



The Apache Software
Foundation
1901 Munsey Drive
Forest Hill, MD
21050-2747
(410) 803-2258 (FAX)
Tax ID # 47-0825376

September 13, 2006

To Whom It May Concern:

Enclosed is a copy of the annual return for The Apache Software Foundation for the fiscal year running May 1, 2005 through April 30, 2006.

Sincerely,

Justin R. Erenkrantz
Treasurer
treasurer@apache.org
949-824-2776

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2005

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2005 calendar year, or tax year beginning _____, 2005, and ending _____, 20

<p>B Check if applicable:</p> <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<p>C Name of organization _____</p> <p>Number and street (or P.O. box if mail is not delivered to street address) Room/suite _____</p> <p>City or town, state or country, and ZIP + 4 _____</p>	<p>D Employer identification number _____</p>	<p>E Telephone number _____</p> <p>() () ()</p>	<p>F Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) ▶ _____</p>
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• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and I are not applicable to section 527 organizations.

H(a) Is this a group return for affiliates? Yes No

H(b) If "Yes," enter number of affiliates ▶ _____

H(c) Are all affiliates included? Yes No (If "No," attach a list. See instructions.)

H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No

G Website: ▶ _____

J Organization type (check only one) ▶ 501(c) () ◀ (insert no.) 4947(a)(1) or 527

K Check here ▶ if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS; but if the organization chooses to file a return, be sure to file a complete return. **Some states require a complete return.**

I Group Exemption Number ▶ _____

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶ _____

M Check ▶ if the organization is **not** required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)

Revenue	1	Contributions, gifts, grants, and similar amounts received:			
	a	Direct public support	1a		
	b	Indirect public support	1b		
	c	Government contributions (grants)	1c		
	d	Total (add lines 1a through 1c) (cash \$ _____ noncash \$ _____)		1d	
	2	Program service revenue including government fees and contracts (from Part VII, line 93)		2	
	3	Membership dues and assessments		3	
	4	Interest on savings and temporary cash investments		4	
	5	Dividends and interest from securities		5	
	6a	Gross rents	6a		
	b	Less: rental expenses	6b		
	c	Net rental income or (loss) (subtract line 6b from line 6a)		6c	
7	Other investment income (describe ▶ _____)		7		
Revenue	8a	Gross amount from sales of assets other than inventory	(A) Securities	(B) Other	
		Less: cost or other basis and sales expenses	8a	8b	
	c	Gain or (loss) (attach schedule)	8c		
	d	Net gain or (loss) (combine line 8c, columns (A) and (B))		8d	
Revenue	9	Special events and activities (attach schedule). If any amount is from gaming, check here ▶ <input type="checkbox"/>			
	a	Gross revenue (not including \$ _____ of contributions reported on line 1a)	9a		
	b	Less: direct expenses other than fundraising expenses	9b		
c	Net income or (loss) from special events (subtract line 9b from line 9a)		9c		
Revenue	10a	Gross sales of inventory, less returns and allowances	10a		
	b	Less: cost of goods sold	10b		
	c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)		10c	
Revenue	11	Other revenue (from Part VII, line 103)		11	
	12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)		12	
Expenses	13	Program services (from line 44, column (B))		13	
	14	Management and general (from line 44, column (C))		14	
	15	Fundraising (from line 44, column (D))		15	
	16	Payments to affiliates (attach schedule)		16	
	17	Total expenses (add lines 16 and 44, column (A))		17	
Net Assets	18	Excess or (deficit) for the year (subtract line 17 from line 12)		18	
	19	Net assets or fund balances at beginning of year (from line 73, column (A))		19	
	20	Other changes in net assets or fund balances (attach explanation)		20	
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)		21	

Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See the instructions.)

<i>Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.</i>		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule) (cash \$ _____ noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22			
23	Specific assistance to individuals (attach schedule)	23			
24	Benefits paid to or for members (attach schedule)	24			
25	Compensation of officers, directors, etc.	25			
26	Other salaries and wages	26			
27	Pension plan contributions	27			
28	Other employee benefits	28			
29	Payroll taxes	29			
30	Professional fundraising fees	30			
31	Accounting fees	31			
32	Legal fees	32			
33	Supplies	33			
34	Telephone	34			
35	Postage and shipping	35			
36	Occupancy	36			
37	Equipment rental and maintenance	37			
38	Printing and publications	38			
39	Travel	39			
40	Conferences, conventions, and meetings	40			
41	Interest	41			
42	Depreciation, depletion, etc. (attach schedule)	42			
43	Other expenses not covered above (itemize):				
a	.....	43a			
b	.....	43b			
c	.....	43c			
d	.....	43d			
e	.....	43e			
f	.....	43f			
g	.....	43g			
44	Total functional expenses. Add lines 22 through 43. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44			

Joint Costs. Check if you are following SOP 98-2.
 Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ _____; (ii) the amount allocated to Program services \$ _____; (iii) the amount allocated to Management and general \$ _____; and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? ▶ All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	Program Service Expenses <small>(Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)</small>
a (Grants and allocations \$) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	
b (Grants and allocations \$) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	
c (Grants and allocations \$) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	
d (Grants and allocations \$) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	
e Other program services (attach schedule) (Grants and allocations \$) If this amount includes foreign grants, check here ▶ <input type="checkbox"/>	
f Total of Program Service Expenses (should equal line 44, column (B), Program services). . . . ▶	

Part IV Balance Sheets (See the instructions.)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year	(B) End of year
Assets	45 Cash—non-interest-bearing		45
	46 Savings and temporary cash investments		46
	47a Accounts receivable	47a	
	b Less: allowance for doubtful accounts	47b	47c
	48a Pledges receivable	48a	
	b Less: allowance for doubtful accounts	48b	48c
	49 Grants receivable		49
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)		50
	51a Other notes and loans receivable (attach schedule)	51a	
	b Less: allowance for doubtful accounts	51b	51c
	52 Inventories for sale or use		52
	53 Prepaid expenses and deferred charges		53
	54 Investments—securities (attach schedule) <input type="checkbox"/> Cost <input type="checkbox"/> FMV		54
	55a Investments—land, buildings, and equipment: basis	55a	
	b Less: accumulated depreciation (attach schedule)	55b	55c
	56 Investments—other (attach schedule)		56
	57a Land, buildings, and equipment: basis	57a	
	b Less: accumulated depreciation (attach schedule)	57b	57c
	58 Other assets (describe ►)		58
59 Total assets (must equal line 74). Add lines 45 through 58.		59	
Liabilities	60 Accounts payable and accrued expenses		60
	61 Grants payable		61
	62 Deferred revenue		62
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63
	64a Tax-exempt bond liabilities (attach schedule)		64a
	b Mortgages and other notes payable (attach schedule)		64b
	65 Other liabilities (describe ►)		65
66 Total liabilities. Add lines 60 through 65		66	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.		
	67 Unrestricted		67
	68 Temporarily restricted		68
	69 Permanently restricted		69
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.		
	70 Capital stock, trust principal, or current funds		70
	71 Paid-in or capital surplus, or land, building, and equipment fund		71
	72 Retained earnings, endowment, accumulated income, or other funds		72
73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21)		73	
74 Total liabilities and net assets/fund balances. Add lines 66 and 73.		74	

