

**AMENDED AND RESTATED BY-LAWS**  
**of**  
**OPEN SOURCE MATTERS, INC.**  
**(a New York Not-For-Profit Corporation)**  
Adopted on December 13, 2021

**ARTICLE I**  
*Name*

**Section 1.01.** The name of this Corporation shall be Open Source Matters, Inc. (the "Corporation").

**ARTICLE II**  
*Offices*

**Section 2.01.** The principal office of the Corporation within the State of New York shall be located at 99 Wall Street, #4034, New York, New York 10005, USA. The Corporation may also maintain additional offices at such other places within or outside the State of New York as the Full Board may from time to time determine.

**ARTICLE III**  
*Certain Defined Terms*

**Section 3.01.** Whenever used in these By-laws, the following terms shall have the meanings set forth below:

- A. "Action" means any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) (as defined in Section 8.01).
- B. "Advisory Board" means the Advisory Board of the Corporation (as defined in Section 9.10).
- C. "Assistant Team Leader" means the Team Member appointed by the Team Leader, if any, to work closely together with the Team Leader to assist the Team Leader on issues related to the Team or to the Working Group, as necessary, and to serve as the acting Team Leader in the event the Team Leader is temporarily unable to perform her or his duties, such as hosting meetings or working with Team Contributors or Team Members.

- D. “Cause” means failing to meet your obligations pursuant to these By-laws or acting against the Code of Conduct, the Financial Policy or any other material policy of the Corporation, published on the Corporation website.
- E. “Charter” means the certification of incorporation of the Corporation (as defined in Section 4.04(A)(7)(a)).
- F. “Code of Conduct” means the Joomla! Code of Conduct (as defined in Section 4.04(A)(7)(b)).
- G. “Community Member” means any individual meeting the conditions set forth in clauses (1) and (2) of Section 4.01(A).
- H. “Department Coordinator” means the person elected by the Team Members of each Department to serve as a member of the Board of Directors pursuant to Section 5.01. Such person shall also be considered a Class 1 Member pursuant to Section 4.05(B).
- I. “Department Coordination Team” means the group consisting of Team Leaders and Assistant Team Leaders of Teams within a Department to work with the Department Coordinator. The Department Coordinator may appoint other Community Members into such a group.
- J. “Director” means a Department Coordinator (as defined in Sections 3.01(H) and 5.01).
- K. “Executive Committee” means the Executive Committee of the Board or the Full Board (as defined in Section 5.11).
- L. “Financial Policy” means the Joomla! Financial Policy (as defined in Section 4.04(A)(7)(b)).
- M. “Full Board” means, collectively, the Board (as defined in Section 5.01) and the Officers (as defined in Section 6.01), *i.e.* the Class 1 Members (as defined in Sections 4.01(A)(1) and 4.05(B)).
- N. “Group 1” means the group of the Department Coordinators defined in Section 5.03(B).
- O. “Group 2” means the group of the Department Coordinators defined in Sections 5.03(B).
- P. “Law” means the New York Not-for-Profit Corporation Law (the “Law”)(as defined in Section 5.11).
- Q. “Member Approval” means the approval of two-thirds ( $\frac{2}{3}$ ) of the Members (or if there are no Team Members, Team Leaders, and Department Coordinators, the approval of two-thirds ( $\frac{2}{3}$ ) of the Officers of the Corporation)(as defined in Section 4.01(B)).
- R. “Members” means the Class 1 Members, Class 2 Members, and Class 3 Members of the Corporation (as defined in Section 4.01).
- S. “Officers” means the President, Vice President, Secretary and Treasurer (as defined in Section 6.01).

- T. “Ombudsman” means the person appointed to perform an oversight and appeals function for the Corporation (as defined in Section 9.09).
- U. “One-Year Term” means the one-year term of a Department Coordinator, an Officer (as defined in Section 5.03(B)), or the Ombudsman (as defined in Section 9.09(A)), or the Advisory Board (as defined in Section 9.10(A)).
- V. “President” means a particular Officer of the Corporation (as defined in Section 6.01).
- W. “Secretary” means a particular Officer of the Corporation (as defined in Section 6.01).
- X. “Semi-Annual Members Meeting” means the regular Semi-Annual (*i.e.*, every six months) general meeting of the Members (as defined in Section 4.06(C)).
- Y. “Semi-Annual Board Meeting” means the regular semi-annual meeting of the Department Coordinators (*i.e.*, Board), which shall take place following the Semi-Annual Meeting (as such terms are defined in Sections 5.07(A) and 4.06(C) respectively).
- Z. “Semi-Annual Full Board Meeting” means the regular semi-annual meeting of the Full Board, which shall take place immediately following the Semi-Annual Board Meeting (as defined in Section 5.07(A)).
- AA. “Six-Month Term” means the sixth-month term of a Department Coordinator or Officer (as defined in Section 5.03(B)).
- BB. “Special Meeting” means a meeting of the Department Coordinators (*i.e.*, the Board), the Full Board, or any committee of either (as defined in Section 5.07(B)).
- CC. “Special Member Meeting” means a special meeting of the Members that may be called by the President or another Officer or upon the request of ten percent (10%) of the Members (as defined in Section 4.6(D)).
- DD. “Team Contributor” means a Community Member serving a Team or Working Group as a volunteer, *i.e.*, a volunteer who has no voting rights solely because such a person serves in the capacity of a Team Contributor.
- EE. “Team Leader” means the leader of any Team elected by the Team Members of such Team, *i.e.*, the Class 2 Members (as defined in Sections 4.01(A)(2) and 4.05(A)).
- FF. “Team Member” means any Community Member serving one or more Working Groups in an official role or roles as determined by the Full Board pursuant to Section 4.01(C), *i.e.*, the Class 3 Members (as defined in Section 4.01(A)(3)).
- GG. “Volunteers Portal” means the Volunteer Portal of the Corporation, *e.g.*, the portal of the Corporation designed to provide information to Volunteers, at <https://volunteers.joomla.org> , <https://opencourcematters.org> , or any other website address or other location so designated from time-to-time by the Full Board.
- HH. “Voting policies” means the voting procedures affecting the conduct of the Corporation that are not otherwise detailed in these By-laws (as defined in Section 9.12).

- II. “Working Group” means a team or a working group comprised of Community Members organized to contribute to the Corporation’s projects (as defined in Section 4.01(C)).

## ARTICLE IV

### *Members*

**Section 4.01. Classes and Qualifications.** There shall be three (3) classes of membership. Each Member shall be entitled to no more than one vote on any matter on which such Member has the right to vote, irrespective of whether such Member is a Member of more than one Class. The Class 1 Members, Class 2 Members, Class 3 Members shall be known collectively as “the Members”.

