

Evergreen Software Foundation

Rules of Governance

ARTICLE I. NAME AND PURPOSE

Section 1.1 (Name).

The name of the organization is Evergreen Software Foundation (hereafter, “Foundation”).

Section 1.2 (Purpose).

- (a) This Foundation exists for non-profit purposes and, until resolved otherwise by the Foundation Board, shall operate under the protection of a 501(c)(3) organization. The Foundation shall be governed and shall operate in a manner that does not jeopardize the umbrella organization’s 501(c)(3) status.

- (b) The purpose of the Foundation is to protect and manage the assets of the Evergreen software project in accordance with the principles of a free and open source software project. Such assets include, but are not limited to, the Evergreen trademark and logo, domain names, copyright assigned to the Foundation, and monetary funds.

ARTICLE I. FOUNDATION BOARD

Section 2.1 (Authority).

- (a) The central administrative body of the Foundation is termed the Foundation Board. The Foundation Board is responsible for the overall policy and direction of the Foundation and controls and manages the affairs and business of the Foundation.

Section 2.2 (Compensation).

Board members shall serve without compensation.

Section 2.3 (Composition).

- (a) The Foundation Board shall consist of seven (7) members who are elected annually.

- (b) At least one board member must be a citizen of the United States.

Section 2.4 (Election Procedures).

- (a) The Secretary shall post a call for nominations to the Evergreen General mailing list two weeks (14 days) before the nomination deadline.

- (b) Nominations must be posted to the Evergreen General mailing list two weeks (14 days) in advance of the election. Individuals may nominate themselves.

- (c) The board members to be chosen for the following term shall be elected two weeks (14 days) in advance of the annual meeting. Any self-declared member of the Evergreen community shall be eligible to vote, choosing their preferred seven (7) nominees.

- (d) Those nominees who garner the most total votes shall be elected to the board.

Section 2.5 (Term).

Each board member serves a term of one year. Board members may be elected to serve an unlimited number of terms.

Section 2.6 (Officers).

(a) The Foundation Board shall nominate and elect the following officers whose duties shall include, but may not be limited to the following:

(i) Chairperson – The Chairperson shall convene and preside at all membership meetings. However, the Chairperson may appoint another board member to preside at meetings in the following order: (1) the Vice Chairperson; (2) the Secretary; (3) the Treasurer.

The Chairperson shall present a report of the work of the Foundation at each annual Foundation membership meeting.

The Chairperson shall be the sole person designated to communicate with the chosen umbrella 501(c)(3) organization. The Chairperson has the authority to instruct the 501(c)(3) umbrella organization on the Foundation's behalf on all matters, and may sign documents and legal papers on behalf of the organization, with the approval of the Foundation Board.

The Chairperson may have all other such powers as may be reasonably construed as belonging to the chief executive of any organization.

(ii) Vice Chairperson – The Vice Chairperson shall, in the event of the absence or inability of the Chairperson to exercise his/her office, become acting Chairperson of the organization with all the rights, privileges and powers as if he/she was the duly elected Chairperson. The Vice Chairperson shall also serve as the chairperson on committees on special subjects as designated by the board or Chairperson.

(iii) Secretary – The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out board meeting announcements, distributing copies of minutes and the agenda to each board member, ensuring that the meeting minutes are timely placed on the Foundation's website, and assuring that the Foundation's records are properly maintained. The Secretary shall present to the board any communication addressed to the organization.

The Secretary is responsible for all meeting notices and shall attend to all correspondence of the organization and exercise all duties incident to the office of Secretary.

(b) Additional duties may be assigned to officers or other board members as determined by the Chairperson. Other officers may be elected as the board deems necessary.

- (c) Foundation Board officers may be removed from office by an affirmative majority vote of the Foundation Board at any time it is deemed to be in the best interest of the organization. An officer may also resign from his/her elected office. Resignation from the office must be in writing and received by the Secretary or President of the board. Resignation is effective upon receipt unless a different date is specified in the notice of resignation.
- (d) In the case of absence or the inability of any officer to act, the board may from time to time delegate the powers or duties of such officer to any other officer, or any other person whom it may select, for such period of time as the Foundation Board deems necessary.
- (e) In the event an officer resigns or is otherwise removed from his/her office on the board, the vacancy shall be filled by a majority vote of the Foundation Board. Neither resignation nor removal from office will affect the member's status as a member of the Foundation Board.