Part VI Other Information *(continued)*

		Yes	No
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?		
	b If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)		
	82b		
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?		
	b Did the organization comply with the disclosure requirements relating to quid pro quo contributions?		
	83a		
	83b		
84a	Did the organization solicit any contributions or gifts that were not tax deductible?		
	b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
	84a		
	84b		
85	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?		
	b Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		
	85a		
	85b		
	c Dues, assessments, and similar amounts from members		
	85c		
	d Section 162(e) lobbying and political expenditures		
	85d		
	e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices		
	85e		
	f Taxable amount of lobbying and political expenditures (line 85d less 85e)		
	85f		
	g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		
	85g		
	h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?		
	85h		
86	501(c)(7) orgs. Enter: a Initiation fees and capital contributions included on line 12		
	86a		
	b Gross receipts, included on line 12, for public use of club facilities		
	86b		
87	501(c)(12) orgs. Enter: a Gross income from members or shareholders		
	87a		
	b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)		
	87b		
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX		
	88		
89a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 ▶ ; section 4912 ▶ ; section 4955 ▶		
	b 501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		
	89b		
	c Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶		
	d Enter: Amount of tax on line 89c, above, reimbursed by the organization ▶		
90a	List the states with which a copy of this return is filed ▶		
	b Number of employees employed in the pay period that includes March 12, 2005 (See instructions.)		
	90b		
91a	The books are in care of ▶ Telephone no. ▶ (.....)		
	Located at ▶ ZIP + 4 ▶		
	b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	Yes	No
	91b		
	If "Yes," enter the name of the foreign country ▶		
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 , Report of Foreign Bank and Financial Accounts.		
	91c		
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the tax year ▶ <input type="checkbox"/>		
	92		

Part VII Analysis of Income-Producing Activities (See the instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments					
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a _____					
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))					
105 Total (add line 104, columns (B), (D), and (E))					

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No. ▼	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? **Yes** **No**
 - (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **Yes** **No**
- Note:** If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Please Sign Here

Signature of officer _____ Date _____

Type or print name and title. _____

Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN (See Gen. Inst. W)
	Firm's name (or yours if self-employed), address, and ZIP + 4	EIN	Phone no.	

SCHEDULE A
(Form 990 or 990-EZ)

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n),
or 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information—(See separate instructions.)

OMB No. 1545-0047

2005

Department of the Treasury
Internal Revenue Service

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization

The Apache Software Foundation

Employer identification number

47:0825376

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				
Total number of other employees paid over \$50,000 . ▶		0		

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services ▶		0

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of other contractors receiving over \$50,000 for other services ▶		0

Part III **Statements About Activities** (See page 2 of the instructions.)

	Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.)		✓
Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
a Sale, exchange, or leasing of property?		✓
b Lending of money or other extension of credit?		✓
c Furnishing of goods, services, or facilities?		✓
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? See Statement 2	✓	
e Transfer of any part of its income or assets?		✓
3a Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.)		✓
b Do you have a section 403(b) annuity plan for your employees?		✓
c During the year, did the organization receive a contribution of qualified real property interest under section 170(h)?		✓
4a Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?		✓
b Do you provide credit counseling, debt management, credit repair, or debt negotiation services?		✓

Part IV **Reason for Non-Private Foundation Status** (See pages 3 through 6 of the instructions.)

The organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5** A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6** A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7** A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8** A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9** A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). **Enter the hospital's name, city, and state ►**
- 10** An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a** An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b** A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12** An organization that normally receives: **(1) more than 33 1/3%** of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions—subject to certain exceptions, and **(2) no more than 33 1/3%** of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13** An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: **(1)** lines 5 through 12 above; or **(2)** sections 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). Check the box that describes the type of supporting organization: Type 1 Type 2 Type 3
Provide the following information about the supported organizations. (See page 6 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14** An organization organized and operated to test for public safety. Section 509(a)(4). (See page 6 of the instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) **Use cash method of accounting.**

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	31134	16069	2202	5342	54747
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	17193	0	0	4000	21193
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	885	976	673	350	2884
19 Net income from unrelated business activities not included in line 18.					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22	49212	17045	2875	9692	78824
24 Line 23 minus line 17	32019	17045	2875	5692	57631
25 Enter 1% of line 23	492	170	28	97	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24 ▶				26a	1153
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2001 through 2004 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts ▶				26b	17501
c Total support for section 509(a)(1) test: Enter line 24, column (e) ▶				26c	57631
d Add: Amounts from column (e) for lines: 18 <u>2884</u> 19 _____				26d	20385
22 _____ 26b <u>17501</u> ▶				26e	37246
e Public support (line 26c minus line 26d total) ▶				26f	65 %
f Public support percentage (line 26e (numerator) divided by line 26c (denominator)) ▶					
27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year:					
(2004) _____ (2003) _____ (2002) _____ (2001) _____					
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year:					
(2004) _____ (2003) _____ (2002) _____ (2001) _____					
c Add: Amounts from column (e) for lines: 15 _____ 16 _____				27c	
17 _____ 20 _____ 21 _____ ▶				27d	
d Add: Line 27a total, _____ and line 27b total ▶				27e	
e Public support (line 27c total minus line 27d total) ▶				27f	
f Total support for section 509(a)(2) test: Enter amount from line 23, column (e) ▶				27g	%
g Public support percentage (line 27e (numerator) divided by line 27f (denominator)) ▶				27h	%
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) ▶					
28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2001 through 2004, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.					

