

**MINUTES OF THE INITIAL ORGANIZATIONAL MEETING  
OF THE BOARD OF DIRECTORS OF  
THE MAPSERVER FOUNDATION**

**A Delaware non-stock corporation**

On February 27, 2006, the Board of Directors (the "Board") of the MapServer Foundation (the "Foundation") met for its initial meeting. Gary Lang, the sole director of the Foundation, was present at the meeting.

Also present was Richard Steele, legal counsel to the Foundation. Mr. Lang acted as Chairman of the meeting and Mr. Steele acted as Secretary. The purpose of the meeting was to pass certain resolutions relating to the organization and structure of the Foundation. After discussion, the following resolutions were adopted by the Board:

**ACTIONS BY INCORPORATOR**

WHEREAS, Harry J. Friedman, the sole incorporator of the Foundation, filed an original Certificate of Incorporation of the Foundation ("Certificate") at the office of the Delaware Secretary of State on November 14, 2005 and, as a result, the Foundation was incorporated on that date; and

WHEREAS, in a Certificate of Sole Incorporator dated November 14, 2005, the sole incorporator appointed Gary Lang as the initial director of the Foundation;

NOW, THEREFORE, BE IT RESOLVED, that the Certificate as adopted by the sole incorporator and as filed with the Secretary of State of the State of Delaware and bearing the file stamp and certification of the Secretary of State of the State of Delaware be, and hereby is, ratified and approved as the Certificate of Incorporation of this Foundation and that it be inserted in the Minute Book of this Foundation.

**CHANGE OF NAME OF THE FOUNDATION**

RESOLVED FURTHER, that the Certificate be amended by changing Article I thereof in its entirety to read as follows:

"The name of this corporation shall be The Open Source Geospatial Foundation (hereinafter called the "Corporation")."

RESOLVED FURTHER, that the Secretary of the Foundation is authorized to file a Certificate of Amendment with the Secretary of State of the State of Delaware giving effect to the foregoing resolution, and that such Certificate of Amendment, as filed with the Secretary of State of the State of Delaware and bearing the file stamp and certification of the Secretary of State of the State of Delaware be, and hereby is, ratified and approved and that it be inserted in the Minute Book of this Foundation.

## **ADOPTION OF BY-LAWS**

RESOLVED FURTHER, that the By-Laws of this Foundation (“Bylaws”) as set forth in Exhibit A hereto be, and they hereby are, ratified and approved as the Bylaws of this Foundation and that such Bylaws be inserted in the Minute Book of this Foundation.

## **ADMISSION OF MEMBERS**

WHEREAS, Section 7.1 of the Bylaws provides that an initial group of up to forty-five (45) persons shall be admitted as the initial members of the Foundation upon the affirmative vote of the Board;

NOW, THEREFORE, BE IT RESOLVED, that the following list of twenty-one (21) persons shall be admitted as members of the Foundation:

Allan Doyle  
Arnulf Christl  
Bob Bray  
Chris Holmes  
Claude Philipona  
Dave McIlhagga  
Frank Warmerdam  
Gary Lang  
Howard Butler  
Ian Turton  
Jon Scarbrough  
Mark Lucas  
Markus Neteler  
Michael Gerlek  
Paul Ramsey  
Pericles Nacionales  
Rich Steele  
Schuyler Erle  
Steve Lime  
Tom Burk  
Tyler Mitchell

RESOLVED FURTHER, that an additional twenty-four (24) persons, which shall complete the initial membership of forty-five (45) persons, shall be admitted as members of the Foundation upon the affirmative vote of the Board at a subsequent meeting.

## **ELECTION OF OFFICERS**

RESOLVED FURTHER, that the following officers be, and each of them hereby is, elected as officers of this Foundation to serve until their respective successors are duly elected and qualified:

Frank Warmerdam, President  
Gary Lang, Treasurer  
Richard Steele, Secretary

## **ELECTION OF DIRECTORS**

WHEREAS, Article VII of the Certificate provides that the size of the Board may be increased as provided in the Bylaws;

WHEREAS, Section 3.2 of the Bylaws provides that the number of directors on the Board shall be a number between five (5) and nine (9), with the exact number set by resolution of the Board;

WHEREAS, Section 3.7 of the Bylaws provides that a majority of the directors (or the sole director) may fill any vacancies on the Board;

NOW, THEREFORE, BE IT RESOLVED, that the number of directors of the Foundation, fixed in accordance with Section 3.2 of the Bylaws, shall be five (5);

RESOLVED FURTHER, that the following persons be, and each of them hereby is, elected as directors of this Foundation to serve until their respective successors are duly elected and qualified:

