



The Open Source Geospatial Foundation

EIN: 72-1613215

**Application for Recognition of Exemption  
Under § 501(c)(3) of the Internal Revenue Code**

## Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code

OMB No. 1545-0056  
**Note:** If exempt status is approved, this application will be open for public inspection.

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at [www.irs.gov](http://www.irs.gov) for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

### Part I Identification of Applicant

<b>1</b> Full name of organization (exactly as it appears in your organizing document)		<b>2</b> c/o Name (if applicable)	
The Open Source Geospatial Foundation			
<b>3</b> Mailing address (Number and street) (see instructions)	Room/Suite	<b>4</b> Employer Identification Number (EIN)	
14525 SW Millikan	No. 42523	72 1613215	
City or town, state or country, and ZIP + 4		<b>5</b> Month the annual accounting period ends (01 - 12)	
Beaverton, OR 97005-2343		12            12	
<b>6</b> Primary contact (officer, director, trustee, or authorized representative)		<b>b</b> Phone:            212-226-4507	
a Name: David B. Rankin		<b>c</b> Fax: (optional)    212-658-9480	
<b>7</b> Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative. <span style="float: right;"><input checked="" type="checkbox"/> Yes    <input type="checkbox"/> No</span>			
<b>8</b> Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role. <span style="float: right;"><input type="checkbox"/> Yes    <input checked="" type="checkbox"/> No</span>			
<b>9a</b> Organization's website: <b>www.osgeo.org</b>			
<b>b</b> Organization's email: (optional)			
<b>10</b> Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ. <span style="float: right;"><input type="checkbox"/> Yes    <input checked="" type="checkbox"/> No</span>			
<b>11</b> Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY)    11 / 14 / 2005			
<b>12</b> Were you formed under the laws of a foreign country? <span style="float: right;"><input type="checkbox"/> Yes    <input checked="" type="checkbox"/> No</span> If "Yes," state the country.			

**Part II Organizational Structure**

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1 Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification.  **Yes**  **No**
- 2 Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application.  **Yes**  **No**
- 3 Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments.  **Yes**  **No**
- 4a Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments.  **Yes**  **No**
- b Have you been funded? If "No," explain how you are formed without anything of value placed in trust.  **Yes**  **No**
- 5 Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected.  **Yes**  **No**

**Part III Required Provisions in Your Organizing Document**

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1 Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): **Page 1, Article III**
- 2a Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c.
- 2b If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. **Page 2, Article IX**
- 2c See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state:

**Part IV Narrative Description of Your Activities**

Using an attachment, describe your *past, present, and planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors**

- 1a List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual **compensation**, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
See Attachment			

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

**b** List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
<b>Tyler Mitchell</b>	<b>Executive Director</b>	<b>1345 N. 12th Ave. Williams Lake, Canada V2G 3X5</b>	<b>\$75,000.00</b>

**c** List the names, names of businesses, and mailing addresses of your five highest compensated independent contractors that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

**2a** Are any of your officers, directors, or trustees **related** to each other through **family or business relationships**? If "Yes," identify the individuals and explain the relationship.  Yes  No

**b** Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees.  Yes  No

**c** Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship.  Yes  No

**3a** For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

**b** Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement.  Yes  No

**4** In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

- a** Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy?  Yes  No
- b** Do you or will you approve compensation arrangements in advance of paying compensation?  Yes  No
- c** Do you or will you document in writing the date and terms of approved compensation arrangements?  Yes  No

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- d** Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements?  Yes  No
- e** Do you or will you approve compensation arrangements based on information about compensation paid by **similarly situated** taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  Yes  No
- f** Do you or will you record in writing both the information on which you relied to base your decision and its source?  Yes  No
- g** If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is **reasonable** for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.
- 
- 5a** Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c.  Yes  No
- b** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?
- Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.
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- 6a** Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  Yes  No
- b** Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation.  Yes  No
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- 7a** Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases.  Yes  No
- b** Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales.  Yes  No
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- 8a** Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f.  Yes  No
- b** Describe any written or oral arrangements that you made or intend to make.
- c** Identify with whom you have or will have such arrangements.
- d** Explain how the terms are or will be negotiated at arm's length.
- e** Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f** Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.
- 
- 9a** Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f.  Yes  No

**Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)**

- b** Describe any written or oral arrangements you made or intend to make.
- c** Identify with whom you have or will have such arrangements.
- d** Explain how the terms are or will be negotiated at arm's length.
- e** Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f** Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

**Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You**

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1a** In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals.  Yes  No
- b** In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations.  Yes  No
- 2** Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program.  Yes  No
- 3** Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds.  Yes  No

**Part VII Your History**

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1** Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G.  Yes  No
- 2** Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E.  Yes  No

**Part VIII Your Specific Activities**

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1** Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain.  Yes  No
- 2a** Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a.  Yes  No
- b** Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities.  Yes  No
- 3a** Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data.  Yes  No
- b** Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements.  Yes  No
- c** List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

**Part VIII Your Specific Activities (Continued)**

- 4a** Do you or will you undertake **fundraising**? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.)  **Yes**  **No**
- mail solicitations
  - email solicitations
  - personal solicitations
  - vehicle, boat, plane, or similar donations
  - foundation grant solicitations
  - phone solicitations
  - accept donations on your website
  - receive donations from another organization's website
  - government grant solicitations
  - Other

Attach a description of each fundraising program.

