without cause by a two thirds vote of the Board of Directors present at any meeting.

Section 4. Membership Meetings. All members are eligible to attend membership meetings, which shall be held in person or virtually at least once per year.

Section 5. Dues. The Board of Directors shall have the authority to determine the amount of the Annual Dues assessed for each member classification. Members who do not pay dues in a timely manner shall automatically cease to be members as determined by the Board of Directors.

Section 6. Removal. Members of any classification may be removed, with or without cause, from membership by a two-thirds vote of the members of the Board of Directors present at any meeting.

Section 7. Resignation. Any member may resign by notifying the Technology Affinity Group in writing, including by electronic mail.

ARTICLE III

ASSOCIATE ORGANIZATIONS

Section 1. Associate Organization Status. TAG recognizes that technology vendors bring specific information expertise and knowledge to the membership which enables members to learn more about specific technologies and make better technology decisions. Because of the value of the vendor's expertise, vendors who provide technology products or services to foundations and public charities shall be eligible for Associate Organization Status.

Section 2. Rights. Any staff member from a qualifying associate organization shall be eligible to represent his or her organization in TAG and participate in all TAG activities through their organization's Associate Organization Status. Staff members from Associate Organizations are *not* eligible to participate in governance decisions or serve in leadership positions within TAG. Because of the expertise they provide, staff members from Associate Organizations may serve in a non-voting Advisory capacity to the Board or Committees as elected by a majority vote of the Board of Directors at their annual meeting.

Section 3. Acceptance of New Associate Organizations. Associate Organization Status in TAG is not a right of any individual or organization but a privilege granted by the Board of Directors. The Organization's President, Vice President and Executive Director are authorized by the Board of Directors to determine whether applicants for Associate Organization Status meet the qualifications outlined in Sections 1 and 2 above and approve or deny applications for Associate Organization Status. Notwithstanding the above, the Board of Directors has the right to deny Associate Organization Status to any organization with or without cause by a two thirds vote of the Board of Directors present at any meeting.

Section 5. Fees. The Board of Directors shall have the authority to determine the amount of the Annual Fees assessed for each Associate Organization classification. Associate Organizations who do not pay fees in a timely manner shall automatically cease to be Associate Organizations as determined by the Board of Directors.

Section 6. Removal. Associate Organizations may be removed, with or without cause, from TAG by a two-thirds vote of the members of the Board of Directors present at any meeting.

Section 7. Resignation. Any Associate Organization may resign by notifying the Technology Affinity Group in writing, including by electronic mail.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Powers. The policies of the Organization shall be determined, and its affairs shall be managed, by its Board of Directors. The Directors shall act only as a Board of Directors and the individual Directors shall have no power as such.

Section 2. Number. The number of Directors of the Organization shall be no less than five, but such number may be increased by a resolution of the Board of Directors in the same manner as set forth in Article XII hereof pertaining to amendments. Regular Members and Affiliate Members shall be eligible for the Board of Directors but the Board of Directors shall consist of at least 75% Regular Members.

Section 3. Nominations and Elections. Members of the Board of Directors shall initially consist of the Directors elected on May 1, 2006, and thereafter shall consist of the Members who are elected at the annual meeting by majority vote of the members of the Board of Directors then

serving. Any Member interested in serving on the Board of Directors may nominate him/herself or any other Member for the Board. Nominations shall be received by electronic mail and Board member elections shall occur via electronic mail prior to the annual meeting date so that newly elected Board Members can join existing Board members for the annual meeting. An ad-hoc Nominating Committee consisting of the Organization's Executive Director and two existing Board Members shall be established each year to review the nominees and make recommendations to the full Board. Additionally, the newly elected Board of Directors shall have the option to annually elect previous and retired Directors as *emeritus* Members of the Board of Directors. All *emeritus* Board Members shall be non-voting Members.

Section 4. Term of Office. Each Director shall hold office for a three-year term or until the election and qualification of his successor except as hereinafter otherwise provided for filling vacancies. Directors may be reelected to an additional three-year term but shall have no right to be reelected beyond the Director's initial three-year term. No Director shall serve more than two consecutive three-year terms. Directors shall be eligible for a subsequent term after one year has passed from the end of their final term. Notwithstanding the foregoing, Directors serving as *emeritus* directors shall be re-elected annually but shall not have a limit to the number of years they serve as *emeritus* directors.

Section 5. Staggered Terms. Directors shall be elected so that there are always three classes of approximately equal size, with the term of each class ending in consecutive years. To achieve the required consecutive terms, the initial Directors shall be elected for initial terms of one, two, or three years, each of which shall be considered one term. Directors elected after the initial terms shall be elected for a term of three years.

