

**BY-LAWS
OF
VERIFIED VOTING FOUNDATION**

ARTICLE I

NAME, SEAL, OFFICES AND OPERATION

Section 1. Name. The name of the Corporation is VERIFIED VOTING FOUNDATION (the "Organization").

Section 2. Seal. The Board of Directors of the Organization (hereinafter the "Board") may, at its pleasure, obtain a seal for the Organization, which may be in whatever form is desired by the Board.

Section 3. Offices. The principal office of the Organization shall be located in such place as the Board may determine. The Organization also may have offices at such other places, including foreign countries, as the Board may from time to time agree or as the purposes of the Organization may require.

Section 4. Purposes. The Organization is organized and will be operated exclusively for the following charitable and educational purposes:

(A) to deal with the threat to our nation's democracy posed by the use of electronic voting machines with no paper recordation;

(B) to bring to the nation's attention the fact that (i) ballots cast by such machines offer no assurance that votes are recorded and counted correctly, (ii) there is no method of effecting meaningful recounts, (iii) software errors are unavoidable, and (iv) inaccurate results could easily remain undetected;

(C) to explain to the electorate that election processes in a democracy must ensure both the accuracy of the results and the public's acceptance of the outcomes, which goal is not achieved by elections conducted using paperless electronic voting machines;

(D) to recommend that a voter-verifiable audit trail be required on all voting machines election equipment;

(E) to assist those state and local authorities who have recognized the concerns expressed hereinabove in working toward the goal of requiring all electronic voting machines to have audit trails; and

(F) to engage in any and all lawful activities incidental to and in pursuit of the foregoing purposes, except as restricted herein.

ARTICLE II

MEMBERS

The Organization shall have no voting members.

ARTICLE III

BOARD OF DIRECTORS

Section 1 Powers and Duties. The Board shall manage and control the affairs and property of the Organization. All corporate powers, except such as are otherwise provided for in the Certificate of Incorporation, these By-Laws, or the laws of the State of Delaware, shall be and hereby are vested in and shall be exercised by the Board. The Board shall have full power to adopt rules and regulations governing all actions which it takes, except as otherwise provided by the laws of the State of Delaware, and shall have full authority with respect to the acceptance, investment, reinvestment, distribution and payment of funds received by the Organization from time to time in order to carry out the purposes of the Organization; provided, however, that the fundamental and basic purposes and powers of the Organization, and the limitations thereon, as expressed in the Certificate of Incorporation, as it may be amended from time to time, shall not thereby be amended or changed. The Board may, except as otherwise provided by the laws of the State of Delaware, delegate to committees or to officers of the Organization, such powers as it may see fit.

Section 2. Number, Election, Term of Office and Removal. The number of directors on the initial Board shall be five (5). Thereafter, the number of directors may be varied by the Board at its annual meeting (or more often, if desired), provided that the number shall be fixed at no fewer than three (3) and no more than twenty-five (25). The term of office of directors shall be as fixed by the Board, and, in any event, each director shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. Directors shall be elected by the Board at its annual meeting. Any director may be removed, with or without cause, by the affirmative vote of a majority of the directors then in office.

Section 3. Vacancies. A vacancy arising at any time and from any cause shall be filled for the unexpired term through majority vote of the directors then in office. In any case, each vacancy shall be filled no later than 90 days after its occurrence.

Section 4. Resignation. Any director may resign at any time by giving written notice of such resignation to the President of the Organization.

Section 5. Annual Meeting; Notice. The annual meeting of the Board shall be held at a time and place fixed by the Board. Notice of the time and place of such annual meeting shall be given in such form as the Board may determine.

Section 6. Special Meetings; Notice. A special meeting of the Board may be called at any time by the President of the Organization, or by any other individual so authorized by the Board, or upon written demand of the majority of the directors then in office. Notice of the time and place of such special meeting shall be given to all directors in such manner that he or she has reasonable access to the notice at least forty-eight (48) hours prior to the scheduled meeting time. Except as otherwise provided in these By-Laws, any business may be transacted at any duly called directors' meeting.

