



# RECORD OF PROXY VOTES

October 2018 Zephyr Foundation Board

During their September 17, 2018 meeting, the Zephyr Board voted to solicit feedback from the membership on two Bylaws changes, as required per the Zephyr Bylaws.

## Member Feedback

### Email to Membership

The following email text was sent to the Zephyr Membership on September 18th, 2018:

Per the Zephyr Bylaws, the membership must be notified and given 15 days to comment ahead of the board adopting a proposed change to the bylaws. We have two changes that we'd like to put forward at this time. Please comment (by replying to this email) by October 3rd in order to have your comment considered.

#### **Change #1: Number of Board Members**

The board would like to change Article II Section 3 of the bylaws to change the number of board members from seven to nine. Board members are required to be active participants in Project Management Groups (see next proposed change), and we have a lot of work we'd like to get started but not enough bodies in a seven-member board to accomplish what we'd like. Nine members increases this reach.

Who would fill the new board member slots?

At our annual member meeting, we discussed this option with the membership and proposed that they would be filled by the second and third-place vote-getters in our annual board membership election from this year. This is the board's intent.

#### **Change #2: Project Management Group Board Participation**

The board would like to change the last sentence of Article IV, Section 5 to read "At least one member of each Project Management Group must be a Director" [ rather than the chair ]. This reflects the fact that directors have a lot of responsibilities already and the work of the chair may best be done by somebody else. However, it retains the governance connection between the Board and the Project Management Group by having overlapping membership



## Feedback

We received feedback from three members in response to our request for feedback on the proposed changes to the bylaws which was transmitted to the Board on October 12th.

Member 1: "Fine with me."

Member 2: "I am totally fine with increasing the board membership from seven to nine members, but opposed to just choosing third and fourth place finishers in last election. I think you should open floor for nominations and then run the election based on the results. If you want to automatically include the third and fourth place finishers then fine. I would also support the existing seven members making interim appointments that would be ratified in the next election cycle. But if the current third and fourth place finishers didn't do better than they did one must wonder if they were already for the most part rejected by those who voted. Let those results stand."

Member 3: "I support the second proposed change that the board member in each project management group need not be that group's chair. I'm inclined to support the first proposed change – I would simply like some information about the current and anticipated project management groups that would make it advantageous to have two more board members. I think having broader opportunities for leadership – whether as a board director or a project management group chair – will be good for the long-term health of the foundation by minimizing the likelihood of any individual “burning out.”"

## Actions

The board unanimously adopted the following five actions via email.

### Action 1: Board Size Bylaws change

Change the Zephyr bylaws to expand the number of board members to nine.

### Action 2: Empty Board Spot Appointment [Authorized per Bylaws Section II Article 5 ]

Add the second and third-place vote-getters from the June 2018 election to the Zephyr Board: Joe Castiglione and Billy Charlton.

### Action 3: Officer Election

Chair + President: Billy Charlton

Secretary: Mario Scott

Diversity Officer: Hani Mahmassani

Treasurer: Rosella Picado



#### **Action 4: Board Involvement in PMGs Bylaws Change**

Change a sentence in the Zephyr Bylaws, Section IV.5 Project Management and Other Advisory Groups from: “The chair of each Advisory Group must be a director” to: “a member of each advisory group must be a director”.

#### **Action 5: PMG Chair Appointment**

General Network Feed Specification: Joe Castiglione

Fast-Trips: Lisa Zorn

Software Badging: David Ory

Open Science: Gregory Erhardt

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This voting record was unanimously adopted by a Board vote on November 19, 2018



**BYLAWS**  
**OF**  
**ZEPHYR FOUNDATION**

**ARTICLE I**

Members

I.1. Members; Qualifications; Classes. Any individual interested in the purposes of the Corporation who pays annual dues and fees in amounts established from time to time by the Board of Directors and meets such other qualifications as the Board may set shall be eligible to be a Member of the Corporation. The Board of Directors may establish different criteria and require different dues amounts for specific classes of membership; but the Corporation shall have only one class of voting Members. Memberships in the Corporation are not transferable.