Part V Private School Questionnaire (See page 7 of the instructions.)
(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)		
32	Does the organization maintain the following:		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?		
d	Copies of all material used by the organization or on its behalf to solicit contributions?		
	If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)		
33	Does the organization discriminate by race in any way with respect to:		
a	Students' rights or privileges?		
b	Admissions policies?		
c	Employment of faculty or administrative staff?		
d	Scholarships or other financial assistance?		
e	Educational policies?		
f	Use of facilities?		
g	Athletic programs?		
h	Other extracurricular activities?		
	If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)		
34a	Does the organization receive any financial aid or assistance from a governmental agency?		
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement.		
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation		

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions.)
 (To be completed **ONLY** by an eligible organization that filed Form 5768)

Check **a** if the organization belongs to an affiliated group. Check **b** if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
(The term "expenditures" means amounts paid or incurred.)			
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38	Total lobbying expenditures (add lines 36 and 37)	38	
39	Other exempt purpose expenditures	39	
40	Total exempt purpose expenditures (add lines 38 and 39)	40	
41	Lobbying nontaxable amount. Enter the amount from the following table—		
	If the amount on line 40 is— The lobbying nontaxable amount is—		
	Not over \$500,000 20% of the amount on line 40	41	
	Over \$500,000 but not over \$1,000,000 . . . \$100,000 plus 15% of the excess over \$500,000		
	Over \$1,000,000 but not over \$1,500,000 . . . \$175,000 plus 10% of the excess over \$1,000,000		
	Over \$1,500,000 but not over \$17,000,000. . . \$225,000 plus 5% of the excess over \$1,500,000		
	Over \$17,000,000. \$1,000,000		
42	Grassroots nontaxable amount (enter 25% of line 41).	42	
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36.	43	
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38.	44	

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.
 See the instructions for lines 45 through 50 on page 11 of the instructions.)

Calendar year (or fiscal year beginning in) ►	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h).			
c Media advertisements.			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body.			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h).			

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Form 990 Part III, Statement of Organization's Primary Exempt Purpose Statement 1

Explanation:

Provide research for the public benefit through the open-source software it develops and sponsors.

Form 990, Sch. A Part III, Payment of Compensation over \$1,000 Statement 2

Explanation:

Reimbursed Director Ben Laurie \$1,266 in telephone costs for attending Board of Director monthly meetings from March 25, 1999 to September 24, 2005. (Invoice #768)

Form 990 Part V-A, Current Officers, Directors, and Key Employees Attachment 1

The following is a list of officers, directors, and key employees for 2005-2006FY.

- (a) Name: Alex O. Karasulu
Address: 1005 N. Marsh Wind Way Ponte Vedra, FL 32082 U.S.A.
- (b) Title: V.P., Apache Directory
Average Hours: 0
- (c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

- (a) Name: Ben Laurie
Address: 17, Perryn Road London W3 7LR ENGLAND
- (b) Title: Director [May 24, 2005 -]
Average Hours: 0
- (c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 1266

- (a) Name: Berin Lautenbach
Address: 1 Fiddes St Moorabbin Melbourne, VIC 3189 AUSTRALIA
- (b) Title: V.P., Apache XML [- Nov 16, 2005]
Average Hours: 0
- (c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

- (a) Name: Brian Behlendorf
Address: 70 Manor Dr. San Francisco, CA 94127 U.S.A.
- (b) Title: Director [- May 24, 2005]
Average Hours: 0
- (c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

- (a) Name: Brian McCallister
Address: 260 Waverley St, #6 Menlo Park, CA 94025 USA
- (b) Title: V.P., Apache DB [Sep 21, 2005 -]
Average Hours: 4
- (c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

- (a) Name: Brian Minchau
Address: No address available
- (b) Title: V.P., Apache Xalan
Average Hours: 0
- (c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

- (a) Name: Brian W. Fitzpatrick
Address: 20 West Kinzie Street, 9th Floor, Chicago, IL 60610
- (b) Title: V.P., Public Relations
Average Hours: 3
- (c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

Form 990 Part V-A, Current Officers, Directors, and Key Employees Attachment 1

(a) Name: Ceki Gulcu
Address: av. de Rumine 5 1005 Lausanne Switzerland
(b) Title: V.P., Apache Logging Services [- May 18, 2005]
Average Hours: 0
(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: Cezar Andrei
Address: 16318 NE 104 St, Redmond WA 98052
(b) Title: V.P., Apache XMLBeans [April 26, 2006 -]
Average Hours: 5
(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: Chuck Murcko
Address: 220 El Camino Rd. Sedona AZ 86336-5129 U.S.A.
(b) Title: Treasurer [- June 22, 2005]
Average Hours: 5
(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: Cliff Schmidt
Address: 1425 Western Avenue #111 Seattle, WA 98101 USA
(b) Title: V.P., Apache XMLBeans [- April 26, 2006]
Title: V.P., Legal Affairs [June 22, 2005 -]
Average Hours: 20
(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: Cliff Woolley
Address: 1034 Aaron Circle Durham, NC 27713 U.S.A.
(b) Title: V.P., APR [- Jan 18, 2006]
Average Hours: 0
(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: Conor MacNeill
Address: Cenqua, PO Box 859, Crows Nest NSW 1585, Australia
(b) Title: V.P., Apache Ant
Average Hours: 2
(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: Daniel Quinlan
Address: IronPort Systems 930 Elm Ave San Bruno CA, CA 94066 US
(b) Title: V.P., Apache SpamAssassin
Average Hours: 0
(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: Davanum Srinivas
Address: 14 Firebrick Road Sharon, Massachusetts 02067 U.S.A.

