

**AMENDED AND RESTATED**  
**BYLAWS**  
**OF**  
**UNITED STATES POSTGRESQL ASSOCIATION**

United States PostgreSQL Association (the “Corporation”) is an Oregon public benefit corporation organized pursuant to the Oregon Nonprofit Corporation Act, ORS Chapter 65, as amended from time to time (the “Act”).

**ARTICLE 1**  
**PURPOSES, POWERS AND RESTRICTIONS; OFFICES**

**1.1 Purposes.** 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 (“Code”), or the corresponding section of any future federal internal revenue laws, including but not limited to the making of distributions directly in support of such purposes or to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The Corporation’s purposes shall include the following: to support, educate, and promote the creation, development and use of the PostgreSQL Open Source Database software “PostgreSQL”; to provide information and education regarding the use of PostgreSQL; and to organize, hold, and conduct meetings, discussion, and forums on the contemporary issues concerning the use of PostgreSQL.

**1.2 Powers.** The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Act, as amended from time to time, provided that such activities are consistent with the purposes of the Corporation set forth in Section 1.1 and the restrictions and limitations on the Corporation set forth in Articles of Incorporation and Section 1.3 of these Bylaws.

**1.3 Restrictions.**

**1.3.1 Nonprofit Status.** The Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

**1.3.2 Prohibited Activities.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the

corresponding section of any future federal internal revenue laws, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal internal revenue laws.

**1.3.3 Distribution of Assets on Dissolution.** Upon the dissolution of the Corporation, surplus assets in excess of amounts necessary to satisfy the obligations of the Corporation shall be distributed to one or more other not-for-profit organizations qualifying as exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding section of any future federal internal revenue laws), which organizations (a) are engaged in charitable activities similar to the Corporation's tax-exempt activities and (b) shall use such assets for charitable purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding section of any future federal internal revenue laws). Any such assets not so disposed of shall be disposed of by the court of appropriate jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as that court shall determine that are organized and operated exclusively for such purposes.

## **1.4 Offices.**

**1.4.1 Principal Office.** The principal office of the Corporation shall be located within the state of Oregon such place as the Corporation's Board of Directors (the "Board") may determine. The Corporation may, in addition to its principal office, have offices at such other places within or without the state of Oregon as the Board may from time to time designate or as the affairs of the Corporation may require.

**1.4.2 Registered Office and Registered Agent.** The Corporation shall have and continuously maintain in the state of Oregon a registered office and a registered agent as required by the Act. The registered office of the Corporation shall be at such place in the state of Oregon as the Board shall determine, and may be, but need not be, identical with the principal office of the Corporation. The address of the registered agent shall be identical with the registered office. The address of the registered office and registered agent, and the identity of the registered agent, may be changed from time to time by the Board.

## **ARTICLE 2 MEMBERSHIP**

### **2.1 Designation and Admission.**

**2.1.1 Members.** The Corporation will have one class of Members who shall have all rights of members of a nonprofit public benefit corporation under the Act. The Secretary of the Corporation shall maintain a list of current Members. Membership shall be open to any individual who supports the purposes of the Corporation. In order to qualify for membership, an individual shall have completed an application in a form prescribed by the Board and received an affirmative vote of a majority of the existing Members of the Corporation. An applicant may also be appointed as a Member by the Board upon the affirmative vote of at least

two-thirds of the Directors. Members may have such other qualifications as the Board or the Members may prescribe. If at any time there are no Members, the Board, by majority vote, may admit any number of Members that it deems to be in the best interests of the Corporation. No individual may be admitted as a Member without such individual's express or implied consent.

**2.1.2 Associates.** The Corporation may also establish one or more categories of associate members ("Associates") for individuals who desire to associate with the Corporation but who do not qualify or wish to become a Members. Such associates shall not be considered Members and shall have none of the rights of members of a nonprofit public benefit corporation under the Act. Such Associates shall have such duties, rights and benefits as determined by the Board.

**2.2 Dues; "Good Standing."** The Board shall determine and fix the amount of dues and other fees payable by Members and Associates as a condition of remaining in good standing. If not otherwise determined by the Board, all Members and Associates whose dues and other fees are not paid within sixty (60) days of the due date shall be deemed not in "good standing" for purposes of the rights and benefits of such Members and Associates. The Board may set additional criteria for determining whether a Member or Associate is in "good standing."

