

**BYLAWS**  
**OF**  
**UNITED STATES POSTGRESQL ASSOCIATION**

**ARTICLE I**

PURPOSE

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), including the making of distributions directly in support of such purposes or the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

The primary purposes of the Corporation shall be to:

- (a) Educate, promote and support the creation, development and use of the PostgreSQL Open Source Database software, a software system which is available to the general public without charge;
- (b) Provide information and education regarding the use of PostgreSQL; and
- (c) Organize, hold and conduct meetings, discussion, and forums on the contemporary issues concerning the use of PostgreSQL.

**ARTICLE II**

MEMBERSHIP

Section 1. Constitution of Membership.

This Corporation shall have members. Members of the Corporation shall support the purposes of the Corporation.

The Corporation may also have categories for individuals and entities to associate with the Corporation as nonvoting members, who shall have no voting or other rights of legal members under the Act. Such nonvoting members shall have such duties, rights and benefits as determined by the Board of Directors.

Section 2. Dues.

1.All membership fees, additional assessments, and qualifications shall be determined by the Board of Directors

annually or more frequently if the Board of Directors deems it necessary.

2. Any member whose dues are not paid at least annually shall automatically be considered to have resigned as a member from the Corporation.

### Section 3. Privileges of Membership.

1. All members of record in good standing may vote in person or by proxy on such matters requiring approval of the members under the Act, Articles of Incorporation or these Bylaws.

2. No member may be expelled or suspended, and no membership may be terminated or suspended except as provided by the Act.

3. Members may inspect or copy records of the Corporation as provided by the Act.

### Section 4. Annual Meeting.

Annual Meetings. Members shall hold two meetings during each calendar year for the purpose of electing the Board of Directors of the Corporation and transacting such other business as may be properly brought before the meeting. These meetings are referred to as the annual meeting and the semi-annual meeting. Additional meetings of the members may be held as necessary. The Board of Directors shall designate such date, time and place as it may choose for member meetings; provided, however, the annual meeting and the semi-annual meeting of the members shall be held approximately six months apart.

### Section 5. Special Meetings.

Special meetings of the members may be called by the President, the Board of Directors or upon the initiative of the members as provided by the Act.

### Section 6. Notice.

Written notice of the date, time, place and matters to be approved or purpose of the meeting of the members shall be mailed by first class mail to each member at least seven (7) days but not more than sixty (60) days before the meeting. Notice may be emailed to any member who has previously consented to receive email notice of meetings from the Corporation at an email address provided to the Corporation in writing.

Section 7. Waiver of Notice.

1.A member may at any time waive any notice required by the Act, the Articles of Incorporation or these Bylaws. Except as otherwise provided herein, such waiver must be in writing, signed by the member entitled to notice, specify the meeting for which notice is waived and be filed with the corporate records. A waiver of notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

2.The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened or where the member objects to the consideration of a particular matter not within the purpose of the meeting notice, when presented.

Section 8. Quorum and Voting.

Those votes represented at a meeting of members shall constitute a quorum. If a quorum is present, the affirmative vote of the majority of the votes represented and voting shall be the act of the membership.

Section 9. Action by Written Ballot.

Any action which may be taken at an annual, regular or special meeting of the members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter. The written ballot shall set forth the proposed action and shall provide an opportunity to vote for or against the proposed action. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirement, state the percentage of approvals necessary to approve such matter other than the election of Directors; and specify a reasonable time by which the ballot must be received by the Corporation in order to be counted. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action, and the number of approvals cast by ballot equals or exceeds the number of votes that would be required to approve the matter at such meeting.

Section 10. Action by Members Without a Meeting.

Any action required to be taken at a meeting of the members or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by all the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect and force as a unanimous vote of said members.

Section 11. Vote by Proxy.

A member may appoint a proxy to vote or otherwise act for the member. A proxy is valid for 11 months unless a different period is expressly provided in the appointment or unless revoked by the member. An appointment of a proxy is effective when received by the Secretary or other officer or agent of the Corporation authorized to tabulate votes.

Section 12. Record Date.

The record date for determining members entitled to notice of any meeting of the members of the Corporation, to demand a special meeting, to vote or to take any lawful action is ten business days prior to the delivery of the notice of the meeting, to the first member signing the demand for a special meeting, to the mailing of an action by consent or written ballot or to the adoption of a resolution by the board for other such lawful action in respect of which members are entitled to exercise rights. The Secretary shall prepare and make available a list of members entitled to vote at any meeting of members, in accordance with the provisions of the Act.

### ARTICLE III

#### BOARD OF DIRECTORS

Section 1. Function.

The Board shall manage the business and affairs of the Corporation and shall exercise all the powers of the Corporation as provided by the law and the Articles of Incorporation, but subject to any restrictions imposed by the Act, the Articles of Incorporation, or these Bylaws. The Board may by resolution delegate to committees or to Officers of the Corporation, such powers and functions as it may designate from time to time.