Form 990 Part V-A, Current Officers, Directors, and Key Employees Attachment 1

- (b) Title: V.P., Apache Web Services
Average Hours: 6
- (c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0
- (a) Name: David Crossley
Address: 160 Cowper Street, Goulburn. NSW. 2580. Australia
- (b) Title: V.P., Apache Forrest
Average Hours: 8
- (c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0
- (a) Name: David N. Welton
Address: Via San Pietro 92 Padova, PD, 35100 Italy
- (b) Title: V.P., Apache TCL
Average Hours: 5
- (c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0
- (a) Name: Dirk-Willem van Gulik
Address: Janvossensteeg 37, 2312WC, Leiden, The Netherlands
- (b) Title: President [- June 22, 2005]
Title: Director
Average Hours: 8
- (c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0
- (a) Name: Doug Cutting
Address: 1908 Vineyard Ave., St. Helena, CA, USA
- (b) Title: V.P., Apache Lucene
Average Hours: 5
- (c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0
- (a) Name: Eddie O'Neil
Address: 115 S. 35th St. Boulder, CO 80305 U.S.A
- (b) Title: V.P., Apache Beehive
Average Hours: 0
- (c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0
- (a) Name: Gareth Reakes
Address: 21 Lakefield Road, Oxford, England, OX4 4LZ
- (b) Title: V.P., Apache Xerces
Average Hours: 2
- (c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0
- (a) Name: Garrett Rooney
Address: 6 12th Street Onset, MA 02558 USA
- (b) Title: V.P., APR [Jan 18, 2006 -]
Average Hours: 1

Form 990 Part V-A, Current Officers, Directors, and Key Employees Attachment 1

(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: Geir Magnusson Jr.
Address: 74 Old Belden Hill Rd Wilton, CT 06897 U.S.A.

(b) Title: Director [- May 24, 2005]
Title: V.P., Apache Geronimo [- October 26, 2005]
Title: V.P., Java Community Process
Average Hours: 0

(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: Geoffrey Young
Address: 203 Hoyt Place Wallingford, PA 19086 USA

(b) Title: V.P., Perl
Average Hours: 1

(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: Gianugo Rabellino
Address: Via E.L. Cerva 127,C - 00143 Roma - Italy

(b) Title: V.P., Apache XML [Nov 16, 2005 -]
Average Hours: 2

(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: Greg Stein
Address: PO Box 760, Palo Alto, CA, 94302

(b) Title: Chairman
Title: Director
Average Hours: 8

(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: Gregor J. Rothfuss
Address: 52 Portsmouth Street Cambridge, MA 02142 USA

(b) Title: V.P., Apache Lenya [May 18, 2005 -]
Average Hours: 1

(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: Henri Yandell
Address: 2505 Dexter Ave N, Apt #8 Seattle, WA 98019 USA

(b) Title: V.P., Apache Jakarta
Average Hours: 6

(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: Howard Lewis Ship
Address: 123 NW 12th. Ave. #227 Portland, OR 97209 USA

(b) Title: V.P., Apache Tapestry [Feb 15, 2006 -]
Average Hours: 0

Form 990 Part V-A, Current Officers, Directors, and Key Employees Attachment 1

(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: J. Aaron Farr
Address: 40 Christy Road, Delmont, PA 15626

(b) Title: V.P., Apache Excalibur
Average Hours: 2

(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: James Carman
Address: No address available

(b) Title: V.P., Apache HiveMind [April 26, 2006 -]
Average Hours: 0

(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: Jason van Zyl
Address: 50 King Street Guelph, Ontario Canada

(b) Title: V.P., Apache Maven
Average Hours: 1

(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: Jeremias Maerki
Address: L_tzelmattstrasse 14 CH-6006 Luzern Switzerland

(b) Title: V.P., Apache XML Graphics
Average Hours: 3

(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: Jim Jagielski
Address: 1901 Munsey Drive Forest Hill, MD 21050 U.S.A.

(b) Title: Exec. V.P. and Secretary
Title: Director
Average Hours: 18

(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: John McNally
Address: 2631 N 75 St, Wauwatosa, WI 53213

(b) Title: V.P., Apache DB [- Sep 21, 2005]
Average Hours: 2

(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: Justin Erenkrantz
Address: Dept. of Informatics, ICS 2, Irvine, CA, 92697-3440

(b) Title: Treasurer [June 22, 2005 -]
Title: Director [May 24, 2005 -]
Average Hours: 10

(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

Form 990 Part V-A, Current Officers, Directors, and Key Employees

Attachment 1

- (a) Name: Ken Coar
Address: 7824 Mayfaire Crest Lane - Suite 202 - Raleigh, NC 27615
- (b) Title: Director
Title: V.P., Apache Conference Planning
Title: V.P., Apache Geronimo [October 26, 2005 -]
Average Hours: 4
- (c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

- (a) Name: Manfred Geiler
Address: OeKB, Strauchgasse 1-3, 1011 Wien, Austria
- (b) Title: V.P., Apache MyFaces
Average Hours: 2
- (c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

- (a) Name: Mark Womack
Address: 3382 Valley Square Lane San Jose, CA 95117 U.S.A
- (b) Title: V.P., Apache Logging Services [May 18, 2005 -]
Average Hours: 0
- (c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

- (a) Name: Martin Cooper
Address: EMC Corporation, 6801 Koll Center Parkway, Pleasanton, CA 94566
- (b) Title: V.P., Apache Struts
Average Hours: 2
- (c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

- (a) Name: Noel J. Bergman
Address: 308 Springwood Road Forest Acres, SC 29206-2113 USA
- (b) Title: V.P., Apache Incubator
Average Hours: 16
- (c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

- (a) Name: Remy Maucherat
Address: 258 Velvetlake Dr Sunnyvale, CA 94089 USA
- (b) Title: V.P., Apache Tomcat
Average Hours: 0
- (c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

- (a) Name: Rolf Kulemann
Address: Rethmarstr. 12, 31275 Lehrte, Germany
- (b) Title: V.P., Apache Lenya [- May 18, 2005]
Average Hours: 1
- (c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

Form 990 Part V-A, Current Officers, Directors, and Key Employees Attachment 1

(a) Name: Roy T. Fielding
Address: Day Software, 5251 California AV, Suite 110, Irvine, CA 92617
(b) Title: V.P., Apache HTTP Server [August 18, 2005 -]
Average Hours: 6
(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: Sam Ruby
Address: 1440 Enchanted Oaks Drive, Raleigh NC 27606, USA
(b) Title: Director
Average Hours: 10
(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: Sander Striker
Address: 1e Wormenseweg 162 7331 MR APELDOORN The Netherlands
(b) Title: President [June 22, 2005 -]
Title: Director
Title: V.P., Apache HTTP Server [- August 18, 2005]
Average Hours: 6
(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: Santiago Gala
Address: Pza. Jarama 13 P5 2o, 28260 Galapagar Madrid (Spain)
(b) Title: V.P., Apache Portals
Average Hours: 5
(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: Serge Knystautas
Address: 7979 Old Georgetown Rd., Suite 1000, Bethesda, MD 20814 USA
(b) Title: V.P., Apache JAMES
Average Hours: 2
(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: Stefan Bodewig
Address: Hehnerstrasse 198 D-41069 Moenchengladbach Germany
(b) Title: V.P., Apache Gump
Average Hours: 1
(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: Stefano Mazzocchi
Address: 46C Dana St, Cambridge, MA, 02138, USA
(b) Title: Director
Average Hours: 10
(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: Sylvain Wallez

Form 990 Part V-A, Current Officers, Directors, and Key Employees Attachment 1

Address: 24 chemin Jaqui - 31320 Pechabou - France

(b) Title: V.P., Apache Cocoon

Average Hours: 2

(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

(a) Name: Ted Husted

Address: 6 Lost Feather Drive, Fairport NY 14450

(b) Title: V.P., Apache iBATIS [May 18, 2005 -]

Average Hours: 1

(c) Compensation: 0 (d) Contributions: 0 (e) Expenses: 0

Form 990 Part VI, Changes in Organizing or Governing Documents

Attachment 2

See following for a current conformed copy of our Bylaws.



