

**AMENDED AND RESTATED BYLAWS
OF
WORLD WIDE WEB CONSORTIUM, INC.**

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**AMENDED AND RESTATED BYLAWS
OF
WORLD WIDE WEB CONSORTIUM, INC.**

**ARTICLE I
REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS**

The address of the registered office of this corporation in the State of Delaware, and the name of its registered agent at such address, shall be specified in the Certificate of Incorporation. Notwithstanding the foregoing, this corporation's principal place(s) of business may be different from its registered office, and may be located from time to time at any place as may be designated by the Board of Directors of this corporation, including a place outside of the State of Delaware.

**ARTICLE II
W3C PROCESS DOCUMENT**

The W3C Process Document (as the same may be amended, modified, supplemented, revised, and/or restated from time to time, the "Process Document") sets forth certain aspects of the organizational structure of this corporation and the processes, responsibilities, meetings (other than meetings of the members of this corporation or Board of Directors described herein) and functions that enable this corporation to accomplish its mission. In accordance with Article Fourth of the Amended and Restated Certificate of Incorporation of this corporation (as the same may be amended and/or restated from time to time, the "Certificate of Incorporation"), the Consortium Members (as defined below) shall have the power, and shall have the exclusive right, to amend, modify, supplement, revise, and/or restate the Process Document pursuant to the terms of the Process Document itself.

**ARTICLE III
MEMBERS**

Section 1. Classes of Members and Conditions of Membership. This corporation shall have three (3) classes of membership. Subject to the last sentence of paragraph (b) below, a person's status as a member of a class of members shall not affect such person's status as a member of any other class, if applicable, such that a person may be a member of two or more classes of members; provided, that for purposes of determining the number of members generally, such person shall constitute a single member. For purposes of these Bylaws, "person" shall mean an individual, partnership, corporation, limited liability company, business trust, joint stock company, trust, unincorporated association, joint venture, governmental authority or other entity of whatever nature. The three (3) classes of members are as follows:

(a) Consortium Members. W3C Membership is open to all persons who (i) meet the eligibility requirements as set forth in the Process Document and (ii) commit to the terms of the Member Agreement, the Process Document and any documents incorporated by reference therein (including, without limitation, the Patent Policy). Any person that is a W3C Member

(pursuant to a Member Agreement in full force and effect) and is not a “Member Association” (defined below) shall be a “Consortium Member.” Each Consortium Member shall designate one (1) individual to act on its behalf and serve as its point of contact (such individual, a “Consortium Member Representative”) and may change its Consortium Member Representative at any time by written notice to this corporation. Each Consortium Member Representative will be included in the member roll in accordance with Article III, Section 8. For purposes of these Bylaws, a “Member Association” means a consortium, user society, or association of two or more individuals, companies, organizations or governments, or any combination of these entities that has the purpose of participating in a common activity or pooling resources to achieve a common goal other than participation in, or achieving certain goals in, W3C. The Board of Directors or any Board Committee authorized by the Board of Directors has final authority to determine whether a person is a Member Association and shall exercise reasonable discretion in making this determination.

(b) Partner Member. Partner Members help ensure global participation in the World Wide Web Consortium to help fulfill its mission. Any person that has entered into a Partnership Agreement that is in full force and effect with this corporation (or, through 2022, a 2022 Host Agreement) shall be a “Partner Member.” This corporation shall not have more than four Partner Members nor be party to more than four Partnership Agreements at any one time. The decision to enter into or renew a Partnership Agreement shall be approved by the Board by the Requisite Board Vote (as defined in Article IV, Section 10 below) without counting the vote of the director elected by the Partner in question for the purposes of quorum or voting, in accordance with paragraph C of Article Seventh of the Certificate of Incorporation or any successor provision thereto. Each Partner Member shall designate one (1) individual to act on its behalf and serve as its point of contact (such individual, a “Partner Member Representative”) and may change its Partner Member Representative at any time by written notice to this corporation. Each Partner Member Representative will be included in the member roll in accordance with Article III, Section 8. Notwithstanding anything to the contrary herein, any Partner Member that is also a Consortium Member (for so long as it holds membership in both classes), shall not be permitted to vote in its capacity as a Consortium Member.

