

# Open Comms Alliance Bylaws

## ARTICLE I

### NAME AND PURPOSES

**Section 1. Name.** The name of this association is Open Comms Alliance, further referred to as “the Alliance”.

**Section 2. Purpose.** The purpose of the Alliance is to promote and facilitate the cooperation between companies and persons on the matter of Voice over Internet Protocol (VoIP) and related telecommunication technologies based on open source and open standards. The Alliance provides a space where developers and enthusiasts can engage in discussions or collaboration on projects that can help the progression of Internet based communication technology as a whole. The Alliance aims to connect communities and businesses related to Internet based communication.

**Section 3. Offices.** The Alliance is registered at Lübeckweg 2, Groningen 9723HE, the Netherlands.

## ARTICLE II

### MEMBERSHIP

**Section 1. Membership Qualifications.** Membership may be granted to any individual or organization that: (i) meets the criteria outlined below; (ii) shares the vision of the Alliance; (iii) abides by these Bylaws, our [Code of Conduct](#), and such other policies, rules, and regulations as the Alliance may adopt; and (iv) meets such additional criteria for each category of membership in the Alliance as the Board may establish.

**Section 2. Membership Categories.** The membership of the Association can be obtained in the following categories:

**a. Individual Members.** Individual members are people or one person businesses who work or have interest in the Internet based communication field and open source solutions for it. It is not possible to hold an individual membership while being part of a member organization.

**b. Organization Members.** Organization members are the businesses, organizations and groups who work or have interest in the Internet based communication field and open source solutions for it. The organization members can be further distinguished by organization size, which has consequences on the expected duties and contributions of the members. The details of this are further specified in a separate document.

**Section 3. Application.** The Board will review applications for membership in the Alliance and grant to suitable candidates a yearly membership status in the Alliance. The members are further subject to a yearly review by the Board for membership renewal.

**Section 4. Rights and Duties.** All members are entitled to participate in educational, networking and social activities held by the Alliance and to take part in the projects under the flag of the Alliance. All members have voting rights (1 vote per member) and can be elected for the Board and other bodies in the Alliance.

All members have to actively participate in Alliance's activities by contributing financially and/or in time or services according to the requirements set yearly by the Board.

**Section 5. Resignation.** Members may resign from the Alliance at any time by giving written notice to the Board of the Alliance.

**Section 6. Termination of Membership.** Membership in the Alliance may be terminated or suspended for violating the Bylaws or other regulations of the Alliance, by a majority vote of the Board.

## ARTICLE III

### MEETINGS

**Section 1. Annual Meeting.** An annual meeting of the voting members of the Alliance shall be held at such time and place as shall be determined by the Board.

**Section 2. Member Review Meetings.** An annual member review meeting will be held by the Board to review membership status and assess the fulfillment of membership duties.

**Section 3. Notice.** Notice of any meeting of the voting members shall state the time, date, place or information that the meeting will be held online, and purpose of the meeting, and shall be delivered not less than fourteen (14) days prior to the date of such meeting, unless otherwise required by applicable law.

**Section 4. Quorum.** Ten percent (10%) of the voting members of the Alliance present (either in person or by proxy) at any duly called meeting of the voting members shall constitute a quorum for the transaction of business, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice.

**Section 5. Manner of Acting.** The act of a majority or more of the voting members present (either in person or by proxy) at a duly called meeting of the voting members at which a quorum is present (either in person or by proxy) shall be the act of the members for all matters voted upon by the voting members, unless the act of a greater number is required by these Bylaws.

## ARTICLE IV

### DUES AND ASSESSMENTS

The initial and annual dues for each category of membership shall be determined by the Board. The time for paying such dues and other assessments, if any, shall be determined by the Board. Under special circumstances, the Board, or its designee(s), may waive the annual dues and/or assessments for any member.

# ARTICLE V

## BOARD

**Section 1. Authority and Responsibility.** The affairs of the Alliance shall be managed by the Board, which shall have supervision, control, and direction of the Alliance, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

**Section 2. Composition.** The Board of Directors shall be composed of at least three (3) and at most seven (7) voting members as follows: the Chair, Secretary and Treasurer.

- a. **Chair.** The Chair shall be the principal elected officer of the Alliance and shall, in general, supervise all of the business affairs of the Alliance, subject to the direction and control of the Board of Directors. The Chair shall be a member of all committees, except as otherwise provided by these Bylaws. The Chair shall, in general, perform all duties customarily incident to the office of Chair and such other duties as may be prescribed by the Board of Directors.
- b. **Secretary.** The Secretary shall keep minutes of the meetings of the Board of Directors in the information system as agreed upon by the Alliance and maintained for that purpose; shall see that all notices are duly given in accordance with applicable law and these Bylaws.
- c. **Treasurer.** The Treasurer also shall be the principal accounting and financial officer of the Alliance and shall have charge of and be responsible for the maintenance of adequate books of account for the Alliance; shall have charge and custody of all funds and securities of the Alliance, and be responsible therefore, and for the receipt and disbursement thereof.
- d. **Chairs of special committees and task forces.** The chair of any special committee or task force shall be invited to be a voting member of the board, and as such represents the interests of their respective committee or task force.

