

BYLAWS
FOR
DJANGO SOFTWARE FOUNDATION
(A Kansas Nonprofit Corporation)

OBJECTS, PURPOSES, POWERS, and LIMITATIONS.

1.1 The Foundation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the “**Code**”). The Foundation’s purposes shall include, but not be limited to, developing and promoting the DJANGO framework for free and open public use among the worldwide web development community, protecting the framework’s long-term viability, and advancing the state of the art in web development. To enable the Foundation to carry out such purposes, it shall have the power to do any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or in conjunction with others, which may be necessary, proper or suitable for the attainment of any of the purposes for which the Foundation is organized. To further such objects and purposes, the Foundation shall have and shall exercise all the powers conferred by the provisions of The Kansas General Corporation Code which are not outside the scope of these Articles of Incorporation.

1.2 No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Foundation shall not participate in, or intervene (including the publishing or distributing of statements) in any political campaign on behalf of (or in opposition to) any candidate for public office.

1.3 No part of the net earnings or other assets of the Foundation shall inure to the benefit of, or be distributable to, its members, directors, officers, contributors, or other persons in their private capacity, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in this Article.

1.4 Notwithstanding any other provision, the Foundation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(a) of the Code and as an organization described in Section 501(c) (3) of the Code.

OFFICES AND AGENTS.

Initial Office. The address of the Initial Office of the Foundation and the name of the initial registered agent of the Foundation at such address are set forth in the Articles of Incorporation.

Principal Office. The Principal Office of the Foundation shall be located at such

place as the Board of Directors may from time to time authorize. The Foundation may also from time to time designate a different person as its registered agent. If the Principal Office is located outside of the State of Kansas, and the Foundation has one or more offices in the State of Kansas, the Board of Directors shall fix and designate a principal office in the State of Kansas.

Other Offices. The Foundation may also have offices at other places within or outside the State of Kansas, as the Board may from time to time authorize and/or as the business of the Foundation may require.

MEMBERS.

3.1. Initial Members. The initial Members are as designated in the Articles of Incorporation.

3.2. Member Classes. Additional Members of the Foundation shall be elected by the Board as either Development Members or as Sponsor Members.

3.2.1. Development Members. Development Members are those who make a contribution of intellectual property to the Foundation which the Foundation accepts and deems to be sufficiently material to merit election. Development Members remain active and continuing Members of the Foundation unless they resign or their membership is otherwise terminated.

3.2.2 Sponsor Members. Sponsor Members are those who are (a) invited by the Foundation to become a Sponsor Member and (b) agree to make an annual financial contribution in such amount as may be determined by the Board from time to time. Sponsor Members remain members of the Foundation for a period of one year, and may renew and retain their membership upon approval of the Board and upon making the financial contribution in such amount as the Board determines at the time of renewal. This annual financial contribution is due upon the beginning of each fiscal year. From the due date, until the fee is paid, all membership rights of the Sponsor Member, including the right to vote and be counted for purposes of quorum, are suspended and terminated until the Sponsor Member's yearly fee has been paid in full.

3.3. Admission of Members. Additional Members of the Foundation (whether as Development or Sponsor) shall be admitted as Members of the Foundation only by invitation approved by a majority vote of the existing Board of the Foundation.

3.4. Voluntary resignation of membership. A Member may resign from membership in the Foundation at any time upon written notice delivered to an officer of the Foundation.

3.5. Termination of Membership. No Member may have his, her, or its membership terminated except by the affirmative vote of a majority of the board of directors of the Foundation.

3.6. Effect of Resignation or Termination of Membership. Upon any resignation or termination of the membership of any Member, all rights of membership, including all

related voting rights, of such Member shall be terminated. After a resignation or termination of the membership of any Member, such Member may be reconsidered for membership only in accordance with Section 3.2 of these bylaws.

4. BOARD OF DIRECTORS.

4.1 Powers. The Board of Directors (the "Board") shall direct, conduct, and manage the activities and affairs of the Foundation. The Board may delegate the activities and affairs of the Foundation to any person or persons, management company or committee, provided that the activities and affairs of the Foundation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. The Board may also adopt rules and regulations governing the action of the Board and of the Foundation generally, and may allocate, distribute, and/or pay out the moneys received by the Foundation, subject to section 501(c)(3) and other applicable provisions of the Code and the provisions of the Laws of the State of Kansas.

4.2 Number of Directors. The number of directors of the Foundation shall be not less than a minimum of three and not more than a maximum of fifteen until changed by a duly adopted amendment of these bylaws. The Board shall set the exact number of directors within these limits from time to time. No reduction of the number of directors shall remove any director prior to the expiration of his or her term of office.

4.3 Composition of the Board. The initial members of the Board shall be as stated in the Articles of Incorporation to serve for a term of one year and until their successors are duly elected and installed. Thereafter, in advance of each annual meeting, Members of the Foundation may nominate candidates for election to the Board.

