























Item	Current Bylaws*	Petition	The Bylaws Committee Analysis
1	<p><b>II. Organizational Structure</b></p> <p>1. Membership</p> <p>a. Directors of the Board: Directors shall be those Members serving from time to time on the Board of Directors.</p> <p>b. Members: The Members shall consist solely of individuals who obtain certification as granted by (ISC)<sup>2</sup> and whose certification is in good standing according to specifications that are from time to time approved by the Board of Directors.</p> <p>2. Board of Directors: The Board of Directors shall have the powers and duties of a board of directors pursuant to the laws of the Commonwealth of Massachusetts, and shall be responsible for the policy and governance of the Corporation. The Board shall hire, direct, and oversee the Executive Director.</p>	<p><b>II. Organizational Structure</b></p> <p>1. <del>Membership Definitions</del></p> <p><del>a. Directors of the Board: Directors shall be those Members serving from time to time on the Board of Directors.</del></p> <p>a. Members: The Members shall consist solely of individuals who obtain certification as granted by (ISC)<sup>2</sup> and whose certification is in good standing according to specifications that are from time to time approved by the Board of Directors.</p> <p><del>b. Directors of the Board: Those persons serving as a either a Member Director or an Outside Director.</del></p> <p>1. <del>Member Director: Those Members serving from time to time on the Board of Directors.</del></p> <p>2. <del>Outside Director: Those persons that are not Members of the Organization that have been nominated and elected to a position on the Board.</del></p> <p>3. <del>Non-Director Member. Any Member that is not currently serving as a Member Director is a Non-Director Member</del></p> <hr/> <p>2. <del>Board of Directors: The Board of Directors shall have the powers and duties of a board of directors pursuant to the laws of the Commonwealth of Massachusetts, and shall be responsible for the policy and governance of the Corporation. The Board shall hire, direct, and oversee the Executive Director.</del></p>	<ul style="list-style-type: none"><li>• The petition calls for changes to (ISC)<sup>2</sup>'s organizational structure to allow non-members to sit on the Board of Directors.</li><li>• (ISC)<sup>2</sup> operates under the United States 501(c)(6) nonprofit association laws, which mandate that members' interests control the organization.</li><li>• We believe that members are the best people to serve the best interests of membership and therefore that (ISC)<sup>2</sup> Board directors should be chosen from (ISC)<sup>2</sup>'s membership.</li></ul>

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2	<p>4. Committees of the Corporation: The Corporation shall have three standing committees and other committees as established by the Chairman or the Board. All committees shall report to and serve at the pleasure of the Board. The three standing committees are:</p> <p>a. Audit Committee - this committee is composed of the Treasurer and at least two other Members who are not Officers of the Board.</p> <p>b. Business Practices Committee - this committee is composed of the Vice Chairman and at least two other Members who are not Officers of the Board. This committee shall investigate any allegations of ethical misconduct by (ISC)2 itself or by business partners of (ISC)2 and recommend to the Board policies on ethical business practices.</p> <p>c. Professional Conduct (Ethics) Committee -this committee is composed of one Director and at least two other Members who are not Directors. This committee shall review allegations of ethical misconduct by Members and recommend appropriate action for the Board.</p>	<p>4. Committees of the Corporation: The Corporation shall have three standing committees and other committees as established by the Chairman or the Board. All committees shall report to and serve at the pleasure of the Board. The three standing committees are:</p> <p>Audit Committee - this committee is composed of the Treasurer and at least two other Members who are not Officers of the Board.</p> <p>Business Practices Committee -this committee is composed of the Vice Chairman and at least two other Members who are not Officers of the Board. This committee shall investigate any allegations of ethical misconduct by (ISC)2 itself or by business partners of (ISC)2 and recommend to the Board policies on ethical business practices.</p> <p>Professional Conduct (Ethics) Committee -- this committee is composed of <b>exactly one Director plus two or more Non-Director Members</b>. This committee shall review allegations of ethical misconduct by Members and recommend appropriate action for the Board.th</p>	<ul style="list-style-type: none"> <li>• Our members have stated a preference that (ISC)2 be governed by members.</li> <li>• The petition wants to introduce a new term of “Non-Director Member” to describe a member. In our view the term “Member” serves this purpose and is understood.</li> <li>• Committees of the Corporation (or Board Committees) serve an important purpose in (ISC)2’s governance. They are convened under the Board’s direction for specific purposes, reporting their findings back to the Board for evaluation.</li> <li>• Board Committees already are comprised of Board directors, members and other experts as required.</li> <li>• <b>Important note</b> — in the 2022 Bylaws vote, there was confusion that the Ethics committee was being disbanded. <b>This was not the case.</b> We are not proposing any changes to the Ethics Committee in this current process. We remain committed to the highest ethical standards.</li> </ul>
3	<p><b>III. Board of Directors; Officers; Committees</b></p> <p>1. Qualification: The members of the Board of Directors (“Board”) are those Members duly elected or appointed as provided in these Bylaws. Each Director shall have sufficient command of the English language such that he or she may carry out the duties of Director and</p>	<p><b>III. Board of Directors; Officers; Committees</b></p> <p>1. Qualification: The members of the Board of Directors (“Board”) are those Members duly elected or appointed as provided in these Bylaws. Each Director shall have sufficient command of the English language such that he or she may carry out the duties of Director and</p>	<ul style="list-style-type: none"> <li>• The petition calls for changes to term limits, which (ISC)2 Board agreed with, capping at six years.</li> <li>• The petition also suggests that the removal of a Director could take place by a majority vote by members at <b>any</b> annual or special meeting of members. Under the bylaws, all agenda items for meetings must be provided to members at least</li> </ul>