- b** Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements.  **Yes**  **No**
- c** Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements.  **Yes**  **No**
- d** List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.
- e** Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors.  **Yes**  **No**

- 5** Are you **affiliated** with a governmental unit? If "Yes," explain.  **Yes**  **No**

- 6a** Do you or will you engage in **economic development**? If "Yes," describe your program.  **Yes**  **No**
- b** Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.  **Yes**  **No**

- 7a** Do or will persons other than your employees or volunteers **develop** your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees.  **Yes**  **No**
- b** Do or will persons other than your employees or volunteers **manage** your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees.  **Yes**  **No**
- c** If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.

- 8** Do you or will you enter into **joint ventures**, including partnerships or **limited liability companies** treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate.  **Yes**  **No**

- 9a** Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10.  **Yes**  **No**

- b** Do you provide child care so that parents or caretakers of children you care for can be **gainfully employed** (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k).  **Yes**  **No**

- c** Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k).  **Yes**  **No**

- d** Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k).  **Yes**  **No**

- 10** Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other **intellectual property**? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed.  **Yes**  **No**

**Part VIII Your Specific Activities (Continued)**

**11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution.  Yes  No

**12a** Do you or will you operate in a **foreign country** or **countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a.  Yes  No

**b** Name the foreign countries and regions within the countries in which you operate.

**c** Describe your operations in each country and region in which you operate.

**d** Describe how your operations in each country and region further your exempt purposes.

**13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a.  Yes  No

**b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.

**c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract.  Yes  No

**d** Identify each recipient organization and any **relationship** between you and the recipient organization.

**e** Describe the records you keep with respect to the grants, loans, or other distributions you make.

**f** Describe your selection process, including whether you do any of the following:

**(i)** Do you require an application form? If "Yes," attach a copy of the form.  Yes  No

**(ii)** Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused.  Yes  No

**g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.

**14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15.  Yes  No

**b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.

**c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries.  Yes  No

**d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors.  Yes  No

**e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information.  Yes  No

**f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately.  Yes  No



**Part VIII Your Specific Activities** (Continued)

- 15 Do you have a **close connection** with any organizations? If "Yes," explain.  Yes  No
- 16 Are you applying for exemption as a **cooperative hospital service organization** under section 501(e)? If "Yes," explain.  Yes  No
- 17 Are you applying for exemption as a **cooperative service organization of operating educational organizations** under section 501(f)? If "Yes," explain.  Yes  No
- 18 Are you applying for exemption as a **charitable risk pool** under section 501(n)? If "Yes," explain.  Yes  No
- 19 Do you or will you operate a **school**? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity.  Yes  No
- 20 Is your main function to provide **hospital or medical care**? If "Yes," complete Schedule C.  Yes  No
- 21 Do you or will you provide **low-income housing** or housing for the **elderly or handicapped**? If "Yes," complete Schedule F.  Yes  No
- 22 Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H.  Yes  No

**Note:** Private foundations may use Schedule H to request advance approval of individual grant procedures.

**Part IX Financial Data**

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

**A. Statement of Revenues and Expenses**

Type of revenue or expense	Current tax year	3 prior tax years or 2 succeeding tax years			(e) Provide Total for (a) through (d)
	(a) From 1/2007 To 12/2007	(b) From 1/2006 To 12/2006	(c) From 11/2005 To 12/2005	(d) From ..... To .....	
<b>Revenues</b>	1 Gifts, grants, and contributions received (do not include unusual grants)	48200	7435		55635
	2 Membership fees received	0	0	0	0
	3 Gross investment income	0	0	0	0
	4 Net unrelated business income	0	0	0	0
	5 Taxes levied for your benefit	0	0	0	0
	6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)	0	0	0	0
	7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)	0	0	0	0
	8 Total of lines 1 through 7	48200	7435	0	55635
9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)	318750	0	0	318750	
10 Total of lines 8 and 9	366950	7435	0	374385	
11 Net gain or loss on sale of capital assets (attach schedule and see instructions)	0	0	0		
12 Unusual grants	135000	5000	0	185000	
13 Total Revenue Add lines 10 through 12	501950	57435	06/10	559385	
<b>Expenses</b>	14 Fundraising expenses				
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)	0	1000	0	
	16 Disbursements to or for the benefit of members (attach an itemized list)	0	0	0	
	17 Compensation of officers, directors, and trustees	96000	13809	0	
	18 Other salaries and wages	9000	0	0	
	19 Interest expense	0	0	0	
	20 Occupancy (rent, utilities, etc.)	0	0	0	
	21 Depreciation and depletion				
	22 Professional fees	18000	0	0	
	23 Any expense not otherwise classified, such as program services (attach itemized list)	362600	3887	0	
	24 Total Expenses Add lines 14 through 23	494970	22296	0	

