

BYLAWS
OF
Open Government Partnership Secretariat

As Adopted as of

January 17, 2019

ARTICLE I
NAME AND PURPOSES

Section 1.1 Name: The name of the organization is Open Government Partnership Secretariat (hereinafter referred to as the “Corporation”).

Section 1.2 Purposes: The Corporation supports the operations of the Open Government Partnership (“OGP”), an unincorporated association that is a voluntary, multi-stakeholder international initiative that aims to secure concrete commitments from governments to their citizenry to promote transparency, empower citizens, fight corruption, and harness new technologies to strengthen governance. The Corporation comprises the Support Unit of the OGP and the administration of the OGP Independent Reporting Mechanism.

ARTICLE II
ELECTRONIC MAIL

Section 2.1 Action by Electronic Mail: Any requirement in these bylaws of writing or that something be in written form may be met by any form of information inscribed on a tangible medium or that is stored in an electronic or other medium and is retrievable in perceivable form.

ARTICLE III
AUTHORITY AND DUTIES OF DIRECTORS

Section 3.1 Authority of Directors: Except as otherwise provided in the articles of incorporation or these bylaws, all corporate powers shall be exercised by or under the authority of the board of directors of the Corporation (hereinafter referred to as the “Board”), and the activities and affairs of the Corporation shall be managed by or under the direction, and subject to the oversight, of the Board. The Board shall provide legal and fiscal oversight over the operations of the Corporation.

- Section 3.2 Number of Directors: The Board shall consist of no more than six (6) nor fewer than three (3) Directors. Within those limits, the number of Directors may be increased or decreased from time to time, and the limits may be changed by amendment to these Bylaws so long as the minimum number of Directors is never fewer than three; however, a change in the number of Directors shall not remove a Director from his or her position as a Director prior to the expiration of his or her term of office. The Senior Staff Person shall serve *ex officio* as a non-voting member of the Board. Provisions below pertaining to election, term, removal, and vacancies apply to the voting directors.
- Section 3.3 Election and Term of Directors: The initial Directors shall be appointed by the incorporator, as required by applicable law in the District of Columbia. Directors shall thereafter be appointed by the OGP Steering Committee for a term of three years. The Directors shall be divided into three (3) groups, with the number of Directors in each group as near as possible to one third of the entire Board. The terms of office of all Directors in one group shall expire in the same year. In order to commence this staggering of Board terms, the initial Directors appointed by the incorporator shall be divided into three groups of approximately equal size, with each group to serve terms of two, three, and four years as designated by the incorporator upon their appointment. In exercising its authority to appoint directors, the OGP Steering Committee may appoint an individual, or may designate that the director's position is to be filled by the person holding a specified position with an NGO or government body.
- Section 3.4 Resignation and Removal: Resignations are effective upon receipt by the Secretary (or receipt by the Chair or other officer if the Secretary is resigning) of written notification or a later date if provided in the written notification. One or more Directors may be removed, with or without cause, by the OGP Steering Committee or any other body or committee designated by the OGP Steering Committee if the Steering Committee or other designated body deems it to be in the best interest of the Corporation.
- Section 3.5 Vacancies: Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of a term may be filled by the OGP Steering Committee, or any other body or committee designated by the OGP Steering Committee. A Director appointed to fill a vacancy shall serve for the remainder of the unexpired term of his or her predecessor and shall hold office until his or her successor is appointed and qualified. A vacancy that will occur at a specific later date, by reason of resignation effective at a later date or otherwise, may be filled before the vacancy occurs but the new Director shall not take office until the vacancy occurs.
- Section 3.6 Meetings: The Board shall hold at least two (2) regular meetings annually, one of which shall be designated as the Annual Meeting. Notice of regular meetings shall be provided at least fourteen (14) days in advance, except that Board may set a schedule for meetings at the beginning of each one-year (or shorter) period, and

notice of that schedule shall be sufficient notice of all regularly scheduled meetings for that period.

