

Minutes of the COIN-OR Foundation, Inc.
Strategic Leadership Board Conference Call
Thursday, 04 August 2005

1 Scheduled Agenda

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

1. Approve minutes from 2005 May 26 and 2005 June 16.
2. Status update on current action items.
3. Bylaws changes for elections

Main proposal is bylawmotion050804.txt.

We will first consider an amendment to the motion: amend050804.txt. (This amendment is not reflected in the draft of the proposed bylaws that was distributed with the meeting announcement.)

4. Other business

2 Minutes of the Meeting

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

The President was present and presiding. Meeting called to order at 3:11 PM.

2.1 Approve minutes from 2005 May 26 and 2005 June 16

Motion by Ted Ralphs to approve the Minutes of 2005 May 26. The motion was adopted.

2.2 Status update on current action items

Pending and new action items were reviewed.

2.3 Bylaws changes for elections

Motion by Randy Kiefer to adopt bylawmotion050804.txt.

A brief summary of the proposal was given.

Discussion of whether the term “successor” is removed by the amendment. A concern that the term is ambiguous because elections are pooled.

Motion by Lou Hafer to amend the proposal by amend050804.txt. The motion was adopted.

The proposal bylawmotion050804.txt was adopted as amended.

2.4 Other business

Discussion of current status of the project and foundation.

Discussion of implementing release points.

Discussion of call times for the fall semester. Board members will email their availability to the Secretary.

The meeting was adjourned at 3:51 PM.

3 Summary of Resolutions

- Motion by Ted Ralphs to approve the Minutes of 2005 May 26. The motion was adopted.
- Motion by Randy Kiefer to adopt bylawmotion050804.txt.
Motion by Lou Hafer to amend the proposal by amend050804.txt. The motion was adopted.
The proposal bylawmotion050804.txt was adopted as amended.

A bylawmotion050804.txt

File name: bylawmotion050804.txt

The purpose of this motion is to add election procedures to the Bylaws of the COIN-OR Foundation., Inc., as discussed by the SLB at its meetings of July 7th, 14th, and 21st, 2005.

The first change adds a new section. The following changes replace existing text. In these cases the current text is given first followed by the proposed replacement.

Motion:

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

(i) Addition:

A new Article VI, Election and Installation of Directors, is added to the Bylaws, and the numbers of the original Articles VI -- XIV are incremented to VII -- XV. All references in this and following items of this motion use the revised Article numbers.

The text of the new Article VI is

Article VI Election and Installation of Directors

Elections for strategic and technical directors shall be held at the annual meeting of the Foundation membership (hereinafter the ‘‘AGM’’).

Section 1 - Nominations

No less than eight (8) weeks prior to the AGM, the Secretary of the Foundation shall issue a call for the nomination of candidates for the director positions to be elected in that year. Candidates can be nominated by any member of the Foundation and must be seconded by a full member of the Foundation. Incumbent directors are eligible for nomination.

For the Board, there shall be a single pool of candidates.

For the Council, there shall be separate pools of candidates for the constituencies of project managers and non-project managers.

Nominations must be received by the Secretary no less than five (5) weeks prior to the date of the AGM. A candidate may include a short biography and statement, not exceeding 500 words in total.

Section 2 - Distribution of Candidate Information to the Membership

The Secretary will distribute to the membership the names, biographies,

and statements of candidates for director positions. Distribution of information to the membership will be carried out as specified in Article VII.

Section 3 - Voting Procedures

The directors to be elected in that year shall be elected by vote of the full members present at the AGM and those voting electronically as specified in Article VII.

The electoral method shall be approval voting. A vote for a candidate indicates a member's approval of that candidate. Members may vote for as many candidates as they wish. The ballot shall provide for write-in candidates.

To determine the result of the election, the candidates shall be ranked in order of votes received, within the three pools specified in Section VI.1. For each pool, the candidate receiving the most votes shall be considered elected unless this would make it impossible to satisfy the diversity requirements of the Board or Council, in which case the candidate is disqualified. Whether the candidate is elected or is disqualified, the candidate's name will be removed from the ranked list and the procedure repeated until a sufficient number of candidates have been declared elected, or no candidates remain. A candidate receiving no approval votes cannot be elected.

If the pool of candidates for strategic director positions is emptied and a vacant position remains, the position will remain open and a byelection will be called as specified in Section VI.4.

If either pool of candidates for technical director positions is emptied and a vacant position remains for that constituency, the position will remain open and a byelection will be called as specified in Section VI.4.

In the event that two candidates for a strategic director position receive the same number of votes, the tie will be broken by decision of the Board members who are not candidates in the election. For purposes of determining if the diversity requirements can be met, a candidate can represent at most one constituency. If there is any ambiguity about the constituency of a candidate, it shall be resolved by decision of the Board members who are not candidates in the election.

