
BYLAWS OF MAGENTO ASSOCIATION

ARTICLE I NAME

The name of the corporation shall be Magento Association.

ARTICLE II PURPOSES

Section 1. Not For Profit

The corporation is organized under and shall operate as an Illinois not-for-profit corporation, and shall have such powers as are now or as may hereafter be granted by the General Not-for-Profit Corporation Act of Illinois (the “Act”), as amended.

Section 2. Purposes

The purposes of the corporation are association purposes including but not limited to empowering Magento’s global community and commerce ecosystem through open collaboration, education and thought leadership and furthering the interests of members of the global Magento ecosystem.

ARTICLE III REGISTERED OFFICE AND AGENT

The corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Illinois and such other registered agents as the board of directors may from time to time determine.

ARTICLE IV MEMBERS

Section 1. Classes of Members

- A. The corporation shall have two classes of members: dues paying regular membership (“Regular” membership) and non-dues paying other membership (“Other” membership).
- B. Regular membership must be in good standing as defined in the policies established by the board of directors. Regular members may vote, may become a member of the board of directors, may serve as Board Chair, and may serve on the Election, Finance and any other committee.
- C. “Other” membership shall not have voting rights, shall not be eligible to become a member of the board of directors, and shall not serve on any committee.
- D. All members must be in good standing with this corporation, as defined by the corporation’s bylaws and policies. Dues paid by members shall be determined annually by the board of directors, and such changes will be updated annually in the corporation’s policies.

Section 2. Voting Rights

Regular members shall be entitled to one vote on elections of members of the Board of Directors and amendments to the Articles of Incorporation and the bylaws of the corporation and any other matter the Board of Directors puts to a vote of the membership.

Section 3. Resignation

Any member may resign by submitting a written resignation with an officer of the corporation, or the staff member the corporation designates to receive resignations.

Section 4. Termination of Membership

A member may be terminated for cause as defined in the policies established by the board of directors.

ARTICLE V

MEETING OF REGULAR AND OTHER MEMBERS

Section 1. Annual Meeting

- A. An annual meeting of the members shall be held at such time and place as the board of directors may determine for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If such day be a legal holiday in the United States or any other country in which more than 10% of the Association's voting membership resides, the meeting shall be held at the same hour on the next succeeding business day.

- B. Any meeting of the members may be held in a virtual format.

Section 2. Special Meeting

Special meetings of the members may be called either by the Board Chair, a majority of the board of directors, or by not less than one-half of the members having voting rights.

Section 3. Place of Meeting

- A. The board of directors may designate any place, either within or without the State of Illinois, online or in-person, as the place of meeting for any annual meeting or for any special meeting called by the board of directors.

- B. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Illinois, provided, however, that if all the members shall meet at any time and place, either within or without the State of Illinois, and consent to the holding of a meeting, such meeting shall be valid and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings

- A. Electronic notice stating the place, day and hour of any meeting of members shall be sent to each member entitled to vote at such meeting by or at the direction of the Board Chair or the officers or persons calling the meeting as

required by the Act. Such notice must be provided at least seven calendar days in advance prior to any meeting where a vote will be taken of the membership.

- B. In the case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be stated in the electronic notice. Any member may waive notice of any meeting.

Section 5. Quorum

- A. Membership consisting of at least 100 voting members for meetings shall constitute a quorum at any meeting of the members and for election purposes.
- B. If a quorum of 100 voting members is not reached for a virtual meeting, but notice was provided at least seven calendar days in advance to all members, the Board of Directors will have the right via majority vote of the Board to waive quorum and consider it met.
- C. If a quorum of 100 voting members is not reached for an online vote, but notice was provided at least seven calendar days in advance of the close of the vote to all members, the Board of Directors will have the right via majority vote of the Board to waive quorum and consider it met.
- D. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

ARTICLE VI BOARD OFFICERS

Section 1. Officers

- A. The officers of the corporation shall be a Board Chair (the “Chair”), a Board Vice Chair (the “Vice Chair”), a Board Vice President - Treasurer (the “Treasurer”) and a Board Past Chair (the “Past Chair”) and such other officers as may be determined by the board of directors.

- B. The board of directors may elect or appoint such other officers as it shall deem desirable, and such officers shall have the authority to perform the duties prescribed from time to time by the board of directors.
- C. Any two or more offices may be held by the same person. Officers need not be residents of Illinois.

Section 2. Election and Term of Office

- A. The Chair, Vice-Chair and Treasurer shall be elected by a majority of the board of directors at the first board meeting after the expiration of an officer's term as a director or as an officer..
- B. Officers shall serve a term of one year in their office.
- C. The officers shall serve no more than two (2) consecutive terms in a specific office.
- D. Vacancies may be filled or new offices created and filled by a vote of the majority of the board of directors at any meeting of the board of directors.
- E. After serving one term in the position of Chair, the Chair will be appointed to the position of Past Chair for one term.

