

BYLAWS OF
Open Source Hardware Association

ARTICLE I
MEMBERS

Section 1. Membership. Membership shall be open to all persons interested in the purposes of the Corporation.

Section 2. Membership Dues. The Board of the Corporation may establish such other criteria for Memberships, including a schedule of dues, as it deems appropriate.

Section 3. Classes of Membership. The corporation shall have two classes of Membership. The first shall be open to individuals and shall have voting rights. The second shall be open to corporations and shall not have voting rights.

Section 4. Meetings. The Annual Meeting of the Members for the election of the Directors and for the transaction of any other business as may come before the Members, including the delivery of a financial statement, shall be held each year at the place, time, and date as may be fixed by the Board or, if not so fixed, as may be determined by the Board. Special Meetings shall be held whenever called by resolution of the Board, the President, or by a written demand to the Secretary of ten percent of the Members eligible to vote. The Secretary, upon receiving the written demand or resolution, shall promptly give notice of the meeting as provided below, or if the Secretary fails to do so within five business days thereafter, any member signing the demand may give such notice.

Section 5. Notice of Meetings. Written notice of the place, date, and hour of any meeting (other than the Annual Meeting of the Members) shall be given to each member entitled to vote at such meeting—by first class mail, postage prepaid; by personal delivery; or by email, with the member's consent—not less than ten nor more than fifty days before the date of the meeting. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting.

Section 6. Quorum, Adjournment of Meetings. At all meetings of the Members, ten percent of the Members eligible to vote (or 100 members eligible to vote, whichever is less), present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, the Members present in person shall adjourn the meeting from that time until a quorum is present. Notice of the new meeting is not required if the time and place for the new meeting is announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 7. Organization. The President of the Corporation shall preside at all meetings of the Members or, in the absence of the President, an acting President shall be chosen by the Members present. The Secretary of the Corporation shall act as Secretary at all meetings of the Members, but in the absence of the Secretary, the presiding Member may appoint any person to act as Secretary of the meeting.

Section 8. Voting. At any meeting of the Members, each Member present, in person or by proxy, shall be entitled to one vote. Upon demand of any member, any vote for Directors or on any question before the meeting shall be by ballot. The list of members eligible to vote at a meeting shall be fixed 10 days before the date of the meeting.

Section 9. Proxy. Every member entitled to vote at a meeting of Members, or to express consent or dissent without a meeting, may authorize another voting Member or Members to act for such member by proxy. Every proxy must be in writing and signed by the Member or the Member's duly authorized agent. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. For the purposes of conducting meetings, all proxies shall be delivered to the Secretary or, upon the absence of the Secretary, the presiding Member appointed to act as secretary of the meeting.

Section 10. Action by the Members. Except as otherwise provided by statute or by these Bylaws, any corporate action authorized by the majority of the votes cast at a meeting of Members shall be the act of the Members. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by the number of Members that would be necessary to authorize the action at a meeting of all members entitled to vote.

Section 11. Special Actions Requiring vote of Members. The following corporate actions may not be taken without approval of the Members:

- (a) a plurality of the votes cast at a meeting of the Members is required for the election of the Directors of the Corporation;
- (b) a majority of the votes cast at a meeting of the Members is required for (1) any amendment of the certificate of incorporation, or (2) a petition for judicial dissolution;
- (c) two-thirds of the votes cast at a meeting of the Members is required for (1) disposing of all, or substantially all, of the assets of the Corporation, (2) acquisition or disposition of any real property of the Corporation, (3) approval of a plan of merger, (4) authorization of a plan of non-judicial dissolution, or (5) revocation of a voluntary dissolution proceeding, provided however, that the affirmative votes cast in favor of any action described in this subsection (c) shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast;
- (d) a majority of the votes cast at a meeting of the Members is required for any amendment to the bylaws altering the rights or obligations of the Members.

ARTICLE II OFFICES

The principal office of the Corporation shall be in the county of Kings, State of New York. The Corporation may also have offices at such other places as the Board may from time to time determine or the business of the Corporation may require.

ARTICLE III BOARD

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

Section 2. Annual Financial Report. The Board shall direct the President and Treasurer of the Corporation to present at the Annual Meeting of the Board a financial report, verified by the President and Treasurer or a majority of the Directors, or certified by an independent public accountant selected by the Board. This report shall be filed with the records of the Corporation and a copy or abstract thereof entered in the minutes of the proceedings of the Annual Meeting of the Board.

