

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"). The Foundation may change its name at its pleasure by a majority vote of the membership.

Section 1.2 (Purpose).

- (a) This Foundation exists for nonprofit purposes and, until resolved otherwise by the Oversight 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
- (i) promote, support, and advance the development of the Evergreen software;
 - (ii) support and facilitate the growth of the international community of Evergreen users;
 - (iii) foster and protect the Evergreen assets;
 - (~~iii~~iv) serve as a resource and communication device for Evergreen users (Users Group); and
 - (iv) serve as a funding and grant seeking source for cooperative development projects.

ARTICLE II. MEMBERSHIP

Section 2.1 (Definition).

A Foundation member, (hereafter, "Member") ~~can be~~ is a:-

- (i) ~~group~~;
- (ii) organization;
- (iii) business;
- (iv) library consortium;
- (v) library district/system (regardless of membership in a consortium); or
- (vi) individual

who meets the eligibility requirements set forth in section 2.2 and whose request for membership has been approved by the ~~existing Foundation Members~~ Oversight Board.

Section 2.2 (Eligibility).

~~Any "significant and sustained" contributor to Evergreen is eligible for membership. Although it is difficult to specify a precise definition, a contributor generally must have contributed to Evergreen in a non-trivial way. Contributions may include:~~

~~writing code, documentation, creating translations;~~

~~running an Evergreen system that is in production use, including those libraries whose Evergreen catalog is hosted by another party or is part of a consortium;~~

~~hosting or maintaining Evergreen project resources including, but not limited to, website, public-test servers, and continuous integration servers;~~

~~providing significant funding for any of the above activities;~~

~~employing (and explicitly supporting) an individual member's contributions;~~

~~significant participation in project communication venues (mailing lists, IRC channels, — forums, conference calls);~~

~~hosting or significant participation in a conference planning committee; or~~

~~—significantly contributing to the promotion of Evergreen to the larger library and ILS community.~~

~~An individual library may become a Member even though it is part of a consortium that is a Member if the library demonstrates that it contributes to Evergreen in a significant and sustained way, other than being a member of the consortium that is running Evergreen.~~

~~An individual person may become a Member even though he/she represents or is affiliated with a business or organization that is a Member if the individual demonstrates that he/she contributes to Evergreen in a significant and sustained way, other than the way the business or organization is contributing to Evergreen.~~

~~Membership eligibility is an individual determination. While contributions made in the course of employment will be considered, they will generally be ascribed to the individuals involved, rather than accruing to all employees of a "contributing" corporation. The Nomination and Membership Development Committee will oversee membership applications.—~~

~~The Oversight Board may, by an affirmative vote of at least two-thirds (2/3) of the board, decide to require the payment of dues as an additional requirement for membership.—~~

- ~~(a) Application for voting membership shall be open to any organization, business, consortia, library district/system, or individual that supports the purpose set out in Article I, Section 1.2. Membership shall be granted by the Oversight Board after a complete membership application and annual dues have been submitted.~~
- ~~(b) The amount of annual dues is Ten U.S. dollars (\$10.00) for individuals and One hundred U.S. dollars (\$100) for organizations, businesses, institutions, consortia, or libraries. The Oversight Board may, by an affirmative vote of at least two-thirds (2/3) of the board, change the amount of annual dues required for membership so long as there is a moratorium of at least one (1) year before the revised dues structure takes effect.~~
- ~~(c) Organizations, businesses, consortia, library districts/systems, or individuals that wish to become recognized as a Member shall submit to the Oversight Board Secretary the name of the individual or entity that wishes to join the Foundation as well as contact information for the designated person who will receive notices and correspondence from the Foundation and who will be appointed to vote on behalf of the individual or entity.~~
- ~~(d) Groups, organizations, businesses, consortia, library districts/systems, or individuals that wish to become recognized as a Member shall submit to the Nomination and Membership Development Committee the name of the individual or entity that wishes to join the Foundation as well as contact information for the designated person who will receive notices and correspondence from the Foundation and who will be eligible to vote on behalf of the individual or entity.—~~
- ~~(e) With the approval of the Oversight Board, the Nomination and Membership Development Committee shall set and announce specific five (5) day periods in which~~