**Section 3. Term.** Board members shall serve a two (2) years term in office, or until such time as their successors are duly elected, qualified, and assume their position. Board members can be reelected for a second consecutive term.

**Section 4. Manner of Election.**

**a. Nomination of candidates.** At least sixty (60) days prior to April 1 of each year, Alliance members shall recommend a slate of qualified candidates to the Board of Directors to fill each seat on the Board of Directors that is either vacant or set to expire.

**b. Publication of Slate.** The recommended slate of candidates shall be announced to all members.

**c. Election.** In the next member meeting directly following the announcement of candidates, an election for each seat on the board of directors will be held. The election will be held by (online) ballot, with each member eligible to cast one vote. The ballots will be counted and the person with the most votes will be proposed as candidate for the corresponding seat. There will then be an objection round where each member in attendance has the opportunity to object to the proposal if they think that the person holding the proposed seat will cause harm to the organization. In the event of an objection, the person with the objection will be asked to test their objection for validity. If an objection is found valid, the person with the next highest votes will be proposed to fill the seat, following the same objection procedure. The final results will be announced during the course of the meeting.

**Section 5. Regular Meetings.** The Board of Directors may take action to set the time, date, and place for the holding of a regular annual meeting of the Board of Directors and additional regular meetings of the Board of Directors without other notice than such action. Meetings can be held either in person or virtually.

**Section 6. Quorum.** A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors; provided that when less than a quorum is present at said meeting, a majority of the Board of Directors members present may adjourn the meeting to another time without further notice. In situations stipulated by Dutch law where more than a simple majority is necessary to enact a decision, that law supersedes these bylaws.

**Section 7. Action by Written Consent.** Any action requiring a vote of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action taken, is approved by all of the members of the Board of Directors entitled to vote with respect to the subject matter thereof.

**Section 8. Resignation and Removal.** Any member of the Board of Directors may resign at any time by giving written notice to the Secretary. In addition, any member of the Board of Directors may be removed by the body who elected such Director.

**Section 9. Compensation.** Directors shall not receive any remuneration for their services as Directors; however, the Board of Directors, by the affirmative vote of the majority of the Directors then in office, may authorize the reimbursement of reasonable expenses for attendance at each regular or special meeting of the Board of Directors. Nothing contained herein shall be construed to preclude any Director from serving the Alliance in any other capacity and receiving reasonable compensation therefor.

**Section 10. Vacancies.** Vacancies in any Director position shall be filled by the Board of Directors until such time as a new election for said position can be held.

## ARTICLE VI

### COMMITTEES

**Section 1. Project Committees and Task Forces.** The Board of Directors may appoint project committees or task forces as are necessary or appropriate to support the purposes of the Alliance. The action establishing such a committee or task force shall set forth the committee's or task force's purpose and composition.

**a. Quorum and Manner of Acting.** At all meetings of a project committee or task force, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by committee or task force members present and voting at a meeting at which a quorum is present shall be required for any action.

**b. Committee/Task Force Vacancies.** Except as otherwise provided herein, vacancies in the membership of a committee or task force shall be filled by

appointments made in the same manner as the original appointments to that committee.

**c. Policies and Procedures.** The Board of Directors shall develop and approve general policies and procedures for the operating of all committees and task forces. All committees and task forces shall report to the Board of Directors.

## ARTICLE VII

### FINANCE

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Alliance, 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 Alliance, and such authority may be general or confined to specific instances.

**Section 2. Payment.** All payments issued in the name of the Alliance shall be signed by such members as determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer.

**Section 3. Deposits.** All funds of the Alliance shall be deposited to the credit of the Alliance in the designated bank account determined by the Board of Directors.

**Section 4. Gifts.** The Board of Directors may accept on behalf of the Alliance any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Alliance.

**Section 5. Books and Records.** The Alliance shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its voting members, the Board of Directors, Executive Committee, and any committees having the authority of the Board of Directors.

**Section 6. Fiscal Year.** The fiscal year of the Alliance shall follow the calendar year.

## ARTICLE VIII

### AMENDMENTS

These Bylaws may be altered, amended or repealed by a two-thirds (2/3) vote of the members at any regular or special meeting.

## ARTICLE IX

### DISSOLUTION

In the event of the dissolution of the Alliance, the assets remaining after settling any liabilities will be transferred to a non-profit organization with goals aligned with the purpose of the Alliance as chosen by the Board in the process of dissolving the Alliance.