Section 3. Number. The number of Directors constituting the entire Board shall not be less than three. Subject to such minimum, the number of Directors may be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the entire Board and no decrease shall shorten the term of any current Director.

Section 4. Election and Term of Office. The initial Directors shall be the persons named by the Incorporator and shall serve until the first Annual Meeting of the Members. The Directors shall be elected by a plurality of the votes cast by the Members at the Annual Meeting of the members, or by Membership action without a meeting, pursuant to the rules for action by Members as stated in these Bylaws. The Directors shall hold office for 2-year terms; provided, however, that any director elected to fill an unexpired term (whether resulting from the death, resignation, or removal of a Director or created by an increase in the number of Directors) shall hold office until the next Annual Meeting of the Members at which the election of Directors is in the regular order of business and until his or her successor is elected or appointed and qualified. Directors may be elected to any number of consecutive terms.

Section 5. Qualification for Directors. Each Director shall be at least 18 years of age.

Section 6. Classification of Directors. At the first Annual meeting of the Members at which the election of Directors is in the regular order of business, the Directors shall be divided into two classes with three directors in the first class and two Directors in the second class. The term of office of the first class shall expire at the first Annual Meeting of the Members following the annual meeting at which Directors are first designated into classes. The term of office of the second class shall expire at the following annual meeting. At each annual meeting after Directors are first designated into classes, Directors shall be elected for a term of 2 years to replace those whose terms shall expire. In addition, the persons holding the positions of President and Summit Chair shall serve as an ex officio Directors during the term of their service in those positions and shall have full voting rights.

Section 7. Removal. Any Director may be removed at any time for cause by a vote of Directors then in office at a regular meeting or special meeting of the Board called for that purpose. Any Director can be removed at any time with or without cause by a vote of the Members.

Section 8. Resignation. Any Director may resign from the Board at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by the Corporation or the President. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director.

Section 9. Vacancies and Newly Created Directorships. Any newly created Directorships and any vacancies on the Board arising at any time and from any cause may be filled at a meeting of the Members by a plurality of the votes cast at a meeting of the Members. The Directors so elected shall serve until the next Annual Meeting of the Members at which the election of Directors is the regular

order of business and his or her successor is elected or appointed or qualified. A vacancy in the Board shall be deemed to exist on the occurrence of any of the following:

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

Section 10. Meetings. Meetings of the Board may be held at any place selected by the Board. The Annual Meeting of the Board shall be held in September of each year or at a date, time, and place fixed by the Board at the time the Board receives an annual report. Other regular meetings of the Board shall be held no less than two times evenly spaced during the year at a time and place fixed by the Board. Special meetings of the Board shall be held whenever called by the President of the Board, the Executive Director, or any Director, upon written demand of not less than three Directors of the Board, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 11. Notice of Meetings. Regular meetings may be held without notice of the time and place if such meetings are fixed by the Board. Notice of the time and place of the Annual Meeting of the Board, each regular meeting not fixed by the Board, and each special meeting of the Board shall be delivered to each Director by email or facsimile at least five days before the day on which the meeting is to be held; or mailed to each Director, postage prepaid, addressed to the Director's residence or usual place of business; or emailed to each Director at an address designated in a written request filed with the Secretary at least seven days before the day on which the meeting is to be held. In the case of annual and special meetings, notice shall be accompanied by a written agenda setting forth all matters upon which action is proposed to be taken. To discuss matters requiring prompt action, notice of special meetings may be sent to each Director by email, facsimile, or telephone, or given personally, no less than forty-eight hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight hours, in which case notice may be given any time before the meeting is held. Notice of a meeting need not be given to any Director who submits a signed waiver of notice, whether before or after the meeting, or who attends the meeting without protesting, before or at the beginning of the meeting, the omission of notice to him or her. No notice need be given of any adjourned meeting.

Section 12. Quorum. Unless a greater proportion is required by law, the Certificate of Incorporation, or these Bylaws, the quorum shall be a majority of the Directors of the Board.

Section 13. Voting. Except as otherwise provided by law or these Bylaws, at any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the Directors present at the time of the vote shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained. Any one or more Directors of the Board or any committee thereof may participate in a meeting of the Board or committee by means of telephone or similar communications equipment provided that all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. The following acts of the Board require the affirmative vote of at least two-thirds of the entire Board:

- (a) a purchase, sale, mortgage, or lease of real property of the Corporation;
- (b) a sale, lease, exchange, or other disposition of substantially all of the assets of the Corporation;

- (c) approval of a plan of merger;
- (d) authorization of a plan of non-judicial dissolution;
- (e) revocation of a voluntary dissolution proceeding; or
- (f) an alteration to these Bylaws or the Certificate of Incorporation of the Corporation that would increase the quorum requirement or vote requirement to greater than a majority of the Board present at the time of the vote.

