

Open Source Hardware Association
Board of Directors Meeting
MINUTES
February 15, 2012

I. Call to Order

The meeting was called to order at 10:05AM by Alicia Gibb

Board members in attendance: Catarina Mota, Nathan Seidle, Windell Oskay, Wendy Seltzer, Danese Cooper, Tom Igoe, Aaron Williamson

II. Reading and approval of the previous minutes

- This is the first board meeting

III. Ratification of email votes

- There were no email votes to ratify.

IV. Financial Report

- There were no significant financial transactions to discuss at this time.

V. Old Business

- None

VI. New Business

- Honorary Observers
 - Danese laid out the OSI's methodology for Honorary Observers
 - Alicia and Aaron will write up code of conduct for honorary observers
- 501c3 briefing from Aaron regarding tax exemption, membership, purposes.
 - Voting will not happen on ad-hoc issues, issues must be on agenda for 24 hours before they get voted on.
 - Membership: We will need to figure out the benefits and cost if any for membership. Aaron will send us some examples of other organizations membership.
 - Purposes: Incorporation in NY requires our purposes, we have a start on our purposes from the initial organization meeting in Jan. and will modify those.

VIII. Adjournment and Next meeting

Adjourned: 11:20AM. Next meeting will be March 8th, 2012 10AM Mountain Time

Open Source Hardware Association
Board of Directors Meeting
MINUTES
March 8, 2012

I. Call to Order

The meeting was called to order at 10:05AM by Alicia Gibb

Board members in attendance: Catarina Mota, Nathan Seidle, Windell Oskay, Wendy Seltzer, Danese Cooper

II. Reading and approval of the previous minutes

III. Ratification of email votes

- There were no email votes to ratify.

IV. Financial Report

- There were no significant financial transactions to discuss at this time.

V. Old Business

- Honorary Observers
 - We invited Ayah Bdeir as an honorary member understanding there will be a code of conduct and she accepted.

VI. New Business

- Tom has stepped down from the board due to time constraints.
 - Discussion of how to replace him via either moving down list of votes or new public nominations.
 - We only need 3 board members to incorporate in NY so we will move forward with incorporation.
- Procedures on voting:
 - Voting will not happen on ad-hoc issues, issues must be on agenda for 24 hours before they get voted on.
 - Votes at meetings can use Apache's vote method which you ask if anyone disagrees or is against the vote.
 - Votes via email will be +1 if in agreement, or will require more discussion.
- By-laws:
 - Aaron and Alicia will write up a first draft of by-laws and discuss by email
- Vote on Purposes:

1) Educate individuals and the general public about Open Source Hardware.

2) Organize the Open Source Hardware movement around shared values and principles.

3) Provide information and advisement on best practices and standards of Open Source Hardware.

4) Encourage collaborative learning, knowledge exchange, and social cohesion through conferences and other events focused on Open Source Hardware.

5) Promote the use and development of Open Source Hardware, including to encourage educational and economic development."

6) Collect, compile and publish data on the Open Source Hardware movement.

7) To conduct any and all lawful activities which may be useful in accomplishing the foregoing purposes.

- Windell proposes adding the word "To" at the beginning of the paragraph, unanimous agreement
- Nathan moves to approve the 7 purposes with prior edit
- Wendy seconds
- Unanimous approval

- Vote on initial website language

"The Open Source Hardware Association is coming soon! It will be a non-profit organization (status pending) working to spread the love of open source hardware. We're working out details, and as soon as we know, you'll know!"

- Danese proposes adding "check back at oshwa.org", unanimous agreement
- Nathan moves to approve text
- Danese seconds
- Unanimous approval

VIII. Adjournment and Next meeting

Adjourned: 11:20AM. Next meeting will be April 5th, 2012 10AM Mountain Time

Open Source Hardware Association
Board of Directors Meeting
MINUTES
April 5, 2012

I. Call to Order

The meeting was called to order at 10:00AM by Alicia Gibb

Board members in attendance: Catarina Mota, Nathan Seidle, Windell Oskay, Wendy Seltzer, Danese Cooper

II. Reading and approval of the previous minutes

III. Ratification of email votes

- There were no email votes to ratify.

IV. Financial Report

- Motion for Catarina and Alicia to chose bank and be signatories on the OSHWA Bank account.
- Unanimous approval

V. Old Business

- New board member
 - We decided to give Massimo right of first refusal (Ayah commented she was too busy to take on this position) and then move to a public vote.
- Voting procedures were reviewed again

VI. New Business

- Website structure and page content review
 - Several edits were made
 - Launch April 9th
 - Unanimous approval
- Video sketch
 - Catarina spearheaded an educational open hardware video with Sparkfun

VIII. Adjournment and Next meeting

Adjourned: 11:00AM. **Next meeting will be May 3rd, 2012 10AM Mountain Time**

Open Source Hardware Association
Board of Directors Meeting
MINUTES
May 3, 2012

I. Call to Order

The meeting was called to order at 10:05AM by Alicia Gibb
Board members in attendance: Catarina Mota, Nathan Seidle, Windell Oskay, Wendy Seltzer, Danese Cooper

II. Reading and approval of the previous minutes

- The previous month's minutes (February, March, April) of 2012 were discussed. They will be reviewed, discussed, and approved via email by the directors.

