

By-Laws of the Sahana Software Foundation

Article I: Offices, Seal

Section 1.1: Principal Office. The principal office of the Sahana Software Foundation (the “Foundation”) shall be located at such place as the Board of Directors (the “Board”) may from time to time authorize. If the principal office is located outside of the State of California, and the Foundation has one or more offices in the State of California, the Board shall fix and designate a principal office in the State of California.

Section 1.2: Other Offices. Additional offices of the Foundation shall be located at such place or places, within or outside the State of California, within or outside of the United States, as the Board may from time to time authorize.

Section 1.3: Seal. If the Board adopts a seal such seal shall have inscribed thereon the name of the Foundation and the date of its incorporation. If and when a seal is adopted by the Board, such seal may be engraved, lithographed, printed, stamped, impressed upon or affixed to any contract, conveyance, or other instrument executed by the Foundation.

Article II: Members

Section 2.1: Initial Members. Invitations to become members of the Foundation (“Members”) shall be extended to:

1. All of the members of the Board as documented in the Articles of Incorporation
2. All of the current and former members of the Sahana Project Management Committee
[Amended by [Board Resolution #15](#)]
3. All former members of the Board.

Invited Members notified by electronic means on December 2, 2009 shall have until January 16, 2010 to respond [Amended by [Board Resolution #22](#)]. The initial Members of the Foundation shall be admitted upon the affirmative vote of the Board of the Foundation at the initial meeting of the Board.

Section 2.2: Admission of Members. To be eligible for membership, a person or entity must be nominated by a current Member of the Foundation and complete a written membership application in such form as may be adopted by the Board from time to time. The nomination must be included in a notice to the Members, if any, of the Foundation at least fourteen (14) days prior to any vote on the applicant's admission, which notice may be by electronic means. A Member may only nominate two persons for membership in a given calendar year. Members of the Foundation shall be admitted only by a majority vote of the existing Members of the Foundation, and after receipt by the Secretary of a membership application completed by each such proposed Member within thirty (30) days following the vote.

Section 2.3: Voluntary Resignation of Membership. A Member may resign from membership in the Foundation at any time upon written signed notice delivered to an officer of the Foundation.

Section 2.4: Termination of Membership. No Member may have his or her membership terminated except by the affirmative vote of two-thirds of the Members of the Foundation.

Section 2.5: Effect of Resignation or Termination of Membership. Upon any resignation or termination of the membership of any Member, all rights of membership, including all related voting rights, of such Member shall be terminated. After a resignation or termination of the membership of any Member, such Member may be reconsidered for membership only in accordance with Section 2.2 of these bylaws.

Article III: Board of Directors

Section 3.1: Powers. Subject to the limitations of the Articles of Incorporation and of the California Nonprofit Public Benefit Corporation Law, the activities and affairs of the Foundation shall be conducted and all Foundation powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Foundation to any person or persons, a management company, or committees, provided that the activities and affairs of the Foundation shall be managed and all Foundation powers shall be exercised under the ultimate direction of the Board.

Section 3.2: Qualification. Members of the Board of Directors (“Directors”) need to be Members of the Foundation. Directors need not be residents of California or of the United States.

Section 3.3: Number of Directors. The Foundation shall initially have nine (9) Directors. Thereafter, the number of Directors shall be fixed by the Members at each annual meeting of Members but shall number no less than five (5) and no more than fifteen (15) until changed by a duly adopted amendment to these bylaws. , No reduction of the authorized number of Directors shall have the effect of shortening the term of any incumbent Director.

Section 3.4: Composition of the Board. Each person named in the Articles of Incorporation as a member of the initial Board shall hold office until the first annual meeting of Members and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal or death.

Section 3.5: Election of Directors and Term. At the first annual meeting of Members, the Members shall elect nine (9) Directors to hold office as follows: three to serve a one-year term; three to serve for a two-year term; and three to serve for a three-year term.

At each successive meeting, Members shall elect Directors for those seats on the Board whose term is expiring for three-year terms. Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified or until his or her resignation, removal or death. Directors may succeed themselves in office. Nominations for candidates for election to the Board shall come from the Members at least 14 days in advance of the annual meeting.

Section 3.6: Resignation of Directors. Any Director of the Foundation may resign effective upon giving written notice to an officer of the Foundation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation specifies effectiveness at a future time, a successor may be elected pursuant to Section 3.8 of these bylaws to take office on the date the resignation becomes effective. Notwithstanding the foregoing, except upon notice to the Attorney General of the State of California no Director may resign if such resignation would leave the Foundation without a duly elected Director or Directors in charge of its affairs.