**2.3 Transfers.** Memberships are nontransferable and will terminate on the death, resignation, or expulsion of the Member.

## **2.4 Termination of Membership.**

**2.4.1 Resignation.** A Member may resign at any time by delivering written notice to the President or the Secretary. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Members.

**2.4.2 Revocation or Suspension.** A Member may be expelled or suspended, and membership in the Corporation may be terminated or suspended, by the affirmative vote of either: (a) a majority of the Members; or (b) by the Board upon the affirmative vote of at least two-thirds of the Directors. In all cases, the Member must receive not less than 15 days' prior written notice of the proposed expulsion, suspension, or termination and the reasons therefor and (b) not less than five days before the effective date of the expulsion, suspension, or termination, the Member had an opportunity to be heard, orally or in writing, by the Members and/or the Board, as applicable, based on whichever is voting to decide whether or not the proposed expulsion, suspension, or termination will take place. Any written notice given by mail must be given by first class or certified mail sent to the last address of the Member shown on the Corporation's records. Any proceeding challenging an expulsion, suspension or termination, including a proceeding in which defective notice is alleged, must be commenced within one year after the effective date of the expulsion, suspension or termination. A Member who has been expelled or suspended, or whose membership has been suspended or terminated, shall be liable to the Corporation for dues, assessments or fees as a result of obligations incurred by the Member prior to expulsion, suspension or termination.

## **2.5 Meetings of the Members.**

**2.5.1 Annual Meetings.** An annual meeting of Members will be held on the second Tuesday in May of each year at 10:00 a.m. Pacific Standard Time, unless a different date or time is fixed by the Board and stated in the notice of the meeting. The failure to hold an annual meeting on the stated date will not affect the validity of any corporate action. At the annual meeting, the President, and any other Officer or individual whom the President may designate, will report on the activities and financial condition of the Corporation, and the Members will consider and act on other matters that may be raised consistent with the notice requirements of ORS 65.214.

**2.5.2 Special Meetings.** A special meeting of Members must be held (a) on the call of the Board or (b) if the holders of at least 5% of the voting power of the Corporation sign, date, and deliver to the Secretary one or more written demands for the meeting, describing the purpose or purposes for which it is to be held. Only matters within the purpose or purposes described in the meeting notice may be conducted at a special meeting of Members.

**2.5.3 Place of Meetings.** Meetings of the Members may be held at any place in or out of Oregon designated by the Board. If a meeting place is not designated by the Board, the meeting will be held at the Corporation's principal office.

**2.5.4 Participation by Telecommunications.** The Members may permit any or all of the Members to participate in an annual meeting or a special meeting, or may conduct the meeting, by using any means of communication by which all Members participating may simultaneously hear each other or otherwise communicate at substantially the same time during the meeting. A Member participating in the meeting by this means is deemed to be present in person at the meeting.

**2.5.5 Proxies.** Members may participate in a meeting by written proxy duly executed and filed with the Secretary. No proxy will be valid after 11 months from the date of its execution unless otherwise provided in the proxy.

**2.5.6 Action by Written Ballot.** Any action that may need to be taken at a Members' meeting may be taken without a meeting if the Corporation delivers a written ballot to every Member entitled to vote on the matter. A written ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot will be valid only when the number of votes cast by ballot equals or exceeds a quorum of the Members, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast is the same as the number of votes cast by ballot. All solicitations for votes by written ballot must (a) indicate the number of responses needed to meet the quorum requirements, (b) state the percentage of approvals necessary to approve each matter other than election of directors, and (c) specify a reasonable time by which a ballot must be received by the Corporation in order to be counted. Once delivered, a written ballot may not be revoked.

**2.5.7 Action Without Meeting by Unanimous Written Consent.** Any action required or permitted to be taken at a Members' meeting may be taken without a meeting if the action is taken by all Members entitled to vote on the matter. The action must be evidenced by one or more written consents describing the action taken, signed by each Member entitled to vote on the action, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records reflecting the action taken. Unless the consent specifies an earlier or later effective date, action taken under this section is effective when the last Member entitled to vote on the matter signs the consent. A consent under this section has the effect of a meeting vote and may be described as such in any document.