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	<p>ensure full comprehension of, and participation of, all business of the Corporation.</p> <p>2. Constitution of Board: The Board shall consist of a minimum of seven Directors. A two thirds majority of the Board shall set the exact number.</p> <p>3. Term of Office: Directors are elected by the Members to serve for three-year terms or appointed [by the Board] to serve for terms lasting up to three years. Each Director shall serve until his or her successor is duly appointed or elected, or he or she sooner dies, resigns, is removed, or disqualified.</p> <p>4. Term Limits: "Service" means occupying any position as a Director of (ISC)<sup>2</sup>. Service as a Director may not exceed six years in any ten year period; provided, that all Directors currently serving in office as of the effective date of these Bylaws may complete their duly elected or appointed term of Service. No one may serve as an appointed Director more than once, regardless of the duration of their appointment. An appointed Director may stand for election by the Members to a term subsequent to appointed service, subject to the term limitations stated herein.</p> <p>5. Recall of a Director: In an election called specifically for the purpose of a recall, the Members entitled to elect a Director may recall such Director by a majority of those voting.</p>	<p>ensure full comprehension of, and participation of, all business of the Corporation.</p> <p>2. Constitution of Board: The Board shall consist of a minimum of seven Directors <b>plus a minimum of three Outside Directors.</b> A two thirds majority of the Board shall set the exact number.</p> <p>3. Term of Office: Directors are elected by the Members to serve for three-year terms or appointed [by the Board] to serve for terms lasting up to three years. Each Director shall serve until his or her successor is duly appointed or elected, or he or she sooner dies, resigns, is removed or disqualified.</p> <p>4. Term Limits: "Service" means occupying any position as a Director of (ISC)<sup>2</sup>. Service as a Director may not exceed six years <b>in any ten year period in their lifetime;</b> provided, that all Directors currently serving in office as of the effective date of these Bylaws may complete their duly elected or appointed term of Service. No one may serve as an appointed Director more than once, regardless of the duration of their appointment. An appointed Director may stand for election by the Members to a term subsequent to appointed service, subject to the term limitations stated herein.</p> <p>Recall of a Director: <b>In an election called specifically for the purpose of a recall, the Members entitled to elect a Director may recall such Director by a majority of those voting. The Members can recall (remove) a Director by majority vote at any Annual or Special meeting of the Members.</b></p>	<p>60 days ahead of the meeting. This is important to allow members fair notice to review all business, plan attendance or proxy voting, and otherwise participate.</p> <ul style="list-style-type: none"><li>Recall of a Director is the removal of a director by the Members as opposed to removal by Board of Directors or resignation.</li><li>Recall of a Director is a very important decision and we want all members to be aware and able to participate in such a decision.</li></ul>