Section 7. Regular Meeting; Notice. Regular meetings of the Board may be held with notice at such time and place as shall be determined by the Board.

Section 8. Quorum. At all meetings of the Board, a majority of the entire Board shall constitute a quorum for the transaction of business.

Section 9. Action of the Board. The action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board, except as otherwise provided by these By-Laws. Any member of the Board may participate in a meeting thereof by means of a conference telephone or similar device by which all persons can hear all other persons participating in the meeting at the same time. Any Board action may be taken without a meeting if all members of the Board consent in writing and the written consents are included in the records of the proceedings of the Organization.

Section 10. Adjournment. At any meeting of the Board, whether or not a quorum is present, a majority of the directors present may adjourn the meeting to another time and place, with notice to any absent director. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 11 Organization. At all meetings of the Board, the President of the Organization, or, in the absence of the President, the Vice President, or, in his or her absence, a temporary chairman chosen by the directors from among their number, shall preside. The Secretary of the Organization shall act as secretary at all meetings of the Board. In the absence of the Secretary, the presiding officer shall appoint any person to act as secretary of the meeting.

Section 12. Compensation. Directors shall serve without fixed salary for their services as such, but a fixed reasonable fee or the expenses (if any) for attendance, or both, may be allowed, on resolution of the Board, for attendance at each annual, special or regular meeting of the Board. The Board shall have the power, in its sole discretion, to contract

for and to pay to directors rendering unusual or exceptional services to the Organization special compensation appropriate to the value of such services, and shall have the further power to compensate any director who becomes an employee of the Organization.

ARTICLE IV

COMMITTEES OF THE BOARD

Section 1 Executive Committee. The Board of Directors by act of at least a majority of the entire Board may select an Executive Committee from among its members to exercise some or all of the Board's powers between Board meetings. The powers and duties of the Executive Committee shall be as specified in the resolution authorizing its creation. The Board shall designate one person to serve as chair of the Committee. Notwithstanding the foregoing, the Executive Committee shall have no authority as to the following matters:

- The filling of vacancies on the Board of Directors or in any committee.
- 2. The fixing of compensation of the directors for serving on the Board or any committee.
- 3. The amendment or repeal of the By-Laws or the adoption of new By-Laws.
- 4. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

The members of the Executive Committee shall serve at the pleasure of the Board of Directors. The Executive Committee shall fix its own rules of procedure as approved by the Board of Directors and shall meet as provided by such rules or by resolution of the Board of Directors. The Executive Committee may appoint committees of the Executive Committee, with such powers as the Executive Committee may determine.

Section 2. Grants Committee. The Board of Directors, with approval of a majority of the entire Board, may designate three directors to constitute a Grants Committee which will be charged with carrying out the Grant-Making Program provided for in Article VI.

Such committee would be responsible for carrying out the program described in Article VI, including creating an application, distributing it to qualified applicants, reviewing applications submitted, interacting with the applicant and making the determination of whether to award any particular grant, as well as reviewing all reports from grantees.

Section 3. Other Committees. The Board of Directors, with approval of a majority of the entire Board, may designate from among its members such other committees as it may deem advisable. Each committee shall be comprised of a minimum of three directors. The Board of Directors may discontinue any such committee at its pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be assigned to it by the Board of Directors.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the Organization shall be the President, one or more Vice Presidents, the Secretary, the Treasurer, and such other officers with powers and duties not inconsistent with these By-Laws as the Board may from time to time appoint or elect. Any two or more offices may be held by the same person, except the offices of President and Secretary. No instrument to be signed by more than one officer may be signed by one person in more than one capacity.

