

Minutes of the COIN-OR Foundation, Inc.
Strategic Leadership Board Conference Call
Thursday, 26 May 2005

1 Scheduled Agenda

The call was scheduled to begin at 3:00 PM Eastern Time.

Old Business:

1. Approve past minutes that are unapproved. (already sent)
2. Corporate membership
 - a. By-laws change for Corporate Membership (corpmotion050526.txt)
 - b. Possible by-laws change for Corporate Sponsorship (corp2motion050526.txt)
 - c. Policy for Corporate Membership (corpmembership.pdf)
3. Other by-laws changes
 - “project managers” instead of project leaders
 - change time required for rescheduling a meeting that didn’t meet quorum
 - Roberts Rules of OrderAll of these in (bylawmotion050526.txt)
4. Form committees (committeemotion050526.txt)

New Business:

5. Disbursement policy (disbursement.pdf)
6. Other business

2 Minutes of the Meeting

Minutes were taken by Brady Hunsaker.

Present: Lou Hafer, Brady Hunsaker, Randy Kiefer, Laci Ladanyi, Robin Lougee-Heimer, Ted Ralphs, and Matt Saltzman.

Meeting called to order by Matt at 3:07 PM.

2.1 Approval of past minutes

[These minutes had been distributed by email prior to the call. These were the minutes for official meetings on 2004 Nov 24, 2004 Dec 03, 2005 Feb 03, 2005 Mar 22, 2005 Mar 29, and 2005 Apr 28.]

Motion by Lou Hafer to approve all the minutes submitted previously. Second by Laci Ladanyi. No discussion. Unanimous approval.

2.2 Corporate membership

Discussion of the split between by-laws and a policy document. Some concern that this split was not discussed prior to one day ago.

Discussed whether we wanted to table some or all of these proposals until a future meeting.

Motion by Robin Lougee-Heimer to approve the proposal: By-laws change for Corporate Membership (corpmotion050526.txt). No discussion. Unanimous approval.

Discussed the proposal: Possible by-laws change for Corporate Sponsorship (corp2motion050526.txt). Discussed whether we need this change in the by-laws. Consensus that we do not need to change the by-laws for this.

Motion by Randy Kiefer to table the proposal. Second by Robin Lougee-Heimer. Unanimous approval to table the proposal.

Motion by Robin to approve the proposal: Policy for Corporate Membership (corpmembership.pdf).

Discussion of the proposal:

Explanation of some of the changes made in writing the proposal from the draft put forward by the Corporate Membership Committee. In particular, the following paragraph was created:

Contributions of source code by individuals employed by a Corporation are recognised through the established channels for individual membership. Contributions regarded as significant may result in an offer of Corporate Membership.

Question about why source code contributions were singled out. One explanation that there is already a mechanism for recognizing source-code contributions, including possible invitation to be corporate members.

Discussed whether “source code” includes documentation or not. Some thoughts that this is the intent, and other thoughts that this is not clear in the proposal.

The idea was expressed of using the term “non-repository contribution” to collectively refer to contributions other than code, documentation, and other intellectual property. Some thoughts that we need to be careful about referring to “intellectual property”, which could include things like lawyers’ work.

2.3 Off-agenda discussion on contributions

[At this point, the TLC representative needed to leave soon, and the following discussion was held before he left.]

The TLC representative reported on status of accepting contributions. He described the place on the website (www.coin-or.org/management/) for this purpose.

Question of how we know which contributors work on which project. Answer that the project managers should record this in a file with the project.

Question about the current new project contributions in progress. The TLC representative agreed to create a new webpage to track the status of new project contributions that are in progress. A question about whether this information should be public; concern was expressed about rejected submissions being public, for example.

Suggestion to create password-protected webpages for each contribution.

Action item: Laci Ladanyi will create these pages by early next week.

Question on the official procedures document? The TLC representative reported that the last version discussed by the SLB was accepted by the TLC.

Question about subprojects. Statement that we should just consider these projects rather than defining subprojects.

2.4 Back on agenda for Corporate Membership

[Laci Ladanyi left the meeting due to another commitment.]

Motion by Brady Hunsaker to table the proposal on corporate membership policy. Second by Ted Ralphs. Unanimous approval to table the proposal.

