

BYLAWS

of

wxWindows Software Foundation

A California Nonprofit Public Benefit Corporation

ARTICLE 1

NAME, OFFICE AND PURPOSES

Section 1.1. **Name.** The name of this Corporation is and shall be wxWindows Software Foundation (hereinafter referred to as the “Corporation”).

Section 1.2. **Principal Office.** The principal office of the Corporation shall be located in San Francisco, California. The principal office and additional offices may be located in such other places as may be determined from time to time by the Board of Directors (the “Board”).

Section 1.3. **Purpose.**

(a) The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the “Internal Revenue Code”).

(b) The primary objective and purpose of this Corporation shall be to promote the development and distribution of open source cross-platform development application software to the general public.

(c) The Corporation is empowered to exercise all rights and powers conferred by the laws of the State of California upon nonprofit corporations, including, but without limitation, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the aforementioned purposes. The sale of assets received as gifts, devises, bequests, or contributions shall constitute a proper use or application under the preceding sentence.

ARTICLE 2

NONPARTISAN ACTIVITIES AND DEDICATION OF ASSETS

Section 2.1. **No Partisan Activities.** This Corporation has been formed under the California Nonprofit Corporation Law for the purposes described in Section 1.3 above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, except as permitted by Section 501(h) of the Internal Revenue Code,

and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Section 2.2. **No Activities Not in Furtherance of Exempt Purposes.** The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Section 1.3 above.

Section 2.3. **Dedication of Assets.** The properties and assets of this Corporation are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties, or assets of the Corporation, upon dissolution or otherwise, shall inure to the benefit of any Director or officer of this Corporation or to any private person or individual.

Section 2.4. **Assets Distributed on Liquidation.** Upon the dissolution and winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed exclusively for charitable and/or educational purposes to one or more organizations which have established their tax exempt status under Internal Revenue Code Section 501(c)(3). Any of such assets not so distributed shall be distributed by the Superior Court in the county in which the principal office of the Corporation is located, exclusively for the aforesaid exempt purposes to such organization or organizations as are then described in Internal Revenue Code Section 501(c)(3) as said Court shall determine.

ARTICLE 3 **MEMBERSHIP**

Section 3.1. **Directors as Members.** The Directors of the Corporation shall also be its members. Any rights accruing to members under the California Nonprofit Corporation Law shall be held by the Directors.

Section 3.2. **Other Members.** Any person shall be eligible to become a supporter of the Corporation upon payment of such dues or contribution amounts as shall be determined from time to time by the Board. For convenience purposes and not in derogation of Section 3.1 above, supporters of the Corporation may be called members, as provided in Section 5332 of the California Nonprofit Corporation Law.

ARTICLE 4 **BOARD OF DIRECTORS**

Section 4.1. **General Powers.** Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

Section 4.2. **Number and Qualifications.** The Corporation shall have five (5) Directors who shall collectively be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

Section 4.3. **Appointment of Directors.** At each annual meeting of the Board, the Directors then in office shall, by a majority vote, appoint persons to fill any vacancy existing on the Board as of the date of such annual meeting.

Section 4.4. **Duties.** It shall be the duty of the Directors and they are hereby authorized to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws.

(b) Bring, on behalf of the Corporation, such legal action at law and/or in equity as they may deem reasonably necessary for the fulfillment of the Corporation's exempt purposes as set forth in Section 1.3 above.

(c) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation.

(d) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly.

(e) Meet at such times and places as required by these Bylaws.

(f) Register their addresses with the Secretary of the Corporation, and notices of meetings mailed or sent by facsimile to them at such addresses shall be valid notices thereof.

Section 4.5. **Terms of Office.**

(a) Each Director shall serve for a three- (3) year term and shall hold office until the annual meeting of the Board held at the expiration of his or her term or until his or her earlier death, resignation or removal from office.

