

TABLE OF CONTENTS

ARTICLE 1 NAME	4
SECTION 1. NAME	4
ARTICLE 2 OFFICES	4
SECTION 1. PRINCIPAL OFFICE	4
SECTION 2. OTHER OFFICES.....	4
ARTICLE 3 PURPOSES, LIMITATIONS AND DEDICATION OF ASSETS	4
SECTION 1. PURPOSES.....	4
SECTION 2. LIMITATIONS.....	4
ARTICLE 4 MEMBERS	5
ARTICLE 5 DIRECTORS.....	6
SECTION 1. POWERS.....	6
SECTION 2. NUMBER.....	6
SECTION 3. DUTY OF CARE AND LOYALTY	6
SECTION 4. RESTRICTION REGARDING INTERESTED DIRECTORS.....	6
SECTION 5. SELF-DEALING	7
SECTION 6. COMPENSATION.....	7
ARTICLE 6 MEETINGS OF THE BOARD.....	7
SECTION 1. REGULAR AND ANNUAL MEETINGS.....	8
SECTION 2. SPECIAL MEETINGS	8
SECTION 3. MINUTES.....	8
SECTION 4. PLACE OF MEETINGS.....	8
SECTION 5. NOTICE OF MEETINGS.....	9
SECTION 6. CONTENTS OF NOTICE.....	9
SECTION 7. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS.....	9
SECTION 8. QUORUM FOR MEETINGS	10
SECTION 9. MAJORITY ACTION AS BOARD ACTION	10
SECTION 10. CONDUCT OF MEETINGS.....	10
SECTION 11. ACTION WITHOUT MEETING.....	11
ARTICLE 7 ELECTION AND REMOVAL OF DIRECTORS.....	11
SECTION 1. ELECTION AND TERM OF OFFICE OF DIRECTORS.....	11
SECTION 2. REMOVAL OF DIRECTORS	11
SECTION 3. VACANCIES	11

ARTICLE 8 LIABILITY OF DIRECTORS	12
SECTION 1. NON-LIABILITY OF DIRECTORS.....	12
SECTION 2. INSURANCE FOR CORPORATE AGENTS	12
SECTION 3. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS.....	13
ARTICLE 9 OFFICERS.....	16
SECTION 1. NUMBER OF OFFICERS	16
SECTION 2. QUALIFICATION	16
SECTION 3. ELECTION, AND TERM OF OFFICE.....	16
SECTION 4. SUBORDINATE OFFICERS	16
SECTION 5. REMOVAL AND RESIGNATION	16
SECTION 6. VACANCIES	16
SECTION 7. DUTIES OF PRESIDENT	17
SECTION 8. DUTIES OF VICE PRESIDENTS	17
SECTION 9. DUTIES OF SECRETARY.....	17
SECTION 10. DUTIES OF TREASURER.....	18
SECTION 11. CHIEF EXECUTIVE.....	19
SECTION 12. COMPENSATION.....	19
ARTICLE 10 COMMITTEES	19
SECTION 1. COMMITTEES	19
SECTION 2. ADVISORY COMMITTEES	21
SECTION 3. AUDIT COMMITTEE	21
SECTION 4. MEETINGS AND ACTION OF COMMITTEES.....	22
ARTICLE 11 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS	22
SECTION 1. EXECUTION OF INSTRUMENTS	22
SECTION 2. CHECKS AND NOTES.....	22
SECTION 3. DEPOSITS	22
SECTION 4. GIFTS	22
ARTICLE 12 CORPORATE RECORDS, REPORTS AND SEAL.....	23
SECTION 1. MAINTENANCE OF CORPORATE RECORDS.....	23
SECTION 2. CORPORATE SEAL.....	23
SECTION 3. DIRECTORS' INSPECTION RIGHTS.....	23
SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS	23
SECTION 5. ANNUAL REPORT	23
ARTICLE 13 FISCAL YEAR.....	24
SECTION 1. FISCAL YEAR OF THE CORPORATION	24