**2.5.8 Notice of Meetings.** The Corporation must notify its Members of the place, date, and time of each annual and special meeting of Members no fewer than seven days before the meeting or, if notice is mailed by other than first-class or registered mail, no fewer than 30 nor more than 60 days before the meeting. Notice must be sent to each Member entitled to vote at the meeting at the Member's last address as set forth in the corporate records. Notice of an annual meeting must describe any matter or matters that must be approved by Members under ORS 65.361, 65.404, 65.414(1)(a), 65.437, 65.464, 65.487, 65.534, or 65.624. Notice of a special meeting must describe the purpose or purposes for which the meeting is called.

**2.5.9 Record Date.** The record date to determine the Members entitled to notice of a Members' meeting, to demand a special meeting, to vote, or to take any other lawful action, will be as follows:

- (a) The record date to determine the Members entitled to notice of a Members' meeting will be ten (10) business days before the day that notice is first mailed or otherwise transmitted to Members in accordance with ORS 65.034;
- (b) The record date to determine the Members entitled to demand a special meeting will be the date the first Member signs the demand;
- (c) The record date to determine the Members entitled to take action without a meeting will be the date the first Member signs the consent to such action;
- (d) The record date to determine the Members entitled to vote at a Members' meeting will be 30 days before the date of the meeting;
- (e) The record date to determine the Members entitled to exercise any rights with respect to any other lawful action will be the day on which the Board adopts the resolution relating thereto or the 30th day before the date of such other action, whichever is later.

**2.5.10 Waiver of Notice.** A Member may, at any time, waive any notice required by these Bylaws. Except as provided in the following sentence, any waiver must be in writing, be signed by the Member entitled to the notice, specify the meeting for which the notice is waived, and be delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A Member's attendance at or participation in a meeting, either in person or by proxy,

waives any required notice to the Member of the meeting unless the Member, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

**2.5.11 Quorum and Voting.** A quorum of the Members will consist of those votes represented at a meeting of Members. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Members in good standing as of the applicable record date who are represented and voting when the action is taken will be the act of the Members except to the extent that the Articles of Incorporation, these Bylaws, or applicable law requires the vote of a greater number of Members entitled to vote.

### **ARTICLE 3**

#### **BOARD OF DIRECTORS; DIRECTORS**

**3.1 Powers.** All corporate powers will be exercised by or under the authority of, and the affairs of the Corporation will be managed under the direction of, the Board.

**3.2 Qualifications.** All directors must be individuals who are 18 years of age or older. Directors need not be residents or citizens of Oregon or of the United States of America. Directors shall be Members of the Corporation.

**3.3 Number.** The Board will consist of not fewer than three (3) Directors nor more than seven (7) Directors. The number of Directors as of the date of these Bylaws is seven (7). The number of Directors may be changed from time to time by amendment to these Bylaws or, within the above range, by resolution of the Board, but no decrease in the number of Directors shall shorten the term of any incumbent Director, nor shall the number of Directors be changed to a number less than three (3).

**3.4 Election and Tenure of Office.** Directors will be elected at each annual meeting of the Members. Directors shall serve terms of two (2) years provided; however, the terms of the Directors shall be staggered such that any Director's term may be set by the Board for a period of less than two (2) years for the purpose of maintaining approximately equal groups of Directors whose terms expire each year. A Director shall continue to serve until the Director's successor is elected or appointed, unless there is a decrease in the number of Directors. Directors may be reelected for any number of consecutive terms. Despite the expiration of a Director's term, the Director will continue to serve until the Director's successor is elected and qualifies, or until there is a decrease in the number of Directors.

**3.5 Vacancies.** A vacancy in the Board will exist on the death, resignation, or removal of any Director. A vacancy in the Board may be filled by either the Board or the Members at any meeting. Each Director so elected will hold office for the balance of the unexpired term of his or her predecessor. If the Board accepts the resignation of a Director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

**3.6 Resignation.** A Director may resign at any time by delivering written notice to the President or the Secretary. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board.

**3.7 Removal.** A Director may be removed at any time, with or without cause, by vote of a majority of the Members.

**3.8 Meetings.** An annual meeting of the Board will be held immediately after, and at the same place as, the annual meeting of Members. If the time and place of any other Board meeting is regularly scheduled by the Board, the meeting is a regular meeting. All other meetings are special meetings. The Board may hold annual, regular, or special meetings in or out of Oregon.

#### **3.8.1 Participation by Telecommunications.**

(a) The Board may permit any or all of the Directors to participate in a regular or special meeting by, or to conduct the meeting through, the use of any means of communication by which either (i) all Directors participating may simultaneously hear or read each other's communications during the meeting or (ii) all communications during the meeting are immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors.

