

OpenSSL Software Foundation's By-Laws

Article I

Name

The name of this Foundation, a Delaware charitable, non-profit, non-stock Foundation, shall be OpenSSL Software Foundation (“Foundation”).

Article II

Offices

The Foundation shall maintain an office in a place determined by the Board, which is not required to be in the state of Delaware. The Foundation shall have a registered agent as required by law.

Article III

Purposes

Section 1. The purposes of the Foundation shall be to promote the development and educate the public about uses of Free and Open Source Software (“FOSS”), software that can be freely used, copied, modified and distributed, aid and assist in the development of FOSS, organize conferences and workshops to carry out the aforementioned tasks and to provide any other services that may be in the best interest of the OpenSSL project as determined by the Board of directors.

Section 2. The Foundation shall have all the powers necessary to carry out the foregoing purposes and all the powers of non-profit non-stock corporations organized under the laws of the State of Delaware.

Section 3. The Foundation shall not pursue any purpose or carry on any activities not permitted to be pursued or carried on by a tax exempt Foundation under the laws of the State of Delaware.

Section 4. The Foundation is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the private benefit of any director, officer or affiliate of the Foundation, or any other individual, partnership or Foundation. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.

Section 5. On dissolution, after provision is made for payment of debts, all property of

the Foundation, from whatever source arising, shall be distributed only to such organizations as are then exempt from tax by virtue of Section 501 (c) of the Internal Revenue Code of 1986, or any successor provision, or organizations that have a charitable purpose which, at least generally, includes a purpose similar to the Foundation as the Board of directors of the Foundation shall determine.

Article IV Membership

Section 1. Membership

Any individual who is a current member of the OpenSSL Management Committee (OMC), is supportive of this Foundation'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 Foundation. There shall be only one class of Membership. The members of this organization shall have the right to vote and title and interest in the Foundation or its properties.

Section 2. Right to vote

Only Members in good standing shall have the right to vote at the annual meeting of the Members on those items specified in Section 6 (below), as well as to vote on such other issues as the Board may choose to bring before the Members. "Member" or "member in good standing," includes any person who has fulfilled the requirements for membership in such organization, and who neither has voluntarily withdrawn from membership nor has been expelled or suspended from membership after appropriate proceedings consistent with the provisions of these bylaws.

Section 3. Admission to membership

Applicants qualified under Section 1 above, shall be admitted to membership upon nomination by a quorum of Members and affirmation by the nominee of the Articles of Incorporation and these By-Laws. That affirmation may take the form of a signed E-mail.

Section 4. Number of members

There is no limit on the number of Members the Foundation may admit.

Section 5. Membership roll

The Foundation 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 Foundation's principal office. Membership in the Foundation is a

matter of public record; however, membership lists will not be sold or otherwise be made available to third parties.

Section 6. Membership meetings

a. Annual General Meeting. There shall be an annual meeting of the Members upon such date, time and place as the Board shall determine. The meeting may also be held solely by means of remote communication, the details of which can be determined by the Board. Members shall receive not less than ten (10) days prior notice of Annual General Meeting. During the annual meeting, Members shall have the right to vote on the nomination or removal of Members, or election or removal of members of the Board of Directors. Voting on all other matters is expressly reserved for the Board of Directors, except for such issues as the Board may choose to bring before the Members.

b. Special Meetings. Special meetings of the Members may be called by the Chair of the Board or upon the request of ten percent of the Members. Members shall receive not less than three (3) days prior notice of special meetings. The secretary of the Foundation 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. Members shall have the right to vote on the nomination or removal of Members, or election or removal of members of the Board of Directors.

The meetings may be held at the office of the Foundation or at such other places as it may from time to time determine. Members may also meet or attend meetings via telephone or internet relay chat or via encrypted email or any other means of real-time or near real-time communication that the Board may choose from time to time., provided that all persons can communicate with one another, and all persons are otherwise able to fully participate in the meeting. Votes of the members received in such manner shall have the same force and effect as votes at a meeting at which the members of the Board of Directors are physically congregated.

Section 7. Quorum

Each Member in good standing shall have one vote at any meeting of the Members. A quorum shall consist of a majority of the total Members. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the Members.

Section 8. Proxies

No proxies are allowed.

Section 9. Removal

The membership of a Member shall terminate upon the occurrence of any of the following events:

- a. Upon resignation of the Member. Any member may resign from the Foundation in writing sent by first class mail or email filed with the Secretary of the Foundation. Such resignation shall become effective upon receipt thereof.
- b. Upon unanimous vote of all disinterested Directors when such Directors determine, after affording the Member in question the right to be heard on the issue, that the Member has violated the policies, procedures and duties of Membership herein.
- c. Upon dissolution and liquidation of the Foundation.
- d. Upon ceasing to be an OMC member for whatever reason. Any director who ceases to be an OMC member for whatever reason shall be automatically disqualified and removed as though the director had resigned without further action by the Board.