In the event that two candidates for a technical director position receive the same number of votes, the tie will be broken by decision of the Council members who are not candidates in the election.

Section 4 - Byelections

If a director position on the Board or Council remains vacant following the election held at the AGM, a byelection shall be called at the next meeting of the Board for the purpose of filling the vacant position. The

timing of this election shall be as specified in the preceding sections, with the scheduled date of the election substituted for the date of the AGM. All voting shall be conducted by electronic vote as specified in Article VII.

If a director position on the Board or Council becomes vacant for any other reason, a byelection shall be called at the next meeting of the Board, provided that the election can be completed at least four (4) months prior to the AGM.

Section 5 - Installation of Directors and Election of Officers

Strategic directors elected at the AGM shall take office at the first Board meeting following the election which satisfies the notification requirements of Article VII. This meeting must be held within four (4) weeks of the election. The first order of business at this meeting shall be the election of Foundation officers.

Strategic directors elected in a byelection shall take office at the first meeting of the Board following their election.

Technical directors elected at the AGM shall take office at the first Council meeting following the election which satisfies the notification requirements of Article VII. This meeting must be held within four (4) weeks of the election. The first order of business at this meeting shall be the election of Council officers.

Technical directors elected in a byelection shall take office at the first meeting of the Council following their election.

(ii) Change. Section III.3, Election and Term of Directors,

Each strategic director shall hold office for a term of three (3) years or until a successor is duly elected. In so far as is possible, the terms of office shall be staggered so that one-third (1/3) of the strategic directors are elected each year. Elections shall be held at each annual meeting of the Foundation, with the strategic directors to be elected in that year elected by vote of the full and institutional members present at the meeting and those voting electronically as specified elsewhere in these Bylaws.

Candidates for election to the Board can be nominated by any member of the Foundation and must be seconded by a full or institutional member of the Foundation. Incumbent strategic directors are eligible for nomination.

For election of strategic directors, members may vote for a number of candidates equal to the number of Board positions to be filled. Those candidates receiving the most votes will be considered elected. In the event that two candidates receive the same number of votes, the tie will

be broken by decision of the Board members who are not candidates in the election.

The Board membership reserved for the Chair of the Technical Leadership Council is not subject to the election procedure specified in this section.

is changed to

Each strategic director shall hold office for a term of three (3) years or until a successor is duly elected and takes office as specified in Article VI. In so far as is possible, the terms of office shall be staggered so that one-third (1/3) of the strategic directors are elected each year.

The Board membership reserved for the Chair of the Technical Leadership Council is not subject to the election procedure specified in this section.

(iii) Change. In Section III.5, Election of Foundation Officers, the sentences

The members of the Board shall elect as officers of the Foundation a President, Secretary, and Treasurer. The positions of Secretary and Treasurer may be held by the same individual.

is changed to

The members of the Board shall elect as officers of the Foundation a President, Secretary, and Treasurer, as specified in Article VI.

(iv) Change. Section III.6, Vacancies,

Any vacancies that may occur by reason of death or for any other cause on either the Board or in the Foundation officer positions may be filled by the Board from among those individuals that the Board determines are competent to fulfill the requirements of the open position.

is changed to

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any vacancies that may occur on either the Board or in the Foundation officer positions may be filled by the Board from among those individuals that the Board determines are competent to fulfill the requirements of the open position.

(v) Change. Section IV.3, Election and Term of Directors,

Each technical director shall hold office for a term of three (3) years or until a successor is duly elected. In so far as is possible, the terms of office shall be staggered so that one-third (1/3) of the technical directors are elected each year, and so that one-third (1/3) of the directors who are Project Managers and one-third (1/3) of the directors drawn from other groups are elected each year. Elections shall be held at each annual meeting, with the technical directors to be elected in that year elected by vote of the full and institutional members present at the meeting and those voting electronically as specified elsewhere in these Bylaws.

Candidates for election to the Council can be nominated by any member of the Foundation and must be seconded by a full or institutional member of the Foundation. Incumbent technical directors are eligible for nomination.

For election of technical directors, members may vote for a number of candidates equal to the number of Council positions to be filled. Those candidates receiving the most votes will be considered elected. In the event that two candidates receive the same number of votes, the tie will be broken by decision of the Council members who are not candidates in the election.

is changed to

Each technical director shall hold office for a term of three (3) years or until a successor is duly elected and takes office as specified in Article VI. In so far as is possible, the terms of office shall be staggered so that one-third (1/3) of the technical directors are elected each year, and so that one-third (1/3) of the directors who are project managers and one-third (1/3) of the directors drawn from other groups are elected each year.