Section 2.7 (Meetings and Notices).

- (a) Regular meetings of the Foundation Board shall be held online at least once per quarter to discuss various topics pertaining to the regular activities of the Foundation.
- (b) Special meetings of the Foundation Board may be called by the Chairperson of the board, the Vice Chairperson, or any three (3) board members.
- (c) Board members must be provided with notice of a meeting at least thirty-six (36) hours in advance of the meeting. Meeting notices shall be sent via e-mail and each board member must provide the Foundation Board Secretary with an e-mail address for the purpose of such notices.
- (d) Recordings and the meeting minutes of each regular and special meeting shall be posted publicly on the Foundation website.
- (e) An Annual Meeting shall be held two weeks after the election of new board members. This meeting will be held in person during the annual Evergreen conference, if possible.

Section 2.8 (Quorum and Board Voting).

A majority of the board constitutes a quorum for the transaction of business. Each board member shall have one vote and voting may not be done by proxy. Every act or decision done or made by a majority of the board members present at a meeting duly held at which a quorum is present shall be the act of the Foundation Board, unless the law or these Rules of Governance specifically require a greater number.

Section 2.9 (Conflicts of Interest).

- (a) Any board member who has a financial, personal, or official interest in, or conflict (or the appearance of a conflict) with any matter pending before the board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, shall voluntarily refrain from voting on said matter.

- (b) No contract or other transaction between the Foundation and any other corporation, partnership, association or other organization in which one or more of the Foundation board members are directors or officers or are financially interested, shall be void or voidable solely because of such relationship or interest or solely because such board member or members are present at or participate in the meeting of the Foundation Board which authorizes, approves or ratifies such contract or transaction, if:
 - (i) The material facts as to the board member's relationship or interest and as to the contract or transaction are disclosed or are known to the Foundation Board and the board in good faith authorizes, approves, or ratifies the contract or transaction by the affirmative votes of a majority of the disinterested board members; and
 - (ii) The contract or transaction is fair as to the Foundation at the time it is authorized, approved or ratified by the Foundation Board.

Section 2.10 (Removal and Resignation).

- (a) A member of the Foundation Board may be removed from the board at any time by an affirmative vote of at least two-thirds (2/3) members of the Foundation Board. Removal of a board member may occur if:
 - (i) the board member misses 3 consecutive meetings;
 - (ii) in the opinion of the Foundation Board, the board member has behaved in a manner that interferes with the proper discharge of the member's duties as a member of the board or in a manner that jeopardizes confidence in the board member; or
 - (iii) the board member knowingly violates a rule adopted by the Foundation Board.
- (b) A vote to remove a board member is effective immediately.
- (c) A board member may resign from the board. Resignation from the board must be in writing and received by the Secretary or President of the board.
- (d) In the event of a vacancy on the board due to removal, resignation, or death, the Foundation Board shall appoint a replacement to serve the remainder of the term.
- (e) Within seven (7) days of removal, resignation, or natural expiration of an expired term, the board member must deliver at his/her expense, all documents and other property rightfully belonging to the Foundation in good condition to the board member's successor, or to a person or place designated by the Foundation Board.

Section 2.11 (Inspection Rights).

Each member of the Foundation Board shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind that are related to the organization. Such inspection may be made by the board member, or the board member's agent or attorney, and the right of inspection includes the right to copy and make extracts. In the event the documents must be mailed or delivered in some manner, the requesting board member shall be responsible for the delivery costs.

Section 2.12 (Limitation of Liability and Indemnification of Directors).

- (a) To the extent permitted by law, Foundation Board members and agents of the Foundation shall be held harmless and not personally liable to the Foundation or its members for

actions performed in good faith and for the benefit of the Foundation. “Agent”, for the purpose of this section, means any person who is serving or performing duties at the request and for the benefit of the Foundation.

- (b) The Foundation may, to the fullest extent permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a board member or agent of the organization, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding. “Proceeding”, for the purpose of this section, means any threatened, pending or completed action whether civil, criminal, administrative or investigative. “Expenses”, for the purpose of this section, includes attorney’s fees and any expenses of establishing a right to indemnification.
- (c) The provisions of this section are in addition to and not in limitation of any other rights to indemnification to which the board member or agent might be legally entitled.

