

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

A Delaware non-stock corporation

On March 31, 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, Markus Neteler, Dave McIlhagga, Frank Warmerdam, Venkatesh Raghavan and Arnulf Christl. Directors Jo Walsh, Mark Lucas and Gary Lang were absent. Also present at the request of the Board were Daniel Brookshier, VP Website Committee, and Richard Steele, legal counsel and secretary to the Foundation. All participants indicated that they could hear one another. Additionally, Internet Relay Chat was used for backup purposes (#osgeo on irc.freenode.net). Mr. Neteler was appointed chairperson of the meeting. Finding a quorum present, Mr. Neteler called the meeting to order. Mr. Steele was appointed secretary of the meeting.

APPROVAL OF MINUTES

The Board first approved by general consent the minutes of the meeting held on March 24, 2006.

COMMITTEE REPORTS

No formal reports were offered this week. However, the Board discussed with Daniel Brookshier the formats and aggregation of future reports. Mr. Brookshier undertook the responsibility to aggregate committee reports for weekly presentation to the Board.

MAILING LISTS

The Board next discussed the creation of additional mailing lists for local groups, and this prompted a general discussion regarding the addition of mailing lists in response to needs therefor.

NEED FOR MEETINGS

The next item for discussion was future board meetings. Several members of the board expressed a desire to conduct more board work and decisionmaking over electronic means of communication rather than on the weekly board teleconference meeting. Mr. Steele explained that under Delaware law and the Foundatin's bylaws, official board actions must take place either at a properly noticed meeting conducted in person or by telephone or video conference where all participants can hear one another, or by a unanimous written or electronic consent. However, much of the board's informal discussions and decisionmaking could take place on the Foundation maillists. After discussion, the board agreed that it would try to conduct as much discussion and decisionmaking on the board mailing list, but that any official board actions would either be approved at a valid meeting or by unanimous consent. It was further decided that the weekly meetings would remain on the schedule, but that the Secretary would send a message at least two days prior to the scheduled meeting time if the meeting for that week is to be cancelled.

ADJOURNMENT

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

/s/ Rich Steele
Secretary