Article V

Board of Directors

Section 1. Number of Directors

The Foundation will be managed by a Board of directors (“Board”), consisting of at least three (3) and no more seven (7) directors. The Board may appoint officers to the Foundation as it deems fit from the directors, including a President, a Secretary and a Treasurer, each such position to be held by separate people except under Extra-ordinary Circumstances. Each director and officer will be at least eighteen years of age.

Section 2. Powers

Except as otherwise provide by law, all corporate powers are exercised by, or under the authority of the Board and the business and affairs of the Foundation are managed under the direction of the Board.

Section 3. Election and Term of the Board

The Members of the Board shall be elected by the Members of the Foundation to serve a one year term, however the term may be extended until a successor has been elected. This term may be renewed. The term may not be shortened. Each director will serve for the duration of her or his term, or until her or his resignation or removal.

Section 4. Removal

Any director may be removed for cause by vote of the Board, or a vote of all Members, provided there is a quorum of not less than a majority present at the meeting of directors or Members at which such action is taken.

Section 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 Foundation. 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.

Section 6. Regular Meetings

The Board shall have a minimum of one (1) regular meeting each calendar year at times and places fixed by the Board. Regular meetings of the Board may be held without further notice but efforts should be made to send electronic reminders ten (10) days prior to the date of such meeting. 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.

Section 7. Special Meetings

Special meetings of Members, for any lawful purpose, may be called at any time by any director upon three days' notice to each director by email. Special meetings will be called by the President or by the Secretary in a like manner on written request of three 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.

Section 8. Quorum and vote

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. Directors may not vote or sign board resolutions or consents by proxy.

Section 9. Conduct of meetings

The Board may hold its meetings at the office of the Foundation or at such other places as it may from time to time determine. Directors may also meet or attend meetings via telephone or internet relay chat or via e-mail communication or any other means of real-time or near real-time communication that the Board may choose from time to time, provided that all persons can communicate with one another, and all persons are otherwise able to fully participate in the meeting. 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.

Section 10. Motions via E-mail

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 Foundation, nor may he or she vote on any proposal in which she or he has any direct, personal financial interest or any other non-declared conflict of interest.

Section 11. Committees

The Board may designate from among its Members, or the Foundation's officers, or the public, an executive committee or other committees, each consisting of three or more people for any activities carried for the benefit of the Foundation. Each such committee will serve at the pleasure of the Board.

Section 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 Foundation in a capacity other than as a director. Directors are not restricted from being remunerated for professional services provided to the Foundation. Such remuneration shall be reasonable and fair to the Foundation and must be reviewed and approved by the Board in accordance with the Board Conflict of Interest policy and state law.

Section 13. Extra-ordinary Circumstances

In the case of extra-ordinary circumstances where one of the roles of President, Secretary or Treasurer become vacant for unforeseen and sudden reasons and there are no directors available or willing to serve in the vacant role, the Board must make it a priority to elect a replacement as soon as possible. In the interim, one of the remaining roles may temporarily act in the role made vacant by vote of the Board.

Article VI Officers

Section 1. Appointment

The Board may elect or appoint officers, including a President, 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 to help further the purposes of the Foundation as set forth in Article III. 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. 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 by the Board. 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.

Section 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 office of President.

Section 3. President

The Board President shall be the chief volunteer officer who will preside at all meetings of the Board, and shall perform all other duties incidental to the office.

Section 4. Secretary

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these By-laws. The Secretary shall perform all other duties incidental to the office .

Section 5. Treasurer

The Treasurer shall be the lead director for oversight of the financial condition and affairs of the Foundation. The Treasurer shall oversee and keep the board informed of the financial health of the Foundation and of audit or financial review results. The Treasurer shall perform all other duties incidental to the office .

Article VII

Financial Administration

Section 1. Fiscal Year

The fiscal year of the Foundation shall commence on September 1 and end on August 31st.

Section 2. Checks and Payments

All checks, drafts, or other orders for payment of moneys, notes, or other instruments of indebtedness issued in the name of the Foundation shall be signed by such officer or officers of the Foundation or an agent of the Foundation and in such manner as shall from time to time be determined by resolution of the Board.

Section 3. Deposits

All funds of the Foundation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, or other depositories as the Board determines.

Article VIII

Indemnification

Every Member, member of the Board, officer or employee and agent of the Foundation shall be indemnified and held harmless by the Foundation to the fullest extent permitted by the Delaware General Foundation Law against all expenses, liabilities and losses, including counsel fees, reasonably incurred or imposed upon such Member, member of the Board, officer or employee in connection with any threatened, pending or completed action, suit or proceeding to which he/she may become involved by reason of his/her being a member of the Board, officer or employee of the Foundation, or any settlement thereof. Subject to the provisions of the Delaware General Foundation Law, the right to indemnification, shall include the right to be paid the expenses including attorney's fees incurred in defending any such action, suit or proceeding in advance of final disposition. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

Article IX

Miscellaneous

Section 1. Amendment

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

Section 2. Records

The Foundation shall keep correct and complete books and records of account, minutes of the Board meetings, and all the resolutions passed by the Board.