

BYLAWS
OF
MAGENTO ASSOCIATION

ARTICLE I

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.

Section 3. Resignation. Any member may resign by submitting a written resignation with an officer of the corporation.

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, 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, 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, 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.

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 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 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 officers shall be elected by a majority of the board of directors at the first board meeting after the annual election of the directors.

B. The officers shall serve no more than two (2) terms as an officer.

C. Vacancies may be filled or new offices created and filled by vote of the board of directors or at any meeting of the board of directors.

Section 3. Removal. Any officer may be removed by 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 moneys 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.

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 except for the Inaugural Board, whose first term is defined as three (3) years.

Section 3. Composition Requirements, Tenure and Qualifications.

A. Following the election determined by the Inaugural Board, the election to fill director vacancies shall occur mid-year.

B. The number of voting directors shall be not less than six (6) nor more than nine (9).

C. The board of directors shall determine the number of seats to be filled by member vote at each annual election. In addition, the board of directors may appoint up to two (2) directors to fill vacancies.

D. 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, shall be a representative from Magento, shall have voting rights, and such appointment shall not have a term limit; and (ii) no two Directors shall be employed by the same organization.

E. In addition to the power to appoint one voting member to the board, Magento 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.

F. All other directors may serve a maximum of three (3) consecutive terms, and a term of office is defined as two (2) years. Term length may vary to achieve a staggering of terms.

G. A director will be eligible to serve again as director only after one (1) year has elapsed since being a director.

H. Each director shall hold office until the next annual meeting of the board of directors and until his or her successor has qualified as set forth in Article VII, Section 4.

I. Directors need not be residents of Illinois.

Section 4. Election Procedures. 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. If the slate is accepted, the board of directors will communicate the slate to those members voting at the election of members of the board of directors.

Section 5. Ex Officio Executive Director.

A. The executive director shall serve on the board of directors and shall not have voting rights.

B. 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.

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.

Section 8. Notice. Notice of any special meeting of the board of directors shall be given at least five (5) 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.

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 for the unexpired term of his predecessor in office.

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 shall be chaired by a director. The Election Committee shall oversee the election process.

Section 3. Finance Committee. The Finance Committee shall consist of Regular members and shall 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 shall 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 may serve as a non-voting member of a committee and shall not chair any committee.

D. A member may be removed 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.

Section 6. Chairman. One member of each committee shall be appointed chairman.

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.