2.5 Other by-laws changes

[All of these in (bylawmotion050526.txt).]

Brief discussion on contents of this proposal.

Motion by Ted Ralphs to approve the proposal. No discussion. Vote to close discussion: unanimous. Vote on the proposal: unanimous approval.

2.6 Form committees

[This proposal is contained in (committeemotion050526.txt).]

Discussed changes in names of committees: Change “Publicity committee” to “Outreach committee”. Change “Budget committee” to “Finance committee”. Change “Legal committee” to “Legal Affairs committee”. Change “Corporate Membership committee” to “Corporate Relations committee”.

Remove the “Web committee”, so that there are only five committees.

Motion to close discussion by Ted Ralphs. Unanimous approval. Vote on the motion subject to changes in committee names and removal of the web committee: unanimous approval.

2.7 New Business

Discussed the proposed disbursement policy (disbursement.pdf).

Tabled until next meeting. [Details were not recorded on this tabling; it was done informally.]

2.7.1 Other new business

Motion by Lou Hafer to authorize the Treasurer to pay legal fees to our lawyers up to \$3700. Second by Brady Hunsaker. No discussion. Vote: unanimous.

It was reported that a speaker coming from overseas to the INFORMS 2005 conference asked for a letter of invitation.

Question about why this is necessary. INFORMS does not issue such letters; apparently the reasons for this are mostly administrative, though there could be some risk of people using invitations to enter the country and then remain there.

Discussion about whether this is a risk for us. Also a concern that there may not be a great session for him, since we don't have other talks to go with his at the moment.

General sense that a letter that just says what's true—that he has been speak at an invited session—would be OK.

Plan to wait to see what the situation with the session is first and send a letter at that point.

It was reported that there is a possibility that Harvey Greenberg's Math Programming Glossary will move to INFORMS or to COIN-OR. Question of whether COIN-OR would be interested.

Motion by Randy Kiefer to adjourn. Second by Brady Hunsaker. Meeting adjourned at 4:32.

3 Summary of Resolutions

- **Motion by Lou Hafer to approve all the minutes submitted previously. Second by Laci Ladanyi. No discussion. Unanimous approval.**
- **Motion by Robin Lougee-Heimer to approve the proposal: By-laws change for Corporate Membership (corpmotion050526.txt). No discussion. Unanimous approval.**

- **Motion by Randy Kiefer to table the proposal: Possible by-laws change for Corporate Sponsorship (corp2motion050526.txt). Second by Robin Lougee-Heimer. Unanimous approval to table the proposal.** [The consensus was that we do not need these by-laws changes and the intent is to not revisit this proposal.]
- **Motion by Brady Hunsaker to table the proposal on corporate membership policy. Second by Ted Ralphs. Unanimous approval to table the proposal.**
- **Motion by Ted Ralphs to approve the proposal on additional by-laws changes in (bylaw-motion050526.txt). No discussion. Vote to close discussion: unanimous. Vote on the proposal: unanimous approval.**
- **Vote on the proposal (committeemotion050526.txt) subject to changes in committee names and removal of the web committee: unanimous approval.** Change “Publicity committee” to “Outreach committee”. Change “Budget committee” to “Finance committee”. Change “Legal committee” to “Legal Affairs committee”. Change “Corporate Membership committee” to “Corporate Relations committee”.
- **Motion by Lou Hafer to authorize the Treasurer to pay legal fees to our lawyers up to \$3700. Second by Brady Hunsaker. No discussion. Vote: unanimous.**

4 Summary of Action Items

Action item: Laci Ladanyi will create webpages to track the status of new project contributions that are in progress by early next week.

A Proposal on By-laws changes for corporate membership: corp-motion050526.txt

Motion:

Resolved that Article II, Foundation Membership, in the Bylaws of the COIN-OR Foundation, Inc., be modified as follows:

Preamble (modification)

Old: The Foundation shall have three types of members: associate, full, and institutional.

New: The Foundation shall have three types of members: associate, full, and corporate.