- A. The Corporation shall have such members as shall from time to time qualify as Members pursuant to the terms of this Article IV.
- (1) Any individual (a) supporting of the Corporation’s purposes, whether by having contributed to the Corporation’s projects or otherwise enhancing the Corporation’s purposes, (b) not otherwise prohibited by any contract, law or regulation from abiding by the terms of these By-laws, and (c) who has been elected as a Department Coordinator or an Officer pursuant to Section 4.05(B) shall be qualified to become a class one Member of the Corporation (a “Class 1 Member”). The Secretary shall list and maintain on the Volunteers Portal all such persons so qualified whose membership has not been terminated pursuant to Section 4.04. Such listing shall constitute the Class 1 Members.
  - (2) Any individual meeting the conditions set forth in clauses (a) and (b) of Section 4.01(A)(1) who is a Team Member of a Team and who has also been elected as a Team Leader of such Team pursuant to Section 4.05(A) shall be qualified to become a class two Member of the Corporation (a “Class 2 Member”). The Secretary shall list and maintain on the Volunteers Portal all such persons so qualified whose membership has not been terminated pursuant to Section 4.04. Such listing shall constitute the Class 2 Members.
  - (3) Any individual meeting the conditions set forth in clauses (a) and (b) of Section 4.01(A)(1) that is also a Team Member shall be qualified to become a class three Member of the Corporation (a “Class 3 Member”). The Secretary shall list and maintain on the Volunteers Portal all such persons

so qualified whose membership has not been terminated pursuant to Section 4.04. Such listing shall constitute the Class 3 Members.

- B. The Secretary shall list and maintain on the Volunteers Portal any officially recognized Department of the Corporation (each a “Department” and collectively, the “Department List”). The approval of two-thirds (2/3) of the Members (or if there are no Team Members, Team Leaders, and Department Coordinators, the approval of two-thirds (2/3) of the Officer of the Corporation) (“Member Approval”) shall be required to create or amend the Department List. The initial Department List shall include the following three (3) Departments: Production; Operations; and Outreach.
- C. The Secretary shall list and maintain on the Volunteers Portal any officially recognized working group of the Corporation (each a “Working Group” and collectively, the “Working Group List”). The approval of two-thirds (2/3) of the Full Board (or if there are no Department Coordinators, the approval of two-thirds (2/3) of the Officers of the Corporation) shall be required to create or amend the Working Group List. Each Working Group shall be assigned a “Status” between “Team” and “Working Group”. A Team (and consequently the Members of such Team) shall have voting rights within the organization and be considered Members of the Corporation pursuant to this Article IV, and shall adhere to the policies and rules set out by the Full Board in terms of management and reporting. A Working Group (and consequently the Members of such Working Group) shall not have voting rights within the organization; shall act towards a specific or temporary goal and shall adhere to the policies and rules set out by the Full Board in terms of management and reporting.
- D. The Full Board shall be responsible for setting forth the policies and the procedures applicable to each Department, or Working Group and the obligations and roles of Community Members serving within each Department or Working Group, including those related to Team Contributors, Team Members, and Team Leaders.

**Section 4.02. Number of Members.** There is no limit on the number of Members the Corporation may admit.

**Section 4.03. Membership Roll.** The Corporation shall keep and maintain a membership roll containing the name, membership class, mailing address, and electronic mail address of each Member, and the date each became a Member. Termination of the membership of any Member shall be recorded in the roll, together with the date of termination of such membership. Such roll shall be kept at the Corporation’s principal office or such other places within or outside the State

of New York as the Full Board may from time to time determine, which may include virtual or cloud-based locations or the Volunteers Portal.

**Section 4.04. Removal of Members.**

- A. The membership of a Member shall terminate upon the occurrence of any of the following events:
- (1) Upon the resignation of the Member;
  - (2) In the case of a Class 1 Member, at such time as such Class 1 Member ceases to serve as an Officer or a Department Coordinator.
  - (3) In the case of a Class 2 Member, at such time as such Class 2 Member ceases to serve as a Team Leader.
  - (4) In the case of a Class 3 Member, at such time as such Class 3 Member ceases to serve as a Team Member;
  - (5) Upon the death of the Member;
  - (6) Upon the failure of such Member to either provide or update the Corporation with a current electronic mail address for the receipt of notices sent pursuant to these By-laws. The Corporation shall conduct an annual revalidation of Members' data and their consent to process such data. Failure to confirm data and consent shall be considered a failure to provide a current electronic mail address pursuant to this clause; or
  - (7) Upon unanimous vote of all disinterested Class 1 Members (*i.e.*, the Full Board) for the removal or suspension of such Member, after a hearing duly held in accordance with the procedures set forth in Section 4.04(B), when such Members determine that:
    - (a) The Member has acted against or in contravention of the Corporation's purposes as specified in the Articles of Incorporation of the Corporation (the "Charter").
    - (b) The Member acted contrary to the Joomla! Code of Conduct (the "Code of Conduct") or the Joomla! Financial Policy (the "Financial Policy") (which documents can be found either on the Volunteers Portal or the Corporation website);
    - (c) The Member breached any confidentiality and/or non-disclosure agreement with the Corporation; or
    - (d) The Member has acted in a manner in which the disinterested Class 1 Members unanimously agree justifies termination of the membership.

B. In the event of the removal or suspension of a Member pursuant to Section 4.04(A)(7), the following procedure shall be implemented:

- (1) A notice shall be sent via electronic mail to the most recent address of the Member as shown in the Corporation's records, setting forth the removal or suspension and the reasons for such removal or suspension at least fifteen (15) days prior to the proposed effective date of the removal or suspension. The Member being proposed for removal or suspension shall be given the opportunity to be heard at a hearing not to last more than eight (8) hours to be held no fewer than five (5) days before such removal or suspension. The hearing shall be held by the Ombudsman, who may conduct such meeting by means of a teleconference, videoconference or similar communications equipment, as such communications equipment may be provided in the Ombudsman's discretion; *provided* that all persons participating in the meeting are able to hear each other at the same time and participate in all matters before the Ombudsman affecting such person. Participation by such means shall constitute presence in person at a meeting. The notice to the Member of her or his proposed removal or suspension shall state that such Member is entitled, upon request, to such hearing, to the right to submit a written report to the Ombudsman no later than one (1) day prior to such hearing, and shall state that a date, time and place of hearing will be established pursuant to this Section 4.04(B)(1) on receipt of a request therefor, and shall state, in the absence of such request, the proposed effective date of the proposed suspension or removal. Any member of the Full Board is entitled to a copy of any written submission received by the Ombudsman regarding such removal or suspension and to participate in any such hearing. The Ombudsman shall promptly provide any written submission or hearing notice to the Full Board.
- (2) Following the conclusion of any hearing, if any, but not later than the date of any proposed removal or suspension, the Ombus shall prepare a written report to the Full Board detailing her or his recommendations, including the findings of fact and conclusions upon which the decision is based. The Ombudsman shall be bound by the provisions of these By-laws and any policies of the Corporation that existed at the time that gave rise to the proposed removal or suspension. The Ombus shall provide such written report to each member of the Full Board. The Ombudsman shall have the right to request an extension of maximum five (5) days to provide the written report to the Full Board, to gather additional evidence or information about the case.

