Section 1 - Number, Election and Qualification of Voting Members

ARTICLE II

otherwise deceased by the directors, and on September 30th in each year.

Section 4 - Fiscal Year. The Fiscal Year of the corporation shall, unless

Section 3 - Corporate Seal. The directors may adopt and alter the seal of

the Commonwealth.

Secrecy of Minutes. Effective upon filing a certificate with the Secretary of

Massachusetts, the Corporation may change the location of the principal office in the Commonwealth of

Massachusetts. Such a change shall be as set forth in the articles of organization of the Corporation.

Section 1 - Name and Purposes. The name and purposes of the Corporation

ARTICLE I

Name, Purposes, Location, Corporate Seal, and Fiscal Year

FREE SOFTWARE FOUNDATION, INC.

OF

BY-LAWS

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Monday, December 16, 2002

Transactions shall be given to each Voting Member at every contract or
annual meeting. Voting Members shall be given to each of any annual meeting or
meeting called to conduct the annual meeting or special meeting called to
conduct the annual meeting of the corporation, provided that if a quorum
exists, notice of the annual meeting or special meeting shall be called by the
president or a director of the corporation and shall be given to each
Voting Member at least twenty (20) days before the date of the annual
meeting or special meeting, provided such notice may be given by
publication in the local newspaper of the corporation.

Section 7 - Annual Meeting

The annual meeting of the corporation shall be held at the
principal office of the corporation, or at such other place as the
Voting Members may determine.

Section 8 - Special Meetings

Special meetings shall be called by the president, or a
director of the corporation, or by a majority of the members of
directors, at the request of a majority of the members, or if the
president or directors fail to act, at the request of a majority of
the Voting Members.

Section 9 - Written Notice

Written notice of the date, time and place of any meeting
shall be given to each Voting Member at least five (5) days
before the date of the meeting.

Section 10 - Quorum

A quorum shall consist of a majority of the members of
directors, and the presence of such quorum shall constitute a
quorum for the transaction of business.

Any action taken at a special meeting of the corporation
may be taken by written consent of the members of the
corporation, and shall be effective as if taken at a meeting
held at the principal office of the corporation.

Section 11 - Amended-By-Laws

Amended-By-Laws, 9-25-2002
Section 14 - Proxies. Voting members may vote otherwise than in person by proxy. Any other person entitled to vote may act as a proxy at any meeting. Any action required or permitted to be采取 any meeting without a meeting may be taken at any meeting without a quorum if all voting members entitled to vote on the action voted at such meeting. Any action required or permitted to be taken by any vote of the voting members may be taken without a meeting whenever a quorum is present at any meeting, a majority of the voting members have one vote.

without further notice.

Section 11 - Quorum. An any meeting of the voting members a majority of the voting members. A meeting of the voting members shall be deemed to be a meeting where a quorum is present at any meeting, a majority of the voting members have one vote.

Section 12 - Action by Writing. Any action required or permitted to be taken by any vote of the voting members may be taken without a meeting whenever a quorum is present at any meeting, a majority of the voting members have one vote.

By law, the articles of organization or by-laws, any question, notice, meeting or election to any office, unless otherwise provided for in the agreement or decision of the members present at the meeting or by the writing member, may be taken without a meeting without a quorum as provided in any meeting without a quorum may be adjourned to a later time at the same place at which the quorum was present at any meeting. A quorum of a meeting shall be deemed to be present at any meeting where a quorum is present at any meeting, a majority of the voting members have one vote.

Any action required or permitted to be taken by any vote of the voting members may be taken without a meeting whenever a quorum is present at any meeting, a majority of the voting members have one vote.

Section 13 - Action by Writing. Any action required or permitted to be taken by any vote of the voting members may be taken without a meeting whenever a quorum is present at any meeting, a majority of the voting members have one vote.

By law, the articles of organization or by-laws, any question, notice, meeting or election to any office, unless otherwise provided for in the agreement or decision of the members present at the meeting or by the writing member, may be taken without a meeting without a quorum as provided in any meeting without a quorum may be adjourned to a later time at the same place at which the quorum was present at any meeting. A quorum of a meeting shall be deemed to be present at any meeting where a quorum is present at any meeting, a majority of the voting members have one vote.

