

CGM Open Foundation BoD telecon – 20130923

(The dial-in numbers are not published to prevent prankster dial-in. Ask Stuart if needed.)

Attendees:

Stuart Galt (Director)
Lofton Henderson (Director, Secretary)
Don Larson (Director, Chair, Treasurer)

Previous Minutes:

CGMOF Board telecon of 20130719

Purpose:

This is the first meeting of the CGMOF. Agenda includes “housekeeping” tasks and a couple of small amendments to the Bylaws.

Proceedings:

Lofton (Secretary) reported about some housekeeping details:

- Original and authoritative copies of Bylaws should be kept here (Secretary's office);
- The required Book of Minutes should be kept here (Secretary's office);

Bylaws clause 5.6, 2nd bullet, allows the first item above (Bylaws location) to be other than the “principal office” if the Board so determines. The 5th bullet does not allow that flexibility for the second item above (membership book location).

Resolution: The original and amended versions of the Bylaws shall be kept at the Secretary's office. (Unanimous.)

Bylaws clause 5.6, 5th bullet, requires that the membership book be kept at the principal office. The directors agreed that it should be kept at the Secretary's office.

Resolution: Bylaws clause 5.6, 5th bullet, shall be amended so that the wording mirrors the 2nd bullet, allowing the Directors to specify another location for the Book of Members. (Unanimous.)

Resolution: The Book of Members required by Bylaws clause 5.6, 5th bullet, shall be kept at the Secretary's office. (Unanimous.)

Resolution: Bylaws clause 8.1, 1st sentence, shall be amended so that the wording mirrors that of clause 5.6, 2nd bullet, allowing the Directors to specify another location the records enumerated in items (a) through (d) of the clause. (Unanimous.)

Resolution: The records enumerated in items (a) and (c) of Bylaws clause 8.1 shall be kept at the Secretary's office. (Unanimous.)

Lofton pointed out that Article 10 requires 2/3 majority for amendment of Bylaws. At the time of this meeting, the membership was four (4). Therefore the 3 present Directors meet the requirements of a 2/3 majority of Voting Members.

More Bylaws and Minutes housekeeping agreements. Lofton (Secretary) will author the documents in Microsoft Word .DOC format. Public posting of the documents on the CGMOF Web site will be in PDF format.

[Repeated from the 20130719 Minutes]: The Bylaws will be maintained on the Web site in such a way that any previous version can be referenced specifically, and a “Latest Version” link will point to whatever is the latest version.

Lofton proposed that the Bylaws should have, at the end, a “CERTIFICATE OF AMENDED AND RESTATED BYLAWS”, with a signature line for the Secretary to sign the physical copy, as is commonly seen in other organizations' Bylaws.

Resolution: The Bylaws shall be amended so that at the end there will be a new “CERTIFICATE OF AMENDED AND RESTATED BYLAWS”, with a page count and signature line for the Secretary to sign the physical copy.

Lofton raised again the topic from 20130719 – whether the Bylaws should have an “Appendix A: Revision History”.

Resolution: The Bylaws shall be amended so that a new, informative (non-normative) “Appendix A: Revision History” is added to the end, after the “Certificate”. (Unanimous.)

Lofton raised again the topic from 20130719 – whether BoD minutes should be posted on the Web site, like OASIS, W3C, etc do.

Resolution: BoD Minutes shall be posted on the Web site. (Unanimous.)

[Repeated from the 20130719 Minutes]: All discussed getting a “Join” procedure working. First, an email message to the Secretary will suffice. Then a form that can be printed and faxed or scanned/emailed. Then an actual interactive form. *[Action: Stuart will work on it.]*

The status of the IRS application for 501(c)(6) was discussed. Agreed that Don & Stuart will drive it forward. *[Action: Don & Stuart to finish the IRS application and get it submitted before we present the funds request to the OASIS Board.]*

Next BoD Meeting:

The next CGM Open Foundation BoD meeting is not yet scheduled.