

BYLAWS OF THE PARROT FOUNDATION  
(A Washington State Nonprofit Corporation)

Article I - Offices

**1.1 Principal Office.** The principal office of the Corporation shall be located in the State of Washington. The Board of Directors is granted full power and authority to change the principal office from one location to another, upon filing of such notices as may be required by law.

**1.2 Other Offices.** The Board of Directors may establish other offices, either within or outside the State of Washington, as the business of the Corporation may require.

**Article II - Purposes**

**2.1 Purposes.** This Corporation is a nonprofit membership corporation, organized and operated exclusively for scientific, educational, and charitable purposes as defined by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including, but not limited to:

- (a) protecting the intellectual property consisting of the virtual machine, tools, libraries, and computer language implementations collectively known as “Parrot”;
- (b) cultivating an open source community and an ecosystem of complementary tools, libraries, extensions, applications, and computer language implementations;
- (c) offering Parrot to members of the general public through the use of open source licensing;
- (d) educating members of the general public in the application of Parrot;
- (e) advancing Parrot through scientific research and development; and
- (f) aiding, supporting, and assisting by gifts, grants, contributions, or otherwise, other persons or organizations of any kind, provided that such activities are consistent with the foregoing purposes.

The Corporation shall have all powers now or hereafter granted by law, and all powers lawfully necessary or required to carry out its purposes, either alone or in cooperation with others, subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws.

**Article III - Members**

**3.1 Admission of Members.** To be eligible for membership, a person must be nominated by two current members of the Corporation, must have made at least two contributions to the project or a language implementation targeting the project, and must sign a contributor agreement. The initial members of the Corporation shall be admitted upon the affirmative vote of the Board of Directors of the Corporation at the initial meeting of the Board of Directors. Thereafter, members of the Corporation shall be admitted as members of the Corporation only by a vote of the Membership Committee.

**3.2 Termination of Membership.** Members may withdraw from membership in the Corporation at any time upon written notice delivered to the Membership Committee. The Membership Committee may terminate any membership, after a period of 12 months without contribution or voting activity from the member. Upon any withdrawal or termination of the membership of any member, the membership, including all related voting rights, of such member shall be terminated. After a withdrawal or termination of the membership of any member, such member may reapply for membership in accordance with Section 3.1 of these Bylaws.

**3.3 Affiliates.** The Board of Directors may establish one or more classes of individuals or entities associated with the Corporation. Such individuals or entities shall be referred to as “Sponsor Members”, “Advisors”, “Affiliates”, or any other title as the Board of Directors deems appropriate (collectively, the “Affiliates”). Affiliates shall not be voting members or have any of the rights and privileges of voting members.

## **Article IV - Meetings of Members**

- 4.1 Place of Meetings.** The Board of Directors shall determine all meetings of members of the Corporation, and the place of the meeting shall be stated in the notice of the meeting.
- 4.2 Annual Meeting.** At least one meeting of the general membership shall be held annually upon the direction of the Board of Directors.
- 4.3 Special Meetings.** The Board of Directors may call special meetings of the members for any purpose. Special meetings may also be requested by not less than ten percent (10%) of the members.
- 4.4 Notice of Meeting.** Each member shall be notified by email or prepaid, first-class or certified mail to the most recent address of such member as shown on the Corporation's records at least ten (10) days, and not more than fifty (50) days, prior to any annual or special member meeting, of the time, place, and purpose of such meeting, unless all members are present in person or by proxy and consent to the meeting without notice. When the vote may be taken by mail or electronic transmission, a description of each matter submitted to a vote shall be set forth in a record accompanying or contained in the notice of meeting.
- 4.5 Quorum.** Ten percent (10%) of the voting members shall constitute a quorum for the transaction of business at a meeting of the members.
- 4.6 Voting.** Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of the members. A member may vote in person, by mail, by electronic transmission, or by proxy executed in writing by the member or their duly authorized agent. A vote submitted by mail, electronic transmission, or proxy is effective when received by the director, officer, or agent authorized to tabulate votes and must be received prior to the closing of the voting on the matter submitted to a vote in order to be effective. Members voting by mail, electronic transmission, or proxy are present for all purposes of quorum, count of votes, and percentages of total voting power present. The Board of Directors shall designate the address, location, or system to which votes may be electronically transmitted, in an executed electronically transmitted record.