~~voting on membership applications will take place. Membership applications will be reviewed no less frequently than quarterly. The Nominations and Membership Development Committee shall provide all the application materials for each applicant to each Member eligible to vote, at least ten (10) days before the five (5) day voting period begins. For the purpose of admitting or denying members, votes will be submitted via e-mail by the Members eligible to vote, within the time period and to the e-mail address provided by the Nominating and Membership Development Committee. In order for a denial vote to count, the specific reason for denial must be provided with the vote submission. Membership determinations are determined by majority vote of the submitted Member responses.~~

- (f) ~~The Oversight Board has jurisdiction over membership appeals in the event membership is denied and the applicant wants to appeal the decision. The Oversight Board must review those membership applications that are submitted for appeal and the board shall develop reasonable policies and procedures by which the review process shall be governed.~~

Section 2.3 (Benefits and Privileges).

- (a) Members can run for election to the Oversight Board, vote in the elections for the Oversight Board, ~~vote to approve or deny new members,~~ and suggest referenda. Although a Member may contribute to Evergreen in more than one way, only one vote is allowed per Member. Voting by proxy is not permitted.
- (b) Foundation Members shall have the right to inspect the Foundation records at any reasonable time, upon request by the Member. Disclosure shall be limited only in the event that disclosing the records would violate the law or a Member's privacy. The Oversight Board shall have the authority to create reasonable policies and procedures governing in what manner the records will be disseminated and at whose expense.
- (c) Members shall have all other such benefits and privileges as determined by the Oversight Board.

Section 2.4 (Removal and Resignation).

- (a) **Any Member may withdraw from membership by filing a written resignation with the Oversight Board Secretary. Resignation will not relieve a member of unpaid dues or other charges previously accrued.**
- (b) The Oversight Board will revoke membership
- (c) ~~A Member can have their membership terminated by a two-thirds (2/3) vote of the Foundation membership or Oversight Board in the event a Member fails to pay the annual dues.~~

~~Membership may be terminated if the Member no longer qualifies for membership under the provisions of Section 2.2 and is thus identified as inactive. The Nominating and Membership Development Committee is charged with reviewing the list of Foundation Members on a biennial basis and submitting to the Oversight Board a list of inactive Members. Members who have been identified as inactive will be notified prior to the Oversight Board vote on whether to~~

~~terminate the Member's membership. The Member will be provided the opportunity to appeal the inactive designation prior to the Oversight Board vote to terminate the membership.~~

- (d) **Upon any withdrawal or termination of the membership of any Member, such Member may reapply for membership in accordance with Section 2.2 of this Article.**

Section 2.5 (Meetings).

- (a) Membership meetings shall be held annually and at all times possible shall be held in conjunction with the annual Evergreen conference. The Oversight Board Chairperson shall determine the meeting time and location in coordination with the annual Evergreen conference planners. The first annual meeting shall occur no later than thirteen (13) months after adoption of the Rules of Governance, and subsequent annual meetings shall occur no later than thirteen (13) months after the date of the last annual meeting. At the annual meeting, the Members shall elect board members, receive reports on the activities of the Foundation, discuss the direction of the Foundation for the upcoming year, and transact other proper business.
- (b) Special meetings may be called by the Oversight Board or by a petition signed by two percent (2%) of all registered Members. Special meetings may be held and attended by Members through the use of electronic conferencing tools, conference telephones or similar electronic or communications equipment, so long as all Members can communicate with one another. Such participation constitutes presence in person at such meeting.
- (c) Written notice of the time, date, and place of each meeting shall be provided to Members via e-mail. Members who wish to participate in meetings must provide an e-mail address to the Oversight Board Secretary. Meeting notices shall be provided to Members not less than ten (10) days prior to the meeting. The Oversight Board Secretary shall be responsible for notifying the Evergreen Membership of any special meetings or elections.
- (d) The Members present at any properly announced meeting shall constitute a quorum. Unless otherwise specified in these Governance Rules, all issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Notwithstanding the above, the Foundation reserves the right to establish remote voting procedures for Members who wish to participate in the voting but who cannot be present at the meeting. In the event a remote voting process is established, the remote votes shall be counted as if the votes were placed in person.
- (e) At times an issue may arise that merits gathering consensus from the Foundation community. Any Member of the Foundation may suggest a referendum. In order for a Member requested referendum to be accepted, the request for a referendum must be endorsed by two percent (2%) of all registered Members. The Oversight Board may request a referendum without the endorsement of the Foundation Membership. The overall referendum process is overseen by the Nominating and Membership Development Committee. A seventy-five percent (75%) vote of all the Members can override an Oversight Board decision.

