

Bylaws of the Industria Italiana del Software Libero



An Italian not-for-profit industry association.



INDUSTRIA
ITALIANA
SOFTWARE
LIBERO

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ARTICLE I NAME AND HEADQUARTER

The name of the association is Industria Italiana del Software Libero.

The Headquarter of the association is listed on a rule book proposed by the board and approved by the general assembly.

ARTICLE II PURPOSES

- To promote free software within companies and public administration.
- To support the business of the affiliated companies involved in the professional consultancy of free software.
- To protect the commercial interests of the free software industry.
- To connect the affiliated professionals and students affiliated.
- To train the professionals affiliated on free softwares, open standards, e-government tools, business administration and quality models.
- To keep a list of professional certifications about free software.
- To represent the free software consultancy companies.
- To support the Italian free software community.

ARTICLE III LIMITATIONS

The nature of the association is not-for-profit, gains are used to reach the association's purposes.

It's strictly forbidden to distribute the profits of the year to members.

ARTICLE IV MEMBERS

Any person and any legal person who are interested in the association and share the code of ethics can join.

Candidate members have to submit a form to the board of the association.

The board of the association will evaluate membership requests.

Membership run from January 1 of the year in which the applications are approved.

Members have to respect the board and the general assembly decision.

Members have to contribute to the association with an annual fee proposed by the board and approved by the general assembly.

The Membership status can be cancelled if any of the following conditions apply:

- A resignation letter written from the member to the board. In case of resign the annual fee won't be returned to the former member.
- A decision of the board to cancel the membership status due to a loss of the requirements, an incompatibility, or for violating the rules of the bylaw or the code of ethics.
- A lack of payment of the membership fee within the month of March of every year.

ARTICLE V MEMBERSHIP LEVELS

Regular membership: a regular member is a professional whose main job is into the free software industry.

Regular members pay an annual fee for professionals.

Regular members can cast one vote for any agendas during the general assembly, except the agenda about the Chief networking Officer.

Company membership: a company member is a business whose main activities are into the free software industry.

Company members pay an annual fee for businesses, and they can vote through two delegates, each one can cast one vote for any agendas during the general assembly, except the agenda about the Chief networking Officer.

Individual Community membership: an individual community member is a person whose job is not into the free software industry, nevertheless the person actively collaborate to a free software community project.

Individual Community members pay an annual fee for the individual community membership.

Individual Community members can attend the general assembly but they have the right to cast one vote only during the the agenda about the Chief networking Officer.

Community membership: a community member is an organization whose main activities are not into the free software industry, nevertheless the organization actively collaborate to a free software community project.

Community members pay an annual fee for the community membership, and they can attend the general assembly through two delegates, each one have the right to cast one vote only during the the agenda about the Chief networking Officer.

ARTICLE VI ORGANS

The organs of the association are:

- A general assembly.
- A board.
- A Chief Executive Officer (CEO).
- A Chief Operating Officer (COO).
- A Chief Financial Officer (CFO).
- A Chief Administrative Officers (CAO).
- A Chief Marketing Officer (CMO).
- A Chief Learning Officer (CLO).
- A Chief Networking Officer (CNO).

The general assembly:

Any member can attend the general ordinary and extraordinary assembly, the only duty of the members is to pay their annual fee before attending.

Any member can cast a vote with an internet e-voting system.

Each voting session is 72 hours long.

Because members can cast their votes through an internet e-voting system, members cannot delegate their vote.

The ordinary general assembly is held at least once a year within April the 30th to discuss the balance sheet and, if necessary, to elect the board

The ordinary and the extraordinary assemblies can be called by the board or by the request signed by at least the 25% of members.

The ordinary and the extraordinary assemblies are called at least 30 day before they are held with a mail to the all the members and a news on the association website; the call will specify the agenda.

Assemblies are led by the CEO or, if the CEO is faraway, by the COO.



Assemblies reports are written by the CAO or, if the CAO is faraway, by an association member selected by the CEO.

Assemblies may be attended in webconference.

The ordinary assembly shall be validly if on the first call there is at least half of the association members, or if on the second call whatever the number of attending members.

