

**Bylaws**  
**of**  
**NumFOCUS, Inc.**  
(the “Corporation”)

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**Article 1  
Offices**

**Section 1. Principal Office**

The principal office of the Corporation is located in Travis County, State of Texas.

**Section 2. Change of Address**

The designation of the county or state of the Corporation's principal office may be changed by amendment of these bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

New Address: \_\_\_\_\_  
\_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_

New Address: \_\_\_\_\_  
\_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_

New Address: \_\_\_\_\_  
\_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_

**Section 3. Other Offices**

The Corporation may also have offices at such other places, within or without its state of

incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

## **Article 2 Nonprofit Purposes**

### **Section 1. Purposes of Corporation**

This Corporation is organized exclusively for charitable, religious, 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 federal tax code.

### **Section 2. Mission Statement**

The mission of NumFOCUS is to promote open practices in research, data, and scientific computing by serving as a fiscal sponsor for open source projects and organizing community-driven educational programs.

### **Section 3. Fiscal Sponsorship**

Fiscally sponsored project and entities must be open source and further the mission of NumFOCUS. The acceptance, rejection, requirements and fees of individual fiscal sponsorships will be determined by the Board on an individual basis.

## **Article 3 Directors**

### **Section 1. Number**

The Corporation shall have a minimum of 3 and a maximum of 9 directors and collectively they shall be known as the Board of Directors (the “Board” or “Board of Directors”). The initial Board shall begin with 5 directors. The number of directors may be changed by resolution adopted by a majority of the Board of Directors. At all times the Board will consist of an odd number of directors.

## **Section 2. Qualifications**

Directors shall be of the age of majority in Texas.

## **Section 3. Powers**

Subject to the provisions of the laws of Texas and any limitations in the Articles of Incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

## **Section 4. Duties**

It shall be the duty of the Board to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation;
- c. Supervise all officers, agents, and employees of the Corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these bylaws;
- e. Register their email addresses with the Secretary of the Corporation, and notices of meetings emailed to them at such addresses shall be valid notices thereof.

## **Section 5. Election and Term of Office**

Each person named in the Articles of Incorporation or elected by the incorporator(s) at the organization meeting, as the case may be, as a member of the initial Board of Directors shall hold office until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal or death.

The Board of Directors shall elect directors. Nominations for individual members of the Board of Directors shall be taken from current board members and the public. Positions will be filled by the affirmative vote of a strict majority. All Board of Directors elections are carried out by the current Board of Directors in office prior to the election.

Each director shall hold office for a two year term with an option to renew for an additional two year term, for which he or she is elected and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal or death.

## **Section 6. Compensation**

Directors shall serve without compensation except that a reasonable fee may be paid to

directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this Corporation's conflict of interest policy.

### **Section 7. Place of Meetings**

Regular and special meetings of the Board of Directors may be held within or outside the State of Texas and within or outside the United States. At the option of the Board of Directors, meetings may also be held electronically or by teleconference.

### **Section 8. Regular Meetings**

Regular meetings of the Board of Directors shall be held regularly as determined by the current board and at such times thereafter as the Board of Directors may fix. No notice of regular directors' meetings shall be required.

Special meetings of the Board of Directors shall be held at such times as called by the Chair of the Board, the President of the Board, or any two (2) directors. Notice of the time and place of special meetings of the Board of Directors shall be given to each director by electronic mail at least two (2) days before the meeting.

Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice, either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or conveyed, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Members of the Board of Directors may participate in a meeting of such Board or of any committee designated by such Board by conference telephone, instant messaging, or similar communications medium by means of which all persons participating in the meeting can communicate with each other at the same time. Participating by such means shall constitute presence in person at a meeting.

### **Section 9. Action Without a Meeting**

Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a simple majority of the Board of Directors vote in favor of the resolution, consent thereto in writing, including by electronic means, and such writing is filed with the minutes of the proceedings of the Board of Directors or Committee. Such consent shall have the same effect as a unanimous vote except for the removal of a board member.

### **Section 10. Quorum for Meetings**

A majority of the number of directors fixed in accordance with these Bylaws shall constitute a

quorum for the transaction of business. A quorum must be present for a vote to take place. The vote of a majority of the entire Board of Directors shall be the act of the Board of Directors.

