BYLAWS

Of

[CORPORATION]

*a 501(c)(3) nonprofit corporation*

**ARTICLE I**

**NAME**

The name of this nonprofit corporation is Sugar Labs, Inc. (“Sugar Labs” or the “Corporation”).

**ARTICLE II**

**PURPOSES**

1. Charitable Purpose. Sugar Labs is organized exclusively for charitable and educational 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 (the “IRC”), or the corresponding section of any future federal tax code.
2. Specific Purposes. Sugar Labs is organized to:
   1. promote the “learn-by-doing” educational philosophy of constructionism;
   2. produce educational software embodying constructionist principles;
   3. empower educators and educational institutions to incorporate constructionist learning tools into their curricula; and
   4. promote lifelong learning through mentorship, and participation in the design and development of educational software.

**ARTICLE III**

**MEMBERSHIP**

1. Conditions of Membership. Membership is open to any individual who makes “significant and sustained” contributions toward the purposes of Sugar Labs, as determined by the Sugar Labs board or membership committee (if convened). At a minimum, a contributor must contribute a non-trivial improvement to the Sugar project or a Sugar Labs activity. Contributions may be in the form of code, documentation, translations, maintenance of project-wide resources, running a deployment of Sugar software, outreach, teaching, testing and feedback, or other non-trivial activities which promote the purposes of Sugar Labs.
2. Meetings. There shall be no regular meetings of the members. Special meetings of the members may be held at any time and place determined by the Board of Directors. Meetings may be held solely by means of remote communication (including teleconference, video conference, or chat communications) and any member may participate in any in-person meeting by remote communication where provided for.
3. Referenda. Any member may propose a referendum for a vote by the members, according to a process to be determined by the Board. To be brought to a vote, a referendum must be endorsed in writing by one-tenth of the membership and must be consistent with applicable law and the Corporation’s charitable purposes. A referendum approved by a majority of the members shall be an act of the membership. A referendum approved by three-quarters of the membership shall be sufficient to override a contrary act of the Board.
4. Voting. Each member is entitled to one vote on any matter submitted to a vote of the members, whether or not at a meeting.
5. Actions at a Meeting; Quorum. One quarter of the members shall constitute a quorum for any vote of the members at a meeting. The act of a majority of members at a meeting at which a quorum is present shall be an act of the membership, except as otherwise provided by law or by these bylaws.
6. Actions without a Meeting. Any action that the members may take at a meeting may be taken by written ballot without a meeting, provided that at least one-third of the members return a ballot regarding that action. In that case, a majority of votes cast will constitute an act of the membership.
7. Notice. Notice of any membership meeting shall be sent to each member by electronic mail no less than 10, and no more than 60, days before the time set for the meeting. The notice must include the purpose, time, date, and place of the meeting.
8. Death, Resignation, or Termination of Member. All the rights, powers and privileges of any member of the Corporation shall cease upon the member’s death, disability, or resignation, or upon termination or suspension of their membership according to law.
9. Special Interests Groups. Any member may establish a Special Interest Group as a forum for discussion of a topic of interest to members. Each Special Interest Group shall determine its own organization and process. No decision of a Special Interest Group shall be binding on the membership or the Board of Directors.

