BYLAWS

OF

ACCOUNTABLE NOW, INC.
(the "Corporation")

ARTICLE I.

MEMBERS; PURPOSE

Section I.01. Members. The initial members of the Corporation shall be the initial directors (in their capacities as members, the "Members"). If at any time and for any reason any Member shall cease to be a director, such person shall simultaneously cease to be a Member, and upon the election and/or appointment of any director, such person shall simultaneously become a Member.

Section I.02. Purpose. The Corporation is organized, and shall be operated, exclusively for tax-exempt purposes under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as set forth in its Certificate of Incorporation.

The purposes are to:

(a) promote the efficiency and effectiveness of non-profit and civil society organizations and the effective use of charitable resources including without limitation on the part of charities working in international development, aid, relief, environmental protection, human rights, humanitarian response, anti-corruption or any related fields by the development and promotion of operating standards and methodologies for testing accountability, transparency and impact; and developing and publishing support resources to promote and encourage the adoption of such standards;

(b) advance the education of the public including without limitation in subjects relating to the accountability, transparency and impact of charities, non-governmental or other organizations working international development, aid, relief, environmental protection, human rights, humanitarian response, anti-corruption or any related fields and to promote study and research in such subjects provided that the useful results of such study are disseminated to the public at large; and

(c) pursue projects, grants, and contracts related to any of the above objectives.

ARTICLE II.

BOARD OF DIRECTORS

Section II.01. Powers and Duties of Board and Qualifications of Directors. The board of directors (the "Board") of the Corporation shall have general power to control and manage the affairs and property of the Corporation subject to applicable law and in accordance with the purposes and limitations set forth in the Corporation's Certificate of Incorporation, as in effect from time to time (the "Certificate of Incorporation"), and as set forth in these Bylaws. Each director shall be at least 18 years of age.

Section II.02. Number of Directors. The number of directors constituting the entire Board shall be at least six. The number of directors constituting the whole Board shall be set by resolution of the Board from time to time provided that the number of directors shall never be less than six. No decrease in the number of directors shall shorten the term of any incumbent director. A majority of the directors will be representatives from eligible organizations in the Corporation's network.

Section II.03. Election and Term of Directors. The initial Board shall be comprised of the persons listed on Exhibit A hereto. Thereafter, persons elected to the Board from time to time shall become directors upon a majority vote of the Board. Prior to any appointment of a Director, the proposed appointee shall be presented to representatives of eligible organizations in the Corporation's network (as reasonably determined by the Board in their discretion) for feedback, and the Board shall take into account any such feedback in its decision to elect any such appointee to the Board. The directors shall hold office for a three-year term; provided, however, that any director elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of directors) shall hold office until such term has been completed and the director is eligible for election in accordance with these Bylaws. Directors may be elected to a maximum of two three-year terms as well as an additional term of no more than one year. In addition to the foregoing, and without any need for election, the then-current Executive Director of the Corporation shall serve as a director for so long as such person is the Executive Director.

Section II.04. Chairperson of the Board. The Board, by action of majority vote, shall elect a Chairperson of the Board (the "Chair"). The Chair shall, among other things as directed from the Board from time to time, oversee meetings of the Board, set the agenda for such meetings, act as a tiebreaker in any vote under Section 2.06, execute documents on behalf of the Corporation and serve on committees as requested by the Board. If no person is elected as the Chair in accordance with this Section 2.04, then the Treasurer or Vice Chair shall serve in such role until a Chair is otherwise elected.

Section II.05. Quorum of Directors. Unless a greater proportion is required by law or by the Certificate of Incorporation or these Bylaws, greater than one-half of the entire Board (excluding the Executive Director) shall constitute a quorum for the transaction of business or of any specified item of business.

Section II.06. Voting of Directors. Except as otherwise provided by law or by the Certificate of Incorporation or these Bylaws, at any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the directors (excluding the Executive Director) present at the time of the vote shall be the act of the Board. Any one or more directors of the Board or any committee thereof may participate in a meeting of the Board or committee by means of telephone, video conference or similar communications equipment provided that all persons participating in the meeting can hear each other at the same time and can participate in all matters before the Board. The following acts of the Board require the affirmative vote of at least two-third of the entire Board (excluding the Executive Director):

(a) An alteration to these Bylaws or Certificate of Incorporation that would increase the quorum requirement or vote requirement to greater than a majority of the Board present at the time of the vote;

