

BYLAWS OF THE CONNEXIONS CONSORTIUM

(Also, Exhibit A of the Connexions Consortium Membership Agreement)

ARTICLE I Name

1.1 The name of the organization is the Connexions Consortium (CNXCNS).

ARTICLE II Nonprofit Operation

2.1 The purpose for which CNXCNS is formed is exclusively for educational, scientific, research and other similar nonprofit purposes, as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1986 (any reference herein to any provision of such Code shall be deemed to mean provisions as now or hereafter existing, amended, supplemented, or superseded).

ARTICLE III Purposes and Mission

3.1 **Purpose.** The CNXCNS is dedicated to the design and development of collaborative, open source code, software efforts and open access educational content that are targeted at supporting education, research and related scholarly activities. The CNXCNS is a group of organizations, who work together to advance open source educational technology and open access educational content.

3.2 **Mission.** The mission of CNXCNS is:

1. To deliver an application framework and associated collaboration, research, and teaching and learning environment tools and components that are designed to work together for education content management, research support and various forms of collaboration;
2. To support research, collaboration and community building around the CNXCNS application framework and associated research and learning environment tools and components that are designed to work together for education content management, research support and various forms of collaboration;
3. To solicit grants and other funding to permit the development and refinement of the Connexions application framework and associated research and learning environment tools and components that are designed to work together for education content management, research support and various forms of collaboration;

4. To promote economic efficiencies for IT in education and research settings through cooperation, leverage of shared investments and innovation;
5. To serve as an effective voice for open and community source software for research, collaboration, and teaching and learning environment efforts in education.

ARTICLE IV Qualification and Application for Membership

4.1 Membership. Membership in CNXCNS is open to academic and research organizations or individuals and commercial organizations and institutions and individuals with programs and missions consistent with the purposes of CNXCNS as set forth in Articles II and III and may include colleges and universities, research and development centers, membership organizations, and other non-profit organizations, and for-profit organizations, provided that applications for membership must show that the organization:

1. has goals and purposes consistent with the goals and purposes of the CNXCNS to the satisfaction of a majority of the CNXCNS Board members present at the meeting at which the applicant's membership is considered, based on the applicant's application, bylaws, mission statement, and similar evidence,
2. agrees to pay membership fees and dues as specified by the CNXCNS Board, and
3. designates an Organizational Representative to the CNXCNS

Organizational Representatives serve at the pleasure of their organizations, and may be changed by their organization at any time, with 30 days notice to the CNXCNS Board.

4.2 Applications. Applications for membership shall be forwarded to the Board Chair under the signature of an appropriate administrative officer of the institution or organization seeking membership and shall include a description of the institution's or organization's present programs and future plans in support of education and research related to open source code software development and efforts to support collaboration, education and research software and/or open access content development and efforts to support collaboration, education and research content. The application must describe how the institution will contribute to the objectives of CNXCNS and should include descriptions of any relevant programs, research, commercial offerings, community offerings and public service activities contributing to the

advancement of open source code software and/or open access content for education and the broader CNXCNS Community. Members are subject to a review of these qualifications every year.

4.3 Removal from Membership. An institution or organization shall cease to be a voting member upon failure to pay dues and shall be dropped from the membership roster upon failure to pay dues by the end of the membership year. The membership of any member may also be terminated by the Board of Directors upon a two-thirds vote of the members of the board present at the meeting at which termination is considered, provided that at least sixty days' notice of the intent to consider such action at such meeting must be given. Additionally, all members are subject to review of their qualifications upon request from the board. Evidence that the institution or organization continues to meet the membership qualifications then must be presented to the Board of Directors or its delegate. If the member no longer meets the qualifications in the view of the Board of Directors, the member shall be given an opportunity to show that it continues to meet the membership qualifications. If it cannot do so, its membership shall be terminated at the end of the year. Any gap in membership status, whether for failure to pay dues, resignation, or otherwise, requires payment of the annual membership fee before reinstatement.

4.4 Membership Structure. Membership will be structured in two tiers as defined in Attachment A.

ARTICLE V Membership Meetings

5.1 Meetings of the CNXCNS Members shall be held annually, at least, with the dates and places selected by the Board of Directors, to coincide with the CNXCNS Conference(s). Special meetings may be convened by the Board of Directors or at the written request of one-third of the member institutions to consider matters of extreme importance. A meeting agenda shall be distributed prior to meetings.