- (3) Not less than two (2) days after receiving the written report of the Ombudsman, the President, or any other Officer, shall promptly call a Special Full Board Meeting to consider what disciplinary action to take regarding the Member, if any. Such meeting shall occur not less than five (5) days and not more than ten (10) days after receiving the written report of the Ombudsman. The meeting shall be chaired by the President; *provided* that the Vice President shall chair any meeting regarding the removal of the President. The Ombudsman shall be invited to attend such Special Meeting to discuss the specific case and proposed actions. The members of the Full Board have full discretion regarding what disciplinary action to take against the Member, if any, including whether to adopt, reject, or modify the Ombudsman's written report, in whole or in part. Unless otherwise stated by the Full Board, any date proposed by the Ombudsman shall be the effective date of the Full Board's decision regarding any removal, suspension or other adverse action concerning the Member at issue.
- (4) For clarity, the "unanimous vote" of the Full Board pursuant to Section 4.04(A)(7) does not require the affirmative vote of each Class 1 Member and is not affected by any abstention from voting. So long as there is a quorum of the Full Board at any meeting called to consider the removal or suspension of a Member, the failure of any member of the Full Board to attend the meeting or to abstain from voting at the meeting shall not be considered a failure to achieve a "unanimous vote" if none of the other Full Board members present at the meeting vote against removal or suspension.
- (5) If the Full Board votes to suspend the Member, the Member shall be considered terminated as a Member for the period of time set forth in the suspension.
- (6) Removed or suspended Members may be reinstated at the discretion of the Full Board.
- (7) The decision of the Full Board, including any written decision, the votes of each individual member of the Full Board (including the failure to attend the meeting called pursuant to Section 4.04(B)(3) or a decision to abstain from voting at such meeting), and the written report of the Ombudsman shall be made public and promptly posted by the Secretary on the Volunteers Portal included in the Special Full Board Meeting Minutes.

**Section 4.05. Member Meetings.**

- A. As determined by the Team Leader of each Team, no fewer than five (5) and no more than thirty (30) days prior to the Semi-Annual Meeting, each Team shall elect a new Team



Leader. No single person shall serve as a Team Leader simultaneously of more than one Team; *provided, however*, that a person may serve both as a Team Leader of a Team and Team Leader of a Working Group (as defined in Section 4.01(C)). Team Leaders may serve as Assistant Team Leaders of other Teams and Working Groups. Each Team Member shall have the right to cast one vote in the election of such Team's Team Leader. The results of such an election shall be reported to the Secretary.

B. Each Team Leader and Team Member shall have the right to cast one vote at the Semi-Annual Meeting on each of the following matters: the election of the Department Coordinator for the Department to which such Team Leader belongs; and the election of the Officers.

(1) For clarity, assuming only the Team leaders and Team Members of Teams 1, 2, and 3 are assigned to Department X and the Team leader and Team Members of Team 4 are assigned to Department Y, only the Team Leaders and Team Members of Teams 1, 2 and 3 are eligible to vote for the Department Coordinator of Department X and for each Officer. The Team Leader and Team Members of Team 4 would not be eligible to vote for the Department Coordinator of Department X; rather, such Team leader and Team Member would be eligible to vote only for the Department Coordinator of Department Y and for each Officer.

(2) For clarity, if a Team Member serves as the Team Member for more than one Team within different Departments (*i.e.*, for a Team within a Department and for a Team within a separate Department), such Team Member shall have the right to cast a vote for the Department Coordinator in her or his capacity as Team Member for each Team, *e.g.*, if she or he is the Team Member of Team 1 in Department X and also the Team Member of Team 2 in Department Y, such Team Member may cast a vote for the Department Coordinator of Department X, and a vote for the Department Coordinator of Department Y.

(3) For clarity, if a Team Member serves as a Team Member for more than one Team (*i.e.*, for a Team within the Department and for a Team within a separate Department), such Team Member shall have the right to cast only one vote for Officers in her or his capacity as Team Member, independently of the number of Teams in which she or he is involved.

C. A Special Member meeting may be called for any purpose, including but not limited to those listed in Section 4.01, Section 5.06, Section 6.02, Section 9.09, Section 9.13 and Article XI. Unless otherwise provided for explicitly in these By-laws, the Members shall have the right to cast a vote at any such Special Member Meetings.

**Section 4.06. Voting at Member Meetings.**

- A. Unless otherwise provided for in these By-laws, in particular the supermajority provisions requiring Member Approval and the respective power of each class member pursuant to this Article IV:
- (1) Each Member in good standing shall have one vote at any meeting of the Members.
  - (2) A quorum shall consist of a majority of the Members present either in person or by proxy, including those attending via conference call or via other electronic means permitted by these By-laws; *provided* that a quorum for the vote on a matter upon which only one class of Members may vote shall consist of the presence, in person or by proxy, including via conference call or via other electronic means permitted by these By-laws, of a majority of the Members belonging to that class of Members voting on the particular matter before such class of Members, not counting the Members of any other class that may be present; *provided, further*, that a majority of the Team Leaders (*i.e.*, the Class 2 Members) belonging to a particular Department present either in person or by proxy, including those attending via conference call or via other electronic means permitted by these By-laws, shall constitute a quorum for purposes of Section 4.05(B)(1); and
  - (3) A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the Members.
- B. Each Member may authorize another person to act for her or him in business by proxy; *provided* that an Officer may only give her or his proxy to another Officer or Department Coordinator (Class 1), a Department Coordinator may only give her or his proxy to members of her or his Assistant to the Department Coordinator, or if there is not an Assistant to Department Coordinator, to a member of her or his Department Coordination Team, a Team Leader may only give her or his proxy to her or his Assistant Team Leader, and a Team Member may only give her or his proxy to another Team Member of the same Team. Each proxy must be in writing, signed by the Member or her or his attorney-in-fact, and electronic signatures, PDFs, facsimiles, or other copies of such signatures are deemed acceptable; *provided, however*, proxies sent via electronic mail by a Member from the electronic mail address on file with the Corporation shall require no signature. Proxies shall be communicated via electronic mail to the Secretary at least one (1) day before the voting or the meeting occurs. Each proxy is revocable at the pleasure of the Member executing it, except as otherwise provided by Law; a notice of revocation shall be sent via electronic mail to the Secretary at least on the day in which the vote (or meeting) occurs. By default, proxies are considered for one-time execution; different lengths of a proxy shall be detailed in the communication sent to the Secretary. A Member, independently of

her or his Class of membership, may serve as proxy for no more than one (1) Member pursuant to this Section.