- (f) The Nominating and Membership Development Committee shall prepare and make available, at least ten (10) days before each meeting of Members, a complete list of the Members entitled to vote at such meeting. ~~The list will show, arranged i, in alphabetical order, and showing the name, address, telephone number, primary entity of affiliation, if any, and e-mail address of each member's chosen voting representative.~~ For a period of ten (10) days prior to such meeting, the list shall be open to the examination of any Member, for any purpose germane to the meeting. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member at any time during the meeting.

Section 2.6 (Initial Membership):

- ~~(a) Notwithstanding the above, the initial group of Foundation Members will be established as follows. The Initial Board will announce an open membership period that will last, at minimum, for thirty (30) days. The Initial Board will announce the open membership in a manner determined most effective in reaching as many of the stakeholders as possible.~~
- ~~(b) Groups, organizations, businesses, consortia, library districts/systems, or individuals that wish to become recognized as a Member shall submit to a designated e-mail address the name of the individual or entity that wishes to join the Foundation as well as contact information for the designated person who will receive notices and correspondence from the Foundation and who will be eligible to vote on behalf of the individual or entity. A brief description of the basis for eligibility must also be provided. Membership will not be denied unless it is clear that the proposed Member does not qualify under any of the eligibility guidelines noted in Section 2.2 above. Proposed Members who do not submit their request to be recognized as a Member by midnight of the day the open membership period closes must be considered for membership under the procedures listed in Section 2.2.~~

ARTICLE III. OVERSIGHT BOARD

Section 3.1 (Authority).

- (a) The central administrative body of the Foundation is termed the Oversight Board. The Oversight Board is responsible for the overall policy and direction of the Foundation and controls and manages the affairs and business of the Foundation. The board may delegate the management of the activities of the Foundation to any person or persons, management company or committee, however composed, provided that the activities and affairs of the Foundation shall be managed and all powers shall be exercised under the ultimate direction of the Oversight Board.
- (b) The board shall only act in the name of the Foundation when it has been convened by its Chairperson after due notice to all the board members of such meeting. The board may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Section 3.2 (Compensation).

Board members shall serve without compensation. However, board members may be reimbursed for reasonable expenses incurred while engaging in activities directly related to and benefitting

the Foundation. Such expenses must be approved for payment in advance by a majority of the board.

Section 3.3 (Composition).

- (a) The Oversight Board shall consist of no fewer than seven (7) and no greater than thirteen (13) members who are elected biennially by the Evergreen Software Foundation Membership, (“Evergreen Membership”).
- (b) Board members must be a Foundation Member.
- (c) At no time may the board consist of more than one individual that represents a particular vendor or organization. At least one board member must be a citizen of the United States.
- (d) For the purpose of broad representation on the Oversight Board, it is preferred that each of the following is represented on the board:
 - (i) academic library
 - (ii) public library
 - (iii) independent library that is not part of a consortium
 - (iv) library that is a member of an Evergreen consortium
 - (v) library located outside of the United States
 - (vi) state library
 - (vii) vendor (entity or organization that provides Evergreen related services for a fee)

Section 3.4 (Eligibility)