Section 6. Vacancies. Vacancies in the Board of Directors shall be deemed to exist in the event of the death, resignation, or removal of an initial or elected Director or in the event of an increase in the number of Directors. Vacancies that are filled shall be filled by a majority vote of the then remaining Board of Directors, even if the remaining Board of Directors does not constitute a quorum.. Directors elected to fill a vacancy shall hold office for the remaining portion of the term of the Director whose death, resignation, or removal caused the vacancy or, in the case of an increase in the number of Directors, an elected Director shall hold office until the annual meeting of Directors next following such increase or until a successor Director is elected and qualified, whichever occurs first. A Director elected to fill a vacancy of less than one year shall be eligible for election to two full three-year terms without the one-year break in service described herein.

Section 7. Removal of Directors. Directors may be removed from office at any time, with or without cause, upon a two-thirds vote of all of the Directors then in office.

Section 8. Chair. The Chair shall be the Director holding the office of President of the Organization and shall preside over the Board of Directors. In the absence of the Chair, the Vice President shall serve as Chair *pro tem*. If there is not a Vice President, the Treasurer shall serve as Chair *pro tem*.

Section 9. Annual Meeting. A regular meeting of the Board of Directors shall be held each year in person at a place and time as determined by the Board of Directors.

Section 10. Regular and Special Meetings. The Board of Directors may provide by resolution the time and place, either within or without the State of Florida, for the holding of regular meetings, other than the annual meeting, of the Board of Directors without other notice than such resolution. Any Director may call a special meeting of the Board of Directors. Such meetings shall be held at such time and place, and for such purposes, as may be designated in the notice of meeting by the person or persons calling the meeting. Meetings may be held by telephonic or other electronic means as long as each participant may hear and be heard clearly by all other participants

Section 11. Notice of Special Meetings. Notice of special meetings of the Board of Directors shall be in writing, signed by the President, the Vice President or the Treasurer, and shall be served personally or sent to each Director by U.S. mail, courier, or electronic mail addressed to his last known address and mailed at least ten days before the time designated for such meeting. All notices of special meetings shall state the time and place of such meetings.

Section 12. Waiver of Notice. Any meeting of the Board of Directors and any action otherwise properly taken at such meeting shall be valid, if notice of the time, place and purposes of the meeting shall be waived in writing before, at or after the meeting by all Directors to whom timely notices were not sent as provided in these Bylaws.

Section 13. Quorum. A majority of the Directors in office, present in person, by telephone or by other electronic means, shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a smaller number may adjourn any such meeting to a later date. At least five days' notice of such adjourned meeting shall be given in the manner provided in Section 10 of this Article to each Director who was not present at such meeting unless such Directors shall waive notice thereof.

Section 14. Action by Majority Vote. Except as otherwise expressly required by law or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 15. Action by Directors without a Meeting. Any action that may or must be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be approved by all of the Directors. Such written consent may be in the form of a facsimile or electronic mail.

ARTICLE V. COMMITTEES

Section 1. Constitution and Powers. The Board of Directors may, by resolution adopted by the majority of the Directors in attendance at a meeting at which a quorum is present, establish Committees with such authority and responsibilities as the Board of Directors may from time to time determine. Each Committee shall keep a record of its acts and shall promptly report such acts to the President.

Section 2. Membership. The President shall appoint the members of each Committee. Each Committee will have at least one member of the Board of Directors as a member of the Committee, and that member will serve as liaison with the President and the Board of Directors. Both Regular and Affiliate Members may serve as members of Committees.

Section 3. Term of Office. Each member of a Committee shall serve from the time of appointment until the next annual meeting of the Board of Directors or until his successor is appointed, whichever occurs later, unless the Committee shall be sooner terminated, or such member is removed from such Committee, or such member shall cease to qualify as a member thereof.

ARTICLE VI. OFFICERS

Section 1. Officers. At a minimum, the Officers of the Corporation shall be a President and a Treasurer, each to have such duties or functions as are provided in these Bylaws or as the Board of Directors may from time to time determine. The Board of Directors may elect such additional Officers as it may from time to time determine. One person may hold more than one office, except that the offices of President and Treasurer shall not be combined in one person.

Section 2. Term. The Officers of the Corporation shall first be elected by the initial Board of Directors, and thereafter shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. The term of office of each Officer (including any Officer who may occupy an additional office created by the Board of Directors) shall be one year and until his successor is elected and has qualified. The maximum number of consecutive terms that an individual may serve as an Officer is three. A member of the Board of Directors who is elected as an Officer will continue to serve the three-year term as a Director concurrently with service as an Officer.

Section 3. Removal. Any Officer elected or appointed by the Board of Directors may be removed, either with or without cause, by resolution passed by the Board of Directors at any regular or special meeting, but only by a majority vote of all the Directors then in office.

Section 4. Resignations. Any Officer may resign at any time, orally or in writing, by notifying the Board of Directors. Such resignation shall take effect at the time therein specified and the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office caused by death, resignation, removal, disqualification or other cause may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 6. President. The President shall be the chief executive officer of the Corporation, shall have general supervision over the affairs of the corporation, shall chair meetings of the Board of Directors, and shall perform all duties incident thereto and such other duties as may from time to time be assigned to him by the Board of Directors.