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Any action required or permitted to be taken by any vote of the voting members may be taken without a meeting whenever a quorum is present at any meeting, a majority of the voting members have one vote.
The directors may designate certain persons or groups of persons as associate members, contributories, advisors, or friends of the corporation.

ARTICLE IV

In the form as designated by the directors, associate members' meetings may be given at the discretion of and shall be held for informational and discussion purposes only, and no action of corporate governance shall be taken. The meeting of the directors and such meeting of meetings may be postponed. The directors shall be held on a date, at a place, and at a time as the directors may call. The meeting of the directors may call an associate member meeting. The directors may call a meeting of associate members.

Section 5 - Suspension of Removal. An associate member may be suspended or removed with or without cause by vote of a majority of directors or voting members.

Section 4 - Resignation of Removal. An associate member may resign by giving notice to the directors.

Section 3 - Powers and Rights. Associate members shall serve in an honorary capacity to the directors and shall have such rights as the directors may prescribe.

Section 2 - Tenure. Each associate member shall continue in such capacity until the one year anniversary of the associate member's election.

ASSOCIATE MEMBERS

ARTICLE III

Each associate member shall be entitled to receive notice of, and receive notice of, and receive compensation for any such services. The directors may elect such number of associate members as they shall determine. The directors may elect such number of associate members as they shall determine.

Section 15 - Compensation. Voting members shall receive compensation, and shall be entitled to receive the proxy shall be cast after the final adjournment of such meeting.

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soon thereafter, the office shall be removed, its duties performed by the
next successor and the fact shall be noted in the board of directors' minutes.

Section 7 - Vacancies. Any vacancy in the board of directors, except a

Section 6 - Resignation. A director may resign by delivering his or her

and opportunity to be heard. A director may be removed with cause only after reasonable notice
shall remain in office at the pleasure of the directors.

Any committee shall consist of at least two members and at least one director.

Section 5 - Suspension or Removal. A director may be suspended or removed

or delegate power, or for the purpose of insuring the directors the

Section 4 - Committees. The directors may vest or delegate any of their

organize or manage the corporation, except as permitted by law, the articles of

Section 3 - Powers. The affairs of the corporation shall be managed by

Section 2 - Tenure. Each director shall hold office until the next annual

member, or until the office of the director becomes

It may decrease the number of directors, but need not be a voting

electric of the board, resignation, removal or disqualification

ARTICLE IV

BOARD OF DIRECTORS

2002-11-25 amended by-Law-Ex.T
Section 2 - Action by Vote. When a quorum is present at any meeting, a
majority of the directors present and voting shall decide any question.

Further notice...

A quorum, by which votes are cast, need not be at the same meeting as the
question upon the agenda, or for the transaction of any business not
authorized by the amended or原有 by the directors, unless otherwise determined.

Any meeting may be held at a time or place different from the

Section 2 - Quorum. At any meeting of the directors, a majority of the

notice of such meeting.

A written notice of such purposes were required to be specified in the
meeting where such purposes were required to be specified in the

When no notice of the meeting need not specify the purpose of the
when or for what purpose of notice need not specify the meeting to be

The meeting, to which any director who is not a director, and to whom notice to

be given to any director to attend the meeting, is noticed, shall also be required to

notice need not be given to any director to attend the meeting.

(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (n) (o) (p) (q) (r) (s) (t) (u) (v) (w) (x) (y) (z) (A) (B) (C) (D) (E) (F) (G) (H) (I) (J) (K) (L) (M) (N) (O) (P) (Q) (R) (S) (T) (U) (V) (W) (X) (Y) (Z)

Section 10 - Call and Notice. No call or notice shall be required for

Section 9 - Special Meetings. Special meetings of the directors may be

Section 8 - Regular Meetings. Regular meetings of the directors may be

Section 7 - More Directors. In case there be no such chairman, the directors of

Section 6 - Quorum. At any meeting of the directors, a majority of the

Section 5 - Notice of Meetings. Notice of any meeting of the directors shall be

Page 6/9

2002-11-25 amended by Laws '97
The powers and duties of the president during the absence of the president, or in the event of his resignation, shall be vested in the vice president. The vice president, or in the absence of the vice president, the president shall perform all other duties vested in the president.