Arnulf Christl  
Chris Holmes  
Gary Lang  
Markus Neteler  
Frank Warmerdam

## **MINUTE BOOK**

RESOLVED FURTHER, that this Foundation shall maintain as part of its corporate records a Minute Book which shall include, but which shall not be limited to, a record of its Certificate and amendments thereto, its Bylaws and amendments thereto, minutes of all meetings of its directors and of its members, with the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given and the proceedings thereto. Such Minute Book may be maintained in electronic form by the Secretary of the Foundation;

## **BANK ACCOUNT**

RESOLVED FURTHER, that the President and Treasurer of this Foundation, acting jointly on behalf of this Foundation, are authorized to open, maintain and close accounts at any bank, trust company or similar financial institution as may be necessary or appropriate for the conduct of this Foundation's business, that all form resolutions required by such banks, trust companies or other financial institutions with respect to such accounts are hereby adopted, and that the Treasurer or Secretary of this Foundation is authorized to certify to any bank, trust company or similar financial institution the adoption of the resolution in the form used by that bank, trust company or similar financial institution;

RESOLVED FURTHER, that the President and Treasurer of this Foundation be, and each of them hereby is, authorized to deposit, or cause to be deposited, funds of this Foundation in any authorized account of this Foundation, and, in accordance with these resolutions, to withdraw from, or charge to, or cause to be withdrawn from or charged to said account at any time and from time to time funds of this Foundation against checks, notes, drafts, bills of exchange, acceptances, undertakings, or other instruments or orders for the payment of money;

RESOLVED FURTHER, that the sole signature of either the President or Treasurer is sufficient to authorize the withdrawal of funds of this Foundation (such amount not to exceed \$2,500) from any authorized account of this Foundation at any time and from time to time against checks, notes, drafts, bills of exchange, acceptances, undertakings, or other instruments or orders for the payment of money, when made, drawn, accepted or endorsed on behalf of this Foundation;

RESOLVED FURTHER, that the joint signatures of both either the President and Treasurer are required to authorize the withdrawal of funds of this Foundation in an amount exceeding \$2,500 from any authorized account of this Foundation at any time and from time to time against checks, notes, drafts, bills of exchange, acceptances, undertakings, or other instruments or orders for the payment of money, when made, drawn, accepted or endorsed on behalf of this Foundation;

RESOLVED FURTHER, that the foregoing bank resolutions are standing resolutions and will remain in full force and effect until duly modified or rescinded, and that the Secretary or any Assistant Secretary of this Foundation be, and each of them hereby is, authorized and directed to deliver a certified copy of these resolutions to each bank, trust company or similar financial institution at which an account from which funds can be withdrawn is or will be maintained;

#### **ACCOUNTING YEAR**

RESOLVED FURTHER, that this Foundation hereby adopt an accounting year ending December 31 each year;

#### **EMPLOYER IDENTIFICATION NUMBER**

RESOLVED FURTHER, that the proper officers of this Foundation be, and each of them hereby is, authorized and directed to make such filings and applications as are necessary to secure for this Foundation a federal employer identification number;

#### **NONPROFIT MAILING PERMIT**

RESOLVED FURTHER, that the proper officers of this Foundation be, and each of them hereby is, authorized and directed to make such filings and applications as are necessary to secure for this Foundation a nonprofit mailing permit if deemed necessary or advisable by the officers of this Foundation;

#### **EXEMPTIONS FROM FEDERAL AND STATE TAXES**

RESOLVED FURTHER, that the proper officers of this Foundation be, and each of them hereby is, authorized to consult with legal counsel to ascertain the availability of exemptions from taxation under the federal and state tax laws and, if such exemptions are available, such officers be, and each of them hereby is, authorized and directed to execute and file all necessary applications for exemption from those taxes with the appropriate state and federal tax authorities, and to pay any necessary filing fees;

**OMNIBUS RESOLUTION**

RESOLVED FURTHER, that the proper officers of this Foundation be, and each of them hereby is, authorized and directed to execute all documents and to take all such action as they may deem necessary or advisable in order to effectuate the purposes of the foregoing resolutions.

There being no further business, upon motion duly made and seconded, the meeting was adjourned.

A handwritten signature in black ink that reads "R. Steele". The letters are cursive and somewhat stylized, with a large initial "R" and a long, sweeping underline that extends under the rest of the name.