ARTICLE VI Board of Directors

6.1 Definition

The CNXCNS Board, hereinafter referred to as the "Board," is the governing and administrative body of the CNXCNS.

6.2 Purposes and Functions

a. Purposes

1. To provide management and oversight of the organization and affairs of the CNXCNS in accordance with the bylaws and consistent with the mission. This includes management of the CNXCNS assets (including funds, intellectual property, trademarks, support equipment) and allocation of corporate resources to projects;
2. To provide leadership for the overall for CNXCNS;
3. To represent the CNXCNS;
4. To establish and maintain the processes of coordination determined to be necessary to support the development and release of the CNXCNS software;
5. To act as a 'court of final appeal' for Discussion and Work Groups of the CNXCNS.

b. Functions

The Board of Directors shall have the following functions and such other functions as it deems consistent with the Purposes stated in Article VI, Section 6.2(a) above.

1. As funds allow, to hire an Executive Director, and hire or appoint a Secretary and Treasurer and to determine the conditions of their appointments and
2. To appoint conference chairs and program committee chairs for each conference.
3. To approve the appointment of other committees or subcommittees formed by the Board of Directors. Such committees or subcommittees will have a life of one year which may be extended annually as needed.
4. To appoint the chair and vice-chair of standing committees of the Board.
5. To review standards and processes for admission to membership in conformance with the Bylaws and to review and approve applications for membership.
6. To report promptly to membership on important actions taken by the board, and to make all agendas and minutes (except for executive session minutes) available to all members of the larger community in a timely fashion.
7. To approve the employment of staff, purchase of supplies and equipment, and publication of such materials as necessary.

8. To approve the receipt and disbursement of funds on behalf of the CNXCNS.
9. To make interim appointments to vacancies on the Board of Directors if the By-Laws so allow.
10. Set appropriate Membership Dues and Benefits

6.3 Board Size, Member Term, Meetings

- a. The Board shall consist of not less than seven (7) and not more than nine (9) members.
- b. Five (5) Board members (Tier One Board Members) will be elected exclusively by Tier One Members
- c. One (1) Board member will be from the Host Institution.
- d. The remaining Board positions (At-Large Board Members) will be filled by the membership at large (including Tier One and Tier Two)
- e. Board members shall serve for a term of 3 years.
- f. Board members may serve only 2 consecutive terms.
- g. Meetings of the Board
 1. The Board of Directors shall meet at least twice a year at such times and places as agreed upon by the Board. Any three members of the Board may call a meeting of the Board.
 2. At least one of the Board meetings each year must be open to all members of the CNXCNS community. It should be held during or adjacent to one of the Connexions conferences. The board should present a status of the CNXCNS, including status of projects, financial status, and vision for the coming year at the Connexions Conference. There will also be an open floor for community members so the Board can hear the concerns of the membership, and take questions.
- h. During the start-up phase of the organization and until such time as the organization reaches the size of the organization reaches at least 7 members with at least 5 being Tier 1 members, the Board shall consist one member from the Host Institution and other Board members elected from the member institutions as a whole without regard to Tier status. The size of the Board shall be determined by vote of the members of CNXCNS and in no circumstances will exceed 9 members.

6.4 Nomination of Board Members. Anyone may be nominated to stand for election to the Board. Nominations for Board positions will be made to the Secretary of the Board no less than 60 days prior to the Annual meeting. The

Board Secretary will distribute ballots with those nominated no less than 45 days prior to the annual meeting. Ballots will be submitted to the Board Secretary no less than 15 days prior to the annual meeting but no less than 30 after the distribution of the ballots by the Board Secretary. Board elections results will be completed by and announced at the annual meeting.

6.5 Vacancies. If an individual elected to the Board is incapacitated, or resigns, the Board may appoint an individual to the Board for the remainder of that person's term.

6.6 Voting for Board Membership. Each member organization's Representative shall have a vote in the elections for Board Members in accordance with Attachment A.

6.7 Board Composition. Board composition is determined by the Board elections, consistent with Article VI, Section 6.3, above.

6.8 Quorum. A majority of the entire membership of the Board of Directors as fixed in these Bylaws shall constitute a quorum for the transaction of any business. In the absence of a quorum, a majority of those members present may adjourn the meeting. When a quorum is once present to organize a meeting, it is not broken by the subsequent departure of one or more directors from the meeting, provided that at least one third of the board is present at all times. The affirmative vote of a majority of the members present at a Board meeting at which a quorum is present shall be necessary and sufficient to the making of decisions by the Board, except as a larger vote may at any time be otherwise specifically required by Texas law, the Articles of Incorporation, or these Bylaws.