(c) Director Member. Each individual in office as a director of this corporation shall automatically be a “Director Member” of this corporation and shall continue from the time of such individual’s election or appointment and until such person’s death, resignation, removal or disqualification, such that all directors in office at any time shall constitute all Director Members. For the avoidance of doubt, the status of any person as a Director Member shall terminate immediately and without further action upon such individual’s ceasing to be a director for any reason.

Section 2. Termination of Membership.

(a) Consortium Members. Membership in this corporation as a Consortium Member shall terminate (i) on the date of the expiration or earlier termination of the applicable Member Agreement or (ii) at such time as decided by the Board of Directors, if the Board of Directors determines upon the Requisite Board Vote (as defined in Article IV, Section 10 Article IVSection 10below) that a Consortium Member (x) should be terminated because the Consortium Member has not timely paid its Member Fee (as such term is defined in the

applicable Member Agreement), (y) is in breach of or has committed a breach of any material obligations under the applicable Member Agreement, the Process Document, and/or any documents incorporated by reference therein (including, without limitation, the Patent Policy), or (z) has not complied with the requirements of the Certificate of Incorporation or these Bylaws (including, without limitation, the designation of a Consortium Member Representative and/or Partner Member Representative, if applicable).

(b) Partner Members. Membership in this corporation as a Partner Member shall terminate on the date of the expiration or earlier termination of the applicable Partnership Agreement (or, if applicable, a 2022 Host Agreement).

(c) Director Members: Membership in this corporation as a Director Member shall terminate in accordance with the terms set forth in Section 1(c) above.

Section 3. Meetings of Members. Except where otherwise noted, references in these Bylaws to any meetings of the members shall mean corporate membership meetings conducted pursuant to this Section 3, and not any meetings required by or referenced in the Process Document. The quorum, notice, voting, and other meeting requirements set forth herein shall apply only to corporate membership meetings and do not apply to any other meetings required by or referenced in the Process Document.

(a) Annual Meetings. Each class of members shall hold an annual meeting for the election or designation of directors and for such other business as may properly come before each such class (as the case may be) on a date fixed by the Board of Directors, at a time and place (if any) designated by the Board of Directors. As permitted by and in accordance with Section 215(a) of the Delaware General Corporation Law, this corporation shall not require any annual or regular meetings of all members.

(b) Special Meetings. Special meetings of any class of members or of all the members may be called by the Board of Directors upon the Requisite Board Vote (as defined in Article IV, Section 10 Article IVSection 10below). In addition, any twenty (20) Consortium Members may call a meeting of the Consortium Members, any two (2) Partner Members may call a meeting of the Partner Members, and any two (2) Director Members may call a meeting of the Director Members. Business transacted at any special meeting shall be limited to the purpose stated in the applicable notice.

Section 4. Quorum.

(a) At all meetings of the Consortium Members, the lesser of (x) fifty (50) Consortium Members or (y) ten percent (10%) of all Consortium Members must be present (including by proxy) to constitute a quorum for the transaction of business.

(b) At all meetings of the Partner Members, at least a majority of all Partner Members must be present (including by proxy) to constitute a quorum for the transaction of business.

(c) At all meetings of the Director Members, quorum shall be determined in accordance with the provisions of Article IV Article IVof these Bylaws concerning meetings and

actions of the Board of Directors, with such changes in content as are necessary to substitute the Director Members for the Board of Directors.

(d) At meetings of all the members of this corporation (if any), the quorum requirements for the Consortium Member class must be met in order to constitute a quorum for the transaction of business.

Section 5. Adjournment of Meetings. In the absence of a quorum, the chairperson of the meeting or the members entitled to vote at the meeting that are present in person or represented by proxy shall have the power to adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present or represented. At any such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member entitled to vote at the meeting.

Section 6. Notice. Except as otherwise provided by law, for all meetings of members (other than meetings of the Director Members), a notice stating the place, if any, date and time of the meeting, the means of remote communications, if any, by which members may be deemed to be present in person and vote at such meeting, will be given by mail, facsimile transmission, telegraph, telex, courier service, electronic mail or hand delivery, and will be given not less than ten (10) business days nor more than sixty (60) days before the date of the meeting to each member entitled to vote at such meeting. Minimum notice of meetings of the Director Members shall be as specified for meetings of the Board of Directors in Article IV, Section 8, below. Notice of special meetings will indicate the purpose for which they are called. Notice of meetings need not be given to any member who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such member.