ARTICLE 14 AMENDMENT OF BYLAWS.....	24
SECTION 1. AMENDMENT.....	24
ARTICLE 15 AMENDMENT OF ARTICLES	24
SECTION 1. AMENDMENT OF ARTICLES	24
SECTION 2. CERTAIN AMENDMENTS.....	25
ARTICLE 16 PROHIBITED TRANSACTIONS.....	25
SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS.....	25
SECTION 2. LOANS TO DIRECTORS AND OFFICERS	25
SECTION 3. INTERLOCKING DIRECTORATES.....	25
ARTICLE 17 CONSTRUCTION AND DEFINITIONS.....	26
ARTICLE 18 NON-DISCRIMINATION.....	26

Bylaws of
RUBY CENTRAL, INC.,
a Kentucky Nonprofit Public Benefit Corporation

ARTICLE 1
NAME

SECTION 1. NAME

The name of this corporation is Ruby Central, Inc.

ARTICLE 2
OFFICES

SECTION 1. PRINCIPAL OFFICE

The corporation shall have a principal office at which it shall maintain its official records and transact other business. The principal office shall be located at a place as determined by the Board of Directors.

SECTION 2. OTHER OFFICES

The corporation may also have other offices in and outside of Kentucky as the Board of Directors may determine.

ARTICLE 3
PURPOSES, LIMITATIONS AND DEDICATION OF ASSETS

SECTION 1. PURPOSES

- (a) General Purpose. The corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of Kentucky (“**Kentucky Nonprofit Corporation Law**”) for public and charitable purposes.
- (b) Specific Purpose. The specific purpose of this corporation shall be to support and advocate for the worldwide Ruby community. The corporation advocates and encourages the use of the open source Ruby programming language by:
 - i. Organizing two annual conferences, RubyConf and RailsConf;
 - ii. Supporting of community growth; and
 - iii. The provision of vital infrastructure for the Ruby programming language.

SECTION 2. LIMITATIONS

- (a) Political Activities. The corporation has been formed under Kentucky

Nonprofit Corporation Law for the charitable purposes described in Article 3, Section 1, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

- (b) Prohibited Activities. The corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in this Article 3. The corporation may not carry on any activity for the profit of its officers, directors or other persons or distribute any gains, profits or dividends to its officers, directors or other persons as such. Furthermore, nothing in this Article 3 shall be construed as allowing the corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “**Code**”) or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

SECTION 3. DEDICATION AND DISTRIBUTION OF ASSETS

- (a) Property Dedicated to Irrevocable Resources. The property of the corporation is irrevocably dedicated to public and charitable purposes. No part of the net income or assets of the corporation shall ever inure to the benefit of any of its directors or officers, or to the benefit of any private person, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article 3.
- (b) Distribution of Assets Upon Dissolution. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for public and charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

ARTICLE 4

MEMBERS

SECTION 1. DETERMINATION OF MEMBERS

This corporation shall have no voting members within the meaning of Kentucky Nonprofit Corporation Law. At its sole discretion, the Board may admit individuals to one or more classes of nonvoting members. The class or classes of nonvoting members shall have such rights and obligations as the Board finds appropriate.

ARTICLE 5

DIRECTORS

SECTION 1. POWERS

The corporation shall have a Board of Directors (the “**Board**”). Subject to the provisions of the Articles of Incorporation, Kentucky Nonprofit Corporation Law and any other applicable laws, all of the activities and affairs of the corporation shall be exercised by the Board or, if delegated under the ultimate direction of the Board. The Board, acting collectively, shall exercise responsibility for conducting the activities and affairs of the corporation.

SECTION 2. NUMBER

The Board shall have not less than 3 directors nor more than 7 directors. The precise number of authorized directors shall be set within these limits by an affirmative vote of a majority of the directors then in office.