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4	<p>9. Officers of the Board: The Board shall elect annually from among its Directors the following officers of the Board. Each officer shall serve, except as otherwise provided by these Bylaws, until a successor is duly chosen and qualified, unless the officer sooner dies, resigns, is removed, or becomes disqualified. The Board of Directors may fill a vacancy in any office at any meeting.</p> <p>a. Chairman</p> <ol style="list-style-type: none"> <li>i. Leads the Board and is responsible for its effectiveness</li> <li>ii. Chairs the meetings of the Board</li> <li>iii. Chairs the Annual Meeting</li> <li>iv. Appoints committee members to Committees of the Board subject to confirmation by the Board</li> <li>v. Performs all lawful functions of a chairman of a board</li> </ol> <p>b. Vice Chairman</p> <ol style="list-style-type: none"> <li>i. Acts as Chairman in the absence of the Chairman</li> <li>ii. Chairs the Business Practices Committee</li> <li>iii. Executes other duties as assigned by the Chairman</li> </ol> <p>c. Board Secretary</p> <ol style="list-style-type: none"> <li>i. Assures creation of minutes of meetings</li> <li>ii. Executes other duties as assigned by the Chairman</li> </ol> <p>d. Treasurer</p> <ol style="list-style-type: none"> <li>i. Chairs the Audit Committee of the Board</li> <li>ii. Executes other duties as assigned by the Chairman</li> </ol>	<p>Officers of the Board: The Board shall elect annually from among its Directors the following officers of the Board. Each officer shall serve, except as otherwise provided by these Bylaws, until a successor is duly chosen and qualified, unless the officer sooner dies, resigns, is removed, or becomes disqualified. The Board of Directors may fill a vacancy in any office at any meeting.</p> <p>a. Chairman</p> <ol style="list-style-type: none"> <li>i. Leads the Board and is responsible for its effectiveness</li> <li>ii. Chairs the meetings of the Board</li> <li>iii. Chairs the Annual Meeting</li> <li>iv. Appoints committee members to Committees of the Board subject to confirmation by the Board</li> <li>v. Performs all lawful functions of a chairman of a board</li> </ol> <p>b. Vice Chairman</p> <ol style="list-style-type: none"> <li>i. Acts as Chairman in the absence of the Chairman</li> <li>ii. Chairs the Business Practices Committee</li> <li>iii. Executes other duties as assigned by the Chairman</li> </ol> <p>c. Board Secretary</p> <ol style="list-style-type: none"> <li>i. Assures creation of minutes of meetings <b>and actions without meetings</b></li> <li>ii. Executes other duties as assigned by the Chairman</li> </ol> <p>d. Treasurer</p> <ol style="list-style-type: none"> <li>i. Chairs the Audit Committee of the Board</li> <li>ii. Executes other duties as assigned by the Chairman</li> </ol>	<ul style="list-style-type: none"> <li>• The petition calls for a record of actions taken by the Board outside of meetings to be circulated to members.</li> <li>• This is current practice. The Board does not act without a written record of decisions.</li> </ul>
5	<p>14. Telephonic Participation in Meetings. Directors may participate in any meeting by means of a conference telephone call or similar communications</p>	<p>Telephonic Participation in Meetings. Directors may participate in any meeting by means of a <b>conference remote meeting mechanism</b> <del>telephone call or similar</del></p>	<ul style="list-style-type: none"> <li>• The petition calls for an update in bylaws language to keep it consistent with current working practices and include the use of remote working platforms.</li> </ul>

