

2026 AMENDED BYLAWS OF RUBY CENTRAL, INC.

A Kentucky Nonprofit Corporation

These Bylaws govern the operations, governance, and administration of Ruby Central, Inc., a Kentucky nonprofit corporation.

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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 maintain a principal office as determined by the Board of Directors.

Section 2. Other Offices

The corporation may maintain additional offices as determined by the Board.

ARTICLE 3: PURPOSES, LIMITATIONS, AND ASSETS

Section 1. Purpose

Ruby Central is a nonprofit corporation organized for charitable and educational purposes. The corporation exists to support and sustain the Ruby ecosystem, including its infrastructure, community, and long-term health.

Activities may include:

- Maintaining and supporting RubyGems.org and related infrastructure
- Supporting community growth and education
- Organizing conferences and events
- Advancing ecosystem resilience and security

Section 2. Limitations

The corporation shall operate exclusively for charitable purposes consistent with Section 501(c)(3) of the Internal Revenue Code. No substantial part of its activities shall consist of lobbying or political campaigning.

Section 3. Dedication of Assets

Upon dissolution, the assets of the corporation shall be distributed exclusively for charitable, educational, or open source software infrastructure purposes consistent with the corporation's mission.

The corporation shall first seek to distribute such assets to the Linux Foundation or its successor organization, provided it remains a qualified nonprofit organization aligned with the corporation's mission.

If distribution to the Linux Foundation is not reasonably practicable or appropriate, the corporation shall next seek to distribute such assets to the Eclipse Foundation or its successor organization, provided it remains a qualified nonprofit organization aligned with the corporation's mission.

If neither organization is reasonably available or appropriate, the assets shall be distributed to one or more qualified nonprofit organizations with purposes substantially aligned with the stewardship, sustainability, education, or support of open source software ecosystems or related public-interest technology infrastructure.

ARTICLE 4: MEMBERSHIP AND PARTICIPATION

Section 1. No Voting Members

The corporation shall have no voting members.

Section 2. Nonvoting Participation

The Board may establish nonvoting membership or supporter programs, including individuals and organizations, with rights and privileges determined by the Board.

Section 3. Community Participation

The corporation may solicit input, feedback, and advisory votes from participants. Such participation does not create legal membership or fiduciary authority.

Section 4. Constituencies and Representatives

The Board may recognize constituencies such as Sponsors, supporting members, contributors, ecosystem partners, or other stakeholders.

The Board may designate or facilitate representatives from these constituencies to gather input, synthesize perspectives, and provide advisory input on major decisions. Representatives serve terms as determined by the Board.

Section 5. Advisory Voting

The corporation may conduct advisory votes among constituencies. Such votes are non-binding, do not create legal voting rights, and serve to inform Board decisions. The Board retains full fiduciary responsibility.

Section 6. Good Standing

The Board may establish policies defining good standing requirements for participation in membership programs, contributor recognition programs, constituency participation, or governance processes.

Such requirements may include compliance with applicable codes of conduct, participation requirements, financial obligations where applicable, and other reasonable criteria established by the Board.

The Board may suspend or revoke participation eligibility consistent with such policies.

Section 7. Open Participation

Participation in the Ruby ecosystem and its associated projects, initiatives, events, and infrastructure shall not be limited to any membership, sponsorship, contributor designation, or governance participation status established by the corporation.

ARTICLE 5: BOARD OF DIRECTORS

Section 1. Authority

The Board of Directors retains full authority over the activities, operations, finances, and governance of the corporation.

Section 2. Composition

The Board will:

- Maintain no fewer than three (3) and no more than seven (7) directors
- Target five (5) directors
- Seek to maintain an odd number of directors
- Avoid concentration of organizational affiliations among directors

No more than one (1) director may share a common organizational affiliation with another director serving on the Board at the same time.

Notwithstanding the foregoing, the failure to comply with the foregoing provisions of this Section shall not invalidate any action of the Board.