- C. There shall be a Semi-Annual General Meeting of the Members (the “Semi-Annual Meeting”) upon such date, time and place as the Full Board shall determine (or if there are no Department Coordinators, as the Officers of the Corporation shall determine). During the Semi-Annual Meeting, the agenda shall include a vote on the matters described in Section 4.05 and may include any other business of the Corporation, *provided that* the Elections of Department Coordinators and Officers may occur offline with a system that grants Members the right to submit their vote in a secure, fair and anonymous way. Subject to Section 605(a) of the New York Not-for-Profit Law, a notice of the place, day, and hour of the Semi-Annual Meeting shall be sent by the Secretary via electronic mail to the most recent address of each Member of the Corporation in good standing as shown in the Corporation’s records and shall be posted to the Volunteers Portal. Notice shall be given at least five (5) days and no later than thirty (30) days prior to the meeting. The notice need not state the business to be transacted at or the purposes of the meeting. A Member who attends any Semi-Annual Meeting without protesting the lack of notice to her or him at its commencement or who, in a writing executed and filed with the records of the meeting either before or after the holding thereof, waives notice of any meeting, may not object to a failure to give notice of the meeting or to any defect in the notice of the meeting.
- D. Special meetings of the Members (“Special Member Meetings”) may be called by the President or another Officer, or upon the request of ten percent (10%) of the Members entitled to vote on such matters to be brought before such Special Member Meeting. The ten percent (10%) of the Members who would like to call a Special Meeting can request it either to an Officer or to the Ombudsman. The Secretary shall give notice to all Members of such Special Member Meeting within five (5) days upon receiving a written demand for such Special Meeting by the President or the requisite number of Members. Subject to Section 605 of the New York Not-for-Profit Law, the Members shall receive not less than seven (7) days and not more than thirty (30) days prior written notice via electronic mail of Special Member Meetings.
- E. Meetings of the Members, including but not limited to Semi-Annual Meetings, Special Member Meetings, or Full Board Meetings called pursuant to Section 4.04(B)(3) may be held at the principal office of the Corporation or at such other places, either within or outside the State of New York, including virtual meetings by mean of a teleconference, videoconference or similar communications equipment, as such communications equipment may be provided in the President’s discretion; *provided* that all persons participating in the meeting are able to hear each other at the same time and participate

in all matters before the Members, including, without limitation, having the ability to propose, object to, and vote upon specific action to be taken by the Members at such meeting. Participation by such means shall constitute presence in person at a meeting. Any such meeting may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any adjourned meeting other than announcement at the meeting.

## ARTICLE V

### ***Department Coordinators (i.e., Board of Directors) and Full Board (i.e., Board of Directors and Officers)***

#### **Section 5.01. Powers and Qualifications.**

- A. The Department Coordinators shall act as the Board of Directors of the Corporation (the terms “Board” or “Department Coordinators” are used interchangeably in these By-laws).
- B. For the purposes of taking any action described in these By-laws not otherwise reserved for the Members, the Department Coordinators, the Team Leaders, the Team Members, or any other group, and to the extent such action is not otherwise prohibited by the Law, the Corporation shall be managed by the Department Coordinators and Officers acting as the Full Board of Directors of the Corporation. For the sake of clarity, pursuant to Section 3.01(M), the term “Full Board” shall refer to the Department Coordinators (i.e., Board) and the Officers.
- C. Each member of the Board (each, a “Department Coordinator” or a “Director”) shall be at least nineteen (19) years of age. No single person shall serve as a Department Coordinator simultaneously of more than one Department. No Department Coordinator may serve simultaneously as an Officer of the Corporation or as the Ombudsman.

**Section 5.02. Number of Department Coordinators (i.e., Directors).** The number of Department Coordinators (i.e., Directors) shall be equal to the number of Departments. The number of Department Coordinators (i.e., Directors) may be increased or decreased by amendment of these By-laws pursuant to Article XI; *provided, however*, that no decrease shall shorten the term of any incumbent Department Coordinator (i.e., Director). Each Department Coordinator (i.e., Director) shall belong to one of two groups pursuant to Section 5.03.

#### **Section 5.03. Election and Term of Department Coordinators (i.e., Directors).**

- A. At each Semi-Annual Meeting, the Team Leaders and the Team Members (i.e., the Class 2 and Class 3 Members) shall elect the Department Coordinators pursuant to Section 4.05(B).

- B. Department Coordinators (*i.e.*, Directors) shall hold office for a term ending after the date of the second Semi-Annual Meeting following the Semi-Annual Meeting at which such Department Coordinator (*i.e.*, Director) was elected (a “One-Year Term”); *provided* that at the initial Semi-Annual Meeting held for such elections, the Members shall divide the Department Coordinators (*i.e.*, Directors) into two groups, such groups to be as evenly divided as possible. Each Department Coordinator (*i.e.*, Director) initially appointed to the first group (“Group 1”) shall serve for an initial term expiring after the Corporation’s first Semi-Annual Meeting following the effectiveness of this provision (a “Six-Month Term”), and each Department Coordinator (*i.e.*, Director) initially appointed to the second group (“Group 2”) shall serve for a One-Year Term. The Full Board shall have the authority to adopt an Election Policy that describes in detail the voting methodologies and timelines for each of the two groups.
- C. Each Department Coordinator (*i.e.*, Director) shall serve for the duration of her or his term, or until her or his resignation, suspension, removal, or other inability to to act.
- D. Any Department Coordinator (*i.e.*, Director) elected at any Semi-Annual Meeting after the initial Semi-Annual Meeting to represent a Department created pursuant to Section 4.01(B) shall serve a One-Year Term; *provided, however*, that if the appointment of such Department Coordinator (*i.e.*, Director) to either Group 1 or Group 2 results in such group having more than two members more than the other group, then such Department Coordinator (*i.e.*, Director) shall serve an initial Sixth-Month Term and any Department Coordinator (*i.e.*, Director) elected at the next Semi-Annual Meeting for the position held by such Department Coordinator shall be appointed thereafter to serve for a One-Year Term.
- E. Notwithstanding any other provision of these By-laws, if the end of a Department Coordinator’s (*i.e.*, Director) term would result in there being fewer than three Department Coordinators (*i.e.*, Directors) serving the Corporation, then such Department Coordinator(s) (*i.e.*, Director(s)) shall hold office until the requisite successor(s) are elected, appointed or qualified by a majority vote of the relevant Team Leaders (*i.e.*, Class 2 Members) and Team Members (*i.e.*, Class 3 Members) pursuant to Section 4.05(B).