**Part IX Financial Data (Continued)**

**B. Balance Sheet (for your most recently completed tax year)**

		Year End: <b>2007</b>
		(Whole dollars)
<b>Assets</b>		
1	Cash	1 <b>35139</b>
2	Accounts receivable, net	2 <b>0</b>
3	Inventories	3 <b>0</b>
4	Bonds and notes receivable (attach an itemized list)	4 <b>0</b>
5	Corporate stocks (attach an itemized list)	5 <b>0</b>
6	Loans receivable (attach an itemized list)	6 <b>0</b>
7	Other investments (attach an itemized list)	7 <b>0</b>
8	Depreciable and depletable assets (attach an itemized list)	8 <b>0</b>
9	Land	9 <b>0</b>
10	Other assets (attach an itemized list)	10 <b>0</b>
11	Total Assets (add lines 1 through 10)	11 <b>35139</b>
<b>Liabilities</b>		
12	Accounts payable	12 <b>0</b>
13	Contributions, gifts, grants, etc. payable	13 <b>0</b>
14	Mortgages and notes payable (attach an itemized list)	14 <b>0</b>
15	Other liabilities (attach an itemized list)	15 <b>0</b>
16	Total Liabilities (add lines 12 through 15)	16 <b>0</b>
<b>Fund Balances or Net Assets</b>		
17	Total fund balances or net assets	17 <b>0</b>
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	18 <b>0</b>
19	Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

**Part X Public Charity Status**

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. (See instructions.)

1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. If you are unsure, see the instructions.  Yes  No

b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2.

2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI.  Yes  No

3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4.  Yes  No

4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation?  Yes  No

5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.

The organization is not a private foundation because it is:

- a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A.
- b 509(a)(1) and 170(b)(1)(A)(ii)—a **school**. Complete and attach Schedule B.
- c 509(a)(1) and 170(b)(1)(A)(iii)—a **hospital**, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C.
- d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D.

**Part X Public Charity Status** (Continued)

- e 509(a)(4)—an organization organized and operated exclusively for testing for public safety.
- f 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit.
- g 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public.
- h 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross investment income and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions).
- i A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status.

6 If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

a **Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at [www.irs.gov](http://www.irs.gov) or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling.

**Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code**

For Organization

..... **Tyler Mitchell** .....

(Signature of Officer, Director, Trustee, or other authorized official) (Type or print name of signer) (Date)

.....  
 (Type or print title or authority of signer)

For IRS Use Only

.....  
 IRS Director, Exempt Organizations (Date)

b **Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii).

(i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. \_\_\_\_\_

(b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box.

(ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box.

(b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box.

7 Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual.  Yes  No

**Part XI User Fee Information**

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$750. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$300. See instructions for Part XI, for a definition of **gross receipts** over a 4-year period. Your check or money order must be made payable to the United States Treasury. *User fees are subject to change. Check our website at [www.irs.gov](http://www.irs.gov) and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.*

- 1** Have your annual gross receipts averaged or are they expected to average not more than \$10,000?  **Yes**  **No**  
 If "Yes," check the box on line 2 and enclose a user fee payment of \$300 (Subject to change—see above).  
 If "No," check the box on line 3 and enclose a user fee payment of \$750 (Subject to change).
- 2** Check the box if you have enclosed the reduced user fee payment of \$300 (Subject to change).
- 3** Check the box if you have enclosed the user fee payment of \$750 (Subject to change).

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

**Please Sign Here**

.....  
(Signature of Officer, Director, Trustee, or other authorized official)

.....  
(Type or print name of signer)

.....  
(Date)

.....  
(Type or print title or authority of signer)

**Reminder:** Send the completed Form 1023 Checklist with your filled-in-application.



The Open Source Geospatial Foundation

EIN: 72-1613215

**Schedule E**

**Schedule E. Organizations Not Filing Form 1023 Within 27 Months of Formation**

Schedule E is intended to determine whether you are eligible for tax exemption under section 501(c)(3) from the postmark date of your application or from your date of incorporation or formation, whichever is earlier. If you are not eligible for tax exemption under section 501(c)(3) from your date of incorporation or formation, Schedule E is also intended to determine whether you are eligible for tax exemption under section 501(c)(4) for the period between your date of incorporation or formation and the postmark date of your application.

- 1** Are you a church, association of churches, or integrated auxiliary of a church? If "Yes," complete Schedule A and stop here. Do not complete the remainder of Schedule E.  Yes  No
- 2a** Are you a public charity with annual **gross receipts** that are normally \$5,000 or less? If "Yes," stop here. Answer "No" if you are a private foundation, regardless of your gross receipts.  Yes  No
- b** If your gross receipts were normally more than \$5,000, are you filing this application within 90 days from the end of the tax year in which your gross receipts were normally more than \$5,000? If "Yes," stop here.  Yes  No
- 3a** Were you included as a subordinate in a group exemption application or letter? If "No," go to line 4.  Yes  No
- b** If you were included as a subordinate in a group exemption letter, are you filing this application within 27 months from the date you were notified by the organization holding the group exemption letter or the Internal Revenue Service that you cease to be covered by the group exemption letter? If "Yes," stop here.  Yes  No
- c** If you were included as a subordinate in a timely filed group exemption request that was denied, are you filing this application within 27 months from the postmark date of the Internal Revenue Service final adverse ruling letter? If "Yes," stop here.  Yes  No
- 4** Were you created on or before October 9, 1969? If "Yes," stop here. Do not complete the remainder of this schedule.  Yes  No
- 5** If you answered "No" to lines 1 through 4, we cannot recognize you as tax exempt from your date of formation unless you qualify for an extension of time to apply for exemption. Do you wish to request an extension of time to apply to be recognized as exempt from the date you were formed? If "Yes," attach a statement explaining why you did not file this application within the 27-month period. Do not answer lines 6, 7, or 8. If "No," go to line 6a.  Yes  No
- 6a** If you answered "No" to line 5, you can only be exempt under section 501(c)(3) from the postmark date of this application. Therefore, do you want us to treat this application as a request for tax exemption from the postmark date? If "Yes," you are eligible for an advance ruling. Complete Part X, line 6a. If "No," you will be treated as a private foundation.  Yes  No
- Note.** Be sure your ruling eligibility agrees with your answer to Part X, line 6.
- b** Do you anticipate significant changes in your sources of support in the future? If "Yes," complete line 7 below.  Yes  No

