

BYLAWS
DATA MANAGEMENT ASSOCIATION INTERNATIONAL, INC.
Version 7.0

ARTICLE I.
NAME

Section 1.1. The name of this non-profit corporation is Data Management Association International, Inc. (“DAMA International”, or “DAMA-I”). DAMA-I is incorporated in the State of Washington and has its principal office located at 2512 E Evergreen Blvd # 1023, Vancouver, WA, 98661-4323.

ARTICLE II.
PURPOSE

Section 2.1. DAMA-I is a not-for-profit, vendor-independent, global association of technical and business professionals dedicated to advancing the concepts and practices of information and data management.

Section 2.2. DAMA-I is recognized as a tax-exempt entity under Section 501(c)(6) of the United States Internal Revenue Code, as amended. No part of DAMA-I’s net earnings may inure to the benefit of any private individual or member, and it is not organized for profit to engage in an activity ordinarily carried on for profit (even if the business is operated on a cooperative basis or produces only enough income to be self-sustaining).

ARTICLE III.
OFFICES AND GOVERNING LAW

Section 3.1. Principal Office. DAMA-I may have such offices within or outside the State of Washington as may be designated from time to time by resolution of the Board of Directors (“Board”), one of which may be designated as the principal office.

Section 3.2. Registered Office and Agent. DAMA-I shall maintain a registered office and registered agent in the State of Washington, and in any other state in which it conducts business if such state requires a registered agent. The registered office(s) may, but need not be, the same as any of its places of business. The identity and address of the registered agent(s) may be changed from time to time pursuant to the provisions of the Washington Nonprofit Corporation Act (“WNCA”).

Section 3.3. Governance. DAMA-I shall govern itself in accordance with the laws of the State of Washington, its Articles of Incorporation, these Bylaws, any policies or procedures established in a resolution of the Board of Directors, and the Internal Revenue Code of 1986, as amended (“Code”).

ARTICLE IV. MEMBERSHIP AND DUES

Section 4.1. Classes of Members.

Section 4.1.1 Members. There shall be two (2) classes of Members with voting rights as defined in the WNCA Section 24.03A.010 (45)(b). The classes are Individual Professional Member and Member Chapter as set forth in Sections 4.2 and 4.3 of this Article IV. Collectively, they are referred to as “Members.”

Section 4.1.2. Other Members or Supporters. The Board may create other classes of members or supporters without voting rights as needed or desired to carry out the organization's purposes. Any such class of members or supporters shall be established by a resolution of the Board adopted by a majority of the Directors in office that includes the name of the class, the rights, obligations, or benefits accorded to such class, whether members of the class can attend meetings of DAMA-I, and specification that the class has no voting rights and class members are not members as defined in the WNCA Section 24.03A.010 (45)(b).

Section 4.2. Individual Professional Members.

Section 4.2.1. Rights. Each Individual Professional Member in good standing shall be entitled to attend all meetings of the Members, shall have the right to cast one vote on any matter brought before the Members of DAMA-I, and one vote for as many persons as there are to be elected as Officers or Directors. Individual Professional Members shall be eligible for election as an Officer or Director of DAMA-I if they meet all the requisite election criteria.

Section 4.2.2. Membership Criteria. To be an Individual Professional Member in good standing of DAMA-I, individuals must meet the following criteria and be approved for membership by the Board:

- a) Be an individual 18 years of age or older;
- b) Express an interest in data management, serve as a data management professional or hold a certification issued by DAMA-I;
- c) Agree to abide by and abides by any conduct, ethical or conflict of interest codes or policies adopted by the Board; and
- d) Meet any established dues requirements.

Section 4.2.3. Dues. The amounts of the annual dues for Individual Professional Members shall be determined by the Board and shall be paid promptly by Individual Professional Members upon receipt of the bill. Notice of annual dues shall be mailed or emailed to each Individual Professional Member and anyone who shall not pay their dues within sixty (60) days thereafter or by the record date for the Annual Meeting or the election of Directors and Officers shall not be eligible to vote at the Annual Meeting or for Directors and Officers and may be suspended or terminated from Individual Professional Membership as the case may be, at the discretion of the Board in accordance with procedures established by the Board pursuant to Section 4.2.4.2.

Section 4.2.4. Resignation or Termination.

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Section 4.2.4.1. Resignation. Resignation of an Individual Professional Member shall be made in writing. Such resignation shall not be accepted until all indebtedness to DAMA-I shall have been discharged or waived by action of the Board.

Section 4.2.4.2. Termination. An Individual Professional Member may be put on probation or have such membership suspended or revoked effective immediately i) for failure to pay dues within sixty (60) days of notice of their annual dues; or ii) for conduct or actions in violation of any conduct, ethical or conflict of interest codes or policies adopted by the Board, or other conduct or actions that the Board determines in its sole discretion to be against the interests of DAMA-I or damaging to the organization. Before voting to put a member on probation, or suspend or revoke an individual's membership, the Board will give the Individual Professional Member written notice of the reasons for the proposed probation, suspension or revocation of their membership and provide the Individual Professional Member thirty (30) days or more to respond in writing before the Board takes final action.