(b) If a meeting is conducted through the use of a means described in Section (a), (i) all participating Directors must be informed that a meeting is taking place at which official business may be transacted and (ii) a Director participating in the meeting by this means is deemed to be present in person at the meeting.

**3.8.2 Action Without Meeting by Unanimous Written Consent.** Any action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is taken by all Members of the Board. The action must be evidenced by one or more written consents describing the action taken, be signed by each Director, and be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies an earlier or later effective date. As used in this Section 3.9.2, "written" includes a communication that is transmitted or received by electronic means, and "sign" includes an electronic signature. A consent under this section has the effect of a meeting vote and may be described as such in any document.

**3.8.3 Call and Notice of Meetings.** The annual meeting and regular meetings of the Board may be held without notice of the date, time, place, or purpose of the meeting. Special meetings of the Board must be preceded by at least seven 7 days' notice, if given by first-class mail, or 48 hours' notice, if delivered personally or given by telephone, e-mail, or fax, to each Director of the date, time, and place of the meeting. Except as specifically provided in these Bylaws or applicable law, the notice need not describe the purposes of any meeting. The

President or at least two (2) Directors then in office may call and give notice of a meeting of the Board.

**3.8.4 Waiver of Notice.** A Director may at any time waive any notice required by these Bylaws. Except as provided in the following sentence, any waiver must be in writing, must be signed by the Director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting or promptly on the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

**3.8.5 Quorum and Voting.** A quorum of the Board will consist of a majority of the number of Directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present when the action is taken will be the act of the Board except to the extent that the Articles of Incorporation, these Bylaws, or applicable law requires the vote of a greater number of Directors. A Director is considered present regardless of whether the Director votes or abstains from voting.

**3.8.6 Presumption of Assent.** A Director who is present at a meeting of the Board when corporate action is taken is deemed to have assented to the action taken unless:

- (a) At the beginning of the meeting or promptly on the Director's arrival, the Director objects to holding the meeting or transacting the business at the meeting;
- (b) The Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- (c) The Director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

**3.9 Board Committees.** The Board may create one or more committees of the Board and appoint members of the board to serve on them or designate the method of selecting committee members. Each committee must consist of two or more Directors who will serve at the pleasure of the Board. The creation of a committee and the appointment of Directors to the committee or designation of a method of selecting committee members must be approved by a majority of all Directors in office when the action is taken. The provisions of these Bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board will apply to committees and their members as well. Committees of the Board may, to the extent specified by the Board, exercise the authority of the Board, but no committee of the Board may:

- (a) Authorize distributions, but this restriction does not apply to payment of value for property received or services performed or payment of benefits in furtherance of the Corporation's purposes;



- (b) Approve or recommend dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets;
- (c) Elect, appoint, or remove Directors or fill vacancies on the board or on any of its committees; or
- (d) Adopt, amend, or repeal the Articles of Incorporation or Bylaws.

**3.10 Other Committees.** The Board may create one or more other committees. Members of these committees need not be members of the Board, but at least one Director must serve on each such committee. These committees will have no power to act on behalf of, or to exercise the authority of, the Board, but may make recommendations to the Board.

**3.11 Compensation.** Directors and members of committees may be reimbursed for any reasonable expenses incurred in connection with their duties as Directors. Directors will not otherwise be compensated for service in their capacity as Directors.

## **ARTICLE 4 OFFICERS**

**4.1 Designation; Appointment.** The Officers of the Corporation will be a President, , a Secretary, a Treasurer, and any other Officer that the Board may from time to time appoint. The Officers will be appointed by, and hold office at the pleasure of, the Board. The same individual may simultaneously hold more than one office, except for the offices of President and Secretary.

### **4.2 Compensation and Term of Office.**

**4.2.1** The compensation, if any, and the term of office of each Officer of the Corporation will be fixed by the Board.

**4.2.2** Any Officer may be removed, with or without cause, at any time by action of the Board.

**4.2.3** Any Officer may resign at any time by delivering notice to the Board, the President, or the Secretary. A resignation is effective when the notice is effective under ORS 65.034 unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the later effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board.

**4.2.4** No removal or resignation as provided in Section 4.2.2 or 4.2.3 will prejudice the rights of any party under a contract of employment.