Any "significant and sustained" contributor to Evergreen is eligible for a seat on the Oversight Board. Contributions may include:

- (i) writing code, documentation, creating translations;
- (ii) running an Evergreen system that is in production use, including those libraries whose Evergreen catalog is hosted by another party or is part of a consortium;
- (iii) hosting or maintaining Evergreen project resources including, but not limited to, website, public test servers, and continuous integration servers;
- (iv) providing significant funding for any of the above activities;
- (v) employing (and explicitly supporting) an individual member’s contributions;
- (vi) significant participation in project communication venues (mailing lists, IRC channels, forums, conference calls);
- (vii) hosting or significant participation in a conference planning committee; or
- (viii) significantly contributing to the promotion of Evergreen to the larger library and ILS community.

Section 3.54 (Election Procedures).

- (a) The board members to be chosen for the following term shall be elected at the annual Evergreen Conference. Board members will be elected by a simple majority of Members present at the annual meeting and those who are considered present through remote voting procedures established under Article II Section 2.5, if such a remote voting process has been established.

- (b) The Nominating and Membership Development Committee will be responsible for nominating a slate of prospective board members representing the Foundation's diverse constituency and ensuring that notice of the slate of nominees is sent out ten (10) days in advance of the annual meeting. Any Foundation Member can nominate a candidate to be considered for the slate of nominees. Individuals may nominate themselves. Each Member in good standing will be eligible to have one vote.

Section 3.56 (Term).

Except as provided by Section 3.134, each board member serves a term of two years.

Notwithstanding the above, a board member may continue to serve past the two year period until the successor board member has been duly elected into office. Board members may be elected to serve an unlimited number of terms.

Section 3.67 (Officers).

- (a) The Oversight 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 has the authority to sign contracts and enter into other legally binding agreements on behalf of the Foundation after the board votes to approve such contracts or agreement.

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 Oversight 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 including, but not limited to, any requests to join the Foundation membership. The Secretary shall be responsible for keeping a list of the Foundation Members and the contact information for each Member's designated contact person. The Secretary shall make this list available to the standing committees.

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

- (iv) Treasurer – The Treasurer shall keep record of and assist in the preparation of the Foundation's budget and shall prepare financial reports. The Treasurer shall provide a report on financial matters at each board meeting and shall also provide a copy of such report upon request of any member. The Treasurer shall chair the Finance and Fundraising Committee and assist in the development of fundraising plans.
- (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) Officers serve a term of one (1) year but, with the exception of the Chairperson, may be re-elected an unlimited number of times, so long as they continue to serve on the Oversight Board. The Vice Chairperson shall receive first consideration for the office of the Chairperson in the election of officers the following year.
- (d) Oversight Board officers may be removed from office by an affirmative majority vote of the Oversight 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.
- (e) 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 Oversight Board deems necessary.
- (f) 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 Oversight Board. Neither resignation nor removal from office will affect the member's status as a member of the Oversight Board.

Section 3.87 (Meetings and Notices).

- (a) Regular meetings of the Oversight Board shall be held at such times, places and dates as fixed by the board, and may be held remotely via electronic conferencing tools. The Oversight Board shall meet at least once per quarter to discuss various topics pertaining to the regular activities of the Foundation. However, the Oversight Board may choose to meet more often, at its discretion.
- (b) Special meetings of the Oversight 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 written 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 Oversight Board Secretary with an e-mail address for the purpose of such notices.
- (d) Board meetings may be attended by the board members through the use of electronic conferencing tools, conference telephones or similar electronic or communications equipment, so long as all board members participating in such meeting can communicate with one another. Such participation constitutes presence in person at such meeting.
- (e) The meeting minutes of each regular and special meeting shall be posted publicly on the Foundation website.

Section 3.89 (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 Oversight Board, unless the law or these Rules of Governance specifically require a greater number.

Section 3.910 (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 Oversight 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 Oversight 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 Oversight Board.

Section 3.101 (Removal and Resignation).