Section 3. Removal

Any officer may be removed by a majority vote of the board of directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a majority vote of the board of directors for the unexpired portion of the term.

Section 5. Board Chair

- A. The Chair shall be the principal executive officer of the corporation and shall in general supervise and control all of the affairs of the corporation. The Chair shall preside at all meetings of the board of directors and shall be the Chair of the Board.
- B. The Chair may sign, with any other proper officer of the corporation authorized by the board of directors, any deeds, mortgages, contracts, or other instruments which the board of directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the board of directors from time to time.

Section 6. Vice Chair

- A. In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Vice Chair (or in the event there be more than one Vice Chair, the Vice Chairs, in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the Board Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair.
- B. Any Vice Chair shall perform such other duties as from time to time may be assigned by the Chair or by the board of directors. The Vice Chair shall keep the minutes of the meetings of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; and in general perform such other duties as from time to time may be assigned to them by the Chair or by the board of directors.

Section 7. Treasurer

The Treasurer shall have charge in overseeing the corporation's staff, and shall be authorized to provide custody of and responsibility for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any sources whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the Chair or by the board of directors.

Section 8. Past Chair

The Past Chair shall perform such duties as from time to time may be assigned by the Chair or the Board of Directors. In the absence of the Chair and the Vice Chair, the Past Chair shall perform the duties of the Board Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair.

ARTICLE VII BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the corporation shall be managed by its board of directors.

Section 2. Inaugural Board

- A. The corporation shall have an inaugural board of directors (the "Inaugural Board"). The Inaugural Board shall be those individuals who appear on the corporate records as the initial members of the Board of Directors who shall comply with all requirements under the Act to be part of the Inaugural Board.
- B. Such persons shall hold office until the first election of directors, and the Inaugural Board shall choose such date for an election.
- C. The Inaugural Board directors may serve a maximum of three (3) consecutive terms. A term of office is defined as two (2) years..

Section 3. Composition Requirements, Tenure and Qualifications

- A. Elections shall be held once per year at a time determined by the board of directors. In the event of a vacancy on the Board of Directors, the Board of Directors will have the right but not the obligation to hold up to one additional election per year.
- B. The number of voting directors shall be not less than six (6) nor more than nine (9).
- C. In the event of a vacancy on the board of directors due to resignation, removal or other cause, the board of directors may appoint a replacement director to serve until the next regularly scheduled board of directors election.
- D. Starting in 2025, the annual election will be for the number of seats on the board of directors that have terms expiring that year plus any vacant seats that need to be filled. For the 2024 elections, the election will be for the number of seats on the board of directors as recommended by the executive director.
- E. The composition of the board of directors shall be defined in the policies established by the board of directors, including: (i) one (1) voting director shall be appointed by Magento/Adobe, shall be a representative from Magento/Adobe, shall have voting rights, and such appointment shall not have a term limit; and (ii) no two voting Directors shall be employed by the same organization.
- F. In addition to the power to appoint one voting member to the board, Magento/Adobe shall have the ability to appoint a liaison to the board of directors. The liaison shall attend board of directors' meetings but shall not be a voting member of the board of directors.
- G. All other directors may serve a maximum of three (3) consecutive terms, and a term of office is defined as two (2) years. Terms will be defined as beginning with the first meeting of the Board of Directors after the election results have been announced. Terms will be calculated with this Board of Directors meeting date as the start date.

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- H. A director will be eligible to serve again as director only after one (1) year has elapsed since being a director.
 - I. Each director shall hold office until his or her successor has been selected in the election procedures as set forth in Article VII, Section 4.
 - J. Directors need not be residents of Illinois.
 - K. A Director may be removed by a majority vote of the remaining voting members of the Board of Directors if they deem it is in the best interests of the Association to do so.
 - L. A Director may resign, with or without cause, by tendering notice of their resignation to the Chair, the Vice Chair or to a staff member that the Board appoints to receive resignations.
 - M. If a Director misses three or more of the twelve regularly scheduled monthly Board meetings in any twelve month span of time, they will be asked to submit an explanation of these absences and an update about their ongoing ability to meet the requirements of their position to the Board of Directors before the next regularly scheduled Board meeting. If they fail to do so, an agenda item will be added to said regularly scheduled Board meeting to discuss and vote on their removal from the Board of Directors.

Section 4. Election Procedures

- A. Candidates will be elected to the board of directors through two separate processes; a direct election process and a slate process. A minimum of five directors and a maximum of seven directors will serve in seats selected by the slate process and the remaining directors will serve in seats selected by the direct election process.
- B. For seats filled by the slate process, the Election Committee shall review candidates for the board of directors and shall prepare a list (a “slate”) of candidates to recommend to the board of directors. The slate of candidates will be proposed to the board of directors who may approve or reject any recommended candidate. The Election Committee will recommend additional

candidates until the entire slate is accepted by the board. Members shall have the ability to accept or reject the slate of candidates only in total, and may not reject individual candidates. If the slate is rejected by the voting membership, the Election Committee will recommend alternate slates until a slate is accepted.