Section 2. Election, Term of Office, Qualifications and Removal. The officers of the Organization shall be elected at the annual meeting of the Board. Each shall be elected for a term fixed by the Board, unless otherwise specified in these By-Laws, and each shall serve until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation or removal. Officers of the Organization may be elected by the directors from among their number, or from among such persons as the directors shall see

fit. Any officer of the Organization may be removed, with or without cause, by a vote of a majority of the directors then in office.

Section 3. Vacancies. Any vacancy in any office arising at any time from any cause shall be filled within 90 days for the unexpired term by a vote of a majority of the directors then in office.

Section 4. President: Powers and Duties. The President shall preside at all meetings of the Board, except as otherwise provided by these By-Laws, and shall have and exercise general supervision of the affairs of the Organization, subject to the control of the Board, and shall do and perform such other duties as may be assigned to him or her by the Board.

Section 5. Vice President: Powers and Duties. At the request of the President, or in the event of the President's absence or disability, any Vice President shall perform the duties and exercise the powers of the President, and shall have such other powers as the Board may determine, and shall perform such other duties as may be assigned to him or her by the Board.

Section 6. Secretary: Powers and Duties. The Secretary shall have charge of such books, documents and papers as the Board may determine, and shall have custody of the corporate seal, if any then exists. He or she shall attend and keep the minutes of all the meetings of the Board. He or she may sign, with the President, in the name of and on behalf of the Organization, any contracts or agreements authorized by the Board, and, when so authorized or ordered by the Board, may affix the corporate seal, if any then exists, and attest to it by his or her signature. He or she shall, in general, perform all of the duties incident to the office of Secretary, subject to control of the Board, and shall do and perform such other duties as may be assigned to him or her by the Board.

Section 7. Assistant Secretary: Powers and Duties. The Assistant Secretary shall aid and assist the Secretary with whatever tasks the Secretary shall choose to assign. Further,

in the absence of the Secretary, the Assistant Secretary shall fulfill the duties of the Secretary.

Section 8. Treasurer: Powers and Duties. The Treasurer shall have the custody of all funds, property and securities of the Organization which may come into his or her hands. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Organization, and shall deposit all funds and valuable assets of the Organization in the name and to the credit of the Organization in such banks or depositories as the Board may designate. Whenever required by the Board, he or she shall render a statement of his or her accounts. He or she shall at all reasonable times exhibit his or her books and accounts to any officer or director of the Organization, and shall perform all duties incident to the office of Treasurer, subject to the control of the Board, and shall perform such other duties as may be assigned to him or her by the Board.

Section 9. Assistant Treasurer: Powers and Duties. The Assistant Treasurer shall aid and assist the Treasurer with whatever tasks the Treasurer shall choose to assign. Further, in the absence of the Treasurer, the Assistant Treasurer shall fulfill the duties of the Treasurer.

Section 10. Salaries. The salaries, if any, of all officers shall be fixed by the Board and shall be reasonable in amount, and the fact that any officer also is a director of the Organization shall not preclude his or her receiving a salary for services rendered as an officer.

ARTICLE VI

GRANT-MAKING PROGRAM

Section 1 In General. The Board of Directors shall have the power to make grants to any organization, a project of an organization, or an individual, provided that the purposes

or activities of the grant are within the scope of Section 501(c)(3) of the Internal Revenue Code.

Section 2. Review of Grant Proposals. The Board of Directors may review requests for funds from potential grantees. All such grant proposals shall specify the utilization of the funds so requested. Upon reviewing grant proposals submitted to it, the Board shall either approve or disapprove the request for funds and, if approved, shall authorize payment of the funds to the approved grantee.

Section 3. Reporting by Grantees. The Board of Directors shall require that each grantee furnish a periodic accounting and complete financial report to the Board, which documents shall indicate that the funds granted by the Board were expended by the grantee for the purposes which were approved by the Board. In all grants the Board shall impose a condition that representatives of the Organization may at reasonable times inspect the project in order to determine whether the terms of the project or grant are being met. Any default by the grantee which is not satisfactorily corrected will result in repayment of monies improperly used to the Organization and in suspension of payment by the Organization of any monies previously granted but unpaid.