Section 4.3. Member Chapters.

Section 4.3.1. Rights. Each Member Chapter shall be entitled to designate a representative to attend all meetings of the Members, to cast one vote as a Chapter on any matter brought before the Members of DAMA-I, and to cast one vote for as many persons as there are to be elected by Member Chapters to the Board as Chapter Directors or Officers. In addition, each Member Chapter's President or designee may participate in the Presidents' Council established in Article XI and, in accordance with the Presidents' Council Charter, vote to elect a Chair of the Council.

Section 4.3.2. Purpose. The purpose of a DAMA-I Chapter is to further the purposes of DAMA-I and assist in meeting its strategic objectives through local programming in a specific geographic area that helps achieve DAMA-I's mission of providing a community space for knowledge sharing, recognizing professional achievement, and promoting ethical and effective data management practices, resulting in responsible and effective data management worldwide.

Section 4.3.3. Membership Criteria. To be a Member Chapter of DAMA-I, a Chapter must be recognized by the Board as an Affiliated Chapter of DAMA-I, be in good standing, meet the following criteria, and execute an approved Affiliation Agreement with DAMA-I:

(a) The Chapter must legally form an independent corporate entity with its own governing body and register the entity with the appropriate government agency under the applicable laws of its jurisdiction. If available under the applicable laws of its jurisdiction, the Chapter will be organized as a not-for-profit entity and obtain an official letter or certification form from the relevant government agency confirming formation of the not-for-profit entity. Each Chapter, regardless of whether it is organized as a not-for-profit entity, must include language approved by DAMA-I in its organizing documents prohibiting any individuals from receiving any financial benefit from their participation in the governance of the Chapter (other than reasonable compensation for services approved by the Chapter's governing body and

prohibiting participation in partisan political campaigns on behalf of any candidate(s) for public office.

(b) The Chapter must always remain in good standing with the legal requirements of the Chapter's authorizing jurisdiction by submitting any fees, reports, paperwork, or renewals required by the same. If there is a change, or a threatened change, to Chapter's good-standing status with its authorizing jurisdiction, Chapter will notify DAMA-I immediately.

(c) The President or Chair or equivalent of the governing body of the Chapter and two other members of its governing body must always be Individual Professional Members of DAMA-I.

(d) The Chapter must maintain continuous active operations as defined in the Affiliation Agreement. The Chapter's failure to maintain its Active status may lead to disaffiliation.

(e) Chapters may only use DAMA-I logos, trademarks, and other DAMA-I intellectual property in compliance with its Affiliation Agreement and any license granted under the Agreement and must comply with any brand standards approved by the Board.

(f) A Chapter that has not paid its Annual Affiliation fee by the record date for the Annual Meeting or for the election of Directors and Officers shall not be eligible to vote and may be disaffiliated at the discretion of the Board in accordance with procedures established by the Board.

Section 4.3.4. Annual Affiliation Fee. Each Member Chapter will pay an Annual Affiliation Fee the amount of which shall be determined by the DAMA-I Board. Such payments shall be made in accordance with written instructions from DAMA-I regarding the form and/or how to submit such payments.

Section 4.3.5. Termination or Disaffiliation.

Section 4.3.5.1. Termination. A Member Chapter may terminate its affiliation with DAMA-I voluntarily in writing. The letter of termination must enclose a copy of a resolution of the Chapter Board or other writing documenting the official action of the Member Chapter deciding to terminate its affiliation that is signed by an Officer of the Member Chapter. The decision to terminate the Member Chapter's affiliation will not discharge any financial obligations to DAMA-I and will not be accepted until all such indebtedness has been discharged or waived by action by the DAMA-I Board.

Section 4.3.5.2. Disaffiliation.

(a) A Member Chapter may be disaffiliated from DAMA-I effective immediately if i) it has failed to remain Active as defined in this Article and the Affiliation Agreement for a continuous period of twelve (12) months; ii) DAMA-I has determined and provided notice to the Member Chapter that DAMA-I has deemed the Member Chapter to be Dormant; and iii) the Member Chapter remains Dormant for more than six (6) months after being deemed Dormant.

(b) A Member Chapter may be disaffiliated from DAMA-I effective as of the date of written notice it is in breach of the DAMA-I Bylaws or its Affiliation Agreement, and it has not cured such breach within sixty (60) days after receiving the written notice.

(c) A Member Chapter may be disaffiliated from DAMA-I effective immediately for actions that the Board determines in its sole discretion to be against the interests of DAMA-I or damaging to the organization. Before making such a determination, the Board will give the Member Chapter written notice of the reasons for the proposed disaffiliation and provide the Member Chapter with at least thirty (30) days to respond.

(d) If a Member Chapter is disaffiliated under subsection 4.3.5.2 (a) and it wishes to regain its status as an Affiliated Member Chapter of DAMA-I, DAMA-I may require the Disaffiliated Member Chapter to complete the process for formation and affiliation anew.