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Richard Steele  
*Secretary of the Meeting*

**EXHIBIT A**

**BYLAWS OF THE CORPORATION**

**BYLAWS**  
**OF**  
**THE OPEN SOURCE GEOSPATIAL FOUNDATION**

**Initially Adopted on February 27, 2006**

**BYLAWS OF THE  
OPEN SOURCE GEOSPATIAL FOUNDATION**

**ARTICLE I  
Purposes of the Corporation; Non-Profit Status**

The purposes of the corporation are to establish and support a diverse open source community to foster the development, advancement and promotion of open geospatial software technology and data. The corporation is organized and shall be operated as a not-for-profit membership corporation organized under Delaware law. If the Board of Directors of the corporation elects to seek and obtains an exemption for the corporation from federal taxation pursuant to Section 501(a) of the Internal Revenue Code, as amended (the "IRC"), and until such time, if ever, that such exemption is denied or lost, the corporation shall not be empowered to engage directly or indirectly in any activity which the corporation believes would be likely to invalidate its status as an organization exempt from federal taxation under Section 501(a) of the IRC as an organization described in Section 501(c) of the IRC.

To further the goals of the corporation and to ensure that the assets of the corporation are utilized for public benefit, all software whose development is managed by the corporation shall be released under a software license that is designated by the Open Source Initiative (OSI) as one that satisfies the OSI's requirements for Certified Open Source Software.

**ARTICLE II  
Offices and Registered Agents**

The principal office for the corporation shall be located in the state selected by the Board of Directors of the corporation. The Board of Directors is granted full power and authority to change the principal office from one location to another, both within or outside the State of Delaware. The address of the initial registered office in the State of Delaware and the name of the initial registered agent of the corporation at such address are set forth in the Certificate of Incorporation. The corporation may, from time to time, designate a different address as its registered office or a different person as its registered agent, or both; provided, however, that such designation shall become effective upon the filing of a statement of such change with the Secretary of State of the State of Delaware as is required by law. In the event the corporation desires to qualify to do business in one or more states other than Delaware, the corporation shall designate the location of the registered office in each such state and designate the registered agent for service of process at such address in the manner provided by the law of the state in which the corporation elects to be qualified.

**ARTICLE III  
Board of Directors**

**Section 3.1. Powers.** The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these Bylaws specifically reserved to the members.

**Section 3.2. Number of Directors.** The Board of Directors shall be composed of not less than five (5) nor more than nine (9) Directors, the specific number to be set by resolution of the Board, provided that the Board may be less than five (5) until vacancies are filled. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

**Section 3.3. Qualification.** Directors may only be adult natural persons but need not be residents of Delaware or of the United States nor members of the corporation. Each director shall demonstrate his or her willingness to accept responsibility for governance and his or her availability to participate actively in governance activities. Directors shall be selected to bring a variety of interests and expertise to the corporation.

**Section 3.4. Fees and Compensation.** Directors of the corporation as such shall not receive any compensation for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at regular or special meetings of the Board. Subject to Section 3.9, nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor. The Corporation shall be entitled to purchase officers' and directors' liability insurance without violating these Bylaws.

**Section 3.5. Election and Term.** Each person named in the Certificate 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 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.

**Section 3.6. 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 two-thirds (2/3) of the members entitled to vote for the election of directors or as otherwise provided in the General Corporation Law of the State of Delaware.

Any director may be removed "For Cause" at a meeting called for that purpose. For the purposes of this Section 3.6, "For Cause" shall mean when any director has been (i) declared of unsound mind by a final order of court, (ii) convicted of a felony, or (iii) found by the Board to have breached any duty arising under these Bylaws or the Certificate of Incorporation of the corporation. Such director may only be removed "For Cause" after the affirmative vote of a majority of the directors (exclusive of the director facing removal) represented at a meeting of the Board of Directors at which a quorum is present.

**Section 3.7. Vacancies.** Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the authorized number 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. If there is more than one class of members, vacancies of directorships elected by such class may be filled by a majority of the directors

elected by such class 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.

**Section 3.8. Executive and Other Committees.** The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate an Executive Committee from among its members and such other committees consisting of at least one director as determined by the Board of Directors from time to time. Each committee, solely to the extent provided in such authorizing resolution, shall have and may exercise all the power and authority of the Board of Directors in the management of the business and affairs of the corporation, as limited by the laws of the State of Delaware.

The Board of Directors, by resolution adopted in accordance with this section, may designate one or more directors as alternate members of any such committee, who may act in the place and stead of any absent or disqualified member or members at any meeting of such committee. In the absence or disqualification of any member of any such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

**Section 3.9. Director Conflicts of Interest.** No contract or other transaction between the corporation and one or more of its directors or between the corporation and any other corporation, partnership, association or other organization in which one or more of the directors of the corporation are directors or officers or are financially interested, shall be void or voidable solely because of such relationship or interest or solely because such director or directors are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or solely because his or her or their votes are counted for such purpose, if:

A. The material facts as to the director's relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or committee, and the Board of Directors or committee in good faith authorizes, approves or ratifies the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

B. The material facts as to their relationship or interest and as to the contract or transaction are disclosed or known to the members entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of such members; or

C. The contract or transaction is fair as to the corporation at the time it is authorized, approved or ratified by the Board of Directors, a committee of the Board of Directors or the members.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

**ARTICLE IV**  
**Meetings of the Board of Directors**

**Section 4.1. Place of Meetings.** Regular and special meetings of the Board of Directors may be held within or outside the State of Delaware and within or outside the United States.