The ordinary assembly can:

- Approve budgets and balance sheets, approve association rules, approve the strategic plan, approve the ethic code and any other document proposed by the board.
- Elect a CEO, a COO, a CFO, a CAO, a CMO, a CLO, a CNO.
- Approve annual fee for every membership category and a fine for payments delay.
- Approve any other ordinary agenda.

The extraordinary assembly shall be validly if on the first call there is at least 2/3 of the association members, or if on the second call whatever the number of attending members.

The ordinary assembly can:

- Approve the association wound up.
- Approve any change in the bylaw.
- Approve any other extraordinary agenda.

The board:

The board have to:

- Approve any daily or routinary activity.
- Write the budget and the balance sheets.
- Write the association rules, the strategic plan and the code of ethics.
- Approve any other ordinary agenda.
- Keep a membership book and update it every new years beginning.
- Approve any new membership request.
- Approve local activities conducted by members.



The board are made of a CEO, a COO, a CFO, a CAO, a CMO, a CLO, a CNO, all elected by the assembly choosing between members.

The board are in duty for two years and anyway till a new board is elected.

The board meetings are called by the CEO, or by the COO, or by two board members, sending an e-mail to board members with an agenda and a meeting address, 72 hours before the meeting.

The board meetings are valid if at least half of its' members are present and they are lead by the CEO, or if the CEO is absent, by the COO, or if even the COO is absent, by the oldest board member.

The boards meeting are valid even if they are attended by board members in webconference.

The board voting are valid if half of board members present at the meeting agrees with the proposal.

The board meetings are registered in a digital document written by one of the member present at the meeting.

The Chief executive officer

The CEO leads the association and represent it.

The CEO is responsible for the association wealth.

The CEO signs any document which commit the association to members and to third parties.

The CEO is responsible to deploy the board and the assembly decisions.

The CEO protects the Industry commercial interests.

The CEO is elected by the regular and the company members.

The CEO is in duty for two years and anyway till a new CEO is elected.

The Chief operating officer

The COO substitutes the CEO whenever he is absent or busy.

The COO is elected by the regular and the company members.

The COO is in duty for two years and anyway till a new COO is elected.

The Chief financial officer

The CFO is responsible for the association economic resources, he can use the economic resources with the agreement of the board.

The CFO is responsible for the budget, the balance sheets and the tax compliance.

The CFO is elected by the regular and the company members.

The CFO is in duty for two years and anyway till a new CFO is elected.

The Chief administrative officer

The CFA updates the members book and writes the assembly reports.

The CFA coordinates the networking activities between members.

The CFA is elected by the regular and the company members.

The CFA is in duty for two years and anyway till a new CFA is elected.

The Chief marketing officer

The CMO coordinates free software marketing campaigns and the association marketing.

The CMO is elected by the regular and the company members.

The CMO is in duty for two years and anyway till a new CMO is elected.

The Chief learning officer

The CLO coordinates learning activities of members.

The CLO keep a list of all the free software certifications.

The CLO is elected by the regular and the company members.

The CLO is in duty for two years and anyway till a new CLO is elected.

The Chief networking officer

The CNO is coordinates networking activities between the association and the free software communities.

The CNO supports the born and the rise of free software projects.

The CNO is elected by individual community members and community member.

The CNO is in duty for two years and anyway till a new CNO is elected.



ARTICLE VII ASSETS AND REVENUES OF THE ASSOCIATION

The association assets are made of:

- Real Estate and movable asset owned by the association.
- Any fund created with association gains.
- Any donation and heredity made to the association.

The association revenues are made of:

- Annual membership fees proposed by the board and approved by the assembly.
- Any additional fees approved by the assembly to finance special activities.
- Any donation from members.
- Any other fundraising channel.

The annual membership fee has to be paid every year before the month of March.

Members who resign have to pay the annual fee for the same year they leave.

ARTICLE VIII FINANCIAL YEAR

Financial year begin January the 1st and ends December 31th of every year.

ARTICLE IX ASSOCIATION WOUND UP

The association may be winded up by a vote of the assembly.

An agreement of $\frac{3}{4}$ of the assembly attenders is necessary to wound up the association.

In case of wounding up an administrator will be nominated for the assembly.

Any asset of the association will be gifted to similar association or to finance projects that respect the purposes of the association.

ARTICLE X CROSS-REFERENCE

Any decision is not regulated by this association bylaw will be made according to the Italian law.



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