I.2. Voting Rights of Members. Each voting Member shall have the right to vote to elect or remove Directors. Members shall have no voting rights on other matters pertaining to the Corporation, and all such voting rights and powers shall be exercised by the Board of Directors. Voting Members may cast their votes in person or by proxy and may do so by electronic transmission within a specified time after a meeting if authorized by the Board of Directors. Each proxy must be in writing, signed by the Member or his or her attorney-in-fact, and the proxy may not be valid for more than three years after its date unless it expressly provides for a longer period.



I.3. Annual and Special Meetings. Meetings of voting Members may be held at such place and time as may be provided in the notice of the meeting and approved by the President or the Board of Directors. An annual meeting of the voting Members shall be held each year before the annual meeting of the Board of Directors. Special meetings of the voting Members may be called by the President or the Board of Directors and shall be called by the Secretary upon demand of ten percent (10%) of voting Members. Only business within the purpose or purposes described in the notice of a special meeting of Members may be conducted at the meeting. One third (1/3) of the Members entitled to vote, in person or by proxy, shall constitute a quorum for the transaction of business.

I.4. Member List and Record Date. At least ten (10) days before each meeting of Members, the Corporation shall compile a list of the names and contact information of Members entitled to vote at that meeting and shall make the list available to Members for any purpose germane to the meeting. The record date to determine the Members entitled to vote at any meeting shall be the close of business on the day before the day on which notice of the meeting is given, and that date shall apply to any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting.

I.5. Notice of Meetings. Written notice stating the place, day, and hour of each meeting of Members and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each voting Member not less than ten (10) nor more than sixty (60) days before the date of the meeting (except when a different time is required by law) either personally or by mail, telecopier, electronic mail, or private courier.



I.6. Waiver of Notice. A Member may waive any required notice before or after the date and time of the meeting that is the subject of the notice. The waiver shall be in writing, signed by the Member entitled to the notice, and delivered to the Secretary for inclusion in the minutes or filing with the corporate records. A Member's attendance at or participation in a meeting (i) waives any required notice of the meeting, unless the Member at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business there and does not thereafter vote for or assent to any action taken at the meeting; and (ii) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented.

## ARTICLE II

### Directors

II.1. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors, which shall have all voting power except the power to elect Directors, which power is vested in the voting Members of the Corporation, and the power to remove Directors, which may be exercised either by the Board of Directors or by the voting Members.

II.2. Number of Directors. The Board of Directors shall consist of nine (9) individuals. The number of Directors may be changed by amendment of these bylaws but shall not be less than three (3).

II.3. Election and Term. Directors shall be elected by the voting Members of the Corporation and shall be divided into four (4) classes as nearly equal in number as possible.



Except as provided in the Articles of Incorporation for the initial Board of Directors, the terms of Directors in all classes shall be four (4) years. If the number of Directors is changed, the increase or decrease shall be apportioned among the classes so as to make all classes as nearly equal in number as possible.

II.4. Honorary Directors. The Board of Directors may designate any former Director as an Honorary Director. Honorary Directors shall have no legal duties and no vote on matters brought before the Board, but they may attend meetings of the Board and participate in any discussions not conducted in executive session. Honorary Directors shall be subject to the resignation and removal provisions of these bylaws; but they shall not be considered Directors for other purposes including, but not limited to, determining the presence of a quorum or the number of votes necessary to take a particular action.

II.5. Removal; Vacancies. The Board of Directors or the voting Members may remove any Director, with or without cause, but only at a meeting called for that purpose; and the meeting notice must state that the purpose, or one of the purposes, of the meeting is to remove the Director. A Director may be removed only upon the affirmative vote of a majority of the remaining Directors or a majority of the voting Members, as the case may be. The voting Members may fill a vacancy on the Board of Directors, whether resulting from the death, resignation or removal of a Director, an increase in the number of the Directors, or another cause. A resignation that will become effective at a specified later date may be filled before the vacancy occurs, but the new Director may not take office until the specified date.