Special meetings may be called by the Chair or by any two (2) Directors. The notice of a special meeting must precede the meeting by at least five (5) days. Notice of any board meeting shall be communicated in person or in writing. Notice of both regular and special meetings shall be effective at the earliest of (1) when received; (2) when left at the recipient's residence or usual place of business; (3) five days after deposit in the US mail or with a commercial delivery service; (4) on the date shown on a return receipt; or (5) if sent electronically to an address provided by the Director for the purpose, when it enters the information processing system designated for receipt of electronic communications.

Waivers of Notice: Whenever notice is required to be given to any Director under any provision of law, the Articles of Incorporation, or these Bylaws, a waiver in writing signed by the Director entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The waiver must specify the meeting for which notice is waived and must be filed with the minutes or the corporate records. A Director's presence at a meeting, in person or by teleconference, waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

Section 3.7 Quorum and Voting: Unless a greater proportion is required by law, a quorum shall consist of a majority of the total number of voting Board members in office. Unless otherwise stated in these Bylaws or required by law, all actions shall be by majority vote of those present at a meeting at which a quorum is present.

Section 3.8 Emergency Powers: In the event of an emergency, the Board may:

- a. Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent; and
- b. Relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so.

An emergency exists for purposes of this section if a quorum of the directors cannot readily be assembled because of some catastrophic event and the OGP Steering Committee is unable to convene to fill vacancies or otherwise allow the Corporation to function.

Section 3.9 Action Without a Meeting: Any action required or permitted to be taken at a meeting of the Board or of any committee may be taken without a meeting if all of the members of the Board or committee entitled to vote thereon consent in writing to the specific action and the written consents are included in the minutes or filed with the corporate records reflecting the actions taken. Action taken under this section is effective when the last Director signs (including by electronic

means) the consent, unless the consent specifies an earlier or later effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

- Section 3.10 Participation in Meeting by Conference Telephone: Any or all members of the Board may participate in a meeting by communications technology, so long as members of the Board participating in the meeting can hear one another simultaneously, and such participation shall constitute presence in person at the meeting.
- Section 3.11 Inspection: Every Director shall have the right at any reasonable time to inspect and copy all books, records, and documents of this corporation to the extent reasonably related to the performance of the director's duties as a director.
- Section 3.12 Compensation of Directors: Directors shall not be compensated for serving on the Board, but the Corporation may reimburse Directors for documented reasonable expenses incurred in the performance of their duties to the Corporation.

ARTICLE IV COMMITTEES

- Section 4.1 Composition: The Board may designate committees and appoint committee members. Committees shall consist only of Directors and include at least two (2) individuals. The creation of committees and appointment of Directors to Board committees shall be approved by the affirmative vote of a majority of all Directors in office when the action is taken.
- Section 4.2
- Section 4.3 Procedures and Authority: The Board may make provisions for appointment of the committee chair, establish procedures to govern committee activities, and delegate authority as may be necessary or desirable for the efficient management of the property, affairs, and/or activities of the Corporation. Notwithstanding the foregoing, the sections in Article III of these Bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board apply to committees and their members as well.
- Section 4.4 Audit Committee: The Corporation shall have an audit committee, composed only of members of the Board. It will be created in line with the process in section 4.01 and subject to the procedures and authority in section 4.02. . If the Board has created a Finance Committee for the Corporation, members of that committee may not constitute a majority of the Audit Committee, and the Audit Committee may not be chaired by a member of the Finance Committee. The Audit Committee works under the supervision of the Board of Directors and is responsible for making recommendations on engaging and compensating an independent Certified Public Accountant (CPA) to perform a financial audit of the Corporation. The Audit Committee may negotiate the CPA's compensation on behalf of the Board. The Audit Committee shall have responsibilities as

determined by the Board, and in any event must, (i) confer with the CPA to satisfy the Audit Committee that the financial affairs of the Corporation are in order, and (ii) review the audit and decide whether to accept it. Further, the Audit Committee must approve any non-audit services to be provided by the CPA and ensure that such services conform to the standards in the Yellow Book issued by the U.S. Comptroller General.