SECTION 3. DUTY OF CARE AND LOYALTY

It is the obligation of each director of the corporation to perform his or her duties in good faith, in a manner such director believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances (Kentucky Revised Statutes § 272A.8-190; note the Kentucky Revised Statutes may be referred to herein as “KRS”). This obligation extends to all activities a director performs in that capacity including, without limitation, duties as a member of any committee of the Board on which a director may serve.

SECTION 4. RESTRICTION REGARDING INTERESTED DIRECTORS

Under Kentucky Revised Statutes § 273.219, a conflict of interest transaction is a transaction with the nonprofit corporation in which a director of such corporation has a direct or indirect interest.

1. A conflict of interest transaction shall not be voidable by the corporation solely because of the director’s interest in the transaction if any one of the following is true:

(a) The material facts of the transaction and the director's interest were disclosed or known to the board of directors or a committee of the board of directors and the board of directors or committee authorized, approved, or ratified the transaction; or

(b) The transaction was fair to the corporation.

2. For purposes of this section, a director of a nonprofit corporation shall be considered to have an indirect interest in a transaction if:

(a) Another entity in which he has a material financial interest or in which he is a general partner is a party to the transaction; or

- (b) Another entity of which he is a director, officer, or trustee is a party to the transaction and the transaction is or should be considered by the board of directors of the corporation.

SECTION 5. SELF-DEALING

The corporation shall not enter into any contract or transaction with any (1) director of the corporation, (2) officer the corporation, or (3) corporation, firm, association, or other entity in which one or more of this corporation's directors or officers are directors, directors or have a material financial interest, or in which any of these parties shall be directly or indirectly interested, unless:

- (a) The material facts regarding that director's or officer's financial interest in such contract or transaction, or regarding such common directorship, officership, or financial interest, are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board, prior to consideration by the Board of such contract or transaction; and
- (b) Such contract or transaction is authorized in good faith by a vote of the majority of the Board without counting the votes of the interested directors; and
- (c) Before authorizing or approving the transaction, the Board considers and in good faith decides, after reasonable investigation, that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- (d) At the time the transaction is entered into (1) the transaction is fair and reasonable to the corporation and (2) the corporation entered into it for its own benefit.

SECTION 6. COMPENSATION

Directors shall serve without compensation, although they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 4 of this Article. Directors may be compensated for rendering services to the corporation in any capacity other than director only if such other compensation is reasonable, allowable and has been authorized under the provisions of Section 5 and 6 of this Article.

ARTICLE 6 MEETINGS OF THE BOARD

SECTION 1. REGULAR AND ANNUAL MEETINGS

Regular meetings of the directors shall be held at least four (4) times per year at a place and time to be determined by the directors. The first meeting of the year shall be the annual meeting.

At the annual meeting, the Board shall undertake the election of directors and officers and the transactions of other business. Whenever there shall be an election to fill a seat on the Board of directors, each director shall cast one vote for each director to be elected. Cumulative voting by

directors for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected.

SECTION 2. SPECIAL MEETINGS

Special meetings of the Board may be called by the President, a Vice President, the Secretary, or by any two directors, and such meetings shall be held at the place, within or outside the State of Kentucky, designated by the person or persons calling the meeting, or in the absence of such designation, at the principal office of the corporation. The Board may determine that the meeting shall not be held at any place but shall instead be held solely by means of remote communication, including conference call, video screen, or electronic transmission.

SECTION 3. MINUTES

The Board shall be responsible for recording and maintaining minutes of the proceedings of the meeting of the Board, of committees of the Board and, if the corporation has members, of meetings of the members. The Secretary shall take the minutes of board and members meetings. In the event the Secretary is not in attendance at a meeting, and at all committee meetings, the chair of such meeting shall designate a person to record the minutes of the meeting.

SECTION 4. PLACE OF MEETINGS

Meetings of the Board shall be held at any place within or outside Kentucky that has been designated by resolution of the Board or in the notice of the meeting, or if not so designated, at the principal office of the corporation. The Board may determine that the meeting shall not be held at any place but shall instead be held solely by means of remote communication, including conference call, video screen, or electronic transmission.