The Apache Software
Foundation
1901 Munsey Drive
Forest Hill, MD
21050-2747
(410) 803-2258 (FAX)
Tax ID # 47-0825376

September 13, 2006

To Whom It May Concern:

I hereby declare that the following is a complete and accurate copy of our current bylaws.

Sincerely,

Justin R. Erenkrantz
Treasurer
treasurer@apache.org



Apache Projects

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- [APR](#)
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► **Bylaws of The Apache Software Foundation**

ARTICLE I

Business Offices

The corporation shall have such offices either within or outside the State of Delaware and within or outside the United States, as the Board of Directors may from time to time determine or as the business of the corporation may require.

ARTICLE II

Registered Offices and Registered Agents

Section 2.1. Delaware. The address of the initial registered office in the State of Delaware and the name of the initial registered agent of the corporation at such address are set forth in the Certificate of Incorporation. The corporation may, from time to time, designate a different address as its registered office or a different person as its registered agent, or both; provided, however, that such designation shall become effective upon the filing of a statement of such change with the Secretary of State of the State of Delaware as is required by law.

Section 2.2. Other States. In the event the corporation desires to qualify to do business in one or more states other than Delaware, the corporation shall designate the location of the registered office in each such state and designate the registered agent for service of process at such address in the manner provided by the law of the state in which the corporation elects to be qualified.

ARTICLE III

Meetings of Members

Section 3.1. Place of Meetings. Meetings of the members shall be held at the

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principal office of the corporation or any other place (within or outside the State of Delaware and within or outside the United States) designated in the notice of the meeting.

Section 3.2. Annual Meeting. A meeting of the members shall be held annually at such time as the Board of Directors may determine (which shall be, in the case of the first annual meeting, not more than thirteen (13) months after the organization of the corporation and, in the case of all other meetings, not more than thirteen (13) months after the date of the last annual meeting), at which annual meeting the members shall elect a Board of Directors and transact other proper business.

Section 3.3. Special Meetings. Special meetings of the members shall be held when directed by the Chairman, President or the Board of Directors, or when requested in writing by not less than ten percent (10%) of all members entitled to vote at the meeting. The call for the meeting shall be issued by the Secretary, unless the Chairman, President, Board of Directors or members requesting the meeting shall designate another person to do so.

Section 3.4. Notice. Written notice stating the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by first class mail, by or at the direction of the Chairman, President, the Secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears in the membership records of the corporation, with postage thereon prepaid.

Notwithstanding the above paragraph, the corporation shall not be required to give notice of a members' meeting to any member to whom notice of two consecutive annual meetings, and all notices of meetings or of the taking of action by written consent without a meeting to such member during the period between such two consecutive annual meetings, have been mailed under the procedures outlined above and have been returned undeliverable. Any action or meeting which shall be taken or held without notice to such member shall have the same force and effect as if such notice had been duly given. If any such member delivers to the corporation a written notice setting forth his or her then current address, the requirement that notice be given to such member shall be reinstated.

Section 3.5. Notice of Adjourned Meetings. When a meeting is adjourned to another time or place, the corporation shall not be required to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the adjourned meeting, any business may be transacted that might have been transacted at the original meeting. If, however, the adjournment is for more than thirty (30) days, or if

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after the adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given as provided in Section 3.4 above, to each member of record on the new record date entitled to vote at such meeting.

Section 3.6. Waiver of Notice. Whenever notice is required to be given to any member, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. Attendance by a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the members need be specified in the written waiver of notice.

Section 3.7. Fixing Record Date.

(a) For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than 60 nor less than 10 days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date for determining members entitled to notice of or to vote at a meeting of members shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

(b) For purposes of determining the members entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date shall not be more than 10 days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. If no record date has been fixed by the Board of Directors, the record date for determining members entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is required by the General Corporation Laws of the State of Delaware, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the corporation by delivery to its registered office in the State of Delaware, its principal place of business or an officer or agent of the corporation having custody of the books in which proceedings of meetings of members are recorded. Delivery made to a

corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by the General Corporation Law of the State of Delaware, the record date for determining members entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action.

(c) For purposes of determining the members entitled to exercise any rights, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than 60 days prior to such action. If no record date is fixed, the record date for determining members for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

Section 3.8. Record of Members Having Voting Rights. The officer or agent having charge of the membership records of the corporation shall prepare and make, at least ten (10) days before each meeting of members, a complete list of the members entitled to vote at such meeting, arranged in alphabetical order, and showing the name, address, telephone number, facsimile number and electronic mail address of each member. For a period of ten (10) days prior to such meeting, the list shall be open to the examination of any member, for any purpose germane to the meeting, during ordinary business hours, either at a place within the city where such meeting is to be held, which place shall be specified in the notice of the meeting, or if not so specified, at the place where such meeting is to be held. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member at any time during the meeting. Upon the willful neglect or refusal of the directors to produce such a list at any meeting for the election of directors, such directors shall be ineligible for election to any office at such meeting.

Section 3.9. Member Quorum. Except as otherwise required by law, by the Certificate of Incorporation or by these Bylaws, one-third (1/3) of the members entitled to vote, represented in person or represented by proxy, shall constitute a quorum at a meeting of members. When a specified item of business is required to be voted on by a class of members (if the members are divided into classes), one third (1/3) of such class of members, represented in person or represented by proxy, shall constitute a quorum for the transaction of such item of business by that class of members. If a quorum is present, the affirmative vote of a majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number or voting by class is required by the General Corporation Law of the State of Delaware or by the Certificate of Incorporation or by these Bylaws. The directors shall be elected by a plurality of the votes of the members present in person or represented by

proxy at the meeting and entitled to vote on the election of directors. Where a separate vote by class of members is required, the affirmative vote of a plurality of members of such class represented at the meeting shall be the act of such class unless the vote of a greater number is required by the General Corporation Law of the State of Delaware, the Certificate of Incorporation or these Bylaws.

