

**RESTATED BYLAWS  
OF  
DRUPALCON, INC.**

(updated April 23, 2014)

**MEMBERS**

DrupalCon, Inc. (the "Corporation") is a Washington, D.C. nonprofit, public benefit corporation, and it has no members. From time to time, the Corporation's Board of Directors (the "Board" or "Board of Directors") may establish by resolution one or more classes of nonvoting affiliates or support groups on such terms and conditions as the Directors in their discretion deem advisable.

**PURPOSES**

The Corporation is organized and shall be operated as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or successor provisions of successor codes (the "Code"). The Corporation shall have all power necessary to carry out its purposes and activities incidental to those purposes, but shall have no power to do anything not permitted to be carried on by a corporation: (a) exempt from federal income tax under Section. 501(c)(3) of the Code; and (b) contributions to which are deductible under Section 170(c)(2) of the Code. The Corporation shall have and may exercise all the rights and powers given to corporations under the District of Columbia Nonprofit Corporation Act (the "Act"), subject to the restrictions set forth in the Corporation's Articles of Incorporation and in Section 10 below.

**BOARD OF DIRECTORS**

**Powers.** The business and affairs of the Corporation shall be managed by a Board of Directors, which shall exercise or direct the exercise of all corporate powers.

**Number.** The Board of Directors shall consist of at least eleven Directors and may consist of as many as fifteen Directors. The number of positions on the Board of Directors (the "Board Size") shall be fixed from time to time by resolution of the Board of Directors. No reduction in the Board Size shall have the effect of removing any Director prior to the expiration of his or her term of office. Each Director shall be either a "Class Director," an "At-Large Director," or the "Founding Director." Each Director shall have one vote. No Director may simultaneously serve as a staff member of the Corporation.

**Class Directors.** Class Directors shall be divided into three classes designated Class 1 through Class 3 (for purposes of staggering their terms). Each class of Class Directors shall consist of not less than one nor more than five Directors, with the total number of Class Directors in each class as nearly equal to the total number of Class Directors in each other class as is possible.

**Class 1.** The initial term of office of Class Directors in Class I will commence with the 2011 Annual Meeting of the Board of Directors and expire at the 2014 Annual Meeting of the

Board of Directors.

**Class 2.** The initial term of office of Class Directors in Class 2 will commence with the 2011 Annual Meeting of the Board of Directors and expire at the 2013 Annual Meeting of the Board of Directors.

**Class 3.** The initial term of office of Class Directors in Class 3 will commence with the 2011 Annual Meeting of the Board of Directors and expire at the 2012 Annual Meeting of the Board of Directors.

**Election and Term of Class Directors.** Class Directors shall be elected by majority vote of the Class Directors then in office at the annual meeting of the Board of Directors, to serve for terms of three years or until their earlier incapacitation, death, resignation or removal. Despite the expiration of a Class Director's term, the Class Director continues to serve until his or her qualified successor is elected and accepts office or until there is a decrease in the Board Size. Prior to his or her election, a nominee for Class Director shall have consented to such nomination and to serving as a Class Director. A Class Director's term of office shall begin immediately after his or her election. No Class Director shall serve for more than four consecutive three-year terms commencing at (with respect to Directors in Class 3) or after the 2011 Annual Meeting of the Board of Directors.

**At-Large Directors.** At-Large Directors shall reflect and represent the Drupal community at large. There shall be two At-Large Directors, who are elected by the community and ratified by the rest of the Board to serve staggered two-year terms.

**Founding Director.** The Board of Directors other than the Founding Director may elect to have a Founding Director serve each year for a one-year term. Notwithstanding any other provision of these bylaws, the only individual eligible to be elected as Founding Director is Dries Buytaert.

**Resignation.** A Director may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect upon the Board's receipt of such notice or at any later time specified therein. Unless otherwise specified therein, Board acceptance of such resignation shall not be necessary to make it effective, provided that the Board may reject any post-dated resignation by notice in writing to the resigning Director.

**Removal.** Any Director may be removed, either with or without cause, by vote of two-thirds of the Directors then in office.

## **Vacancies**

**When Vacancies Arise.** A vacancy on the Board of Directors shall exist upon the incapacity, death, resignation or removal of any Director where the resulting number of Directors is fewer than the Board Size then authorized, or upon an increase in the Board Size by resolution of the Board.