**Section 5.04. Vacancies.** Department Coordinator vacancies occurring for any reason may be filled by vote of a majority of the relevant Team Leaders (*i.e.*, Class 2 Members) and Team Members (*i.e.*, Class 3 Members) pursuant to Section 4.05(B). A Department Coordinator (*i.e.*, Director) elected or appointed to fill a vacancy shall hold such position for the duration of such term, *i.e.*, as a member of Group 1 or Group 2 (as such terms are defined in Section 5.03(B)).

**Section 5.05. Resignation.** Any Department Coordinator (*i.e.*, Director) may resign from office at any time by delivering a resignation in writing to the person serving as chair of the Board (if any is elected pursuant to Section 5.07(E)), the President or the Secretary. Unless otherwise specified in the notice, such resignation shall take effect upon receipt thereof by the Board or such Officer, and no acceptance of such resignation shall be necessary to make it effective.

**Section 5.06. Removal of Department Coordinators (*i.e.*, Directors).** Member Approval shall be required for the removal of any Department Coordinator (*i.e.*, Director) for Cause.

**Section 5.07. Meetings of the Department Coordinators (*i.e.*, Board) and Full Board.**

- A. Immediately following the Semi-Annual Member Meeting, the Board shall hold a regular semi-annual meeting (the "Semi-Annual Board Meeting"). Immediately following the Semi-Annual Board Meeting, the Full Board shall hold a regular semi-annual meeting (the "Semi-Annual Full Board Meeting"). The Board and the Full Board may determine to hold the Semi-Annual Board Meeting and the Semi-Annual Full Board Meeting as only one meeting that would represent the Semi-Annual Full Board Meeting. The Full Board shall meet regularly on a bi-weekly basis. The first regular Full Board Meeting after the Semi-Annual Member Meeting shall constitute the Semi-Annual Full Board Meeting.
- B. Special meetings of the Department Coordinators (*i.e.*, Board), the Full Board, or any committee of either, (each a "Special Meeting") shall be held upon notice to the Department Coordinators (*i.e.*, Directors) (in the case of the Board) or to the Department Coordinators (*i.e.*, Directors) and Officers (in the case of the Full Board) or the relevant committee members (in the case of a committee meeting) upon three (3) days' notice by electronic mail to the last address on file with the Corporation. Notice of a meeting need not be given to any Department Coordinator (*i.e.*, Director), Officer, or other member of a committee who submits a waiver of notice whether before or after the meeting. A Department Coordinator (*i.e.*, Director), Officer or other member of a committee who attends any Special Meeting without protesting the lack of notice to her or him at its commencement or who, in a writing executed and filed with the records of the meeting either before or after the holding thereof, waives notice of any meeting, may not object to a failure to give notice of the meeting or to any defect in the notice of the meeting.
  - (1) In the case of the Department Coordinators (*i.e.*, Board), or a committee thereof, Special Meetings may be called on written request of two Department Coordinators (*i.e.*, Directors).
  - (2) In the case of Full Board, or a committee thereof, Special Meetings may be called by the President, or on a written request of two Department

Coordinators (*i.e.*, Directors), or the Ombudsman. Any Special Full Board Meeting written request shall be sent to the Secretary.

- C. The Board or Full Board may hold any Special Meetings or other meetings at the principal office of the Corporation or such other places, either within or outside the State of New York, including virtual meetings by means of a teleconference, videoconference or similar communications equipment pursuant to Section 5.09. Participation by such means shall constitute presence in person at a meeting. Unless otherwise provided for in these By-laws, no general notice of such meetings need to be given to the Members.
- D. A majority of the Department Coordinators (*i.e.*, Directors) (in the case of the Board) or a majority of the Department Coordinators (*i.e.*, Directors) and Officers (in the case of the Full Board) present, may adjourn from time to time any meeting to reconvene at the same or some other time and place. Notice of the adjournment and time and place to reconvene shall be given to all Department Coordinators (*i.e.*, Directors) or Officers, if relevant, who were absent at the time of the adjournment.
- E. At all meetings of the Full Board, the President, or in her or his absence or inability to serve, the Vice President or another chair chosen by the Full Board, shall preside; at any meeting of the Department Coordinators (*i.e.*, Board), the Department Coordinators may select both a Department Coordinator (*i.e.*, Director) to chair any such Board meetings and another to preside in the event of the Chair's absence or inability to serve. The Chair and Vice Chair informal role shall be given to those Members who hold their office in the Board for the longest period of time.
- F. A Department Coordinator (*i.e.*, Director) or Officer who attends any Full Board Meeting or a Special Meeting without protesting the lack of notice to her or him at its commencement or who, in a writing executed and filed with the records of the meeting either before or after the holding thereof, waives notice of any meeting, may not object to a failure to give notice of the meeting or to any defect in the notice of the meeting.

**Section 5.08. Quorum and Voting.**

- A. Unless a greater proportion is required by Law or the Charter, a majority of the Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by Law or by these By-laws, the vote of a majority of the Department Coordinators (*i.e.*, Directors), present at the meeting at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Department Coordinator (*i.e.*, Director) present shall have one vote.
- B. Unless a greater proportion is required by Law or the Charter, a majority of the Full Board shall constitute a quorum for the transaction of business or of any specified item of

business. Except as otherwise provided by Law or by these By-laws, the vote of a majority of the Department Coordinators (*i.e.*, Directors) and Officers of Full Board present at the meeting at the time of the vote, if a quorum is present at such time, shall be the act of the Full Board. Each Department Coordinator (*i.e.*, Director) and each Officer present shall have one vote.

**Section 5.09. Participation by Conference Telephone or Videoconference.** Any one or more members of the Board or Full Board, or any committee thereof, may participate in a meeting by means of a teleconference, videoconference or similar communications equipment, as such communications equipment may be provided in the Corporation's discretion, *provided* that all persons participating in the meeting are able to hear each other at the same time and participate in all matters before the Board or Full Board or any committee of either including, without limitation, having the ability to propose, object to, and vote upon specific action to be taken by the Board or Full Board or committee of either. Participation by such means shall constitute presence in person at a meeting.