II.6. Chair and Vice Chair. The Board of Directors shall elect from among its members a Chair and a Vice Chair of the Board. The Chair shall be responsible for conducting



the meetings of the Board and fulfilling such other responsibilities as the Board may prescribe; and in the absence or incapacity of the Chair, the Vice Chair shall assume those duties.

II.7. Meetings. The annual organizational meeting of the Board shall be held each [June] for the purpose of electing officers and transacting such other business as may come before the meeting. Regular meetings of the Board shall be held at such time and place as the Board may determine by resolution. Special meetings of the Board may be called at any time by the Chair, the President, the Secretary or any three Directors.

II.8. Notice of Meetings. Except as provided elsewhere in these bylaws or in applicable law, no notice of the annual meeting or any regular meeting of the Board shall be required. Notice of each special meeting shall be mailed to each Director's residence or usual place of business at least three (3) days before the date of the meeting or given by telephone, telecopier or electronic mail at least two (2) days before the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or any waiver of notice of the meeting.

II.9. Waiver of Notice. A Director may waive any required notice before or after the date and time stated in the notice, and such a waiver shall be equivalent to the giving of the notice. A Director's attendance at or participation in a meeting waives any required notice of the meeting to that Director unless the Director, at the beginning of the meeting or promptly upon arrival, objects to holding the meeting or transacting business there and does not thereafter vote for or assent to action taken at the meeting. The waiver of a Director who does not attend or participate in the meeting must be in writing, signed by the Director, and filed with the minutes or corporate records.





II.10. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to time without notice until a quorum shall be present.

II.11. Participation in Meetings. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting. Directors may not vote by proxy.

II.12. Actions Without Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the actions so to be taken, shall be signed by manual or electronic means by all of the Directors before or after the action is to become effective. If a consent specifies an effective date, it shall be effective as of that date, provided it also states the date that each Director executed it; otherwise the consent shall be effective when the last Director signs it. A Directors' consent shall have the same force and effect as a unanimous vote at a meeting of the Board of Directors and may be described as such in any document.

II.13. Compensation. The Corporation shall not pay compensation to any Director for serving in that capacity, but a Director shall be entitled to reimbursement for reasonable expenses incurred on behalf of the Corporation or in connection with transacting the affairs of the Corporation.



## ARTICLE III

### Officers

III.1. General. The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, a Diversity Officer, and if deemed advisable by the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. All officers shall serve until the annual meeting of Directors next following their election and until their successors are elected. At each annual meeting of Directors, the Directors shall elect officers to fill vacancies occurring at that meeting. Any person may hold two or more offices simultaneously other than the offices of President and Secretary.

III.2. President. The President shall be the chief executive officer of the Corporation, shall be primarily responsible for implementing the policies and procedures established by the Board of Directors and shall serve as the primary representative of the Corporation to the general public. The President shall supervise the other officers, agents and employees of the Corporation, perform such other duties as may be prescribed from time to time by the Board of Directors, and have all other powers and duties that pertain to the position of chief executive officer.

III.3. Secretary. The Secretary shall certify the actions of the Board of Directors when necessary, keep the minutes of the Board of Directors, maintain the records of the Corporation, give all required notices of meetings of the Board of Directors, and have such other powers and duties as may be prescribed by the Board of Directors from time to time.

III.4. Treasurer. The Treasurer shall have custody of all operating funds of the Corporation and shall see that a true and accurate accounting of the financial transactions of the



Corporation is made and that reports of those transactions are presented promptly to the Executive Committee, if any, and the Board of Directors.

III.5. Diversity Officer. The Diversity Officer shall guide efforts to conceptualize, define, assess, nurture, and cultivate diversity within the Corporation; maintain records on the diversity of its Directors, officers, and Members; report on those topics at the annual meeting of Members; and ensure compliance with the non-discrimination policy set forth in Article 6.3.