The Board may temporarily waive this restriction by a two-thirds (2/3) vote of the remaining directors then in office, only when necessary to maintain operational continuity, fill vacancies, or address exceptional circumstances materially benefiting the organization.

Any such waiver shall be documented in the Board records along with the rationale for the decision.

For purposes of these Bylaws, organizational affiliation includes employment, board service, ownership, or substantial consulting relationships with the same entity or affiliated entities.

Section 3. Terms and Elections

Directors shall serve two (2) year terms.

To ensure continuity, directors shall be divided into two classes of approximately the same size with staggered terms such that approximately half of the Board is elected each year.

The Board may adopt policies to implement and maintain this staggered structure, including initial term adjustments as needed.

Directors may be re-elected for successive terms.

Directors may serve no more than two (2) consecutive terms, after which they must take at least one (1) year off before being eligible for re-election, unless waived by a two-thirds (2/3) vote of the remaining Board members in exceptional circumstances where continuity materially benefits the organization.

Section 4. Duties

Directors shall act in good faith, in the best interests of the corporation, and with reasonable care.

Section 5. Removal

Directors may be removed by a majority vote of the Board.

Section 6. Vacancies

The Board shall make reasonable efforts to fill vacancies within ninety (90) days and may continue to operate so long as a quorum is maintained.

Section 7. Director Participation

Directors are expected to actively participate in Board activities, including attending meetings and contributing to governance responsibilities.

The Board may remove or replace directors who fail to meet reasonable participation expectations.

Section 8. Conflicts of Interest

Directors must disclose conflicts of interest. Transactions involving directors or officers must be approved by disinterested directors in accordance with applicable law and in accordance with such Conflict of Interest Policy as the corporation may adopt from time to time.

Section 9. Compensation

Directors shall not receive compensation for Board service but may be reimbursed for reasonable expenses. The Board may approve compensation for other services.

Section 10. Interlocking Relationships

The Board shall seek to avoid governance structures that create undue concentration of influence, operational dependency, or conflicts among organizations with overlapping financial, sponsorship, governance, or ecosystem interests.

Section 11. Director Affiliations

Directors shall disclose significant organizational affiliations relevant to the corporation's activities, governance, sponsorship relationships, or ecosystem stewardship responsibilities.

If a director's affiliations materially change during their term, the director shall promptly disclose the updated affiliation to the Board, and the disclosure shall be reflected in the Board records.

ARTICLE 6: OFFICERS

The corporation shall have a President, Secretary, and Treasurer. Additional officers may be appointed by the Board.

Section 1. Election and Term

Officers shall be elected annually and serve at the pleasure of the Board.

Section 2. Removal and Vacancies

Officers may be removed and replaced by the Board at any time.

Section 3. Duties

- The President shall coordinate Board activities and leadership.
- The Secretary shall maintain records and ensure proper documentation.
- The Treasurer shall oversee financial reporting and financial stewardship.

Officers shall also perform additional duties assigned by the Board.

ARTICLE 7: MEETINGS AND ACTIONS

Section 1. Regular Meetings

The Board shall meet at least four times per year.

Section 2. Special Meetings

Special meetings may be called by any officer or any two directors.

Section 3. Notice

Notice may be given by mail, electronic transmission, or other reasonable means with notice of at least one business day.

Section 4. Quorum

A majority of directors constitutes a quorum.

Section 5. Voting

Board actions require a majority vote of directors present at a meeting with quorum unless otherwise specified in these Bylaws.

Section 6. Minutes and Records

The corporation shall maintain minutes of all meetings and appropriate records.

Section 7. Action Without Meeting

The Board may take action without a meeting by written consent to the extent such written consent is signed by each director and included in the minutes or filed with corporate records reflecting the action taken.

Written consent may be transmitted by mail, email, or other reasonable electronic means. All consents shall be filed with the minutes of the Board.

No written consent action may be used to approve a transaction in which a director has a material conflict of interest unless the procedures in Article 5 are satisfied.

Section 8. Observers

The Board may designate representatives from recognized constituencies to attend Board meetings as non-voting observers.