**Section 5.10. Action Conducted Via Electronic Mail.** The Board and Full Board may take any action or transact any business required that is permitted to be taken by the Board or Full Board or any committee of either without a meeting and through motions made and passed via electronic mail. These actions may be proposed as motions by any Department Coordinator (*i.e.*, Director)(in the case of the Board) or by any Department Coordinator (*i.e.*, Director) or Officer (in the case of the Full Board) via electronic mail to the other Department Coordinator (*i.e.*, Director) (with a copy to the Secretary in the case of the Board) or to the other Department Coordinators (*i.e.*, Directors) and Officers (in the case of the Full Board) at the last mail address on file with the Corporation for such members. Such electronic mail must include the date and time of the deadline for voting on the motion and must be sent at least seven (7) days and not more than thirty (30) days before the deadline; *provided*, that the relevant members may vote at any time before the deadline via electronic mail, and such electronic mail response must contain the electronic mail in which the motion was proposed. Unless otherwise provided for explicitly in these By-laws, any such motions shall pass if a majority of the Department Coordinators (*i.e.*, Directors) (in the case of the Board) or a majority of the Department Coordinators (*i.e.*, Directors) and Officers (in the case of the Full Board) vote in favor of such motion. Motions shall be deemed to pass or fail as soon as the requisite number of votes have been cast to determine the outcome. The Secretary shall record the motion and be responsible for tallying the requisite number of votes (whether such motion be made to the Board or the Full Board), and each resolution so adopted and the written or electronic consents thereto shall be filed with the minutes of the



proceedings of the Board or Full Board or such committee of either, as appropriate. No Department Coordinator (*i.e.*, Director) or Officer may vote on a motion concerning her or his own election to or removal from any position within the Corporation, nor may she or he vote on any proposal in which she or he has any direct, personal financial interest.

**Section 5.11. Committees of the Board or Full Board.** The Board or Full Board, by resolution adopted by a majority of the Board, or Full Board, as appropriate, may designate from among the Members, Department Coordinators (*i.e.*, Directors), Officers, Team Leaders, Team Members, Team Contributors, Community Members, or any other person, whether or not affiliated with the Corporation, an executive committee (the "Executive Committee") and any other committees of the Board or Full Board; *provided*, each such committee consists of at least three (3) or more Department Coordinators (*i.e.*, Directors), and *provided, further*, that each such committee, to the extent provided in the resolution establishing such committee, shall have the authority of the Board or Full Board, as appropriate, to the full extent provided by law. Notwithstanding the preceding, no such committee shall have authority as to the following matters: (a) filling vacancies in any committee; or (b) amending or repealing any resolution of the Board or Full Board ,as appropriate, that by its terms shall not be so amended or repealed. The Board or Full Board may designate one or more Department Coordinators (*i.e.*, Directors) as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee. Each such committee shall serve at the pleasure of the Board or Full Board, as appropriate. The designation of any such committee and the delegation thereto of authority shall not alone relieve any Department Coordinator (*i.e.*, Director) (in the case of the Board) or Department Coordinator (*i.e.*, Director) and Officer (in the case of the Full Board) of any duty owed to the Corporation under the New York Not-for-Profit Corporation Law (the "Law"). The Executive Committee cannot replace the Full Board; it reports to and is accountable to the Full Board. The Full Board shall confirm any decision or resolution of the Executive Committee at its discretion at the next Full Board Meeting.

**Section 5.12. Compensation.** All Department Coordinators (*i.e.*, Directors) shall serve in such capacity without receiving a salary; *provided* that reasonable and actual expenses may be reimbursed and nothing in this provision shall prevent Department Coordinators (*i.e.*, Directors) from being compensated for work done on behalf of the Corporation in a capacity other than as a Department Coordinator (*i.e.*, Director).

## ARTICLE VI

### *Officers, Agents and Employees*

**Section 6.01. General Provisions.** Pursuant to Section 4.05, the Members shall elect a President, a Vice President, a Secretary and a Treasurer (each, an “Officer”, and collectively, the “Officers”). No single person shall hold more than one office. No Officer of the Corporation may serve simultaneously as a Department Coordinator or as the Ombudsman. No employee or Member of the Corporation may serve in a manner or hold any title or maintain any responsibility that is inconsistent with the Law.

**Section 6.02. Term of Office, Vacancies and Removal.** All Officers shall be elected or appointed by the Team Members, Team Leaders, Department Coordinators, and existing Officers after the Semi-Annual Meeting in accordance with Section 6.02(E) and shall hold office for the term for which she or he is elected or appointed and until her or his successor has been elected or appointed and qualified; *provided* that the initial Vice President and Treasurer elected pursuant to these By-laws shall serve for an initial Sixth-Month Term, and the initial President and Secretary elected pursuant to these By-laws shall serve for an initial One-Year Term. Any Officer elected thereafter shall serve for a One-Year Term.

- A. An Officer may be removed for Cause by a majority vote of the Department Coordinators (*i.e.*, Board).
- B. Member Approval shall be required for the removal of an Officer without Cause.
- C. Absent the resignation, suspension, removal or other inability to act of the Officer, each Officer shall hold office until the expiration of her or his term or such time as her or his successor has been appointed or elected and qualified.
- D. In the event an Officer position becomes vacant for any reason, including the resignation, suspension, removal, or other inability to act of the Officer, and such vacancy occurs more than thirty (30) days before the next Semi-Annual Meeting, a Special Officer Election may be called to elect or appoint a successor to fill the unexpired term of such Officer in accordance with Section 6.02(E).
- E. The votes for each Officer shall be counted by majority. Team Members, Team Leaders, existing Department Coordinators (*i.e.*, Directors) and Officers have the right to cast one vote per person.

(1) For clarity, assume that at the time of the election there is a volunteer that is an active Team Member in Team 1 and 2 in Department X and Team Member in Team 3 in Department Y. Such volunteer, even if she or he is active in 2 different Departments, shall have the right to cast only one (1) vote for each Officer position up for election.

- (2) For clarity, assume that at the time of the election there is a volunteer that is an active Team Member in Team 1 in Department X. Such volunteer shall have the right to cast only one (1) vote for each Officer position up for election.
- (3) For clarity, assume that at the time of the election there are four Officers (a President, a Vice President, a Secretary and a Treasurer). Existing Officers shall have the right to cast one (1) vote each for each position up for election. All the votes from existing Officers, Department Coordinators (*i.e.*, Directors), Team Leaders and Team Members will be tallied by majority vote.

**Section 6.03. Powers, Duties and Qualification of Officers.** Subject to the control of the Full Board (and, where required by these By-laws, and the Law, the Board), all Officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these By-laws or by resolution of the Full Board and, to the extent not so provided, as generally pertain to their respective offices. Each Officer shall be at least nineteen (19) years of age.

**Section 6.04. Agents and Employees.** The Full Board may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Full Board. The Full Board may remove any agent or employee at any time with or without Cause. Removal without Cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

**Section 6.05. Compensation of Officers, Agents and Employees.** All Officers shall serve without salary, except that reasonable and actual expenses may be reimbursed and nothing in this provision will prevent Officers from being compensated for work done on behalf of the Corporation in a capacity other than as an Officer. Agents and Employees may receive compensation as defined in a specific appointment agreement approved by the Full Board, if any.

