SOFTWARE IN THE PUBLIC INTEREST
Draft-ByLaws

ARTICLE I
ORGANIZATION

The name of this organization shall be Software in the Public Interest, Inc.

The organization may have such office(s) at such place(s) as the Board of Directors from time to time determines.

ARTICLE II – PURPOSES

The purposes for which this organization has been organized are set forth in the Certificate of Incorporation.

ARTICLE III
Membership

Section 1.
Classes of Membership
There shall be two classes of members, Contributing and Non-contributing. Contributing memberships are open to persons who have made significant contributions as determined by the Board of Directors. Any other person who believes in the purpose of the organization shall be eligible to apply to become Non-contributing member. Memberships are not transferable.

Section 2.
Eligibility
To be eligible for membership, a person must complete an electronic membership application in such form as shall be adopted by the Board of Directors from time to time. All memberships shall be granted upon approval by the Board of Directors.

Section 3.
Rights of Members
Right and responsibilities of the Contributing and Non-contributing members shall

be set by the Board of Directors. Each Contributing member in good standing shall be entitled to one vote on each matter submitted to a vote of the members including the election of Directors to the Board.

Section 4.
Meetings
A meeting of the members shall be held annually for the election of directors and the transaction of other business at such time as the Board of Directors may determine. Special meetings of the membership may be called by the President at their discretion, or at the direction of the Board, or at the written request of at least 10% of the membership. All meetings may be conducted by any means that all persons participating in the meeting can participate at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 5.
Notice
Written notice stating the means, place, date, hour, purpose of the meeting shall be delivered via email not less than seven (7) nor more than sixty (60) days before the date of the meeting.

Section 6.
Termination from Membership
Membership shall be terminated by death, resignation, expulsion, expiration of a term of membership or dissolution and liquidation of the organization.

Section 7.
Voluntary Withdrawal from Membership
Members may withdraw from membership in the organization at any time upon ten (10) days' written, signed notice delivered to the Board.

Section 8.
Quorum
Members entitled to cast a majority of the total number of votes entitled to be cast thereat shall constitute a quorum at a meeting of members for the transaction of any business.

Section 9.
Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE IV
Board of Directors

Section 1.
Powers and Duties
The Board shall have general power to control and manage the affairs and property of the organization subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and herein.

The Board shall:

(i) Direct the President and Treasurer of the organization to present at the annual meeting of the Board a financial report, verified by the President and Treasurer or a majority of the Directors, or certified by an independent public accountant or certified public accountant or a firm of such accountants selected by the Board. This report shall be filed with the records of the organization and a copy or abstract thereof entered in the minutes of the proceedings of the annual meeting of the Board.

(ii) Select all Officers for the organization and approve the members of any standing committee appointed by the President.

Section 2.
Number
The number of Directors constituting the entire Board shall be nine (9). As used in these bylaws, the term "entire Board" shall consist of all elected Directors.

Section 3.
Election and Term of Office
Directors are elected by the plurality of a vote of Contributing members. The Directors shall hold office for 3 year terms The initial Directors shall be divided into three (3) equal groups, one-third (1/3) of them to serve for an initial term of one (1) year, one-third (1/3) to serve for an initial term of two (2) years, and one-third (1/3) to serve for an initial term of three (3) years. .

Section 4.
Qualification for Directors
Each Director shall be at least 18 years of age. A Director must be a contributing member of the organization.

Section 5.
Removal
Any Director may be removed at any time for cause by a majority vote of the Board of Directors then in office at a regular meeting or special meeting of the Board called for that purpose provided that at least one week's notice of the proposed action shall have been given to the entire Board then in office.

Section 6.
Resignation

Any Director may resign from the Board at any time. Such resignation shall be made in electronic form, delivered via e-mail, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the organization or the President. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director.

Section 7.
Vacancies and Newly Created Directorships
Any vacancies on the Board arising at any time and from any cause may be filled at any meeting of the Board by a majority of the Directors then in office, regardless of their number until the annual meeting of the members. A vacancy in the Board shall be deemed to exist on the occurrence of any of the following:

(a) the death, resignation or removal of any Director;
(b) an increase in the authorized number of Directors by resolution of the Board; or
(c) the failure at any annual or other meeting at which any one or more Directors are to be elected, to elect the full authorized number of Directors to be voted for at that meeting.

Section 8.
Meetings

Meetings of the Board may be held at any place as the Board may from time to time fix. The annual meeting of the Board shall be held at a date, time and place fixed by the Board. Special meetings of the Board shall be held whenever called by the President of the Board or any Director upon written demand of not less than three one-third Directors of the Board. Meetings may be conducted by means of telephone or internet relay chat or video conference or similar communications equipment provided that all persons participating in the meeting can participate at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 9.
Notice of Meetings
Regular meetings may be held without notice of the time and place if such meetings are fixed by the Board. Notice of the time and place of the annual meeting, each regular meeting not fixed by the Board and each special meeting of the Board shall be delivered to each Director by e-mail at least seven (7) days before the day on which the meeting is to be held;

To discuss matters requiring prompt action, notice of special meetings may be sent to each Director by e-mail no less than forty-eight hours before the time at which such meeting is to be held, unless the meeting must be held within forty -eight hours.

Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Waivers of notice sent by email must be able to be reasonably determined to be sent by the board member. No notice need be given of any adjourned meeting.

Section 10.
Quorum
Unless a greater proportion is required by law, quorum shall be a simple majority of the Directors of the Board.

Section 11.
Voting
Except as otherwise provided by law or these Bylaws, at any meeting of the Board at which a quorum is present, the affirmative vote of a simple majority of the Directors present at the time of the vote shall be the act of the Board.

If at any meeting of the Board there shall be less than a quorum present, the

Directors present may adjourn the meeting until a quorum is obtained. Any one or more Directors of the Board or any committee thereof may participate in a meeting of the Board or committee by means of telephone or internet relay chat or video conference or similar communications equipment provided that all persons participating in the meeting can participate at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 12.
Action by the Board
Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all Directors of the Board or the committee consent in writing via email to the adoption of a resolution authorizing the action. A record of such action shall be maintained.

Section 13.
Compensation
No compensation of any kind shall be paid to any Director for the performance of his or her duties as Director. Subject to Article IX below (Conflicts of Interest Policy) provided that there is full disclosure of the terms of such compensation and the arrangement has been determined to be fair and reasonable and approved by the Independent Directors of the Board, this shall not in any way (i) limit reimbursement of or payment for services provided to the organization by the Director in any capacity separate from their responsibilities as a Director or (ii) by any organization with which a Director is affiliated.

ARTICLE V
OFFICERS, EMPLOYEES AND AGENTS

Section 1
The Officers of the organization shall be a President, a Secretary, a Treasurer and such other Officers, as the Board may from time to time appoint. One person may hold more than one office in the organization except that no one person may hold the offices of President and Secretary. The President shall be a Director of the Board and shall not be an employee of the organization.

All other Officers shall be the Directors of the Board. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.

Section 2.
Election and Term of Office
The Officers of the organization shall be elected for a one year term at the annual meeting of the Board, and each shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal.

Section 3.
Employees and Other Agents
The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties.

Section 4.
Removal
Any Officer, employee or agent of the organization may be removed with or without cause by a simple majority of the entire Board.

Section 5.
President: Powers and Duties
The President shall preside at all meetings of the Board. The President shall have general supervision of the affairs of the organization and shall keep the Board fully informed about the activities of the organization. They will have the power to sign and execute alone in the name of the organization all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President shall perform all the duties usually incident to the office of the President and shall perform such other duties as from time to time may be assigned by the Board.

Section 6.
Secretary: Powers and Duties
The Secretary shall keep the minutes of the annual meeting and all meetings of the Board in books provided for that purpose. The Secretary shall be responsible for the

giving and serving of all notices of the organization , receiving the annual disclosure statements required by Article IX and the conflict of interests policy adopted by the organization and shall perform all the duties customarily incidental to the office of the Secretary, subject to the control of the Board, and shall perform such other duties as shall from time to time be assigned by the Board.

Section 7.
Treasurer: Powers and Duties
The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the organization, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the organization in the name and to the credit of the organization in such banks or depositories as the Board may designate. At the annual meeting, the Treasurer shall render a report of the organization's accounts showing in appropriate detail

Section 8.
Compensation
Any Officer who is an employee or agent of the organization is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the organization as an employee or agent when authorized by a majority of the entire Board, and only when so authorized.

ARTICLE VI
COMMITTEES

Section 1.
A majority of the Board of Directors in office may create one or more committees of the Board of Directors for any purpose. Each committee shall consist of two or more Directors of the Board. Such committees may exercise the authority of the Board .

Section 2.
A committee of the Board may have delegated authority to bind the organization on any matter except on:

a) The filling of vacancies in the Board or any committee;
b) The amendment or repeal of the bylaws or the adoption of new bylaws; and
c) The amendment or repeal of any resolution of the Board that by its terms shall not be so amendable or repealable.

ARTICLE VII

CONTRACTS, CHECKS, BANK ACCOUNTS

The Board is authorized to select the banks or depositories it deems proper for the funds of the organization and shall determine who shall be authorized on the organization's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments

ARTICLE VIII
FISCAL YEAR

The fiscal year of the organization is January 1 through December 31.

ARTICLE IX
CONFLICT OF INTERESTS
The organization will adopt a conflict of interest policy as per Section 712-a(c) New York Not-for -Profit Corporation Law ("N-PCL") and ensure that the Board of Directors oversees its adoption, implementation of, and compliance.

ARTICLE X
INDEMNIFICATION

The organization may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that they were a Director, officer, employee of the organization, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney fees. No indemnification may be made to or on behalf of any such person if (a) their acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) they personally gained in fact a financial profit or other advantage to which they were not legally entitled in the transaction or matter in which indemnification is sought.

ARTICLE XI
MISCELLANEOUS

Section 1.
Amendments
These Bylaws may be amended or repealed by the affirmative vote of the majority of

the entire Board. Any amendment or repeal of these Bylaws is authorized only at a duly called and held meeting of the Board for which proper notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions . If any By-law regulating an impending election of Directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of the members for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

Section 2.
Records
The organization shall keep correct and complete books and records of account, minutes of the Board meetings, and all the resolutions passed by the Board in electronic form.

Adopted by the Board this __ day of _____ 2016

_____
President Dated

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Board.

_____
Secretary Dated