OpenSourceMatters

Open Source Matters, Inc.
Semi-Annual Members Meeting

Date: January 25, 2019
Time: 18:00 UTC
Total time of meeting: 70 minutes

Board of Directors and Officers:

Rowan Hoskyns Abrahall (President), Alexander Metzler (Vice President), Luca Marzo (Secretary), Jason E Rosenbaum (Treasurer), Djamel Kherbi (Director), George Wilson (Director), Yves Hoppe (Director), Sandra Decoux (Director), Hugh Douglas Smith (Director).

Members:

Anibal Sanchez, Chris Keen, Hervé Boinnard, Stefan Wajda, Troy Hall, Benjamin Trenkle, Nicola Galgano, Brian Mitchell, Déenes Skézely, Donato Matturro, Lara Bettelheim, Hannes Papenberg, Christiane Maier-Stadtherr, Laura Gordon, Alison Meeks, Michael Babker, Daniel Dubois, David Aswani, Jason Nickerson, Leo Lammerink, Christopher Wagner, Alkaios Anagnostopoulos, Wilco Alsemgeest, Marco Dings, Brian Peat, Olaf Offick, Ray Selby, Justyna Michallek, Davide Messia, Toivo Talikka, Hans Van Der Meer, Jennifer Gress, Vikas Pisal, Beat B., Elisa Foltyn, Ken Crowder, Jaz Parkyn, Mike Brandner, Joe Sonne, Jean-Marie Simonet, Phil Taylor, Karen Dunne, Andrea Gentil, Achilleas Papageorgiou, Demis Palma, Tobias Zulauf.

Discussion outline

Introduction

- Rowan introduced the meeting and welcomed participants to the first Semi-Annual Meeting of Open Source Matters, Inc. since the new structure has been deployed. It should be noted that within the new structure, this meeting was supposed to be our 3rd one. 2 under the term of Robert Jacobi, who never attempted to organise one and 1 under the term of Rowan Hoskyns Abrahall who was experiencing considerable personal difficulties when her first one was due.
- The meeting has been held in Zoom instead of Glip, as originally planned, due to the attendees limitations of Glip. Thanks to Troy Hall for sharing his subscription.
- Luca shared the agenda of the Meeting. For each of the proposed topic there was a speaker and a question time. Questions have been posted in the Glip channel and answered in the audio call by the speaker.

The creation of a 501(c)(3) organization

Speaker: Rowan Hoskyns Abrahall
- Rowan shared a document with the clarifications about the structure and the benefits of the new 501(c)(3) entity in the United States.
  https://docs.google.com/document/d/1Fzsjc0FkAYnZhNxI9Y-pw1P_m7ug1HDY1mKN3KYLDx8/

Questions & Discussion

- Attendees discussed the current status of OSM and the differences with a 501(c)(3).
- Leo Lammerink asked whether the 501(c)(3) will be incorporated in New York as OSM or in another State. Rowan clarified that other States are being evaluated and the first choose was Delaware to contain costs.
- Leo Lammerink asked whether the initiative has been coordinated with OSM lawyers. Rowan clarified that accountant and lawyers have been involved, but the incorporation process for the 501(c)(3) is being done with an incorporation specialist firm, Harbor Compliance that is much cheaper than lawyers hourly rates and provides a complete solution that covers the entire process.
- Laura Gordon asked how the 501(c)(3) entity relates to OSM. Rowan explained that the charity will extend OSM and President, Secretary and Treasurer will be shared between the 501(c)(3) and OSM, so Community will continue electing people who will govern the project.
- Beat asked why did OSM lose its tax-exemption status. Rowan explained that OSM was a 501(c)(3) in the past, but due to the composition of its revenues (mostly from Ads revenues) the tax exemption status was revoked.
- Attendees discussed whether it would have been good to look for other Countries to incorporate instead of staying in the United States.
- Rowan introduced some figures about the benefits of the 501(c)(3) in advertising grants, donations, programs for Nonprofits.

Upcoming Elections

Speaker: Luca Marzo

- Luca reminded the positions open for election, parts of group 2: President, Secretary, Production DC, Legal & Finance DC, Operations DC and Programs DC (6 months replacement) and their duties, as well as commitment.
- It is crucial for Open Source Matters, Inc. to have a committed Board, in order to ensure a proper and effective governance.
- Officer roles will increase their responsibility given that they will be shared with the yet to be formed 501(c)(3) entity.

Questions & Discussion

- Attendees discussed the reasons why the number of nomination submissions is low.
- Attendees pointed out that might be useful to have a list of people who intend to run for the available positions, in order to avoid nominating people with no interest to Board positions.
- Attendees discussed also the recent attacks against the President of Open Source Matters, Inc. by a former Board member.

Proposed bylaws changes

Speaker: Rowan Hoskyns Abrahall, Luca Marzo

Removal of Local Communities Department

- Luca shared a document with the proposed amendments to the Bylaws needed to remove the Local Communities Department. The document includes also the reasons behind this proposal.
  https://docs.google.com/document/d/1Hcrn7Ki6BXXt246kzj-qxwRa0fLCaDHIa-ptfzzEcXc/edit

Flat Election System

- Rowan shared a document with the proposed new voting method for Department Coordinators and Officers.
  https://docs.google.com/document/d/1Jg4AjFjhEV7PjUG9_dsu8TUcG6GOY761cIfP01tEN1s/edit

Questions & Discussion

- Ken Crowder asked if there is the need to prepare amendments to the Bylaws for these changes.
  - The needed amendment will be drafted, submitted to lawyers for review and then submitted to Members for vote.
- Attendees discussed the current elections system, feeling that sometimes the vote of the Team leader does not reflect the team members' choice.
- The proposed voting model was well perceived by the attendees, as an increase in democracy throughout the organization.
- Michael Babker reminded the need to ensure Team Leaders can't remove members at their pleasure to influence voting.

Trademark Issues

Speaker: Rowan Hoskyns Abrahall, Luca Marzo, Jennifer Gress.
Rowan explained the recent issues in trademark management occurred due to an unapproved change in the Policy regarding the Top Level Domains. The official policy regarding the Top Level Domains is available at
 https://www.opensourcematters.org/organisation/directors/policies/263-trademark-policy-tlds.html
Jennifer, who co-authored the original policy with Luca, explained the meaning of the policy and shared some examples as clarification for the obligation to have OSM, Inc. as Registrant in certain circumstances.
The policy is applicable only to new registrations.
Examples:
- If someone registers joomla.cafe, joomla.tld, joomla.extension or any other TLD, there is the need to apply for a limited license at tm.joomla.org and put Open Source Matters, Inc. as Registrant.
- For any other domain names that include the word "joomla", like whateverjoomla.com there is the need to apply for a limited license at tm.joomla.org. In this case, using OSM as registrant is NOT required.

Questions & Discussion

- Attendees discussed some use cases, clarifying the applicability of the policy.
- Jean-Marie Simonet reminded that Translation Teams registered their ccTLDs when the Project started.
- Elisa Foltyn proposed the creation of a list of approved domain with a license number.
  Rowan and Luca reminded that the list is already published on the Trademark website, but it does not include old approvals.

The meeting ended at 19.10 UTC.