Section 7. Treasurer. The Treasurer shall oversee the collection of funds and an accounting of all moneys received and expended for the use of the Corporation; shall make reports of the finances of the Corporation at each annual meeting and when called upon by the Chair; and shall perform such related duties as shall be directed by the Board of Directors or the President. The funds, books and vouchers in the hands of the Treasurer or designated staff member shall at all times be subject to the inspection, supervision and control of the Board of Directors and the President, and at the expiration of his term of office, the Treasurer shall turn over to the successor in office all books, monies and other properties.

The books and records maintained by the Treasurer or designated staff member shall be subject to an independent review to the extent deemed necessary by the Board of Directors.

Section 8. Other Officers. If the office of Vice President exists, the Vice President shall serve as President-elect for the following year's term. The Vice President shall act as Secretary of all meetings of the Board of Directors and shall keep the minutes thereof. If there is not a Vice President, the President shall designate a note taker for minutes.

Other Officers elected or appointed by the Board of Directors shall, in general, perform such duties as shall be assigned to them by the President, or the Board of Directors.

ARTICLE VII.
AUTHORITY TO SPEAK ON BEHALF OF THE CORPORATION

Section 1. Corporation Spokespersons. The Executive Director shall be authorized to speak on behalf of the Corporation on public policy issues. On issues which require immediate response, the Executive Director shall consult with the President, if possible, prior to making a public statement. If there is no opportunity to consult the President, the Executive Director will qualify the statement by describing it as a preliminary position and explain that the matter will be brought to the attention of the Board of Directors at the next scheduled meeting so that a formal policy position can be approved and disseminated.

Section 2. Education and Discussion. The Corporation's forums may appropriately be used to educate Members about and discuss such legislative, regulatory, or standard-setting matters.

Section 3. No Infringement of Individual Rights. Individual Members are entitled and encouraged to represent their own interests or the interests of their foundation or organization as they may deem to be appropriate in such matters.

ARTICLE VIII.
CONTRACTS, CHECKS,
DRAFTS, BANK ACCOUNTS, VOTING OF SECURITIES, ETC.

Section 1. Execution of Contracts. The Board of Directors, except as otherwise provided in these Bylaws, may prospectively or retroactively authorize the executive director or any Officer or Officers, agent or agents, in the name and on behalf of the Corporation, and in the administration of an approved program, to enter into any contract or execute and deliver any instrument, and any such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts and other orders for payment of money out of the funds of the Corporation and all notes and other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or by any similar restrictions. Such investments shall be managed according to the 'prudent man' standard.

Section 4. Deposits. The funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation in such banks, trust companies or other

depositories as the Board of Directors may select or as may be selected by the executive director or any one or more Officers or agents of the Corporation to whom such power may from time to time be delegated by the Board of Directors.

Section 5. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purposes of the Corporation.

**ARTICLE IX.
COMPENSATION OF OFFICERS AND DIRECTORS**

Section 1. Compensation of Officers and Directors. Officers and Directors shall not receive any compensation for their services. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor, provided however that the Corporation shall make no payment that would constitute "self-dealing" as defined in Section 4941 of the Internal Revenue Code of 1986, as amended from time to time.

**ARTICLE X.
BOOKS AND RECORDS**

Section 1. Books and Records. There shall be kept at the administrative office of the Corporation, correct books of accounts of all the business and transactions of the Corporation. The books shall be available to the organization's officers and Executive Director at all times.

**ARTICLE XI.
FISCAL YEAR**

Section 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

**ARTICLE XII.
LIABILITY AND INDEMNIFICATION**

Section 1. Liability. In the absence of fraud or bad faith, the Directors of the Corporation shall not be personally liable for its debts, obligations or liabilities.

Section 2. Indemnification. The Corporation shall indemnify any Director or Officer or former Director or Officer of the Corporation, or any person who may have served at its request as a Director or Officer of another corporation against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such Director or Officer, except in relation to matters as to which he shall be

finally adjudged in such action, suit, or proceeding to have been willfully or grossly negligent in the performance of his duties as a Director or Officer. Such indemnification shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled under any Bylaw, agreement, vote of the Board of Directors or otherwise.

Section 3. Prohibition Against Self-Dealing. Anything contained in this Article to the contrary notwithstanding, the Corporation shall in no event indemnify any person otherwise entitled to such indemnification if such indemnification would constitute "self-dealing" as defined in Section 4941 of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE XIII. AMENDMENTS OF BYLAWS

Section 1. Amendments by Directors. Except as provided in Section 2 of this Article, these Bylaws or any one or more of the provisions thereof may at any duly constituted annual, regular or special meeting of the Board of Directors, by two-thirds vote of the Directors present in person at such meeting, be amended by changing, altering, suspending, supplementing or repealing the same, if at least ten days' written notice is given of intention to alter, amend, repeal or to adopt new Bylaws at such meeting. A trustee may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this subsection shall constitute presence in person at the meeting.

Section 2. Change of Place of Annual Meeting. No amendment to these Bylaws changing the time or place for holding any annual meeting of the Board of Directors for the election of Directors shall be made within five days preceding the holding of any such meeting.