Section 4. Solicitation of Funds. The Organization may solicit funds for a grant to a project or purpose of a grantee organization only after the Board has specifically approved the making of such grant; provided, however, that at all times, the Board has the absolute right to withdraw its approval of a particular grant and use the funds solicited and received with respect to such grant for other purposes described in Code Section 501(c)(3); and provided, further, that the requirements of this section notwithstanding, the Organization, at all times, may solicit funds for its general charitable purposes and activities.

Section 5. Refusal of Contribution. The Board may, at any time, refuse any contribution or earmarked grant which is conditioned on such contribution or grant being paid out for a

specified purpose, and any such contribution or grant actually received may be returned to the donor.

Section 6. Powers Delegated to Executive Committee. The Board may delegate to the Grants Committee any or all of the powers and activities contemplated under this Article VI. Such delegation and any limits thereon, including the period of duration, shall be set forth in a resolution adopted by the Board in accordance with Section 9 of Article III and Section 1 of Article IV.

ARTICLE VII

DESIGNATED CONTRIBUTIONS

The Organization may accept any designated contribution, bequest or devise consistent with its general tax-exempt purposes, as set forth in its Certificate of Incorporation and these By-Laws. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses defined as such by the Board, and such designations generally will be honored. However, the Organization shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Furthermore, the Organization shall retain complete control over all donated funds (including designated contributions) and shall exercise unlimited discretion as to their use so as to insure that such funds will be used to carry out the Organization's tax-exempt purposes.

ARTICLE VIII

BOARD OF ADVISORS

Section 1 Appointment. The Board of Directors may appoint from time to time any number of persons as advisors to the Organization to act either singly or as a committee or committees. Each advisor shall serve at the pleasure of the Board of Directors, and shall have only such authority or obligations as the Board of Directors may from time to time determine.

Section 2. Compensation. No advisor of the Organization shall receive, directly or indirectly, any salary or compensation for any service rendered to the Organization except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred on behalf of the Organization.

ARTICLE IX

AGENTS AND REPRESENTATIVES

The Board may appoint such agents and representatives of the Organization with such powers and to perform such acts or duties on behalf of the Organization as the Board may see fit, so far as may be consistent with these By-Laws, and to the extent authorized or permitted by law.

ARTICLE X

CONTRACTS, CHECKS, BANKS ACCOUNTS AND INVESTMENTS

Section 1 Contracts. The Board, except as otherwise provided in these By-Laws, may authorize any officer or agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Organization. Such authority may be general or confined to a specific instance. Unless authorized by the Board pursuant to this Section 1, no officer, agent or employee shall have the power or authority to bind the

Organization by any contract or engagement, or to pledge its credit, or render it liable pecuniarily, for any purpose or to any amount.

Section 2. Loans. The Organization shall not borrow money, whether by issuing notes, bonds or otherwise, except with the approval of the Board. The Organization shall not loan any money to any officer or director.

Section 3. Banks; Checks. The Board shall, from time to time and as necessary, select such banks or depositories as it shall deem proper for the monetary assets of the Organization. The President, the Treasurer, and the Secretary, and such other persons who have been accepted as signatories by the bank or other depository, individually, shall be authorized from time to time on the Organization's behalf to sign checks, drafts or other orders for the payment of money.

Section 4. Investments. The monetary assets of the Organization may be retained in whole or in part in cash, or may be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, but only as the Board may deem prudent.