ARTICLE V
AUTHORITY AND DUTIES OF OFFICERS,
AGENTS, AND EMPLOYEES

Section 5.1 Officers: The officers of the Corporation shall be a Chair, a Secretary, a Treasurer, and such other officers as the Board may designate. The Chair, Secretary, and Treasurer shall be Board members. A senior staff person hired by the Board pursuant to Section 5.07 may also be an officer of the Corporation, but Section 5.02, Section 5.04, Section 5.05, and Section 5.06 of these Bylaws shall not apply to the senior staff person. Two (2) or more offices may be held by the same person, except the same person may not serve as both Treasurer and Chair.

Section 5.2 Election of Officers; Terms of Office: The Chair, the Secretary, the Treasurer, and other officers, if any are designated, shall serve terms of one (1) year, and shall be elected by the Board at its Annual Meeting in each year. The terms of office shall expire at the next succeeding Annual Meeting and until an officer's successor has been elected and qualified. The appointment of an officer does not itself create any contract right. Officers shall be eligible for reelection.

Section 5.3 Powers and Duties of Officers: Subject to the control of the Board of Directors, all officers shall have such authority and shall perform such duties as may be provided in these Bylaws or by resolution of the Board. An officer shall discharge his or her duties in good faith; with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the officer reasonably believes to be in the best interests of the Corporation.

Chair: The Chair shall preside at all meetings of the Board of Directors, shall perform all duties customary to that office, and shall supervise and control all of the affairs of the Corporation in accordance with the policies and directives approved by the Board of Directors.

Secretary: The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and in general shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and the Secretary shall have the authority to affix the same to any instruments requiring it; and when so affixed, it may be attested to by his or her signature.

The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his or her signature.

Treasurer: The Treasurer shall be responsible for all funds and securities of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation and shall deposit or cause to be deposited all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or Director of the Corporation and shall perform or delegate and supervise the performance of all other duties incident to the office of Treasurer, subject to the supervision of the Board.

Section 5.4 Resignation: Resignations are effective upon receipt by the Secretary (or receipt by the President or other officer if the Secretary is resigning) of written notification or a later date if provided in the written notification.

Section 5.5 Removal: One or more officers may be removed by the Board at a meeting called for that purpose, if the Board determines that such removal is in the best interest of the Corporation.

Section 5.6 Vacancies: Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of a term may be filled by the Board for the remainder of the unexpired term.

Section 5.7 Senior Staff Person: The Board of Directors shall hire a senior staff person of the Corporation, who may be known as the Executive Director, the Chief Executive Officer, or whatever other title the Board may approve. Unless a contract, these Bylaws, or a law provide otherwise, the Board may remove such senior staff person at any time with or without cause at a meeting called for that purpose. In making decisions regarding the hiring, supervision, or termination of the senior staff person, the Board shall consult closely with the OGP Steering Committee. The senior staff person shall have general and active management of the programs and affairs of the Corporation including the hiring and supervision of staff, and shall see that all orders and resolutions of the Board are carried into effect. The senior staff person shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

ARTICLE VI
INDEMNIFICATION

- Section 6.1 Indemnification: Any person who was or is a director or officer of the Corporation or who, while a director or officer of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another entity, shall be indemnified by the Corporation against all liabilities and expenses reasonably incurred by him or her arising out of or in connection with any threatened, pending, or completed civil action, arbitration, mediation, administrative proceeding, criminal prosecution, and investigatory action pursuant to D.C. Code Title 29, Chapter 4, Subchapter VI, Part E.
- Section 6.2 Contractual Rights of Other Persons: Nothing contained in this Article VII shall affect any right to indemnification to which persons other than directors and officers of the Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.
- Section 6.3 Insurance: The board of directors shall authorize the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against that liability under the provisions of this Article VI; provided, however, that the Corporation shall not have the power to purchase and maintain such insurance to indemnify any agent of the Corporation where such indemnification would be prohibited by law.