Section 7. Voting by Members. Subject to the provisions of Section 1(b) above (concerning Partner Members that are also Consortium Members) and unless provided in the Certificate of Incorporation or required by law, at any meeting of the Consortium Members, Partner Members, and/or Director Members, each member present, in person or by proxy, that is entitled to vote as determined in accordance with the provisions of Section 9 below (regarding record dates), will be entitled to one (1) vote.

(a) Consortium Members. The Consortium Members shall have the following voting rights, in each case, voting separately as a class:

(i) The exclusive right to elect the Consortium Directors, as provided in Article IV, Section 3(a) below;

(ii) The right to vote on the removal of any director, as provided in Article IV, Section 5 below;

(iii) The right to vote on the amendment or repeal of these Bylaws as provided in Article X, Section 3 below;

(iv) The right to approve any sale, lease, transfer, or other disposition of all or substantially all of the assets or properties of this corporation;

(v) The right to approve any merger of this corporation;

(vi) The right to approve dissolution of this corporation; and

(vii) The right to vote on any other matters that may properly be presented to the members for a vote, pursuant to the Certificate of Incorporation, these Bylaws, or action of the Board of Directors, or by operation of law.

(b) Partner Members. The Partner Members shall have the right to elect the Partner Directors as provided in Article IV, Section 3(b) below and the right to remove the Partner Directors as provided in Article IV, Section 5 below, but shall have no other voting rights in their capacity as members, excepting only voting rights required by the Delaware General Corporation Law (if any).

(c) Director Members. The Director Members shall have the right to elect the Board-Elected Directors as provided in Article IV, Section 3(c) below, the right to remove the Board-Elected Directors as provided in Article IV, Section 5 below, and the right to fill certain vacancies on the Board of Directors as provided in Article IV, Section 4 below, but shall have no other voting rights in their capacity as members, excepting only voting rights required by the Delaware General Corporation Law (if any).

Section 8. Member Roll. This corporation shall maintain at its principal place(s) of business a member roll containing the following information with respect to each member: name and address; class(es) of membership; name(s) and contact information of its Consortium Member Representative and/or Partner Member Representative, if applicable; and whether the member is current with respect to its dues or other fees assessed under its Member Agreement and/or Partnership Agreement (or, through 2022, a 2022 Host Agreement), if applicable. Termination of the membership of any member shall be recorded in the roll, together with the date of such termination. Membership in this corporation is a matter of public record; however, this corporation shall not sell or otherwise make the member roll available to third parties unless required by applicable law.

Section 9. Record Dates. In accordance with Section 215(f) of the Delaware General Corporation Law, in order that this corporation may determine the members entitled to vote at any meeting of members or any adjournment thereof, entitled to express consent to an action in writing without a meeting, or for the purpose of any other lawful action, the record date for any such determination shall be the date four (4) weeks prior to the date of such meeting or action. The record date for determining members for any other purpose shall be determined by the Board of Directors; provided, that no record date may precede any action by the Board of Directors fixing such record date.

Section 10. Proxies. In accordance with Sections 212 and 215 of the Delaware General Corporation Law, members may authorize another person to vote by proxy, provided that the authority granted to the proxy holder is (a) limited to one or more specific items that have been submitted to members or (b) is limited to a specific meeting of members or action by consent in

lieu of a meeting that has been presented to members for action thereby. No proxy shall be valid after six (6) months from its date unless otherwise provided in the proxy. Subject to the foregoing, a member may authorize another person to act as such member's proxy.

Section 11. Action by Members.

(a) Except as otherwise provided by law or by Article IV, Article IV Section 3 Article IV Section 3(a) (electing directors) or any other provision of these Bylaws, any corporate action authorized at a duly called and noticed meeting by the Requisite Member Vote (as defined below) of any class of members will be an act of such class of members.

(b) The "Requisite Member Vote" means:

(i) in the case of the Consortium Members (assuming the quorum requirements set forth in Section 4 above are met):

if no more than fifteen percent (15%) of all Consortium Members are present or represented by proxy, the affirmative vote of at least seventy-five percent (75% of the members present in person or by proxy;

if greater than fifteen percent (15%) but less than twenty percent (20%) of all Consortium Members are present or represented by proxy, the affirmative vote of at least sixty-six and two-thirds percent (66 2/3% of the members present in person or by proxy; and

if twenty percent (20%) or more of all Consortium Members are present or represented by proxy, the affirmative vote of at least a majority of the members present in person or by proxy.