After a quorum has been established at a members' meeting, the subsequent withdrawal of members, so as to reduce the number of members in person or represented by proxy entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

After a quorum has been established at a members' meeting, the subsequent admission of new members, so as to increase the number of members required for a quorum above the number of members present in person or represented by proxy entitled to vote at the meeting, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

Section 3.10. Voting. Each member (except emeritus members) shall be entitled to one vote on each matter submitted to a vote at a meeting of the members, except as may otherwise be provided in the General Corporation Law of the State of Delaware.

A member may vote either in person or by proxy executed in writing by the member or his or her duly authorized attorney-in-fact.

Section 3.11. Proxies. Every member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting, or a member's duly authorized attorney-in-fact, may authorize another person or persons to act for him/her by proxy.

Every proxy must be signed by the member or his or her attorney-in-fact. No proxy shall be valid after three (3) years from its date, unless otherwise provided in the proxy. All proxies shall be revocable.

Section 3.12. Action by Members Without a Meeting. Any action required to be taken or which may be taken at any annual or special meeting of members of the corporation, may be taken without a meeting, without prior notice and without a vote, if a written consent setting forth the action so taken shall be signed by members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted; provided, however, that no written consent shall be effective unless such consent (i) bears the date of signature by each member signing such consent and (ii) is delivered to the corporation within sixty (60) days of the date on which the earliest consent was

delivered to the corporation. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing.

ARTICLE IV

Members

Section 4.1. Admission of Members. To be eligible for membership, a person or entity must be nominated by a current member of the corporation and must complete a written membership application in such form as shall be adopted by the Board of Directors from time to time. The nomination must be included in a notice to the members, if any, of the corporation at least ten (10) days prior to any vote on the applicant's admission, which notice may be by electronic means. The initial members of the corporation shall be admitted upon the affirmative vote of the Board of Directors of the Corporation at the initial meeting of the Board of Directors. Thereafter, members of the corporation shall be admitted as members of the corporation only by a majority vote of the existing members of the corporation, and after receipt by the Secretary of a membership application completed by each such proposed member within thirty (30) days following the vote.

Section 4.2. Emeritus Members. An emeritus member is a former member whose membership has been suspended and converted to emeritus status, either voluntarily or by action of the members, such that all membership rights of the emeritus member, including the right to vote and be counted for purposes of quorum, are suspended and terminated until the emeritus member's membership is reinstated by subsequent action of the members.

Upon the effective date of conversion of the membership of any member to emeritus status, the membership, including all related voting rights, of such member shall be suspended, except that such emeritus member shall be entitled to attend (but not vote) at meetings of the members, and the officers of the corporation shall attempt, in good faith, to continue to deliver notices of meetings of the members of the corporation to such emeritus member. References in these Bylaws to a "member" or to the "members" of the corporation shall not include any emeritus member unless explicitly provided otherwise.

Section 4.3. Voluntary Conversion of Membership to Emeritus Status. Members may convert their membership to emeritus status at any time upon ten (10) days' written, signed notice delivered to an officer of the corporation.

Section 4.4. Involuntary Conversion of Membership to Emeritus Status. Upon an affirmative vote of a two-thirds majority of the members of the corporation, the membership of a member shall be converted into an emeritus membership.

Section 4.5. Reinstatement of Membership of Emeritus Members. Upon receipt of a written request and a new membership application from an emeritus member and upon an affirmative vote of a majority of the members of the corporation approving such membership application, such emeritus member membership shall be reinstated as a full member of the corporation, and shall be entitled to exercise all rights as a member of the corporation, including all related voting rights.

Section 4.6. Voluntary Withdrawal from Membership. Members (including emeritus members) may withdraw from membership in the corporation at any time upon ten (10) days' written, signed notice delivered to an officer of the corporation.

Section 4.7. Termination from Membership. No member may have his, her or its membership terminated except by an affirmative vote of a two-thirds majority of the members of the corporation.

Section 4.8. Effect of Withdrawal or Termination of Membership. Upon any withdrawal or termination of the membership of any member, the membership, including all related voting rights, of such member shall be terminated. After a withdrawal or termination of the membership of any member, or a conversion of the membership of any member to emeritus status, such member may reapply for membership in accordance with Section 4.1 of these Bylaws.

ARTICLE V

Directors

Section 5.1. Powers. The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these Bylaws specifically reserved to the members.

Section 5.2. Qualification. Directors need not be residents of Delaware or of the United States nor members of the corporation.

Section 5.3. Compensation. The Board of Directors shall have authority to fix the compensation of directors unless otherwise provided in the Certificate of Incorporation.

Section 5.4. Number. The corporation shall initially have nine (9) directors. Thereafter, the number of directors shall be fixed by the members at each annual meeting of members.

Section 5.5. Election and Term. Each person named in the Certificate of

Incorporation or elected by the incorporator(s) at the organization meeting, as the case may be, as a member of the initial Board of Directors shall hold office until the first annual meeting of members and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal or death.

At the first annual meeting of members and at each annual meeting thereafter, the members shall elect directors to hold office until the next succeeding annual meeting. Each director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal or death.

Section 5.6. Resignation and Removal of Directors. A director may resign at any time upon written request to the corporation. Furthermore, any director or the entire Board of Directors may be removed, with or without cause, by a vote of the majority of the members entitled to vote for the election of directors or as otherwise provided in the General Corporation Law of the State of Delaware.

Section 5.7. Vacancies. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the authorized number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors or by a sole remaining director. If there is more than one class of members, vacancies of directorships elected by such class may be filled by a majority of the directors elected by such class or by a sole remaining director. A director elected to fill a vacancy shall hold office only until the next election of directors by the members.

Section 5.8. Quorum and Voting. A majority of the number of directors fixed in accordance with these Bylaws shall constitute a quorum for the transaction of business. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 5.9. Executive and Other Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate an Executive Committee from among its members and such other committees consisting of at least one director as determined by the Board of Directors from time to time. Each committee, to the extent provided in such authorizing resolution, shall have and may exercise all the power and authority of the Board of Directors in the management of the business and affairs of the corporation, as limited by the laws of the State of Delaware.