Any director may participate in a meeting by means of remote communication and is deemed present, whether such meeting is to be held at a designated place or solely by means of remote communication, if:

- (a) The corporation implements reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a director;
- (b) The corporation implements reasonable measures to provide directors a reasonable opportunity to participate in the meeting and vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meetings substantially concurrently with the proceedings;
- (c) Each director may participate in all matters before the Board, including, without limitation, the capacity to propose or to interpose an objection to a specific action to be taken by the corporation; and
- (d) The corporation records any vote or other action taken at the meeting by a member or proxy holder by means of remote communication. The corporation shall maintain as a record the recorded vote or other action taken.

SECTION 5. NOTICE OF MEETINGS

- (a) Notices of board meetings are valid if made by:
 - (1) First-class mail, postage prepaid;
 - (2) Personal delivery of oral or written notice;
 - (3) Telephone, including a voice messaging system or other technology designed to record and communicate messages; or
 - (4) Facsimile, e-mail or other means of electronic transmission if the recipient has consented to accept notices in this manner.
- (b) Notice of regular meetings need not be given if fixed by a resolution of the Board that is noted in minutes distributed to all directors. Otherwise, notices sent by first-class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system or other system or technology designed to record and communicate messages, facsimile, e-mail or other electronic transmission shall be delivered at least 48 hours before the time set for the meeting.
- (c) All notices of board meetings shall be given or sent to the director's address, telephone number, fax number or e-mail address as shown on the corporation's records.
- (d) Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than 24 hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than 24 hours from the time of the original meeting.

SECTION 6. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place (if other than the corporation's principal office), day and hour of the meeting. The purpose of any meeting of the Board need not be specified in the notice.

The notice of any special meeting must state the general nature of the business to be transacted and shall state that no other business may be transacted.

SECTION 7. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

- (a) Notice of a meeting of the Board need not be given to any director who either before or after the meeting: (i) signs a waiver of notice, or (ii) signs a written consent to the holding of the meeting, (iii) approves of the minutes of the

meeting, or (iv) attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of proper notice to him or her.

- (b) The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

SECTION 8. QUORUM FOR MEETINGS

- (a) A majority of the directors then in office shall constitute a quorum for the transaction of any business except adjournment.
- (b) If during a meeting at which a quorum was initially present some directors leave rendering the meeting without a quorum, the Board or committee may continue to transact business so long as any action taken or decision made is approved by at least the number of directors required to take action if a quorum were present.
- (c) Except as otherwise provided in these Bylaws (including, without limitation, sub-section (b) of this Section), in the corporation's Articles of Incorporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as defined above, is not present. The only motion which is permitted at a meeting at which a quorum is not initially present is a motion to adjourn. A majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.
- (d) Regardless of any other provision of these Bylaws, a quorum must consist of no less than one-fifth the number of directors authorized in these Bylaws.

SECTION 9. MAJORITY ACTION AS BOARD ACTION

The Board may take action or make a decision (e.g., pass a resolution) by the affirmative vote of a majority of the directors then currently in office and present at a duly held meeting at which a quorum is present (subject to the more stringent provisions of these Bylaws or Kentucky Nonprofit Corporation Law including, without limitation, provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) approval of certain transactions between corporations having common directorships, (iii) creation of and appointment to committees of the Board, and (iv) indemnification of directors.)

SECTION 10. CONDUCT OF MEETINGS

Meetings of the Board shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a person chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

SECTION 11. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the members of the Board individually or collectively consent in writing to such action within a 24 time frame; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an interested director as defined in Section 219 of Kentucky Nonprofit Corporate Law (Kentucky Revised Statutes Title XXII) and Section 5 of Article 5 of these Bylaws shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable electronic method satisfactory to the President.

ARTICLE 7 ***ELECTION AND REMOVAL OF DIRECTORS***

SECTION 1. ELECTION AND TERM OF OFFICE OF DIRECTORS

Directors shall be elected at each annual meeting of the Board to hold office until the next annual meeting. If the directors are not elected at any annual meeting, they may be elected at any other regular meeting or a special meeting held for that purpose (which need not be the exclusive purpose of that meeting).

