

Zope Foundation

Minutes of a Meeting of the Board of Directors

Date and Time:	<i>Monday, June 26, 2006, 3p (CEST)</i>
Location:	Skype conference call
Directors Present:	Aroldo Souza-Leite, Chairman Martijn Faassen Jim Fulton Rob Page
Directors Absent:	None
Quorum Present:	Yes

Rob Page called the meeting to order at 15h05m CEST.

Jim Fulton reviewed the tentative agenda as follows:

- Elect a chairman
- Elect officers
- Form Membership and Finance Committees
- Schedule future Board Meetings
- Plan for Zope Foundation activities at EuroPython
- Review initial proposals
- Additional Business

Rob Page volunteered to be the secretary for the meeting.

The Board began a general discussion about the need to amend certain portions of the ByLaws. The Board discussed the requirement for a vote of the Membership-at-Large in order to implement changes to the ByLaws. The Board discussed the idea that, in a steady-state operating environment this is an important balance in power. The discussion continued and recognized that it might be difficult to get and retain the interest of the Membership when dealing with many of these items. The Board discussed the possibility of getting the approval of the Membership-At-Large to make changes to the ByLaws without a vote on each change. This special authority would be vested in the Board for a limited time (e.g., 60 days) and would require Board unanimity in order to make changes thereunder.

The Board asked Rob to draft a resolution for presentation to the Membership-At-Large giving the Board time-limited authority to make changes to the ByLaws which, in their unanimous opinion, are urgent and necessary. Jim noted specifically, that the clause

about actions to be taken without a meeting is itself inconsistent.

The Board discussed Director candidates for the position of Chairman. After discussion, Martijn Faassen nominated Aroldo Souza-Leite for the position of Chairman of the Board of Directors of the Zope Foundation. Jim seconded the nomination. No other discussion was conducted. The Board voted unanimously to elect Aroldo Souza-Leite to the position of Chairman of the Board.

Rob Page made a motion that the Board form a committee which would in turn guide the formation of the Zope Management Organization and further that Jim Fulton and Martijn Faassen serve on this committee. Jim Fulton seconded the motion. After discussion, Aroldo called for a vote. The Board voted unanimously to approve the motion.

The need and importance of the Membership Committee was discussed. In accordance with the ByLaws, Aroldo nominated Jim and Martijn to serve on the Membership Committee. Rob mentioned that Mark Pratt is eager and well-qualified to serve on the Membership Committee. Jim and Martijn will follow-up with him.

The Board discussed the ByLaws-directed requirement for two Directors to serve on the Membership Committee. Martijn made a motion that Rob draft an amendment to the ByLaws that would reduce Director participation on the Membership Committee to one (1) Director. Rob seconded the motion. There was no additional discussion. Aroldo called for a vote and the motion was passed unanimously.

The importance and operations of the Finance Committee was briefly discussed. In accordance with the ByLaws, Aroldo nominated himself and Rob to the Finance Committee.

Jim made a motion for the following slate of officers:

- President: Aroldo Souza-Leite
- Secretary: Rob Page
- Treasurer: Rob Page

Martijn seconded the motion. During discussion it was agreed that Treasurer duties should be transitioned to another Director at the first possible opportunity. Aroldo called for a vote. The Board unanimously approved the slate of officers offered by Jim.

Jim solicited comments about what Zope Foundation activities can/should be conducted at the upcoming EuroPython conference. A dinner and panel discussion have been organized. The Board discussed the need to begin the definition of a Zope Development Process. This process is to be simple at first and evolve over time.

Jim discussed the importance of active Membership. Passive members can make Foundation operations difficult by making it difficult to achieve a quorum. Jim suggested that there are Committers that have valuable technical contributions to make but that might not be interested in or have earned the privilege to participate as full Foundation members. The Board generally agreed that it could be useful to disconnect the ideas of Committer privileges from the ideas associated with Membership.

Rob mentioned that the ByLaws, as drafted, did not contemplate the separation of Committer status from Member status. Jim noted that there is nothing in the committer agreement that links it to membership. The Board asked Rob to develop suggestions for any amendments to non-Member Committer Agreements.

Martijn made a motion that Dieter Maurer be invited to become a Committer Member. Jim seconded the motion. There was no discussion. Aroldo called for a vote and the motion was passed unanimously. Jim will follow-up with Dieter on this topic.

Martijn raised the issue that some Committers to the Five project were not included in the initial set of Committer invitations. The Board reviewed the history of the Five software. Rob made a motion that the Membership Committee be given special authority for thirty days (i.e., through July 26, 2006) to extend invitations to developers that were omitted from the invitation process. Martijn seconded the motion. There was no discussion. Aroldo called for a vote and the motion was passed unanimously.

The Board discussed the importance and practical necessity of ensuring maximum participation in Foundation efforts by the Membership-at-Large.

Jim made a motion to form a committee of the Board to address the www.zope.org website and further nominated Martijn and Aroldo to serve on the Committee. Martijn seconded the motion. During discussion, the Board asked this committee to consider alternatives for mission, implementation and operations of the site(s). The Board expects this Committee to make liberal use of community volunteers. This Committee shall have the authority of the Board to make decisions regarding zope.org.

Jim made a motion that dues for Associated Members be reduced to \$95 USD per year. Martijn seconded the motion. Aroldo called for a vote and the motion was passed unanimously.

The Board asked Rob to discuss the decision to emphasize the zope.org site as the primary Zope Foundation web presence with Mark Pratt.

The Board asked Rob to announce the results of the elections and appointments made during this Board meeting to the Zope community.

The Board scheduled the following Board meetings:

- Tuesday, July 11, 3p (CEST) / 9a (US/EDT)
- Tuesday, August 1, 3p (CEST) / 9a (US/EDT)

These meetings will be conducted via Skype. Jim Fulton will initiate a Skype conference call at the meeting start times.

Aroldo adjourned the meeting at 16h39m CEST.

Committee Memberships

The following Committees are seated and operating:

<i>Committee</i>	<i>Chairman</i>	<i>Members</i>
Finance (see Note 1)	Rob Page	Rob Page Aroldo Souza-Leite
Membership (see Note 1)	Jim Fulton	Jim Fulton Martijn Faassen
Zope.org	Martijn Faassen	Martijn Faassen

<i>Committee</i>	<i>Chairman</i>	<i>Members</i>
		Aroldo Souza-Leite
ZMO Formation	Jim Fulton	Jim Fulton Martijn Faassen

Note 1: This is a standing committee of the Board of Directors as required by the Foundation's ByLaws.

~~~ SOMEONE made a motion, via email, to accept and post these meeting minutes.

~~~ SOMEONE seconded the motion. Aroldo called for a vote and the motion was passed unanimously on June XX, 2006.

Respectfully submitted,

Robert S. Page
Secretary
Zope Foundation