The Board of Directors, by resolution adopted in accordance with this section, may designate one or more directors as alternate members of any such committee, who may act in the place and stead of any absent or disqualified member or members at any meeting of such committee. In the absence or disqualification of any member of any such committee or committees, the member or members thereof

present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

Section 5.10. Place of Meetings. Regular and special meetings of the Board of Directors may be held within or outside the State of Delaware and within or outside the United States.

Section 5.11. Time, Notice and Call of Meetings. Regular meetings of the Board of Directors shall be held immediately following the annual meeting of members each year and at such times thereafter as the Board of Directors may fix. No notice of regular directors' meetings shall be required.

Special meetings of the Board of Directors shall be held at such times as called by the Chairman of the Board, the President of the corporation, or any two (2) directors. Written notice of the time and place of special meetings of the Board of Directors shall be given to each director by either personal delivery, telegram, cablegram, or telefax at least two (2) days before the meeting, or by notice mailed to each director at least five (5) days before the meeting.

Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice, either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or conveyed, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Members of the Board of Directors may participate in a meeting of such Board or of any committee designated by such Board by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

Section 5.12. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all the members of the board or committee, as the case may be, consent thereto in writing, and such writing is filed with the minutes of the proceedings of the board or committee. Such consent shall have the same effect as a unanimous vote.

Section 5.13. Director Conflicts of Interest. No contract or other transaction between the corporation and one or more of its directors or between the corporation and any other corporation, partnership, association or other

organization in which one or more of the directors of the corporation are directors or officers or are financially interested, shall be void or voidable solely because of such relationship or interest or solely because such director or directors are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or solely because his or her or their votes are counted for such purpose, if:

A. The material facts as to the director's relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or committee, and the Board of Directors or committee in good faith authorizes, approves or ratifies the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

B. The material facts as to their relationship or interest and as to the contract or transaction are disclosed or known to the members entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of such members; or

C. The contract or transaction is fair as to the corporation at the time it is authorized, approved or ratified by the Board of Directors, a committee of the Board of Directors or the members.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE VI

Officers

Section 6.1. Officers. The officers of the corporation shall consist of a President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. A Chairman of the Board, one or more Vice Chairmen, one or more Vice Presidents, and such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

Section 6.2. Duties. The officers of the corporation shall have the following duties:

A. **Chairman of the Board.** The Chairman of the Board, if one is elected, shall preside at all meetings of the Board of Directors and members and shall have such other duties and authority as may be conferred by the Board of Directors.

B. Vice Chairman. The Vice Chairman, if one is elected, shall, in the absence or disability of the Chairman of the Board, perform the duties and exercise the powers of the Chairman of the Board. The Vice Chairman shall also perform whatever duties and have whatever powers the Board of Directors may from time to time assign him/her. If more than one Vice Chairman is elected and the Chairman is absent or becomes disabled, the Board of Directors shall choose one Vice Chairman to perform the duties and exercise the powers of the Chairman.

C. President. The President shall be the chief executive officer of the corporation and shall have general and active management of the business and affairs of the corporation (other than the management of projects managed by a Project Management Committee), subject to the direction of the Board of Directors. If a Chairman of the Board is not elected, the President shall preside at all meetings of the Board of Directors and members.

D. Vice President. The Vice President, if one is elected, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. He or she also shall perform whatever duties and have whatever powers the Board of Directors may from time to time assign him or her. If more than one Vice President is elected, one thereof shall be designated as Executive Vice President and shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and each other Vice President shall only perform whatever duties and have whatever powers the Board of Directors may from time to time assign him or her.

E. Secretary and Assistant Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the members and directors. The Secretary shall give all notices required by law and by these Bylaws. In addition, the Secretary shall have general charge of the corporate books and records and of the corporate seal, and he or she shall affix, or attest the affixing of, the corporate seal to any lawfully executed instrument requiring it. The Secretary shall have general charge of the membership records of the corporation and shall keep, at the registered or principal office of the corporation, a record of the members showing the name, address, telephone number, facsimile number and electronic mail address of each member. The Secretary shall sign such instruments as may require his or her signature and, in general, shall perform all duties as may be assigned to him or her from time to time by the Chairman, the President or the Board of Directors. The Assistant Secretary, if one is appointed, shall render assistance to the Secretary in all the responsibilities described above.

F. Treasurer and Assistant Treasurer. The Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings of members, and shall perform such other duties as may be prescribed by the Chairman, the President or the Board of Directors. The Assistant Treasurer, if one

is appointed, shall render assistance to the Treasurer in all of the responsibilities described above.

Section 6.3. Project Management Committees. In addition to the officers of the corporation, the Board of Directors may, by resolution, establish one or more Project Management Committees consisting of at least one officer of the corporation, who shall be designated chairman of such committee, and may include one or more other members of the corporation. Unless elected or appointed as an officer in accordance with Sections 6.1 and 6.4 of these Bylaws, a member of a Project Management Committee shall not be deemed an officer of the corporation.

Each Project Management Committee shall be responsible for the active management of one or more projects identified by resolution of the Board of Directors which may include, without limitation, the creation or maintenance of "open-source" software for distribution to the public at no charge. Subject to the direction of the Board of Directors, the chairman of each Project Management Committee shall be primarily responsible for project(s) managed by such committee, and he or she shall establish rules and procedures for the day to day management of project(s) for which the committee is responsible.

The Board of Directors of the corporation may, by resolution, terminate a Project Management Committee at any time.

Section 6.4. Election and Term. The officers of the corporation and the members of each existing Project Management Committee shall be appointed by the Board of Directors or appointed by an officer empowered by the Board to make such appointment. Such appointment by the Board of Directors may be made at any regular or special meeting of the Board. Each officer shall hold office and each member of a Project Management Committee shall serve on such committee for a period of one year or until his or her successor is elected and qualified or until his or her earlier resignation or removal.

Section 6.5. Removal of Officers. Any officer or agent and any member of a Project Management Committee elected or appointed by the Board of Directors may be removed by the Board whenever, in its judgment, the best interests of the corporation will be served thereby.

Section 6.6. Vacancies. Any vacancy, however occurring, in any office or any Project Management Committee may be filled by the Board of Directors.