Observers may attend regular sessions and provide input at the discretion of the Board, but shall not participate in formal decision-making and may be excluded from confidential matters.

Section 9. Tie Votes

In the event of a tie vote, the motion shall not pass.

A tie may occur due to an even number of directors present, recusals, vacancies, or abstentions.

The Board may reconsider the matter at a later meeting, seek additional input, or modify the proposal. The Board may also defer the decision or refer it for further analysis or stakeholder input.

No officer or director shall have unilateral authority to break a tie unless explicitly authorized by separate Board policy.

ARTICLE 8: COMMITTEES AND DELEGATION

Section 1. Board Committees

The Board may create committees composed of two or more directors and delegate authority to such Board Committees as permitted by law. These are the powers that no committee can be delegated:

- a) Authorize distributions;
- b) Fill vacancies on the Board of Directors;
- c) Adopt, amend, or repeal bylaws;
- d) Elect, appoint, or remove any officer of the corporation;
- e) Establish a board committee or establish or alter the manner in which committee members are appointed to these committees;
- f) Amend or restate articles of incorporation;
- g) Adopt a plan of merger or consolidation;
- h) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the corporation;

- i) Authorize the voluntary dissolution of the corporation or revoke proceedings therefor; or
- j) Amend, alter, or repeal any resolution of the Board of Directors.

Section 2. Operational Steering Committees and Advisory Committees

The Board may establish operational steering committees and advisory committees that include non-directors, such as community members, sponsors, ecosystem partners, and subject-matter experts.

Operational steering committees may execute Board-approved initiatives and make day-to-day decisions within delegated authority approved by the Board and subject to the ultimate supervision of the Board.

Advisory committees provide recommendations, expertise, and ecosystem input but may not take binding action on behalf of the corporation.

Section 3. Committee Charters Required

Each committee shall operate under a written charter approved by the Board.

The charter may define purpose, scope, responsibilities, deliverables, decision-making authority, and membership expectations.

Committees may not operate without a Board-approved charter.

Section 4. Delegated Authority

The Board may delegate limited operational authority to operational steering committees within clearly defined scopes.

Committees operating under delegated authority may:

- Make day-to-day decisions within their approved scope
- Execute Board-approved initiatives
- Coordinate contributors and operational workstreams

Committees may not:

- Make governance decisions
- Amend policies or governing documents
- Bind the corporation financially beyond explicitly authorized limits
- Act outside their defined scope

All delegated authority remains subject to Board oversight and may be modified or revoked at any time.

Section 5. Integrity and Conflict Safeguards

All committees must follow the Conflict of Interest Policy and act in the best interest of the Ruby ecosystem, disclose conflicts of interest, and recuse members where appropriate.

Preventing conflict of interest is a core responsibility.

ARTICLE 9: ADMINISTRATION

Section 1. Records

The corporation shall maintain appropriate corporate records, including minutes, financial records, governance records, and governing documents.

Directors shall have reasonable access to such records.

Section 2. Fiscal Year

The fiscal year shall run from January 1 through December 31.

Section 3. Financial Transparency

The corporation shall operate with a commitment to transparency in its financial activities.

To the extent reasonably practicable, the corporation shall:

- Publish periodic summaries of financial performance, including revenue sources and major expense categories
- Provide visibility into how funds are allocated across major programs and initiatives
- Share updates on financial priorities and tradeoffs with the community

The corporation shall produce at least an annual financial summary including assets, liabilities, revenue, and expenses.

The Board may limit disclosure where necessary for legal, contractual, personnel, security, or strategic reasons.

Section 4. Financial Authority and Controls

The Board may authorize officers or agents to enter into contracts or execute instruments on behalf of the corporation.

The Board shall determine who is authorized to:

- Sign checks or approve payments
- Enter into financial commitments
- Manage financial accounts

All funds of the corporation shall be deposited in accounts designated by the Board.

ARTICLE 10: LIABILITY AND INDEMNIFICATION

Section 1. Limitation of Liability

The corporation shall indemnify its directors, officers, employees, and agents ("covered persons") against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any legal proceeding arising from their service to the corporation, to the fullest extent permitted by Kentucky law.