6.9 Notice. At least thirty days' notice shall be given to each Director of a regular meeting of the Board of Directors. A special meeting of the Board of Directors may be held upon notice of five days. Notice of a meeting of the Board of Directors shall specify the date, time, and place of the meeting, but need not specify the purpose for the meeting or the business to be conducted. A Director may waive notice of any regular or special meeting of the Board of Directors by written statement filed with the Board of Directors, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

6.10 Telephonic meetings. The Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment through which all members participating in the meeting can speak to and hear each other at the same time. Participation by such means shall constitute presence in person at the meeting. This includes online communication methods other than telephone at the board's discretion.

6.11 Unanimous Consent, in lieu of meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, provided all members consent in writing or electronically and set forth in the same message the action or decision taken or made. Consent in such fashion shall have the same force and effect as a meeting vote, and may be described as such in any document executed by or on behalf of the corporation.

6.12 Compensation. Members of the Board of Directors shall receive no compensation for their services but, by resolution of the Board, may be reimbursed for expenses incurred while acting on behalf of the corporation.

6.13 Executive Committee. By a vote of the majority of all the Directors (Board Members) in office, the Board of Directors may designate an Executive Committee consisting of the Chair, Vice-Chair and one other board member which shall have authority to act for the Board of Directors in between meetings of the full Board; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the CNXCNS; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another organization; authorizing the voluntary dissolution of the CNXCNS or revoking proceedings therefore; adopting a plan for the distribution of the assets of the CNXCNS; fixing the compensation of the Directors for serving on the Board or on a committee; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or the Director by law. The Board of Directors may designate one or more of the Directors as alternate members of the Executive Committee, who may replace any absent or disqualified member at any meeting of the Committee upon the request of the Chair. Vacancies in the Executive Committee shall be filled by the Board of Directors at a regular or special meeting.

6.14 Proxy Voting. A Director may authorize another person or persons to act for the Director by proxy. Every proxy shall be executed in writing, or by email, by the Director or their duly authorized agent. No proxy shall be valid for more than eleven (11) months from the date of its execution. Unless it is coupled with an interest, a proxy will be revocable at will. A proxy shall not be revoked by the death or incapacity of the Director, but the proxy shall continue in force until revoked by the personal representative or guardian of the Director. The presence at any meeting of any Director who has given a proxy shall not revoke the proxy unless the Director files a written notice of the revocation with the Secretary of the meeting prior to the voting of the proxy. A person named in the proxy as the attorney or the agent of a Director may, if the proxy so provides, substitute another person to act in that person's place, including any other person named as attorney or agent in the same proxy. The substitution shall not be effective until an instrument effecting it is filed with the Secretary of the Board.

6.15 Definitions

- a. Host organization — The host organization is the organization that hosts the code and the legal entity of CNXCNS.

ARTICLE VII Officers (Board and Organization)

7.1 Number

The officers of the Board of the CNXCNS shall be the Chair, Vice Chair, and Secretary/Treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. The duties of any such officers and assistant officers shall be fixed by the Board of Directors, or by the Chair if authorized to do so by the Board of Directors, but to the extent not so fixed, shall be those customarily exercised by corporate officers holding such offices.

The officers of the corporation (should one be formed) shall be an Executive Director. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. The duties of any such officers and assistant officers shall be fixed by the Board of Directors, or by the Chair if authorized to do so by the Board of Directors, but to the extent not so fixed, shall be those customarily exercised by corporate officers holding such offices.

7.2 Chair and Vice-Chair

The Chair and Vice-Chair shall be elected by the Board by majority vote. They shall normally serve one year. They may be re-elected. The term of office of either officer shall terminate upon the effective date of his or her resignation; upon his or her death; or upon a majority vote of the Board to remove him or her from office. Any vacancy created thereby shall be filled by the Board of Directors from among its members. The Vice-Chair shall serve as Chair whenever the Chair is unable to so serve.