Section 6.7. Compensation. The compensation, if any, of all officers of the corporation and of all members of each existing Project Management Committee shall be fixed by the Board of Directors and may be changed from time to time by a majority vote of the Board of Directors. The fact that an officer is also a director

shall not preclude such person from receiving compensation as either a director or officer, nor shall it affect the validity of any resolution by the Board of Directors fixing such compensation. The President shall have authority to fix the salaries, if any, of all employees of the corporation, other than officers elected or appointed by the Board of Directors and members of Project Management Committees.

ARTICLE VII

Books and Records

Section 7.1. Books and Records. The corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, Board of Directors and committees of directors.

The corporation shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of the name, address, telephone number, facsimile number and electronic mail address of each member, together with the date of any withdrawal or termination of such member's membership, or any conversion of such member's membership to emeritus status.

Each member shall be responsible for notifying the corporation of changes to such member's address, telephone number, facsimile number or electronic mail address.

Any books, records and minutes may be in written form or in any other form capable of being converted into clearly legible written form within a reasonable time.

Section 7.2. Members' Inspection Rights. Any person who is a member, upon written demand under oath stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any time during the corporation's usual hours for business, for any proper purpose as determined under the General Corporation Law of the State of Delaware, the corporation's membership records and its other books and records and to make copies or extracts therefrom.

ARTICLE VIII

Nonprofit Status

The corporation is organized and shall be operated as a not-for-profit membership corporation organized under Delaware law. If the Board of Directors of the corporation elects to seek and obtains an exemption for the corporation from federal taxation pursuant to Section 501(a) of the Internal Revenue Code, as amended (the "IRC"), and until such time, if ever, that such exemption is denied or

lost, the corporation shall not be empowered to engage directly or indirectly in any activity which the corporation believes would be likely to invalidate its status as an organization exempt from federal taxation under Section 501(a) of the IRC as an organization described in Section 501(c) of the IRC.

ARTICLE IX

Corporate Seal

The Board of Directors shall provide a corporate seal which shall have the name of the corporation inscribed thereon, and may be a facsimile, engraved, printed, or an impression seal.

ARTICLE X

Amendment

These Bylaws may be altered, amended or repealed by the Board of Directors or by the members, and new Bylaws may be adopted by the Board of Directors or by the members. No alteration, amendment or repeal of these Bylaws shall be effective unless and until the corporation attempts, in good faith, to give notice to the members of the corporation of such alteration, amendment or repeal at least fifteen (15) days prior to the effective date of such alteration, amendment or repeal, which notice may be by electronic means.

ARTICLE XI

Limits on Liability of Directors

To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended, a director of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director.

ARTICLE XII

Indemnification of Officers and Directors

Section 12.1. Right to Indemnification. Each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation), by reason of the fact that he or

she is or was a director, officer or member of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be entitled to indemnification against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement to the fullest extent now or hereafter permitted by applicable law as long as such person acted in good faith and in a manner that such person reasonably believed to be in or not be opposed to the best interests of the corporation; provided, however, that the corporation shall indemnify any such person seeking indemnity in connection with an action, suit or proceeding (or part thereof) initiated by such person only if such action, suit or proceeding (or part thereof) was authorized by the Board of Directors.

Section 12.2. Advance Payment of Expenses. Expenses (including reasonable attorneys' fees) incurred by any person who is or was an officer, director or member of the corporation, or who is or was serving at the request of the corporation as an officer or director of another corporation, partnership, joint venture, trust or other enterprise, in defending any civil, criminal, administrative or investigative action, suit or proceeding, shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it is ultimately determined that he or she is not entitled under applicable law to be indemnified by the corporation.

Section 12.3. Right of Claimant to Bring Suit. If a claim under this Article is not paid in full by the corporation within ninety (90) days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any action or proceeding in advance of its final disposition where the required undertaking has been tendered to the corporation unless such action is based on the claimant having committed an act involving moral turpitude) that the claimant has not met the standards of conduct which make indemnification permissible under the General Corporation Law of the State of Delaware, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its Board of Directors, independent legal counsel, or its members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the General Corporation Law of the State of Delaware, nor an actual determination by the corporation (including its Board of Directors, independent legal counsel, or its members) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 12.4. Contract Rights. The provisions of this Article shall be a contract between the corporation and each director, officer or member to which this Article applies. No repeal or modification of these Bylaws shall invalidate or detract from any right or obligation with respect to any state of facts existing prior to the time of such repeal or modification.

Section 12.5. Rights Non-exclusive. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Section 12.6. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, member, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article or of applicable law.

Section 12.7. Definitions. For purposes of this Article, references to "the corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Article with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued, and references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article.

Section 12.8. Continued Coverage. The indemnification and advancement of expenses provided by, or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer or member and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XIII

General Provisions

Section 13.1. Checks. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 13.2. Fiscal Year. The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

Section 13.3. Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 13.4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors shall direct.

Section 13.5. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 13.6. Counterpart Execution: Facsimile Execution. Any document requiring the signature of the directors and/or members may be executed in any number of counterparts with the same effect as if all of the required signatories had signed the same document. Such executions may be transmitted to the corporation and/or the other directors and/or members by facsimile and such facsimile execution shall have the full force and effect of an original signature. All fully executed counterparts, whether original executions or facsimile executions or a combination, shall be construed together and shall constitute one and the same agreement.

THESE BYLAWS WERE READ, APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS OF THE APACHE SOFTWARE FOUNDATION ON THE 1ST DAY OF

JUNE, 1999.

(signed)

Jim Jagielski, Secretary

► Amendments to the Bylaws

Amendment I

Approved by resolution of the Board of Directors, 30 October 2002, the following change is to be made to Section 4.1, Admission of Members, effective 15 November 2002.

Section 4.1. Admission of Members. To be eligible for membership, a person or entity must be nominated by a current member of the corporation and must complete a written membership application in such form as shall be adopted by the Board of Directors from time to time. The nomination ~~and content of the membership application~~ must be included in a notice to the members, if any, of the corporation at least ten (10) days prior to any vote on the applicant's admission, which notice may be by electronic means. The initial members of the corporation shall be admitted upon the affirmative vote of the Board of Directors of the Corporation at the initial meeting of the Board of Directors. Thereafter, members of the corporation shall be admitted as members of the corporation only by a majority vote of the existing members of the corporation, ~~and after receipt by the Secretary of a membership application completed by each such proposed member within thirty (30) days following the vote.~~