Section 14. Action by the Board. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all Directors of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Directors of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 15. Compensation. No compensation of any kind shall be paid to any Director for the performance of his or her duties as Director. Subject to Article XII below (Conflicts of Interest Policy), provided that there is full disclosure of the terms of such compensation and the arrangement has been approved by the Board, this shall not in any way limit reimbursement of or payment for services provided to the Corporation by the Director in any capacity separate from his or her responsibilities as a Director, or by any organization with which a Director is affiliated.

ARTICLE IV OFFICERS, EMPLOYEES, AND AGENTS

Section 1. Number and Qualifications. The Officers of the Corporation shall be a President, a Secretary, a Treasurer, and any other Officers, including one or more Vice Presidents, the Board may appoint. One person may hold more than one office in the Corporation. The President shall be a director of the Board. The other Officers may, but need not, be Directors of the Board. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected for a one-year term at the Annual Meeting of the Board, and each shall continue in office until his or her successor is elected and qualified, or until his or her death, resignation, or removal.

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

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

Section 5. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board.

Section 6. President: Powers and Duties. The President shall preside at all meetings of the Board. The President shall have general supervision of the affairs of the Corporation and shall keep the Board fully informed about the activities of the Corporation. He or she has the power to sign and execute, alone or

in the name of the Corporation, all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President shall perform all the duties usually incident to the office of the President, and shall perform such other duties as the Board shall assign.

Section 7. Vice Presidents: Powers and Duties. A Vice President shall have such powers and duties as may be assigned by the Board. In the absence of the President, the Vice President(s), in the order designated by the Board, shall perform the duties of the President.

Section 8. Secretary: Powers and Duties. The Secretary shall keep the minutes of the Annual Meeting of the Board and all meetings of the Board in books provided for that purpose. He or she shall be responsible for giving and serving of all notices of the Corporation and shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board, and shall perform such other duties as the Board shall assign.

Section 9. Treasurer: Powers and Duties. The Treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness, and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. At the Annual Meeting of the Board, the Treasurer shall render a report of the Corporation's accounts showing in appropriate detail: (a) the assets and liabilities of the Corporation as of a twelve-month fiscal period terminating not more than six months prior to the meeting; (b) the principal changes in assets and liabilities during that fiscal period; (c) the revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal period; and (d) the expenses or disbursements of the Corporation, for both general and restricted purposes during said fiscal period. The report shall be filed with the minutes of the Annual Meeting of the Board. The report to the Board may consist of a verified or certified copy of any report by the Corporation to the Internal Revenue Service or the Attorney General of the State of New York which contains the information specified above. The Treasurer shall, at all reasonable times, exhibit the Corporation's books and accounts to any Officer or Director of the Corporation, and whenever required by the Board, render a statement of the Corporation's accounts, and perform all duties incident to the position of Treasurer, subject to the control of the Board.

Section 10. Compensation. Any Officer who is not a Director but is an employee or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation as an employee or agent when authorized by a majority of the entire Board, and only when so authorized.

Section 11. Sureties and Bonds. In case the Board shall so require, any Officer or agent of the Corporation shall execute for the Corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his or her duties to the Corporation and including responsibility for negligence and for the accounting for all property or funds of the Corporation that may come into his or her hands.

ARTICLE V COMMITTEES

The Board, by resolution adopted by a majority of the entire Board, may establish and appoint standing committees or special committees of the Board consisting of at least three Directors with such powers

and duties as the Board may prescribe. The members of such committees shall be appointed by the President of the Board, subject to the approval of the Board. A standing committee is one that will have responsibilities on an ongoing basis. A special committee is one limited in responsibilities by duration or by project.

ARTICLE VI ADVISORY COMMITTEES

Section 1. Powers. The Board may appoint from time to time any number of persons as the advisors of the Corporation to act either singly or as a committee or committees of the Corporation. Each advisor shall hold office during the pleasure of the Board and shall have only the authority or obligations as the Board may from time to time determine.

Section 2. No Compensation. No advisor to the Corporation shall receive, directly or indirectly, any salary or compensation for any service rendered to the Corporation, except that the Board may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

ARTICLE VII BOARD OBSERVERS

Section 1. Powers. The Board may appoint from time to time any number of persons as observers of the Board to attend meetings of the Board. Each observer shall hold office during the pleasure of the Board and shall have only the authority or obligations as the Board may from time to time determine.