- C. For seats filled by the direct election process, the Election Committee will develop and implement a process by which candidates are solicited, presented to the membership and an online vote is conducted to directly elect the new director.
- D. In the event of a dispute, allegation of fraud or other misconduct related to the election process, the Election Committee will review the matter and recommend a response or resolution to the board of directors, unless the alleged misconduct concerns conduct of the Election Committee, in which case the board of directors will review the matter themselves.

Section 5. Ex Officio Executive Director

- A. The board of directors may, but are not required to, appoint an executive director. This executive director will be appointed from the staff that serves the Magento Association.
- B. The executive director shall serve on the board of directors and shall not have voting rights.
- C. The executive director shall be an officer of the corporation and shall serve as chief of the Magento Association staff accountable to the Board of Directors, empowered by the board of directors to execute plans and operate Magento Association in accordance with bylaws and policies.

Section 6. Regular Meetings

- A. A regular annual meeting of the board of directors shall be held at such times and places as may be designated by resolution by the board of directors.
- B. The board of directors may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the Board without other notice than such resolution.

- C. Regular meetings may be held online.

Section 7. Special Meetings

- A. Special meetings of the board of directors may be called by or at the request of the Chair or any two directors.
- B. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State of Illinois, as the place for holding any special meeting of the board called by them.
- C. Special meetings may be held online.

Section 8. Notice

Notice of any special meeting of the board of directors shall be given at least seven calendar days previously thereto by electronic notice. Any director may waive notice of any meeting.

Section 9. Quorum

A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 10. Manner of Acting

The act of a simple majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, except where otherwise provided by law or by these bylaws.

Section 11. Informal Action by Directors

Any action required to be taken at a meeting of the board of directors or any action which may be taken at a meeting of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. In lieu of signatures,

an email response consenting to the action from all of the directors entitled to vote shall be sufficient.

Section 12. Vacancies

- A. Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors.

- B. A director selected to fill a vacancy shall be appointed by the board of directors until the next regularly scheduled election process. The time an appointed director spends filling a vacancy until the next regularly scheduled election process will not be counted in any calculation of term limits.

Section 13. Compensation

Directors as such shall not receive any salaries for their volunteer services, but by resolution of the board of directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board; provided, that a director may be compensated if it serves the corporation in any other capacity than being a director.

ARTICLE VIII COMMITTEES

Section 1. Committees of Directors

The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of a minimum of one director, which committees, to the extent provided in said resolution, shall have and exercise the authority of the board of directors in management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon them by law.

Section 2. Election Committee

The Election Committee shall consist of Regular members and may be chaired by a director. The Election Committee shall oversee the election process. Members of the Election Committee cannot run for office in either Direct or Slate Elections.

Section 3. Finance Committee

The Finance Committee shall consist of Regular members and may be chaired by a director. The Finance Committee shall monitor the corporation's financial resources and strategies.

Section 4. Other Committees

- A. Other committees not having and exercising the authority of the board of directors in the management of the corporation shall consist of Regular members and may be chaired by a director.
- B. Other committees may be created, including but not limited to: Education, Membership, Events and Communications.
- C. A representative of Magento/Adobe may serve as a non-voting member of a committee and shall not chair any committee.
- D. A member may be removed from a committee by the Board as defined in the policies established by the board of directors.

Section 5. Term of Office

Each member of a committee shall serve on such committee annually and until their successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof. The Board of Directors or the Executive Director can designate a committee to serve at the pleasure of the Board of Directors in an indefinite term instead of the annual term specified above.

Section 6. Chair

One member of each committee shall be elected Chair. Committee chairs shall serve a term of one year, and may serve an unlimited number of terms, subject to an election each year by the committee. A committee chair may be removed by a vote of a majority

of the board of directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 7. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8. Quorum

Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum.

Section 9. Manner of Acting

The act of a simple majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 10. Rules

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

ARTICLE IX CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts

The board of directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, 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 general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

- A. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

- B. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer and countersigned by the Chair or Vice Chair of the corporation.

Section 3. Deposits

All funds of the corporation 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 may select.

Section 4. Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE X BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having any of the authority of the board of directors.

ARTICLE XI FISCAL YEAR

The fiscal year of the corporation starts January 01.

ARTICLE XII WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the Act, as amended, or under the provisions of the Articles of Incorporation or the bylaws of the corporation, 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 deemed equivalent to the giving of such notice.

ARTICLE XIII AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Regular members casting ballots, if a quorum has voted.

ARTICLE XIV DISSOLUTION

The board of directors may dissolve the corporation pursuant to applicable provisions of the Act.

ARTICLE XV INDEMNIFICATION

The corporation shall indemnify all officers and directors of the corporation to the full extent permitted by the laws of the State of Illinois unless the board of directors determine that the officer or director acted with gross negligence or engaged in intentional misconduct. The corporation shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined from time to time by the board of directors of the corporation.