Each director, including a director elected to fill a vacancy or elected at a special meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

SECTION 2. REMOVAL OF DIRECTORS

- (a) The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Kentucky Nonprofit Corporation Law.
- (b) A director may be removed without cause by the vote of a majority of the directors then in office.
- (c) Any director missing three (3) consecutive meetings of the Board without any excuse or with excuse not approved by the majority of the board members shall be considered to have resigned. Reinstatement may be granted by the Board of Directors upon receipt of a written request made by the absent director and upon a majority vote of the Board of Directors.

SECTION 3. VACANCIES

- (a) Vacancies on the Board shall exist (1) on the death, resignation or removal of any director or (2) whenever the number of authorized directors is increased.

- (b) Any director may resign effective upon giving written notice to the President, the Secretary, or the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No director may resign if such resignation will leave the corporation without at least one duly elected director in charge of its affairs except upon notice to the Attorney General of the State of Kentucky.
- (c) A reduction of the number of authorized directors shall be effective only upon the expiration of the then-current directors' terms of office or upon the occurrence of any other vacancy in the Board. That is, a reduction in the number of authorized directors will not terminate or shorten the terms of any directors in office at the time that the resolution to reduce the number of authorized directors is approved.
- (d) Vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by:
 - (1) The unanimous written consent of the directors then in office,
 - (2) The affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or a waiver of notice complying with this Article of these Bylaws, or
 - (3) A sole remaining director.
- (e) A person elected to fill a vacancy as provided by this Section shall hold office until the next election of the Board or until his or her death, resignation or removal from office.

ARTICLE 8

LIABILITY OF DIRECTORS

SECTION 1. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 2. INSURANCE FOR CORPORATE AGENTS

This corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

SECTION 3. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS,
EMPLOYEES AND OTHER AGENTS

- (a) To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in KRS § 271B.8-560 (including persons formerly occupying any such positions) against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation; and to make any other indemnification that shall be authorized by the articles of incorporation or bylaws, or resolution adopted after notice to the members entitled to vote. (KRS § 273.171(14) and 271B.8-510).
- (b) On written request to the Board by any person seeking indemnification under KRS § 271B.8-520 or 271B.8-560, the Board shall promptly decide pursuant to KRS § 271B.8-510 whether the applicable standard of conduct set forth in KRS § 272A.8-190 has been met and, if so, the Board shall authorize indemnification.
- (c) To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Section in defending any proceeding covered by this Section shall be advanced by the corporation before final disposition of the proceeding on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses. (KRS § 271B.8-520 and 271B.8-560)
- (d) Subject to the required findings to be made pursuant to subsection (e) of this Section, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.
- (e) This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:
 - (1) The determination of good faith conduct required by subsection (h)(1) of this Section must be made in the manner provided for in that section; and

- (2) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnify for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.
- (f) To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of subsections (b) and (c) of this Section shall determine whether the agent is entitled to indemnification.
- (g) If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding,
- (h) The indemnification granted to an agent in subsections (a) through (c) of this Section is conditioned on the following:
 - (1) The agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner he believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.
 - (2) The determination that the agent did act in a manner complying with Paragraph (1), above, shall be made by (KRS § 271B.8-550):
 - (i) The Board by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or
 - (ii) If a quorum cannot be obtained under subsection (2)(i) of this section, by majority of committee duly designated by the Board (in which designated directors who are parties may participate), consisting solely of two (2) or more directors not at the same time parties to the proceeding; or
 - (iii) Special legal counsel selected by the Board in the manner described under subsection (2)(i) and (ii), or if not possible under (2)(i) and (2)(ii), selected by a majority of the full Board in which selection direction who are parties may participate; or
 - (iv) The court in which the proceeding is or was pending or another court of competent jurisdiction pursuant to KRS § 271B.8-540. Such determination

may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not this corporation opposes the application by the agent, attorney, or other person.