**Schedule E. Organizations Not Filing Form 1023 Within 27 Months of Formation (Continued)**

7 Complete this item only if you answered "Yes" to line 6b. Include projected revenue for the first two full years following the current tax year.

Type of Revenue	Projected revenue for 2 years following current tax year		
	(a) From ..... To	(b) From ..... To	(c) Total
1 Gifts, grants, and contributions received (do not include unusual grants)			
2 Membership fees received			
3 Gross investment income			
4 Net unrelated business income			
5 Taxes levied for your benefit			
6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)			
7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)			
8 Total of lines 1 through 7			
9 Gross receipts from admissions, merchandise sold, or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)			
10 Total of lines 8 and 9			
11 Net gain or loss on sale of capital assets (attach an itemized list)			
12 Unusual grants			
13 Total revenue. Add lines 10 through 12			

8 According to your answers, you are only eligible for tax exemption under section 501(c)(3) from the postmark date of your application. However, you may be eligible for tax exemption under section 501(c)(4) from your date of formation to the postmark date of the Form 1023. Tax exemption under section 501(c)(4) allows exemption from federal income tax, but generally not deductibility of contributions under Code section 170. Check the box at right if you want us to treat this as a request for exemption under 501(c)(4) from your date of formation to the postmark date. ▶

Attach a completed Page 1 of Form 1024, Application for Recognition of Exemption Under Section 501(a), to this application.





The Open Source Geospatial Foundation

EIN: 72-1613215

**Part I § 7 : Power of Attorney**

## Power of Attorney and Declaration of Representative

OMB No. 1545-0150

**For IRS Use Only**

Received by: \_\_\_\_\_

Name \_\_\_\_\_

Telephone \_\_\_\_\_

Function \_\_\_\_\_

Date / /

▶ Type or print. ▶ See the separate instructions.

**Part I Power of Attorney**

**Caution:** Form 2848 will not be honored for any purpose other than representation before the IRS.

**1 Taxpayer information.** Taxpayer(s) must sign and date this form on page 2, line 9.

Taxpayer name(s) and address <b>Tyler Mitchell, 1345 N. 12th Avenue, Williams Lake, BC, Canada V2G 3X5</b>	Social security number(s) _____ _____ _____ _____ _____	Employer identification number  <b>721613215</b>
	Daytime telephone number ( 250 ) 277-1621	Plan number (if applicable)

hereby appoint(s) the following representative(s) as attorney(s)-in-fact:

**2 Representative(s)** must sign and date this form on page 2, Part II.

Name and address <b>David B Rankin          350 Broadway, ste 700          New York, NY 10013</b>	CAF No. _____ Telephone No. <b>212-226-4507</b> Fax No. <b>212-658-9480</b> Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address	CAF No. _____ Telephone No. _____ Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>
Name and address	CAF No. _____ Telephone No. _____ Fax No. _____ Check if new: Address <input type="checkbox"/> Telephone No. <input type="checkbox"/> Fax No. <input type="checkbox"/>

to represent the taxpayer(s) before the Internal Revenue Service for the following tax matters:

**3 Tax matters**

Type of Tax (Income, Employment, Excise, etc.) or Civil Penalty (see the instructions for line 3)	Tax Form Number (1040, 941, 720, etc.)	Year(s) or Period(s) (see the instructions for line 3)

**4 Specific use not recorded on Centralized Authorization File (CAF).** If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for **Line 4. Specific uses not recorded on CAF.**

**5 Acts authorized.** The representatives are authorized to receive and inspect confidential tax information and to perform any and all acts that I (we) can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The authority does not include the power to receive refund checks (see line 6 below), the power to substitute another representative, the power to sign certain returns, or the power to execute a request for disclosure of tax returns or return information to a third party. See the line 5 instructions for more information.

**Exceptions.** An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. See **Unenrolled Return Preparer** on page 2 of the instructions. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Circular 230. See the line 5 instructions for restrictions on tax matters partners.

List any specific additions or deletions to the acts otherwise authorized in this power of attorney: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**6 Receipt of refund checks.** If you want to authorize a representative named on line 2 to receive, **BUT NOT TO ENDORSE OR CASH**, refund checks, initial here \_\_\_\_\_ and list the name of that representative below.

Name of representative to receive refund check(s) ▶ \_\_\_\_\_

- 7 Notices and communications.** Original notices and other written communications will be sent to you and a copy to the first representative listed on line 2.
- a** If you also want the second representative listed to receive a copy of notices and communications, check this box
- b** If you do not want any notices or communications sent to your representative(s), check this box

**8 Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same tax matters and years or periods covered by this document. If you **do not** want to revoke a prior power of attorney, check here.

**YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.**

**9 Signature of taxpayer(s).** If a tax matter concerns a joint return, **both** husband and wife must sign if joint representation is requested, otherwise, see the instructions. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

▶ **IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED.**

*Tyler Mitchell*  
Signature

26-Apr-2008  
Date

Executive Director, Open  
Source Geospatial  
Foundation  
Title (if applicable)

Tyler Mitchell

PIN Number

Print name of taxpayer from line 1 if other than individual

Resign + Date

\_\_\_\_\_  
Date

\_\_\_\_\_  
Title (if applicable)

PIN Number

**Part**

Representative

**Caution:** Students ... represent taxpayers in Qualified Low Income Taxpayer Clinics or the Student Tax Clinic Program, see the instructions for ...

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Treasury Department Circular No. 230 (31 CFR, Part 10), as amended, concerning the practice of attorneys, certified public accountants, enrolled agents, enrolled actuaries, and others;
- I am authorized to represent the taxpayer(s) identified in Part I for the tax matter(s) specified there; and
- I am one of the following:
  - a** Attorney—a member in good standing of the bar of the highest court of the jurisdiction shown below.
  - b** Certified Public Accountant—duly qualified to practice as a certified public accountant in the jurisdiction shown below.
  - c** Enrolled Agent—enrolled as an agent under the requirements of Treasury Department Circular No. 230.
  - d** Officer—a bona fide officer of the taxpayer's organization.
  - e** Full-Time Employee—a full-time employee of the taxpayer.
  - f** Family Member—a member of the taxpayer's immediate family (i.e., spouse, parent, child, brother, or sister).
  - g** Enrolled Actuary—enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Service is limited by section 10.3(d) of Treasury Department Circular No. 230).
  - h** Unenrolled Return Preparer—the authority to practice before the Internal Revenue Service is limited by Treasury Department Circular No. 230, section 10.7(c)(1)(viii). You must have prepared the return in question and the return must be under examination by the IRS. See **Unenrolled Return Preparer** on page 2 of the instructions.

▶ **IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED.** See the Part II instructions.

Designation—Insert above letter (a–h)	Jurisdiction (state) or identification	Signature	Date
a	New York	<i>[Signature]</i>	9/26/08



The Open Source Geospatial Foundation

EIN: 72-1613215

**Part II § 1 : Articles of Incorporation**

# Delaware

PAGE 1

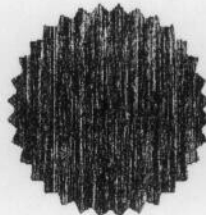
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "THE MAPSERVER FOUNDATION", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF NOVEMBER, A.D. 2005, AT 9:35 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4060918 8100

050927839



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4295813

DATE: 11-15-05

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:57 PM 11/14/2005  
FILED 09:35 PM 11/14/2005  
SRV 050927839 - 4060918 FILE

**CERTIFICATE OF INCORPORATION**

**OF**

**THE MAPSERVER FOUNDATION**

**ARTICLE I**  
**Name**

The name of the corporation shall be The MapServer Foundation (hereinafter called the "Corporation").

**ARTICLE II**  
**Initial Registered Office And Agent**

The registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent is The Corporation Trust Company.

**ARTICLE III**  
**Liability**

The Corporation is a not-for-profit corporation, organized for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as it or may be permitted by the laws of the State of Delaware and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE IV**  
**Stock**

The Corporation shall not have any capital stock.

**ARTICLE V**  
**Members**

The conditions of membership of the Corporation shall be in accordance with the Bylaws of the Corporation.

**ARTICLE VI**  
**Incorporators**

The name and mailing address of the Incorporators are Harry J. Friedman, 2375 East Camelback Road, Suite 700, Phoenix, Arizona 85016.

**ARTICLE VII**  
**Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one (1) director. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than one. The manner of election of directors shall be regulated by the Bylaws.

**ARTICLE VIII**  
**Duration Of Corporation**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

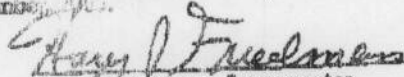
**ARTICLE IX**  
**Dissolution**

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to the Corporation, provided that the Corporation is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. If the Corporation is not so described, the Board of Directors shall dispose and distribute such assets to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, as determined by the Board of Directors.

**ARTICLE X**  
**Limitations**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986, as amended), and the Corporation shall not participate or intervene in (including the preparing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed this Certificate of Incorporation on this 4<sup>th</sup> day of November, 2005.

  
\_\_\_\_\_  
Harry J. Friedman, Incorporator



# Delaware

PAGE 1

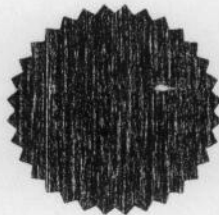
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE MAPSERVER FOUNDATION", CHANGING ITS NAME FROM "THE MAPSERVER FOUNDATION" TO "THE OPEN SOURCE GEOSPATIAL FOUNDATION", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2006, AT 6:34 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4060918 8100

060190305



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4558668

DATE: 03-01-06

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 07:15 PM 02/27/2006  
FILED 06:34 PM 02/27/2006  
SRV 060190305 - 4060918 FILE

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
THE MAPSERVER FOUNDATION  
(a corporation without capital stock)

The MapServer Foundation, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

FIRST: That the Board of Directors of said corporation by the written consent of its sole member, dated February 27, 2006, filed with the minutes of the Board, authorized and adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:


RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing Article I thereof in its entirety to read as follows:

"The name of this corporation shall be The Open Source Geospatial Foundation (hereinafter called the "Corporation")."