- (a) A member of the Oversight Board may be removed from the board at any time by majority vote of the Foundation Members, or by an affirmative vote of at least two-thirds (2/3) members of the Oversight Board. Removal of a board member may occur if:
 - (i) the board member misses 3 consecutive meetings;
 - (ii) in the opinion of the Oversight Board or Foundation Members, 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 Oversight 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 Oversight Board shall appoint a replacement to serve the remainder of the term. If the vacancy is not an at-large seat, the replacement must be a representative of the same type of entity that was represented by the prior board member.
- (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 Oversight Board.

Section 3.142 (Inspection Rights).

Each member of the Oversight 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 3.123 (Limitation of Liability and Indemnification of Directors).

- (a) To the extent permitted by law, Oversight 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 3.134 (Initial Board).

- (a) There shall be an Initial Board whose responsibilities include, but are not limited to:
 - (i) completing the application and organizational documents necessary to become affiliated with and protected under a 501(c)(3) umbrella organization;

- (ii) ensuring that the Nominating and Membership Development Committee is adequately staffed and equipped to prepare for the elections to be held at the first annual meeting.
- (b) The Initial Board is comprised of the Evergreen governance committee members listed on Addendum A. By virtue of their position on the board, the members of the Initial Board are members of the Evergreen Software Foundation.
- (c) The Initial Board has the same authority, rights, and responsibilities as the Oversight Board in taking any action pursuant to these Rules of Governance.
- (d) For the purpose of setting up staggered board terms, six (6) of the Initial Board members shall serve a term that extends until the second annual meeting, at which time there will be an election to fill those seats. The remaining Initial Board members are to serve a term that extends until the first annual meeting, at which time there will be an election to fill the 7 remaining Oversight Board seats. The Oversight Board members serving the longer initial term will be chosen by a majority vote of the Initial Board.

ARTICLE IV. ADVISORY COMMITTEES

Section 4.1 (Purpose and Authority).

- (a) Advisory committees exist to assist and advise the Oversight Board with regard to the Foundation's management and affairs. In addition to the duties set out in these Rules of Governance, each advisory committee will be assigned projects and tasks by the Oversight Board. The Chairman of each standing committee, or his/her designee, will attend Oversight Board meetings and advise the board of all committee projects and decisions.
- (b) Unless specific authority to act is granted to an advisory committee by the Oversight Board or these Rules of Governance, advisory committees shall make recommendations to the Oversight Board and the board may amend, adopt, or decline the recommendations, at its discretion. Committees must seek ratification from the Oversight Board of any decision made that directly affects a Foundation Member, potential Member, or that affects the Foundation membership as a whole.

Section 4.2 (Compensation).

Advisory committee members shall serve without compensation. However, committee members may be reimbursed for reasonable expenses incurred while engaging in activities directly related to and benefitting the Foundation. Such expenses must be approved for payment in advance by a majority of the Oversight Board.

Section 4.3 (Composition).

Advisory committee members must either be a Foundation Member or be a representative of a Foundation Member. Multiple individuals from Member organizations are eligible to become advisory committee members. Standing committees may have no fewer than three (3) and no more than fifteen (15) members.

Section 4.4 (Standing Committees).

The following standing committees shall exist in perpetuity, so long as the Foundation exists:

- (i) Communication and Marketing Committee.— The Communication and Marketing Committee is responsible for developing and implementing all communications efforts which shall include the upkeep of the Foundation website, and may include producing informational newsletters and/or promotional materials such as stationary, brochures, event programs posters, flyers, preparing press releases and other marketing and outreach efforts, upon approval of the Oversight Board.

The Communication and Marketing Committee is also responsible for developing and refining branding strategies and conducting Member surveys upon approval of the Oversight Board. The Communication and Marketing Committee will also serve as a liaison with other allied organizations and the media.

The Communication and Marketing Committee will initiate and facilitate user group activities and forums.