**Section 4.2. Time, Notice and Call of Meetings.** Regular meetings of the Board of Directors shall be held immediately following the annual meeting of members each year and at such times thereafter as the Board of Directors may fix. 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 corporation, or by any two (2) directors. A person or persons entitled to call a special meeting of the Board of Directors may make a written request to the Secretary of the corporation to call the meeting. The Secretary shall give written notice of the meeting in the manner provided below, and the meeting shall be held between three (3) and fourteen (14) days after receipt of the request to call a special meeting. If the Secretary fails to give notice of the meeting within three (3) days from the day on which the request was received by the Secretary, the person or persons who requested the special meeting may fix the time and place of meeting, and give notice thereof. If no place is identified, the meeting shall be held at the corporation's principal place of business.

Not less than ten (10) days' notice of the annual meeting of the Board of Directors, excluding the day of the meeting, shall be given to all Directors. Said notice shall include proposed agenda items, but the failure to include an agenda item in the notice shall not prevent action from being taken with respect to such item. Notice of a meeting at which an amendment to the Certificate of Incorporation of the Corporation will be proposed must contain the substance of the proposed amendment. Not less than five (5) days' notice of a regular or special meeting of the Board of Directors, excluding the day of the meeting, shall be given to all Directors. Notice shall be delivered personally, sent by telecopier or facsimile machine, or mailed, first class, postage prepaid, or sent via electronic transmission, if the Director has consented to receipt via electronic transmission.

**Section 4.3. Waiver of Notice.** Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice or who provide such waiver by electronic transmission, 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.

**Section 4.4. Electronic Meetings.** 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 or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

**Section 4.5. Quorum and Voting.** A majority of the number of directors (not counting any vacancies on the Board of Directors) shall constitute a quorum for the transaction of business, provided that in the event that the number of directors is an even number, one-half (1/2) of the directors shall constitute a quorum. At any meeting of the Board of Directors, each director present at the meeting shall be entitled to cast one (1) vote on any question coming before the meeting. Except as otherwise provided in these Bylaws, a vote of the majority of the directors present at a meeting in which a quorum is present shall be the act of the Board of Directors.

**Section 4.6. 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 all the members of the board or committee, as the case may be, consent thereto in writing or by electronic transmission, and such writing or electronic transmission is filed with the minutes of the proceedings of the board or committee. Such consent shall have the same effect as a unanimous vote.

## **ARTICLE V Officers**

**Section 5.1 Number and Qualifications.** The officers of the corporation shall consist of a Chair of the Board, a President, a Secretary, and a Treasurer. Officers must be natural persons that the Board of Directors elects or appoints. Officers need not be Directors of the corporation and shall hold office at the discretion of the Board of Directors. Subject to these Bylaws, the Board of Directors may also elect or appoint one or more additional officers or assistant officers as it may deem convenient or necessary. Except as provided in these Bylaws, the Board of Directors shall fix the powers and duties of all officers.

**Section 5.2 Election and Term.** The officers of the corporation shall be appointed by the Board of Directors. Such appointment by the Board of Directors may be made at any regular or special meeting of the Board of Directors. Each officer shall hold office for a period of one year or until his or her successor is elected and qualified or until his or her earlier resignation or removal. An individual may hold more than one office of the corporation at the same time.

**Section 5.3 Resignation, Removal and Vacancies.** Any officer of the corporation may resign at any time upon written notice to the corporation. Any officer elected or appointed by the Board of Directors shall hold office at the pleasure of the Board of Directors and may be removed at any time, with or without cause, by a resolution approved by the affirmative vote of a majority of the directors present. Any vacancy in an office of the corporation shall be filled by action of the Board of Directors. The removal of any individual as an officer of the corporation does not automatically affect such individual's employee status with the corporation.

**Section 5.4 Compensation.** The compensation, if any, of all officers of the corporation shall be fixed by the Board of Directors and may be changed from time to time by a majority vote of the Board of Directors. The fact that an officer is also a director of the Corporation shall not preclude such person from receiving compensation as an officer, nor shall it affect the validity of any resolution by the Board of Directors fixing such compensation. The President shall have authority to fix the salaries, if any, of all employees of the Corporation, other than officers elected or appointed by the Board of Directors.