SECOND: That the aforesaid amendment was authorized and adopted by the written consent of the sole member of the Board of Directors dated February 27, 2006 in accordance with the applicable provisions of Sections 242 and 141(f) of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to Certificate of Incorporation of The MapServer Foundation this 27th day of February, 2006.

The MapServer Foundation

By:   
Name: Richard Steele  
Title: Secretary



The Open Source Geospatial Foundation

EIN: 72-1613215

**Part II § 5 : Bylaws**

**BYLAWS  
OF  
THE OPEN SOURCE GEOSPATIAL FOUNDATION**

**Initially Adopted on February 27, 2006**

**BYLAWS OF THE  
OPEN SOURCE GEOSPATIAL FOUNDATION**

**ARTICLE I**

**Purposes of the Corporation; Non-Profit Status**

The purposes of the corporation are to establish and support a diverse open source community to foster the development, advancement and promotion of open geospatial software technology and data. The corporation is organized and shall be operated as a not-for-profit membership corporation organized under Delaware law. If the Board of Directors of the corporation elects to seek and obtains an exemption for the corporation from federal taxation pursuant to Section 501(a) of the Internal Revenue Code, as amended (the "IRC"), and until such time, if ever, that such exemption is denied or lost, the corporation shall not be empowered to engage directly or indirectly in any activity which the corporation believes would be likely to invalidate its status as an organization exempt from federal taxation under Section 501(a) of the IRC as an organization described in Section 501(c) of the IRC.

To further the goals of the corporation and to ensure that the assets of the corporation are utilized for public benefit, all software whose development is managed by the corporation shall be released under a software license that is designated by the Open Source Initiative (OSI) as one that satisfies the OSI's requirements for Certified Open Source Software.

**ARTICLE II**

**Offices and Registered Agents**

The principal office for the corporation shall be located in the state selected by the Board of Directors of the corporation. The Board of Directors is granted full power and authority to change the principal office from one location to another, both within or outside the State of Delaware. The address of the initial registered office in the State of Delaware and the name of the initial registered agent of the corporation at such address are set forth in the Certificate of Incorporation. The corporation may, from time to time, designate a different address as its registered office or a different person as its registered agent, or both; provided, however, that such designation shall become effective upon the filing of a statement of such change with the Secretary of State of the State of Delaware as is required by law. In the event the corporation desires to qualify to do business in one or more states other than Delaware, the corporation shall designate the location of the registered office in each such state and designate the registered agent for service of process at such address in the manner provided by the law of the state in which the corporation elects to be qualified.

**ARTICLE III**

**Board of Directors**

**Section 3.1. Powers.** The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these Bylaws specifically reserved to the members.

**Section 3.2. Number of Directors.** The Board of Directors shall be composed of not less than five (5) nor more than nine (9) Directors, the specific number to be set by resolution of the Board, provided that the Board may be less than five (5) until vacancies are filled. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

**Section 3.3. Qualification.** Directors may only be adult natural persons but need not be residents of Delaware or of the United States nor members of the corporation. Each director shall demonstrate his or her willingness to accept responsibility for governance and his or her availability to participate actively in governance activities. Directors shall be selected to bring a variety of interests and expertise to the corporation.

**Section 3.4. Fees and Compensation.** Directors of the corporation as such shall not receive any compensation for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at regular or special meetings of the Board. Subject to Section 3.9, nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor. The Corporation shall be entitled to purchase officers' and directors' liability insurance without violating these Bylaws.

**Section 3.5. Election and Term.** Each person named in the Certificate of Incorporation or elected by the incorporator(s) at the organization meeting, as the case may be, as a member of the initial Board of Directors shall hold office until the first annual meeting of members and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal or death.

At the first annual meeting of members and at each annual meeting thereafter, the members shall elect directors to hold office until the next succeeding annual meeting. Each director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal or death.

**Section 3.6. Resignation and Removal of Directors.** A director may resign at any time upon written request to the corporation. Furthermore, any director or the entire Board of Directors may be removed, with or without cause, by a vote of two-thirds (2/3) of the members entitled to vote for the election of directors or as otherwise provided in the General Corporation Law of the State of Delaware.

Any director may be removed "For Cause" at a meeting called for that purpose. For the purposes of this Section 3.6, "For Cause" shall mean when any director has been (i) declared of unsound mind by a final order of court, (ii) convicted of a felony, or (iii) found by the Board to have breached any duty arising under these Bylaws or the Certificate of Incorporation of the corporation. Such director may only be removed "For Cause" after the affirmative vote of a majority of the directors (exclusive of the director facing removal) represented at a meeting of the Board of Directors at which a quorum is present.

**Section 3.7. Vacancies.** Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the authorized number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors or by a sole remaining director. If there is more than one class of members, vacancies of directorships elected by such class may be filled by a majority of the directors

elected by such class or by a sole remaining director. A director elected to fill a vacancy shall hold office only until the next election of directors by the members.