(ii) in the case of the Partner Members or the Director Members, the affirmative vote of at least a majority of the members present or represented by proxy at a meeting at which a quorum is present.

(c) Unless otherwise provided in the Certificate of Incorporation, any action required by applicable law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting, without prior notice, and without a vote if one or more consents, setting forth the action so taken, shall be signed by members having at least the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members having a right to vote thereon were present and voted, and shall be delivered to this corporation in the manner required by Section 228 of the Delaware General Corporation Law.

Section 12. Nonliability. The members shall not be liable for the debts, liabilities, or obligations of this corporation.

Section 13. Nontransferability. No member may transfer for value or otherwise its membership or any right arising therefrom. A successor in interest by operation of law shall

not be deemed a member unless such successor otherwise satisfies the applicable conditions or criteria of membership.

Section 14. Inspection Rights. The right of the members to have access to the membership list of this corporation or its other books and records shall be governed by Section 220 of the Delaware General Corporation Law.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Powers. Except as otherwise provided by the Certificate of Incorporation or the Delaware General Corporation Law, the business and affairs of the corporation shall be managed by or under the direction of its governing body, which shall be known as the Board of Directors.

Section 2. Number of Directors; Qualifications. The total number of directors constituting the Board of Directors shall be at least seven (7) and not more than thirteen (13). Directors need not be W3C Members or Consortium Members. No two directors may concurrently be employed by or receiving any remuneration from the same person; provided, that the foregoing shall not prohibit any transaction between such person and a director that is effected in such person's ordinary course of business.

Section 3. Selection and Term of Office of Directors. Except for the individuals serving as of October 2022 as the corporation's initial Consortium Directors, Partner Directors, and/or Board-Elected Directors, as applicable, who shall each be elected by the Board then serving, the directors of the corporation shall be elected as follows:

(a) Consortium Directors. Seven (7) directors shall be elected from time to time by Single Transferable Vote (Meeks) preferential voting of the Consortium Members present in person or represented by proxy at the meeting and entitled to vote thereon (the "Consortium Directors"). Consortium Directors shall be elected for a term of two (2) years. Each Consortium Director shall hold office until such director's successor is elected and qualified or until such director's earlier death, resignation or removal.

(b) Partner Directors. A total of up to four (4) directors shall be elected from time to time by the Partner Members (each, a "Partner Director"). The number of Partner Directors shall be equal to the number of Partner Members. Each Partner Member may elect one (1) individual to serve as a Partner Director, without requiring a meeting, by consenting to such action in writing. Solely for such purposes, each Partner Member shall be deemed to be a separate series within the class of Partner Members, and any such action by written consent of a Partner Member shall have the same force and effect as the unanimous vote of the applicable series within the class of Partner Members. A Partner Member Representative may, but is not required to, serve as a Partner Director. Partner Directors shall be elected for a term of one (1) year. Each Partner Director shall hold office until such director's successor is elected and qualified or until such director's earlier death, resignation or removal.

(c) Board-Elected Directors. Two (2) directors shall be elected for a term of two (2) years by the affirmative vote of at least sixty-six and two-thirds percent (66 2/3% of all Director Members entitled to vote thereon (the “Board-Elected Directors”). No Director Member shall be entitled to vote on their own election or removal as a Board-Elected Director. The Director Members shall nominate and elect the Board-Elected Directors taking into account the goals of promoting multi-stakeholder representation of the entire Web ecosystem on the Board, promoting diversity on the Board, liaising with other Web standards organizations, and any other considerations that the Board may deem appropriate from time to time.

(d) Non-Voting Observers. The following non-voting observer positions shall have the right to attend and participate at all Board meetings, unless the Chair of the Board in their sole discretion declares an *in camera* session and provided that non-voting observers shall not be counted for purposes of determining quorum or voting:

(i) Tim Berners-Lee, by virtue of his status as the “Founder Director”; and

(ii) The then-serving President of this corporation, by virtue of holding such office.

These provisions for non-voting observers do not preclude such individuals from exercising voting rights that may be granted to them (if any) through any other provisions of the Certificate of Incorporation or these Bylaws.