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	<p>equipment by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at such meetings.</p>	<p><del>communications equipment by means of which</del> that allows all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at such meetings.</p>	<ul style="list-style-type: none"><li>• The Bylaws Committee accepts this recommendation and recommends incorporating it into the bylaws.</li></ul>
6	<p><b>IV. Election of Board of Directors</b></p> <ol style="list-style-type: none"><li>1. One-third of the Director positions on the Board will stand for election by the Members each year.</li><li>2. Terms of Directors will begin on January 1st of the year following their election or, if the election is completed after January 1st but before July 31st, as soon as possible after the election.</li><li>3. The collection of Members' votes for the election of Directors shall be conducted over a term of at least two (2) weeks each year and only those Members in good standing as of the date of announcement of the election may vote.</li><li>4. The Board will announce the dates of the election at least one hundred and twenty (120) days in advance of the election.</li><li>5. Each eligible Member may vote for one candidate for each vacancy.</li><li>6. The Board of Directors shall prepare and submit to the Members, at least ninety (90) days in advance of the election, a slate of qualified candidates who have agreed to serve.</li><li>7. The name of any qualified person who agrees to serve if elected may</li></ol>	<p><b>IV. Election of Board of Directors</b></p> <ol style="list-style-type: none"><li>1. One-third <b>of each class</b> of the Director positions on the Board will stand for election by the Members each year.</li><li>2. Terms of Directors will begin on January 1st of the year following their election or, if the election is completed after January 1st but before July 31st, as soon as possible after the election.</li><li>3. The collection of Members' votes for the election of Directors shall be conducted over a term of at least two (2) weeks each year and only those Members in good standing as of the date of announcement of the election may vote.</li><li>4. The Board will announce the dates of the election at least one hundred and twenty (120) days in advance of the election.</li><li>5. Each eligible Member may vote for one candidate for each vacancy.</li><li>6. <b>A Nominations Committee, led by a former Member Director, and composed entirely of Non-Director Members shall determine the nomination process. The members of the Nomination committee will be appointed by the Board of Directors. The Nomination Committee</b></li></ol>	<ul style="list-style-type: none"><li>• The petition opens the way for a non-member majority on the board, which would run counter to members' rights.</li><li>• The (ISC)<sup>2</sup> Board believes that nominations, petitioning, and write-in instructions require more evaluation, as member feedback has been unclear on the topic. The Nominations Committee will undertake this work, which is why the Bylaws Committee has not recommended changes at this time.</li></ul>

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	<p>be submitted by signed, written petition, of at least 500 members in good standing as of the date of the election announcement, to the Board at least sixty (60) days in advance of the start of the election. Any such petition shall identify the Board seat for which the nominee is to be considered. Nominees received under this process shall be included on the ballot.</p> <p>8. The Directors may allow for the election of write-in candidates for the Board; provided that such person so elected meets the qualification requirements for Service set forth in these Bylaws.</p> <p>9. All votes shall be cast using an electronic voting method specified by resolution of the Board.</p> <p>10. Any election shall be determined by a plurality of the votes cast by those entitled to vote in the election.</p>	<p>shall prepare and submit to the Members, at least ninety (90) days in advance of the election, a ballot of qualified candidates who have agreed to serve. This ballot shall contain all qualified persons that have been nominated or twice as many nominees as the number of open positions, whichever is less. No member of the Nomination committee may also be a nominee for election.</p> <p><del>The Board of Directors shall prepare and submit to the Members, at least ninety (90) days in advance of the election, a slate of qualified candidates who have agreed to serve.</del></p> <p>7. The name of any qualified person who agrees to serve if elected may be submitted by signed, written petition, of at least 500 members in good standing as of the date of the election announcement, to the Board at least sixty (60) days in advance of the start of the election. Any such petition shall identify the Board seat for which the nominee is to be considered. Nominees received under this process shall be included on the ballot. The Board, upon request of a petitioner, will send a single email to all Members indicating the petitioner's desire to be on the ballot, along with a link to information about the petitioner (provided by the petitioner).</p> <p>8. <del>The Directors may allow for the election of write in candidates for the Board; provided that such person so elected meets the qualification requirements for Service set forth in these Bylaws.</del></p>	