(b) Notwithstanding Section 4.5(a) above, the initial Directors, all of whom were appointed pursuant to that certain Action By Written Consent of Incorporator dated as of August 8, 2003 (the "Consent"), shall each serve until the annual meeting of the Board

held at the expiration of the initial term set forth opposite his or her name on the Consent or until his or her earlier death, resignation or removal from office.

(c) Directors may serve for consecutive terms without limitation.

Section 4.6. **Removal.** Any Director may be removed, with cause, by a majority vote of the remaining Directors then in office.

Section 4.7. **Compensation.** Directors shall not receive compensation for their services as members of the Board. Nothing herein shall be construed to preclude any Director from receiving reimbursement for reasonable expenses, as may be fixed or determined by resolution of the Board.

Section 4.8. **Restriction Regarding Interested Directors.** Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, “interested persons” means either:

(a) Any person compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 4.9. **Place of Meetings.** Meetings shall be held at the principal office of the Corporation or at such other places within or without the State of California as may be designated from time to time by resolution of the Board. In the absence of such designation, any meeting not held at the principal office of the Corporation shall be valid only if held on the written consent of all Directors, given either before or after the meeting and filed with the Secretary of the Corporation or after all Board members have been given written notice of the meeting as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another.

Section 4.10. **Regular Meetings.** Regular meetings of the Board shall be held at least once a year, at any place designated from time to time by resolution of the Board.

Section 4.11. **Special Meetings.** Special meetings of the Board may be called by the President, the Vice-President (if any), the Secretary, or by any two (2) Directors, and such

meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation at the principal office of the Corporation.

Section 4.12. **Notice of Meetings.** Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, electronic mail or facsimile. Such notices shall be addressed to each Director at his or her address as shown on the books of the Corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Section 4.13. **Contents of Notice.** Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

Section 4.14. **Waiver of Notice and Consent to Holding Meetings.** The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals, shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.15. **Quorum for Meeting.**

(a) A quorum shall consist of a majority of the Board. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion that can be entertained at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

(b) When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 4.12 above.

(c) The Directors present at a duly called and held meeting at which a quorum is initially present may continue to transact business, notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this Corporation.

Section 4.16. **Majority Action as a Board Action.** Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless the Articles of Incorporation or Bylaws of this Corporation, or provisions of the California Nonprofit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

Section 4.17. **Conduct of Meetings.** Meetings of the Board shall be presided over by the President of the Corporation, or, in his or her absence, by a chairman chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 4.18. **Action by Unanimous Written Consent without Meeting.** Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by

unanimous written consent of the Board without a meeting and that the Bylaws of this Corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

Section 4.19. **Vacancies.**

(a) Vacancies on the Board shall exist (1) on the death, resignation or removal of any Director and (2) whenever the number of authorized Directors is increased. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under the California Nonprofit Corporation Law.

(b) Any Director may resign effective upon giving written notice to the President, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General.

(c) Any vacancy caused by the death, resignation, disqualification, or otherwise of any Director or by an increase in the number of authorized Directors shall be filled by a majority vote of the Board, except that vacancies created by the removal of a Director may be filled only by a majority vote of the remaining Directors.

(d) A person appointed to fill a vacancy as provided in this Section 4.19 shall hold office until the expiration of the term for which appointed or until his or her earlier death, resignation or removal from office.

Section 4.20. **Non-Liability of Directors.** The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 4.21. **Loans to Directors and Officers.** The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer, unless approved by the Attorney General of the State of California; provided, however, that the Corporation may advance money to a Director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties for such Director or officer upon the prior consent of the President, provided that in the absence of such advance, such Director or officer would be entitled to be reimbursed for such expenses by the Corporation.