**Section 3.8. Executive and Other Committees.** The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate an Executive Committee from among its members and such other committees consisting of at least one director as determined by the Board of Directors from time to time. Each committee, solely to the extent provided in such authorizing resolution, shall have and may exercise all the power and authority of the Board of Directors in the management of the business and affairs of the corporation, as limited by the laws of the State of Delaware.

The Board of Directors, by resolution adopted in accordance with this section, may designate one or more directors as alternate members of any such committee, who may act in the place and stead of any absent or disqualified member or members at any meeting of such committee. In the absence or disqualification of any member of any such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

**Section 3.9. Director Conflicts of Interest.** No contract or other transaction between the corporation and one or more of its directors or between the corporation and any other corporation, partnership, association or other organization in which one or more of the directors of the corporation are directors or officers or are financially interested, shall be void or voidable solely because of such relationship or interest or solely because such director or directors are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or solely because his or her or their votes are counted for such purpose, if:

A. The material facts as to the director's relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or committee, and the Board of Directors or committee in good faith authorizes, approves or ratifies the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

B. The material facts as to their relationship or interest and as to the contract or transaction are disclosed or known to the members entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of such members; or

C. The contract or transaction is fair as to the corporation at the time it is authorized, approved or ratified by the Board of Directors, a committee of the Board of Directors or the members.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

**ARTICLE IV**  
**Meetings of the Board of Directors**

**Section 4.1. Place of Meetings.** Regular and special meetings of the Board of Directors may be held within or outside the State of Delaware and within or outside the United States.

**Section 4.2. Time, Notice and Call of Meetings.** Regular meetings of the Board of Directors shall be held immediately following the annual meeting of members each year and at such times thereafter as the Board of Directors may fix. Special meetings of the Board of Directors shall be held at such times as called by the Chair of the Board, the President of the corporation, or by any two (2) directors. A person or persons entitled to call a special meeting of the Board of Directors may make a written request to the Secretary of the corporation to call the meeting. The Secretary shall give written notice of the meeting in the manner provided below, and the meeting shall be held between three (3) and fourteen (14) days after receipt of the request to call a special meeting. If the Secretary fails to give notice of the meeting within three (3) days from the day on which the request was received by the Secretary, the person or persons who requested the special meeting may fix the time and place of meeting, and give notice thereof. If no place is identified, the meeting shall be held at the corporation's principal place of business.

Not less than ten (10) days' notice of the annual meeting of the Board of Directors, excluding the day of the meeting, shall be given to all Directors. Said notice shall include proposed agenda items, but the failure to include an agenda item in the notice shall not prevent action from being taken with respect to such item. Notice of a meeting at which an amendment to the Certificate of Incorporation of the Corporation will be proposed must contain the substance of the proposed amendment. Not less than five (5) days' notice of a regular or special meeting of the Board of Directors, excluding the day of the meeting, shall be given to all Directors. Notice shall be delivered personally, sent by telecopier or facsimile machine, or mailed, first class, postage prepaid, or sent via electronic transmission, if the Director has consented to receipt via electronic transmission.

**Section 4.3. Waiver of Notice.** Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice or who provide such waiver by electronic transmission, either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or conveyed, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

**Section 4.4. Electronic Meetings.** Members of the Board of Directors may participate in a meeting of such Board or of any committee designated by such Board by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at a meeting.

**Section 4.5. Quorum and Voting.** A majority of the number of directors (not counting any vacancies on the Board of Directors) shall constitute a quorum for the transaction of business, provided that in the event that the number of directors is an even number, one-half (1/2) of the directors shall constitute a quorum. At any meeting of the Board of Directors, each director present at the meeting shall be entitled to cast one (1) vote on any question coming before the meeting. Except as otherwise provided in these Bylaws, a vote of the majority of the directors present at a meeting in which a quorum is present shall be the act of the Board of Directors.



**Section 4.6. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all the members of the board or committee, as the case may be, consent thereto in writing or by electronic transmission, and such writing or electronic transmission is filed with the minutes of the proceedings of the board or committee. Such consent shall have the same effect as a unanimous vote.

## ARTICLE V Officers

**Section 5.1 Number and Qualifications.** The officers of the corporation shall consist of a Chair of the Board, a President, a Secretary, and a Treasurer. Officers must be natural persons that the Board of Directors elects or appoints. Officers need not be Directors of the corporation and shall hold office at the discretion of the Board of Directors. Subject to these Bylaws, the Board of Directors may also elect or appoint one or more additional officers or assistant officers as it may deem convenient or necessary. Except as provided in these Bylaws, the Board of Directors shall fix the powers and duties of all officers.

**Section 5.2 Election and Term.** The officers of the corporation shall be appointed by the Board of Directors. Such appointment by the Board of Directors may be made at any regular or special meeting of the Board of Directors. Each officer shall hold office for a period of one year or until his or her successor is elected and qualified or until his or her earlier resignation or removal. An individual may hold more than one office of the corporation at the same time.

**Section 5.3 Resignation, Removal and Vacancies.** Any officer of the corporation may resign at any time upon written notice to the corporation. Any officer elected or appointed by the Board of Directors shall hold office at the pleasure of the Board of Directors and may be removed at any time, with or without cause, by a resolution approved by the affirmative vote of a majority of the directors present. Any vacancy in an office of the corporation shall be filled by action of the Board of Directors. The removal of any individual as an officer of the corporation does not automatically affect such individual's employee status with the corporation.