ARTICLE V. MEETINGS OF THE MEMBERS

Section 5.1. Annual Meeting. The annual meeting of the Individual Professional Members and designated representatives of the Member Chapters (the "Annual Meeting") shall be held at such time and place as the Board shall determine.

Section 5.2. Special Meetings. Special meetings of the Members shall be called i) at the written direction of the President, ii) upon the written request of a majority of the Board, or iii) upon written application of either a majority of the Member Chapters in good standing and entitled to vote or five (5) percent of the Individual Professional Members in good standing and entitled to vote as of the date of the request for a special meeting.

Section 5.3. Notice. The President, the Secretary or the Board shall cause to be delivered written notice stating the place, date, and time of the meeting to each Member entitled to notice of or to vote at the Annual Meeting, either personally, by mail, by facsimile transmission, or by electronic transmission, not less than ten (10) nor more than fifty (50) days before the Annual Meeting. If a special meeting is called pursuant to Section 5.2, it shall be the duty of the Secretary to give notice to the Members entitled to vote that a special meeting will be held for a specified purpose or purposes at such date, time, and place as the Secretary may fix, not less than ten (10) nor more than thirty five (35) days after receipt of the written request for a special meeting. If the Secretary neglects or refuses to issue such notice, a person or persons designated by the Members making the request may do so and may fix the date, time, and place for such meeting. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail properly addressed to the Member at their address as it appears on the records of DAMA-I with postage thereon prepaid. Notice provided in an electronic transmission is effective when it i) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or ii) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

Section 5.4. Quorum. A majority of the Member Chapters in good standing and eligible to vote or one hundred-fifty (150) Individual Professional Members in good standing and eligible to vote shall constitute a quorum at any meeting of the Members of DAMA-I. Less than a quorum may, however, vote to adjourn. Any business may be transacted at such adjourned meeting which might have been transacted at the meeting originally called.

Section 5.5. Voting and Proxies. Except as otherwise provided by law or the Articles of Incorporation, at all meetings of Members, each Individual Professional Member and each Member Chapter shall have one (1) vote. The vote of a majority of Members present at any meeting is required for action at such meeting. Members shall not be allowed to vote by proxy.

Section 5.6. Electronic Meetings. The Board may, pursuant to the WNCA, permit any or all Members to participate remotely in any regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Members participating in the meeting have a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting, substantially concurrently with such proceedings. A Member participating in a meeting by such means shall be deemed present and may vote.

ARTICLE VI. **OFFICERS**

Section 6.1. Positions and Qualifications. The corporate Officers of DAMA-I shall be a President, Vice President, Secretary, and Treasurer, and an Executive Director/CEO if one is elected by the Board. Any Officer may be assigned by the Board any additional title that the Board deems appropriate. At the time of their nomination and election, the President and the Vice President must each be an active Individual Professional Member in good standing and meet the other qualifications to serve as a member of the Board set out in Article VIII.

Section 6.2. Term of Office. The President and Vice President shall hold office for a three-year term beginning January 1 of the year following their election or appointment or until their successors are elected.

Section 6.3. President. The President, in conjunction with the Board as appropriate under the circumstances, shall oversee management of the affairs of DAMA-I. The President shall i) preside as Chair at all meetings of the Members and of the Board at which they may be present; ii) shall recommend what standing and ad hoc committees of the Board and DAMA-I should be established by resolution of the Board and shall appoint the chairperson and members of all committees subject to ratification by the Board; iii) and shall sign such documents and perform such other duties as the Board may prescribe or as may be imposed upon them by law.

Section 6.4. Vice President. The Vice President shall have the power to and perform the duties of the President in the event of their absence or disability and shall perform such other duties as may be required of them by the Board.

Section 6.5. Secretary. The Secretary, who may be a Director elected from among the members of the Board or another qualified individual elected by the Board, shall i) attend and

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oversee keeping of minutes of all meetings of the Members and Board in one or more books provided for that purpose; ii) be the custodian of the corporate records; iii) perform such other duties as may be prescribed by these Bylaws; and iv) in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board from time to time. If the Secretary is not an elected member of the Board of Directors, they shall not be a member of the Board and shall have no vote.

Section 6.6. Treasurer. The Treasurer, who may be a Director elected from among the members of the Board or another qualified individual elected by the Board, shall i) have the oversight responsibility for all funds and securities of DAMA-I and for moneys due and payable to DAMA-I from any source whatsoever, including the deposit of such moneys in the name of DAMA-I in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and ii) in general perform all of the duties incident to the office of Treasurer and such other duties as may be assigned by the President or by the Board from time to time or as may be imposed by law. The Treasurer shall make written reports to the Board whenever requested to do so by the President or three (3) Directors. If required by the Board, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board shall determine. If the Treasurer is not an elected member of the Board of Directors, they shall not be a member of the Board and shall have no vote.

Section 6.7. Executive Director. An Executive Director/CEO may be elected by the Board to serve at the pleasure of the Board as a corporate Officer of DAMA-I to manage the business of the organization as the chief executive officer subject to such terms and conditions as the Board may impose. The Executive Director/CEO shall serve until their successor is chosen and qualified or until their earlier removal by the Board, or their resignation or death. The Executive Director/CEO shall not be a member of the Board and shall have no vote.