(b) The approval of any transaction with one or more of the directors of the Corporation or with any other corporation, partnership, association, or other organization in which one or more of the directors of the Corporation, are directors or officers, or have a financial interest (each such transaction, an "Interested Party Transaction") in accordance with Section 6.01; and

(c) An amendment of these Bylaws or Certificate of Incorporation of the Corporation that would increase the quorum requirement to greater than a majority of the entire Board, or would increase the vote requirement to greater than a majority of the Board present at the time of the vote

Section II.07. Meetings of the Board. Meetings of the Board may be held at any place as the Board may from time to time fix. Regular meetings of the Board shall be held no less than two times a year at such times as may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by the Chair or by a majority of the directors upon written demand, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section II.08. Notice of Meetings.

(a) Notice of each regular or special meeting of the Board shall be given to each director by e-mail, no less than 7 days before the date on which the meeting is to be held. All significant business to be transacted at a special meeting shall be specified in the agenda accompanying the meeting notice.

(b) A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting of the Board to another time or place shall be given in the manner described above to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

Section II.09. Action by the Board. Unless otherwise restricted by law or by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all directors of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The executed consent must be able to be reasonably determined to have been sent by each director. The resolution and the written consents thereto by the directors of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section II.10. Resignations. Any director of the Corporation may resign from the Board at any time by giving written notice to the Board, the Chair or to the Executive Director. Such resignation shall take effect at the time specified therein, and if time is not specified, at the time of its receipt by the Board, the Chair or the Executive Director. Unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a director.

Section II.11. Removal of Directors. Any one or more of the directors may be removed with cause by action of the Board. Any director that is serving as a representative of an eligible organization of the Corporation's network shall be deemed removed from the Board without any further action when the underlying organization is no longer a part of such network.

Section II.12. Newly-Created Directorships. Newly-created directorships, resulting from an increase in the number of directors elected or appointed at large, and vacancies among such directors for any reason, may be filled by vote of a majority of the directors then in office, regardless of their number.

Section II.13. Vacancies. A director elected or appointed to fill a vacancy shall hold office until such term has been completed and the director is eligible for election in accordance with these Bylaws.

Section II.14. Compensation. No compensation of any kind shall be paid to any director for the performance of his or her duties as director. This shall in no way limit the reimbursement of reasonable expenses incurred in connection with Board service. A director may receive payment for services provided to the Corporation in any capacity separate from his or her responsibilities as a director (e.g., as an employee, independent contractor or other service provider to the Corporation); provided that there is full disclosure of the terms of such compensation and the arrangement has been determined to be fair and reasonable and approved by the Board and such compensation is otherwise consistent with the Corporation's tax-exempt status under Section 501(c)(3) of the Code.

ARTICLE III.

COMMITTEES

Section III.01. Committees. The Board may create committees of the Board, each consisting of three or more directors. The Board shall appoint the members of such committee of the Board. Each such committee shall have the authority of the Board to the extent provided in a Board resolution or in the Certificate of Incorporation or Bylaws, except that no committee of any kind shall have authority as to the following matters:

(a) The filling of vacancies in the Board or in any committee;

(b) The amendment or repeal of the Bylaws or the adoption of new Bylaws;

(c) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;

(d) The election or removal of officers and directors;

(e) The approval of a merger or plan of dissolution;

(f) The authorization of a transaction involving the sale, lease, exchange or other disposition of all or substantially all the assets of the Corporation; or

(g) The approval of amendments to the Certificate of Incorporation.

The Board may designate one or more directors as alternate members of any committee, who may replace any absent member or members at any meeting of such committee.

Section III.02. Finance and Risk Committee. The Board may but shall not be required to form the Finance and Risk Committee. The Finance and Risk Committee shall oversee the accounting and financial reporting processes of the Corporation and, to the extent applicable, the audit of the Corporation's financial statements. To the extent applicable, the Finance and Risk Committee shall annually retain or renew the retention of an independent auditor to conduct the audit and, upon completion thereof, review the results of the audit and any related management letter with the independent auditor. In addition, to the extent applicable, the Finance and Risk Committee, shall:

(a) Provide financial and risk management and oversight to the Corporation, including guidance to full board to review and adopt Finance and Risk Committee recommendations;

(b) Support the introduction of financial controls, tools, and policies that enable healthy and robust finances for the organization in the short and long term; and

(c) Contribute strategic advice and insight on fundraising and member recruitment activities and the development of new financing mechanisms and pathways.