## **Article V - Directors**

- 5.1 Powers.** Subject to the limitations of the Articles and Bylaws, and subject to the duties of directors as prescribed by the Bylaws, the business and affairs of the Corporation shall be managed by and under the direction of the Board of Directors. The Board of Directors may exercise all powers of the Corporation which are not specifically reserved to the members by these Bylaws, including but not limited to the power to select and remove all officers, agents, employees and contractors, and to fix reasonable compensation therefor, to authorize and empower officers or agents to enter into contracts and other commitments on behalf of the Corporation, and to appoint and delegate responsibilities and authority to committees, officers, and agents.
- 5.2 Duties.** Each director of the Corporation, subject to the Board's control, shall supervise and control the business and affairs of the Corporation. He or she may preside over Board meetings, take and maintain the minutes of Board meetings, issue notices of Corporation business in accordance with the provisions of these Bylaws or as required by law, and act as custodian of the Corporation records. He or she shall have charge and custody of and be responsible for the funds and securities of the Corporation, may disburse funds when proper to do so, may receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors
- 5.3 Number of Directors.** The minimum authorized number of directors is two (2). The number of directors shall be fixed by the members at each annual meeting of members.
- 5.4 Election and Term.** Each person named in the Articles of Incorporation as a member of the initial Board of Directors shall hold office until the first annual meeting of members and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal or death.

At the first annual meeting of members and at each annual meeting thereafter, the members shall elect directors to hold office until the next succeeding annual meeting. Each director shall hold office for the 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.

**5.5 Resignation and Removal of Directors.** A director may resign at any time upon written request to the Corporation. Furthermore, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the majority of the members entitled to vote for the election of directors.

**5.6 Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors or by a sole remaining director. A director elected to fill a vacancy shall hold office only until the next election of directors by the members.

**5.7 Time and Place of Meetings.** Annual meetings of the Board of Directors shall be held immediately following the annual meeting of members each year. Regular meetings of the Board of Directors shall be held at such time and place as may from time to time be approved by the Board of Directors. Special meetings of the Board of Directors for any purpose or purposes may be called at any time or place by the President or by two (2) or more of the directors then in office. Notice of the time and place of each meeting of the Board of Directors not fixed by an express provision of the Bylaws or by a standing resolution of the Board of Directors shall be given to each director not less than two (2) days before the date of the meeting. Such notice may be given personally or by telephone, telegraph, facsimile, electronic mail, or first-class mail.

**5.8 Participation by Telephone.** The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

**5.9 Quorum.** A majority of the full number of the Board of Directors shall constitute a quorum for the transaction of business. The act, decision, or vote 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.

**5.10 Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all the members of the board consent in writing to such action. The action shall be signed by each director and filed with the minutes of the proceedings of the Board. Action taken hereunder is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. Such consent shall have the same effect as a unanimous vote.

**5.11 Advisory Board.** The Board of Directors may establish an Advisory Board 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 Board. The members of the Advisory Board shall not have the rights or privileges of directors or members as set forth in the Bylaws and shall have no power or authority over the operation of the Corporation. A member of the Advisory Board may be removed at any time by the Board of Directors, with or without cause.

## **Article VI - Officers**

**6.1 Officers.** The initial officers of the Corporation shall be Chairman, President, Vice President, Secretary, and Treasurer. The Board of Directors shall have the power to create such other offices as it deems necessary in the best interest of the Corporation. One person may hold two or more offices in the Corporation.

**6.2 Nomination and Election.** The officers of the Corporation shall be nominated and elected annually by the Board of Directors. All directors then in office may vote on candidates for such offices. Such offices shall be filled in an election upon the vote of a majority of directors then in office. Each officer shall hold his or her office until he or she shall resign or shall be removed or his or her successor shall be elected and qualified. There shall be no prohibition on re-election of an officer. All officers must be directors of the Corporation. The Board of Directors may, by resolution, establish procedures governing nomination and election of officers that are consistent with these Bylaws.

### **6.3 Duties.**

- **(a) Chairman.** The Chairman of the Board, if one is elected, shall preside at all meetings of the Board of Directors. The Chairman shall have such other powers and duties as may be designated from time to time by the Board of Directors.
- **(b) President.** The President shall be the chief executive officer of the Corporation and shall have general supervision and direction of the business and affairs of the Corporation, subject to the direction of the Board of Directors. If a Chairman of the Board is not elected, the President shall preside at all meetings of the Board of Directors. The President shall have such other powers and duties as may be designated from time to time by the Board of Directors.
- **(c) Vice President.** The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President shall have such other powers and duties as may be designated from time to time by the Board of Directors.
- **(d) Secretary.** The Secretary shall keep accurate records of the proceedings of all meetings of the Board and members. In the absence of the Secretary, the presiding officer may appoint another director, officer, or member as acting secretary of the meeting. The Secretary shall have such other powers and duties as may be designated from time to time by the Board of Directors.
- **(e) Treasurer.** The Treasurer shall have overall responsibility for all corporate funds, and shall perform, or cause to be performed, the following: keeping of full and accurate accounts of all financial records of the Corporation; deposit of monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors; disbursement of funds when proper to do so; and making financial reports as to the financial condition of the Corporation to the Board of Directors. The Treasurer shall have such other powers and duties as may be designated from time to time by the Board of Directors.

**6.4 Resignation and Removal.** An officer may resign at any time upon written request to the Corporation. An officer may be removed, either with or without cause, by the Board of Directors at any regular or special meeting.

**6.5 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause may be filled by the Board of Directors, in the manner prescribed in the Bylaws for regular appointments to such office.

