

BY-LAWS OF OPEN SOURCE MATTERS, INC.

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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:

- 2.1. To coordinate and promote the development of the free software package known as Joomla!, including creating and maintaining websites to accomplish this purpose;
- 2.2. 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;
- 2.3. 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
- 2.4. To promote the use and development of Free and Open Source Software.
- 2.5. To achieve the lawful public objective of developing, distributing and promoting the use of open source software.

ARTICLE III - MEMBERS & MEMBERSHIP

- 3.1. CLASSES AND QUALIFICATIONS. Any individual supportive of this corporation's purposes and not otherwise prohibited by any contract, law or regulation from abiding by the terms of these

by-Laws is qualified to become a Member of the Corporation. There shall be only one class of Membership.

- 3.2. RIGHT TO VOTE. Only Members in good standing shall have the right to vote at the Annual General Meeting of the Members on those items specified in Section 3.6 (below), as well as to vote on such other issues as the Board may choose to bring before the Members.
- 3.3. ADMISSION TO MEMBERSHIP. Applicants qualified under Section 3.1 above, shall be admitted to membership will be determined on a case by case basis, at the sole discretion of the Board and/or Membership Committee. Any "contributor" to Open Source Matters who is supportive of this corporation's purposes and is not otherwise prohibited by any contract, law or regulation from abiding by the terms of these by-laws shall be eligible for membership. A "contributor" shall be any individual who has contributed to improving Open Source Matters and its projects in any form.
- 3.4. NUMBER OF MEMBERS. There is no limit on the number of Members the Corporation may admit.
- 3.5. MEMBERSHIP ROLL. The Corporation shall keep a membership roll containing the name and address, including electronic mail addresses, of each Member, and the date upon which the applicant 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. Membership in the Corporation is a matter of public record; however, membership lists will not be sold or otherwise be made available to third parties.
- 3.6. MEMBERSHIP MEETINGS
 - 3.6.1. Annual General Meeting. There shall be an Annual General Meeting of the Members upon such date, time and place as the Board shall determine. During the Annual General Meeting, voting Members shall have the right to vote on the following matters only: election of the Board of Directors. Voting on all other matters is expressly reserved for the Board of Directors.
 - 3.6.2. Special Meetings. Special Meetings of the Members may be called by the President of the Board of Directors or upon the request of ten percent of the voting Members. Members shall receive not less than seven (7) days prior written notice of Special Meetings of the Members. The secretary of the corporation upon receiving the written demand shall promptly give notice of such meeting, or if he fails to do so within five business days thereafter, any member signing such demand may give such notice.

Special Meetings of the Members may be held at the office of the corporation or at such other places, either within or without the state, as the Board of Directors may from time to time determine. Members may also meet or attend Special Meetings of the Members via telephone or internet relay chat or any other means that is acceptable to the majority of the members.
- 3.7. QUORUM AND VOTING. Each voting member in good standing shall have one vote at any meeting of the Members. A quorum shall consist of a majority of the total voting Members,

present either in person or by proxy. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the Members.

- 3.8. PROXIES. Each Member may authorize another person or persons to act for her or him in 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.
- 3.9. REMOVAL. The membership of a Member shall terminate upon the occurrence of any of the following events:
 - 3.9.1. Upon resignation of the Member.
 - 3.9.2. Upon expiration of the membership term.
 - 3.9.2.1. The term of each member shall expire following the election of directors at the next annual meeting of the members. All former members are eligible to be chosen for a new member term.
 - 3.9.3. Upon death of the Member.
 - 3.9.4. Upon unanimous vote of all disinterested Directors for removal or suspension of a member, after a hearing duly held in accordance with the procedure laid out Section 3.9.5, when such Directors determine that:
 - 3.9.4.1. the Member has acted against the organization's purposes as specified in Article II,
 - 3.9.4.2. the Member acted contrary to the Joomla! Code of Conduct,
 - 3.9.4.3. the Member breached any confidentiality and/or nondisclosure agreement within the Corporation,
 - 3.9.4.4. the Member has acted in any manner which the disinterested Directors unanimously agrees justifies termination of Membership.
 - 3.9.5. In the event of a removal or suspension of a member, the following procedures shall be implemented:
 - 3.9.5.1. A notice shall be sent via first-class or registered mail to the most recent address of the member as shown in Corporation records, setting forth the removal or suspension and the reasons for such removal or suspension at least fifteen (15) days before the proposed effective date of the removal or suspension. The member being expelled or suspended shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held no fewer than five (5) days before the removal. The hearing shall be held by the Board and/or Membership Committee which can conduct such meeting via telephone or in person. The notice to the member of his or her proposed removal or suspension shall state that such member is entitled, upon request, to such hearing, and shall state that

a date, time and place of hearing will be established upon receipt of request therefor, and shall state, that in the absence of such request, the effective date of the proposed suspension or removal.

- 3.9.5.2. The decision of the Board and/or Membership Committee shall be final. Suspended or expelled members may be reinstated at the discretion of the Board.

ARTICLE IV - DIRECTORS

- 4.1. 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 eighteen years of age.
- 4.2. ELECTION AND TERM OF DIRECTORS. The Board of Directors shall be elected by the voting Members at the Annual General Meeting. 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.
- 4.3. REMOVAL AND NUMBER OF DIRECTORS. Any Director may be removed for cause by vote of the Members, or by vote of the Board of Directors provided there is a quorum of not less than a majority present at the meeting of Directors at which such action is taken. The Board will have as many Directors as it determines necessary: such number is not to be less than three nor more than 15. The number of Directors may be increased or decreased by amendment of the by-laws subject to the following limitations: No decrease shall shorten the term of any incumbent Director.
- 4.4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES
- 4.4.1. Newly created Directorships resulting from an increase in the number of Directors elected, 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.
- 4.4.2. A Director elected or appointed to fill a vacancy shall hold office until the next Annual General Meeting of the Members at which the election of Directors is in the regular order of business, and until his successor is elected or appointed and qualified.
- 4.5. 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.
- 4.6. 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, 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.

- 4.7. **REGULAR ANNUAL MEETING.** Immediately following the Annual General Meeting of the Members, a Regular Annual Meeting of the Directors will be held.
- 4.8. **NOTICE OF MEETINGS OF THE BOARD.** Regular Annual 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.
- 4.9. **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.
- 4.10. **EXECUTIVE AND OTHER COMMITTEES.** The Board may designate from among its Members, Members of the Corporation, 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.
- 4.11. **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 V - OFFICERS

- 5.1. **OFFICERS, ELECTION, TERM.**

- 5.1.1. 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.
- 5.1.2. All Officers will be elected or appointed to hold office until the Annual Regular 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.
- 5.2. 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.
- 5.3. 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.
- 5.4. 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 VI - AMENDMENTS

These by-laws may be amended or new by-laws adopted upon the affirmative vote of a majority of the Directors at any regular or special meeting of the Directors. The notice of the meeting shall set forth a summary of the proposed amendments.

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 of Annual General Meeting, minutes from all meetings of the Board of Directors,

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 of Directors on February 4, 2014.