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		<p>8. Write in candidates for the Board, are allowed; provided that such person so elected meets the qualification requirements for Service set forth in these Bylaws.</p> <p>9. All votes shall be cast using an electronic voting method specified by resolution of the Board.</p> <p>10. Any election shall be determined by a plurality of the votes cast by those entitled to vote in the election.</p>	
7	<p><b>VI. Meetings of Members</b></p> <p>1. Annual Meeting: The Members shall meet annually within the United States to conduct other business as properly brought before the Members.</p> <p>2. Annual Report to the Membership: The Board of Directors and the Executive Director of (ISC)<sup>2</sup> and other officers or committee chairpersons as directed by the Board shall report annually to the Membership on the state of the organization.</p> <p>3. Special Meetings: Special Meetings of the Membership may be called by 1) the Chairman, 2) upon the written application of at least three members of the Board of Directors, or 3) as otherwise provided by law. Notice of special meetings shall be given by the Corporate Secretary as provided below, or in case of the death, absence, incapacity,</p>	<p><b>VI. Meetings of Members</b></p> <p>1. Annual Meeting: The Members shall meet annually within the United States to conduct other business as properly brought before the Members.</p> <p>2. Annual Report to the Membership: The Board of Directors and the Executive Director of (ISC)<sup>2</sup> and other officers or committee chairpersons as directed by the Board shall report annually to the Membership on the state of the organization.</p> <p>3. Special Meetings: Special Meetings of the Membership may be called by 1) the Chairman, 2) upon the written application of at least three members of the Board of Directors, or 3) as otherwise provided by law or bullet 8 below. Notice of special meetings shall be given by the Corporate Secretary as provided below, or in case of the death,</p>	<ul style="list-style-type: none"> <li>• The petition would allow agenda items to be added to meetings without notice.</li> <li>• As stated previously, under the bylaws, all agenda items for meetings must be provided to members at least 60 days ahead of the meeting. This is important to allow members fair notice to review all business, plan attendance or proxy voting, and otherwise participate.</li> <li>• The (ISC)<sup>2</sup> Board agrees with formalizing the proxy voting process and has recommended a Bylaws amendment to support that position.</li> </ul>

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	<p>or refusal of the Secretary, by any Officer of the Board.</p> <p>4. Notice of Meetings: The Corporate Secretary (or the person calling the meeting) shall give written notice of every meeting of the Members. Notice to Director Members shall be given as provided in Article III, Section 11 for meetings of the Board of Directors. Notice to the Members shall state the date, hour and place of the meeting, and the purposes for which the meeting is to be held. The notice to the Members shall be given at least sixty (60) days before the meeting.</p> <p>5. Quorum: For meetings of the Members, at least two Officers of the Board, a minimum of 50 percent of the remaining Directors, and at least 50 other Members in good standing shall be required to constitute a quorum for the transaction of business.</p> <p>6. Voting: At all meetings of the Membership, each Member eligible to vote on a particular matter shall have one vote, unless otherwise provided by law, the Articles of Organization or these Bylaws.</p> <p>7. Action at Meeting: When a quorum is present at any meeting of the Membership, a majority of the Members present and voting on a matter, except where a larger vote is required by law, the Articles of Organization, or these Bylaws, shall decide any matter to be voted on by the Members.</p> <p>8. Right of Petition: Members may petition in writing to add items to the official agenda of any meeting</p>	<p>absence, incapacity, or refusal of the Secretary, by any Officer of the Board.</p> <p>4. Notice of Meetings: The Corporate Secretary (or the person calling the meeting) shall give written notice of every meeting of the Members. Notice to Director Members shall be given as provided in Article III, Section 11 for meetings of the Board of Directors. Notice to the Members shall state the date, hour and place of the meeting, and the purposes for which the meeting is to be held. The notice to the Members shall be given at least sixty (60) days before the meeting.</p> <p>5. Quorum: For meetings of the Members, at least two Officers of the Board, a minimum of 50 percent of the remaining Directors, and at least 50 other Members in good standing shall be required to constitute a quorum for the transaction of business.</p> <p>6. Voting: At all meetings of the Membership, each Member eligible to vote on a particular matter shall have one vote, unless otherwise provided by law, the Articles of Organization or these Bylaws. <b>Votes may be submitted by proxy.</b></p> <p>7. Action at Meeting: When a quorum is present at any meeting of the Membership, a majority of the Members present and voting on a matter, except where a larger vote is required by law, the Articles of Organization, or these Bylaws, shall decide any matter to be voted on by the Members. <b>Members may make motions on any issue at the Annual Meeting. Special Meetings will be limited to those actions specified in the call for a Special Meeting.</b></p>	