Section III.03. Committee Rules. Unless the Board otherwise provides, each committee (including, for the avoidance of doubt, advisory committees) designated by the Board may make, alter and repeal rules for the conduct of its business. In the absence of a contrary provision by the Board or in rules adopted by such committee, a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and each committee shall otherwise conduct its business in the same manner as the Board conducts its business under Article II of these Bylaws.

Section III.04. Service of Committees. Each committee of the Board shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of his or her duty under the law to the Corporation.

ARTICLE IV.

OFFICERS

Section IV.01. Officers. The Board shall select all officers, if any, for the Corporation. The officers of the Corporation may be an Executive Director, a Secretary and a Treasurer and such other officers, if any, including Vice-Presidents, Assistant Vice-Presidents, Assistant Secretaries and Assistant Treasurers, as the Board may from time to time appoint. The Board may give any of them such further designation or alternate titles as it considers desirable. Any two or more offices may be held by the same person except the offices of Executive Director and Secretary. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section IV.02. Term of Office and Removal. Each officer shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal. In case of any vacancy in any office, a successor may be elected by the Board. Any officer may be removed by the Board with cause at any time by a vote of the majority of the Board.

Section IV.03. Resignations. Any officer may resign at any time by giving notice to the Executive Director; provided that any officer who is an employee of the Corporation must abide by the terms of his or her employment, including service as an officer. The resignation shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by the Executive Director, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section IV.04. Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties.

Section IV.05. Compensation. Any officer that is an employee or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation as an employee or agent when authorized by a majority of the entire Board, and only when so authorized. The fixing of compensation of officers shall require the affirmative vote of a majority of the entire Board that are not interested directors.

ARTICLE V.

INDEMNIFICATION AND INSURANCE

Section V.01. Indemnification. The Corporation shall indemnify any person who was, is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, to the extent that such person is not otherwise indemnified and to the extent that such indemnification is not prohibited by applicable law. The Corporation hereby agrees that it is the indemnitor of first resort. Notwithstanding the foregoing, the Corporation shall indemnify any person seeking indemnification in connection with an action, suit, proceeding or inquiry (or part thereof) initiated by that person only if such action, suit, proceeding or inquiry (or part thereof) was authorized by the Board.

Section V.02. Enforcement of Indemnification. Such right of indemnification shall be a contractual right that may be enforced in any manner desired by the director or officer. The right of indemnification provided in this Article V shall not be exclusive of any other right that the director or officer may have with regard to indemnification or advancement or similar matters.

Section V.03. Severability. In case any provision in these Bylaws shall be determined at any time to be unenforceable in any respect, the other provisions shall not in any way be affected or impaired thereby, and the affected provision shall be given the fullest possible enforcement in the circumstances, it being the intention of the Corporation to afford indemnifications and advancement of expenses to its directors and officers, acting in such capacities or in the other capacities mentioned in these Bylaws, to the fullest extent permitted by law.

Section V.04. Conditions for Indemnification. This Article V shall, in no event, be construed to authorize any act of self-dealing within the meaning of Section 4941 of the Code or any other act expressly prohibited by the Code, the law of the State of Delaware, or any other applicable law.

ARTICLE VI.

CONFLICTS OF INTEREST

Section VI.01. Interested Party Transaction. The Corporation shall not enter into any Interested Party Transaction unless the transaction is determined by the Board, or an authorized committee thereof, to be fair, reasonable and in the Corporation's best interest at the time of such determination. Any director, officer or key person who has an interest in an Interested Party Transaction shall disclose in good faith to the Board, or an authorized committee thereof, the material facts concerning such interest. With respect to any Interested Party Transaction, in which an interested party has a substantial financial interest, the Board, or an authorized committee thereof, shall:

(a) Prior to entering into the transaction, consider alternative transactions to the extent available;

(b) Approve the transaction by not less than a two-thirds vote of the Directors present at the meeting in accordance with Section 2.06 or unanimous consent in writing; and

(c) Contemporaneously document in writing the basis for the Board or authorized committee's approval, including its consideration of any alternative transactions.

Section VI.02. Conflicts of Interest Policy. The Board shall adopt, and oversee the implementation of, and compliance with, a Conflict of Interest Policy that outlines specific procedures with respect to Interested Party Transactions and any other interested party transactions to ensure that the Corporation's directors, officers and key persons act in the Corporation's best interest and comply with applicable legal requirements.

ARTICLE VII.

CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section VII.01. Checks, Notes and Contracts. The Board is authorized to select the banks or depositories for the funds of the Corporation; provided that the Corporation's funds shall be maintained in, and shall be disbursed from, a bank in the United States that has established controls to comply with U.S. federal laws, executive orders and other regulations administered by the U.S. Department of the Treasury's Office of Foreign Assets Control ("OFAC"), anti-terrorism laws and other applicable international regulatory regimes. The Board shall ensure that the Corporation complies with the bank's regulatory procedures and shall take any actions necessary to ensure compliance with OFAC, anti-terrorism laws and other applicable international regulatory regimes. The Board shall determine who shall be authorized on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

Section VII.02. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem desirable.

ARTICLE VIII.

MISCELLANEOUS

Section VIII.01. Fiscal Year. The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board.

Section VIII.02. Corporate Seal. The Board may provide a suitable seal containing the name of the Corporation, which seal shall be in the charge of the Executive Director and which may be used by causing it to be impressed or affixed or in any other manner reproduced. If and when so directed by the Board, a duplicate of the seal may be kept and be used by an officer of the Corporation designated by the Board.

Section VIII.03. Books and Records. The Corporation shall maintain (a) correct and complete books and records of account, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board and any committee of the Corporation and (b) a current list of the directors and officers of the Corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section VIII.04. Offices. The principal office of the Corporation shall be in Open Gov Hub c/o Accountability Lab -1100 13th St NW STE 800, Washington, DC 20005, USA.

The Corporation may also have offices at such other places within or without the State of Delaware as the Board may from time to time determine or the business of the Corporation may require.

Section VIII.05. Amendments. Unless otherwise specified in the Certificate of Incorporation or in these Bylaws, these Bylaws may be adopted, amended or repealed by the majority vote of the Board present at any meeting of the Board.

Section VIII.06. Reference to Certificate of Incorporation. References in these Bylaws to the Certificate of Incorporation shall include all amendments to the Certificate of Incorporation or changes to the Certificate of Incorporation, unless specifically excepted by these Bylaws. In the event of a conflict between the Certificate of Incorporation and these Bylaws, the Certificate of Incorporation shall govern.

Section VIII.07. Qualifying in Foreign Jurisdiction. The Board shall have the power at any time and from time to time to take or cause to be taken any and all measures which they may deem necessary for qualification to do business as a foreign corporation in any one or more foreign jurisdictions and for withdrawal therefrom.

Section VIII.08. Annual General Meeting. During the second and third quarter of each fiscal year, the Corporation shall hold an annual general meeting (the "AGM") and will invite its Board, employees, eligible organizations in the Corporation's network and others as deemed suitable by the Corporation. The AGM will consist of, among other things, discussions regarding the Corporation's activities, fundraising efforts, governance matters and other items related to the Corporation as determined by the Board in its discretion. Input received during the AGM will be used by the Corporation and the Board as guidance in its future operations as determined by the Board in its discretion. At least 21 days prior to the AGM, a written notice setting forth the time and place of the meeting, together with information regarding the business to be discussed, shall be sent by any electronic means or by regular mail to each such person as determined by the Corporation (publication in the Corporation's newsletter being sufficient for such notice).

Effective: January 6, 2025

EXHIBIT A

Names and Mailing Addresses of Directors

Name	Title	Mailing Address
Megan Colnar	Executive Director	29 Avenue B Apt 3C NY, NY 10009 USA
Rachel Smith	Board Chair	26 Bracken Way, Malvern, Worcestershire, WR14 1JH United Kingdom
Jean Scrimgeour	Board member	701 Quackenbos Street NW, Washington DC 20011
Vanessa Goas	Board Treasurer	8785 NW 114 Place Doral, FL 33178 United States
Patricia Lerner	Board member	Greenpeace International Surinameplein 118 1058 GV Amsterdam The Netherlands
Violet Tsagka	Board member	1812 D street SE Washington DC 20003
Javier Gonzalez Gomez	Board member	Pinos 5 Col San Jeronimo Lidice. M Contreras, 10200, Mexico City
Babacar Ndong	Board member	BP 10339 10339, Dakar-Senegal
Caleb Jamal Masusu	Board member	Ndong, Zambia
Sarah Rita Kattan	Board member	Mansourieh Metn, Khoury Press St Bejjani Bldg
Jesselina Rana	Board member	324 East 52nd Stree, New York, New York 10022
Ma-luschka Jean-Louis	Board member	Vienna, Austria