

**BYLAWS**  
**OF THE**  
**HILDON FOUNDATION**

(adopted on \_\_\_\_\_,2012)

**I. Name**

The name of the Foundation shall be the Hildon Foundation.

**II. Mission**

The mission of the Foundation is to promote and progress the future availability of maemo derived or inspired open source software, and related toolkits, for mobile pocketable devices. The Maemo® operating system and Hildon user interface was originally developed by Nokia Corporation and used in several commercially available devices, including the N900. Most of Maemo® and Hildon is currently open source software as defined by the Open Software Foundation and, as such, continues to be improved upon by a volunteer community at [www.maemo.org](http://www.maemo.org). Nokia intends to cease its operation of [www.maemo.org](http://www.maemo.org) and has indicated a willingness to transfer it to a suitable organization.

**III. Functions**

The Foundation is established to provide future support for the community now centered around [www.maemo.org](http://www.maemo.org). It shall also provide, but not be limited to, the following functions: to continue the community website at an appropriate new Internet domain, including through the ownership or leasing of servers and execution of hosting agreements; license the Maemo® trademark if appropriate and desirable; maintain software repositories and developer tools; enter into software licensing agreements as necessary; support developers and users throughout the world; and promote the free availability and use of maemo-derived software under open source licenses as defined by the Open Software Foundation.

#### **IV. Membership and Governance**

The Foundation shall maintain a community with open membership having minimal criteria for membership. No member may be removed from the community except for violating procedures and rules that the community shall subsequently adopt. The Foundation shall be governed by a Board of Directors (“Board”). Within one year, the initial Board shall determine the criteria and method for the selection of subsequent Board of Directors. Each Director shall serve for a term of one year and shall not be replaced before the end of their term except if they fail to perform the duties of a Director, as the community shall subsequently adopt. The Board shall be responsible for maintaining the records and finances of the Hildon Foundation in good order, and for taking such actions as might be necessary to achieve the mission of the Foundation. The Board shall have the authority to create community positions, such as but not limited to a Community Council and an Executive Director, and to appoint any community member in good standing to such positions or to allow for a vote of community members to fill such positions.

#### **V. Meetings**

The Board shall conduct meetings at least as often as once every three months. Any Director may call for a special board meeting, and if seconded, such special meeting shall be conducted with four (4) weeks written notice unless a shorter notice period is previously unanimously agreed between the Directors. More than 50% of the Directors need to be present (“Quorum”) at a meeting to make legally binding decisions. All meetings shall be open to community members, except as deemed prudent to address matters of a confidential or legal nature, and a record of the minutes shall be maintained. The Directors present at a meeting may unanimously elect two (2) Directors to sign the minutes on behalf of the Board.

#### **VI. Finances**

The Board shall have the authority to appoint a Treasurer, who shall be responsible for maintaining the financial accounts of the Foundation. The Treasurer may be appointed and removed at any time within the sole discretion of the Board.

## **VII. Amendments**

The Bylaws of the Foundation may be changed with 3/4 majority of the Board and 2/3 majority of community members eligible to vote for Board Directors, except that the requirement that software must be freely available under an open source license as defined by the Open Software Foundation may not be changed. A proposed Amendment to the Bylaws must be announced at least three months before the Board meeting in which it is considered and before the vote of community members.

## **VIII. Applicable Law**

The Foundation shall be governed by the laws of the Commonwealth of Pennsylvania. However, nothing shall preclude the Foundation from maintaining its financial accounts, servers or other infrastructure for its Internet website in any other jurisdiction, or from conducting suitable promotional and distribution activities in any other jurisdiction.