Section 3.7: Removal of Directors. Any Director may be removed from office, with or without cause, by the affirmative vote of two-thirds of the Members of the Foundation.

Section 3.8: Vacancies. A vacancy or vacancies on the Board shall be deemed to exist in case of the death, resignation or removal of any Director, or upon increase in the authorized number of Directors or if, for whatever reason, there are fewer Directors on the Board than the full number authorized. Such vacancy or vacancies may be filled by the remaining Directors, though less than a quorum, or by a sole remaining Director.

Section 3.9: Compensation. The Board shall have authority to fix the compensation of Directors or Committee members for their services and reimbursement for expenses.

Section 3.10: Committees. The Board, by resolution adopted by a majority of the full Board, may designate an Executive Committee from among its Members and such other committees consisting of at least one Director as determined by the Board from time to time. Each Committee, to the extent provided in such authorizing resolution, shall have and may exercise all the power and authority of the Board in the management of the business and affairs of the Foundation, as limited by the laws of the State of California.

The Board, by resolution adopted in accordance with this section, may designate one or more Directors as alternate members of any such committee, who may act in the place and stead of any absent or disqualified member or members at any meeting of such committee. In the absence or disqualification of any member of any such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member.

Section 3.11: Interested Persons. At no time shall more than forty-nine percent (49%) of the Directors of the Foundation be “interested persons” as defined in Section 5227 of the California Corporations Code. As presently in effect, Section 5227 of the California Corporations Code defines an “interested person” as: [a] any person currently being compensated by the Foundation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a Director as a Director; or [b] any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

Section 3.12: Director Conflicts of Interest. No contract or other transaction between the Foundation and one or more of its Directors or between the Foundation and any other corporation, partnership, association or other organization in which one or more of the Directors of the Foundation are directors or officers or are financially interested, shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors are present at or participate in the meeting of the Board or a committee thereof which authorizes, approves or ratifies such contract or transaction or solely because his or her or their votes are counted for such purpose, if:

[a] The material facts as to the Director's relationship or interest and as to the contract or transaction are disclosed or are known to the Board or committee, and the Board or committee in good faith authorizes, approves or ratifies the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

[b] The material facts as to their relationship or interest and as to the contract or transaction are disclosed or known to the Members entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of such Members; or

[c] The contract or transaction is fair as to the Foundation at the time it is authorized, approved or ratified by the Board, a committee of the Board or the Members.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof which authorizes, approves or ratifies such contract or transaction.

Section 3.13: Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect and copy any and all books, records, and documents of every kind of the Foundation, and to inspect the physical properties of the Foundation.

Article IV: Meetings

Section 4.1: Annual Meeting. An annual meeting of the Members and the Board shall be held on such date as shall be selected each year by the Board and designed to coincide with an educational and/or professional conference having relevance to some or all of the Members of the Foundation. The first annual meeting shall be not more than thirteen (13) months after the organization of the Foundation and, in the case of all other Annual Meetings, not more than thirteen (13) months after the date of the last annual meeting.

Section 4.2: Regular Meetings. Regular meetings of the Board shall be held without call or notice on such dates and at such times as may be fixed by the Board.

Section 4.3: Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairman, the President, the Secretary, or any two (2) Directors. Notice of the

time and place of special meetings of the Board shall be given or delivered personally to each Director at least forty-eight (48) hours before the meeting, in written form, electronically or verbally.

Section 4.4: Participation. Directors may participate in a Board meeting [a] through the use of a conference telephone or similar communications equipment, so long as all Directors participating in such a meeting can hear one another, or [b] by electronic conference so long as all Directors participating in such a meeting can read all comments made by all participants on a real-time basis. Such participation constitutes presence in person at such meeting.