Section 6.8. Assistant Officers. Assistant Officers may be elected or appointed by the Board to hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board.

Section 6.9. Resignation and Removal. Any Officer may resign at any time by delivering written notice to the Board, the President, or the Secretary. A resignation shall be effective when delivered unless the notice specifies a later effective date. The Executive Director/CEO, the Secretary, and the Treasurer who serve at the pleasure of the Board may be removed by a majority vote of the Board with or without cause. The President and Vice President may be removed by the Members or by the Board as set forth in Article IX.

Section 6.10. Vacancies. A vacancy in any elected office may be filled by the Board for the unexpired portion of the term of office. If the unexpired portion of the term to be filled is less than two years, the individual elected will be eligible for two additional consecutive three-year terms in the position but shall remain subject to the twelve-year cumulative term limit as set forth in Section 7.3.

ARTICLE VII.
BOARD OF DIRECTORS

Section 7.1. Powers. The Board shall have general management and control over the property, business, and affairs of DAMA-I except as such may be reserved to the Members in these bylaws or in state law. The Board may authorize the employment of such staff as it deems necessary and proper.

Section 7.2. Number and Composition. The Board shall have up to fifteen (15) members as follows:

- (a) The President elected by the Individual Professional Members for a three-year term;
- (b) The Vice President elected by the Member Chapters for a three-year term;
- (c) The Chair of the Presidents' Council, elected by the presidents of the DAMA-I Chapters in good standing pursuant to the Council's policies and procedures, shall serve ex officio with vote for a three-year term;
- (d) Five (5) At Large Directors elected by the Individual Professional Members for a three-year term;
- (e) Four (4) Chapter Directors elected by the Member Chapters for a three-year term; and
- (f) Three (3) Board Directors elected by the other members of the Board for a three-year term.

Section 7.3. Term Limits. No member of the Board of Directors may serve more than two consecutive three-year terms in the position of President or as Vice-President or as an At Large or Chapter Director, and no member of the Board except an individual who has served as the Chair of the Presidents' Council may serve more than twelve consecutive years on the Board cumulatively regardless of position except as necessary to complete a term. A person who has served the maximum term consecutively may be re-elected to the Board as a Director or Officer after a two-year absence from the Board.

Section 7.4. Limitations on Dual Service. A member of a Member Chapter governing board who is elected to any position on the DAMA-I Board shall designate another person from the Chapter governing body to represent the Chapter on the President's Council during their term of service on the DAMA-I Board.

Section 7.5. Annual Meeting. The annual meeting of the Board shall be held at such time and such place as specified in a resolution of the Board for the purposes of transacting such business as may properly come before the meeting.

Section 7.6. Regular Meetings. By resolution, the Board may specify the date, time, and place for the holding of regular meetings without other notice than such resolution.

Section 7.7. Special Meetings. Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two (2) Directors, or, in the case of a committee meeting, by the chairman of the committee. The person(s) authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting they call.

Section 7.8. Remote Meetings. Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by or through the use of one or more means of remote communication through which all of the Directors may simultaneously participate with each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

Section 7.9. Place of Meetings. All meetings shall be held at the principal office of DAMA-I or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

Section 7.10. Notice of Special Meetings. Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than two (2) days before the meeting. Notices in writing may be delivered or mailed to the Director at their address shown on the records of DAMA-I or given by facsimile or electronic transmission. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of such meeting unless the meeting is called for the purpose of removing an Officer or Director. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location, or system designated by the recipient for that purpose.

Section 7.11. Quorum. A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7.12. Manner of Acting. The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation, or applicable Washington law.

Section 7.13. Presumption of Assent. A Director of DAMA-I present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent

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or abstention by registered mail to the Secretary of DAMA-I immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

Section 7.14. Action by Board Without a Meeting.

Section 7.14.1. Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is executed by each of the Directors entitled to vote. Such written consents may be executed in two (2) or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of these Bylaws, "executed" means i) writing that is signed; or ii) an email transmission that is sent with sufficient information to determine the sender's identity. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

Section 7.14.2. For purposes of this Section 7.14 only, "each of the Directors entitled to vote" does not include an "interested director" who abstains in writing from providing consent, where:

- (a) The Board has determined that:
 - (i) DAMA-I is entering into a transaction for its own benefit; and
 - (ii) The transaction is fair and reasonable to DAMA-I when it enters into the transaction or the disinterested directors determine in good faith after reasonable investigation that DAMA-I cannot obtain a more advantageous arrangement with reasonable effort under the circumstances, at or before execution of the written consent; and
- (b) Such determination is included in the written consent or other records of DAMA-I.

Section 7.15. Committees.

Section 7.15.1. Governance and Nominations Committee. There shall be a Governance and Nominations Committee of the Board, the chair and members of which shall be appointed in accordance with Article VI, Section 6.3. of the Bylaws.