ARTICLE VII
FINANCIAL ADMINISTRATION

- Section 7.1 Fiscal Year: The fiscal year of the Corporation shall be January 1 to December 31 but may be changed by resolution of the Board.
- Section 7.2 Budget: The Board of Directors shall approve an annual operating budget for the Corporation, which shall be developed in close consultation with the OGP Steering Committee.
- Section 7.3 Checks, Drafts, and Contracts: The Board of Directors shall adopt financial policies that state who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other instruments of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.
- Section 7.4 Annual Financial Statements: Complete financial statements shall be presented to and reviewed by the Board after the close of each fiscal year, and at a Director's request.

ARTICLE VIII
CONFLICT OF INTEREST POLICY

Section 8.1 Purpose: The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Corporations. This policy likewise does not affect the applicability of ethics law or rules applicable to any government employees from any country who serve on the Board.

Section 8.2 Policy: Anyone making decisions on behalf of the Corporation should always act based on the best interests of the organization, and no individual associated with the Corporation should use his/her position for personal benefit, for the benefit of friends or relatives, or to further any outside interests or personal agenda. This standard applies to all transactions and decisions, whether or not covered by the detailed policies and procedures below.

Section 8.3 Definitions:

(A) An interested person may be a director, officer or staff member of the Corporation.

(B) A potential conflict of interest exists whenever the personal, professional or financial interest of an interested person is opposed to that of the organization, or when such an interest or any conflicting fiduciary duty might influence the interested person's actions and judgment on behalf of the Corporation. A potential conflict also exists when there is an appearance that an interested person's actions may be influenced by a competing interest or duty.

(C) A conflict of interest exists whenever an interested person's competing interest or fiduciary duty is substantial enough that the interested person cannot reasonably be expected to exercise independent judgment and take action in the best interest of the Corporation.

Conflicts of interest most frequently arise in (but are in no way limited to) the context of:

- decisions about an interested person's compensation (as a contractor or employee);
- decisions about transactions with entities in which an interested person holds an ownership interest;
- decisions about transactions with an entity by which an interested person is employed.

Conflicts (or the appearance of conflicts) may also arise when the Corporation is contemplating a transaction with a close relative or domestic partner of an interested person, or any entity in which such a related person has an ownership interest or which employs such a person.

Conflicts of interest will generally not be considered to arise when the potential benefit to the interested person is tenuous or remote, such as an interested person with investments in a mutual fund which holds a small amount of stock in a particular company. In addition, the fact that an interested person is also a director, officer, member or volunteer of a not-for-profit organization that obtains or seeks funds from institutions or individuals from which the Corporation also obtains or seeks funds shall not by itself be deemed to be a conflict of interest if there are otherwise no indications that the interested person has a conflict of interest.

Section 8.4 Procedure: Board: Whenever a director or officer, becomes aware of a potential conflict of interest, whether financial or otherwise, s/he shall make the situation known to the board or committee (as the case might be) and provide all facts material to understanding the nature and scope of the conflict, including whether the interested person believes his or her ability to make an independent decision based solely on the best interest of the Corporation has been compromised. If the interested person involved does not make this disclosure, another director or committee member with knowledge of the potential conflict should draw it to the body's attention.

The interested person with the potential conflict must withdraw from the meeting and not participate in final discussion and voting on the existence of the conflict. If a conflict is found to exist, the interested person may be invited to provide any relevant information that could be of use to the board in making its decision, but shall again withdraw and not participate in the final discussion and voting regarding the transaction. The board or committee's decision shall be based on consideration of whether the transaction:

- a. is in the organization's best interest and for its own benefit;
- b. is fair and reasonable to the organization; and
- c. is the most advantageous transaction or arrangement the organization can obtain with reasonable efforts under the circumstances.

