



By-laws of the CUWiN Foundation, a not-for-profit corporation
(Drafted September 20, 2006 & Adopted September 27, 2006)

Article I. Name

This organization shall be known as the CUWiN Foundation.

Article II. Purpose

This corporation is organized exclusively for charitable, educational, and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

The purpose(s) of this organization shall be:

Section 1. Software Development: to research, develop, and support the use of free and open source software.

Section 2. Community Networking & Empowerment: to foster the creation of software and support other technical projects that spread low-cost telecommunications and media distribution networks.

Section 3. Education: to promote individual and community empowerment through technical training.

Article III. Membership

Membership shall be open to all individuals interested in developing free and open source software and supporting projects that forward the social justice goals as encompassed by the mission of the CUWiN Foundation. Individuals must agree to uphold the CUWiN Foundation's mission and pay yearly dues as determined by the Board of Directors. Memberships must be ratified by the Board of Directors. Membership requirements, meeting and decision-making processes will be defined by the membership's Standard Operating Procedures. The membership shall meet at least once a year.

Article IV. Governing Body

Section 1. Officers

The officers of the organization shall consist of: President, Secretary, and Treasurer. The Board of Directors shall elect and determine each officer's term. The Board may appoint additional officers.

Section 2. Board of Directors

The Board of Directors shall be composed of the three officers and additional board members as elected by the membership.

Section 3. Nominations and Elections

Members may self-nominate to be considered for Officer or Board of Directors positions. Candidate must announce their candidacy at least one week prior to the election. Elections will take place during regularly scheduled membership meetings.

Section 4. Eligibility for Office in the Organizations

Officers and Directors must be current members in good standing of the organization at the time of their election.

Section 5. Elections and Term of Service

Board members shall be elected by the membership at a regularly scheduled membership meeting. Board members' regular term of service shall commence upon election. Terms of service shall be determined by the membership. When a vacancy occurs on the Board of Directors, the vacancy shall be filled by the membership.

Section 6. Vacancy

When a vacancy occurs in any office other than by expiration of the term, the vacancy shall be filled by the Board of Directors.

Section 7. Meetings

The Board of Directors shall meet at least twice each year to conduct the business of the organization. Two-thirds of the Board members shall constitute a quorum. Additional rules, decision-making processes, and requirements may be defined by the Board of Directors in its Standard Operating Procedures.

Article V. Dues

Dues for each year shall be established by the Board of Directors. The fiscal year shall be January 1-December 31.

Article VI. Amendments

All proposed changes in the bylaws, including an explanation of such changes, must be presented in writing to the membership at least fourteen (14) days prior to a regularly scheduled membership meeting. The bylaws may be amended by a two-thirds (2/3) vote of the membership present and a majority vote of the Board of Directors.

Article VII. Dissolution of the Corporation

A special membership meeting must be called to dissolve the corporation. A consensus minus one vote of the full membership is required to dissolve the corporation. The membership shall select another not-for-profit organization to receive the assets of the corporation though a consensus minus one vote.