(vi) Change. In Section IV.5, Election of Council Officers, the sentence

The technical directors shall elect a Chair and a Secretary to act at meetings of the Council. These officers shall be elected by the Council at its annual meeting for a one year term of office.

is changed to

The members of the Council shall elect as officers a Chair and a Secretary to act at meetings of the Council, as specified in Article VI. These officers shall be elected for a one year term of office.

(vii) Change. Section IV.6, Vacancies,

Any vacancies that may occur by reason of death or for any other cause on

either the Council or in its officer positions may be filled by the Council from among those individuals that the Council determines are competent to fulfill the requirements of the open position.

is changed to

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any vacancies that may occur on either the Council or in its officer positions may be filled by the Council from among those individuals that the Council determines are competent to fulfill the requirements of the open position.

(viii) Change. In Section VII.1, Annual Meetings, the first paragraph

There shall be an annual meeting of the Board of the Foundation for the purpose of receiving the annual reports and for the transaction of such other business as may come before the meeting. The time and place for holding the annual meeting shall be fixed by the Board. This annual meeting of the Board shall be considered simultaneously the annual meeting of the Foundation members.

is changed to

There shall be an annual meeting of the Board of the Foundation for the purpose of receiving the annual reports, election of directors, and for the transaction of such other business as may come before the meeting. The time and place for holding the annual meeting shall be fixed by the Board. This annual meeting of the Board shall be considered simultaneously the annual general meeting (AGM) of the Foundation membership.

(ix) Change. Section VII.6, Quorum and Voting by the Membership,

For a vote on any question put before the membership other than the election of directors, one-third (1/3) of the membership eligible to vote shall constitute a quorum. A simple majority of those voting constitutes approval.

is changed to

For a vote on any question put before the full members of the Foundation other than the election of directors, one-third (1/3) of the membership eligible to vote shall constitute a quorum. A simple majority of those voting constitutes approval.

(x) Change. Section VII.7, Notices to the Membership,

The interval between dissemination of a proposal to the membership and the close of the electronic voting period shall be at least fifteen (15)

days.

is changed to

The interval between distribution of a proposal to the full members of the Foundation and the close of the electronic voting period shall be at least fifteen (15) days.

(xi) Change. Section 8, Electronic Voting by the Membership,

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, the Board may specify, for any vote of the full and institutional membership, a generally accessible means of disseminating the proposal to be voted on, and a secure and verifiable means for members to cast votes electronically. Such votes must be registered prior to the start of voting by members present at the meeting where the vote is being held.

is changed to

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, the Board may specify, for any vote of the full members of the Foundation, a generally accessible means of distributing the proposal to be voted on, and a secure and verifiable means for members to cast votes electronically. Such votes must be registered prior to the start of voting by members present at the meeting where the vote is being held.

(xii) Change. In Article IX, Foundation Officers, the sentence

These officers shall be elected by the Board at the annual meeting of the Board.

is changed to

These officers shall be elected by the Board as specified in Article VI.

B amend050804.txt

File name: amend050804.txt

The purpose of this amendment to the motion is to make it clear that the terms of all directors standing for reelection end with the installation of new directors, even if this leaves vacancies on the Board or Council.

Proposed that the Motion to add election procedures to the Bylaws of the COIN-OR Foundation, Inc., be amended to read

In Item (i), Section VI.5, Installation of Directors and Election of

Officers, is amended to read

Section 5 - Installation of Directors and Election of Officers

Strategic directors elected at the AGM shall take office at the first Board meeting following the election which satisfies the notification requirements of Article VII; the terms of all strategic directors not reelected shall end simultaneously. This meeting must be held within four (4) weeks of the election. The first order of business at this meeting shall be the election of Foundation officers.

Strategic directors elected in a byelection shall take office at the first meeting of the Board following their election.

Technical directors elected at the AGM shall take office at the first Council meeting following the election which satisfies the notification requirements of Article VII; the terms of all technical directors not reelected shall end simultaneously. This meeting must be held within four (4) weeks of the election. The first order of business at this meeting shall be the election of Council officers.

Technical directors elected in a byelection shall take office at the first meeting of the Council following their election.

In Item (ii) the 'is changed to' portion is amended to read

is changed to

Each strategic director position shall be subject to election every three (3) years according to the procedures of Article VI. In so far as is possible, the terms of office shall be staggered so that one-third (1/3) of the strategic directors are elected each year.

The Board membership reserved for the Chair of the Technical Leadership Council is not subject to the election procedure specified in this section.

In Item (v), the 'is changed to' portion is amended to read

is changed to

Each technical director position shall be subject to election every three (3) years according to the procedures of Article VI. In so far as is possible, the terms of office shall be staggered so that one-third (1/3) of the technical directors are elected each year, and so that one-third (1/3) of the directors who are project managers and one-third (1/3) of the directors drawn from other groups are elected each year.