Section 4.5: Notice of Meetings. Each Director shall receive personal notice of the date, time, and place of all Board meetings and each Member shall receive personal notice of the annual meetings of the Members. Such personal notice shall be delivered in writing or orally, or by telephone, including a voice or other messaging system, by facsimile or electronic mail, or other electronic means, at least ten (10) days before and not more than sixty (60) days before the meeting, or sent in writing by first-class mail, charges prepaid, at least fifteen (15) days before and not more than sixty (60) days before the meeting. The Secretary of the Foundation or the person or persons who called the meeting shall give notice of the meeting. Such notice need not specify the purpose of the meeting. Notice of any meeting need not be given to any Director or Member who signs a waiver of notice of such meeting, or a consent to holding the meeting, or an approval of its minutes, either before or after the meeting, or who attends the meeting without protesting prior thereto. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.6: Place of Meetings. Annual, regular and special meetings of the Members and the Board may be held within or outside the State of California and within or outside the United States.

Section 4.7 Action by Written Consent Without a Meeting. Any action required or permitted to be taken by the Board or any Committee or the Members may be taken without a meeting if all Directors or committee members or members individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors or Members.

Section 4.8: Quorum and Transaction of Business. For meetings of the Board, a majority of the number of directors fixed in accordance with these bylaws shall constitute a quorum for the transaction of business. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise provided by law or, the Articles of Incorporation or these bylaws specifically requires a greater number. A meeting at which a quorum is initially present may continue to transact business, notwithstanding withdrawal of directors, if any action taken is approved by at least a majority of the number of directors constituting a quorum for such meeting. In the absence of a quorum at any meeting of the Board, a majority of the directors present may adjourn the meeting, as provided in section 4.9 of these bylaws.

Except as otherwise required by law, by the Articles of Incorporation or by these bylaws, one-third (1/3) of the Members, represented in person or represented by proxy, shall constitute a quorum at a meeting of Members. If a quorum is present, the affirmative vote of a majority of the Members represented at the meeting and entitled to vote on the subject matter shall be the act of the Members, unless the vote of a greater number is required by law or by the Articles of Incorporation or by these bylaws. After a quorum has been established at a Members' meeting, the subsequent withdrawal of Members, so as to reduce the number of Members in person or represented by proxy entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

After a quorum has been established at a Members' meeting, the subsequent admission of new Members, so as to increase the number of Members required for a quorum above the number of Members present in person or represented by proxy entitled to vote at the meeting, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

Section 4.9: Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned, except that if the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the reconvened meeting to the Directors who were not present at the time of the adjournment.

Section 4.10: Organization. The Chairman of the Board shall preside at every meeting of the Board and Members, if present. If the Chairman of the Board is not present, a director chosen by a majority of the directors present shall act as chairman. The Secretary of the Foundation or, in the absence of the Secretary, any person appointed by the Chairman of the Board shall act as secretary of the meeting.

Section 4.11: Voting. Each Member shall be entitled to one vote on each matter submitted to a vote at a meeting of the Members, except as may otherwise be provided by law. A Member may vote either in person or by proxy executed in writing by the Member or his or her duly authorized attorney-in-fact.

Section 4.12: Proxies. Every Member entitled to vote at a meeting of Members or to express consent or dissent to Foundation action in writing without a meeting, or a Member's duly authorized attorney-in-fact, may authorize another person or persons to act for him/her by proxy. Every proxy must be signed by the Member or his or her attorney-in-fact. No proxy shall be valid after three (3) years from its date, unless otherwise provided in the proxy. All proxies shall be revocable.

Section 4.13: Record of Members Having Voting Rights. The officer or agent having charge of the membership records of the Foundation shall prepare and make, at least ten (10) days before each meeting of Members, a complete list of the Members entitled to vote at such meeting, arranged in alphabetical order, and showing the name, address, telephone number, facsimile number and electronic mail address of each Member. For a period of ten (10) days prior to such meeting, the list shall be open to the examination of any Member, for any purpose germane to the meeting. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any Member at any time during the meeting.

Article V: Officers

Section 5.1: Required Officers. The Officers of the Foundation shall consist of a Chair of the Board, a President, a Chief Financial Officer and a Secretary, each of whom shall be elected by the Board. Any two or more offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the Chair of the Board or the President. Other than the Chair of the Board, an officer may, but need not be, a Director or a Member. Only a Director may serve as Chair of the Board.

Section 5.2: Permitted Officers. The Board may choose a Vice-chair of the Board, one or more Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Chief Financial Officers, and other such officers as the business of the Foundation may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board at its pleasure may from time to time determine.

Section 5.3: Election and Term of Office. The officers of the Foundation shall be elected by majority vote of the Board at the annual meeting of the Board. The term for each office shall be until the next annual meeting. The Board may empower the President of the Foundation to appoint such officers, other than Chair of the Board, President, Secretary or Chief Financial Officer, as the activities of the Foundation may require and the Board has approved under Section 5.2. All officers shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under a contract of employment.