- (i) Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article. However, no indemnification or advance shall be made under this Section, in any circumstance when it appears:
 - (1) That the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
 - (2) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.
- (j) Nothing contained in this Section shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise. This Section does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation as defined in subsection (k)(1) of this Section. Nothing contained in this Section shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.
- (k) For purposes of this Section, the following terms shall have the meanings ascribed:
 - (1) "Agent" means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, office employee, or agent of another 'foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation.
 - (2) "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
 - (3) "Expenses" includes, without limitation, all attorney fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

ARTICLE 9

OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The corporation may also have, as determined by the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President.

SECTION 2. QUALIFICATION

Any person may serve as an officer of this corporation.

SECTION 3. ELECTION, AND TERM OF OFFICE

Except those officers appointed in accordance with the provisions of Section 4 of this Article, officers shall be elected by the Board at the annual meeting, and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract. Each officer shall hold office for renewable terms of one year.

SECTION 4. SUBORDINATE OFFICERS

The Board may appoint, and may authorize the President to appoint, such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board.

SECTION 5. REMOVAL AND RESIGNATION

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the Board, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board, by an officer on whom such power of removal may be conferred by the Board.

Any officer may resign at any time by giving written notice to the Board or to the President. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board relating to the employment of any officer of the corporation.

SECTION 6. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise of any officer shall be filled by the Board. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall

fill the vacancy. A person so appointed to a vacant office (whether appointed by the President or elected by the Board) shall hold that office until the next annual meeting of the Board or until his or her death, resignation or removal from office. Vacancies occurring in offices appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 7. DUTIES OF PRESIDENT

The President shall:

- (a) Preside at all meetings of the Board.
- (b) Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, in the name of the corporation execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board.
- (c) Perform all other duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board.

If no other person is designated as the chief executive, the President shall, in addition, be the chief executive and shall have the powers and duties prescribed in Section 11 of this Article.

SECTION 8. DUTIES OF VICE PRESIDENTS

In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board or, if not ranked, a vice president designated by the Board, shall perform all powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the President.

SECTION 9. DUTIES OF SECRETARY

The Secretary shall:

- (a) Certify and keep, or cause to be kept, at the principal office of the corporation the original, or a copy, of the Articles of Incorporation and of these Bylaws, as amended or otherwise altered to date.
- (b) Keep, or cause to be kept, at the principal office of the corporation or at such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meetings was annual, general, or special, and, if special, how authorized; how notice was given and to whom; the names of the persons present at the Board and committee meetings; the actions taken and decisions made by the Board at that meeting, including the votes for, against and in

abstention of each such action or decision (and may include how each director voted on such action or decision).

- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records and of the seal of the corporation, if there is a seal, and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these Bylaws and by the Board.
- (e) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, these Bylaws, the minutes of the proceedings of the directors of the corporation, and the corporation's applications for tax exemption.
- (f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

SECTION 10. DUTIES OF TREASURER

The Treasurer shall:

- (a) Keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. Books of account shall be maintained in accordance with applicable Generally Accepted Accounting Principles.
- (b) Send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.
- (c) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of corporation with such depositories as the Board may designate, and (2) disburse, or cause to be disbursed, the corporation's funds as the Board may order.
- (d) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer, and of the financial condition of the corporation.
- (e) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

- (f) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.
- (g) If required by the Board, give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.
- (h) Provide, or cause to be provided, to the public, all Internal Revenue Service filings required to be disclosed and made generally available to the public in the form or forms required by the Internal Revenue Service or by statute.

SECTION 11. CHIEF EXECUTIVE

In addition to the officers, as listed in Section 1 of this Article, this corporation may hire chief executive who, subject to the control of the Board, shall be the general manager of the corporation and shall generally supervise, direct and control the corporation's day-to-day activities and affairs. The chief executive (who may be referred to as the "chief executive officer" or "executive director" shall be empowered to hire, supervise and fire all of the employees of the corporation, under such terms and having such job responsibilities as the chief executive shall determine in his or her sole discretion, subject to the rights, if any, of the employee under any contract of employment. The chief executive shall exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board. Additionally, the Board may, by resolution, appoint the chief executive as an officer.