- (ii) Finance and Fundraising Committee. —The Finance and Fundraising Committee is responsible for providing guidance related to the Foundation’s financial matters. The Finance and Fundraising Committee is also responsible for assisting the Treasurer in developing financial reports and developing the Foundation budget for the Oversight Board approval. The Finance and Fundraising Committee shall regularly review the Foundation’s revenues and expenditures and other matters related to its continued solvency.

The Finance and Fundraising Committee shall take the lead in identifying and retaining sources of revenue including, but not limited to, corporate and/or government sponsors and planning for fundraising events. The Finance and Fundraising Committee will identify goals or programs that could be funded through grants; identify suitable grant programs; and participate and grant writing efforts.

- (iii) Nominating and Membership Development Committee. —The Nominating and Membership Development Committee is responsible for vetting prospective members of the Oversight Board and nominating a slate of prospective board members for the annual meeting. The Nominating and Membership Development Committee may assist the board in proposing qualified candidates to fill mid-term board vacancies.

The Nominating and Membership Development Committee is also responsible for assisting the Oversight Board Chairperson in his/her selections for committee chairpersons and serves as a resource for committee chairpersons who are staffing their committees.

The Nominating and Membership Development Committee will coordinate the process of admitting new Members and will review existing membership biennially to determine whether current Members are still active.

- (iv) Conference Site Selection Committee. —The Conference Site Selection Committee shall solicit and select proposals for the annual conference.
- (v) Code Committing Committee. The Code Committing Committee will approve additional code committers upon approval by the Oversight Board.

Section 4.5 (Committee Membership).

- (a) The Oversight Board Chairman shall nominate a chairperson for each standing committee and may seek the recommendation of the Nominating and Membership Development Committee for candidates. The choices for standing committee chairperson must be approved by a majority vote of the Oversight Board.
- (b) The committee chairperson will select no less than two (2) and no more than fourteen (14) members to join the committee and may seek the recommendation of the Nominating and Membership Development Committee for candidates. The choices for committee members must be approved by a majority vote of the Oversight Board.
- (c) In the event a committee becomes deadlocked or ineffectual, the Oversight Board may appoint and remove committee members, designate officers for the committee, and/or may direct guidelines under which the committee must operate.

Section 4.6 (Term).

Advisory committee members shall serve one (1) year terms, but may be reappointed an unlimited number of times.

Section 4.7 (Governance).

Advisory committees are self-governing and shall elect officers as needed, with the exception of the committee Chairperson, who is appointed by the Oversight Board. Committees shall have regular meetings, and take all other action necessary to carry out their purpose in an effective manner. An advisory committee may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Section 4.8 (Special Committees).

The Oversight Board, or board Chairperson, may establish new committees as the need arises, including ad hoc committees whose purpose is to investigate and assist with a specific problem or issue. Committees created under this provision may be staffed by appointees of the Oversight Board.

Section 4.9 (Special Interest Groups).

Members may create special interest groups ~~or user groups~~ that, at the board's discretion and upon majority vote of the Oversight Board, may become recognized as an official committee. Groups may be invited by the Oversight Board to have a representative attend board meetings, whether or not they are recognized as an official Foundation committee.

ARTICLE V. 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 Oversight Board.

ARTICLE VI. ADOPTION AND AMENDMENTS

- (a) These Rules of Governance, in order to become in effect, must be approved by an affirmative majority 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 vote of at least two-thirds (2/3) vote of the Oversight Board or by two-thirds (2/3) vote of the Foundation Members.
- (c) Whether proposed by the Oversight Board or the Foundation Members, in order to be considered for a vote, the proposed amendments must be submitted to the Oversight Board Secretary in advance so that the Secretary can send out the proposed amendments with the meeting announcements.

ARTICLE VII. LIQUIDATION OF ASSETS

In the event the Foundation disbands, the Oversight 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. The Finance and Fundraising Committee will assist with any plan necessary under this Article.

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 Evergreen Software Foundation Members present 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) <u>Alice Davidson</u> | Indiana State Library | wknapp@library.in.gov | Indiana, USA |