**Section 5.5 Chair of the Board.** The Chair of the Board 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 5.6 President.** Unless provided otherwise by a resolution adopted by the Board of Directors, the President shall be the Chief Executive Officer of the corporation and shall have general and active management of the business and affairs of the corporation, subject to the direction of the Board of Directors. In the absence of the Chair of the Board, the President shall preside at all meetings of the Board of Directors and members. The President shall see that all

orders and resolutions of the Board of Directors are carried into effect, shall sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Certificate of Incorporation, these Bylaws, or the Board of Directors to some other officer or agent of the corporation, may maintain records of and certify proceedings of the Board of Directors, and shall perform such other duties as may from time to time be prescribed by the Board of Directors.

**Section 5.7 Secretary.** Unless provided otherwise by a resolution adopted by the Board of Directors, 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. He or she shall mail to all Directors within thirty (30) days after each meeting copies of all said actions and minutes of said proceedings. 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 principal office of the corporation, a record 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.

**Section 5.8 Treasurer.** Unless provided otherwise by a resolution adopted by the Board of Directors, the Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings of members, and shall perform such other duties as may be prescribed by the Chair, the President or the Board of Directors.

## **ARTICLE VI**

### **Project Steering Committees**

**Section 6.1. Establishment.** The Board of Directors may, by resolution carried with the necessary vote, establish one or more Project Steering Committees consisting of at least one officer or one director of the corporation, who shall be designated the chairperson of such committee, and may include one or more other individuals who may be members of the corporation or other persons who shall be selected by the Board of Directors or the authorized chairperson of the committee based on their individual merit and contributions to the relevant project. Unless elected or appointed as an officer or admitted as a member in accordance with these Bylaws, a member of a Project Steering Committee shall not be deemed an officer or a member of the corporation. The Board of Directors of the corporation may, by resolution carried with the necessary vote, terminate a Project Management Committee at any time. A Project Steering Committee shall not be considered a committee of the Board of Directors. A Project Steering Committee may not have and may not exercise any of the power and authority of the Board of Directors.

**Section 6.2. Responsibilities.** Each Project Steering Committee shall be responsible for the active management of one or more projects identified by resolution of the Board of Directors which may include, without limitation, the creation or maintenance of open-source software projects. Subject to the direction of the Board of Directors, the chairman of each Project Steering

Committee shall be primarily responsible for project(s) managed by such committee, and he or she shall establish rules and procedures for the day to day management of project(s) for which the committee is responsible. In discharging its responsibilities, a Project Steering Committee shall adhere to the policies, procedures and standards approved by the Board of Directors.

**Section 6.3. Election and Term.** The members of each existing Project Steering Committee shall be appointed by the Board of Directors or appointed by the chairperson of the Project Steering Committee as authorized by the Board to make such appointments. Each member of a Project Steering Committee shall serve on such committee until his or her successor is elected and qualified or until his or her earlier resignation or removal.

## **ARTICLE VII Members**

**Section 7.1. Admission of Members.** An initial group of up to forty-five (45) persons shall be admitted as the initial members of the corporation upon the affirmative vote of the Board of Directors of the corporation. Thereafter, to be eligible for membership, a person must be nominated by an existing member of the corporation pursuant to a written document in such form as shall be adopted by the Board of Directors from time to time. The nomination must be included in a notice to the members at least ten (10) days in advance of the meeting at which the members will vote on the applicant's admission. Proposed members shall be admitted upon the affirmative vote of the members of the corporation. Emeritus members may be reinstated as members of the corporation by being nominated by an existing member, which nomination shall be considered in the same manner as an application for a new membership.

**Section 7.2. Emeritus Members.** An emeritus member is a former member whose membership has been suspended and converted to emeritus status, either voluntarily or by action of the members as provided in these Bylaws, such that all membership rights of the emeritus member, including the right to vote and be counted for purposes of quorum, are suspended and terminated until the emeritus member's membership is reinstated by subsequent action of the members as provided in the preceding section.

Upon the effective date of conversion of the membership of any member to emeritus status, the membership, including all related voting rights, of such member shall be suspended, except that such emeritus member shall be entitled to attend (but not vote) at meetings of the members, and the officers of the corporation shall attempt, in good faith, to continue to deliver notices of meetings of the members of the corporation to such emeritus member. References in these Bylaws to a "member" or to the "members" of the corporation shall not include any emeritus member unless explicitly provided otherwise.

**Section 7.3. Voluntary Conversion of Membership to Emeritus Status.** Members may convert their membership to emeritus status at any time upon ten (10) days' written, signed notice delivered to an officer of the corporation.