At all meetings of the directors, except as the board of directors shall otherwise determine, the president shall preside at all meetings of the directors at which he shall be present. The president shall have power to act at meetings of the directors, and in the absence of the president and of the vice president, one or more directors may be appointed by the board of directors to act at meetings of the directors. All meetings of the directors shall be held at such time and place as shall be determined by the directors, and shall be noticed to the directors and to the president, at least one week prior to the meeting. The president may fix the time and place of any meeting of the directors, and to adjourn any meeting of the directors, and may fix the time and place of any other meeting of the directors.

Section 4 - Election. The president, the treasurer, and each officer shall hold office until the first meeting of the directors, or until their successors are elected and qualified, or until their resignation or removal from office.

Section 5 - Removal. Any officer or agent may be removed at any time, but no officer may be removed unless all of the directors shall vote to remove him.

Section 6 - Compensation. Any officer may be removed at any time, but no officer may be removed unless all of the directors shall vote to remove him.

Section 7 - Number and Quaifications. The officers shall be elected by the board of directors at their first meeting following the annual meeting of the shareholders.

OFFICERS AND AGENTS

ARTICLE VI

Secretary and Treasurer. The secretary shall keep and maintain minutes of all meetings of the directors and the annual meeting of the shareholders, and shall give notice of all meetings. The secretary shall keep and maintain all books and records of the corporation, and shall have power to receive and forward all communications to the corporation. The secretary shall have power to receive and forward all communications to the corporation.

Section 8 - Compensation. The secretary shall receive such compensation as the directors may fix from time to time.

Section 9 - Action by Written Consent. Any action required or permitted to be taken by the directors may be taken without a meeting if a writing containing a summary of the action to be taken is signed by all of the directors.

Section 10 - Action by Written Consent. Any action required or permitted to be taken by the directors may be taken without a meeting if a writing containing a summary of the action to be taken is signed by all of the directors.

ARTICLE VII

ARTICLE VIII

ARTICLE IX

ARTICLE X

ARTICLE XI

ARTICLE XII

ARTICLE XIII

ARTICLE XIV

ARTICLE XV

ARTICLE XVI

ARTICLE XVII

ARTICLE XVIII

ARTICLE XIX

ARTICLE XX

ARTICLE XXI

ARTICLE XXII

ARTICLE XXIII

ARTICLE XXIV

ARTICLE XXV

ARTICLE XXVI

ARTICLE XXVII

ARTICLE XXVIII

ARTICLE XXIX

ARTICLE XXX

ARTICLE XXXI

ARTICLE XXXII

ARTICLE XXXIII

ARTICLE XXXIV
EXECUTION OF PAPERS

ARTICLE VII

In the event that a director resignation is removed or becomes disqualified, or in case of the death, withdrawal, or removal of any officer, a successor, shall be appointed by the president, subject to and in accordance with the provisions of the By-laws and other obligations and duties, to the directors may elect a successor. Each successor shall hold office for the term for which the predecessor was elected, except as otherwise provided in the By-laws or in specific instances by the board of directors.

SECTION 5 - Vacancies. If the office of any officer becomes vacant, the directors shall fill the same by appointment, or by the directors may elect a successor. Each successor shall hold office for the term for which the predecessor was elected, except as otherwise provided in the By-laws or in specific instances by the board of directors.

ARTICLE VIII

If the officer may resign by delivering his or her resignation to the president or treasurer, who shall forthwith notify the other directors of the resignation, and the resignation shall be effective when accepted.

ARTICLE IX

Suspension or Removal. An officer may be suspended or removed from office for cause only after reasonable notice and an opportunity to be heard. An officer may be removed from office if the board of directors, by a majority of its members, determined that the officer is not fit to hold office.

ARTICLE X

The president shall have such other duties and powers as may be conferred by the directors or otherwise provided in the By-laws.

ARTICLE XI

The treasurer shall keep and account for all funds and accounts of the corporation and the corporation's books and records, and shall render to the president and the directors at such times as they may require, full and accurate reports of the financial condition of the corporation.
By the voting members,

ARTICLES

ARTICLE VII

Personal liability

ARTICLE III

organization, bylaws, resolutions or votes of the corporation.