

**BYLAWS**  
**OF**  
**THE OPENAFS FOUNDATION, INC.**  
(a Pennsylvania Nonprofit Corporation)

Adopted May 20, 2013

**ARTICLE I**

**NAME**

The name of the Corporation shall be: "The OpenAFS Foundation, Inc." and it shall be referred to in these Bylaws as the Corporation.

**ARTICLE II**

**PURPOSES**

The purposes for which the Corporation is formed are to foster the stability and growth of the open source version of the Andrew File System (AFS). In addition, this Corporation is formed for the purposes of performing all things incidental to the achievement of the foregoing specific and primary purposes. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its specific and primary purposes.

This Corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the Commonwealth of Pennsylvania and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation, provided, however, that in no event shall the Corporation engage in activities which are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE III**

**PROHIBITED TRANSACTIONS**

**1. Prohibition Against Sharing in Corporation Earnings.**

No director, officer, employee, committee member, or person connected with the Corporation shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided that this shall not prevent the Corporation's payment to any person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as determined by the Board of Directors.

## **2. Other Prohibitions.**

Neither the Corporation, nor its directors, nor its officers have any power to cause the Corporation to do any of the following with Related Parties:

(1) make any substantial purchase of securities or other property, for more than adequate consideration in money or money's worth;

(2) sell any substantial part of its assets or other property, for less than an adequate consideration in money or money's worth.

For the purpose of this subsection, "Related Parties" means any person who has made a substantial contribution to the Corporation, or with a brother, sister, spouse, ancestor, or lineal descendant of the person giving, or with a corporation directly or indirectly controlled by the person giving.

## **3. Prohibited Activities.**

Notwithstanding any other provisions of these bylaws, no director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may later be amended, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 and regulations as they now exist or as they may later be amended.

## **4. Corporate Funds Used For Indemnification.**

Corporate funds may be used to benefit officers and directors by way of indemnification, but only if such indemnification is authorized by Pennsylvania Nonprofit Corporation Law.

## **5. Statement of Nondiscrimination.**

The Corporation shall not discriminate on the basis of sex in the educational programs or activities that it operates; further, the Corporation shall not discriminate on the basis of disabling condition, in treatment, admission or access to, or employment in, its programs or activities; nor shall the Corporation discriminate on the basis of race, color, national origin, religion, age, creed, political affiliation, or marital status, in the educational programs or activities it operates.

## **ARTICLE IV**

### **MEMBERSHIP**

There shall be no members of the Corporation.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

#### **1. Power of Board and Qualification of Directors**

The business of the Corporation shall be managed by the Board of Directors.

#### **2. Number of Directors**

Until otherwise fixed by the unanimous vote of the Directors, the number of Directors constituting the entire Board shall be five (5).

#### **3. Election and Term of Directors**

The members of the Board of Directors shall serve for a term of one (1) year or until the election and qualification of their successors. Each member of the Board of Directors then in office shall elect successor Directors to serve should such member resign. Such power of appointment shall not be deemed the filling of a vacancy and, therefore, the majority vote of the Board of Directors as set forth under section 8 of this Article shall govern.

Vacant directorships may be filled as set forth under section 8 of this Article.

#### **4. Quorum of Directors and Action by the Board**

A majority of the entire Board of Directors shall constitute a quorum for the transaction of business, and, except where otherwise provided herein, the vote of a majority of the Directors present at a meeting at the time of such vote, if a quorum is then present, shall be the act of the Board.

Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

#### **5. Meetings of the Board**

Regular meetings of the Board of Directors shall be held at such times as may be fixed by the Board, on an annual or more frequent basis. Special meetings of the Board may be held at any time upon the call of the Executive Director or any two Directors.

Meetings of the Board of Directors shall be held at such places as may be fixed by the Board for regular meetings and in the notice of meeting for special meetings. If no place is so fixed, meetings of the Board shall be held at the principal office of the Corporation. Any one or more members of the Board of Directors may participate in meetings by means of a conference telephone or similar communications equipment.

No notice need be given of regular meetings of the Board of Directors. Notice of each special meeting of the Board shall be given to each Director either by mail not later than noon, Pennsylvania time, on the third day prior to the meeting or by telegram, written message or orally not later than noon, Pennsylvania time, on the day prior to the meeting. Notices are deemed to have been properly given if given: by mail, when deposited in the United States mail; by telegram at the time of filing; or by messenger at the time of delivery. Notices by mail, telegram or messenger shall be sent to each Director at the address designated by him for that purpose, or, if none has been so designated, at his last known residence or business address.

Notice of a meeting of the Board of Directors need not be given to any Director who submits a signed 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 any Director.

A notice, or waiver of notice, need not specify the purpose of any meeting of the Board of Directors.