Section 3 (modification)

Old:

Section 3 - Institutional Members

Institutional membership in the Foundation for a fixed term may be offered to individuals and entities that make a substantial monetary or in-kind contribution to the work of the Foundation. The length of the term and the level of contribution required for, and benefits accruing to, institutional membership will be determined on a case-by-case basis by the Strategic Leadership Board. An institutional member has the same voting privileges as a full member. An institutional member shall be represented to the Foundation by such individual as the institutional member shall from time to time appoint as its representative.

New:

Section 3 - Corporate Members

For purposes of this section, Corporation denotes any legally recognised group of individuals, including, but not limited to, for-profit and non-profit corporations and institutions, government entities, and military organisations.

Corporations that make a significant contribution to the work of the Foundation may be invited to become corporate members of the Foundation. Corporate membership is by invitation only and for a fixed term. The length of the term and the level of contribution required for, and benefits accruing to, corporate membership will be determined on a case-by-case basis by the Strategic Leadership Board.

Comments: This change removes the voting rights for corporate members. It is intended to bring the Bylaws into agreement with the new Corporate Membership Policy currently under development. The revised Section 3 does not explicitly deal with delegation of power to a separate committee as this is covered by Article XI of the Bylaws.

B Proposal on Corporate Sponsorship: corp2motion050526.txt

Motion:

Resolved that Article II, Foundation Membership, in the Bylaws of the COIN-OR Foundation, Inc., be modified by the addition of the following text:

New:

Section 4 - Corporate Sponsors

For purposes of this section, Corporation is as defined in the previous section, Corporate Members.

From time to time, the Strategic Leadership Board may wish to recognise the contribution of a corporation in a manner other than by Corporate Membership. Such Corporations may be recognised as Corporate Sponsors. The length of the term of recognition, the level of contribution required for recognition, and benefits accruing to corporate sponsors will be determined on a case-by-case basis by the Strategic Leadership Board.

Comments: This change explicitly adds the notion of Corporate Sponsor to the Bylaws.

C Proposal on Corporate Membership Policy: corpmembership.pdf

Coin-OR Corporate Membership & Sponsorship Policy

There are two levels of recognition for Corporations who support the COIN-OR Foundation: *Corporate Sponsors* and *Corporate Members*.

In this policy, the term “Corporation” denotes a legally recognised group of individuals, *e.g.*, for-profit corporations, non-profit corporations and institutions, government entities, and military organisations.

C.1 Responsibilities

The Strategic Leadership Board (hereinafter, the “Board”) is responsible for establishing and maintaining policy regarding corporate membership and sponsorship. Normally, the Board will delegate this responsibility to a standing committee for corporate membership and sponsorship (hereinafter, the “Corporate Membership Committee”).

C.2 Corporate Sponsorship

Any Corporation that contributes non-source-code support to the COIN-OR Foundation (hereinafter the “Foundation”) can be recognised as a Corporate Sponsor. Examples of non-source-code support include, but are not limited to, licenses for commercial software, exhibition space, professional services, and money.

Contributions of source code by individuals employed by a Corporation are recognised through the established channels for individual membership. Contributions regarded as significant (*vid.* §C.3) may result in an offer of Corporate Membership.

The Corporate Membership Committee is responsible for establishing the level of contribution necessary to be recognised as a Corporate Sponsor. If the Corporate Membership Committee is unable to make a determination, the issue will be resolved by the Board.

Corporate Sponsorship is recognised on a calendar year basis (January 1st – December 31st). Corporate Sponsors will be listed on an appropriately designated page on the COIN-OR web site, in alphabetical order.

C.3 Corporate Membership

Corporate Sponsors that make a significant contribution to the Foundation may be invited to become Corporate Members of the Foundation.

Corporate Membership is by invitation only. The Corporate Membership Committee is responsible for determining the significance of a contribution and for inviting qualified Corporations to become Corporate Members. If the Corporate Membership Committee is unable to make a determination, the issue will be resolved by the Board. Any Corporation with an employee who is an active contributor to the COIN-OR software repository will be automatically considered for a membership invitation.

Corporate Membership is extended on a calendar year basis (January 1st – December 31st). Corporate Members will be listed on an appropriately designated page on the COIN-OR web site. Corporate Members will be listed alphabetically under their own heading; they are not listed as Corporate Sponsors.