**4.3 President.** The President will preside at meetings of the Board, will ensure that the Board is advised on all significant matters of the Corporation's business, will act as a principal spokesperson and representative of the Corporation, will be the chief executive officer of the Corporation, will have the general powers and duties of management usually vested in a

chief executive officer, and will have other powers and duties that may be prescribed by the Board or these Bylaws.

**4.4 Secretary.** The Secretary will be responsible for preparing minutes of meetings of the Board and for authenticating records of the Corporation. The Secretary will keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and any committees of the Board. The Secretary will also have other powers and perform other duties that may be prescribed by the Board or these Bylaws.

**4.5 Treasurer.**

**4.5.1** The Treasurer will be the chief financial officer of the Corporation and will keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation. The Treasurer will deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with those depositories that may be designated by the Board, will disburse or cause to be disbursed funds of the Corporation as may be ordered by the Board, and will have other powers and perform other duties that may be prescribed by the Board or these Bylaws.

**4.5.2** If required by the Board, the Treasurer must give the Corporation a bond in such amount and with such surety specified by the Board for the faithful performance of the duties of the Treasurer's office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the Treasurer's possession or under the Treasurer's control on the Treasurer's death, resignation, retirement, or removal from office.

**4.6 Other Officers.** The Board may appoint such other Officers as the Board may deem necessary and appropriate from time to time. Such Officers shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any Officer may be assigned by the Board any additional title that the Board deems appropriate.

## **ARTICLE 5 NONDISCRIMINATION**

The Corporation will not discriminate in providing services, hiring employees, or otherwise, on the basis of gender, race, creed, marital status, sexual orientation, religion, color, age, national origin, disability, or familial status.

## **ARTICLE 6 LIABILITY, INDEMNIFICATION AND INSURANCE**

**6.1 Limitation of Civil Liability.** The civil liability of Directors and Officers shall be limited to the fullest extent permitted under applicable law.

**6.2 Indemnification and Advancement of Expenses.** The Corporation shall indemnify its Directors and Officers to the fullest extent not prohibited by law and may advance

expenses to its Directors and Officers as provided under ORS 65.387 to 65.411. The Corporation shall have the power to indemnify its employees and other agents to the fullest extent not prohibited by law.

**6.3 Insurance.** The Corporation may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a Director, Officer, employee, or agent of the Corporation, or who, while a Director, Officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a Director, Officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; however, the Corporation may not purchase or maintain such insurance to indemnify any Director, officer, or agent of the Corporation in connection with any proceeding charging improper personal benefit to the Director, Officer, or agent in which the Director, Officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the Director, Officer, or agent.

**6.4 Nonexclusivity of Rights.** The rights conferred on any individual by this Article 6 shall not be exclusive of any other right that such individual may have or hereafter acquire under any statute, provision of Articles of Incorporation, Bylaws, agreement, vote of disinterested Directors, or otherwise, both as to action in the individual's official capacity and as to action in another capacity while holding office. The Corporation is specifically authorized to enter into individual contracts with any or all of its Directors, Officers, employees, or agents respecting indemnification and advances, to the fullest extent not prohibited by law.

**6.5 Survival of Rights.** The rights conferred on any individual by these Bylaws shall continue as to an individual who has ceased to be a Director, Officer, employee, or other agent and shall inure to the benefit of the heirs, executors, and administrators of such an individual.

**6.6 Amendments to Laws.** For purposes of this Article 6, the meaning of "law" within the phrase "to the fullest extent not prohibited by law" shall include, but not be limited to, the Act, as the same exists on the date hereof or as it may be amended; provided, however, that in the case of any such amendment, such amendment shall apply only to the extent that it permits the Corporation to provide broader indemnification rights than the Act permitted the Corporation to provide prior to such amendment.

**6.7 Amendments to Bylaws.** Any repeal of this Article 6 shall only be prospective and no repeal or modification hereof shall adversely affect the rights under these Bylaws in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any proceeding against any Director, Officer, employee or other agent of the Corporation.

**6.8 Savings Clause.** If this Article 6 or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, the Corporation shall indemnify each Director or Uncompensated Officer or other agent to the fullest extent permitted (a) by any applicable portion of this Article ~~8~~<sup>6</sup> that shall not have been invalidated or (b) by any other applicable law.