**Section 7.4. Involuntary Conversion of Membership to Emeritus Status.** Upon an affirmative vote of a two-thirds (2/3) majority of the members of the corporation, the membership of a member shall be converted into an emeritus membership.

**Section 7.5. Voluntary Withdrawal from Membership.** Members (including emeritus members) may withdraw from membership in the corporation at any time upon ten (10) days' written, signed notice delivered to an officer of the corporation.

**Section 7.6. Involuntary Termination of Membership.** A member may be involuntarily removed from membership by an affirmative vote of a two-thirds (2/3) majority of the members of the corporation.

**Section 7.7 Automatic Termination.** Members shall have their membership status automatically terminated and their names removed by the Secretary of the corporation from all membership records of the corporation if they fail to participate, either in person or by proxy, in three (3) consecutive meetings of the members of the corporation, held electronically or otherwise.

**Section 7.8. Effect of Withdrawal or Termination of Membership.** 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, or a conversion of the membership of any member to emeritus status, such member may reapply for membership in accordance with Section 7.1 of these Bylaws.

**Section 7.9. Associate Members.** The Board of Directors may, in its discretion, provide for the admittance of associate members of the corporation, and may set the requirements and qualifications for associate membership by resolution. Associate members shall not be entitled to vote for the election of directors or on any other matter coming before the corporation. References in these Bylaws to a "member" or to the "members" of the corporation shall not include any associate member unless explicitly provided otherwise.

## **ARTICLE VIII**

### **Meetings of Members**

**Section 8.1. Place of Meetings.** Meetings of the members shall be held at the principal office of the corporation or any other place (within or outside the State of Delaware and within or outside the United States) designated in the notice of the meeting or may be held by means of remote communication according to such procedures as are adopted by the Board of Directors from time to time. Subject to Board of Directors approval and compliance with applicable law, remote communication may include an electronic voting system, provided that the system verifies the identity of voters to the satisfaction of the Secretary.

**Section 8.2. Annual Meeting.** A meeting of the members shall be held annually at such time as the Board of Directors may determine, at which annual meeting the members shall elect Directors to fill any vacancies or expiring terms, and transact other proper business.

**Section 8.3. Special Meetings.** Special meetings of the members shall be held when directed by the Chair of the Board of Directors, or when requested in writing by not less than ten percent (10%) of all members entitled to vote at the meeting. The call for the meeting shall be issued by the Secretary, unless the Chairman, President, Board of Directors or members requesting the meeting shall designate another person to do so.

**Section 8.4. Notice.** Written notice stating the place, if any, and the means of remote communication by which members may participate, and the date and hour of the meeting, shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting by or at the direction of the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. Notice shall be delivered personally, sent by telecopier or facsimile machine, mailed, or sent via electronic transmission, if the member has consented to receipt of notices via electronic transmission.

Notwithstanding the above paragraph, the corporation shall not be required to give notice of a members' meeting to any member to whom notice of two consecutive annual meetings, and all notices of meetings or of the taking of action by written consent without a meeting to such member during the period between such two consecutive annual meetings, have been mailed under the procedures outlined above and have been returned undeliverable. Any action or meeting which shall be taken or held without notice to such member shall have the same force and effect as if such notice had been duly given. If any such member delivers to the corporation a written notice setting forth his or her then current address, the requirement that notice be given to such member shall be reinstated.

**Section 8.5. Notice of Adjourned Meetings.** When a meeting is adjourned to another time or place, the corporation shall not be required to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the adjourned meeting, any business may be transacted that might have been transacted at the original meeting. If, however, the adjournment is for more than thirty (30) days, or if after the adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given as provided in Section 8.4 above, to each member of record on the new record date entitled to vote at such meeting.

**Section 8.6. Waiver of Notice.** Whenever notice is required to be given to any member, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. Attendance by a person at a meeting including participation by remote communications shall constitute a waiver of notice of such meeting, except when the person attends a meeting or participates by remote communication for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any meeting of the members need be specified in the written waiver of notice.

**Section 8.7. Fixing Record Date.** For the purpose of determining members entitled to notice of and to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members or for any other proper purpose (including the taking of action without a meeting by written consent), the Board of Directors of the corporation may, but need not, fix a date as the record date for any such determination of members, which record date, however shall in no event be more than sixty (60) days prior to any such intended action or meeting.

**Section 8.8. Member Quorum.** Except as otherwise required by law, by the Certificate of Incorporation or by these Bylaws, a majority of the members entitled to vote, represented in person or proxy, including through remote communication, shall constitute a quorum at a meeting of members.

