

Evergreen Governance Committee
Meeting Minutes
Tuesday, July 20, 2010, 1:00 p.m. EDT
Conference Call

Attendance:

Amy Terlaga, Bibliomation
Lori Bowen Ayre, Galecia Group
Dan Scott, Laurentian University
Chris Sharp, GPLS
Elizabeth McKinney, GPLS
Wendy Knapp, Indiana State Library
Sylvia Watson, Indiana State Library
Cynthia Williamson, Mohawk College
Galen Charlton, Equinox Software
Marcia Warner, Grand Rapids Public Library
Karen Collier, Kent County Public Library
Steve Wills, LYRASIS

Governance

501(c)(3) vs. 501(c)(6)

501(c)(3) – best choice unless group is concerned with political lobbying activities

Contributions are tax-deductible

501(c)(3) - Exempt from federal income tax

501(c)(3) – preferable treatment under state tax laws

Federal LSTA fund-eligible

501(c)(6) – may not be able to receive grants or foundation money – only dues and activities related to the purpose

Just tax-exempted designated

Unincorporated association – no formal filings with the state

- Can be recognized for federal tax exemption

Paperwork filing involved in incorporations

- File in one state where headquarters is
- Must file in any other states where you want to do business

Unincorporated – can have by-laws

Anticipating having substantial assets? Incorporation is a better option

General rule – unincorporated association is not a legal entity – cannot hold assets – cannot be held liable – members would personally be held liable

Foundation? – can be a 501(c)(3)

- In Delaware – must have “foundation” in your name

Umbrella corporation – can be an unincorporated association under this – have all the benefits without the costs of filings.

Built-in administrative services, strategic planning, etc.

Umbrella corporation controls finances, but would only spend under direction of uninc. Assoc.

Software Freedom Conservancy – claims to be free – has not returned Sylvia’s email inquiry

User Group –

conferences

can set up separate entity, for conferences

- Avoid being in the red

Focus more on business plan & business model

Membership organization with dues?

Galen – concern about the Evergreen trademark and other holdings being liquidated in the event of a conference going into the red

Dan – suggested putting together an application for the Software Freedom Conservancy

Nobody disagreed with the plan to move ahead with the SFC holding Evergreen’s intellectual property assets.

Lori proposed that Dan, Galen, and GPLS (Elizabeth and Chris) will research the Software Freedom Conservancy

Dan will check with SFC to ask about adding conference activities to whatever

Four months from application to acceptance SFC – Dan

Lori asked if we want to have a second group working on conference activities (incorporated vs. unincorporated)

Code4Lib – free-floating conference.

Dan – SFC does work with conferences – Boost Project – might provide us with a solution for the conference side of things

Cost – at the present time they charge no fees for their services – receive corporate donations to support their activities.

Backstopping unforeseen expenses – guaranteeing.

Conference

Amy – The 2011 conference venue is established, but no established dates yet. Amy is checking with Deanna Frazee of Killeen to see if she will be announcing the venue and conference dates soon.

No 2012 proposals yet. Deadline is July 30.

Cynthia will send a follow-up reminder.

Communications Committee

Meeting this Friday – 3rd Wednesday

Evergreen directory

Phase I: Collect key information about each “Evergreen Project”

Phase II: Directory of Evergreen resources

Civi CRM is being investigated for this.

Enhancements capturing project: working on a fairly simple listing of enhancement projects.

staging.rscel.org – open to content or suggestions for changes

Galen – RSCel website – KCLS willing to give access to a few individuals to be able to deal with spam-related incidents. Lori says she will be willing to give additional persons access to RSCel to help maintain the site.

webmaster@open-ils.org now directs to Dan Scott and Jason Etheridge as requested.

Other Business

Next meeting – Tuesday, August 17, 1:00 P.M. EDT

Submitted by Chris Sharp, PINES Program Manager, Georgia Public Library Service.