

OSGRID.txt

By-Laws

BYLAWS FOR OSgrid, Inc., a TEXAS NONPROFIT CORPORATION

ARTICLE I - Preamble

These bylaws constitute the code of rules adopted by the Board of Directors of OSgrid, Inc. for the regulation and management of its affairs.

ARTICLE II - Purpose

The organization is organized in accordance with the Texas Civil Statutes, Chapter 9, as amended. The organization has not been formed for the making of any profit, or personal

financial gain. The assets and income of the organization shall not be distributed to, or benefit the trustees, directors, or officers or other individuals. The assets and income

shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees

and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an

organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The

organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

ARTICLE III - Board of Directors

(1) Powers The Board of Directors of this Corporation is vested with the management of the business and affairs of this Corporation, subject to the Texas Business Organizations Code,

the Certificate of Formation, and these bylaws.

(2) Qualifications Directorships shall not be denied to any person on the basis of race, creed, sex, religion, national origin, or sexual orientation. Employees of the Corporation are

ineligible to serve on the Board of Directors.

(3) Number of Directors The Board of Directors will consist of at least 3 but not more than 5 Directors. Upon majority resolution of the Board of Directors, the number of Directors

may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or

decreasing the total number of

Directors to less than three Directors. Until the first meeting for electing the Directors occurs, the initial Board of Directors shall consist of the persons listed in the

Certificate of Formation as constituting the initial Board.

(4) Term of Directors Appointments to the Board shall be for three year terms. No person shall serve more than two consecutive terms unless a majority of the Board at a Board meeting

at which a quorum is present votes to appoint a Board member to one additional year. No person shall serve more than seven consecutive years. After serving a total of two terms and

one year, as the case may be, a Board member may be eligible for reconsideration as a Board member after one year has passed since the conclusion of such Board members service.

(5) Election of Directors Elections for Directors filling expired terms shall be held at the last meeting of the fiscal year. Any directorship to be filled by reason of an increase in

the number of Directors shall be filled at the next regular meeting of the Board of Directors or at a special meeting called for that purpose. When a re-appointment or replacement is

made, the re-appointment or replacement shall be considered effective on the date that the prior term expired (i.e., the new term does not begin on the date of the election). Board

members whose terms have expired may continue serving until they are either re-appointed or until their successors are chosen.

(6) Staggered Terms There shall be staggered terms of office for Directors so that one-third of the directorships shall be up for election each year The system for staggered terms of

office shall be implemented as follows: At the meeting of the Board of Directors at which these bylaws are adopted there shall be a vote in order to determine the initial terms of the

Directors. One board member shall have an initial term of one year, two board members shall have terms of two years, and two board members shall have terms of three years. The minutes

of this board meeting shall show the results of the vote. Initial directors serving less than a full three-year term as their initial term (i.e., directors who draw a one-year term or

two-year term), shall be considered to have served a full three-year term for

purposes of the limits on more than two successive terms.

(7) Resignation Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon

receipt or, if later, at the time specified in the notice.

(8) Removal Any Director may be removed without cause, at any time, by a majority of the entire Board of Directors, at a Regular or Special Meeting called for that purpose. Any

Director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.

(9) Vacancies Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum, and the Director filling the vacancy shall

serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant

directorships.

(10) Compensation Directors shall not receive any salaries or other compensation for their Board services, but, by resolution of the Board of Directors, may be reimbursed for any

actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested Board of Directors approve the reimbursement. But nothing in

these Bylaws should be construed to preclude any Board Member from serving the organization in any other capacity and receiving compensation for services rendered. The Corporation

shall not loan money or property to, or guarantee the obligation of, any Director.

(11) Written Notice Written Notice for the purposes of these By-laws will mean email notification and/or notification by the US mail for Board Members. Written Notice for the

Membership will be by twitter and a Forum on the Osgrid web site designated for Public Notices

ARTICLE IV - Committees

(1) Executive Committee The President, Vice President, Treasurer, and Secretary of the Corporation shall constitute the executive committee. The executive

committee shall have the

authority to act on behalf of the Corporation in between Regular Meetings of the Board of Directors. The Board of Directors must validate the actions of the executive committee at its

next Regular or Special Meeting. Any such action not so validated will not be legally binding on the Corporation. The President shall act as chairperson of the executive committee. A

majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present.