## **Article VII - Committees**

**7.1 Appointment of Committees.** The Board of Directors may appoint such committees as they deem necessary or appropriate to conduct the business and further the objectives of the Corporation. The appointment by the Board of any committee shall be by resolution adopted by a majority of directors then in office. The Board of Directors shall retain the right to limit the powers and duties of any committee that it has created and to disband any such committees in its sole discretion. The Board of Directors may, from time-to-time, appoint additional members to the committees as they deem necessary or appropriate. A committee member may resign at any time upon written request to the Corporation. A committee member may be removed, either with or without cause, by the Board of Directors at any regular or special meeting.

**7.2 Powers and Authority of Committees.** The Board of Directors may delegate to any committee any of the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation; provided, however, that no committee may: (a) approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets; (b) elect, appoint, or remove directors or fill vacancies on the Board; or (c) adopt, amend or repeal the Articles, the Bylaws, or any resolution of the Board of Directors.

**7.3 Membership Committee.** As further set forth in a Membership Committee charter, the Membership Committee shall meet as necessary to review applications for membership and to promote the growth of membership in the Corporation.

### **Article VIII - Indemnification**

**8.1 Right to Indemnification.** Each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a director, officer, member, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be entitled to indemnification against expenses (including attorneys' fees), judgements, fines, and amounts paid in settlement to the fullest extent now or hereafter permitted by applicable law as long as such person acted in good faith and in a manner that such person reasonably believed to be in or not be opposed to the best interests of the Corporation. The Corporation shall indemnify any such person seeking indemnity in connection with an action, suit or proceeding (or part thereof) initiated by such person only if such action, suit or proceeding (or part thereof) was authorized by the Board of Directors.

**8.2 Advance Payment of Expenses.** Expenses (including reasonable attorneys' fees) incurred by any person who is or was an officer, director, or member of the Corporation, or who is or was serving at the request of the Corporation as an officer or director of another corporation, partnership, joint venture, trust or other enterprise, in defending any civil, criminal, administrative or investigative action, suit or proceeding, shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it is ultimately determined that he or she is not entitled under applicable law to be indemnified by the Corporation.

**8.3 Rights 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 or advancement of expenses may be entitled under any bylaw, agreement, vote of members, resolution of the Board, or otherwise.

**8.4 Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article or of applicable law.

**8.5 Continued Coverage.** The indemnification and advancement of expenses provided by, or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, member, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

### **Article IX - Books and Records**

**9.1 Books and Records.** The Corporation shall keep correct and adequate books and records of accounts and finances, current Articles of Incorporation and Bylaws of the Corporation, minutes of the proceedings of its members, Board of Directors, and committees, and a record of the name, address, and email address of each director, officer, and member.

Any books, records and minutes may be in written form or in any other form capable of being converted into clearly legible written form within a reasonable time.

**9.2. Inspection Rights.** Any director, officer, or member, upon written demand under oath stating the purpose thereof, shall have the right to examine the Corporation's membership records and its other books and records and to make copies or extracts therefrom, in person or by agent or attorney, at any time during the Corporation's usual hours for business, for any proper purpose as determined under the laws of the State of Washington.

#### **Article X - Miscellaneous**

**10.1 Fiscal Year.** The fiscal year of the Corporation shall end on the last day of December.

**10.2 Checks, Drafts, Etc.** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Corporation and any and all securities owned by or held by the Corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

**10.3 Execution of Contracts.** The Board of Directors may authorize any director, officer, employee, or agent to enter into any contract or execute any contract or execute any instrument in the name of and on behalf of the Corporation and such authority may be general or confirmed to specific instances.

**10.4 Corporate Loans, Guarantees and Advances.** The Corporation shall not make any advances or make any loan of money or property to or guarantee the obligation of any director, officer, member, employee, or agent.

**10.5 Fees and Compensation.** Directors, members, 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 resolution of the Board of Directors; provided that such compensation shall be reasonable and shall be comparable to that compensation paid by unaffiliated entities for a like position. Nothing herein shall be considered to preclude any director, member, or committee member from serving the Corporation in any other capacity, including as an officer, agent, employee, consultant or otherwise, and receiving reasonable compensation therefor.

#### **Article XI - Effective Date, Amendments, and Dissolution**

**11.1 Effective Date.** These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board of Directors of the Corporation in adopting them provide that they are to become effective at a later date.

**11.2 Bylaw Amendments** The Board of Directors of the Corporation shall have the authority to adopt, amend and repeal the Bylaws of the Corporation. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation which is not inconsistent with the Articles of Incorporation, or the laws of the State of Washington.

**11.3 Dissolution.** The Corporation may be dissolved upon the approval of a majority of the directors then in office without the vote or consent of any member(s) or third parties. Any distribution of the assets of the Corporation shall be made in a manner consistent with the tax status of the Corporation at the time of such dissolution.

THESE BYLAWS WERE READ, APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS OF THE PARROT FOUNDATION ON THE 10th DAY OF JUNE, 2008.