Section 2. No Compensation. No observer of the Board shall receive, directly or indirectly, any salary or compensation for any service rendered to the Corporation, except that the Board may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

ARTICLE VIII CONTRACTS, CHECKS, BANK ACCOUNTS, AND INVESTMENTS

Section 1. Checks, Notes, and Contracts. The Board is authorized to select the banks or depositories as it deems proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to sign checks, drafts, or other orders for the payment of money; acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property—real, personal, or otherwise, including stocks, bonds, or other securities—as the Board may deem desirable.

ARTICLE IX BOOKS

There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these bylaws, and all minutes of meetings of the Members and of

the Board.

ARTICLE X FISCAL YEAR

The fiscal year of the Corporation shall be the same as the calendar year.

ARTICLE XI INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. The Corporation may, to the extent permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, or his or her testator, was a Director, Officer, employee, or agent of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding, or (b) he or she personally gained a financial profit or other advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought.

Section 2. Insurance. The Corporation shall have the power to purchase and maintain all insurance policies deemed to be in the best interest of the Corporation, including insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of Directors, Officers, and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

ARTICLE XII CONFLICTS OF INTEREST, CONTRACTS AND SERVICES OF DIRECTORS AND OFFICERS

Section 1. Disclosure.

(a) Prior to the election to the Board, and thereafter on an annual basis, all Directors shall disclose in writing, to the best of their knowledge, any Interest (as defined below) such Director may have in any corporation, organization, partnership, or other entity which provides professional or other goods or services to the Corporation for a fee or other compensation, and any position or other material relationship such Director may have with any other not-for-profit corporation with which the Corporation has an attorney-client or other business relationship (collectively, a "Conflict of Interest"). A copy of such disclosure statement shall be available to any Director of the Corporation upon request.

(b) If, at any time during his or her term of service, a Director acquires any Interest or otherwise a circumstance arises which may pose a Conflict of Interest, the Director shall promptly disclose that Interest or other Conflict in writing to the Chairman of the Board.

(c) When any matter for decision or approval comes before the Board or any committee of the Board in which a Director has an Interest or Conflict of Interest, the Director shall immediately disclose that Interest or Conflict of Interest to the Board or relevant Committee.

Section 2. Definition of "Interest." A Director has an Interest in an entity if he or she would derive a

significant individual economic benefit, either directly or indirectly, from any transaction or relationship involving such entity or any decision on a matter involving such entity by the Board or a Committee. The fact that an entity may take positions on legislative matters of general impact shall not constitute an Interest or Conflict of Interest.

Section 3. Voting. No Director shall vote on any matter in which he or she has an Interest or a Conflict of Interest.

Section 4. Non-Participation. Any Director who has an Interest or a Conflict of Interest in a matter shall leave the room in which discussion regarding that matter is carried on, if so requested by the Board or the relevant Committee, provided, however, that the interested Director may participate in any discussion regarding his or her absence and shall be given an opportunity to disclose and explain the interested transaction to the Board prior to the Board discussion and vote on the transaction without the presence of the interested Director.

Section 5. Attempts to Influence. Directors shall not attempt to influence other Directors regarding matters in which they have an Interest or Conflict of Interest, without first disclosing that Interest or Conflict of Interest as provided in Section 1 of this Article.

Section 6. Contract Review Committee. The Board may, in its discretion, establish a Contract Review Committee consisting of at least three Directors to review any contract that is proposed for approval by the Board and respecting which a Director may have a Conflict of Interest (an "Interested Party Contract"). If no Contract Review Committee has been duly appointed, the Board or another committee so authorized by the board (not including the Directors having an interest in the Interested Party Contract) shall serve such role. The Contract Review Committee or Board shall review the Interested Party Contract and determine whether to authorize the Interested Party Contract, provided that if the Interested Party Contract is of a magnitude that it would otherwise require Board approval, the Contract Review Committee shall submit the Interested Party Contract to the Board with its recommendation whether or not to approve it. The Contract Review Committee or the Board must approve an Interested Party Contract by a majority vote of the disinterested Directors entitled to vote on the matter.

ARTICLE XIII NON-DISCRIMINATION

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual preference, mental or physical disability, or any category protected by law.

ARTICLE XIV REFERENCE TO CERTIFICATE OF INCORPORATION

References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted in these Bylaws. In the event of a conflict between the Certificate of Incorporation and these Bylaws, the Certificate of Incorporation shall govern.