

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

**A Delaware non-stock corporation**

On March 10, 2006, at 8:00 am Pacific time, 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 the following members of the Board: Chris Holmes, Gary Lang, Markus Neteler and Frank Warmerdam. Director Arnulf Christl was absent.

Also present at the request of the Board was Richard Steele, Secretary and legal counsel to the Foundation, and Daniel Brookshier of CollabNet, the Foundation's community manager. Finding a quorum present, Mr. Warmerdam acted as Chairman of the meeting and Mr. Steele acted as Secretary. All participants indicated that they could hear one another. Additionally, Internet Relay Chat was used for backup purposes (#osgeo on irc.freenode.net).

**APPROVAL OF MINUTES**

The board first reviewed and approved by general consent the minutes of the meeting held on February 27, 2006.

**ADMISSION OF MEMBERS**

The Board next considered the admission of new members to the Foundation. Mr. Steele noted that the Bylaws of the Foundation authorized the Board to admit up to 45 initial members, of which only 21 had thus far been admitted to the Foundation. Mr. Steele further noted that the community selection process for new members had completed, resulting in the selection of an additional 24 persons as candidates for admission to the Foundation as voting members. The board reviewed the list of such 24 persons and, upon motion duly made and seconded, it was:

WHEREAS, Section 7.1 of the Bylaws provides that an initial group of up to forty-five (45) persons shall be admitted as the initial members of the Foundation upon the affirmative vote of the Board;

WHEREAS, twenty-one (21) persons were admitted by the Board as members of the Foundation at a previous meeting;

NOW, THEREFORE, BE IT RESOLVED, that the following list of twenty-four (24) persons shall be admitted as members of the Foundation:

Andrey Kiselev  
Ari Jolma  
Bart van den Eijnden  
Cameron Shorter  
Daniel Morissette  
David Blasby  
Gary Sherman  
Helena Mitsova

Helton Uchoa  
James MacGill  
Jason Birch  
Jeff McKenna  
Jeroen Ticheler  
Jody Garnett  
Jo Walsh  
Justin DeOlivera  
Mike Adair  
Ned Horning  
Norman Vine  
Paul Spencer  
Rafael Medeiros Sperb  
Toru Mori  
Venkatesh Raghavan  
V. Ravi Kumar

## **STATEMENT OF SUPPORT FOR PUBLIC GEO DATA**

The Board next discussed a proposed statement of public support for the [www.publicgeodata.org](http://www.publicgeodata.org) project. Mr. Neteler provided some background relating to the project, discussed the proposed statement of support that was appended to the notice of the meeting, and explained the need for publicly available geographical data in Europe. After discussion, the Board approved by general consensus a decision to place the proposed statement of support on the OSGeo website.

## **OSGEO MISSION STATEMENT**

The Board next considered the proposed mission statement and goals for OSGeo. It was noted that the currently proposed goals are largely tactical and subject to change as the Foundation evolves. Mr. Lang led a discussion of the various goals and their relative importance, and asked the other directors to provide a ranking of each goal's importance to be discussed at the next meeting. The board also noted that the proposed goal regarding communication and cooperation between communities and different languages should be broken out into two separate goals. At the conclusion of the discussion, the Board approved by general consent the addition of the mission statement and goals to the OSGeo website.

## **FUNDRAISING COMMITTEE**

The next item for consideration by the Board was a motion made by Mr. Warmerdam to form a Fundraising project steering committee. The board discussed the responsibilities and charter of the proposed committee, alternative sponsorship models, in-kind donations and individual contributions. 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 a PSC.

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

RESOLVED FURTHER, that the Fundraising PSC be and hereby is responsible for preparing and recommending a sponsorship program to the Board, soliciting sponsorship for organizations, proposing and pursuing other fundraising options, including contributions in kind (equipment, manpower);

RESOLVED FURTHER, that the Fundraising PSC shall submit its recommendations for fundraising programs to the Board for approval prior to implementation;

RESOLVED FURTHER, that the office of "Vice President, Fundraising" 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 Fundraising PSC, and to have primary responsibility for management of the project within the scope of responsibility of the Fundraising PSC;

RESOLVED FURTHER, that Frank Warmerdam be and hereby is appointed to the office of Vice President, Fundraising, 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 Fundraising PSC be and hereby is given the authority to select the members of such PSC, who need not be voting members of the Foundation.

#### **WEB COMMITTEE**

Mr. Brookshier next reviewed for the Board the activities of WebCom, and including the proposed OSGeo logo contest. The members of the Board asked various questions of Mr. Brookshier relating to the contest. Mr. Lang also offered that Autodesk would donate five copies of MapGuide Studio software to the top five entries in the logo contest. After discussion, and upon motion made and duly seconded, it was:

RESOLVED, that the Foundation sponsor a contest to design a logo and corporate identity for the Foundation;

RESOLVED FURTHER, that the proposed rules of the contest, as presented to the Board at this meeting, are hereby approved and adopted as the rules of the logo contest;

RESOLVED FURTHER, that the Vice President, Website Project is empowered to conduct such contest in accordance with said rules, including selection of finalists, conducting of voting, and issuance of prizes;

RESOLVED FURTHER, that the Vice President, Website Project shall work with the Foundation's legal counsel to ensure that the Foundation secures adequate intellectual property rights in and to the winning entry;

#### **ADJOURNMENT**

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

/s/ Rich Steele  
Secretary of the Meeting