III. Ratification of email votes

- There were no email votes to ratify.

IV. Financial Report

- There were no significant financial transactions to discuss at this time.

V. Old Business

- New York denied the incorporation application. It was voted and approved that OSHWA will apply to incorporate in the state of Delaware. Alicia will discuss with Aaron any challenges this may pose.
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VI. New Business.

- Wendy will be responsible for intra-meeting note taking. Nathan will be responsible for compiling the notes into formal minutes. This arrangement will remain in place until a formal secretary can be elected.
- Notes will be recorded to a wiki used by the board. Access will be limited to board members.
- It was voted and approved to change the E purpose of OSHWA from
 - Promote the use and development of Open Source Hardware, including to encourage educational and economic development.
- to
 - Advocate the use and development of Open Source Hardware, including to encourage educational and economic development.
- Danese is requesting a free/non-profit account with SocialText for wiki storage.
- Danese will report on OSI's concerns on the OSHWA logo at the following meeting.

VIII. Adjournment and Next meeting

Adjourned: 11:10AM. **Next meeting will be June 7th, 2012 10AM**

Open Source Hardware Association
Board of Directors Meeting
MINUTES
June 6, 2012

I. Call to Order

The meeting was called to order at 10:05AM by Alicia Gibb
Board members in attendance: Catarina Mota, Nathan Seidle, Danese Cooper
Legal representative: Aaron Williamson
Late to the meeting: Wendy Seltzer

II. Reading and approval of the previous minutes

- The previous month's (May) minutes were discussed and approved as presented.

III. Ratification of email votes

- A vote to incorporate in Delaware was ratified.

IV. Financial Report

- There were no significant financial transactions to discuss at this time.

V. Old Business

- Previous months' minutes (February, March, April) were approved as presented.

VI. New Business

- Incorporation in Delaware went through
- Trademark and OSI – Alicia will talk to OSI about setting up a call with both boards to discuss working together
- Korea is our first internationally represented branch. We may want to have an affiliation program in the future.
- Process for voting new members – because we are incorporated we can't have public nomination and vote. The board will elect the new board member them in this time. In the future, new board members will be voted in by members of OSHWA.
- Process for honorary board observers has no limitations. Process and code of conduct will be written into by-laws.
- Summit update – 30% sponsorship committed. OSHWA bank account needed. OSHWA will present as a panel / forum at the Summit.

VIII. Adjournment and Next meeting

Adjourned: 11:16AM. Next meeting will be July 5th, 2012 10AM

Open Source Hardware Association

Board of Directors Meeting

MINUTES

July 5, 2012

I. Call to Order

The meeting was called to order at 10:00AM by Alicia Gibb

Board members in attendance: Catarina Mota, Nathan Seidle, Wendy Seltzer, Windell Oskay, Danese Cooper

II. Reading and approval of the previous minutes

- The previous month's (June) minutes were discussed and approved as presented.

III. Ratification of email votes

- There were no email votes to ratify.

IV. Financial Report

- There were no significant financial transactions to discuss at this time.

V. Old Business

- Alicia updated the board on the filing of the paperwork for OSHWA to become a non-profit with the US federal government.

VI. New Business.

- The board approved the statement of Sole Proprietor.
- Danese motions and Catarina seconds to elect Windell as vice president and Nathan as secretary. The motion was approved. Alicia appoints Windell as VP and Nathan as secretary.
- The board approved Wells Fargo as its bank.
- The purposes of OSHWA were reviewed and refined.
- The call with OSI was discussed. The board decided to put together a list of requirements that we would want in a license to use a derivative of the OSI logo. The list will then be submitted to OSI to be implemented into a license.

VIII. Adjournment and Next meeting

Adjourned: 11:25AM. **Next meeting will be August 2nd, 2012 at 10AM MDT**

Open Source Hardware Association

Board of Directors Meeting

MINUTES

August 2, 2012

I. Call to Order

The meeting was called to order at 10:00AM by Alicia Gibb

Board members in attendance: Catarina Mota, Nathan Seidle, Windell Oskay, Wendy Seltzer

II. Reading and approval of the previous minutes

- The previous month's (July) minutes were discussed and approved as presented.

III. Ratification of email votes

- There were no email votes to ratify.

IV. Financial Report

- The OSHWA bank account has been setup with Wells Fargo. Alicia will look into adding an additional signatory.

V. Old Business

- Catarina updated the board on the current status of donations and sponsorship for the upcoming Open Hardware Summit.

VI. New Business.

- A google doc will be created by the board to brainstorm OSHWA membership process.
- A google doc will be created by Nathan for the discussion of a project spec for a directory of OSHW projects (no Klingon or Swedish Chef programming languages accepted).
- A flyer will be created by Alicia (or a volunteer) to be included in the OHS gift bag (may include a unicorn).
- A google doc will be created by Nathan to start the creative direction for the OSHWA logo.
- The board agreed to post a topic to the website regarding the use of the gear logo and OSI's concerns.