### **Section 11. Conduct of Meetings**

Meetings of the Board of Directors shall be presided over by the Chair of the Board, or, if no such person has been so designated, or in his or her absence, the President of the Corporation, or in his or her absence, by the Vice President of the Corporation, or in the absence of each of these persons, by a Chair chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

### **Section 12. Vacancies, Resignation, and Removal**

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the Chair of the board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the office of the attorney general or other appropriate agency of this state.

Directors may be removed from office, with or without cause, by a special vote called by the Board of Directors. Such voting should take place at a designated meeting with all members present. A unanimous vote of all Directors is required to remove a Director from office. Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation, or removal from office.

### **Section 13. Nonliability of Directors**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

### **Section 14. Indemnification by Corporation of Directors and Officers**

The directors and officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.

### **Section 15. Insurance for Corporate Agents**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws,

or provisions of law.

## **Article 4 Officers**

### **Section 1. Designation of Officers**

The officers of the Corporation shall be a President, a Secretary, and a Treasurer. The Corporation may also have a Chair of the Board, one or more Vice Presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

### **Section 2. Qualifications**

Any person may serve as officer of this Corporation. These offices will be held by current members of the Board of Directors.

### **Section 3. Election and Term of Office**

The officers of the Corporation shall consist of a President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. A Chair of the Board, one or more Vice Chair, one or more Vice Presidents, and such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

### **Section 4. Removal and Resignation**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

### **Section 5. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. A vacancy left in the position of an officer shall be appointed at the discretion of the board. A vacant officer position may or may not be filled as the Board shall determine.

### **Section 6. Duties of the Chair of the Board**

The Chair of the Board, if one is elected, shall preside at all meetings of the Board of Directors and members and shall have such other duties and authority as may be conferred by



the Board of Directors.

### **Section 7. Duties of President**

The President shall be the chief representative of the Corporation and shall have such other duties and authority as may be conferred by the Board of Directors, subject to the direction of the Board of Directors. If a Chair of the Board is not elected, the President shall preside at all meetings of the Board of Directors and members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

### **Section 8. Duties of Vice President**

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President(s) shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President(s) shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

### **Section 9. Duties of Secretary**

The Secretary shall keep accurate records of the acts and proceedings of all meetings of the members and directors. The Secretary shall give all notices required by law and by these Bylaws. In addition, the Secretary shall have general charge of the corporate books and records and of the corporate seal, and he or she shall affix, or attest the affixing of, the corporate seal to any lawfully executed instrument requiring it. The Secretary shall have general charge of the membership records of the Corporation and shall keep, at the registered or principal office of the Corporation, a list of the members showing the name, address, telephone number, facsimile number and electronic mail address of each member. The Secretary shall sign such instruments as may require his or her signature and, in general, shall perform all duties as may be assigned to him or her from time to time by the Chair, the President or the Board of Directors. The Assistant Secretary, if one is appointed, shall render assistance to the Secretary in all the responsibilities described above.

Exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request therefor, the bylaws, the membership list, and the minutes of the proceedings of the directors of the Corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

### **Section 10. Duties of Treasurer**

The Treasurer shall have custody of all corporate funds and financial records, shall have access to receipts and disbursements and shall perform such other duties as may be prescribed by the Chair, the President or the Board of Directors. The Assistant Treasurer, if one is appointed, shall render assistance to the Treasurer in all of the responsibilities described above.

Exhibit at all reasonable times financial records to any director of the Corporation, or to his or her agent or attorney, on request therefor.

Render to the President and the Board, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the Corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

### **Section 11. Executive Director**

The Executive Director of the Corporation (“Executive Director”), if any, shall report to the Board of Directors, shall be hired and fired without need for cause by the Board of Directors, and shall implement the Corporation’s mission and manage the day-to-day operations of the Corporation. The Executive Director, if any, shall have general authority to execute bonds, deeds and contracts in the name of the Corporation’ to cause the employment or appointment of such employees and agents of the Corporation as the proper conduct of operations may require and to fix their compensation’ to remove or suspend any employee or agent’ and in general perform all duties incident to the office of Executive Director and such other duties as from time to time may be assigned to him or her by the President or by the Board.