ARTICLE 5
**INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS,
EMPLOYEES AND OTHER AGENTS**

Section 5.1. **Right to Indemnification.**

(a) Directors and Executive Officers. The Corporation shall indemnify its Directors and executive officers to the full extent permitted by the California Nonprofit Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said Law permitted the Corporation to provide prior to such amendment); provided, however, that the Corporation may limit the extent of such indemnification by individual contracts with its Directors and executive officers; and, provided, further, that the Corporation shall not be required to indemnify any Director or executive officer in connection with any proceeding (or part thereof) against the Corporation or its Directors, officers, employees or other agents unless (i) such indemnification is expressly required to be made by law, (ii) the proceeding was authorized by the Board of the Corporation, or (iii) such indemnification is provided by the Corporation, in its sole discretion, pursuant to the powers vested in the Corporation under the California Nonprofit Corporation Law.

(b) Other Officers, Employees and Other Agents. The Corporation shall have the power to indemnify its other officers, employees and other agents as set forth in the California Nonprofit Corporation Law.

(c) Good Faith. For purposes of any determination under this Bylaw, a Director or executive officer shall be deemed to have acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, to have had no reasonable cause to believe that his conduct was unlawful, if his action is based on the records or books of account of the Corporation or another enterprise, or on information supplied to him by the officers of the Corporation or another enterprise in the course of their duties, or on the advice of legal counsel for the Corporation or another enterprise or on information or records given or reports made to the Corporation or another enterprise by an independent certified public accountant or by an appraiser or another expert selected with reasonable care by the Corporation or another enterprise. The term “another enterprise” as used in this Section 5.1 (c) shall mean any other corporation or any partnership, joint venture, trust or other enterprise, including any employee benefit plan, of which such person is or was serving at the request of the Corporation as a director, officer, employee or other agent. The provisions of this Section 5.1 (c) shall not be deemed to be exclusive or to limit in any way the circumstances in which a person may be deemed to have met the applicable standard of conduct set forth by the California Nonprofit Corporation Law.

Section 5.2. **Insurance.** The Corporation shall have power to purchase and maintain insurance on behalf of any Director, officer or agent of the Corporation, against any liability asserted against or incurred by the Director, officer, or agent in any such capacity or arising out of the Director, officer, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 5.1.

ARTICLE 6 **OFFICERS**

Section 6.1. **Number of Officers.** The officers of this Corporation shall be a President, a Secretary and a chief financial officer who shall be designated the Treasurer. The Corporation may also have, as determined by the Board, one or more additional Vice-Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the President and no officer shall execute, acknowledge, or verify any instrument in more than one capacity, if such instrument is required to be executed, acknowledged, or verified by two or more officers.

Section 6.2. **Qualification, Election, and Term of Office.** Any person may serve as officer of this Corporation. Officers shall be elected by the Board, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 6.3. **Subordinate Officers.** The Board may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

Section 6.4. **Removal and Resignation.** Any officer may be removed, with or without cause, by the Board at any time. Any officer may resign at any time by giving written notice to the Board or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or later specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The foregoing provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board relating to the employment of any officer of the Corporation.

Section 6.5. **Vacancies.** Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 6.6. **Duties of the President.** The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board. Unless another person is specifically appointed as Chairman of the Board, the President shall preside at all meetings of the Board. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board.

Section 6.7. **Duties of Secretary.** The Secretary shall:

(a) Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

(b) Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members (if any), recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(d) Be custodian of the records as authorized by law or by these Bylaws.

(e) Keep at the principal office of the Corporation a membership book containing the name and address of each and any member, and, in the case where any membership has been terminated, the Secretary shall record such fact in the membership book together with the date on which such membership ceased.

(f) Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request thereof, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the Corporation.

(g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

Section 6.8. **Duties of the Treasurer.** Subject to the provisions of these Bylaws relating to the “Execution of Instruments, Deposits and Funds,” the Treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board.

(b) Receive, and give receipt for, moneys due and payable to the Corporation from any source whatsoever.

(c) Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements.

(d) Keep and maintain adequate and correct accounts of the Corporation’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(e) Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request thereof.