VIII. Adjournment and Next meeting

Adjourned: 11:00AM. **Next meeting will be September 6th, 2012 at 10AM MDT**

Open Source Hardware Association

Board of Directors Meeting

MINUTES

September 6, 2012

I. Call to Order

The meeting was called to order at 10:00AM by Alicia Gibb

Board members in attendance: Catarina Mota, Nathan Seidle, Windell Oskay, Wendy Seltzer

II. Reading and approval of the previous minutes

- The previous month's (August) minutes were discussed and approved as presented.

III. Ratification of email votes

- There was an email vote to move forward with a coexistence agreement with OSI. It was ratified.

IV. Financial Report

- There were no significant financial events to report.

V. Old Business

- The OSI is currently going over the co-existence agreement with Aaron.
- OSHWA will not have a Maker Faire table but will hand out flyers to makers that do OSHW. The flyer is being prepared by Alicia and will require the new OSHWA logo.
- The first version of the OSHWA video is complete. The 2nd version is pending and should be complete by the OHS.

VI. New Business.

- Board members will fill out disclosure forms. Wendy will provide the forms.
- Membership benefits were discussed. One benefit tier was removed.
- The OHS badges made by Windell/EMSL was reviewed. (They look amazing!)
- Alicia will look into PayPal subscriptions for membership dues.
- Catarina gave an update on the summit plans.
- A table for OSHWA at the summit was discussed.

VIII. Adjournment and Next meeting

Adjourned: 11:03AM. **Next meeting will be October 4th, 2012 at 10AM MDT**

Open Source Hardware Association

Board of Directors Meeting

MINUTES

October 4, 2012

I. Call to Order

The meeting was called to order at 10:00AM MDT by Alicia Gibb

Board members in attendance: Catarina Mota, Windell Oskay, Wendy Seltzer

II. Reading and approval of the previous minutes

- The previous month's (September) minutes were discussed and approved as presented.

III. Ratification of email votes

- There was an email vote to approve the revised coexistence agreement with OSI. It was ratified.

IV. Financial Report

- There were no significant financial events to report.

V. Old Business

- The agreement with OSI was approved by their board. The OSI President will scan it and send it to OSHWA.
- It was decided that some minor tweaks would be made to the OSHW gear logo, namely turn it into an involute gear.
- OSHWA will publish guidelines for the use of the OSHW gear logo to insure it is used in abidance with the OSHW definition.
- The post announcing the agreement with OSI was approved. It will be published as soon as OSI sends the signed document.

VI. New Business.

- It was discussed how to address inappropriate comments on OSHWA's blog. It was decided that they would not be approved and the president would email the person directly.
- The topic of allowing corporate membership was discussed. It was decided that corporations will not be allowed to vote per legal counsel's advice. OSHWA's legal counsel will add this to the organization's by-laws.
- The topic of selecting the next OHS chair and whether that person should be a board member was discussed. It was decided to postpone this decision.
- Nathan Seidle was appointed interim Treasurer.

VIII. Adjournment and Next meeting

Adjourned: 10:53AM. **Next meeting will be November 1st, 2012 at 10AM MDT**

Open Source Hardware Association

Board of Directors Meeting

MINUTES

November 9, 2012

I. Call to Order

Board members in attendance: Alicia Gibb, Windell Oskay, Nathan Seidle

Legal representative: Aaron Williamson

II. Reading and approval of the previous minutes

- The October minutes were discussed and approved as presented.

III. Ratification of email votes

- Nathan is now acting treasurer and a signatory on the bank account.
- Windell is now acting secretary.

IV. Financial Report

- The board was updated on the financial standing of the association.

V. Old Business

A member meeting will be held in January to make changes to the bylaws.

The changes to the bylaws will allow for corporate membership.

VI. New Business.

- A new membership agreement will be created to allow for notifications of meetings to be sent out via email.
- The logistics of how to hold a member meeting were discussed.
- How to deal with in-kind donations was discussed. A one-year membership was approved for the original owner of the OSHW.org domain.

* A motion was passed to lift the donation cap on corporate membership.

VII. Adjournment and Next meeting

Adjourned. **Next meeting will be December 6th, 2012 at 12PM EST**

Open Source Hardware Association

Board of Directors Meeting

MINUTES

December 6, 2012, 12 PM, EST

I. Call to Order

Board members in attendance: Danese Cooper, Alicia Gibb, Windell Oskay, Nathan Seidle

Legal representative: Aaron Williamson

II. Reading and discussion of the previous minutes

- The November minutes were discussed and will be presented for approval at the January meeting.

III. Financial Report

- The board was updated on the financial standing of the association.

IV. Old Business

- The 2012 Open Hardware Summit chairs, Catarina Mota and Dustyn Roberts have stepped down. The board discussed the need for a new summit chair.
- The voting process for the upcoming January meeting was discussed.

V. New Business.

- The board elected to move from monthly to quarterly board meetings in 2013.

VI. Adjournment and Next meeting

The meeting was adjourned. **Next meeting will be January 3rd, 2013 at 12PM EST**