

BYLAWS of Partimus

ARTICLE 1 -- NAME AND PURPOSE

Section 1 -- Name: The name of the organization shall be Partimus. It shall be a nonprofit organization incorporated under the laws of the State of California.

Section 2 -- Purpose: Partimus is organized exclusively for charitable, educational purposes. The purpose of this corporation is:

- * to support the ecologically friendly process of repurposing computers for schools;
- * to support and conduct non-partisan research, education, and informational activities to increase the quality of virtual educational content available;
- * to facilitate communication between the content developers and the developers and the student / teacher population;
- * to further the quality of education with both hardware and software.

ARTICLE II -- MEMBERSHIP

Section 1 -- Membership: Membership shall consist of the board of directors.

ARTICLE III -- BOARD OF DIRECTORS

Section 1 -- Board role, size, and compensation: The board is responsible for overall policy and direction of the association, and delegates responsibility day-to-day operations to the staff and committees. The board shall have up to 20, but not fewer than two members. The board receives no compensation other than reasonable expenses.

Section 2 -- Terms: All board members shall serve two-year terms, but are eligible for re-election for up to five consecutive terms.

Section 3 -- Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

Section 4 -- Board elections: During the last quarter of each fiscal year of the corporation, the board of directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Section 5 -- Election procedures: New directors shall be elected by a majority of directors present at such a meeting, provided that there is a quorum present. Directors so elected shall service a term beginning on the first day of the next fiscal year.

Section 6 -- Quorum: A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

Section 7 -- Officers and Duties: There shall be four officers of the board, consisting of chair, vice-chair, secretary, and treasurer. Their duties are as follows:

The chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.

The vice-chair shall chair committees on special subjects as designated by the board.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 8 -- Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 -- Resignation, termination, and absences: Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, more than three unexcused absences from in-person board meetings per year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 -- Special meetings: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

ARTICLE IV -- COMMITTEES

Section 1 -- Committee formation: The board may create committees as needed, such as fundraising, public relations, data collection, etc. The board Chair appoints all committee chairs.

Section 2 -- Executive Committee: The four officers serve as the members of the Executive Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be

submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the public.

Section 3 -- Finance Committee: The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and annual budgets with staff and other board members. The board must approve the budget and all expenditures must be within the budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the public.

ARTICLE V -- DIRECTOR AND STAFF

Section 1 -- Executive Director: The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

ARTICLE VI -- AMENDMENTS

Section 1 -- Amendments: These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on March 13, 2007.