The Executive Director will serve as an ex-officio member of the board without voting rights.

### **Section 12. Compensation**

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered to or for the Corporation. All officer salaries shall be approved in advance in accordance with this Corporation's conflict of interest policy.

## **Article 5 Committees**

### **Section 1. Executive Committee**

The Board of Directors may, by a majority vote of the members of the Board of Directors , designate an Executive Committee consisting of at least one board member and may delegate to such committee the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

By a majority vote of the members of the Board of Directors, the Board of Directors may at

any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board of Directors. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

### **Section 2. Advisory Council**

The Board of Directors may, by resolution, establish a council of advisors (the “Advisory Council”) to be comprised of one or more individuals chosen by the Board of Directors at its sole discretion. The Board of Directors shall not be bound by any advice or decision of the Advisory Council. The members of the Advisory Council shall not have the rights or privileges of members of the Board of Directors as set forth in these bylaws and shall have no power or authority over the operation of the Corporation. A member of the Advisory Council may be removed at any time by the Board of Directors with or without cause.

### **Section 3. Other Committees and Councils**

The Corporation shall have such other committees and councils as may from time to time be designated by resolution of the Board of Directors. These committees and/or councils may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

### **Section 4. Meetings and Action of Committees and Councils**

Meetings and action of committees and councils shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the Board of Directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and/or council and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

## **Article 6**

### **Execution of Authorization, Instruments, Deposits, and Funds**

#### **Section 1. Execution of Instruments**

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

amount.

## **Section 2. Gifts**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation.

## **Section 3. Counterpart Execution: Facsimile Execution and Electronic Signatures**

Any document requiring the signature of the directors may be executed in any number of counterparts with the same effect as if all of the required signatories had signed the same document. Such executions may be transmitted to the Corporation and/or the other directors by facsimile, or by electronically signed delivery in a form accepted by the Board of Directors, and such facsimile or electronically signed execution shall have the full force and effect of an original signature. All fully executed counterparts, whether original executions or facsimile or electronically signed executions or a combination, shall be construed together and shall constitute one and the same agreement.

## **Section 4. Form and Transmission of Written Notice**

Wherever "written notice" or "notice" is required of the Corporation or its members, the notice may be provided as a letter or other printed document, or it may be provided as an electronically stored document in a format that can be read by the recipient. Such notice may be transmitted to the recipient by any of the following means: in person, by first class or express mail, or by fax or other electronic transmission. If made in person, such notice will be deemed to be delivered immediately. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail or with an express mail service provider, addressed to the recipient at his or her address of record, with postage thereon prepaid. If faxed or emailed, such notice shall be deemed to be delivered when the recipient, or a representative of the recipient, confirms receipt.

# **Article 7**

## **Corporate Records and Reports**

### **Section 1. Maintenance of Corporate Records**

The Corporation shall keep online records of:

- a. Minutes of all meetings of directors, committees of the board, and, if this Corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the

class of membership held by each member and the termination date of any membership;

- d. A copy of the Corporation's Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the Corporation

### **Section 2. Directors' Inspection Rights**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation, and shall have such other rights to inspect the books, records, and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

### **Section 3. Right to Copy and Make Extracts**

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

### **Section 4. Periodic Report**

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this Corporation, to be so prepared and delivered within the time limits set by law.

### **Section 5. Fiscal Year**

The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

## **Article 8 Amendment of Bylaws**

### **Section 1. Amendment**

These Bylaws may be altered, amended or repealed by the Board of Directors, and new Bylaws may be adopted by the Board of Directors.

## **Article 9 Construction and Terms**

If there is any conflict between the provisions of these bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the Articles of Incorporation shall be to the articles of

incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this Corporation filed with an office of this state and used to establish the legal existence of this Corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

## **Article 10**

### **Members**

#### **Section 1. Determination and Rights of Members**

The Board may, if they choose, define several different classes of membership with benefits and fees as determined by the Board. Except as expressly provided in or authorized by the Articles of Incorporation the bylaws of this Corporation, or provisions of law, all members of a particular class shall have the same rights privileges, restrictions, and conditions of other members of the class.