**ARTICLE V**

**BOARD OF DIRECTORS**

1. General Powers. The corporation shall be managed by its Board of Directors. The Board of Directors may, where permitted by these Bylaws and applicable law, delegate its powers under these Bylaws to officers of the corporation and to committees.
2. Number. The number of Directors shall be set by the Board of Directors. The initial number of Directors shall be 7.
3. Meetings. The Board of Directors may provide by resolution the time and place for holding annual membership meetings, regular meetings, or special meetings of the Board. The Corporation shall provide for online attendance at all meetings. Board meetings shall be closed except to those persons invited by the Board. Any Director wishing to invite a third party to a Board Meeting must provide 7 days’ notice to the rest of the Board. If more than 50% of Directors object, the invitation shall not be extended.
4. Special Meetings. Special meetings of the Board of Directors may be called by the Executive Director or by a majority of Directors.
5. Notice. Notice of any meeting of the Board of Directors shall be sent to each Director by electronic mail no less than 10, and no more than 60, days before the time set for the meeting. The notice must include the time, date, and place of the meeting. Any Director may waive notice of any meeting before, at, or after the meeting.
6. Quorum. A majority of the voting members of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board. If a majority of the Board of Directors is unable to attend a meeting, any decisions made at the meeting must be approved by a majority of the total Board of Directors before those decisions take effect.
7. Actions at a Meeting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law or by these Bylaws.
8. Remote Meetings. Meetings of the Board may be conducted by conference call, teleconference, or other electronic means, as permitted by law, provided that all persons can hear one another, and all persons are otherwise able to fully participate in the meeting. Votes of the members of the Board of Directors participating remotely shall have the same force and effect as votes at a meeting at which the members of the Board of Directors are physically present.
9. Action by Unanimous Written Consent. Where permitted by law, any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all of the Directors entitled to vote on the matter.
10. Vacancies. Any vacancy on the Board may be filled by the Board of Directors, whether the vacancy results from the death, resignation, removal, or disqualification or a Director, or from an increase in the number of Directors. A Director selected to fill a vacancy shall serve the remaining, unexpired term of their predecessor in office.
11. Term of Office. The term of office for all elected Directors shall be 2 years. The Board shall be divided into two classes of Directors. The term of office of the first class shall expire on odd-numbered years; the term of office of the second class shall expire on even-numbered years.
12. Initial Directors. The initial Directors shall be those appointed by the Incorporator. Upon ratification of these bylaws, the initial Directors shall be removed and replaced by the then-current members of the Governing Board of the Sugar Labs Project of the Software Freedom Conservancy (the “Continuing Directors”). The initial terms of office of the Continuing Directors shall be equal to their remaining terms on the Sugar Labs Governing Board.
13. Decision Panels. The Board may, in its sole discretion, convene Decision Panels of the members to advise on issues of importance to the membership. The Board shall determine the composition and objective of the Decision Panel, but no Director may serve on a Decision Panel. Each Decision Panel shall, with respect to the topic assigned to it, solicit community input (and accept input from any member), deliberate, reach a determination, and produce a report for the Board documenting its rationale. The Board shall review the Decision Panel’s report and may ratify some or all of its conclusions, but is not required to take any action in response to the report.

**ARTICLE VI**

**OFFICERS**

1. Officers. The Officers of Sugar Labs shall initially be an Executive Director, Secretary, and Treasurer. The Board of Directors may choose not to fill all offices. The Board of Directors may also elect additional Officers, with whatever authority and duties the Board deems fit.
   1. Executive Director. The duties of the Executive Director are to: (a) direct the overall operation of the Corporation and the strategic plan; (b) serve as the Corporation’s official representative and spokesperson; and (c) call, preside at and set the agenda for meetings.
   2. Secretary. The duties of the Secretary are to: (a) record and maintain minutes of all meetings; (b) manage all communications with members; (c) receive and manage incoming communications; and (d) maintain the member rolls.
   3. Treasurer. The duties of the Treasurer are to: (a) receive and disburse funds with appropriate authorization; (b) maintain financial records; (c) work with the Corporation’s financial advisors to prepare a year-end financial report and to file the Corporation’s taxes.
2. Election and Term of Office. Officers shall be elected by the Board and serve for 1 year or until their successors have been appointed
3. Removal. Any Officer may be removed from office at any time by the affirmative vote of two-thirds of the Directors in office whenever, in their judgment, the best interests of the Corporation would be served by the Officer’s removal.
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. Vacancies may be filled or new offices created and filled at any time by the Board of Directors.

**ARTICLE VII**

**BOARD ELECTIONS**

1. Timing. Board elections will be held once per year, in August.
2. Nominations. At least one month prior to an election, the Board shall solicit nominations from the membership for any Board seats expiring during the current year. Any member in good standing may be nominated for any Board election.
3. Voting. Each member shall have one vote and shall vote by electronic ballot in the manner specified by the Board. The candidate or candidates receiving a plurality of the votes cast shall be elected.