Section 7.15.2. Responsibilities of the Governance and Nominations Committee. The Governance and Nominations Committee shall have responsibility for helping to define Board roles and responsibilities, leading the Board in assessing its needs related to Board composition, encouraging ongoing Board development, assessing Board effectiveness, leading succession planning, and nominating candidates for election to the Board and as Officers of the Board pursuant to Article IX. Its duties shall be more fully described in a charge or committee job description adopted by the Board.

Section 7.15.3. Additional Committees of the Board. The Board may upon the recommendation of the President establish by resolution of the Board such additional standing and ad hoc committees of the Board as it deems necessary and may delegate to any such

committee which consists solely of Directors any of the authority of the Board, except with respect to matters not authorized by the WNCA. For each committee created, the Board shall approve a charge or scope of work that describes the committee's responsibilities, the size and makeup of its membership, and the duration of its existence. No special committee created by the Board shall continue in operation for more than one (1) year unless extended by action of the Board.

Section 7.15.4. Membership of Committees. Any such committee to which authority of the Board is delegated shall consist of at least three (3) Directors, one of whom is the chair, and may include other individuals who are Individual Professional Members or Members of Member Chapters or have expertise relevant to the purpose or duties of the committee. The chair and members of committees shall be appointed by the President subject to ratification by the Board. Each committee shall serve at the pleasure of the Board, shall act only in the intervals between meetings of the Board, and shall be subject to the control and direction of the Board. provided, however, that any third party shall not be adversely affected by relying upon any act by any such committee within the authority delegated to it.

Section 7.15.5. Actions by Committees. A committee shall act by not less than a majority of the whole authorized number of its members. Each committee shall fix its own rules governing the conduct of its activities, which are not inconsistent with the committee charge adopted by the Board and shall make such reports to the Board of its activities as the Board may request. A committee may invite non-members of the Board to participate in its meetings to provide such information or advice as the committee deems helpful to its work.

Section 7.15.6. Remote Participation. A committee may permit any or all of its members to participate remotely in any regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all committee members participating in the meeting have a reasonable opportunity to participate in the meeting and to vote on matters submitted to the committee, including an opportunity to read or hear the proceedings of the meeting, substantially concurrently with such proceedings. A committee member participating in a meeting by such means shall be deemed present and may vote.

Section 7.16 Compensation.

Directors shall not receive compensation for serving as Directors, but with the Board's approval, may receive reasonable compensation for other personal services rendered that are necessary to carrying out the exempt purposes of DAMA-I. In addition, Directors may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board. Compensation and reimbursement decisions shall be made in compliance with DAMA-I's conflict of interest policy.

Section 7.17 Reimbursement by Directors.

Any payments made to a Director, including those for reimbursements of expenses, which shall be disallowed in whole or in part as a proper or deductible expense by the United States Internal Revenue Service or any similar agency of a Director's country of residence, shall be reimbursed by such Director to DAMA-I to the full extent of such disallowance. In lieu of payment by the Director from whom reimbursement is sought, subject to a determination made by the remainder of the Directors, amounts may be withheld from any future reimbursement payments, if any, until the amount owed to DAMA-I has been recovered.

ARTICLE VIII. NOTICE AND WAIVER OF NOTICE

Section 8.1. Methods of Giving Notice. Notice of any annual or special meetings of the Members or directors, and any other notice required to be given under these Bylaws or the WNCA may be communicated in person, by telephone, e-mail, facsimile, or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated. Written notice is effective at the earliest of the following: i) when received; ii) five (5) days after its deposit in the U.S. mail, if mailed post-paid and correctly addressed; iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or iv) on the date verified as being sent by wire or wireless communication, such as e-mail or facsimile.

Section 8.2 Waiver of Notice. Whenever any notice is required to be given under the provisions of the WNCA or under the provisions of the Articles of Incorporation or Bylaws of DAMA-I, a waiver thereof in writing, signed at any time by the person(s) entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Member or Director at a meeting shall constitute a waiver of notice of such meeting, except where a Member or Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE IX. ELECTION, RESIGNATION, AND REMOVAL OF OFFICERS AND DIRECTORS

Section 9.1. Qualifications. Except for the Board members elected by their fellow Board members, an individual must meet the requirements to be a member in good standing of DAMA-I set out in Article IV, Section 4.2.2 at the time they are nominated and meet the following additional minimum requirements in order to be slated and elected to serve as a member of the DAMA-I Board as either a Director or Officer:

(a) Completion of a full term of office as i) a Director or Officer of DAMA-I; ii) as a Director or Officer of a DAMA-I Chapter in good standing; or iii) as a Director or Officer with governance responsibilities for oversight or management of another professional or business

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association, other non-profit organization, or for-profit corporation with full-time employees. In the case of a person to be nominated for election as President, the individual must have completed one full three-year term as an Officer or Director of DAMA-I;

(b) Willingness to sign and adhere to a Board statement of understanding each year that outlines the duties and responsibilities of a DAMA-I Board member; and

(c) Submission of a written statement describing the individual candidate's reasons for wanting to serve on the Board.

Section 9.2. Nominations.