7.3 Treasurer and Secretary

The office of Secretary/Treasurer shall be elected by majority vote of the Board of Directors. The Secretary/Treasurer shall serve a one year term. The term of office may be changed from time to time by the Board. An individual may serve as Treasurer or Secretary for succeeding terms without limitation. The term of office of Treasurer or Secretary shall terminate upon the effective date of his or her resignation submitted orally or in writing to the Board of Directors; upon his or her death; or upon a majority vote of the Board to remove him or her from office. Any vacancy created thereby shall be filled by the Board of Directors.

7.4 Executive Director

The Executive Director position, when vacant, may be filled on an interim basis by appointment of the Board to the position. A permanent Executive Director shall be selected by majority vote of the Board of Directors from among applicants for the position. Such applicants shall be solicited from the membership institutions, or elsewhere at least two months prior to filling of the vacancy. The Executive Director serves at the pleasure of the Board. The Executive Director will be an ex-officio member of the Board.

ARTICLE VIII Offices

8.1 The principal office and registered office of the CNXCNS shall be located in Houston, Texas.

ARTICLE IX Standing Committees

9.1 The standing committees are those committees that operate on a continuing basis. They may be created and disbanded at the desire of the Board in accordance with the rules for amending the bylaws. The standing committees are set forth in Attachment B, Standing Committees.

ARTICLE X Amendments

10.1 The Bylaws may be amended in whole or in part by a two-thirds majority vote of the Board of Directors except as otherwise specified for special circumstances in these Bylaws or provided by Texas law. Amendments may be proposed by any Organizational Representative to the Board of Directors. The Board shall circulate the proposed amendment to all Organizational Representatives, and publish it to the members, for discussion, at least thirty days prior to vote. In addition, all amendments must be discussed at a Board meeting prior to the one at which they are voted on by the Board.

ARTICLE XI Publications

11.1 The Board of Directors shall prepare an annual report of activities and such special bulletins and reports as are deemed necessary.

ARTICLE XII Contracts, Checks and Deposits

12.1 **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the CNXCNS who are not specifically 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; provided that such authorization shall be confirmed by written resolution.

12.2 **Checks.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the CNXCNS, shall be signed by such officer or officers, agent or agents of the CNXCNS and in such manner as shall from time to time be determined by resolution of the Board of Directors. Those who have check signing ability for the CNXCNS shall be bonded.

12.3 **Deposits.** All funds of the CNXCNS shall be deposited from time to time to the credit of the CNXCNS in such banks, trust companies or other depositories as the Board of Directors may select.

12.4 **Contributions and Gifts.** The Board of Directors may accept on behalf of the CNXCNS any contribution, gift, bequest or devise for the general purpose or for any special purpose of the CNXCNS.

ARTICLE XIII Books and Records

13.1 Books and Records. The CNXCNS 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, and shall keep at the registered or principal office a record giving the names and addresses of the Board of Directors. All books and records of the corporation may be inspected by any director, or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XIV Miscellaneous Provisions

14.1 Fiscal year. The annual accounting period of the CNXCNS shall be determined by the Board of Directors.

14.2 Parliamentary Authority. The rules of parliamentary procedure in "Robert's Rules of Order, Revised", shall govern the proceedings of the meetings of this corporation, subject to all other rules contained in the Articles of Incorporation and Bylaws and not including the rules against proxy voting.

14.3 Severability. Each of the sections, subsections and provisions hereof shall be deemed and considered separate and severable so that if any section, subsection or provision is deemed or declared to be invalid or unenforceable, this shall have no effect on the validity or enforceability of any of the other sections, subsections or provisions.

14.4 Website. CNXCNS shall maintain a publicly-accessible Internet World Wide Web site (the "Website"), which may include, among other things, (i) a calendar of scheduled meetings of the Board, Standing Committees and Discussion and Work Groups; (ii) a docket of all pending policy development matters, including their schedule and current status; (iii) specific meeting notices and agendas as described below; (iv) information on CNXCNS's budget, annual audit, financial contributors and the amount of their contributions, and related matters; (v) announcements about CNXCNS activities of interest to significant segments of the CNXCNS community; (vi) comments received from the community on policies being developed and other matters; (viii) information about CNXCNS's physical meetings and public forums; and (ix) other information of interest to the CNXCNS community.

ARTICLE XIV Conflict of Interest

15.1 **Conflict of Interest.** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is required to sign the conflict of interest statement, Attachment C.

