

**MINUTES OF A MEETING OF
THE BOARD OF DIRECTORS OF
THE OPEN SOURCE GEOSPATIAL FOUNDATION**

A Delaware non-stock corporation

On February 27, 2006, pursuant to notice duly given, the Board of Directors (the "Board") of the Open Source Geospatial Foundation (the "Foundation" or "OSGeo") held a meeting by teleconference.

Present at the meeting were all of the members of the Board: Arnulf Christl, Chris Holmes, Gary Lang, Markus Neteler and Frank Warmerdam.

Also present was Richard Steele, Secretary and legal counsel to the Foundation and Daniel Brookshier of CollabNet, the Foundation's community manager. Mr. Lang acted as Chairman of the meeting and Mr. Steele acted as Secretary. All participants indicated that they could hear one another.

BYLAWS

The first item for consideration was a review of the Foundation's Bylaws. The directors discussed the merits of certain provisions of the Bylaws. It was noted that the sections relating to the establishment of Project Steering Committees (PSCs) and special voting requirements (i.e., for relicensing of projects or other fundamental issues) may need to be reworked. However, the board noted that the bylaws are required to permit proper corporate functioning and can be easily amended in the future as circumstances require. Upon motion duly made and seconded, it was:

RESOLVED, that the Bylaws of the Foundation, in the form adopted by Gary Lang as sole director in the initial organizational meeting of the Board of Directors are hereby adopted, ratified and approved as the Bylaws of the Foundation.

WEBSITE COMMITTEE

The Board next addressed the issue of project committees established by the board acting informally prior to this meeting. After discussion, the Board passed the following resolutions:

WHEREAS, the Bylaws of the Foundation permit the Board to establish Project Steering Committees (PSCs); and the Board deems it to be in the best interests of the Foundation and consistent with the Foundation's purpose to establish several PSCs.

NOW, THEREFORE, BE IT RESOLVED, that a Project Steering Committee, to be known as the "Website Project Steering Committee" (Website PSC), be and hereby is established pursuant to Article VI of Bylaws of the Foundation;

RESOLVED FURTHER, that the Website PSC be and hereby is responsible for the maintenance of the Foundation's web presence, recommending appropriate website technologies, determining and implementing site-wide style guidelines and supporting Foundation projects in the use of website technologies;

RESOLVED FURTHER, that the office of "Vice President, WebSite Project" be and hereby is created, the person holding such office to serve at the direction of the Board of Directors as the

chair of the Website PSC, and to have primary responsibility for management of the project within the scope of responsibility of the Website PSC;

RESOLVED FURTHER, that Daniel Brookshier be and hereby is appointed to the office of Vice President, Website Project, to serve in accordance with and subject to the direction of the Board of Directors and the Bylaws of the Foundation until death, resignation, retirement, removal or disqualification, or until a successor is appointed;

RESOLVED FURTHER, that the chair of the PSC be and hereby is given the authority to select the members of such PSC, who need not be voting members of the Foundation.

Daniel Brookshier next gave an update relating to the Website PSC. Three additional members have been added to the committee (project located at <https://webcommittee.osgeo.org/>). A summary of the report is on the Website Committee wiki page (http://wiki.osgeo.org/index.php/Website_Committee). The board requested that the committee present a written report of its activities at each board meeting. The board also discussed moving the OSGeo community wiki to the osgeo.org domain. It was resolved to move the wiki to wiki.osgeo.org. Finally, it was resolved that the "info@osgeo.org" mail address would be forwarded to Daniel.

INCUBATION COMMITTEE

The board next discussed incubation criteria and a proposal to form an Incubation Committee. It was noted that the first matter for such a committee to take up is to define what the incubation and exit criteria would be, particularly since it has been determined that the initial "founding" OSGeo projects must all graduate from the incubation process. Upon motion duly made and seconded, it was

RESOLVED, that a Project Steering Committee, to be known as the "Incubation Project Steering Committee" (Incubation PSC), be and hereby is established pursuant to Article VI of Bylaws of the Foundation;

RESOLVED FURTHER, that the Incubation PSC be and hereby is responsible for the maintenance of the Foundation's web presence, recommending appropriate website technologies, determining and implementing site-wide style guidelines and supporting Foundation projects in the use of website technologies;

RESOLVED FURTHER, that Frank Warmerdam, the president of the Foundation, be and hereby is appointed as the chairperson of the Incubation PSC, to serve in accordance with and subject to the direction of the Board of Directors and the Bylaws of the Foundation until death, resignation, retirement, removal or disqualification, or until a successor is appointed, and to have primary responsibility for management of the project within the scope of responsibility of the Incubation PSC;

RESOLVED FURTHER, that the chair of the PSC be and hereby is given the authority to select the members of such PSC, who need not be voting members of the Foundation.