(2) Standing Committees The Corporation shall have four standing committees which shall assist the Board of Directors in carrying out the management of the Corporation: The Finance

Committee, the Development Committee, the Program Committee and the Governance Committee. The Board of Directors shall appoint the members of each committee. Each standing committee

shall have at least three Directors as members, and the Directors must comprise a majority of the committee membership. Employees of the Corporation and members of the membership

community may also be appointed to serve as committee members. Committees shall meet upon call of the Board of Directors or the chair of the Committee, review the activities of the

Corporation in the Committee's respective areas, and make recommendations to the Board of Directors for the Board's final approval. The Treasurer of the Corporation shall serve as the

Chair of the Finance Committee. Other standing committees shall elect a Chair by a majority vote. The Chair of each committee shall ensure that minutes of the committee meetings are

taken and present a copy of the minutes to the Secretary within the two weeks following the meeting. Committee meetings shall be open to all members of the Board of Directors. (a) The

Finance Committee shall assist the Executive Director in preparing and presenting the annual budget to the Board of Directors, make necessary investment choices, and generally oversee

the soundness of the corporation's finances and fiscal operations. (b) The Development Committee shall be responsible for fund raising and capital campaigns, public relations,

maintaining the visibility of the corporation, and governmental relations. (c) The Program Committee shall be responsible for planning, developing, and

evaluating the Corporation's

programs. (d) The Governance Committee shall be responsible for nominating new candidates for open positions on the Board of Directors, and for candidates for officer and Board member

positions to the Board before the regular Board meeting at which approval of recommended candidates will be sought. The Governance committee shall also be responsible for overseeing

Board governance which shall include orientation of new Board members, overseeing Board development tactics and programs, and using best efforts to review and update these Bylaws

every two year.

(3) Special Committees The Board of Directors may from time to time designate and appoint additional standing or temporary committees by majority vote of the Board of Directors

composed of Board members and/or Non-Board members. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may

authorize these committees to exercise any powers, responsibilities, and duties consistent with the Certificate of Formation and these bylaws.

(4) Term of Office Each member of a committee shall serve a term of one year, unless the committee is sooner terminated or unless a committee member is removed from such committee.

(5) 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.

ARTICLE V - Code of Ethics

The Corporation and its Directors and Employees will comply with the The Texas Business Organizations Code.

ARTICLE VI - Board Meetings

(1) Place of Board Meetings Regular and Special Meetings of the Board of Directors will be held by electronic means on the OSgrid at Bade Plaza or at any other place that the

President may designate on the Osgrid.

(2) Regular and Special Meetings Regular meetings of the Board of Directors shall be held at least 4 times a year, or more frequently as deemed necessary by the Board of Directors.

Special Meetings may be called by the President or any three Directors. An orientation meeting will be held each year for the new members of the Board of Directors.

(3) Notice of Board Meetings Notice of the date, time, and place of Regular Meetings shall be given to each board member by regular mail, telephone (including voice mail), facsimile,

or e-mail no less than 3 days notice prior to the meeting. Notice of the date, time, and place of special meetings shall be given to each board member using the same methods, but with

no less than 2 days notice prior to the meeting, with the exception of special meetings held to amend the Certificate of Formation or bylaws, for which a 7-day written notice by mail

or email shall be required specifying the proposed amendment.

(4) Waiver of Notice Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of

such meeting unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

(5) Quorum A majority of the incumbent Directors (not counting vacancies) shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings

where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Certificate of Formation or by

any provision of these bylaws.

(6) Actions without a Meeting Any action required or permitted to be taken by the Board of Directors under the Texas Non-Profit Corporation Act, the Certificate of Formation, and

these bylaws may be taken without a meeting, if a majority of Directors individually and collectively consent in writing, setting forth the action to be taken. Such written consent

shall have the same force and effect as a unanimous vote of the Board.

(7) Open Meetings Meetings shall be open to the general public, except when personnel, real estate, or litigation matters are being discussed.

(8) Proxy Voting Prohibited Proxy voting is not permitted.

ARTICLE VII - Officers

(1) Roster of Officers The Corporation shall have a President, Vice President, Secretary, and Treasurer. The Corporation may have, at the discretion of the Board of Directors, such

other officers as may be appointed by the Directors. One person may hold two or more offices, except those serving as President or Secretary.

(2) Election and Removal of Officers All officers shall serve one-year terms. The election shall be conducted at the Board of Directors' first meeting of the fiscal year and following

the election of the new Board of Directors filling expired terms, or as soon as practical thereafter. Officers shall remain in office until their successors have been selected.

Officers may serve consecutive terms without limit. The election of officers shall be by majority vote of the Board of Directors attending the meeting.

