

BY-LAWS OF OPEN SOURCE MATTERS, INC.

ARTICLE I - OFFICES

The principal office of the corporation will be in the City of New York, County of New York, State of New York. The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may require.

ARTICLE II - PURPOSES

The purposes for which this corporation has been organized are as follows:

- (a) To coordinate and promote the development of the free software package known as Joomla!, including creating and maintaining websites to accomplish this purpose;
- (b) To make Joomla! and other Free and Open Source Software available for free to anybody who wants to use, change, or distribute it as Free and Open Source Software;
- (c) To defend the status of Joomla! as Free and Open Source Software and the public's ability to develop and freely distribute that software; and
- (d) To promote the use and development of Free and Open Source Software.

ARTICLE III - DIRECTORS

1. MANAGEMENT OF THE CORPORATION.

The corporation will be managed by the Board of Directors, which will appoint Officers to the corporation, including a President, a Secretary and a Treasurer, such positions to each be held by separate people. Each Director and Officer will be at least nineteen years of age.

2. ELECTION AND TERM OF DIRECTORS.

Directors will be elected according to the procedure described in Article IV. Each Director's term will last for the term specified in her or his election or, if no such term is specified, for one year. This term may be renewed. Each Director will serve for the duration of her or his term, or until her or his resignation or removal. Notwithstanding any other provision of these by-laws, if the end of a Director's term would result in there being fewer than three Directors serving the Corporation, then that Director will hold office until her or his successor has been elected, appointed or qualified.

3. REMOVAL AND NUMBER OF DIRECTORS.

The Board will have as many Directors as it determines necessary, such number not to be less than three. Any or all of the Directors may be removed with or without cause by a vote of the Directors or according to Article IV.

4. RESIGNATION OF DIRECTORS.

A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the corporation. Unless otherwise specified in the notice, the resignation will take effect upon receipt thereof by the Board or such Officer, and the acceptance of the resignation will not be necessary to make it effective.

5. CONDUCT OF MEETINGS.

Unless otherwise provided for in the Certificate of Incorporation, a majority of the entire Board will constitute a quorum for the transaction of business or of any specified item of business.

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, will be the act of the Board. Each Director present will have one vote.

The Board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine. Directors may also meet or attend meetings via telephone or internet relay chat.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment will be given all Directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

At all meetings of the Board, the President, or in her or his absence, a chair chosen by the Board will preside.

6. REGULAR ANNUAL MEETING.

A regular annual meeting of the Board will be held each calendar year.

7. NOTICE OF MEETINGS OF THE BOARD.

Regular meetings of the Board may be held without notice at such time and place as it will from time to time determine. Special meetings of the Board will be held upon notice to the Directors and may be called by the President upon three days' notice to each Director either personally or by email, mail, wire or fax; special meetings will be called by the President or by the Secretary in a like manner on written request of two Directors. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to her or him.

9. MOTIONS VIA EMAIL.

The Board may transact business without meeting through motions made and passed via email. These actions may be proposed as motions by any Director via email to the Directors' email list. This email must include the date and time of the deadline for voting on the motion and must be sent at least seven days before the deadline. Directors may vote at any time before the deadline via email to the Directors' email list, and this email must contain the email in which the motion was proposed. Motions will pass if a majority of Directors cast votes and a majority of votes cast are in favor of the motion. Motions will pass or fail as soon as enough votes have been cast to determine the outcome. A Director may not vote on a motion concerning his or her own election to or removal from any position within the corporation, nor may he or she vote on any proposal in which she or he has any direct, personal financial interest.

10. EXECUTIVE AND OTHER COMMITTEES.

The Board may designate from among its members, the Corporation's Officers, and the public, an executive committee and other committees, each consisting of three or more people. Each such committee will serve at the pleasure of the Board.

11. PROXIES.

Every Director or Board committee member may authorize another person or persons to act for her or him in Board business by proxy.

Every proxy must be in writing, signed by the member or her or his attorney-in-fact. Proxies sent via email will require no signature. No proxy will be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy will be revocable at the pleasure of the member executing it, except as otherwise provided by law.

12. COMPENSATION.

All Directors will 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 a Director.

ARTICLE IV - Community Oversight Committee

The standing committee known as the Community Oversight Committee (the Committee) is disbanded. The Board will not be overseen by the Committee.

Open Source Matters thanks everyone who has served on the Committee: Brad Baker, Shayne Bartlett, Levis Bisson, Michelle Bisson, Chris Davenport, Rey Gigataras, Wilco Jansen, Johan Janssens, Alex Kempkens, Mateusz Krzeszowiec, Louis Landry, Andy Miller, Sam Moffatt, Ole Bang Ottosen, Wendy Robinson, Peter Russell, Rob Schley, Marko Schmuck, and Antonie de Wilde.

ARTICLE V - OFFICERS

1. OFFICERS, ELECTION, TERM.

The Board may elect or appoint Officers, including a President, one or more Vice-Presidents, a Secretary and a Treasurer, and such other Officers as it may determine, who will have such duties, powers and functions as the Board determines will help to further the purposes of the corporation as set forth in Article II. All Officers will be elected or appointed to hold office until the annual meeting of the Board. Each Officer will 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 or qualified.

Notwithstanding any other provision of these by-laws, any Officer who holds the position of President, Secretary or Treasurer will hold office until her or his successor has been appointed, elected, appointed or qualified.

2. CERTAIN OFFICERS TO BE DRAWN FROM THE BOARD.

The President, Secretary and Treasurer shall each be chosen from among the members of the Board. Other Officers need not be members of the Board.

3. REMOVAL OR RESIGNATION.

Any Officer elected or appointed by the Board may be removed by the Board with or without cause. In the event of the death, resignation or removal of an Officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of President, Secretary and Treasurer.

4. COMPENSATION.

All Officers will 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.

5. SURETIES AND BONDS.

In case the Board will so require, any Officer or agent of the corporation will execute to the corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of her or his duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into her or his hands.

ARTICLE VI - CONSTRUCTION

If there be any conflict between the provisions of the Certificate of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation will govern.

ARTICLE VII - AMENDMENTS

The By-Laws may be adopted, amended or repealed by action of the Board at any time.

ARTICLE VIII - PUBLIC OVERSIGHT

To the extent the corporation creates any of the following documents, it will, within a reasonable period of time, publish such documents for public review: annual reports on the state of the organization and plans for the coming year, minutes from all board meetings, financial reports pertaining to periods of 3 months or more, tax filings, reports of audit results. Nothing in this provision will be construed to require the corporation to create any of the mentioned documents.

Revised by the Open Source Matters Board 19 March 2013