**Section 6.06. Sureties and Bonds.** In the event that the Full Board shall so require, any Officer or Agent of the Corporation shall execute to the Corporation a bond in such sum and with such surety or sureties as the Full Board may direct, conditioned upon the faithful performance of his or her duties to the Corporation and including responsibility and for negligence and for the accounting for all property, funds or sureties of the Corporation which may come into her or his hands.

**ARTICLE VII**  
***Limitation of Liability***

**Section 7.01. No Personal Liability of Directors.** No Director shall be personally liable to the Corporation or to any Member for monetary damages for breach of fiduciary duty as a Director; *provided* that this provision shall not limit the liability of a Director (a) for any breach of the Director's duty of loyalty to the Corporation or its Members, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) pursuant to Section 719 of the Law or (d) for any transaction from which the Director derived an improper personal benefit.

**Section 7.02. Changes in Law or to These By-laws.** If the Law is hereafter amended to authorize the elimination or further elimination or limitation of the liability of Department Coordinators (*i.e.*, Directors) or Officers, then the liability of a Department Coordinator (*i.e.*, Director) or Officer shall be eliminated or limited to the fullest extent permitted by the Law, as so amended, and such elimination or limitation of liability shall be in addition to, and not in lieu of, the limitation of the liability of a Department Coordinator (*i.e.*, Director) or Officer provided by the foregoing provisions of this Article VII. Any repeal or amendment of this Article VII, Article VIII and Article IX shall be prospective only and shall not adversely affect any limitation on the liability of a Department Coordinator (*i.e.*, Director) or Officer existing at the time of such repeal or amendment.

**ARTICLE VIII**  
***Indemnification***

**Section 8.01. Indemnification of Department Coordinators (i.e., Directors) and Officers.** To the maximum extent permitted by law, as the same exists or may hereafter be amended (but in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), the Corporation shall indemnify fully any person 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, criminal, administrative or investigative) (an "Action") by reason of the fact that such person is or was a Department Coordinator (*i.e.*, Director) or Officer, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against

all expense, liability and loss (including attorneys' fees), judgements, fines, ERISA excise taxes or penalties and amounts paid in settlement reasonably incurred or suffered by such person or on such person's behalf in connection with such Action and may appeal therefrom; *provided, however*, that except as provided in Section 8.04 with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Full Board.

**Section 8.02. Indemnification of Agents and Employees.** To the extent permitted by the law, as the same exists or may hereafter be amended (but, in case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights that such law permitted the Corporation to provide prior to such amendment), the Corporation may indemnify fully any person who was or is a party or is threatened to be a party to any threatened, pending, or completed Action by reason of the fact that such person is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against all expense, liability and loss (including attorneys' fees), judgement, fines, ERISA excise taxes or penalties and amounts paid in settlement reasonably incurred or suffered by such person in connection with such Action and any appeal therefrom; *provided, however*, that, except as provided in Section 8.04 with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Full Board.

**Section 8.03. Expenses.** If so requested by a Department Coordinator (*i.e.*, Director) or Officer, the Corporation shall advance expenses (including attorneys' fees) incurred by Department Coordinator (*i.e.*, Director) or Officer prior to the final disposition of such Action; *provided, however*, that an advancement of expenses incurred by an indemnitee in her or his capacity as a Department Coordinator (*i.e.*, Director) or Officer (and not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon receipt by the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnitee is not entitled to indemnified for such expenses under this Section or otherwise. The Corporation may advance expenses (including attorneys' fees) incurred by an employee or agent in advance of the final

disposition of such action, suit or proceeding upon such terms and conditions, if any, as the Full Board deems appropriate.

**Section 8.04. Recovery of Unpaid Claims.** If a claim for indemnification under this Section is not paid in full by the Corporation within sixty (60) days following the date on which a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expenses of prosecuting or defending such suit. In (a) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (b) in any suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met any applicable standard for indemnification set forth in the Law. Neither the failure of the Corporation (including its Department Coordinators (*i.e.*, Directors) or Officers) who are not parties to such action, a committee of such Department Coordinators (*i.e.*, Directors) or Officers, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Law, nor an actual determination by the Corporation (including its Department Coordinators (*i.e.*, Directors) and Officers who are not parties to such action, a committee of such Department Coordinators (*i.e.*, Directors) or Officers, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suite brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Article VIII or otherwise shall be on the Corporation.

**Section 8.05. Right Not Exclusive.** The rights to indemnification and to the advancement of expenses conferred in this Article VIII shall not be exclusive of any other right which any person may have or hereafter acquire under the Charter, these By-laws, any statute, agreement,

vote of stockholders or disinterested Department Coordinators (*i.e.*, Directors) or Officers or otherwise.

**ARTICLE IX**  
***Miscellaneous***

**Section 9.01. Intent.** The intent of Article VII and Article VIII is to protect and indemnify the Department Coordinators (*i.e.*, Directors), Officers, employees and agents of the Corporation against any liability to the fullest extent permitted by Law in consideration of the services they render to the Corporation. Nothing contained in these By-laws shall be construed to limit or impair any other provision of law or the provisions of any other document providing protection or indemnification.

**Section 9.02. Fiscal Year.** The Fiscal Year of the Corporation shall be the calendar year or such other period as may be fixed by the Full Board.

**Section 9.03. Corporate Seal.** The seal of the Corporation, if any, shall be circular in form and contain the name of the Corporation, the words “Corporate Seal” and “New York” and the year the Corporation was formed in the center. The Corporation may use the seal by causing it or a facsimile or a digital or other electronic copy to be affixed or impressed or reproduced in any manner.

**Section 9.04. Checks, Notes, Contracts.** The Full Board shall determine who shall be authorized from time to time on the Corporation’s behalf to sign checks, notes, drafts, acceptances, bills of exchange and other orders or obligations for the payment of money; to enter into contracts; or to execute and deliver other documents and instruments.

**Section 9.05. Books and Records.** The Corporation shall keep at its principal office in the State of New York or such other places within or outside the State of New York as the Full Board may from time to time determine, including virtual or cloud-based locations, (1) correct and complete books and records of accounts, (2) minutes of the proceedings of the Semi-Annual Meeting as well as any meetings of the Board and Full Board (including any committee of either), and (3) a current list or record containing the names and electronic mail addresses of all Department Coordinators (*i.e.*, Directors) and Officers of the Corporation (*i.e.*, Class 1 Members), Team Leaders (*i.e.*, Class 2 Members), and Team Members (*i.e.*, Class 3 Members). Any of the

books, records and minutes 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 9.06. Semi-Annual Reports.** The President and Treasurer shall present at the Semi-Annual Full Board Meeting a report, verified by the President and Treasurer or by a majority of the Department Coordinators (*i.e.*, Directors) and Officers, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Full Board, showing in appropriate detail the following: (1) the assets and liabilities, including the trust funds, of the Corporation as of the end of a 12-month fiscal period terminating not more than six months prior to said meeting; (2) the principal changes in assets and liabilities, including trust funds, during said fiscal period; (3) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during said fiscal period; and (4) the expenses or disbursements of the Corporation, for both general and restricted purposes during said fiscal period. This report shall be filed with the minutes of the Semi-Annual Full Board Meeting.