After a quorum has been established at a members' meeting, (i) the subsequent withdrawal of members, so as to reduce the number of members in person or represented by proxy entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof; and (ii) the subsequent admission of new members, so as to increase the number of members required for a quorum above the number of members present in person or proxy, including through remote communication, entitled to vote at the meeting, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

If a quorum is not represented at a meeting, the members present shall constitute a quorum for the sole purpose of adjourning such meeting, and the majority of the members so present may adjourn the meeting to such date, time and place as they shall announce at the time of adjournment. Any business that might have been transacted at the adjourned meeting if a quorum had been present, may be transacted at the meeting held pursuant to such an adjournment and at which a quorum shall be represented.

**Section 8.9. Voting.** Each member (except emeritus members) shall be entitled to one vote on each matter submitted to a vote at a meeting of the members, except in the case of election of directors or as may otherwise be provided in the General Corporation Law of the State of Delaware. If a quorum is present, the affirmative vote of a majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number is required by the General Corporation Law of the State of Delaware or by the Certificate of Incorporation or by these Bylaws.

In connection with the election of Directors, each member (except emeritus members) shall be entitled to one vote for each vacancy on the Board of Directors to be filled. Members of the Board of Directors shall be elected by the affirmative vote of a plurality of the votes of the members present in person or proxy, including through remote communication, at the meeting and entitled to vote on the election of the Board of Directors. Each member entitled to vote in an election of Directors may cumulate his or her votes by distributing among one or more candidates as many votes as are equal to the number of Director vacancies to be filled in the election.

A member may vote either in person or by proxy executed in writing, including through remote communication, by the member or his or her duly authorized attorney-in-fact. Subject to Board of Directors approval and compliance with applicable law, remote communication may include online text conferencing, provided that the conferencing system verifies the identity of participants to the satisfaction of the Secretary.

**Section 8.10. Proxies.** Every member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting, or a member's duly authorized attorney-in-fact, may authorize another person or persons to act for him/her by proxy. Every proxy must be signed by the member or his or her attorney-in-fact or authorized by electronic transmission. No proxy shall be valid after three (3) years from its date, unless otherwise provided in the proxy. All proxies shall be revocable.

**Section 8.11. Action by Members Without a Meeting.** Any action required to be taken or which may be taken at a meeting of members of the corporation, may be taken without a meeting, without prior notice and without a vote, if a written consent setting forth the action so taken shall be signed by members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted; provided, however, that no written consent shall be effective

unless such consent (i) bears the date of signature by each member signing such consent and (ii) is delivered to the corporation within sixty (60) days of the date on which the earliest consent was delivered to the corporation. A facsimile signature or electronic transmission signature shall constitute a signature for these purposes, provided that the electronic transmission was transmitted by the member or person authorized to act for the member and the date of transmission is evident. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing. Delivery of a consent shall be to the principal place of business of the corporation or to an officer or agent of the corporation and shall be personal, sent by facsimile, or mailed, first class, postage prepaid, or sent via electronic transmission bearing a date of transmission. The date of delivery for any consent delivered by facsimile or electronic transmission shall be determined by the method specified by resolution of the Board of Directors of the Corporation.

## **ARTICLE IX Books and Records**

**Section 9.1. Books and Records.** The corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, Board of Directors and committees of directors.

The corporation shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of the name, address, telephone number, facsimile number and electronic mail address of each member, together with the date of any withdrawal or termination of such member's membership, or any conversion of such member's membership to emeritus status.

Each member shall be responsible for notifying the corporation of changes to such member's address, telephone number, facsimile number or electronic mail address. 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.

**Section 9.2. Members' Inspection Rights.** Any person who is a member, upon written demand under oath stating the purpose thereof, shall have the right to examine, 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 General Corporation Law of the State of Delaware, the corporation's membership records and its other books and records and to make copies or extracts therefrom.

## **ARTICLE X Corporate Seal**

The Board of Directors shall provide a corporate seal which shall have the name of the corporation inscribed thereon, and may be a facsimile, engraved, printed, or an impression seal.

## **ARTICLE XI Amendment**

These Bylaws may be altered, amended or repealed by the Board of Directors or by the members, and new Bylaws may be adopted by the Board of Directors or by the members. No alteration, amendment or repeal of these Bylaws shall be effective unless and until the corporation attempts, in good faith, to give notice to the members of the corporation of such alteration, amendment or repeal at least fifteen (15) days prior to the effective date of such alteration, amendment or repeal, which notice may be by electronic means.

## **ARTICLE XII Limits on Liability of Directors**

To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended, a director of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director.

