BYLAWS

OF

OPEN INFORMATION SECURITY FOUNDATION INC.

ARTICLE I

Purposes

The purposes of this Corporation as stated in its Articles of Incorporation are to promote research, development, and adoption of Open Source Information Security Software and Ideas.

The Corporation also has such powers as are now or may hereafter be granted by the general Nonprofit Corporation Act of 1991 of the State of Indiana (the “Act”).

ARTICLE II

Registered Office and Registered Agent

The Corporation shall have and continuously maintain in this State a Registered Office and a Registered Agent whose office is identical with such Registered Office, and may have other offices within or without the State of Indiana as the Board of Directors may from time to time determine.

ARTICLE III

Membership

1. Membership. Any "significant and sustained" contributor to the Corporation is eligible for membership. A contributor must have contributed to a non-trivial improvement of the Corporation or the Corporation’s activities. Contributions may be cash or in-kind contributions to the Corporation, such as code, documentation, translations, maintenance of project-wide resources or other non-trivial activities which benefit the Corporation, the definition of such qualifying benefit shall be at the sole discretion of the Board of Directors. Eligibility is an individual determination: while contributions made in the course of employment will be considered, they will generally be ascribed to the individuals involved, rather than accruing to all employees of a "contributing" corporation.
If it is deemed that a consortium company is the enabling Member then an individual from within the consortium company as designated by the consortium company and recognized by the Board shall be that individual Member and such Membership will not be assigned to other employees of the consortium company without approval by the Board of Directors and there shall be only one Membership from the consortium company regardless. Additionally, all Members must complete a copyright assignment to OISF.

2. **Annual Meeting.** The annual meeting of the Membership will be held at a time and place to be determined by the Board of Directors for the purpose such business as may come before the meeting. Failure to hold the annual meeting will not work any forfeiture or dissolution of the Corporation, nor will it affect the validity of any corporate action. The meeting of the Membership may be held by means of a conference telephone or similar communication equipment by which all persons participating in the meeting can simultaneously communicate with each other. Participation by this means constitutes presence in person at the meeting for purposes of waiver of notice.

3. **Special Meeting.** Special meetings of the Membership may be called at any time by the Board of Directors, or by 25% of the Membership. Such Member or Members must deliver to the Secretary a signed and dated demand stating the time, date, and purpose or purposes of the special meeting. Said special meeting will be held at the principal office of the Corporation. The meeting of the Membership may be held by means of a conference telephone or similar communication equipment by which all persons participating in the meeting can simultaneously communicate with each other. Participation by this means constitutes presence in person at the meeting for purposes of waiver of notice.

4. **Action by Consent.** Any action required or permitted to be taken at any meeting of the Membership may be taken without a meeting if the action is taken by all Members entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by each Member entitled to vote on the action, and delivered to the Corporation for inclusion in the Corporation’s minutes or other records reflecting the action taken. Action taken under this section is effective when all Members entitled to vote on the matter have signed the consent unless the consent specifies a different date, in which case the action is effective on the specified date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

5. **Quorum and Voting.**

   (a) **Quorum.** At any meeting of the Membership, a majority of the Membership is required to constitute a quorum for the transaction of business.

   (b) **Voting.** Each Member is entitled to cast one vote. Votes may be cast in person, by proxy or, if voting upon the election of Directors, electronically. Members are entitled to
vote upon the election of Directors, any matters specified in the Act, the Articles of Incorporation, and these By-Laws. On any matter that the Members are entitled to vote upon, the affirmative vote of a majority of the Members is required unless otherwise provided in the Act, the Articles of Incorporation, or these By-Laws.

6. **Notices to Shareholders.** Unless notice is waived, the Secretary shall provide notice of meetings by ordinary United States mail, electronic transmission, or facsimile, postmarked or transmitted at least ten (10) days and not more than sixty (60) days prior to such meeting. Attendance at the meeting in person or by proxy will constitute waiver of notice.

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**ARTICLE IV**

**Board of Directors**

1. **General Powers.** The affairs of the Corporation shall be managed by its Board of Directors.

2. **Number and Tenure.** The number of Directors shall be five (5). The Directors shall be elected annually by the Membership to serve a one (1) year term. Directors may be removed from the Board of Directors at any time by a majority vote by the Members.

3. **Regular Meetings.** The Board of Directors shall meet at least quarterly at a time and place, whether within or without the State of Indiana, determined by the Board of Directors. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution.

4. **Special Meetings.** Special Meetings of the Board of Directors may be called by or at the request of the President or a majority of the Directors. The person or persons authorized to call special meetings of the Board may fix the place for holding any special meetings of the Board called by them.

5. **Notice.** Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto in a manner that is fair and reasonable. Any Director may waive notice of any meeting.

6. **Quorum.** Two-thirds of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
7. **Manner of Acting.** The act of two-thirds of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these ByLaws.

8. **Vacancies.** Any vacancy occurring in the Board of Directors or any directorship to be filled by reason or an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**ARTICLE V**

**Officers**

1. **Officers.** The officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

2. **Election and term of office.** The officers of the Corporation shall be elected annually by the Board of Directors at the regular Annual Meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

3. **Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of this Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

5. **President.** The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business affairs of the Corporation. He shall preside at all meetings of the Members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of
Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these ByLaws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

6. **Vice President.** In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there may be more than one Vice President, the Vice Presidents, in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

7. **Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these ByLaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. The Treasurer may continue to serve at the pleasure of the Directors until replaced by a vote specifically designated by a majority of the Directors.

8. **Secretary.** The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these ByLaws or as required by law; be custodian of the Corporation records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these ByLaws; keep a register of the post office address of each Member which shall be furnished by the Secretary by such Member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or the Board of Directors. The Secretary may continue to serve at the pleasure of the Directors until replaced by a vote specifically designated by a majority of the Directors.

**ARTICLE VI**
Committees

1. Committees of directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

2. Membership and Elections Committee. A Membership and Elections Committee shall be established to make recommendations to the Board as to whether a contribution is sufficient to attain membership, and to maintain a list of all Members. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

3. Other committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Members of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

3. Term of office. Each member of a committee shall continue as such until the next Annual Meeting of the Members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

4. Chairman. One member of each committee shall be appointed Chairman.

5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the committee.
7. **Rules.** Each committee may adopt rules for its own government not inconsistent with these ByLaws or with rules adopted by the Board of Directors.

**ARTICLE VII**  
**Contracts, Checks, Deposits and Funds**

1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these ByLaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

2. **Checks, drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

3. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

4. **Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

**ARTICLE VIII**  
**Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any Member, for any proper purpose at any reasonable time.

**ARTICLE IX**
Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI
Waiver of Notice

Whenever any notice is required to be given under the provisions of the General NotforProfit Corporation Act of Indiana or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII
Amendments to ByLaws

These ByLaws may be altered, amended or repealed and new ByLaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, provided that at least two days' written notice is given of intention to alter, amend or repeal or to adopt new ByLaws at such meeting.