

# Evergreen Oversight Board Rules of Governance

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| <b>REVISION HISTORY</b> |
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| NUMBER | DATE | DESCRIPTION | NAME |
|--------|------|-------------|------|
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## 1 Name, Purpose, and Responsibilities

### 1.1 Name

The name of the organization is Evergreen Oversight Board (hereafter, “Board”).

### 1.2 Purpose

- a. The Board is the executive team of the Evergreen software project (hereafter, “Project”) that makes guiding decisions and leads the project forward.
- b. This Board exists for nonprofit purposes and, until resolved otherwise by the Board, shall operate as a member of a 501(c)(3) fiscal sponsor. The Board shall be governed and shall operate in a manner that does not jeopardize the fiscal sponsor’s 501(c)(3) status.
- c. The goal of the Board 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; and
  - iii. foster and protect the Evergreen assets.

While this Oversight Board is a member of a fiscal sponsor, the terms of the Fiscal Sponsorship Agreement with the fiscal sponsor shall prevail if any discrepancies are found between these Rules of Governance and the Fiscal Sponsorship Agreement.

### 1.3 Responsibilities

The issues discussed by the Board generally fall into these categories:

- a. Issues escalated from a committee or other subgroup in the Project that has reached an impasse but requires a decision by informed consensus;
- b. Issues that do not fall into the purview of any of the established committees or other subgroups, but requires a decision by informed consensus;
- c. Issues of strategic, as opposed to tactical, importance for the Project that require leadership and vision from above the team or subproject level to achieve; or,
- d. Sensitive legal or personnel issues which require research and discussion to protect the interests of the Project.

## 2 Evergreen Oversight Board

### 2.1 Authority

- a. The Board is the central administrative body of the Project. The Board is responsible for the overall policy and direction of the Project. The Board does not generally implement practices, but instead relies on the recognized community leadership within the Project – including but not limited to the Documentation Interest Group, the Communication Committee, and the Developer Team – to do so.

### 2.2 Compensation

- a. Board members shall serve without compensation.
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## 2.3 Composition

- a. The Board shall consist of eleven members.

## 2.4 Term

- a. The term of each Board member is three years.
- b. At the end of the Evergreen Conference for a calendar year, the term of outgoing Board members will end and the term of incoming Board members will begin. If no Evergreen Conference is held during a calendar year, terms will begin and end at midnight EDT on April 30.
- c. One-third of the Board positions shall be open for election each year. To implement this, each Board seat shall be designated a member of a cohort labeled "A", "B", or "C". Appendix A lists the cohort and next election date for Board members as of 12 April 2013.

## 2.5 Officers

- a. The 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.
  - 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 Board 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, posting meeting minutes on the Project's website, and assuring that the Board's records are properly maintained.
- b. One Board member shall be the official representative to the Fiscal Sponsor.
- c. 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.
- d. Board officers may be removed from office by an affirmative majority vote of the Board at any time it is deemed to be in the best interest of the Board. 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 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 Board. Neither resignation nor removal from office will affect the member's status as a member of the Board.

## 2.6 Meetings and Notices

- a. Regular meetings of the Board shall be held at least once per quarter to discuss various topics pertaining to the regular activities of the Project.
  - b. Special meetings of the Board may be called by the Chairperson, the Vice Chairperson, or any three (3) Board members.
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- c. Board members must be provided with notice of a meeting at least seventy-two (72) hours in advance of the meeting. Meeting notices shall be sent via email and each board member must provide the Board Secretary with an email address for the purpose of such notices.
- d. The meeting minutes of each regular and special meeting shall be posted publicly and promptly on the Project website.

## **2.7 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 taken or decision 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 Board, unless the law or these Rules of Governance specifically require a greater number.

## **2.8 Conflicts of Interest**

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

## **2.9 Removal and Resignation**

1. A member of the Board may be removed from the Board at any time by an affirmative vote of at least two-thirds (2/3) members of the Board. A vote to remove a Board member is effective immediately.
2. 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.
3. In the event of a vacancy on the board due to removal, resignation, or death, the Board shall appoint a replacement to serve the remainder of the term.
4. 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 Board in good condition to the Board member's successor, or to a person or place designated by the Board.

## **2.10 Inspection Rights**

Each member of the 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 Board. 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.

## **2.11 Transition to General Rules of Governance and General Elections**

By the end of the 2012 Evergreen International Conference or 30 April 2012, whichever comes sooner, the Board will have promulgated rules of governance for this Board and the Evergreen Project to be presented for approval by the general membership of the Evergreen Project during the conference. At that same time, the board will designate at least 1/3 of its seats to be filled by general election at the 2012 conference. The board will also hold new elections for the board officers at that time.

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### 3 Ad-Hoc Event Committees

The Oversight Board shall create ad-hoc committees and task forces as necessary to co-ordinate events including, but not limited to, conferences and seminars. Such committees and task forces shall have the power and duties to create plans, budgets and materials.

Such a committee shall submit a budget to the board for approval prior to implementing their assigned event. Upon approval of the budget, by the Oversight Board, and for the duration of the committee's task, the committee shall have the power to implement plans and create materials. The SFC shall be directed to work with designees of the committee to execute transactions within the constraints of the approved budget without the need for further intervention by the board. The committee will report to the Oversight Board on a monthly basis for the purpose of review and input.

### 4 Amendments

- a. These Rules of Governance may be amended by an affirmative vote of at least two-thirds (2/3) of the Board.
- b. Proposed amendments must be submitted to the Board Secretary in advance so that the Secretary can send out the proposed amendments with the meeting announcements.

### 5 Liquidation of Assets

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

### 6 Certification

The foregoing Rules of Governance were approved by an affirmative majority vote of the Evergreen Oversight Board on April 29, 2011.

### 7 License

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### 8 Appendix A — Board cohorts

| Cohort | Current Member     | Seat up for election |
|--------|--------------------|----------------------|
| A      | Rogan Hamby        | 2015                 |
| A      | Ben Hyman          | 2015                 |
| A      | Kathy Lussier      | 2015                 |
| B      | Lori Ayre          | 2013                 |
| B      | Jim Corridan       | 2013                 |
| B      | Dan Scott          | 2013                 |
| B      | Amy Terlaga        | 2013                 |
| C      | Galen Charlton     | 2014                 |
| C      | Stephen Elfstrand  | 2014                 |
| C      | Elizabeth McKinney | 2014                 |
| C      | Stephen Wills      | 2014                 |