BY-LAWS OF COLUMBUS RUBY BRIGADE, INC.

ARTICLE I – PURPOSE

§1 The name of the organization governed by these By-Laws is Columbus Ruby Brigade, Inc. It is organized as a non-profit corporation under the laws of the State of Ohio. The laws of the State of Ohio shall govern it in every respect.

§2 The purpose of the organization is to present, for the benefit of the general public, educational presentations, public discussions, and classes concerning computer programming and software development, with particular emphasis on the computer programming language known as "Ruby", at certain Public Meetings.

§3 The organization shall be governed in accordance with these By-Laws.

ARTICLE II – MEMBERSHIP AND DIRECTORSHIP

§1 The organization shall have no members.

§2 The organization shall be governed by a Board of not fewer than three Directors, the number of Directors to be determined from time to time by resolution of the entire Board of Directors, provided that no decrease in the number of Directors shall shorten the term of any incumbent Director. As used in this Article, "entire Board of Directors" means the total number of Directors entitled to vote. The Directors presently in office on November 1, 2025 shall continue in office for terms of one year thereafter.

§3 The members of the Board of Directors shall be elected by the Directors by majority vote at the Annual Meeting, or at a regular meeting of the Board of Directors. Members of the Board of Directors shall serve for a term of one year, provided that no term of office shall expire if said expiration would cause the Board to have fewer than three Directors. If, at any time, the number of Directors is reduced to fewer than three due to resignations or abandonment of office, the remaining Directors may, upon consensus, appoint one or more additional Directors to take office immediately. If consensus cannot be reached, the President shall have the power to appoint one or more additional Directors to take office immediately. The Board of Directors may, upon a vote of two-thirds majority, remove a Director from office and cause his or her term to end immediately.

ARTICLE III – OFFICERS AND COMMITTEES

§1 The organization shall have a President. The President shall have such powers as are delegated to him by the Directors. The responsibilities of the President shall be to preside over Public Meetings, to preside over meetings of the Directors, to direct the activities of the organization, and to represent the organization in all public affairs.

§2 The Directors shall have the authority to appoint a Secretary and a Treasurer. The Secretary would have such powers as are delegated to him by the Directors. The responsibilities of the Secretary would be to maintain the records of the organization; to maintain minutes of its meetings, and to provide appropriate notice of meetings. The Treasurer would have such powers as are delegated to him by the Directors. The responsibilities of the Treasurer would be to maintain the funds and other assets of the organization; to establish and maintain the organization's bank accounts; to serve as co-signer with another designee (where practical) on checks for any disbursements; to prepare and maintain the organization's budget; to prepare and maintain annual financial reports; and to ensure the compliance of the organization with state and federal tax laws. In the absence of a Secretary or Treasurer, the President shall undertake such responsibilities.

§3 The President, and, if appointed, the Secretary and/or Treasurer of the organization shall collectively be its Officers. Each shall be selected by a majority vote of the Directors.

§4 In the event that an office becomes vacant, the Directors shall by majority vote select a new Officer to fill the vacancy.

§5 The Directors may create such temporary or standing committees as seem advisable to assist them in carrying out the purposes of the organization.

ARTICLE IV – MEETINGS

§1 An annual meeting of the Board of Directors shall be held each year. Annual meetings shall be called by the President, or by any two (2) voting Directors then in office.

§2 Special meetings of the Board of Directors may be called at the direction of the President, or by any two (2) voting Directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

§3 Notice of the time, day, and place of any meeting of the Board of Directors, and the purpose of any special meeting, shall be given at least three (3) business days previous to the meeting via electronic mail. Attendance and participation at a meeting without objection to notice shall constitute a waiver of notice.

ARTICLE V – GOVERNANCE

§1 Authority to govern and to manage the affairs of the organization shall be vested in the Directors, except as they shall otherwise delegate it to the Officers. They may take any action which does not violate these By-Laws, or the law of Ohio or of the United States.

§2 The fiscal year of the organization shall begin on January 1.

§3 The Directors may, by majority vote, retain the assistance of legal counsel in carrying out the purposes of the organization.

§4 No money shall be authorized to be expended and no contract or obligation incurred in the name of or on behalf of this organization, other than money actually in the possession of the organization, appropriated, and set aside for this purpose.

§5 The organization shall be dissolved upon a two-thirds vote of the Directors present at a duly called and noticed meeting, in the call for which, notice of the proposed dissolution has been included, or upon an adjudication of its bankruptcy, or as otherwise provided by law.

ARTICLE VI – AMENDMENT

§1 These By-Laws may be amended by a two-thirds vote of the Directors at a duly called and noticed meeting, in the call for which, notice of the proposed amendment has been included.

ARTICLE VII – RATIFICATION

§1 These By-Laws, as amended, have been adopted by vote of Columbus Ruby Brigade, Inc. on November 17, 2025.

§2 A copy of these By-Laws has been placed in the records of the organization.

Rachel Slaby
President, Columbus Ruby Brigade, Inc.

Michael Lan
Secretary, Columbus Ruby Brigade, Inc.