## **ARTICLE 7**

### **STANDARDS OF CONDUCT; CONFLICTS OF INTEREST**

**7.1 General Standards of Conduct.** Each Officer and Director shall discharge their duties, including their duties as a member of a committee: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner the Officer or Director reasonably believes to be in the best interests of the Corporation. Unless an Officer or Director has knowledge or information concerning the matter in question that makes reliance unwarranted, he or she is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (a) one or more Officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, public accountants or other persons as to matters the Officer or Director reasonably believes are within the person's professional or expert competence; or (c) a committee of the Board of which the Officer or Director is not a member, as to matters within its jurisdiction, if the Officer or Director reasonably believes the committee merits confidence.

#### **7.2 Conflicts of Interest.**

**7.2.1 Conflict-of-Interest Transactions.** A conflict-of-interest transaction is a transaction with the Corporation in which an Officer or Director has a direct or indirect interest. A conflict-of-interest transaction is not voidable by the Corporation solely because of the Officer's or Director's interest in the transaction if any one of the following is true:

- (a) The material facts of the transaction and the Officer's or Director's interest were disclosed or known to the Board or a Board Committee in advance of the transaction and the Board or Board committee authorized, approved or ratified the transaction;
- (b) The transaction is approved by the Attorney General or by a circuit court of the State of Oregon in an action in which the Attorney General is joined as party; or
- (c) The transaction is fair to the Corporation at the time it was entered into.

**7.2.2 Authorization by Disinterested Directors.** For purposes of Section 7.2.1(a), a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the disinterested Directors comprising the Board or the applicable Board Committee. A transaction shall not be authorized, approved, or ratified under this section by a single Director. If a majority of the disinterested Directors votes to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a Director who is not disinterested does not affect the validity of any action taken under Section 7.2.1(a), if the transaction is otherwise authorized, approved or ratified as provided in that subsection.

**7.2.3 Indirect Interests.** For purposes of Section 7.2.1, an Officer or Director has an indirect interest in a transaction if: (a) another business entity in which the Officer or Director is a partner or has a material economic or ownership interest is a party to the transaction; or (b) another business entity of which the Officer or Director is a director, officer, or trustee is a

party to the transaction, and the transaction is or should be considered by the Board of the Corporation.

## **ARTICLE 8 GENERAL PROVISIONS**

### **8.1 Amendment of Bylaws.**

The Board or the Members may amend or repeal these Bylaws or adopt new Bylaws by majority vote at any regular or special meeting thereof; provided, that the notice given for such meeting indicates that one of the purposes of the meeting is to consider a proposed amendment to these Bylaws and shall contain a copy of the proposed amendment or a summary thereof. Whenever an amendment or a new bylaw is adopted, it will be copied in the minute book with the original Bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred will be stated in that book and place.

**8.2 Inspection of Books and Records.** All books, records, and accounts of the Corporation will be open to inspection by the Directors in the manner and to the extent required by law.

**8.3 Checks, Drafts, etc.** All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the Corporation must be signed or endorsed by the person or persons and in such manner that may be determined from time to time by resolution of the Board.

**8.4 Deposits.** All funds of the Corporation not otherwise employed must be deposited to the credit of the Corporation in those banks, trust companies, or other depositories as the Board or officers of the Corporation designated by the Board select, or be invested as authorized by the Board.

**8.5 Loans or Guarantees.** The Corporation may not borrow money and no evidence of indebtedness may be issued in its name unless authorized by the Board. This authority may be general or confined to specific instances. Except as explicitly permitted by ORS 65.364(1), the Corporation may not make a loan, guarantee an obligation, or modify a preexisting loan or guarantee to or for the benefit of a Director or officer of the Corporation.

**8.6 Execution of Documents.** The Board may, except as otherwise provided in these Bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. This authority may be general or confined to specific instances. Unless authorized by the Board, no officer, agent, or employee will have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

**8.7 Fiscal Year.** The fiscal year of the Corporation will begin on the first day of January and end on the last day of December in each year.

**8.8 Severability.** A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective will not affect or invalidate any other provision of these Bylaws.

\* \* \* \* \*

The foregoing [Amended and Restated](#) Bylaws were duly adopted by the Board of United States PostgreSQL Association on \_\_\_\_\_, 20\_\_\_\_.

/s/\_\_\_\_\_

[*secretary's name*]

Secretary

GSB:~~8807517.6~~[8807517.7](#) [40622.00200]

Document comparison by Workshare Professional on Thursday, October 19, 2017 11:18:47 AM

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