**ARTICLE VIII**

**COMMITTEES**

1. Creation and Membership. The Board of Directors may designate from among its members one or more standing committees, which shall have the power, duties, and authority that the Board determines. Members of each standing committee shall be appointed annually to serve for one year or until their successors have been appointed. The Board of Directors shall fill any vacancies on standing committees and may appoint alternate members to serve in the temporary absence or disability of any member. Any member or alternate member of a committee may be removed at any time by the Board of Directors, with or without cause.
2. Governance. Each committee shall elect its own chair and determine its own rules consistent with these Bylaws and applicable law.
3. Actions and Quorum. A majority of the members of each committee shall constitute a quorum for the transaction of business at any meeting thereof. An act of a majority of the members present at any meeting where a quorum is present shall be an act of the committee, except as otherwise provided by the Certificate of Incorporation, these Bylaws, or applicable law.
4. Reporting. Each committee shall submit to the Board of Directors at each meeting thereof a report of the actions, if any, which the committee has taken since the previous meeting of the Board of Directors, and those actions shall be subject to revision by the Board of Directors.
5. Prohibited Actions. No committee shall have authority to authorize or take any of the following actions, all of which are reserved to the Board of Directors:
   1. make, alter or repeal any Bylaw of the Corporation;
   2. elect or appoint any Member or Director, or remove any officer, Director or Member;
   3. submit to Members any action that requires Members’ approval; or
   4. amend or repeal any resolution previously adopted by the Board of Directors.

**ARTICLE IX**

**ADVISORY BOARD**

1. Composition and Meetings. The Corporation shall have an Advisory Board whose members shall be appointed by corporate sponsors who pay annual fee to be determined by the Board of Directors. The Advisory Board may meet at any time and place its members choose.
2. Board Observation. The Advisory Board may, by a majority vote of its total membership, appoint up to three individual who may attend meetings of the Board of Directors in a non-voting, advisory capacity.

**ARTICLE X**

**IRC 501(C)(3) TAX EXEMPTION PROVISIONS**

1. Limitations on Activities.
   1. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
   2. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal revenue Code, or (b) by a corporation to which contributions are tax-deductible under Section 170(c)(2) of the Internal revenue Code.
2. Prohibition against Private Inurement. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation.
3. Distribution of Assets. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any distribution shall be made in accordance with all applicable provisions of the laws of the State of Delaware.

**ARTICLE XI**

**AMENDMENTS**

1. Amendments to the following provisions shall require approval by both a two-thirds vote of the Board of Directors and a majority vote of the Members:
   1. Article II (the Purposes of the Corporation)
   2. Any provision affecting the rights or obligations of Members;
   3. Any provision defining the voting rights of Directors;
   4. Article VII (Board Elections);
   5. Article X (IRC 501(C)(3) Tax Exemption Provisions); and
   6. Article XI (Amendments).
2. Except as provided in Paragraph 1 of this Article XI, these bylaws may be amended by a majority vote of the Board of Directors.

**ARTICLE XII**

**MISCELLANEOUS**

1. Authority to Bind the Corporation. The Board of Directors may authorize any officer or agent to enter into any grant, contract, or other instrument on behalf of the Corporation, and such authority may be general or confined to specific instances. Except as authorized by these Bylaws or the Board of Directors, no officer, agent, or employee of the Corporation shall have any authority to bind the Corporation by any grant, contract, or instrument, or to pledge its credit or to render it liable for any purpose or in any amount.
2. Signatory Authority. All checks, drafts or other debt instruments issued in the name of the Corporation shall be signed or endorsed by one or more officers, agents, or employees of the Corporation as determined by the Board of Directors.
3. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in the banks, trust companies, mutual funds, or other depositories designated by the Board of Directors. For the purpose of any such deposit, all checks, drafts, and other orders for the payment of money which are payable to the order of the Corporation may be endorsed, assigned and delivered by any officer of the Corporation authorized by the Board of Directors.
4. Indemnification. The Corporation shall, and hereby does, indemnify each of its present and former Directors, officers, and agents against expenses actually and necessarily incurred by her or him in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been a Director, officer, or agent of the Corporation, provided that the Director, officer, or agent acted in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and provided further that if the indemnity is with respect to a criminal proceeding, the Director, officer or agent had no reasonable cause to believe the conduct was unlawful.
5. Insurance. The Corporation may purchase and maintain insurance on behalf of its present and former Directors and officers against any liability, or settlement based on asserted liability, incurred by them by reason of being or having been board members or officers of the corporation, whether or not corporation would have the power to indemnify them against such liability or settlement under the provisions of this section.
6. No Seal. The Corporation shall have no corporate seal.