Indemnification is conditioned on the covered person having acted in good faith, in a manner they reasonably believed to be in the best interest of the corporation, and with the care an ordinarily prudent person in a similar position would exercise. A conviction, judgment, or plea of no contest does not, by itself, establish that this standard was not met.

Section 2. Insurance

The corporation may purchase insurance for its directors, officers, employees, and agents.

Section 3. Indemnification

The corporation shall indemnify directors, officers, employees, committee participants, and agents to the fullest extent permitted by law.

ARTICLE 11: AMENDMENTS AND CORPORATE AUTHORITY

Section 1. Amendments

These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors.

Section 2. Articles of Incorporation

The Board may amend the Articles of Incorporation as permitted by law.

Section 3. Supermajority Approval for Fundamental Actions

The following actions require approval by at least two-thirds (2/3) of the directors then in office:

- Dissolution of the corporation
- Merger or consolidation with another entity
- Sale, lease, exchange, transfer, or disposition of substantially all corporate assets
- Material changes to the governance structure established in Article 12
- Elimination of the corporation's shared governance process or constituency participation framework

ARTICLE 12: PARTICIPATORY GOVERNANCE

Section 1. Purpose

The corporation may use structured shared governance processes for certain strategic or ecosystem-impacting decisions while preserving the Board's fiduciary authority and legal governance responsibilities.

Section 2. Directional Decisions

The Board may designate certain decisions as “Directional Decisions,” meaning decisions that materially impact:

- The organization’s long-term strategy
- Major ecosystem initiatives
- Resource allocation priorities
- Governance participation structures
- Significant infrastructure stewardship responsibilities

The Board shall maintain and publish a current list of Directional Decisions through governance policies or related governance documentation.

Section 3. Shared Governance Participation

For Directional Decisions, the Board may conduct a structured shared governance process involving multiple constituencies, including:

- The Board of Directors
- Sponsors, ecosystem partners, or organizational supporters
- Community representatives or contributors

Participation by Sponsors, ecosystem partners, and Community constituencies is intended to provide structured ecosystem input and does not create ownership rights, fiduciary authority, or governance control over the corporation.

Section 4. Governance Process

For Directional Decisions, the Board shall conduct a structured shared governance process involving the constituencies described in this Article.

The outcome of constituency participation, advisory voting, or consultation shall strongly inform the Board’s final decision-making process, and the Board shall document how constituency input was considered in reaching the final outcome.

The Board shall retain ultimate fiduciary authority over organizational governance and direction.

Section 5. Transparency

The corporation shall seek to conduct shared governance processes in a transparent and auditable manner where reasonably practicable.

The Board may withhold confidential information where necessary for legal, contractual, personnel, security, or strategic reasons.

Section 6. Board Elections and Participation

The Board shall establish participatory nomination and confirmation processes for director elections that incorporate structured input from recognized constituencies while preserving the Board's fiduciary authority and compliance with applicable law.

Section 7. Emergency Governance Flexibility

The Board may temporarily suspend or modify portions of the shared governance process when necessary to respond to urgent operational, legal, financial, security, or ecosystem matters that could materially impact the corporation or the Ruby ecosystem.

Any such modification shall be documented in Board records along with the rationale for the decision.

ARTICLE 13: PROHIBITED TRANSACTIONS

No part of the corporation's income shall benefit private individuals except for reasonable compensation or the extent incidental to the achievement of the corporation's purposes and otherwise in compliance with applicable law.

The corporation shall not make loans to directors or officers without Board approval and, where required, approval from the Kentucky Attorney General.

ARTICLE 14: CONSTRUCTION

These Bylaws shall be interpreted in accordance with Kentucky law.

ARTICLE 15: NON-DISCRIMINATION

The corporation shall not discriminate based on any protected characteristic.

CERTIFICATE

These bylaws were adopted by the Board of Directors of Ruby Central, Inc.

Secretary:  Date: 06 / 04 / 2026