III.6. Vice Presidents and Other Assistant Officers. Vice Presidents and other assistant officers shall have such powers and duties as the Board of Directors may prescribe from time to time. Assistant officers may, in the absence of the officers they assist, exercise the authority of those officers. In the event of a vacancy in any assisted office, the assistant officer having the greatest period of service to that assisted office shall assume the powers and duties of the vacant office.

III.7. Agents. Such agents as the Board of Directors may deem necessary may be elected, appointed or chosen in the manner prescribed by the Board. The authority and duties of each agent shall be those prescribed in the resolution adopted by the Board of Directors establishing the need for that agent.

III.8. Removal of Officers and Agents. Any officer or agent may be removed with or without cause whenever the Board of Directors in its absolute discretion shall consider that the agent's removal will serve the best interests of the Corporation. Any agent appointed otherwise than by the Board of Directors may be removed with or without cause at any time by any officer having authority to appoint the agent whenever that officer in the exercise of



absolute discretion shall consider that the agent's removal will serve the best interests of the Corporation. Election or appointment of an officer or agent shall not of itself create contract rights.

## ARTICLE IV

### Committees

IV.1. Executive Committee. The Board of Directors may appoint an Executive Committee, consisting of the President, the Vice President, and one or more other members of the Board, which may, to the extent consistent with law, exercise the authority of the Board between meetings of the Board. The Executive Committee may establish its own rules for holding and conducting meetings not inconsistent with law, the Articles of Incorporation or these bylaws.

IV.2. Other Committees. The Board of Directors may create such other committees as it may deem appropriate, appoint to membership any Directors, and fix and prescribe their rights, duties, power, authority and terms of office.

IV.3. Operating Procedures. The provisions of these bylaws that govern meetings, action without meeting, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to all committees of the Board and their members as well. Each committee may establish its own additional rules of procedure not inconsistent with these bylaws.

IV.4. Limitations on Authority. No committee may (1) approve or recommend to Members any action that state law requires to be approved by Members, (2) fill vacancies on the Board or on any of its committees, (3) amend the Articles of Incorporation, (4) amend,



adopt, or repeal Bylaws, (5) approve a plan of merger or consolidation, (6) approve the sale, lease, exchange or other disposition, or the mortgage, pledge or other encumbrance, of all or substantially all of the property and assets of the Corporation, or (7) approve the dissolution of the Corporation or revoke a voluntary dissolution.

IV.5. Project Management and Other Advisory Groups. The Board of Directors may appoint one or more Project Management Groups or other Advisory Groups consisting of individuals familiar with the goals and activities of the Corporation, whether or not they be Members or Directors. Such an Advisory Group will assist the Board of Directors, as the Board may request, with the active management of projects including, without limitation, creating or maintaining “open-source” software for distribution to the public at no charge. A member of each Advisory Group must be a Director.

## ARTICLE V

### Conflicts of Interests

V.1. Duty of Directors, Officers, and Employees. The directors, officers, and employees of the Corporation shall exercise the utmost good faith in all transactions touching upon their duties to the Corporation and its property. In their dealings with and on behalf of the Corporation, they are held to a strict rule of honest and sincere dealing between themselves and the Corporation. They shall not use their positions, or knowledge gained therefrom, so that a conflict might arise between the Corporation’s interest and that of the director, officer, or employee.

V.2. Interest. For purposes of this policy, a person shall be deemed to have an “interest” in a contract, transaction, or other arrangement, or in the same or related business as



the Corporation, if the person is the party (or one of the parties) or is a director, trustee, officer, or general partner of, or has a material financial or influential interest in, an entity that is the party (or one of the parties) contracting or dealing with the Corporation. Relationships and dealings of the Corporation with corporations, partnerships, joint ventures, or other entities owned, controlled, or managed by the Corporation shall not constitute interests under this Article.