SECTION 12. COMPENSATION

The salaries, if any, of the officers shall be fixed from time to time by resolution of the Board. The salary received by any officer of this corporation shall be reasonable and given in return for services actually rendered to the corporation that relate to the performance of the charitable or public purposes of this corporation. No officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article 5, Section 6 of these Bylaws.

ARTICLE 10

COMMITTEES

SECTION 1. COMMITTEES

- (a) The Board may, by a vote of a majority of the directors, designate two or more

of its members to constitute an Executive Committee and delegate to such committee any of the powers and authority of the Board in the management of the business and affairs of the corporation.

- (b) Notwithstanding the existence or lack thereof of an Executive Committee, the Board may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create one or more committees of the Board, each consisting of two or more directors, to serve at the pleasure of the Board and have such authority as is delegated by the Board.
- (c) By a majority vote of the directors then in office, the Board may at any time revoke or modify any or all of the authority delegated to any committee of the Board, increase or decrease but not below two the number members of any committee of the Board, and fill vacancies in any committees of the Board from the members of the Board. All committees shall keep regular minutes of their proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.
- (d) Only committees consisting wholly of directors may take action or make decisions on behalf of the corporation.
- (e) The following powers are reserved to the Board as a whole and may not be delegated to any committees thereof:
 - (1) The filling of vacancies on the Board or on any committee that has the authority of the Board.
 - (2) The appointment of committees of the Board or the members thereof.
 - (3) The fixing of compensation of the directors for serving on the Board or on any committee.
 - (4) The amendment or repeal of Bylaws or Articles of Incorporation, or the adoption of new Bylaws or Articles of Incorporation.
 - (5) The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable.
 - (6) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
 - (7) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Chapter 273 Section 219 of Kentucky Revised Statutes.
 - (8) The approval of any merger, reorganization, voluntary dissolution or disposition of substantially all assets of this corporation.

SECTION 2. ADVISORY COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only and shall be clearly titled as “advisory” committees.

SECTION 3. AUDIT COMMITTEE

If this corporation is required to register with the Office of the Attorney General, in any fiscal year in which the corporation has gross revenues of \$2 million or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received) the Board shall (i) prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant (“CPA”) in conformity with generally accepted auditing standards; (ii) make the audit available to the Attorney General and to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available; and (iii) appoint an Audit Committee. Notwithstanding the other provisions of this Article, the Audit Committee shall have the following duties and composition:

- (a) It shall be the duty of the Audit Committee to:
 - (1) Recommend to the Board the retention and termination of the CPA;
 - (2) Confer with the CPA to satisfy the committee members that the financial affairs of the charitable organization are in order;
 - (3) Review and determine whether to accept the audit; and
 - (4) Approve performance of any non-audit services to be provided by the CPA and ensure such serves conform to standards in the Yellow Book issued by the United States Comptroller General.

In addition, the Audit Committee may negotiate the compensation of the CPA on behalf of the Board.

- (b) Audit Committee members may include persons who are not members of the Board. In addition, the composition of the Audit Committee shall be restricted as follows:
 - (1) The corporation’s president, chief executive officer, chief financial officer (treasurer), any paid staff, and anyone who does business or has any financial interest in any entity that does business with the nonprofit may not be on the Audit Committee.
 - (2) If the corporation has a finance committee, its members must comprise less than 50% of the Audit Committee and the chair of the finance committee may not serve on the Audit Committee.

- (c) Audit Committee members may receive no more compensation than directors receive for their service to the corporation as directors.