Section 5.4: Resignations. Any officer may resign at any time upon written notice to the Foundation, without prejudice to the rights, if any, of the Foundation under any contract to which such officer is a party. Such resignation shall be effective upon its receipt by the Chair of the Board, the President, the

Secretary or the Board, unless a different time is specified in the notice for effectiveness of such resignation. The acceptance of any such resignation shall not be necessary to make it effective unless otherwise specified in such notice.

Section 5.5: Removal. Any officer may be removed at any time with or without cause and with or without notice by the affirmative vote of the Board, or, with regard to any officer who has been appointed by the President pursuant to Section 5.3 hereinabove, by the President or any other officer or Committee upon whom such power of removal may be conferred by the Board.

Section 5.6: Vacancies. A vacancy in any office because of death, resignation, removal, or otherwise, may be filled upon a vote by the Board for the unexpired portion of the term, in the manner prescribed by the bylaws for the initial appointment to such offices.

Section 5.7: Chair of the Board. The Chair of the Board, if one is elected, shall preside at all meetings of the Board and Members and shall have such other duties and authority as may be conferred by the Board.

Section 5.8: President. The President shall be the Chief Executive Officer of the Foundation and shall have general and active management of the business and affairs of the Foundation, shall manage and direct all operations, programs and fundraising activities of the Foundation, subject to the direction of the Board. If a Chair of the Board is not elected or not present, the President shall preside at all meetings of the Board and Members. The President may sign and execute, in the name of the Foundation, any instrument authorized by the Board, except when the signing and execution thereof shall have been expressly delegated by the Board or by these bylaws to some other officer or agent of the Foundation. The President shall have discretion to prescribe the duties of other officers and employees of the Foundation in a manner not inconsistent with the provisions of these bylaws and the directions of the Board.

Section 5.8: Chief Financial Officer. The Chief Financial Officer shall have custody of all Foundation funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings of Members, and shall perform such other duties as may be prescribed by the Chair, the President or the Board.

Section 5.9: Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Members and Directors. The Secretary shall give all notices required by law and by these bylaws. In addition, the Secretary shall have general charge of the Foundation books and records and of the Foundation seal, and he or she shall affix, or attest the affixing of, the Foundation seal to any lawfully executed instrument requiring it. The Secretary shall have general charge of the membership records of the Foundation and shall keep, at the registered or principal office of the Foundation, a record of the Members showing the name, address, telephone number, facsimile number and electronic mail address of each Member. The Secretary shall sign such instruments as may require his or her signature and, in general, shall perform all duties as may be assigned to him or her from time to time by the Chair, the President or the Board.

Section 5.10: Compensation. The compensation, if any, of all officers of the Foundation shall be fixed by the Board and may be changed from time to time by a majority vote of the Board. The fact that an Officer is also a Director shall not preclude such person from receiving compensation as either a Director or Officer, nor shall it affect the validity of any resolution by the Board fixing such compensation. The President shall have authority to fix the salaries, if any, of all employees of the Foundation, other than officers elected or appointed by the Board.

Article VI: Project Management

Section 6.1: Formation of Project Management Committees. The Board may, by resolution, establish one or more Project Management Committees consisting of at least one Member of the Foundation. The Board shall appoint the initial members of the Project Management Committee,

including the designation of a Chair for each Project Management Committee. Unless elected or appointed as an officer in accordance with Sections 5.1, 5.2 and 5.3 of these bylaws, a member of a Project Management Committee shall not be deemed an officer of the Foundation.

Section 6.2: Powers of Project Management Committees. Each Project Management Committee shall be responsible for the oversight of one or more projects identified by resolution of the Board. Subject to the direction of the Board, this includes ensuring that all legal issues are addressed, that documented procedures are followed, that the project is the product of the community as a whole, and that the community is behaving and governing itself in a manner that is consistent with the objectives of the Foundation. The Chair of each Project Management Committee shall be primarily responsible for the project(s) managed by such committee, and he or she shall establish rules and procedures for the day to day oversight of the project(s) for which the committee is responsible.