Section 4. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the number authorized by these Bylaws for any reason. A vacancy may be filled for the unexpired portion of the term by the class of members with the power to elect or designate the applicable directorship; provided, that in the event (a) there are fewer than four Partner Members due to a termination of membership in the Corporation of any Partner Member(s), or (b) a Partner Member declines to designate a Partner Director, any resulting vacancies in Partner Director seats may be filled for the unexpired portion of the term by the affirmative vote of at least sixty-six and two-thirds percent (66 2/3%) of all Director Members entitled to vote thereon. No reduction in the number of directors shall have the effect of removing any director prior to the expiration of their term of office.

Section 5. Resignation and Removal. Any director may resign at any time upon notice given in writing addressed to the Board or officer of this corporation or by electronic transmission addressed to the Board or an officer of this corporation. A resignation is effective when the resignation is delivered unless the resignation specifies a later effective date or an effective date determined upon the happening of an event or events. Any director may be removed with or without cause, at any time by the class or series of members entitled to elect such director. Any or all of the directors may be removed for cause (a) by the Consortium Members, acting by a Requisite Member Vote, or (b) by all the members (voting together), upon the affirmative vote of at least a majority of the members present or represented by proxy at a meeting at which a quorum is present. Pursuant to Article Eleventh of the Certificate of Incorporation, (i) the Board may also remove any director for cause by the affirmative vote of at least seventy-five percent (75%) of the other directors then in office (excluding the director who is the subject of such vote), and (ii) in the event of the termination of membership of any Partner Member, the director elected by such

Partner Member shall immediately cease to be, and shall be automatically removed as, a director of the Corporation.

Section 6. Regular Board Meetings. Regular meetings of the Board of Directors shall be held once per quarter, one of which shall be the annual meeting of the Board. Regular meetings shall be called by the President, the Chair, or any two (2) directors, and noticed in accordance with Section 8 below Article IV. Any business may be transacted at any regular meeting of the Board of Directors at which a quorum is present.

Section 7. Special Meetings. Special meetings of the Board may be called by the President, the Chair, or any two (2) directors, and noticed in accordance with Section 8 below Article IV. Any business may be transacted (whether or not specified in the notice of the meeting) at any special meeting of the Board of Directors at which a quorum is present.

Section 8. Place of Meetings; Notice. Meetings of the Board of Directors may be held at a location inside or outside of the State of Delaware, or by telephone or other electronic means as permitted in Section 12 below, which is fixed by the Board of Directors or, in the case of a special meeting, by the person or persons calling the special meeting. Notice of regular meetings and any special meetings of the Board of Directors shall state the date, place (if any), and time of the meeting and shall be given to each director at least four days before any such meeting if given by first-class mail or forty-eight hours before any such meeting if given personally, by telephone, including a voice messaging system, or by other system of technology designed to record and communicate messages, by facsimile, or by electronic transmission.

Section 9. Waiver of Notice. Whenever notice is required to be given under any provision of these Bylaws, a written waiver, signed by the person entitled to notice, or a waiver by electronic transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors or committee of the Board of Directors need be specified in any written waiver of notice or any waiver by electronic transmission. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 10. Quorum. A majority of the total number of directors then in office shall constitute a quorum of the Board. Except as otherwise required by the Certificate of Incorporation, these Bylaws or the Delaware General Corporation Law, the act of a majority of the directors present at a meeting at which a quorum is present (the "Requisite Board Vote") shall be the act of the Board. Each director shall be entitled to one vote.

Section 11. Action Without a Meeting. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent to such action in writing or by electronic transmission. After an action by consent is taken,

the writing or writings or electronic transmission or transmissions shall be filed with the minutes of proceedings of the Board. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 12. Telephone or Electronic Meetings. Directors may participate in a meeting through use of conference telephones, electronic video screen, or other similar communications equipment so long as all directors participating in such meeting can hear one another (or, in the case of any participating directors who are deaf or hard of hearing, can communicate with one another in real time). Participation in a meeting pursuant to this Section 12 constitutes presence in person at such meeting.

Section 13. Reliance. Any director or member of a committee of the Board shall, in the performance of such director or committee member's duties, be fully protected in relying in good faith upon the records of this corporation and upon such information, opinions, reports, or statements presented to this corporation by any of this corporation's officers or employees, or committees of the Board of Directors, or by any other person as to matters the director reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of this corporation.

Section 14. Inspection. Every director shall have the right to examine this corporation's list of members and its other books and records for a purpose reasonably related to the director's position as a director.

Section 15. Board Compensation. The Board may authorize the advance or reimbursement of actual reasonable expenses incurred by a director in carrying out their duties as a director.

