

# OpenSSL Software Services, Inc. By-Laws

## Article I Name

The name of this corporation, a Delaware general corporation, shall be OpenSSL Software Services Inc. ("OSS"). Notwithstanding the registered name of the corporation, the corporation may also refer to itself as the "OpenSSL Corporation".

## Article II Offices

OSS shall maintain an office in a place determined by the Board, which is not required to be in the state of Delaware. OSS shall have a registered agent as required by law.

## Article III Purposes

Section 1. The purposes of OSS shall be to support the OpenSSL Projects (<https://openssl-projects.org/>) in accordance with the OpenSSL Mission (<https://openssl-mission.org/>), and to provide any other services that may be in the best interest of the OpenSSL Projects as determined by the Board of directors. Any changes to the OpenSSL Projects or OpenSSL Mission must be ratified by the Board in order to take effect.

Section 2. OSS shall have all the powers necessary to carry out the foregoing purposes and all the powers of corporations organized under the laws of the State of Delaware.

Section 3. OSS is organized as a Delaware general corporation but operates on a non-distribution-constrained basis consistent with its mission. OSS shall not declare or pay dividends or make distributions of profits or assets to any director, officer, member, or affiliate, except as reasonable compensation for services rendered or reimbursement of expenses.

Section 4. On dissolution, after provision is made for payment of debts, all

property of OSS, from whatever source arising, shall be distributed only to one or more organizations whose purposes are substantially similar to the OpenSSL Projects and OpenSSL Mission, and which are not controlled by any director or officer of OSS, as the Board of Directors of OSS shall determine.

## Article IV

### Board of Directors

#### Section 1. Members and Directors

Any individual who is supportive of the purpose of the organization and not otherwise prohibited by any contract, law or regulation from abiding by the terms of these By-Laws is qualified to become a Member of the organization. Any member of the organization in good standing is qualified to serve as a director of the organization provided that the member is not a director of any other corporation under the OpenSSL Projects other than subsidiaries of OSS. For the purposes of these By-Laws, good standing shall mean ongoing compliance with the Articles of Incorporation, these By-Laws, and any policies duly adopted by the Board. Applicants qualified to become members shall be admitted to membership upon nomination by a quorum of members and affirmation by the nominee of the Articles of Incorporation and these By-Laws. The affirmation may take the form of a signed E-mail.

OSS will be managed by a Board of directors ("Board"), consisting of at least two (2) and no more than three (3) directors. The Board may appoint officers to OSS as it deems fit from the directors, including a President, a Secretary and a Treasurer. Each director and officer will be at least eighteen years of age.

#### Section 2. Powers

Except as otherwise provided by law, all corporate powers are exercised by, or under the authority of the Board and the business and affairs of OSS are managed under the direction of the Board.

#### Section 3. Election and Term of the Board

The directors shall be elected by the members of the organization to serve a three (3) year term, however the term may be extended until a successor has been elected. This term may be renewed. The term may not be shortened. Each director will serve for the duration of her or his term, or until her or his resignation or removal.

Directors shall be elected through an open election conducted among the members of the organization in accordance with procedures established by the Board. Only members in good standing may stand for election in such elections.

During the election, each Member's vote shall be visible to all Members.

#### Section 4. Removal

Any director may be removed for cause by vote of the Board, provided there is a quorum of not less than a majority present at the meeting of directors at which such action is taken. Any director removed for cause shall be deemed a member not of good standing as of the date of their removal.

Any director who ceases to be a member of the organization in good standing for whatever reason shall be automatically disqualified and removed as though the director had resigned without further action by the Board.

#### Section 5. Resignation of directors

A director may resign at any time by giving written notice to the Board, the President or the Secretary of OSS. Unless otherwise specified in the notice, the resignation will take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation will not be necessary to make it effective. Such written notice may be provided by first class mail or email.

#### Section 6. Regular Meetings

The Board shall have a minimum of one (1) regular meeting each calendar year at times and places fixed by the Board. Such regular meetings of the Board may be held without further notice but efforts should be made to send electronic reminders ten (10) days prior to the date of such meeting. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to her or him.

#### Section 7. Special Meetings

Special meetings of the Board, for any lawful purpose, may be called at any time by any director upon three (3) days' notice to each director by email. The requirement for three days notice for a special meeting may be waived by a majority of the Board. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to her or him.

#### Section 8. Quorum and vote

A majority of the entire Board will constitute a quorum for the transaction of business or of any specified item of business. Unless otherwise required by law, the vote of a majority of the directors will be an act of the Board. Each director

has one vote. Directors may not vote or sign board resolutions or consents by proxy. In the case of a vote where there is an equal number of positive and negative votes (a voting deadlock), the President at his or her sole discretion may elect to exercise a deciding vote.