SECTION 4. MEETINGS AND ACTION OF COMMITTEES

Meetings and actions of all committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board and its members; excepting, however, that the time for regular meetings of committees may be fixed by resolution of the Board or by the committee. The time for special meetings of committees may also be fixed by the Board. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 11 ***EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS***

SECTION 1. EXECUTION OF INSTRUMENTS

Except as otherwise provided in these Bylaws, the Board may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

The Board shall determine who shall be authorized from time to time on the corporation's behalf to sign checks, drafts and other orders for payment of money. Such authority may be general or confined to specific instances.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board may select.

SECTION 4. GIFTS

The Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE 12
CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A copy of the corporation's Articles of Incorporation and these Bylaws as amended to date; and
- (d) Copies of all filings made to the Internal Revenue Service, the Kentucky Department of Revenue, Kentucky Secretary of State, and Kentucky State Attorney General that the corporation is required, by statute or regulation, to make generally available to the public.

SECTION 2. CORPORATE SEAL

The Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 5. ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors and members of the corporation, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year; and
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without an audit from the books and records of the corporation.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors.

ARTICLE 13

FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day of January in each calendar year and end on the last day of December of the calendar year.

ARTICLE 14

AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of a nonprofit corporation, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of a majority of the directors then currently in office.

SECTION 2. DESIGNATION OF DIRECTORS

Any provision of these Bylaws providing for the designation or selection, rather than election, of any director or directors may be adopted, amended or repealed only by approval of Board subject to the consent of the person entitled to designate any such director or directors.

ARTICLE 15

AMENDMENT OF ARTICLES

SECTION 1. AMENDMENT OF ARTICLES

Any amendment of the Articles of Incorporation may be adopted by approval of a majority of the

directors then currently in office.

SECTION 2. CERTAIN AMENDMENTS

Notwithstanding the Section 1 of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation regarding the names and addresses of the first directors of this corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed an Article of Amendment pursuant to Kentucky Revised Statute 14A and 273.

ARTICLE 16 ***PROHIBITED TRANSACTIONS***

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person for reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

SECTION 2. LOANS TO DIRECTORS AND OFFICERS

The corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless approved by the Attorney General; except that, however, with the majority of votes from all voting shares, the corporation may advance money to a director or officer for expenses reasonably anticipated to be incurred in the performance of duties of such director or officer, if in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the corporation. (KRS § 273.241)

The limitation above does not apply if (i) the loan is necessary, in the judgment of the Board, to provide financing for the purchase of the principal residence of an officer in order to secure the services of (or continued services of) the officer (KRS § 271B.8-320).

SECTION 3. INTERLOCKING DIRECTORATES

No contract or other transaction between the corporation and any corporation, firm or association of which one or more directors are directors is either void or voidable because such director(s) are present at the Board or committee meeting that authorizes, approves or ratifies the contract or transaction, if (i) the material facts as to the transaction and as to such director's other directorship are fully disclosed or known to the Board or committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common director(s) (subject to the quorum provisions of Article 6, Section 8); or if (ii) the contract or transaction is just and reasonable as to the corporation at the time it is authorized, approved or ratified.

ARTICLE 17
CONSTRUCTION AND DEFINITIONS

SECTION 1. CONSTRUCTION AND DEFINITION

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in Kentucky Revised Statutes shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, the term person includes both the corporation and a natural person, and vice versa. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

ARTICLE 18
NON-DISCRIMINATION

SECTION 1. NON-DISCRIMINATION

This corporation has been formed under the Kentucky Nonprofit Corporations statutes (the “**Law**”), and as an educational corporation, a policy of equal opportunity and non-discrimination is fundamental to our nonprofit mission. Therefore, the corporation does not discriminate against anyone on the basis of race, creed, color, ethnicity, national origin, religion, sex, sexual orientation, gender expression, age, physical or mental ability, veteran status, military obligations, and marital status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and clients.

[Certificate Follows]

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of Ruby Central, Inc. and that such bylaws were duly adopted by the _____ Secretary _____ of said corporation on the date set forth below.

Dated: January 19, 2020



_____, Secretary