Section 16. Executive Compensation. For any tax year in which this corporation is required to register and file reports with the Attorney General of the State of California, the Board of Directors (or a Board Committee) shall review any compensation packages (including all benefits) of the President or the chief executive officer and the Treasurer or chief financial officer, regardless of job title, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation.

Section 17. Chair of the Board. The Chair of the Board shall be elected annually from among the directors by the Board of Directors and shall not be deemed an officer of this corporation. The Chair of the Board shall serve at the pleasure of the Board and shall hold such position until their successor is elected and qualified or until their earlier resignation or removal. The Chair of the Board shall preside at all meetings of the Board and all meetings of the members unless the Chair designates another director (which such director shall not be the President) and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE V COMMITTEES

Section 1. Board Committees. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of one or more directors. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Appointments to and removals from any Board Committee shall be made by any method determined by a majority of the directors then in office. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of this corporation except that no such committee shall have the power or authority to:

- (a) approve or adopt, or recommend to the members, any action or matter (other than the election or removal of directors) expressly required by these Bylaws, the Certificate of Incorporation, or the Delaware General Corporation Law to be submitted to members for approval;
- (b) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (c) adopt, amend, or repeal these Bylaws; or
- (d) adopt amendments to the Certificate of Incorporation.

Section 2. Subcommittees. Unless otherwise provided in the resolution of the Board of Directors designating the Board committee, such committee may create one or more subcommittees, each subcommittee to consist of one or more members of the committee, and delegate to a subcommittee any or all of the powers and authority of the committee.

Section 3. Task Forces. The Board of Directors may establish one or more Task Forces to advise the Board. A Task Force is not a Board Committee. The members of any Task Force may consist of directors or non-directors and may be appointed as the Board determines. Task Forces may not exercise the authority of the Board to make decisions on behalf of this corporation, but shall be restricted to making recommendations to the Board or Board Committees, and implementing Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

Section 4. Audit Committee. For any tax year in which this corporation is required to register and file reports with the Attorney General of the State of California and has gross revenues of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting, this corporation shall have an Audit Committee whose members shall be appointed by the Board of Directors, and who may include both directors and non-directors, subject to the following limitations: (a) members of the Finance Committee, if any, shall constitute less than one-half of the membership of the Audit Committee; (b) the chair of the Audit Committee may not be a member of the Finance Committee, if any; (c) the Audit Committee may not include any member of the staff, including the President or chief executive officer and Treasurer or chief financial officer; (d) the Audit Committee may not include any person who has a material financial interest in any entity doing business with this corporation; and (e) Audit

Committee members who are not directors may not receive compensation greater than the compensation paid to directors for their Board service. The Audit Committee shall: (1) recommend to the full Board of Directors for approval the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor, (2) subject to the supervision of the full Board, negotiate the compensation of the auditor on behalf of the Board, (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order, (4) review and determine whether to accept the audit, and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm.

Section 5. Meetings.

A. Of Board Committees. Meetings and actions of Board Committees or subcommittees thereof shall be governed by and held and taken in accordance with the provisions of Article IV Article IV of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. Of Task Forces. Subject to the authority of the Board of Directors, Task Forces shall determine their own meeting rules and whether minutes shall be kept. The Board of Directors may adopt rules for the governance of any Board or Task Force not inconsistent with the provisions of these Bylaws.

**ARTICLE VI
OFFICERS**

Section 1. Officers. The officers of this corporation shall be a President, a Secretary, and a Treasurer. This corporation may also have, at the discretion of the Board of Directors, such other officers as may be appointed by the Board of Directors. No individual shall hold more than one office.

Section 2. Election. The officers of this corporation shall be elected annually by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Each officer shall hold office until their successor is elected and qualified or until their earlier resignation or removal.