Section 6.3: Self-Governance. Once established, each Project Management Committee will establish its own procedures for the admission of additional Project Management Committee members, the term of membership and procedures for resignations or removals. All new members elected to a Project Management Committee must be notified to the Board. If the Board has serious concerns about a candidate for the Project management Committee, it may ask the Project Management Committee to review its decision by providing appropriate reasons in support of the candidacy.

Section 6.4: Dissolving Project Management Committees. The Board of the Foundation may, by resolution, terminate a Project Management Committee at any time.

Section 6.5: Committers. Procedures for approving committers will be established by the Project Management Committee responsible for each project, subject to the direction of the Board.

Article VII: Indemnification

Section 7.1: Indemnification by Foundation.

[a] For the purposes of this Article VII, “Agent” means any person who is or was an employee or other agent of the Foundation, or is or was serving at the request of the Foundation as an employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was an employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Foundation or of another enterprise at the request of such predecessor corporation; “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Paragraphs [b], [c] and [d] of this Section 7.1.

[b] The Foundation shall have the power to indemnify Directors, Members, Officers and Agents to the extent permitted by Section 5238 of the California Nonprofit Public Benefit Corporation Law and Chapter 42 of the United States Internal Revenue Code of 1986 (if applicable), as amended or superseded.

[c] The Foundation may, in its discretion, upon the affirmative vote of a majority of the Board, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director, Member, Officer, Employee or Agent of the Foundation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding.

[d] In the event entitlement to indemnification is required by law to be based upon a determination by the Board that the Director, Member, Officer or Agent has met the standards of conduct prescribed by law, such body shall meet and shall reach a determination on the issue within a reasonable period of time after request for such body to meet is received by the Foundation from the Director, Member, Officer or Agent.

Section 7.2: Advancing Expenses. The Foundation shall advance to each Director, Member, Officer or Agent the expenses incurred in defending any proceeding referred to in Section 7.1 of these bylaws

prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such Director, Member, Officer or Agent to repay such amount unless it shall be determined ultimately that such Director, Member, Officer or Agent is entitled to be indemnified as authorized in Section 7.1. The Foundation may advance to each agent the expenses incurred in defending any proceeding referred to in Section 7.1 of these bylaws prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in Section 7.1.

Section 7.3: Insurance. The Foundation shall have power to purchase and maintain insurance on behalf of any Director, Member, Officer or Agent of the Foundation against any liability asserted against or incurred by such Director, Member, Officer or Agent in such capacity or arising out of such Director's, Member's, Officer's or Agent's status as such whether or not the Foundation would have the power to indemnify such Director, Member, Officer or Agent against such liability under the provisions of this Article VII; provided, however, that the Foundation shall have no power to purchase and maintain such insurance to indemnify any Director, Member, Officer or Agent of the Foundation for a violation of Section 5233 of the California Corporations Code (relating to self-dealing transactions).

Section 7.4: Other Rights to Indemnification. The provisions of this Article VII are in addition to and not in limitation of any other rights to indemnification to which the Director, Member, Officer or Agent might be entitled.

Article VIII: General Provisions

Section 8.1: Inspection of Articles and Bylaws. The Foundation shall keep in its principal office in the State of California the original copy of its Articles of Incorporation and of these bylaws, as amended to date, which shall be open to inspection by the Directors and Members and such other persons as required by law, at all reasonable times during office hours.

Section 8.2: Contract. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 8.3: Loans. No loans shall be contracted on behalf of the Foundation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 8.4: Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board.

Section 8.5: Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board may select.

Section 8.6: Custodians. The Board may from time to time designate a bank, trust company, or depository as custodian of all funds and properties of the Foundation, which custodian shall maintain a record of all receipts, expenditures, income and expenses of the Foundation and/or perform such ministerial duties as the Board by written direction may instruct, the custodian to receive such fees for its services as may from time to time be agreed upon by the Board and the custodian.

Section 8.7: Fiscal Year. The fiscal year of the Foundation shall be fixed by resolution of the Board.

Section 8.8: Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in Part 1 of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation law shall govern the construction of these bylaws.

Article IX: Amendment

New bylaws may be adopted or these bylaws may be amended or repealed upon the affirmative vote of a majority of the Board at any regular or special meeting thereof. Notice of any amendment of the bylaws by the Board shall be given to each member of the Board within ten (10) days after the date of such amendments by the Board.

THESE BYLAWS WERE READ, APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS OF THE SAHANA SOFTWARE FOUNDATION ON THE 24th DAY OF AUGUST, 2009.

Brent Woodworth, Chair