Section 9.2.1. Encouragement of Nominations. The Board of Directors shall, and the Governance and Nominations Committee may, encourage prospective nominations for election to the Board or as Officers on an ongoing basis and at least annually in June, making good faith and reasonable efforts to encourage candidacies reflective of the global membership of DAMA-I.

Section 9.2.2. Nominations by Member Chapters. Member Chapters in good standing may nominate individuals for election as Officers or Directors. Member Chapters making nominations must ascertain and certify that their nominees meet the minimum qualifications set forth in Section 9.1 of the Bylaws and each nomination must be accompanied by a one-page statement by the candidate outlining their reasons for wanting to serve on the board.

Section 9.2.3. Nominations by Individual Professional Members. Individual Professional Members in good standing may nominate themselves or other Individual Professional Members in good standing for election as Officers or Directors. Individuals making nominations must ascertain and certify that their nominees meet the minimum qualifications set forth in Section 9.1 of the Bylaws and each nomination must be accompanied by a one-page statement by the candidate outlining their reasons for wanting to serve on the board.

Section 9.3. Determination of Slate of Candidates for Election.

Section 9.3.1. Review of Nominations. The Governance and Nominations Committee will review all the nominations and develop a slate of candidates for election that includes at least one (1) candidate for each of the open seats on the Board to be filled by election by the Individual Professional Members or the Member Chapters. Factors to be considered in choosing among nominees include individual diversity, geographic distribution, level of data management interest and activity, relevant professional experience, skills and abilities, language competency, and willingness to actively engage with an international organization.

Section 9.3.2. Composition of Slate. Candidates slated by the Governance and Nominations Committee for election as an Officer or At Large Director may be nominated by any Individual Professional Member or Member Chapter. Candidates slated for election as Chapter Directors must come from nominations made by Member Chapters. The Governance

and Nominations Committee may slate more than one qualified candidate for each open position on the Board.

Section 9.3.3. Nominees Not Slated, Petition. Upon determining the make-up of the slate for the election, the Governance and Nominations Committee shall provide notice to individuals not slated and inform them that they may petition to be on the ballot. Such persons and only such persons shall have thirty (30) days to submit on a form specified by the Governance and Nominations Committee a petition to be on the ballot signed by one hundred (100) or more Individual Professional Members in good standing or by authorized representatives of ten (10) or more Chapters in good standing. At the expiration of the thirty (30) day period, ballots shall be printed and mailed or sent electronically with the names of the recommended slate of candidates and any persons who filed a valid and timely petition to be on the ballot (organized as Individual Professional Member nominees or Chapter nominees), along with the statements supporting each nominee, to the voting members of DAMA-I between thirty (30) to sixty (60) days prior to the date of the election established in the Board resolution adopted pursuant to section 8.4.

Section 9.3.4. Nominees for Board Directors to be Elected by the Board. The Governance and Nominations Committee may recommend individuals for election by the Board to the Board Director positions to be filled by Board election.

Section 9.4. Method of Election.

The President and At Large Members of the Board shall be elected by a plurality of the votes cast by the Individual Professional Members. The Vice President and Chapter Directors shall be elected by a plurality of the votes cast by Member Chapters. To vote Individual Professional Members and Member Chapters must be Members in good standing of DAMA-I (as of July 1 immediately preceding the election). Voting will be by mail or electronic ballot administered by an outside individual or entity. Proxy voting, however, shall not be permitted. Each Individual Professional Member in good standing shall be entitled to vote once for the President or each At Large Director's position to be filled at the election. Each Member Chapter in good standing shall be entitled to vote once for the Vice President and each Chapter Director position to be filled at the election. The details and manner of conducting the elections of Directors shall be set forth in a resolution adopted by the Board that will provide notice to Members not in good standing on or before June 1 that they will not be able to participate in the election if they are not in good standing by July 1.

Section 9.5. Resignation.

Directors or Officers may resign at any time by written notice delivered to the Board, the President, or the Secretary. A notice shall be effective when delivered unless the notice specifies a later effective date.

Section 9.6. Removal of Directors or Officers.

Section 9.6.1. Removal by Members. The Individual Professional Members may remove one (1) or more Directors or an Officer elected by the Individual Professional Members Recommended by the Bylaws Committee and approved by the Board of Directors on June 1, 2024

with or without cause by a two-thirds (2/3) vote of the Members then entitled to vote on the election of Directors. The Member Chapters may remove one (1) or more Chapter Directors or an Officer elected by the Member Chapters with or without cause by a two-thirds (2/3) vote of the respective Member Chapters then entitled to vote on the election of Member Chapter Directors. Such action may be taken only at a meeting of the Individual Professional Members or Member Chapters at which a quorum is present which was expressly called for the purpose of such removal. The meeting notice, which must be given in accordance with the notice requirements set out in Article V, Section 5.3, shall state that the purpose or one of the purposes of the meeting is the removal of the Director or Officer.