Section 3. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors upon the Requisite Board Vote or by an officer on whom such power of removal may be conferred by the Board of Directors upon the Requisite Board Vote.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Board or Chair of the Board or by electronic transmission addressed to the Board or Chair of the Board. A resignation is effective when delivered unless the resignation specifies a later effective date or an effective date determined upon the happening of an event or events. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

Section 6. President. The President shall be the chief executive officer of this corporation and shall, subject to control of the Board, generally supervise, direct, and control the business and the officers of this corporation. The President shall not preside at any meeting of the Board of Directors; provided, that in the absence of the Chair of the Board, or a director designated by the Chair, the President shall designate a director to preside at such meeting. The President shall have the general powers and duties of management usually vested in the office of President of a corporation and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 7. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors, its committees and the membership of this corporation, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 8. Treasurer. The Treasurer shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

ARTICLE VII INTERESTED DIRECTOR OR OFFICER TRANSACTIONS

Section 1. Voidability of Transactions. No contract or transaction between this corporation and:

- (a) any of its directors or officers,
- (b) any organization in which one or more of this corporation's directors or officers has or have a financial interest, or
- (c) any organization for which a director or officer of this corporation also serves as a director or officer,

shall be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee of the Board which authorizes the contract or transaction, or solely because any such director's or officer's vote was counted for such purpose, if:

- (i) The material facts as to the director's or officer's relationship or interest, and as to the contract or transaction, are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative vote of at least a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(ii) The contract or transaction is fair to this corporation as of the time it is authorized, approved, or ratified by the Board or committee.

Section 2. Quorum. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes a contract or transaction described in Section 1 aboveArticle VII.

Section 3. Conflict of Interest Policy. Each director and officer of this corporation shall comply with any policies of this corporation regarding conflicts of interest.

ARTICLE VIII INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. To the fullest extent permitted by law:

(a) This corporation shall indemnify any Indemnified Person, for and against all expenses (including attorneys' fees), judgments, Fines and amounts paid in settlement actually and reasonably incurred by that Indemnified Person in connection with that Action. Notwithstanding the foregoing, this corporation shall indemnify any Indemnified Person seeking indemnification in connection with an Action (or part of an Action) initiated by that person only if that Action (or part of that Action) was authorized by the Board.

(b) This corporation will pay expenses as incurred by any Indemnified Person in connection with any Action; *provided, that*, if these expenses are to be paid in advance of the final disposition of an Action, then the payment of expenses will be made only upon delivery to this corporation of an undertaking, by or on behalf of the person, to repay all amounts so advanced if it is ultimately determined that the person is not entitled to be an Indemnified Person or otherwise. Notwithstanding the foregoing, this corporation shall pay expenses as incurred by any Indemnified Person in connection with an Action (or part of an Action) initiated by that person only if that Action (or part of that Action) was authorized by the Board.

(c) This corporation may purchase and maintain insurance on behalf of any Indemnified Person against any liability asserted against that person, whether or not this corporation would have the power to indemnify the person against that liability under the provisions of this Article VIIIArticle VIII or otherwise.

(d) The provisions of this Article VIIIArticle VIII will be applicable to all Actions made or commenced after the adoption of this Article VIIIArticle VIII, whether arising from acts or omissions occurring before or after its adoption. The provisions of this Article VIIIArticle VIII will be deemed to be a contract between this corporation and each director or officer who serves in that capacity at any time while this Article and the relevant provisions of the laws of the State of Delaware and other applicable law, if any, are in effect, and any repeal or modification of this Article VIIIArticle VIII will not adversely affect any right or protection of any Indemnified Person in respect of any act or omission occurring prior to the time of the repeal or modification.

(e) If any provision of this Article VIII Article VIII will be found to be invalid or limited in application by reason of any law or regulation, that finding will not affect the validity of the remaining provisions of this Article VIII Article VIII. The rights of indemnification provided in this Article VIII Article VIII will neither be exclusive of, nor be deemed in limitation of, any rights to which any person described in subsection (a) of this Article VIII Article VIII may otherwise be entitled or permitted by contract, the Certificate of Incorporation, vote of the Board, or otherwise, or as a matter of law, both as to actions in the person's official capacity and actions in any other capacity while holding that office, it being the policy of this corporation that indemnification of any Indemnified Person will be made to the fullest extent permitted by law.

(f) This corporation may, by vote of the Board, provide indemnification and advancement of expenses to employees and agents of this corporation with the same scope and effect as the foregoing indemnification of and advancement of expenses to directors and officers.

(g) Definitions. As used in this Article VIII Article VIII, the following terms will have the following meanings:

“Action” means any threatened, pending, or completed action, suit, proceeding or inquiry (brought in the right of this corporation or otherwise), whether civil, criminal, administrative, or investigative, and whether formal or informal, including appeals arising from or in connection with the acts or omissions of this corporation or any person acting within the scope of such person’s role with this corporation.