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	<p>of the Members or may petition in writing for a Special Meeting to address specific items of new business by presenting a signed petition for that purpose to the Chairman, Board Secretary, or (in their absence) any member of the Board of Directors. Such petition must contain the valid signatures (or electronic equivalent) of at least 500 Members in good standing. If the petition is for a Special Meeting, the Chairman shall call a Special Meeting within 90 days.</p> <p>9. Place of Meetings: Except as otherwise required by law, meetings of the Board and of the Members may be held at any location selected by the Board.</p>	<p>8. Right of Petition: Members may petition in writing to add items to the official agenda of any meeting of the Members or may petition in writing for a Special Meeting to address specific items of new business by presenting a signed petition for that purpose to the Chairman, Board Secretary, or (in their absence) any member of the Board of Directors. Such petition must contain the valid signatures (or electronic equivalent) of at least 500 Members in good standing. If the petition is for a Special Meeting, the Chairman shall call a Special Meeting within 90 days.</p> <p>9. Place of Meetings: Except as otherwise required by law, meetings of the Board and of the Members may be held at any location selected by the Board.</p>	
8	<p>10. Merger, Consolidation, Disposal of Assets: In addition to any approvals required by applicable law, the Board of Directors must be notified by the Executive Director of any intention to merge, consolidate, or dispose of substantial assets of the Corporation. The Board must approve any merger, consolidation, or disposition of all or substantially all of the Corporation’s property and assets. Any such action shall require affirmative votes of two-thirds of all Directors and two-thirds of all Members in good standing present at any meeting called to address this item.</p>	<p>10. Merger, Consolidation, Disposal of Assets: In addition to any approvals required by applicable law, the Board of Directors must be notified by the Executive Director of any intention to merge, consolidate, or dispose of substantial assets of the Corporation. The Board must approve any merger, consolidation, or disposition of all or substantially all of the Corporation’s property and assets. Any such action shall require affirmative votes of two-thirds of all Directors and two-thirds of all Members in good standing present at any meeting called to address this item.</p> <p>12. Policies, Procedures, and Meeting Minutes. Formal Policies and Procedures of the Organization as well as Minutes of all Board and Committee meetings, shall be published in a manner accessible by Members.</p>	<ul style="list-style-type: none"> <li>As an organization governed by its members, (ISC)<sup>2</sup> already makes certain records available to its membership on request. It is important to establish that such requests are reasonable and for a proper purpose. Public dissemination of board minutes could divulge confidential information detrimental to the organization or its members interest or expose sensitive personal information. A degree of confidentiality also allows the board to act authentically.</li> <li>We introduced a policy to allow members access to certain policies, procedures, and corporate records that can be found <a href="https://www.isc2.org/About/Governance">https://www.isc2.org/About/Governance</a>.</li> <li>The bylaws are designed to give the board authority to create policy, bylaws should not define policy as is recommended here.</li> </ul>

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9	<p><b>X. Amendments</b></p> <p>The power to ratify, amend, or repeal these Bylaws, in whole or in part, shall be in the Members. Any such action shall require an affirmative vote of two-thirds of all Members in good standing present at any meeting duly called to address this item. The Board of Directors may propose amendments approved by vote of two-thirds of Directors then in office.</p>	<p><b>X. Amendments</b></p> <p>The power to ratify, amend, or repeal these Bylaws, in whole or in part, shall be in the Members. Any such action shall require an affirmative vote of two-thirds of all Members <b>in good standing present at any meeting voting in person or by proxy at a meeting duly called to address this item for this purpose. A minimum of 500 votes in favor of the change must be cast for the change to be valid.</b> The Board of Directors may propose amendments approved by vote of two-thirds of Directors then in office. <b>Members may submit proposed Bylaws changes using the process to petition for a Special meeting of the members.</b></p>	<ul style="list-style-type: none"><li>• During our review of the petition we found that the petition did not use the most recent bylaws language in proposing these changes</li><li>• Regarding the proposed changes, the current bylaws already set a high threshold for amending bylaws at two-thirds of the members participating in the vote regardless of how many are participating.</li><li>• Setting an additional threshold of votes could confuse members</li></ul>

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