ATTACHMENT A: MEMBERSHIP STRUCTURE

Membership Tiers are defined as follows:

Tier One membership

- Non-profit organizations over \$50,000,000 USD annual budget (all sources)
- For-profit corporations over \$50,000,000 USD in annual revenue

Tier Two membership

- All others

Tier One Member voting occurs as follows:

- Tier One members are entitled to 1 vote for the Tier One Seats on the CNXCNS Board
- Tier One members are entitled to 1 vote for the At-Large Seats on the CNXCNS Board

Tier Two Member voting occurs as follows:

- Tier Two members are entitled to 1 vote for the At-Large Seats on the CNXCNS Board

ATTACHMENT B: STANDING COMMITTEES

Connexions Consortium will have 2 standing committees, Finance Committee and the Technology Committee

Finance Committee

Mission

The Finance Committee is established as a committee of the Board of Directors whose primary duties are to oversee the financial affairs of CNXCNS and review and make recommendations to the Board about the financial affairs and policies of CNXCNS.

Responsibilities

The Committee's purpose is to oversee (1) the accounting and financial reporting processes, (2) the audits of CNXCNS's financial statements, and (3) the selection and qualifications of the public accounting firm engaged as CNXCNS's independent auditor. The Committee will perform such other duties consistent with its mission as directed by the Board.

Structure

The Chair of the Committee will be the Treasurer of CNXCNS. One additional Board member will be appointed. The Committee may appoint additional individuals with financial experience to assist the Committee if needed. The Committee shall not exceed 5 members.

Members of the Committee will serve a one year term. Members can be reelected.

The Committee will hold such number of meetings as the Chair of the Committee deems necessary or desirable. The Committee will maintain minutes of its proceedings and will report on its actions and activities at scheduled board meetings.

The Committee's primary liaison with CNXCNS will be the Chair of the Board and/or the Executive Director. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with any provision of the bylaws of CNXCNS.

Authority

The finance committee has been established under the Bylaws of CNXCNS as a standing committee. The Committee will have the resources and authority necessary to discharge its duties and responsibilities.

Technology Committee

Mission

The technology committee will be responsible for the technical aspects of CNXCNS. Among other things, the technology committee will be responsible for the technical development, implementation, and maintenance responsibilities that occur on the Connexions platform and review and make recommendations to the Board about the technical affairs and policies of CNXCNS.

Responsibilities

The Committee's purpose is to oversee (1) the technology of the code, (2) the testing of the code, (3) the release of the code, and (4) the maintenance of the code. The Committee will perform such other duties consistent with its mission as directed by the Board.

Structure

Technology committee – A technology committee will be elected by the membership as set forth herein.

There will be up to nine Members of the Technology Committee.

The Board will appoint the chair of the Committee.

Up to two Members of the Committee will be elected by the membership at large.

The Host Institution will have one member on the committee.

Up to six Members of the Committee will be elected by members of CNXCNS who have committed technology resources to the CNXCNS. Members of the organization who committee one developer with a full time FTE will have one vote for this portion of the committee. Members who submit two full time FTE

will have two votes for this portion of the committee. The maximum number of votes for this portion of the committee will be three.

Members of the Committee will serve a one year term. Members can be reelected.

The Committee will hold such number of meetings as the Chair of the Committee deems necessary or desirable. The Committee will maintain minutes of its proceedings and will report on its actions and activities at scheduled board meetings.

The Committee's primary liaison with CNXCNS will be the Chair of the Board and/or the Executive Director. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with any provision of the bylaws of CNXCNS.

Authority

The Technology Committee has been established under the bylaws of CNXCNS as a standing committee. The Committee will have the resources and authority necessary to discharge its duties and responsibilities.

ATTACHMENT C: CONFLICT OF INTEREST

Director Conflicts of Interest — No contract or other transaction between the CNXCNS and one or more of its directors or between CNXCNS and any other corporation, partnership, association or other organization in which one or more of the directors of the corporation are directors or officers or are financially interested, shall be void or voidable solely because of such relationship or interest or solely because such director or directors are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or solely because his or her or their votes are counted for such purpose, if:

- A. The material facts as to the director's relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or committee, and the Board of Directors or committee in good faith authorizes, approves or ratifies the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or
- B. The material facts as to their relationship or interest and as to the contract or transaction are disclosed or known to the members entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of such members; or
- C. The contract or transaction is fair as to CNXCNS at the time it is authorized, approved or ratified by the Board of Directors, a committee of the Board of Directors or the members.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.