**How Filled; Duration of Term.** A vacancy on the Board of Directors may be filled by a majority of the remaining Directors, even though the number of remaining Directors may be less than a quorum. Each Director elected to a previously filled position shall hold office for a term not longer than the balance of the unexpired term of his or her predecessor, or for shorter term as the Directors may provide, and until his or her qualified successor is elected and accepts office. Each Director elected to a newly created position on the Board of Directors shall hold office for his or her designated term.

**When Elections Effective on Prospective Resignation.** If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

**Compensation.** The Directors of the Corporation shall serve without compensation.

### **Meetings.**

**Annual Meeting.** Annual meetings of the Board of Directors shall be held in July of each year or at such other time as shall be established by the Board of Directors, for the purposes of electing Directors and officers, considering reports of the affairs of the Corporation and conducting the business of the Corporation.

**Special Meetings.** Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or any three Directors.

**Where Held.** Meetings of the Board of Directors shall be held at such place as may be designated from time to time by the Board of Directors or other person calling the meeting.

**Meetings by Telecommunications Device.** Any meeting of the Board of Directors may be held by telephone or other telecommunications device by means of which all Directors participating may simultaneously hear each other.

**Action Without a Meeting.** Any action which the law, the articles of incorporation or these bylaws require or permit the Directors to take at a meeting may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote on the matter. The consent, which shall have the same effect as a unanimous vote of the Directors, shall be filed in the records of minutes of the Corporation.

### **Notice of Meetings.**

**How Delivered; When Delivered.** Notice of the time, place and general business to be conducted at any meeting of the Board of Directors shall be sufficient if given orally, by hand, by mail or by electronic transmission, to each Director at least 6 business days before the meeting. Notice mailed or sent by electronic transmission shall be directed to the address, facsimile number or email address of the Director shown on the Corporation's records, or to the

Director's actual address, facsimile number or email address ascertained by the person giving the notice.

**Waiver of Irregularities of Notice.** A Director's attendance at or participation in a meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose (stated at the meeting) of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **Quorum and Vote.**

**Quorum Defined.** A majority of the number of Directors fixed by resolution of the Board of Directors shall constitute a quorum for the transaction of business. A lesser number of Directors in the absence of a quorum may adjourn from time to time but may not transact any business, unless expressly permitted by these bylaws.

**Minimum Number for Action.** The action of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

**Advisory Board.** The Board of Directors may appoint an Advisory Board. Members of the Advisory Board shall not, in their capacity as members of the Advisory Board, have any right to vote on any action of the Corporation. Members of the Advisory Board shall hold office at the pleasure of the Board of Directors. The Advisory Board will give advice to the Board of Directors when such advice is solicited. Advisory Board Members shall have five year terms. No member of the Board of Directors shall serve simultaneously as a member of the Advisory Board.

## **COMMITTEES**

**Board Committees.** Board Committees are composed of members of the Board of Directors only and are authorized by the Board of Directors to make Board-level decisions on behalf of the Board as directed in the committee's annual charter. Each year the Board will authorize or renew the charter of each Board Committee, which charter will specify the authority and responsibilities of that Board Committee. Each Board Committee shall have a minimum of three members. The initial Board Committees shall be the Executive Committee, the Governance Committee, the Finance and Audit Committee, and the Human Resources and Compensation Committee; however, the Board of Directors may eliminate or establish additional Board Committees at any time.

### **Executive Committee.**

**Generally.** The Board of Directors may establish an Executive Committee of the Board of Directors, which shall consist of the President and Immediate Past President of the Corporation, and may include any other person appointed by the Board of Directors. The President of the Corporation shall serve as President of, and shall preside at all meetings of, the Executive Committee. Any person appointed to the Executive Committee by the Board of Directors who is not a Director shall participate

as an advisor only and shall not have authority to vote on matters that have been delegated by the Board of Directors to the Executive Committee for action.

**Duties and Powers.** To the fullest extent not prohibited by law, the Executive Committee may have and exercise all of the power and authority of the Board of Directors, including managing the affairs of the Corporation between meetings of the Board of Directors, provided that its actions shall further at all times the charitable purposes of the Corporation. The Executive Committee shall not have the power or authority to (a) authorize distributions, (b) approve the dissolution or merger of the Corporation, or the sale, pledge or transfer of all or substantially all of the Corporation's assets, (c) elect, appoint or remove Directors or fill vacancies on the Board or any of its committees, or (d) adopt, amend or repeal the articles of incorporation or these bylaws.