## **ARTICLE XIII Indemnification**

**Section 13.1. Right to Indemnification.** The corporation shall, to the fullest extent authorized under the laws of the State of Delaware, as those laws may be amended and supplemented from time to time, indemnify any director made, or threatened to be made, a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of being an officer or director of the corporation or a predecessor corporation or, at the corporation's request, a director or officer of another corporation; provided, however, that the corporation shall indemnify any such agent in connection with a proceeding initiated by such agent only if such proceeding was authorized by the Board of Directors of the corporation. The indemnification provided for in this Article XIII shall: (i) not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or vote of members or disinterested directors or otherwise, both as to action in their official capacities and as to action in another capacity while holding such office, (ii) continue as to a person who has ceased to be a director or officer, and (iii) inure to the benefit of the heirs, executors and administrators of such a person. The corporation's obligation to provide indemnification under this Article XIII shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage under a policy maintained by the corporation or any other person.

**Section 13.2. Advance Payment of Expenses.** Expenses incurred by a director or officer of the corporation in defending a civil or criminal action, suit or proceeding by reason of the fact that he is or was a director or officer of the corporation (or was serving at the corporation's request as a director or officer of another corporation) 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 director to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized by relevant sections of the General Corporation Law of Delaware. Notwithstanding the foregoing, the corporation shall not be required to advance such expenses to an agent who is a party to an action, suit or proceeding brought by the corporation and approved by a majority of the Board of Directors of the corporation that alleges willful misappropriation of corporate assets by such agent, disclosure of

confidential information in violation of such agent's fiduciary or contractual obligations to the corporation or any other willful and deliberate breach in bad faith of such agent's duty to the corporation or its members.

**Section 13.3. Right of Claimant to Bring Suit.** If a mandatory claim under this Article is not paid in full by the corporation within ninety (90) days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any action or proceeding in advance of its final disposition where the required undertaking has been tendered to the corporation unless such action is based on the claimant having committed an act involving moral turpitude) that the claimant has not met the standards of conduct which make indemnification permissible under the General Corporation Law of the State of Delaware, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its Board of Directors, independent legal counsel, or its members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the General Corporation Law of the State of Delaware, nor an actual determination by the corporation (including its Board of Directors, independent legal counsel, or its members) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

**Section 13.4. Contract Rights.** The foregoing provisions of Sections 13.1, 13.2 and 13.3 shall be deemed to be a contract between the corporation and each director or officer who serves in such capacity at any time while this bylaw is in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought based in whole or in part upon any such state of facts.

**Section 13.5. 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 or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

**Section 13.6. Indemnification of Others.** The Board of Directors in its discretion shall have power on behalf of the corporation to indemnify any person, other than a director or officer, made a party to any action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was an employee, agent or member of the corporation.

**Section 13.7. 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.

**Section 13.8. Definitions.** For purposes of this Article, references to "the corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, members, and employees or agents, so that any person who is or was a director, officer, member, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Article with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued, and references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article.

**Section 13.9. 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 or member and shall inure to the benefit of the heirs, executors and administrators of such person.

## **ARTICLE XIV Fiscal Matters**

**Section 14.1 Accounting Year.** The accounting year of the corporation shall be fixed by resolution of the Board of Directors.

**Section 14.2 Contracts.** The Board of Directors may authorize such 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 corporation, and such authority may be either general or confined to specific instances. Contracts and other instruments entered into in the ordinary course of business may be executed by the President or, in the absence of or pursuant to a delegation by the President, by such officer designated to act in the place of or in the absence of the President, without specific Board of Directors authorization.

**Section 14.3 Loans.** No loans shall be contracted on behalf of the corporation, and no evidence of indebtedness other than checks, drafts or other orders for payment of money issued in the ordinary course of business shall be issued in its name unless authorized by the Board of Directors of the corporation. Such authorization and approval may be general or confined to specific instances.

**Section 14.4 Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall be determined by resolution of the Board of Directors, or by the President or Treasurer upon delegation by the Board of Directors.

**Section 14.5 Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors, or the President or Treasurer upon delegation by the Board of Directors may select.

**Section 14.6 Audit.** The Board of Directors shall cause the books and records of account of the corporation to be audited by certified public accountants, to be selected by the Board of Directors, at least once in each fiscal year and at such other times as it may deem necessary or appropriate.

**Section 14.7. Counterpart Execution: Facsimile Execution.** Any document requiring the signature of the directors and/or members 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 and/or members by facsimile and such facsimile execution shall have the full force and effect of an original signature. All fully executed counterparts, whether original executions or facsimile executions or a combination, shall be construed together and shall constitute one and the same agreement.

THESE BYLAWS WERE READ, APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS OF THE OPEN SOURCE GEOSPATIAL FOUNDATION ON THE 27<sup>th</sup> DAY OF FEBRUARY, 2006.

A handwritten signature in black ink that reads "R. Steele". The signature is written in a cursive, slightly slanted style.

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Secretary