V.3. Full Disclosure. Any director, officer, or employee having an interest in a contract, transaction, or arrangement presented to the Board of Directors or a committee thereof for consideration, authorization, approval, discussion, or ratification shall make a prompt, full, and frank disclosure of his or her interest to the Board of Directors at the first meeting of the Board after the conflict occurs, and in any case before the Board or committee takes action on the contract, transaction, or arrangement. Disclosure shall include any relevant and material facts known to the person that might reasonably be construed to be adverse to or potentially adverse to the Corporation's interest.

V.4. Standards and Procedures.

(a) The Board of Directors shall determine, by majority vote of the noninterested Directors, whether the disclosure shows that a conflict of interests exists or can reasonably be construed to exist.

(b) The Board of Directors may request the person to provide factual information regarding the potential or actual conflict of interests and the proposed contract, transaction, or arrangement.



(c) If deemed appropriate, the Board of Directors may appoint a non-interested person or committee or subcommittee to investigate alternatives to the proposed contract, transaction, or arrangement.

(d) If a conflict of interests is deemed to exist, the person having the conflict of interests shall not participate or attend, vote on, or use personal influence in connection with the discussions, deliberations, or vote with respect to that contract, transaction, arrangement, or related matters affecting the Corporation.

(e) At any meeting of the Board of Directors where the contract, transaction, arrangement, or related matters are under discussion or are being voted upon, a quorum is present if a majority of Directors who have no direct or indirect personal interest in the contract, transaction, or arrangement participate in the vote held to authorize, approve, or ratify the contract, transaction, or arrangement.

(f) In order to approve such a contract, transaction, or arrangement, the Board of Directors must first find, by majority vote without counting the vote of the interested Director or Directors, that:

- i. the proposed contract, transaction, or arrangement is in the Corporation's best interest and for its own benefit; and
- ii. the proposed contract, transaction, or arrangement is fair and reasonable to the Corporation.

(g) The minutes of the meeting shall reflect the disclosure made, the persons present for the discussion and vote, the content of the discussion, the vote thereon (including any roll call), and, where applicable, the abstention from voting and participation, and



that a quorum was present. The Corporation shall keep minutes of the discussions and deliberations as part of the minutes of the Corporation.

V.5. Corrective and Disciplinary Action. A violation of this Conflicts of Interests Policy is a serious matter and may constitute cause for removal or termination of a Director, officer, or employee or other significant disciplinary action.

## ARTICLE VI

### Miscellaneous Provisions

VI.1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

VI.2. Voting of Interests Held. The Corporation may hold stock, membership interests or other securities in other corporations or enterprises. Unless otherwise provided by the Board of Directors, the President or the Secretary may, on behalf of the Corporation, cast the votes or take such other actions as the Corporation may be entitled to cast as a stockholder, member or voting interest holder in the other corporation or enterprise; and they may from time to time appoint one or more agents of the Corporation to take such actions on behalf of the Corporation pursuant to instructions. The appointing officer may execute, or cause to be executed on behalf of this Corporation, such written proxies, consents, waivers or other instruments as the officer may deem necessary or proper.

VI.3. Non-Discrimination. The Corporation is committed to providing an inclusive and welcoming environment for all individuals. It shall not discriminate on the basis of race, color, religion, gender, gender expression, age, national origin, disability, marital status, sexual orientation, or military status in any of its activities or operations including, but not limited to hiring, selection of Members, and election of Directors.





VI.4. Amendment of Bylaws. The power to alter, amend or repeal the bylaws of the Corporation or to adopt new bylaws shall be vested in the Board of Directors; but no such action shall become effective until fifteen (15) days after the Corporation attempts, in good faith, to give notice of the action to the voting Members. Notwithstanding the foregoing, the provisions of Section 1.2 relating to electronic voting constitute an agreement among the directors of a corporation pursuant to Section 13.1-852.1 of the Code of Virginia, as amended, and may be repealed or amended only by a two-thirds vote of the Directors in office.

Adopted at the annual meeting of the Board of Directors of the Corporation on September 17th, 2018 by a unanimous vote of the initial Directors.

\_\_\_\_\_  
Billy Charlton, President

Attest:

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Mario Scott, Secretary