PROMOTION AND VISIBILITY COMMITTEE

The board next considered the establishment of a Promotion and Visibility Committee. Upon motion duly made and seconded, it was

RESOLVED, that a Project Steering Committee, to be known as the "Promotion and Visibility Project Steering Committee" (Promotion and Visibility PSC), be and hereby is established pursuant to Article VI of Bylaws of the Foundation;

RESOLVED FURTHER, that the Promotion and Visibility PSC be and hereby is responsible for the maintenance of the Foundation's web presence, recommending appropriate website technologies, determining and implementing site-wide style guidelines and supporting Foundation projects in the use of website technologies;

RESOLVED FURTHER, that the office of "Vice President, Promotion and Visibility Project" be and hereby is created, the person holding such office to serve at the direction of the Board of Directors as the chair of the Promotion and Visibility PSC, and to have primary responsibility for management of the project within the scope of responsibility of the Promotion and Visibility PSC;

RESOLVED FURTHER, that Arnulf Christl be and hereby is appointed to the office of Vice President, Promotion and Visibility Project, to serve in accordance with and subject to the direction of the Board of Directors and the Bylaws of the Foundation until death, resignation, retirement, removal or disqualification, or until a successor is appointed;

RESOLVED FURTHER, that the chair of the PSC be and hereby is given the authority to select the members of such PSC, who need not be voting members of the Foundation.

TREASURER'S REPORT

Gary Lang next gave a brief treasurer's report. He noted that the Autodesk budget of \$150K was looking good, but much would be consumed by CollabNet's infrastructure costs. The foundation does not have a bank account yet or its own funds, but a bank account will be established shortly.

ADDITIONAL BOARD MEMBERS

The Board next discussed expanding the size of the Board of Directors. It was noted that the Bylaws permit expansion of the Board to nine seats, and that vacancies can be filled by the existing members of the Board. The Board discussed holding an informal election among the soon-to-be expanded voting membership of 45 persons to select four additional board seats. The procedure for such election is set forth at Exhibit A hereto. Upon the selection of the four new directors, the Board will formally expand increase the size of the Board to nine persons and will appoint such persons to fill the vacancies created by the expansion.

CONTRIBUTOR AGREEMENT

The Board next discussed the proposed forms of Contributor Agreement. It was resolved that a link to the forms of agreements would be distributed over the OSGeo discuss list, as well as the relevant lists for the 8 initial projects. The appropriate project representatives would actively solicit feedback on the proposed agreements, particularly from major project contributors. Rich Steele will work on an FAQ/introduction for the contributor agreements, and will make himself available to answer questions about the forms. The board put a deadline of two weeks on the process of soliciting feedback from major contributors and finalizing the form of the agreements.

PRESS RELEASE/FAQ

The Board next discussed the initial OSGeo Press Release. It was decided that the foundation would finalize the current press release now (with minor edits discussed at the meeting), and issue by March 1. Other press releases could be issued when the nine-person board is filled out and when projects are formally joined to OSGeo.

The Board then considered the proposed OSGeo FAQ. It was resolved to publish the FAQ on the osgeo.org website this week, but to give Board members additional opportunity to review and comment. The matter was deferred to be resolved over the board mailing list. A deadline for comments was made by Weds, March 1.

TAX EXEMPT STATUS

Rich Steele next discussed various issues relating to the decision of whether or not to apply for 501(c)(3) status for the foundation. After discussion of the public charity test and UBIT issues, it was resolved that Rich should continue discussions with counsel relating to the completion of application with the IRS for 501(c)(3) status.

There being no further business, upon motion duly made and seconded, the meeting was adjourned.

/s/ Rich Steele
Secretary of the Meeting

Exhibit A

Proposed Board Election Procedure

The nomination process will open Thursday, March 2nd. The votes of members are due on Monday, so the announcement should go out Tuesday. We'll leave Wednesday in case something goes wrong, and to give the new members a chance to be notified and the like.

Nominations should be sent directly to the discuss@osgeo.org list. This is to make the process more open, and so that everyone knows who else has been nominated. This also can open the door for a bit of discussion about people's merits and qualifications by members of the list.

Nominators must get approval from their nominee before sending their name to the discuss list. The board (Chris Holmes) will check with them to confirm that they do accept the nomination, to avoid having to turn it down in a public forum. I will also confirm that they are willing to take on a workload of 8 hrs/week (which will also be made clear in the initial email, I'll work on drafting it soon).

Non-voting members (nvms) should be encouraged to contribute to the discuss list, make their voice heard on the list. Being a voting member just means you get to actually vote, but the process of nomination and discussion should be open to all, nvms can get a say in the process by publicly saying who they would support.

The nomination period will last until Tuesday, March 7th. I will compile a html document of all candidates, and include relevant discussion on merits from the discuss list. This list will be posted by Wednesday, March 8th

Votes will be due Monday, March 13th. Each member will have four votes that they can distribute, from all to one candidate to one per each candidate. Votes will be sent to a vote@board.osgeo.org, where Rich Steele (as secretary) and Chris Holmes will tally. This will be an private list, readable only by the secretary and the designated board member(s). Only foundation voting members will be allowed to post to it.

The first full board meeting will hopefully occur Monday, March 20th. This should give the new board members to read through the archive, and for all of us to sync up the best time to meet.