Section 2. Number.

The Board shall consist of at least three but not more than seven Directors. The exact number shall be fixed from time to time by resolution of the Board; provided, however, no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

### Section 3. Term.

1. The term of each member of the Board shall be one year, except for the initial term of the initial Directors. Up to four new Directors will be elected at the first annual meeting, and the term of such positions will expire each year at the annual meeting of the members.

2. Notwithstanding the standard term in Section 3.1 above, the initial term for each of the three initial appointed Directors is three years, ending at the semi-annual member meeting in 2011. The terms for such Director positions shall thereafter be one year and shall expire at the semi-annual meeting of the members.

3. If additional Director positions are added, such Directors will be allocated to those whose terms expire at the annual meeting and those whose terms expire at the semi-annual meeting for the purpose of maintaining approximately equal groups of Directors whose terms expire at the annual meeting and the semi-annual meeting of the members. There shall be no limit on the number of terms which a Director may serve. A Director shall hold office for the time for which he or she is elected or until his or her successor is elected and qualified or until his or her resignation or removal.

### Section 4. Election Procedure.

At each annual meeting of the Board, the successors to the Directors whose terms expire at the annual meeting shall be elected. At the semi-annual meeting of the Board, the successors to the Directors whose terms expire at the semi-annual meeting shall be elected.

### Section 5. Annual Meeting.

The Board shall hold meetings at least one time each calendar year, or more often as necessary. The Board shall, by its own resolution, designate such dates, times and places as it may choose for such meetings; provided, however, the annual meeting of the Board shall be held no later than the 13<sup>th</sup> day of March of each calendar year.

### Section 6. Special Meetings.

Special meetings of the Board may be called by the President and must be called by the President upon the written request of at least two Directors. Notice of a special meeting shall be provided not less than seven (7) days prior to the meeting. Notice shall be mailed, hand-delivered or given verbally to each Director, and notice may be emailed to any Director who has previously consented to receive email notice of meetings from the Corporation at an email

address provided to the Corporation in writing. The notification shall include the date, time, place and agenda of the special meeting.

Section 7. Waiver of Notice.

A Director may at any time waive any notice required by the Act, the Articles of Incorporation or these Bylaws. Except as otherwise provided herein, such waiver must be in writing, signed by the Director entitled to notice, specify the meeting for which notice is waived and be filed with the corporate records. A waiver of notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Quorum.

A majority of the Directors in office immediately before the meeting begins shall constitute a quorum at any meeting. When a quorum is present, the vote of the majority of the Directors at such meeting shall be the act of the Board unless a greater vote is required by the Act, the Articles of Incorporation or these Bylaws.

Section 9. Presumption of Assent.

A Director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 10. Removal or Resignation of Directors.

Any Director of the Corporation may resign from such position by delivering written notice of the resignation to the Board, the president or secretary, but such resignation shall be without prejudice to the contract rights, if any, of the Corporation. Any Director elected or appointed by the Board may be removed by the Board, with or without cause, by a vote of two-thirds of the Directors then in office, whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of a Director shall not of itself create contract rights.

Section 11. Vacancies.

In the event of a vacancy, the Board shall, by a majority vote, appoint an interim Director for the uncompleted term.

Section 12. Compensation.

Directors shall not be compensated for their services as Directors. The Directors may, upon approval by the Board, be reimbursed by the Corporation for necessary expenses incurred in the execution of their duties and responsibilities.

Section 13. Conflict of Interest.

No Director shall be liable to account to the Corporation for any profit realized by the Director from or through any transaction or contract of the Corporation; provided, however, in the case of any such contract or transaction requiring authorization by the Board, no Director who personally or through any firm or corporation is interested in such a contract or transaction shall be entitled to vote thereon, although such Director may be counted in determining whether a quorum is present at any meeting upon which action thereon is taken; and such Director shall be responsible for disclosing to the Board his or her interest in any such contract or transaction.

Section 14. Action By Directors Without A Meeting.

Any action required to be taken at a meeting of the Directors of this Corporation, or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by all the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect and force as a unanimous vote of said Directors.

**ARTICLE IV**

**OFFICERS**

Section 1. Officers.

The Officers of the Corporation shall be a President, a Secretary and a Treasurer. Each Officer shall be elected by the Board at its annual meeting from among the Directors. Each Officer shall serve for a term of two (2) years. Officers shall assume their respective duties immediately upon election.

Section 2. Duties of Officers.

1.President - The President shall preside over all meetings of the Board and shall discharge such other duties as may be prescribed from time to time by the Board. The President shall

designate the members and Officers of each standing committee and each other committee created by the Board from time to time.