Section 8.5 Procedure: Staff: Whenever a staff member becomes aware of a potential conflict of interest in an area where s/he exercises any discretion in carrying out her/his duties for the Corporation, s/he shall promptly disclose the potential conflict to the Executive Director. If the Executive Director has a potential conflict, s/he shall disclose it to the board. The person or body to whom disclosure is made (hereinafter "supervisor") shall determine whether there is a conflict that requires recusal of the interested person. When a conflict is found to exist, the interested person shall provide the supervisor with all information s/he

has relevant to any decision to be made in which s/he has an interest, and the final decision shall be made by the supervisor.

Section 8.6 Annual Distribution, Acknowledgment, and Disclosure: This conflict of interest policy shall be distributed annually to all directors, officers, members of board committees, and staff. All covered people shall sign an annual acknowledgment that they have received a copy of this policy, understand it, and agree to abide by its terms.

ARTICLE IX COMPENSATION AND BUSINESS RELATIONSHIPS POLICY

Section 9.1 Compensation Policy: In establishing appropriate compensation levels, whether as employees or under contractual arrangements, for an individual who is an officer, or anyone else exercising substantial influence over the Corporation, the Board or committee shall: (i) recuse and exclude any persons who receive directly or indirectly a substantial portion of their income from the Corporation; (ii) rely on appropriate comparative data, including comparable agreements in similar organizations; compensation levels for similar positions in both exempt and taxable organizations; and regional economic data; (iii) document the bases upon which the Board (or committee) relies for its compensation determinations; and (iv) record the names of the persons who were present for discussions and votes relating to the compensation and tallies of any votes taken during consideration of the compensation.

Section 9.2 Compensation Committee: The Board, may, if it chooses, establish a compensation committee as provided in Section 4.01 to set appropriate levels of compensation. A compensation committee shall consist solely of disinterested persons with respect to the transaction in question and shall follow the above-outlined procedures.

Section 9.3 Shared Employees: For any employees shared by the Corporation and another organization, the Board may, if it chooses, adopt a policy that compensation for some or all such employees shall be at an amount set by the other organization, but only if the Board of the Corporation determines that the other organization has adopted and complies with a policy and procedures to ensure that compensation arrangements and benefits are reasonable and based on competent survey information.

Section 9.4 Periodic Reviews: To help ensure the Corporation avoids private inurement, impermissible private benefit, and excess benefit transactions, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include (i) whether compensation arrangements and benefits are reasonable and set in accordance with Section 9.01; and (ii) whether partnerships, joint ventures, and arrangements with management corporations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and

services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Section 9.5 Use of Outside Experts: When setting compensation pursuant to Section 9.01 or conducting the periodic reviews as provided for in Section 9.04, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that compensation is reasonable and that periodic reviews are conducted.

ARTICLE X RECORDS

Section 10.1 Recordkeeping: The Secretary or his or her designee shall keep or cause to be kept adequate minutes of all Board meetings and all meetings of committees that shall, at a minimum, contain (i) in general, the names of those in attendance, any resolutions passed, and the outcomes of any votes taken; (ii) with regard to potential conflicts of interest, the names of the persons who disclosed or otherwise were found to have an interest in connection with an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed; (iii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings. The Corporation shall maintain and keep as permanent records the following documents: minutes of all meetings of the Board and of its committees; a record of all actions taken by the Directors without a meeting; a record of all actions taken by committees of the Board on behalf of the Corporation; and appropriate accounting records.

Section 10.2 Public Disclosure: After receiving IRS recognition of its federal tax-exemption, the Corporation shall comply with legal requirements requiring public disclosure of copies of the exemption application as filed (including all correspondence with the IRS) and any Form 990 (information tax return) filed within the past three years.

ARTICLE XI AMENDMENT OF BYLAWS

Section 11.1 Amendments: These Bylaws may be amended by majority vote of the entire Board, provided, however, that no amendment to Sections 1.02, 3.03, 3.04, 3.05, 5.07, 7.02, Article VIII or this Article XI shall be effective until also approved by the OGP Steering Committee.