(3) Vacancies If a vacancy occurs during the term of office for any elected officer, the Board of Directors shall elect a new officer to fill the remainder of the term as soon as

practical, by majority vote of Directors present.

(4) President

The President will supervise and control the affairs of the Corporation and shall exercise such supervisory powers as may be given them by the Board of Directors.

The President will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of

Directors. The President shall preside at all board meetings and shall exercise parliamentary control in accordance with Roberts Rules of Order.

The President shall serve as an ex-officio member of all standing committees, unless otherwise provided by the Board of Directors or these bylaws.

The President shall, with the advice of the Board of Directors and in accordance with the requirements of these bylaws, set the agenda for each meeting of the Board of Directors.

(5) Vice President

The Vice President shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may

be required by the board.

The Vice President shall serve as the parliamentarian and interpret any ambiguities of the bylaws.

(6) Secretary

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The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws.

The Secretary shall attest to and keep the bylaws and other legal records of the Corporation, or copies thereof, at the principal office of the Corporation. The Secretary shall take or ensure that someone takes minutes of all meetings of the committees and Board of Directors, and shall keep copies of all minutes at the principal office of

the Corporation.

The Secretary shall keep a record of the names and addresses of the Directors at the principal office of the Corporation.

The Secretary shall, with the approval of the Board of Directors, set up procedures for any elections held by the Corporation. The Secretary shall keep a record of all votes cast in

such elections.

The Secretary shall ensure that all records of the Corporation, minutes of all official meetings, and records of all votes, are made available for inspection by any member of the

Board of Directors at the principal office of the Corporation during regular business hours.

The Secretary shall see that all notices are duly given in accordance with these bylaws or as required by law.

The Secretary shall see that all books, reports, statements, certificates, and other documents and records of the Corporation are properly kept and filed.

In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice President shall perform the functions of

the Secretary.

(7) Treasurer

The Treasurer and/or President will have charge and custody of all funds of the Corporation, will oversee and supervise the financial business of the Corporation, will render reports

and accounting to the Directors as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be

required by law, by the Certificate of Formation, or by these bylaws, or which may be assigned from time to time by the Board of Directors.

The Treasurer and/or President and the staff of the Corporation shall devise a plan providing for the acceptance and disbursement of all funds of the Corporation which shall be

approved by the Board of Directors.

The Treasurer and/or President, with the approval of the Board of Directors, shall set up all checking, savings, and investment accounts of the Corporation and deposit all such funds

in the name of the Corporation in such accounts.

The Treasurer's and/or President's signatures shall be the authorized signatures for all checking, savings, and investment accounts of the Corporation unless the Treasurer, with the

approval of the Board of Directors, designates another member of the Board of Directors or employee of the Corporation as the authorized signatory for a particular type of

disbursement.

The Treasurer shall present a quarterly report for the Board of Directors, providing an accounting of all transactions and of the financial conditions of the Corporation.

The Treasurer and/or President shall maintain all financing records, books, and annual reports of the financial activities of the Corporation at the principal office of the

Corporation and make them available at the request of any Director or member of the public during regular business hours for inspection and copying.

ARTICLE VIII - Members

(1) Eligibility All residents of the OSgrid and Contributors to its financial support who are eighteen years of age or older are eligible for membership in the Corporation.

(2) Rights of Members Each member of the Corporation shall be entitled to one vote on each matter submitted by the Board of Directors to a vote at a Regular or Special Membership

meeting, except to the extent that the voting rights are limited or denied by the Certificate of Formation. No member shall be entitled to any dividend or any part of the income of

the Corporation or to share in the distribution of the corporate assets upon dissolution. The Board of Directors has the discretion to decide which, if any, matters shall be submitted

to the members for a vote, except that the following decisions will always be submitted to the membership for a vote: dissolution of the corporation, merger or consolidation with

another corporation, sale of substantially all the corporations assets, and most amendments to the corporations certificate of formation.

(3) How the Membership can Legally Act The membership may act only at a properly called meeting of the membership where a quorum is present. At such a meeting, a vote of a majority of

the members in attendance shall be an act of the membership, except that a two-thirds majority of the members in attendance shall be required for the following: dissolution of the

corporation, merger or consolidation with another corporation, sale of substantially all the corporations assets, and most amendments to the corporations certificate of formation The

attendance of at least 10 members shall constitute a quorum for the conduct of business at either a Regular or Special Membership Meeting.