2. Secretary - The Secretary shall keep or cause to be kept the minutes of the meetings of the Board and of any standing or temporary committees thereof; shall be responsible for the timely preparation and delivery of all notices to be given in accordance with the provisions of these Bylaws, the Articles of Incorporation or as required by the Act; shall be custodian of the corporate records and the seal of the Corporation (if any) and shall be responsible for authenticating the records of the Corporation as duly authorized or required by the Act; and shall perform such other duties as may be prescribed from time to time by the Board.

3. Treasurer - The Treasurer shall be the legal custodian of all the corporate funds and securities; shall deposit all funds in the name of the Corporation in such bank or banks as the Board shall by resolution specify; shall keep proper account books and perform such other duties as may be prescribed from time to time by the Board.

### Section 3. Other Officers.

The Board may by resolution create such additional and special Officers as may be considered necessary or desirable in addition to those described above. The appointment, tenure, removal and succession of persons to hold such offices shall be as the Board shall provide.

### Section 4. Compensation and Expenses.

Unless otherwise established by the Board, no Officer shall be compensated for his or her services as an Officer. Expenses incurred in connection with performance of an Officer's official duties may be reimbursed upon approval of the Board.

### Section 5. Resignation or Removal.

Any Officer of the Corporation may resign from such position by delivering written notice of the resignation to the Board, but such resignation shall be without prejudice to the contract rights, if any, of the Corporation. Any Officer or agent elected or appointed by the Board may be removed by the Board, with or without cause, when in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of an Officer or agent shall not of itself create contract rights.



Section 6. Vacancies.

Vacancies in any office caused by any reason shall be filled by the Board at any meeting by selecting a suitable and qualified person to act during the unexpired term.

**ARTICLE V**

**RIGHT OF PARTICIPATION**

No person shall be denied the services or facilities of this organization or be excluded from participation or service herein because of race, age, color, sex, creed, religion, handicap, or national origin, and discrimination of any kind in respect hereof is expressly prohibited.

## ARTICLE VI

### DEPOSITORIES, SIGNATURES AND SEAL

#### Section 1. Depositories.

All funds of the Corporation shall be deposited in the name of the Corporation in such bank, banks or other financial institutions as the Board may from time to time designate and shall be drawn on checks, drafts or other orders signed on behalf of the Corporation by the Treasurer and/or such other person or persons as the Board may from time to time designate.

#### Section 2. Contracts.

All contracts, deeds and other instruments shall be signed on behalf of the Corporation by the President or by such other Officer or agent as the Board may from time to time designate.

#### Section 3. Seal.

The Corporation shall have no seal.

#### Section 4. Borrowing.

Notwithstanding any other provision in these Bylaws, no Officer or agent of this Corporation shall have authority to borrow any funds on behalf of the Corporation, or to hypothecate any assets thereof, for corporate purposes or otherwise, except as expressly stated in a resolution approved by a majority of Directors, duly entered in the minutes of the Board. No loans shall be made by the Corporation to any Director or Officer.

#### Section 5. Gifts.

The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purpose of the Corporation, and any such contribution, gift, bequest, or devise is subject to the Board's acceptance.

## ARTICLE VII

### AMENDMENTS

These Bylaws may be amended by a majority vote of the Board then in office at any regular or special meeting of the Board provided the notice given for such meeting indicates that such amendments will be considered.

**ARTICLE VIII**  
**INDEMNIFICATION**

Section 1. Directors and Officers.

Pursuant to ORS 65.387 to 65.414, the Corporation shall indemnify, to the fullest extent provided in the Act, any Director or Officer who was or is a Party or is threatened to be made a Party to any Proceeding (other than an action by or in the right of the Corporation) by reason of or arising from the fact that such person is or was a Director or Officer of the Corporation. The determination and authorization of indemnification shall be made as provided in the Act.

Section 2. Advance of Expenses.

The Corporation may pay for or reimburse the reasonable Expenses incurred by a Director or Officer who is a Party to a Proceeding in advance of final disposition of the Proceeding as provided in the Act.

Section 3. Insurance.

At the discretion of the Board, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation against any Liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such Liability under the provisions of this Article.

Section 4. Purpose and Exclusivity.

The indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, provision of the Articles of Incorporation, agreement, vote of the Board or otherwise.

Section 5. Definitions.

The terms used in this Article shall have the same meanings given them in ORS 65.387 to 65.414.

## ARTICLE IX

### COMMITTEES OF THE BOARD

#### Section 1. Committees of the Board of Directors.

A majority of the Board of Directors in office may create one or more committees of the Board of Directors. Each committee shall consist of two or more Directors of the Board. Such committees may exercise the authority of the Board subject to limitations imposed by the Act, the Article of Incorporation or these Bylaws.

#### Section 2. Committees other than Committees of the Board.

Committees other than committees of the Board of Directors shall not exercise the authority of the Board of Directors. The duties and duration of such committees shall be as prescribed by the Board of Directors.

#### Section 3. Actions by Committees.

The provisions in these Bylaws governing meetings, action without meetings, notice and waiver of notice and quorum and voting requirements of the Board of Directors apply to the committees and their members.