**Governance Committee.** The duties of the Governance Committee shall include such duties as may be specified by resolution of the Board of Directors from time to time.

**Finance and Audit Committee.** The duties of the Finance and Audit Committee shall include, in addition to such other duties as may be specified by resolution of the Board of Directors from time to time, the following:

- (a) Consulting with the financial institutions at which the Corporation maintains funds, and reviewing and making recommendations to the Board of Directors with regard to the Corporation's relationship with these institutions;

- (b) Reviewing the policies and procedures of the Corporation with regard to maintaining its financial books and records, and making recommendations to the Board of Directors with regard to these policies;

- (c) Consulting with the independent auditors engaged by the Corporation, if any, with regard to the results of their audits, and reviewing and making recommendations to the Board of Directors with regard to the engagement or discharge of the auditors and the terms of their engagement;

- (d) Overseeing the Corporation's preparation of federal, state and local tax returns; and

- (e) Preparing an annual draft budget for the Corporation for consideration by the Board of Directors.

**Human Resources and Compensation Committee.** The duties of the Human Resources Committee shall include, in addition to such other duties as may be specified by resolution of the Board of Directors from time to time, the following:

- (a) Overseeing the adoption and operation of the human resources policies;

- (b) Periodically reviewing and reassessing the adequacy of the Corporation's human resources policies and recommending any desired changes to them to the Board of Directors;

- (c) Maintaining personnel records of the Corporation's employees;

- (d) Investigating reports of discrimination, sexual harassment or retaliation made by or about the employees of the Corporation, and reporting the results of any such investigation to

the Board of Directors;

(e) Reviewing with each employee of the Corporation not less frequently than annually the employee's compliance with the Corporation's human resources policies; and

(f) Determining the reasonable compensation for any employees of the Corporation.

**Appointment of Non-Board Committees.** The Board of Directors may establish such additional committees of the Board of Directors, and appoint members thereof, as may be necessary from time to time. Non-Board committees shall not make Board-level decisions. Non-Board committees may be composed of any number of individuals appointed by the Board of Directors, and may but need not include Directors. The initial Non-Board Committees shall be the Nominating Committee, the DrupalCon Committee, the Infrastructure Committee, the Marketing & Communication Committee, the Regional and Local Events Committee, the Membership Committee, and the Intellectual Property Committee; however, the Board of Directors may eliminate or establish additional Non-Board Committees at any time.

**Term.** The members of all committees shall serve at the pleasure of the Board of Directors. The Board of Directors may at any time for any reason remove any individual committee member, and the Board may fill any committee vacancy created by death, resignation, removal or increase in the number of members of the committee.

**Quorum.** A majority of the members of a committee shall constitute a quorum for the transaction of business. A lesser number of committee members in the absence of a quorum may adjourn from time to time but may not transact any business, unless expressly permitted by these bylaws.

**Generally.** Each committee shall keep a written record of all actions taken by it. Each committee shall meet at the call of its President or the President of the Corporation. The Board of Directors may, by resolution, change the duties of any committee, remove any of its members or abolish it.

## **OFFICERS**

### **Appointment and Vacancies.**

**Mandatory and Discretionary Officers.** The officers of the Corporation shall be an Immediate Past President, a President, a Secretary, and a Treasurer, and such other officers and assistant officers as the Board of Directors may from time to time appoint including, without limitation, any Assistant Secretaries and Assistant Treasurers. An individual may simultaneously hold more than one office in the Corporation. Unless otherwise specified by resolution of the Board of Directors, an individual shall succeed in consecutive terms from service as President to Immediate Past President.

**Vacancies; How Filled.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to such office.

## **Compensation and Term of Office.**

**No Compensation to be Paid.** No officer shall be compensated for his or her services as an officer. However, at the discretion of the Board of Directors, an officer may be reimbursed for expenses incurred in carrying out his or her duties as an officer.

**Term of Office.** The term of office of all officers shall be as fixed by the Board of Directors.

**Resignation.** Any officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect upon the Board's receipt of such notice or at any later time specified therein. Unless otherwise specified therein, Board acceptance of such resignation shall not be necessary to make it effective, provided that the Board may reject any post-dated resignation by notice in writing to the resigning officer.