4.4 Election of Directors

4.4.1 Term. Directors shall be elected to two (2) year terms. All directors shall hold office until their respective successors are elected, or until their death, resignation, or removal. There shall be no prohibition on the re-election of any director following the completion of that director's term of office. Directors elected to fill a vacancy shall complete the original term of the directorship.

4.4.2 Process. Directors shall be elected to staggered terms. A quorum of the directorship shall be elected for odd year terms beginning with the election for the 2025 board. One fewer than a quorum of the directorship shall be elected for even year terms beginning with the election for the 2024 board. The 1-indexed ranked results of the election for the 2023 board shall determine which term each director belongs to, with odd ranks being odd year terms and even ranks being even year terms. The same process shall be used to determine the term for board members elected upon an increase in the number of directors.

4.5 Resignations. Any director of the Foundation may resign effective upon giving written notice to the Chairman of the Board, the president, the Secretary, or the Board of

Directors of the Foundation, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation specifies such a later time, the Board may elect a successor pursuant to Section 4.7 (Vacancies) of these bylaws to take office on the date the resignation becomes effective. Notwithstanding the foregoing, no director may resign if such resignation would leave the Foundation without a duly elected director or directors in charge of its affairs.

4.6 Removal. Any director may be removed from office, with or without cause, by the vote of a majority of the other directors.

4.7 Vacancies. A vacancy or vacancies on the Board shall be deemed to exist in case of the death, resignation, or removal of any director, or upon the increase in the number of directors, or if, for whatever reason, there are fewer directors on the Board than the full number then authorized by the Board. Such vacancy or vacancies may be filled by the remaining directors, though less than a quorum, or by the sole remaining director. Directors appointed by the board shall serve until the next election

4.8 Compensation. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement for expenses, as may be fixed or determined by the Board.

5. MEETINGS.

5.1 Annual Meeting. An annual meeting of the Members and the Board shall be held on such date as shall be selected each year by the Board and designed to coincide with an educational and/or professional conference having relevance to some or all of the members of the Foundation.

5.2 Regular meetings. Regular meetings of the Board shall be held at such times, places, and dates as fixed by the Board. Regular meetings of the Board may be held without notice. Regular meetings of the Members are not required.

5.3 Special Meetings. The Chairman, the President, any Vice President, or the Secretary may call a special meeting of the Board or of the Members for any purpose.

5.4 Participation by Telephone or Electronic Conference. Directors may participate in a Board meeting (a) through the use of a conference telephone or similar communications equipment, so long as all directors participating in such a meeting can hear one another, or (b) by electronic conference so long as all directors participating in such a meeting can read all comments made by all participants on a real-time basis. Such participation constitutes presence in person at such meeting.

5.5 Notice of Meetings. Each director shall receive personal notice of the date, time, and place of all Board meetings and each Member shall receive personal notice of all meetings of the Members. Such personal notice shall be delivered in writing or orally, or by telephone, including a voice or other messaging system, by facsimile or electronic mail, or other electronic means, at least forty-eight (48) hours before the meeting, or sent in writing by first-class mail, charges prepaid, at least four (4) days before the meeting.

The Secretary of the Foundation or the person or persons who called the meeting shall give notice of the meeting. Such notice need not specify the purpose of the meeting. Notice of any meeting need not be given to any director or Member who signs a waiver of notice of such meeting, or a consent to holding the meeting, or an approval of its minutes, either before or after the meeting, or who attends the meeting without protesting prior thereto. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

5.6 Place of Meetings. Meetings of the Board and of the Members may be held at any place within or without the state which has been designated in the notice of the meeting or, if not so designated or stated, at the principal office of the Foundation.

5.7 Quorum and Transaction of Business. A majority of the authorized number of directors or Members shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors or Members at a meeting duly held at which a quorum is present shall be the act of the Board or of the Members, respectively, unless otherwise provided by law, or if these bylaws specifically require a greater number. A meeting at which a quorum is initially present may continue to transact business, notwithstanding withdrawal of the directors, if at least a majority of the number constituting a quorum approves such action. Without a quorum at any meeting, a majority of the directors or Members present may adjourn the meeting.

5.8 Adjournment. Any meeting of the Board or Members, whether or not a quorum is present, may be adjourned to another time and place by the affirmative vote of a majority of the directors or Members present. If the meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given in accordance with Section 5.5 above.

Action without Meeting. Any action required or permitted to be taken by the Board or the Members at a meeting thereof may be taken without a meeting if all of the directors or Members, respectively, shall consent in writing to such action. Evidence of such action shall be one or more written consents describing the action taken, signed by each director or Member, and included in the minutes or filed with the corporate records reflecting the action taken. Any action taken hereunder shall be effective upon the receipt of the written consent of all of the directors or Members, respectively, for approval of the action under consideration.