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

## **6. Resignations**

Any Director of the Corporation may resign at any time by giving written notice to the Board of Directors or to the Executive Director or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

## **7. Removal of Directors**

Any one or more of the Directors may be removed for cause by action of the Board of Directors.

## **8. Newly Created Directorships and Vacancies**

Newly created directorships resulting from an increase in the number of Directors and vacancies occurring in the Board of Directors for any reason may be filled by vote of a majority of the Directors then in office, although less than a quorum exists. A Director elected to fill a vacancy shall be elected to hold office for the unexpired term of his predecessor.

## **9. Standing and Special Committees**

The Board of Directors, by resolution adopted by a majority of the entire Board, may create such standing committees as it may deem necessary to promote the purposes and carry on the work of the Corporation. The term of each chairman shall be one year and until the election and qualification of his successor.

The chairman of each standing committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

## **10. Compensation of Directors**

The Board of Directors shall serve as such without compensation.

# **ARTICLE VI**

## **OFFICERS**

### **1. Election of Officers**

The Board of Directors shall elect an Executive Director, a Secretary, and a Treasurer, and from time to time may elect or appoint such other officers as it may determine. Any two or more offices may be held by the same person, except for Executive Director and Secretary. The Board of Directors may also elect one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers.

### **2. Other Officers**

The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

### **3. Compensation**

The compensation, if any, of all officers and agents of the Corporation shall be fixed by the Board of Directors.

#### **4. Term of Office and Removal**

Each officer shall hold office for the term for which he is elected or appointed, and until his successor has been elected or appointed and qualified. Any officer may be removed by the Board with or without cause, at any time. Removal of an officer without cause shall be without prejudice to his contract rights, if any, and the election or appointment of an officer shall not of itself create contract rights.

#### **5. Executive Director**

The Executive Director shall be the chief executive officer of the Corporation, shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Executive Director shall also preside at all meetings of the Board of Directors.

The Executive Director shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

#### **6. Vice Presidents**

In the event that the Board of Directors shall appoint one or more Vice Presidents, the Vice Presidents, in the order designated by the Board of Directors, or in the absence of any designation, then in the order of their election, during the absence or disability of or refusal to act by the Executive Director, shall perform the duties and exercise the powers of the Executive Director and shall perform such other duties as the Board of Directors shall prescribe.

#### **7. Secretary and Assistant Secretaries**

The Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the Board of Directors in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. The Secretary shall give or cause to be given, notice of all special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or Executive Director, under whose supervision the Secretary shall be. The Secretary shall have custody of the corporate seal of the Corporation and the Secretary, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the Secretary's signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his signature.

The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order designated by the Board of Directors, or in the absence of such designation then in the order of their election, in the absence of the Secretary or in the event of the Secretary's inability or refusal to act, shall perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

## **8. Treasurer and Assistant Treasurers**

The Treasurer shall have the custody of the corporate funds and securities; shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation; and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Executive Director and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office of Treasurer, and for the restoration to the Corporation, in the case of the Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the possession or under the control of the Treasurer belonging to the Corporation.

The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order designated by the Board of Directors, or in the absence of such designation, then in the order of their election, in the absence of the Treasurer or in the event of the Treasurer's inability or refusal to act, shall perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

## **9. Books and Records**

The Corporation shall keep: (a) correct and complete books and records of account; (b) minutes of the proceedings of the Board of Directors and any committees of directors; and (c) a current list of the directors and officers and their residence addresses.

The Board of Directors may determine whether and to what extent and at what times and places and under what conditions and regulations any accounts, books, records or other documents of the Corporation shall be open to inspection, and no

creditor, security holder or other person shall have any right to inspect any accounts, books, records or other documents of the Corporation except as conferred by statute or as so authorized by the Board.

#### **10. Checks, Notes, etc.**

All checks and drafts on, and withdrawals from the Corporation's accounts with banks or other financial institutions, and all bills of exchange, notes and other instruments for the payment of money, drawn, made, endorsed, or accepted by the Corporation, shall be signed on its behalf by the person or persons thereunto authorized by, or pursuant to resolution of, the Board of Directors.

### **ARTICLE VII**

#### **DISSOLUTION**

In the event of the dissolution of the Corporation, the assets of the Corporation shall be distributed for charitable purposes, to an organization or organizations engaged in charitable activities similar to those for which the Corporation was established.

### **ARTICLE VIII**

#### **OTHER MATTERS**

##### **1. Corporate Seal**

The Board of Directors may adopt a corporate seal, alter such seal at pleasure, and authorize it to be used by causing it or a facsimile to be affixed or impressed or reproduced in any other manner.

##### **2. Fiscal Year**

The fiscal year of the Corporation shall be the calendar year, or such other period as may be fixed by the Board of Directors.

##### **3. Amendments**

These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote of the entire Board of Directors then in office. These bylaws were adopted by the unanimous consent of the Board of Directors on May 20, 2013.