**Removal.** Any officer may be removed, either with or without cause, by action of the Board of Directors.

**President.** The President shall have the statutory duties defined for the President of a nonprofit corporation. The President shall preside at and set the agenda for all meetings of the Board of Directors. The President shall be the chief executive officer of the Corporation. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall serve as a member of the Executive Committee of the Board of Directors. The President shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these bylaws. The duties of the President shall include without limitation the following:

- (a) Overseeing the implementation of the Corporation's strategic plan;
- (b) Orienting and managing the Corporation's staff;
- (c) Overseeing compliance with the Corporation's budget and making recommendations to the Finance and Audit Committee and the Board of Directors with respect to budgeting;
- (d) Establishing the annual calendar of the Corporation; and
- (e) Approving and executing contracts on behalf of the Corporation.

**Immediate Past President.** The Immediate Past President shall serve as a member of the Executive Committee of the Board of Directors and shall have such powers and perform such duties as may be prescribed by the Board of Directors, the President or these bylaws.

**Secretary.** The Secretary shall keep or cause to be kept at the principal office, or such other place as the Board of Directors may order, a book of minutes of all meetings of the Directors showing the time and place of each meeting, whether it was regular or special and, if special, how authorized, the notice given, the names of those present and the proceedings thereof. The Secretary shall keep the seal of the Corporation, if any, and affix it to all documents requiring a seal, shall be responsible for authenticating records of the Corporation and shall have such other powers and perform such other

duties as may be prescribed by the Board of Directors, the President or these bylaws.

**Treasurer.** The Treasurer shall be responsible for the funds of the Corporation and pay them out only in the manner authorized by the Board of Directors. The Treasurer shall oversee the financial operations of the Corporation and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, the President or these bylaws.

**6.7. Assistant Secretaries and Treasurers.** The Board of Directors may appoint or authorize the appointment of assistants to the Secretary or Treasurer or both. Such assistants may exercise such powers as have been delegated to them by the Secretary or Treasurer, as the case may be, and shall perform such other duties as may be prescribed by the Board of Directors, the President or these bylaws.

**6.8. Other Officers.** Such other officers as the Board of Directors may designate shall perform such duties and have such powers as from time to time shall be assigned to them by the Board of Directors or the President. The Board of Directors may delegate to any other officer of the Corporation the power to choose such other officers and to prescribe their respective duties and powers.

## **CORPORATE RECORDS AND REPORTS - INSPECTION**

**Records.** The Corporation shall maintain adequate and correct books, records and accounts of its business and properties. Except as otherwise provided by law. All of such books, records and accounts shall be kept at its place of business as fixed by the Board of Directors from time to time.

**Inspection of Books and Records.** All books, records and accounts of the Corporation shall be open to inspection by the Directors in the manner and to the extent required by law. Public disclosure of appropriate, non-confidential records shall be determined from time to time by resolution of the Board of Directors and, to the extent possible, be made available via the Corporation's Web site.

**Certification and Inspection of Bylaws.** The original or a copy of these bylaws and any amendments thereto, certified by the Secretary, shall be open to inspection by the Directors in the manner and to the extent required by law. A copy of these bylaws and any amendments thereto shall be publicly accessible via the Corporation's Web site.

**Checks; Drafts; Etc.** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

**Execution of Documents.** The Board of Directors may, except as otherwise provided in these bylaws, authorize any officer, agent, or employee to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, to pledge its credit or to render it liable for any purpose or for any amount.



## GENERAL PROVISIONS

**Seal.** The corporate seal, if any, shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of its incorporation.

**Amendment of Bylaws.** Except as otherwise provided by law, the Board of Directors may amend or repeal these bylaws or adopt new bylaws by vote of two-thirds of the Directors present at any meeting at which there is a quorum. However, no such amendment may be made if such action causes the Corporation to take any action, or grants the Corporation the power to take any action, that is not permitted to be carried on (a) by a corporation exempt from taxation under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**Waiver of Notice.** Whenever any notice to any Director is required by law, the articles of incorporation or these bylaws, a waiver of notice in writing signed at any time by the person entitled to notice shall be equivalent to the giving of the notice. The waiver shall be filed in the records of the Corporation.