#### Section 9. Conduct of meetings

The Board may hold its meetings at the office of OSS or at such other places as it may from time to time determine. Directors may also meet or attend meetings via telephone or internet relay chat or via e-mail communication or any other means of simultaneous or near-simultaneous communication that the Board may choose from time to time, provided that all persons can communicate with one another, and all persons are otherwise able to fully participate in the meeting. All such participants are considered present at the meeting. A majority of the directors so present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment will be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors. At all meetings of the Board, the President, or in her or his absence, a chair chosen by the Board will preside.

#### Section 10. Motions via email

The Board may transact business without a meeting through motions made and passed via email. These actions may be proposed as motions by any director via email to the directors' email list. This email must include the date and time of the deadline for voting on the motion and must be sent at least seven days before the deadline. Directors may vote at any time before the deadline via email to the directors' email list, and this email must contain or unambiguously reference the email in which the motion was proposed. Motions will pass if a majority of directors cast votes and a majority of votes cast are in favor of the motion. Motions will pass or fail as soon as enough votes have been cast to determine the outcome. A director may not vote on a motion concerning his or her own election to or removal from any position within OSS, nor may he or she vote on any proposal in which she or he has any direct, personal financial interest or any other non-declared conflict of interest.

#### Section 11. Committees

The Board may designate from among the directors, or OSS's officers, or the public, an executive committee or other committees, each consisting of three or more people for any activities carried for the benefit of OSS. Each such committee will serve at the pleasure of the Board.

## Section 12. Compensation

All directors will serve without salary, except that reasonable and actual expenses may be reimbursed and nothing in this provision will prevent officers from being compensated for work done on behalf of OSS in a capacity other than as a director. Directors are not restricted from being remunerated for professional services provided to OSS. Such remuneration shall be reasonable and fair to OSS and must be reviewed and approved by the Board in accordance with the Board Conflict of Interest policy and state law.

## Section 13. Extra-ordinary Circumstances

In the case of extra-ordinary circumstances where one of the roles of President, Secretary or Treasurer become vacant for unforeseen and sudden reasons and there are no directors available or willing to serve in the vacant role, one of the remaining roles may temporarily act in the role made vacant by vote of the Board.

## Article V Officers

### Section 1. Appointment

The Board may elect or appoint officers, including a President, a Secretary and a Treasurer, and such other officers as it may determine, who will have such duties, powers and functions as the Board determines to help further the purposes of OSS as set forth in Article III. The President, Secretary and Treasurer shall each be chosen from among the members of the Board. Other officers need not be Members of the Board. Each officer will hold office for the term for which she or he is elected or appointed and until her or his successor has been elected or appointed or qualified by the Board. Notwithstanding any other provision of these by-laws, any officer who holds the position of President, Secretary or Treasurer will hold office until her or his successor has been elected, appointed or qualified.

### Section 2. Removal or Resignation

Any officer elected or appointed by the Board may be removed by the Board with or without cause. In the event of the death, resignation or removal of an Officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the office of President.

### Section 3. President

The Board President shall be the chief officer who will preside at all meetings of the Board, and shall perform all other duties incidental to the office.

### Section 4. Secretary

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these By-laws. The Secretary shall perform all other duties incidental to the office.

### Section 5. Treasurer

The Treasurer shall be the lead director for oversight of the financial condition and affairs of OSS. The Treasurer shall oversee and keep the board informed of the financial health of OSS and of audit or financial review results. The Treasurer shall perform all other duties incidental to the office.

## Article VI

### Financial Administration

#### Section 1. Fiscal Year

The fiscal year of OSS shall commence on March 1 and end on the last day of February.

#### Section 2. Checks and Payments

All checks, drafts, or other orders for payment of money, notes, or other instruments of indebtedness issued in the name of OSS shall be signed by such officer or officers of OSS or an agent of OSS and in such manner as shall from time to time be determined by resolution of the Board.

#### Section 3. Deposits

All funds of OSS, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, or other depositories as the Board determines.

## Article VII

### Indemnification

Every member of the Board, officer or employee and agent of OSS shall be

indemnified and held harmless by OSS to the fullest extent permitted by Delaware law against all expenses, liabilities and losses, including counsel fees, reasonably incurred or imposed upon such member of the Board, officer or employee in connection with any threatened, pending or completed action, suit or proceeding to which he or she may become involved by reason of his/her being a member of the Board, officer or employee of OSS, or any settlement thereof. Subject to the provisions of Delaware law, the right to indemnification, shall include the right to be paid the expenses including attorney's fees incurred in defending any such action, suit or proceeding in advance of final disposition. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

## Article VIII Miscellaneous

### Section 1. Amendment

These By-Laws may be amended or new By-Laws adopted upon the affirmative vote of a majority of the members of the Board at any regular or special meeting of the Board. The notice of the meeting shall set forth a summary of the proposed amendments.

### Section 2. Records

OSS shall keep correct and complete books and records of account, minutes of the Board meetings, and all the resolutions passed by the Board.

Revision adopted by OSS Board 10th February 2026