Section 9.6.2. Removal by Directors. The Board may remove one (1) or more Directors or Officers elected by the Board with or without cause by a two-thirds (2/3) vote of the Directors in office. The Board may remove one (1) or more Directors or Officers elected by the Individual Professional Members or by the Member Chapters for any of the reasons stated in the Washington State Nonprofit Corporation Law, RCW [24.03A.530](#), including failure to attend three (3) consecutive meetings of the Board or failure to satisfy any of the qualifications of Directors set forth in the Bylaws in effect at the beginning of the Director's term. Any such removal of a Member elected Officer or Director shall require a decision, by a two-thirds (2/3) vote of the members of the Board who do meet all of the qualifications, that the Director or Officer in question has failed to satisfy one (1) or more of the stated qualifications to serve as a Director. The vote for removal shall take place at a meeting for which notice of at least 15 (fifteen) business days is given and such notice states that the purpose, or one of the purposes, of the meeting is removal of a Director or Officer.

ARTICLE X. CERTIFICATION

Section 10.1. Certification Council.

Section 10.1.1. Council Established. The Board will establish a Certification Council ("Council") as a standing committee to oversee, subject to the Board's approval, the development and publication of certification standards and the processes for certifying and decertifying professionals within the data management industry. The Council's composition and selection criteria, duties and responsibilities, and procedures shall be set forth in a resolution approved by the Board.

Section 10.1.2. Council Duties and Responsibilities. Council's main responsibility is to maintain the quality, integrity, and credibility of any certification program established by the Board (including the Certified Data Management Professional (CDMP®) program currently in existence), ensuring that any professionals certified by DAMA-I meet the highest standards of competence and ethical conduct. The Council may designate and establish terms of appointment of advisors or fellows who can provide expert advice and assistance to the Council in carrying out its responsibilities.

Section 10.1.3. Certification Standards. The Council will oversee development and publication of clear and comprehensive standards for any certification program established, outlining the knowledge, skills, and competencies that certified individuals must possess.

These standards should be relevant to information and data management and aligned with industry best practices.

Section 10.1.4. Exam Development. The Council will oversee the development, review, and validation of certification exams to ensure they accurately assess the required knowledge and skills.

Section 10.1.5. Ethical Guidelines. The Council will establish and maintain a code of ethics and standards of conduct for certified professionals.

Section 10.1.6. Recertification. The Council will define recertification (“maintenance”) requirements, including continuing education and professional development, for maintaining certification validity.

Section 10.1.7. Denial of Certification or Decertification. The Council will recommend to the Board standards for denying certification to any individual and for decertifying anyone granted certification and due process procedures for anyone denied certification or decertified.

Section 10.1.8. Communication. The Council will communicate regularly with DAMA-I stakeholders about certification program updates, changes, and relevant industry trends. Communications with certification exam providers and partners will be maintained by DAMA-I.

Section 10.1.9. Annual Report. The Council will prepare an annual report detailing Council's activities, achievements, challenges, and recommendations for improvement. The content of these updates should ensure that no confidential or sensitive personal information is inadvertently disclosed.

ARTICLE XI. PRESIDENTS’ COUNCIL

Section 11.1. Purpose. There shall be a Presidents’ Council the purpose of which is to support communication among the Presidents of Chapters and advise the Board and other Chapters towards the advancement of DAMA-I's vision, purpose, and goals.

Section 11.2. Composition. The Council shall be made up of the Presidents of the Affiliated Chapters or their designees each of whom shall have one (1) vote on the Council. No person may represent more than one (1) Chapter.

Section 11.3. Governance. The Council shall be governed by a Charter adopted by the voting members of the Council consistent with the vision, purpose, and goals of DAMA-I.

Section 11.4. Election of Chair. The Council shall elect a Chair for a three-year term who shall lead the Council and represent the Council on the DAMA-I Board of Directors.

Section 11.5. Attendance at Meetings. Presidents of Forming Chapters with signed Letters of Intent, members of the DAMA-I Board of Directors, DAMA-I appointed Advisors, and others invited by the Council may attend Council meetings as non-voting attendees.

ARTICLE XII.
ADVISORS, ADVISORY COMMITTEES, FOCUS, AND AFFINITY GROUPS

Section 12.1. Advisors. The Board may appoint advisors who can offer expertise and recommendations to the Board on DAMA-I operations, and advise on organizational strategy, prioritization, and goal setting. Expectations during their service as advisors and provisions concerning the tenure and terms of their appointment should be outlined in a resolution of the Board adopted at the time of their appointment.

Section 12.2. Advisory Committees. The Board may by resolution create one (1) or more advisory committees. Each advisory committee may consist of any number of persons who are not directors who are appointed by the President with the approval of the Board. The members of any such advisory committee shall serve at the pleasure of the Board and/or the President. Such advisory committees shall advise and aid the Officers and Directors of DAMA-I in all matters designated by the Board. Each such committee may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

Section 12.3 Focus and Affinity Groups. The Board may by resolution authorize the creation of focus groups and affinity groups that would offer DAMA-I members the opportunity to collaborate on issues or network with other members with shared interests or experiences. These groups will be informal, and each group may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of meetings and other matters relating to its procedure.