Examples of significant contributions include **massive** sums of money.

D Proposal on additional By-laws changes: bylawmotion050526.txt

Motion:

Resolved that the following changes be made to the Bylaws of the COIN-OR Foundation, Inc.:

(i) In Section VI.4, Quorum and Voting, the sentence

If at any meeting there shall not be a quorum present, those directors present shall have the power to adjourn the meeting to a stated date not less than fifteen days from the date of such adjourned meeting, such reconvened meeting to be held at the hour and at the place designated for the adjourned meeting.

is changed to

If at any meeting there shall not be a quorum present, those directors present shall have the power to adjourn the meeting to a stated date not less than ten (10) days from the date of such adjourned meeting, such reconvened meeting to be held at the hour and at the place designated for the adjourned meeting.

(ii) In Article VII, Order of Business, the sentence

Meetings shall be conducted according to Robert's Rules of Order.

is appended at the end of the Article.

(iii) At various locations throughout the Bylaws, all occurrences of the term "Project Leader" are changed to "Project Manager".

Comment:

(i) The change to Section VI.4 will allow a meeting to be rescheduled two weeks from the date of the adjourned meeting.

(ii) The change to Article VII seems self-explanatory.

(iii) The change reflects popular usage.

E Proposal on Committees: committeemotion050526.txt

Resolved, that the following six committees of the COIN-OR Strategic Leadership Board shall be established, with initial committee membership below:

Budget Committee, which will assist the Treasurer in creating an annual budget and overseeing the finances of the Foundation.

Publicity Committee, which will coordinate awareness and outreach efforts for the Foundation, such as user meetings, booths at conferences, and articles in magazines such as ORMS Today.

Legal Committee, which will act as a liaison with our legal counsel and advise the SLB on legal issues such as copyright and intellectual property, conflict of interest, and interpretation of our by-laws.

Membership Committee, which will coordinate communication and interaction with Full Members and Associate Members of the Foundation, including our periodic newsletter and all elections.

Corporate Membership Committee, which will coordinate recruitment and communication with Corporate Members and Corporate Sponsors of the Foundation.

Web Committee, which will manage the maintenance of the COIN-OR website in coordination with the TLC.

The initial membership of each committee shall be as follows:

Web: Brady Hunsaker (chair), Matt Saltzman
Budget: Ted Ralphs (chair), Brady Hunsaker
Publicity: Robin Lougee-Heimer (chair), Bjarni Kristjansson
Legal: Ted Ralphs (chair), Lou Hafer, Matt Saltzman
Membership: Brady Hunsaker (chair), Lou Hafer
Corporate membership: Randy Kiefer (chair), Bjarni Kristjansson,
Robin Lougee-Heimer

F Proposal on Disbursement policy: disbursement.pdf

Coin-OR Procedures for Budgeting and Disbursement of Funds

The following shall be the official procedures for budgeting and funds disbursement for the Foundation.

F.1 Accounting and Budgeting

At the beginning of each fiscal year, the treasurer of the Strategic Leadership Board (hereinafter, the “Board”), in consultation with the members of the Accounting and Budget Committee, shall be responsible for establishing a proposed budget for the Foundation. This budget shall be presented to the full Board in a timely manner for discussion and final approval before the beginning of the fiscal year.

During the fiscal year, the treasurer, with the assistance of the members of the Accounting and Budget Committee, shall be responsible for keeping the books of the Foundation, maintaining a checking account for the disbursement of funds, and ensuring that the Foundation remains in good fiscal health. The treasurer shall also be responsible for ensuring that the Foundation’s tax return is filed in a timely manner at the conclusion of its fiscal year.

F.2 Disbursement

Any officer of the Board shall have the ability, but not necessarily the authority, to disburse funds on behalf of the Foundation. The authority to disburse funds must be obtained as follows. All disbursements of funds require the approval of the treasurer or the treasurer’s designated proxy. Disbursement of funds for any budgeted expenditure over \$5000 or that exceeds the budgeted amount by more than 10% requires, in addition, the approval of a second officer. Disbursement of funds for any unbudgeted expenditure over \$500 requires the approval of the full Board.