5.10 Written Notices, etc. Any written notice, consent or waiver, required or permitted hereunder shall be sufficient if sent by email to the recipient from the electronic address of the person giving such notice, consent or waiver.

6. COMMITTEES OF THE BOARD.

6.1 Formation and Powers. The Board may by resolution adopted by a majority of the Directors then in office, provided a quorum is present, create one or more committees, each consisting of two (2) or more directors, to serve at the pleasure of the Board. Appointments to such committees shall be by a majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of any

committee to replace any absent member at any meeting of such committee. Any such committee shall have the authority to act in the manner and to the extent provided in the resolution of the Board, and may have all the authority of the Board in the management of the activities and affairs of the Foundation, except with respect to: [insert here]

7. **LIMITS ON LIABILITY OF DIRECTORS.** The Directors, officers and members of the Foundation shall not be personally liable for the payment of the Foundation's debts, except as they may be liable by reason of (a) breach of their duty of loyalty to the Foundation; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; or (c) any transaction in which they derived an improper benefit.

8. OFFICERS.

8.1. **Number.** The officers of the Foundation shall be a President, a Treasurer and a Secretary. The Foundation may also have a Vice President. Officers are not required to be members of the Foundation, and officers other than the President are not required to be members of the Board of Directors. One individual may hold more than one office.

8.2. **Election and Term of Office.** The officers of the Foundation shall be elected by majority vote of the Board of Directors at the annual meeting of the Board of Directors. Officers shall not be required to be directors. The term for each office shall be for one (1) year.

8.3. **Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed upon a vote by the Board of Directors whenever, in its judgment, the best interests of the Foundation would be served thereby.

8.4. **Vacancies.** A vacancy in any office because of death, resignation, removal, or otherwise, may be filled upon a vote by the Board of Directors for the unexpired portion of the term.

8.5. **President.** The President shall preside at all meetings of the members and of the Board of Directors. The President may sign any documents and instruments which the Board of Directors authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Foundation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

8.6. **Vice President.** In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

8.7. **Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties (at the expense of the Foundation) in such sum and with such surety or sureties as the Board of Directors shall determine. The

Treasurer shall: have charge and custody of and be responsible for all funds and securities of the Foundation and, in general, perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

8.8. Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one (1) or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

8.9. Compensation. The officers shall not be compensated; however the Board of Directors may authorize reimbursement of expenses incurred by officers in performance of their duties on behalf of the Foundation.

9. INDEMNIFICATION OF OFFICERS AND DIRECTORS.

9.1. General Indemnity. The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceedings, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Foundation, by reason of the fact that he/she is or was a director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or agent of another Foundation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceedings if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Foundation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Foundation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

9.2. Attorneys' Fees. To the extent that a director, officer, employee or agent of the Foundation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsection 9.1 of this Article, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him/her in connection with the action, suit or proceeding.

9.3. Determination of Board. Any indemnification under subsection 9.1 of this section, unless ordered by a court, shall be made by the Foundation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in this section. The determination shall be made by the

Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs or by independent legal counsel in a written opinion.

9.4. Non-Exclusive. The indemnification and advancement of expenses provided by, or granted pursuant to this Article, shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other provision of law, the Articles of Incorporation or any agreement, vote of disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

10. CONTRACTS, LOANS, CHECKS, DEPOSITS AND CUSTODIANS.

10.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

10.2. Loans. No loans shall be contracted on behalf of the Foundation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

10.3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

10.4. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board may select.

10.5. Custodians. The Board may from time to time designate a bank, trust company, or depository as custodian of all funds and properties of the Foundation, which custodian shall maintain a record of all receipts, expenditures, income and expenses of the Foundation and/or perform such ministerial duties as the Board by written direction may instruct, the custodian to receive such fees for its services as may from time to time be agreed upon by the Board and the custodian.

11. AMENDMENT. New Bylaws may be adopted or these Bylaws may be amended or repealed upon the majority vote of the Board at any regular or special meeting thereof. Notice of any amendment of the Bylaws by the Board shall be given to each member of the Board within ten (10) days after the date of such amendments by the Board.

CERTIFICATE

The undersigned, hereby certifies:

(a) That the undersigned is the duly elected, qualified and acting President of DJANGO SOFTWARE FOUNDATION, a Kansas Nonprofit Corporation; and

(b) That, to the best of the knowledge of the undersigned, the foregoing Bylaws, comprising seven (7) pages constitute the original Bylaws of the Foundation; and

(c) The foregoing are the duly adopted Bylaws of the Foundation now in full force and effect.

IN TESTIMONY WHEREOF, this Certificate has been executed this _____ day of May, 2008.

Printed name: Jacob Kaplan-Moss
Title: President, Django Software
Foundation