**Fiscal Year.** The fiscal year of the Corporation shall be the calendar year.

## INDEMNIFICATION

**Corporation Shall Indemnify.** To the fullest extent permitted by the Act as it exists on the date hereof or is hereafter amended, the Corporation shall indemnify any person who was, is, or is threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that (a) he or she is or was a Director, officer, or employee of the Corporation, or (b) serves or served at the Corporation's request as a director or officer of another nonprofit corporation or enterprise, or (c) serves or served at the Corporation's request as a fiduciary (within the meaning of the Employee Retirement Income Security Act of 1974) with respect to any employee benefit plan of the Corporation, or (d) serves or served at the Corporation's request as a director, officer, employee, or agent, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust, or other

**Corporation Shall Reimburse.** To the fullest extent permitted by the Act, as it exists on the date hereof or is hereafter amended, the Corporation shall pay for or reimburse the reasonable expenses incurred by a Director, officer or employee in any matter described above in subsection 8.1 in advance of the final disposition of the proceeding. The indemnification and advancement of expenses provided for in this Section 8 shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, bylaw, agreement, general or specific action of the Board of Directors, or otherwise. The right to and amount of indemnification and advances shall be determined in accordance with the provisions of the Act in effect at the time of the determination.

## TRANSACTIONS BETWEEN CORPORATION AND INTERESTED DIRECTORS

A contract or transaction entered into by the Corporation shall be neither voidable nor the basis for imposing liability on a Director due to the fact that such Director was personally interested in the contract or transaction or was personally or financially interested in any other corporation, firm, association or entity (or was a director or officer of any other corporation, firm, association or entity) that was interested in the contract or transaction if: (1) the material facts of such contract or transaction and the Director's interest therein are disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or consent of the interested Director; or (2) such contract or transaction was fair to the Corporation at the time it was entered into. This Section 9 shall not invalidate any contract or transaction that would otherwise be valid under applicable law.

## **PROHIBITED ACTIVITIES**

The assets of the Corporation are irrevocably dedicated to charitable and educational purposes. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members (if any), Directors, officers, or other private persons, except that the Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in the articles of incorporation and in Section 2 of these bylaws. Except as permitted under Section 501(h) of the Code, no substantial part of the activities of the Corporation shall consist of the undertaking of propaganda, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. The Corporation shall not engage in any activities not permitted to be carried on: (a) by a corporation exempt from taxation under Section 501(c)(3) of the Code; or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Code. The Corporation shall not have or issue any shares of stock.

Although the Corporation does not intend to be classified as a private foundation within the meaning of Section 509 of the Code, during any period of time in which the Corporation is so classified, the Corporation: (i) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (ii) shall distribute its income and, when necessary, amounts from principal at such time and in such manner as not to subject the Corporation to the taxes on failure to distribute income imposed by Section 4942 of the Code; (iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Code; (iv) shall not make any investments in such manner as to subject the Corporation to the taxes on investments which jeopardize charitable purposes imposed by Section 4944 of the Code; and (v) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

## **DISSOLUTION**

Upon the dissolution or final liquidation of the Corporation, after the payment or provision for payment of all of the liabilities of the Corporation, all of the remaining assets of the Corporation shall be distributed, as determined by the Board of Directors, to one or more organizations or entities that are recognized as tax exempt organizations under Section 501(c)(3) of the Code. Any assets not disposed of by the Board of Directors shall be disposed of by the court which has general jurisdiction for the county in which the principal office of the Corporation is then located, exclusively to one or more

organizations or entities as such court shall determine which are at such time exempt organizations under Section 501(c)(3) of the Code.

## **LIMITATION ON LIABILITY**

To the fullest extent permitted by the Act, as it exists on the date hereof or may hereafter be amended, no Director or officer of the Corporation shall be liable to the Corporation for monetary damages for conduct occurring on or after the date of adoption of this provision. Any amendments to or repeal of this provision or the Act shall not adversely affect any right or protection of a Director or officer of the Corporation for or with respect to any acts or omissions of such Director or officer occurring prior to such amendment or repeal. No change in the Act shall reduce or eliminate the rights and protections set forth in this Section 12 unless the change in the law specifically requires such reduction or elimination. This provision, however, shall not eliminate or limit the liability of a Director or officer for:

- (a) Any breach of the duty of loyalty to the Corporation;
- (b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) Any unlawful distribution;
- (d) Any transaction from which the Director or officer derived an improper personal benefit; or
- (e) Any act or omission in violation of the Act.

## **CERTIFICATION**

The undersigned President of Drupalcon, Inc., an Washington D.C. nonprofit corporation (the "Corporation"), certifies that the above restated bylaws were duly adopted by the Board of Directors of the Corporation and are in full force and effect on this date.

Date: April 24, 2014.

Dries Buytaert, President