**Section 9.07. Insurance.** The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Member, Department Coordinator (*i.e.*, Director), Officer, Ombudsman, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation or other entity, against any liability asserted against her or him and incurred by her or him in any such capacity, or arising out of her or his status as such, whether or not the Corporation would have the power to indemnify her or him against such liability under the provisions of the Article VIII.

**Section 9.08. Business Transactions.** Whenever the activities of the Corporation involve, among other things, the charging of fees, commissions or prices for its services or products, it shall have the right to receive such income and in doing so make an incidental profit. All such incidental profits shall be applied to the maintaining and operation of the Corporation and in no case shall be divided or distributed in any manner whatsoever among the Members, including the Department Coordinators (*i.e.*, Directors) or Officers.

**Section 9.09. Organizational Ombudsman.**

- A. The ombudsman of the Corporation (the "Ombudsman") shall be appointed by a majority of the Full Board at a Semi-Annual Full Board Meeting and shall serve for a One-Year Term. Member Approval shall be required for the removal of the Ombudsman. The Ombudsman shall not be a Member (Class 1, Class 2, nor Class 3)



or Contributor of the Corporation, in order to adhere to the International Ombudsman Association's Ethical Principles and Standards of Practice. The Full Board may hire a professional Ombudsman to serve as Ombudsman for the Corporation.

- B. The role of the Ombudsman shall be to perform an oversight regarding systeming issues that are reported and submitted complaints (pursuant to Article X). The Ombudsman handles the appeals function for the Corporation, including for those teams that have been dissolved and disagree with such decision or for those Members subject to removal or suspension pursuant to the procedure outlined in Section 4.04(A)(7).
- C. The Full Board may pass any resolutions detailing any procedural issues affecting the conduct of the Ombudsman's activities; *provided*, such resolutions do not conflict with any provisions or procedural safeguards of these By-laws, including Section 4.04(A)(7). The Secretary shall list and maintain on the Volunteers Portal or the Corporation website any such procedural resolutions of the Full Board.
- D. The Ombudsman shall have the right to add items to the agenda of any Special Full Board Meeting. The Ombudsman shall have the right to request a Special Full Board Meeting for urgent matters to the President of the Corporation. In case of unavailability or inability to act of the President, such Special Full Board Meeting shall be called by the Vice President of the Corporation.
- E. The Ombudsman shall serve for the duration of her or his term, or until her or his resignation, suspension, removal or other inability to act. Should an Ombudsman resign or be suspended, removed or otherwise be unable to act, then a Special Meeting shall be called of the Full Board for the purpose of appointing a replacement.
- F. The Ombudsman shall have the right to form an Ombudsman Office that may include some members of the Community (for clarity, not necessarily Members of the Corporation pursuant to Section 4.01). The individuals composing the Ombudsman Office shall not be considered as Members of the Corporation and shall not have any voting rights within the Corporation.
- G. The Ombudsman may produce and publish regular reports of his or her oversight action, including any advice, suggestions and/or resources to the Community at large. Those reports shall be published on the Volunteers Portal.
- H. The Ombudsman shall produce a Semi-Annual Report with a summary about general systemic issues and or complaints to the Officers of the Corporation.

- I. The Ombudsman Office shall have a dedicated annual budget in the Corporation's budget. The Ombudsman shall serve as the budget line owner for the Ombudsman Office assigned budget. Expenditures and payments shall be processed according to the Corporation Financial Policy (as defined in Section 4.04(A)(7)(b)).

**Section 9.10. Advisory Board.**

- A. The Advisory Board of the Corporation (the "Advisory Board") shall be appointed by a majority vote of the Full Board at the Semi-Annual Full Board Meeting and shall serve for a One-Year Term.
- B. The role of the Advisory Board shall be to advise the Full Board and otherwise support the Corporation, whether through advice, donations, networking outside the Corporation to increase visibility to the Joomla! Project, or bringing in potential sponsors and partners.
- C. The Advisory Board shall consist of three (3) to seven (7) members.
- D. The Advisory Board is to be primarily comprised of people not affiliated with the Corporation.
- E. The Advisory Board shall regularly review the Full Board Meeting Minutes as posted on the Volunteers Portal and provide any suggestions and recommendations to the Full Board.
- F. The Advisory Board shall have the opportunity to add items to the agenda of any scheduled Full Board Meetings if provided at least 24 hours in advance to any Officer.
- G. Members of the Advisory Board may serve for more than one term, if their appointment is accepted by the majority of the Full Board at the Semi-Annual Full Board Meeting.

**Section 9.11. Public Oversight.** To the extent the Corporation creates any of the following documents, the Secretary will, within a reasonable period of time, list and maintain such documents on the Volunteers Portal or the Corporation website: Semi-Annual Reports on the state of the Corporation and plans for the coming year, minutes of the Semi-Annual Meeting, minutes from all meetings of the Board or Full Board or committee of either, financial reports pertaining to periods of three (3) months or more, tax filings and reports of audit results. Nothing in this provision will be construed to require the Corporation to create any of the aforementioned documents.

**Section 9.12. Voting Procedures.** The Full Board shall have the power to promulgate voting procedures affecting the conduct of the Corporation that are not otherwise detailed in these By-laws, including but not limited the conduct of internal team functions, the election of Team Leaders or Team Members and the procedures with respect to the formulation of Teams and Working Groups (the “Voting Policies”). The Secretary shall list and maintain the Voting Policies, if any, on the Corporation website. Changes to the Voting Policies may only be made upon Member Approval.

**Section 9.13. Trade Names.** The Full Board shall have the power to authorize the use, including the cessation of use, of trade names for the Corporation, such as “the Joomla! Foundation” or any other trade name so designated from time to time by the Full Board.

## **ARTICLE X**

### ***Complaints***

Any complaints, including those about a specific person, should be reported as early as possible to the Ombudsman, a Department Coordinator (*i.e.*, Director), or an Officer. The Ombudsman shall be responsible for developing guidelines regarding how to submit such complaints and how such complaints should be handled and reviewed. The Secretary shall list and maintain such guidelines on the Volunteers Portal or the Corporation website.

## **ARTICLE XI**

### ***Amendments***

These By-laws may be amended upon Member Approval at any Special Members Meeting called for such purpose. The notice of such Special Meeting shall set forth a summary of the proposed amendments.