(f) Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

(g) Prepare and certify, or cause to be prepared and certified, the financial statements to be included in any required reports.

(h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

ARTICLE 7 **COMMITTEES**

Section 7.1. **Executive Committee.** The Board may, by a majority vote of the Directors then in office, designate two (2) or more of its Directors (who may also be serving as officers of this Corporation) to constitute an Executive Committee and delegate to such committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except with respect to:

(a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.

(b) The filling of vacancies on the Board or on any committee which has the authority of the Board.

(c) The fixing of compensation of the Directors for serving on the Board or on any committee.

(d) The amendment or repeal of Bylaws or the adoption of new Bylaws.

(e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.

(f) The appointment of committees of the Board or the members, thereof.

(g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.

(h) The approval of any transaction to which this Corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Corporation Law.

By a majority vote of its Directors then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) of the number of its Directors on the Executive Committee, and fill vacancies therein from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 7.2. **Other Committees.** The Corporation shall have such other committees as may from time to time be designated by resolution of the Board. Such other committees may consist of persons who are not also members of the Board and may be referred to as an “advisory committee” or “board of trustees.” These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as “advisory” committees.

Section 7.3. **Meetings and Action of Committees.** Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be fixed by resolution

of the Board or by the committee. The time for special meetings of committees may also be fixed by the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 8 **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

Section 8.1. **Execution of Instruments.** The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation 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. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 8.2. **Checks and Notes.** Except as otherwise required by law, all checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 8.3. **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 may select.

Section 8.4. **Gifts.** The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purposes set forth in Section 1.3 above.

ARTICLE 9 **CORPORATE RECORDS AND REPORTS**

Section 9.1. **Maintenance of Corporate Records.** The Corporation shall keep at its principal office in the State of California:

(a) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.

(b) Minutes of all meetings of Directors, committees of the Board and, if this Corporation has members, of all meetings of members, indicating the time and place of

holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

(c) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(d) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.

Section 9.2. **Directors' Inspection Rights.** Every Director shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

Section 9.3. **Annual Statement of Specific Transactions to Directors.** This Corporation shall mail or deliver to all Directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or any transaction in which the Corporation, or its parent or its subsidiary was a party, and in which either of the following had a direct or indirect material financial interest:

(a) Any Director or officer of the Corporation, or its parent or subsidiary (a mere common Directorship shall not be considered a material financial interest); or

(b) Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same person involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnification or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any Director or officer, except that no such statement need be made if such indemnification was approved by the members, if any, pursuant to Section 5238(e)(2) of the California Nonprofit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such persons interest in the transaction and, where practical, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

ARTICLE 10
FISCAL YEAR

Section 10.1. **Fiscal Year.** The fiscal year of the Corporation shall end on December 31 of each year.

ARTICLE 11
CONSTRUCTION AND DEFINITIONS

Section 11.1. **Construction and Definitions.** Unless the context requires otherwise, the general provisions, rules of construction, and definition in the California Nonprofit Corporation Law shall govern the construction of these bylaws.

ARTICLE 12
AMENDMENTS

Section 12.1. **Amendments by Directors.** New bylaws may be adopted or these Bylaws may be amended or repealed by approval of a majority vote of the Board. A copy of the proposed amendment or new bylaws shall be included in the notice of meeting given to each Director at which the amendment(s) are to be considered.

CERTIFICATE OF SECRETARY

I, Esther Sun, hereby certify:

That I am the duly elected and acting Secretary of wxWindows Software Foundation, a California nonprofit public benefit corporation; and

That the foregoing Bylaws, consisting of seventeen (17) pages, including this one, constitute the Bylaws of said Corporation, as duly adopted by the Board of Directors by unanimous written consent effective as of August 8, 2003.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____, 2003.

Esther Sun, Secretary

BYLAWS
of
wxWindows Software Foundation
A California Nonprofit Public Benefit Corporation

Adopted by the Board of Directors as of September 5th, 2003

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