“Eligible Person” means: (1) any individual who is a former or current director or officer of this corporation; (2) any former or current director or officer of this corporation, who while a director or officer of this corporation, is or was serving at the request of this corporation as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, which includes, without limitation, employee benefit plans; and (3) the foregoing persons’ heirs, executors, guardians, administrators, assigns, and any other legal representatives.

“Fines” includes, without limitation, any excise taxes assessed on a person with respect to an employee benefit plan.

“Indemnified Person” means: any Eligible Person who was, or is, a party, or is threatened to be made a party to, or is involved in (including as a witness), any Action by reason of the fact that the person is an Eligible Person.

ARTICLE IX GRANTS ADMINISTRATION

Section 1. Purpose of Grants. This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in the Certificate of Incorporation.

Section 2. Board of Directors Oversight. The Board, or any person or persons on whom such power may be conferred by the Board, shall make policy with regard to grants. The

Board shall retain ultimate control over all grants, contributions, and other financial assistance given by this corporation.

Section 3. Refusal; Withdrawal. The Board, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in the Certificate of Incorporation, subject to any charitable trust imposed on such funds and any rights of third parties under any contract relating to such grant.

Section 4. Accounting. The Board shall determine under what circumstances to require that grantees furnish a periodic accounting to show that the funds granted by this corporation were expended for the purposes that were approved by the Board.

Section 5. Restrictions on Contributions. Unless otherwise determined by resolution of the Board in particular cases, this corporation shall retain complete control and discretion over the use of all contributions it receives, and all contributions received by this corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not for any particular organization or individual mentioned in the solicitation. This corporation may accept contributions earmarked by the donor exclusively for allocation to one or more foreign organizations or individuals only if the Board of this corporation: (a) has determined that the specific charitable activity for which the donation was made furthers this corporation's exempt purposes; (b) has approved in advance disbursements of funds to support such charitable activity; (c) retains discretion and control as to the use of the contributions received by this corporation; and (d) exercises appropriate supervision to ensure funds are actually spent for the intended purposes.

ARTICLE X MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this corporation shall end each year on December 31.

Section 2. Contracts, Notes, and Checks. All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or any person or persons on whom such power may be conferred by the Board, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by any person or person on whom such power may be conferred by the Board.

Section 3. Amendments. As provided in the Certificate of Incorporation, the Consortium Members or the Board of Directors may amend or repeal these Bylaws or adopt new bylaws. Any amendment or repeal of these Bylaws or the adoption of new bylaws shall require:

(a) if by the Consortium Members acting alone, the Requisite Member Vote;

or

(b) if by the Board, (i) the affirmative vote of at least seventy-five percent (75%) of the directors then in office with (ii) Consortium Member approval by the Requisite Member Vote.

Section 4. Required Financial Audits. For any tax year in which this corporation is required to register and file reports with the Attorney General of the State of California and has gross revenues of \$2 million or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting, this corporation shall obtain a financial audit. Whether or not they are required by law, for any tax year in which this corporation is required to register and file reports with the Attorney General of the State of California, any audited financial statements obtained by this corporation shall be made available for inspection by the Attorney General and the general public within nine months after the close of the fiscal year to which the statements relate, and shall remain available for three (3) years (1) by making them available at this corporation's principal, regional, and district offices during regular business hours and (2) either by mailing a copy to any person who so requests in person or in writing or by posting them on this corporation's website.

Section 5. Governing Law. These Bylaws shall be construed and interpreted in accordance with the laws of the State of Delaware as amended from time to time, so as to give full effect and validity to the intent and meaning of these Bylaws.

Section 6. Facts Ascertainable. When the terms of these Bylaws refer to a specific agreement or other document to determine the meaning or operation of a provision hereof, the Secretary of the Corporation shall maintain a copy of such agreement or document at the principal executive offices of the corporation and a copy thereof shall be provided free of charge to any member of the Corporation who makes a request therefor.

CERTIFICATE OF SECRETARY

I, Wendy Seltzer, certify that I am Secretary of World Wide Web Consortium, Inc., a Delaware nonprofit nonstock corporation, and that the above Bylaws, consisting of 17 pages, are the Bylaws of this corporation as adopted by unanimous written consent of the Board of Directors, effective as of October 19, 2022.

DATED: 19 October, 2022

/s/ Wendy Seltzer
Wendy Seltzer, Secretary