Section 2.13 (Initial Board).

- (a) There shall be an Initial Board whose responsibilities include, but are not limited to, completing the application and organizational documents necessary to become affiliated with and protected under a 501(c)(3) umbrella organization.
- (b) The Initial Board is comprised of the Evergreen governance committee members listed on Addendum A.
- (c) The Initial Board has the same authority, rights, and responsibilities as the Foundation Board in taking any action pursuant to these Rules of Governance.

ARTICLE IV. FISCAL POLICIES

The fiscal year of the Foundation shall begin on the first day of March and end on the last day of February the following year, but may be changed by majority vote of the Foundation Board.

ARTICLE V. ADOPTION AND AMENDMENTS

- (a) These Rules of Governance, in order to become in effect, must be approved by an affirmative unanimous vote of the Evergreen Software Foundation’s Initial Board. The Rules of Governance must be ratified by an affirmative majority vote of the Foundation Members present at the first annual meeting, or the rules will be deemed no longer in effect.
- (b) These Rules of Governance may be amended when necessary by an affirmative unanimous vote of the Foundation Board. Amendments to the Rules of Governance will not take effect until after the election of the next Foundation Board.
- (c) Proposed amendments must be submitted to the Foundation Board Secretary in advance so that the Secretary can send out the proposed amendments with the meeting announcements.

ARTICLE VI. LIQUIDATION OF ASSETS

In the event the Foundation disbands, the Foundation Board shall devise a plan to distribute the Foundation's remaining assets, if any, in a manner consistent with the Foundation's purpose and in a manner that will not jeopardize the 501(c)(3) status of the umbrella corporation with which the Foundation is affiliated.

CERTIFICATION

The foregoing Rules of Governance were approved by an affirmative majority vote of the Evergreen Software Foundation's Initial Board on October _____, 2010.

The foregoing Rules of Governance were ratified by an affirmative majority vote of the attendees at the first annual meeting on March _____, 2011.

Addendum A

Initial Board Members

Name	Primary Affiliation	E-Mail Address	Location
Andrea Buntz Neiman	Kent County Public Library	aneiman@kent.lib.md.us	Maryland, USA
Ben Hyman	Public Library Services Branch	ben.hyman@gov.bc.ca	British Columbia, Canada
Cynthia Williamson	Mohawk College	cynthia.williamson@mohawkcollege.ca	Ontario, Canada
Dan Scott	Conifer / Laurentian University	dan@coffeecode.net	Ontario, Canada
Elizabeth McKinney	Georgia Public Library Service	emckinney@georgialibraries.org	Georgia, USA
Galen Charlton	Equinox	gmc@esilibrary.com	Georgia, USA
John Houser	HSLC	houser@hslc.org	Pennsylvania, USA
Ian Walls	ByWater Solutions	ian.walls@bywatersolutions.com	Connecticut, USA
Jim Corridan	Indiana State Library	jcorridan@icpr.in.gov	Indiana, USA
James Fournier	Sitka	jfournie@sitka.bclibraries.ca	British Columbia, Canada
Jed Moffitt	King County Library System	jmoftitt@kcls.org	Washington, USA
Metta Lansdale	Traverse Area District Library	lansdale@tadl.org	Michigan, USA
Lori Ayre	The Galecia Group	lori.ayre@galecia.com	California, USA
Michele Montague	Grand Rapids Public Library	mmontague@grpl.org	Michigan, USA
Rob Herrmann	Equinox	rherrmann@esilibrary.com	Georgia, USA
Ray McBride	Florence County Lib. System	rmcbride@florencelibrary.org	South Carolina, USA
Stephen F. Elfstrand	Minnesota State University	stephen.elfstrand@mnsu.edu	Minnesota, USA
Steve Wills	Lyrasis	steve.wills@lyrasis.org	Georgia, USA
Amy Terlaga	Bibliomation	terlaga@biblio.org	Connecticut, USA
Wendy Knapp(Interim)	Indiana State Library	wknapp@library.in.gov	Indiana, USA