ARTICLE XIII.
REGIONAL COUNCILS

Section 13.1. Number, Structure, and Composition. The Board may establish Regional Councils of Member Chapters each covering a geographic area defined by the Board in consultation with the Presidents' Council. The Regional Councils shall be an integral part of DAMA-I, will not be separate legal entities, will not be separately incorporated, and will have no separate budget. The Regional Councils will be composed of the Presidents (or their designees) of the Member Chapters in the defined region who will operate as a committee of the whole without a governing body.

Section 13.2. Purposes. The purposes of the Regional Councils shall be to provide an organized structure for Member Chapters in a region that enables them to i) work together to address common concerns and provide input to the Presidents' Council and the DAMA-I Board; ii) address issues of interest such as best practices in data management; iii) provide channels of communication among Member Chapters and between Member Chapters in the region and DAMA-I on organizational issues and data management issues and policies; and iv) to promote the purposes of and membership in DAMA-I.

Section 13.3. Meetings. Each Regional Council shall adopt and publish in January an annual calendar of meetings each year as determined by the Council. The meetings will be facilitated by DAMA-I.

Section 13.4. Reporting. Each Regional Council shall report to the DAMA-I Board on its activities in accordance with procedures set by the Board.

ARTICLE XIV. CONFLICT OF INTEREST

The Board shall adopt a policy regarding transactions between DAMA-I and interested persons, including but not limited to the sale, lease, or exchange of property to or from interested persons and DAMA-I, the lending or borrowing of monies to or from interested persons by DAMA-I or the payment of compensation by DAMA-I for services provided by interested persons.

ARTICLE XV. INDEMNIFICATION

To the fullest extent permitted under the applicable law, any Director, Officer or Assistant Officer (hereafter "Covered Person") shall be entitled to indemnification and reimbursement of reasonable expenses from DAMA-I for and against any loss, damage, claim or expense (including reasonable attorneys' fees) whatsoever incurred by the Covered Person relating to or arising out of any act or omission or alleged acts or omissions performed or omitted by any Covered Person on behalf of DAMA-I, provided, however, that i) any indemnity under this Article XV shall be provided out of and to the extent of DAMA-I's assets only and ii) no indemnification may be made to a Covered Person if a final, non-appealable order of a court of competent jurisdiction or other final adjudication determines (a) such Covered Person's acts were committed in bad faith or the result of willful or deliberate dishonesty or (b) such Covered Person personally gained a financial profit or other advantage to which such Covered Person was not legally entitled.

ARTICLE XVI. FISCAL YEAR

The fiscal year of DAMA-I shall begin on the first (1st) day of January and shall terminate on the thirty-first (31st) day of December in each year.

ARTICLE XVII. CORPORATE ACTS AND FUNDS

Section 17.1. Corporate Acts. The President, Vice President, Secretary, Treasurer, and, if elected by the Board, the Executive Director/CEO, shall have authority to sign, execute, and acknowledge on behalf of DAMA-I, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of DAMA-I's regular business, as authorized in the budget adopted by the Board

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or by resolution of the Board. Except as otherwise provided by the WNCA or directed by the Board, the President may authorize in writing any Officer or agent to sign, execute, and acknowledge such documents and instruments in their place and stead. The Secretary is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board, provided, however, that an attestation is not required to enable a document to be an act of DAMA-I.

Section 17.2. Seal. Affixing a seal shall not be required to evidence corporation action.

Section 17.3. Loans. No monies shall be borrowed on behalf of DAMA-I and no evidence of such indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. The President or Vice President shall countersign promissory notes of DAMA-I, and all notes shall be signed by the Treasurer as authorized by the Board.

Section 17.4. Deposits. All funds of DAMA-I, not otherwise employed, shall be deposited to the credit of DAMA-I in such banks, investment firms, or other depositories as the Board may select.

ARTICLE XVIII. AMENDMENTS

Section 18.1. Amendment by Members. These Bylaws may be amended, added to or rescinded at any meeting of the Members by affirmative vote of a majority of the Members in attendance provided that a quorum is present and in the call for the meeting notice of the proposed amendment, and addition or revision is given with a reasonable summary thereof.

Section 18.2. Amendment by Directors. Subject to the right of the Members as provided in the foregoing Section 18.1 of this Article XVIII to amend, add to, or rescind these Bylaws, the Board may, by a two-thirds (2/3) majority vote of the Directors, amend, add to, or rescind these Bylaws, provided, however, that the following amendments to the Bylaws cannot be made by the Directors, but only upon approval of the Members: i) amendments which by the laws of the State of Washington are required to be approved by the Members; ii) amendments specifying a different number of authorized Directors; iii) amendments repealing, restricting, creating, or expanding proxy rights; iv) amendments increasing the length of terms of Officers or Directors or the number of consecutive terms an Officer or Director can serve; v) amendments materially and adversely affecting the voting rights of the Members; vi) amendments that would affect a material reclassification or cancellation of all or part of the membership; vii) amendments authorizing a new class of voting membership or materially changing the terms and conditions of membership; or viii) any amendment to this Article XVIII.

The foregoing Bylaws were adopted by the Board of Directors of DAMA-International on June 1, 2024.

Peter Vennel

Secretary (Vice President, Operations)