ARTICLE XI

INDEMNIFICATION

Section 1 Non-Derivative Action. The Organization shall indemnify each member of its Board, as described in Article III hereof, each of its officers, as described in Article V hereof, each member of the Advisory Board, as described in Article VIII hereof, each of its employees designated for indemnification by the Board, and each person serving at the request of the Organization as a member, trustee or officer of another corporation, partnership, joint venture, trust or other enterprise (hereinafter in this Article all referred to more generally as "Directors and officers"), who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding,

whether civil or criminal, other than an action by or in the right of the Organization, by reason of the fact that he or she is or was a director or officer, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Organization and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Organization, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Derivative Action. The Organization shall indemnify any director or officer who was or is a party to any threatened, pending or completed civil action or suit brought by or on behalf of the Organization to procure a judgment in its favor, by reason of the fact that he or she is or was a director or officer, of the Organization, from and against expenses (including attorneys' fees) actually and reasonably incurred by any such director or officer in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Organization and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Organization unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication

of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. Determination by Board. Indemnification shall be made under Sections 1 and 2 only if the Organization shall be advised by its Board that the director or officer has met the standard of conduct set forth in Sections 1 and 2. In rendering such advice, the Board shall act either (1) by a quorum consisting of directors who are not parties to such action, or (2) if a quorum under "(1)" is not obtainable with due diligence or if the Board so decides even though a quorum is available, upon the opinion in writing of independent legal counsel. If the foregoing determination is to be made by the Board, it may rely, as to all questions of law, on the advice of independent legal counsel.

Section 4. Payments in Advance of Disposition. The Organization shall also, on terms and conditions deemed appropriate by the Board, pay any expenses incurred by an officer or director in defending a civil, criminal, administrative or investigative action, suit or proceeding in advance of its final disposition, upon receipt of an undertaking by or on behalf of such officer or director to repay such amount unless it is ultimately determined that he or she is entitled to indemnification under this Article.

Section 5. Applicability. Every reference in this Article XI to a member of the Board or an officer of the Organization shall include every director and officer thereof or former director and officer thereof. This indemnification provision shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses, whenever arising, allowable as described above. The right of indemnification, and the right to advancement of expenses, herein provided for shall be in addition to any and all rights to which any director or officer of the Organization otherwise might be entitled, and the provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE XII

FISCAL YEAR

The fiscal year of the Organization shall begin on the first day of January and shall end on the last day of December.

ARTICLE XIII

AMENDMENTS

The Board shall have the power to make, alter, amend and repeal the By-Laws of the Organization by the affirmative vote of a majority of the directors then in office, provided, however, that notice of the proposed amendment or amendments shall have been included in the meeting notice which is given to the members of the Board and, provided, further, that no such action shall be taken which would adversely affect the qualification of the Organization as an organization (i) exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Code Section 501(c)(3) and (ii) contributions to which are deductible under Code Sections 170(a)(1) and 170(c)(2).

ARTICLE XIV

LIMITATIONS

Section 1. Exempt Activities. Notwithstanding any other provision of these By-Laws, no director, officer, employee or representative of the Organization shall take any action or carry on any activity by or on behalf of the Organization not permitted to be taken or carried on by an organization (i) exempt from Federal income tax under Code Section 501(a) as an organization described in Code Section 501(c)(3) and (ii) contributions to which are deductible under Code Sections 170(a)(1) and 170(c)(2).

Section 2. Prohibition Against Sharing in Corporate Earnings. No director, officer, employee of, or other person connected with the Organization, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Organization, provided that this shall not prevent either the payment to any such person of reasonable compensation for services rendered to or for the benefit of the Organization or the reimbursement of expenses incurred by any such person on behalf of the Organization, in connection with effecting any of the purposes of the Organization; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Organization. All such persons shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Organization, whether voluntary or involuntary, the assets of the Organization, after all debts have been satisfied, then remaining in the hands of the Board, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board may determine, or as may be determined by a court of competent jurisdiction upon the application of the Board, exclusively to charitable, religious, scientific, literary or educational organizations (i) which then qualify for exemption from Federal income taxation under the provisions of Code Sections 501(a) and 501(c)(3) and the Treasury Regulations promulgated thereunder (as they now exist or as they hereafter may be amended) and (ii) contributions to which are deductible under Code Sections 170(a)(1) and 170(c)(2) and the Treasury Regulations thereunder (as they now exist or as they hereafter may be amended).