

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

ARTICLE II – MEMBERSHIP AND DIRECTORSHIP

- §1 Any natural person may become a member of the organization.
- §2 The Directors may set a fee for membership in the organization, and establish rules for the collecting of said membership and for any privileges appertaining thereto.
- §3 Any person may resign from membership from the organization at any time, by submitting notice of resignation to the Secretary. The Directors may, if in their judgment it is necessary for the harmonious operation of the organization, expel any person from membership, upon a three-fifths vote of the Directors.
- §4 The organization shall be governed by a board of five Directors. The five Directors will be elected by secret ballot to annual terms by a majority of the membership, annually at the organization’s regular meeting in the month of January.
 - (a) The initial Directors, who shall serve until the first election under this article take place, shall be Matthew Darby, Mike Danko, Tracy Rood, Benjamin Winkler, and Jon Canady.
- §5 Four of the Directors shall be “General Seats”, and any Member shall be eligible for election to a “General Seat”. One Director shall be an “Early-Professional Seat”. Except as provided in Article II §7, a Member is only eligible for election to the Early-Professional Seat if his or her years as a computer software developer are less than three years of experience. It is intention of this provision that said Early-Professional Seat be held by a student or other person outside of or new to the field of computer software development. The Secretary shall determine eligibility for the Early-Professional Seat.
- §6 Directors may be re-elected, though no Member shall be eligible to serve as a Director for more than five consecutive years. If the Director holding the Early-Professional Seat reaches three or more years of experience in software development or a related field

during his or her term, that Member shall be ineligible for re-election to that seat. The Secretary shall make such determination of eligibility, as provided in Art. II §5.

- §7 The Secretary shall conduct the election. After voting has been completed, the Directors shall tally the votes. The Secretary shall announce the election results. The candidate eligible for the Early-Professional Seat who receives the most votes shall be awarded the Early-Professional Seat. The top four among other receivers of votes shall be awarded the remaining seats. If no candidate eligible for the Early-Professional Seat receives votes, the receiver of votes in fifth place shall be awarded the Early-Professional Seat, notwithstanding their eligibility under Art. II §5 for election to that seat. It is the intention of this provision that a full board of five directors shall be elected even if no person new to the field is eligible or available to serve in the seat reserved for such members.
- §8 The Directors of the organization may, upon a three-fifths vote, call a special election of the membership to vote upon the removal of a Director from office for malfeasance or other good cause. If said Director is removed from office, the membership shall elect a replacement Director to fill the vacant seat for the remainder of the annual term.
- §9 It is the policy of the organization not to discriminate in membership, any privilege of membership, or in access to educational material or presentations on the basis of race, color, or national or ethnic origin.

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 general meetings of the membership, and where the President is a Director, 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 organization shall have a Secretary. The Secretary shall have such powers as are delegated to him by the Directors. The responsibilities of the Secretary shall be to maintain the records of the organization; to maintain minutes of its meetings; to maintain the membership roster; and to provide appropriate notice of meetings.
- §3 The organization shall have a Treasurer. The Treasurer shall have such powers as are delegated to him by the Directors. The responsibilities of the Treasurer shall 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.

- §4 The President, Secretary, and Treasurer of the organization shall collectively be its Officers. Each shall be selected by a majority vote of the Directors. Any Member shall be eligible to be an Officer of the organization, except that the President must be a Director of the organization.
- §5 In the event that an office becomes vacant, the Directors shall by majority vote select a new Officer to fill the vacancy.
- §6 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 The organization shall hold regular meetings on the third Monday of every calendar month, excepting the month of December. Said meetings shall be held at the offices of Quick Solutions, Inc., 440 Polaris Parkway, Westerville, Ohio, or such other place as selected by the Directors.
- §2 A quorum shall consist of the membership present at a regular meeting.

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 Members present at a general 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 shall not be amended unless the amendment has been approved by the Directors and subsequently approved by a two-thirds vote of the Members present at a general meeting, in the call for which notice of the proposed amendment has been included.

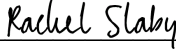
ARTICLE VII – RATIFICATION

§1 These By-Laws have been adopted by vote of Columbus Ruby Brigade, Inc. on

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

DocuSigned by:



Rachel Slaby 1/31/2018

President, Columbus Ruby Brigade, Inc.

DocuSigned by:



Clara Kridler 1/31/2018

Secretary, Columbus Ruby Brigade, Inc.