(4) Regular Membership Meetings The Membership shall meet at least once a year during the month of December, at a time designated by the Board of Directors, for the purpose of

transacting any business that the Board of Directors may submit to the members. Regular Membership Meetings shall take place at the virtual OSgrid region Bade Plaza or another

designated location in OSgrid.

(5) Notice of Regular Membership Meetings Written notice of the Regular Membership Meeting shall be given not less than 10 calendar days nor more than 60 calendar days before the date

that such a meeting is to be held. Such written notice shall be delivered by email, Group Instant Message or Public Notice in the OSgrid Forums and shall state the place, day, and

time of the meeting. The Board of Directors, in the alternative, may provide notice through other additional means as the Board of Directors shall deem effective.

(6) Special Membership Meetings Special Membership Meetings may be called at any time by the President, by a majority of the Board of Directors.

(7) Notice of Special Meetings Notice of Special Membership Meetings shall be given in the exact same manner as notice for the Annual Membership Meeting as provided for above, except

that the notice shall contain the purpose for which the meeting is called.

(8) Enrollment of Members The Board of Directors shall adopt a membership application form. The application form shall require the name (avatar name), email, and location (city,

state, country), of each applicant. The application should be sent to an email address designated for that purpose. There shall be a space for the secretary to initial certifying that

the secretary believes the applicant to be eligible for membership. Alternate avatars are not allowed to vote, one vote to each person only. The applicant becomes a member upon the

secretary's final acceptance of the application form. The secretary shall keep

an up-to-date membership list. The email addresses will not be made public.

ARTICLE IX - Rules of Procedure

The proceedings and business of the Board of Directors shall be governed by Robert's Rules of Order unless otherwise provided herein.

ARTICLE X - Executive Director

The Board of Directors may, upon resolution, appoint an Executive Director to serve at the board's discretion and to carry out whatever tasks the board from time to time resolves. The

Executive Director shall be a voluntary position until it is decided that an annual paid salary is appropriate by the Board of Directors. Subject to such supervisory powers as are

vested in the Board of Directors, the Executive Director shall supervise, direct, and control the business of the Corporation and actively manage its business, and shall have such

other powers and duties as may be prescribed by the Board of Directors or by these bylaws.

The Executive Director may engage in negotiations involving commitments of the resources of the Corporation or the acceptance of money or resources by the Corporation in furtherance

of the purposes of the Corporation as set out in the Articles of Incorporation and these bylaws. The Executive Director shall generally be expected to attend all meetings of the Board

of Directors and meetings of the general membership.

ARTICLE XI - Operations

(1) Execution of Documents Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes,

or legal written instruments executed in the name of and on behalf of the Corporation shall be signed and executed by the Executive Director and/or the President (or such other person

designated by the Board of Directors), pursuant to the general authorization of the Board. All conveyances of property shall be signed by the President or two other members of

Executive Committee and must be approved by a resolution of the Board of Directors.

(2) Disbursement of Funds Financial Transactions which have a value of \$1,000

or more shall require majority approval of the Board of Directors or Executive Committee if a majority of

the Board of Directors is not immediately available to vote on the transaction. In all other transactions, the Executive Director may dispense with the funds of the Corporation in

accordance with the annual budget approved by the Board of Directors and the purposes of the Corporation as set out in the Certificate of Formation and these bylaws. Notwithstanding

the above, all checks or debits of more than \$1,000 disbursing funds from any of the Corporations accounts shall require the approval of at least two of the following: the Executive

Director, President, Vice President, Secretary, or Treasurer.

(3) Procurement Policy The Corporation shall abide by its procurement policy.

(4) Records The Corporation will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The Corporation will

keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary of the Corporation.

(5) Inspection of Books and Records All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.

(6) Loans to Management The Corporation will make no loans to any of its Directors or Officers.

(7) Amendments The Board of Directors may adopt amendments to the Certificate of Formation by a vote of two-thirds of Directors present at a meeting where a quorum is present. The

bylaws may be amended at any time by a vote of the majority of Directors at a meeting where a quorum is present.

(8) Fiscal Year The fiscal year for the Corporation will be the calendar year, January 1 to December 31st.

(9) Audit The Corporation shall have an annual financial statement review or audit, depending on the requirements of any granting or funding source, to be completed by September 15th

of each year for the previous fiscal year.

CERTIFICATION

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I hereby certify that these bylaws were adopted by the Board of Directors of the OSgrid, Inc. at its meeting held on 12-9-2013.

Lawrence A. Roberts - Secretary