**Section 5.4 Compensation.** The compensation, if any, of all officers of the corporation shall be fixed by the Board of Directors and may be changed from time to time by a majority vote of the Board of Directors. The fact that an officer is also a director of the Corporation shall not preclude such person from receiving compensation as an officer, nor shall it affect the validity of any resolution by the Board of Directors fixing such compensation. The President shall have authority to fix the salaries, if any, of all employees of the Corporation, other than officers elected or appointed by the Board of Directors.

**Section 5.5 Chair of the Board.** The Chair of the Board shall preside at all meetings of the Board of Directors and members and shall have such other duties and authority as may be conferred by the Board of Directors.

**Section 5.6 President** Unless provided otherwise by a resolution adopted by the Board of Directors, the President shall be the Chief Executive Officer of the corporation and shall have general and active management of the business and affairs of the corporation, subject to the direction of the Board of Directors. In the absence of the Chair of the Board, the President shall preside at all meetings of the Board of Directors and members. The President shall see that all

orders and resolutions of the Board of Directors are carried into effect, shall sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Certificate of Incorporation, these Bylaws, or the Board of Directors to some other officer or agent of the corporation, may maintain records of and certify proceedings of the Board of Directors, and shall perform such other duties as may from time to time be prescribed by the Board of Directors.

**Section 5.7 Secretary.** Unless provided otherwise by a resolution adopted by the Board of Directors, the Secretary shall keep accurate records of the acts and proceedings of all meetings of the members and directors. The Secretary shall give all notices required by law and by these Bylaws. He or she shall mail to all Directors within thirty (30) days after each meeting copies of all said actions and minutes of said proceedings. In addition, the Secretary shall have general charge of the corporate books and records and of the corporate seal, and he or she shall affix, or attest the affixing of, the corporate seal to any lawfully executed instrument requiring it. The Secretary shall have general charge of the membership records of the corporation and shall keep, at the principal office of the corporation, a record of the members showing the name, address, telephone number, facsimile number and electronic mail address of each member. The Secretary shall sign such instruments as may require his or her signature and, in general, shall perform all duties as may be assigned to him or her from time to time by the Chair, the President or the Board of Directors.

**Section 5.8 Treasurer.** Unless provided otherwise by a resolution adopted by the Board of Directors, the Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the annual meetings of members, and shall perform such other duties as may be prescribed by the Chair, the President or the Board of Directors.

## ARTICLE VI Project Steering Committees

**Section 6.1. Establishment.** The Board of Directors may, by resolution carried with the necessary vote, establish one or more Project Steering Committees consisting of at least one officer or one director of the corporation, who shall be designated the chairperson of such committee, and may include one or more other individuals who may be members of the corporation or other persons who shall be selected by the Board of Directors or the authorized chairperson of the committee based on their individual merit and contributions to the relevant project. Unless elected or appointed as an officer or admitted as a member in accordance with these Bylaws, a member of a Project Steering Committee shall not be deemed an officer or a member of the corporation. The Board of Directors of the corporation may, by resolution carried with the necessary vote, terminate a Project Management Committee at any time. A Project Steering Committee shall not be considered a committee of the Board of Directors. A Project Steering Committee may not have and may not exercise any of the power and authority of the Board of Directors.

**Section 6.2. Responsibilities.** Each Project Steering Committee shall be responsible for the active management of one or more projects identified by resolution of the Board of Directors which may include, without limitation, the creation or maintenance of open-source software projects. Subject to the direction of the Board of Directors, the chairman of each Project Steering

Committee shall be primarily responsible for project(s) managed by such committee, and he or she shall establish rules and procedures for the day to day management of project(s) for which the committee is responsible. In discharging its responsibilities, a Project Steering Committee shall adhere to the policies, procedures and standards approved by the Board of Directors.

**Section 6.3. Election and Term.** The members of each existing Project Steering Committee shall be appointed by the Board of Directors or appointed by the chairperson of the Project Steering Committee as authorized by the Board to make such appointments. Each member of a Project Steering Committee shall serve on such committee until his or her successor is elected and qualified or until his or her earlier resignation or removal.

## **ARTICLE VII Members**

**Section 7.1. Admission of Members.** An initial group of up to forty-five (45) persons shall be admitted as the initial members of the corporation upon the affirmative vote of the Board of Directors of the corporation. Thereafter, to be eligible for membership, a person must be nominated by an existing member of the corporation pursuant to a written document in such form as shall be adopted by the Board of Directors from time to time. The nomination must be included in a notice to the members at least ten (10) days in advance of the meeting at which the members will vote on the applicant's admission. Proposed members shall be admitted upon the affirmative vote of the members of the corporation. Emeritus members may be reinstated as members of the corporation by being nominated by an existing member, which nomination shall be considered in the same manner as an application for a new membership.

**Section 7.2. Emeritus Members.** An emeritus member is a former member whose membership has been suspended and converted to emeritus status, either voluntarily or by action of the members as provided in these Bylaws, such that all membership rights of the emeritus member, including the right to vote and be counted for purposes of quorum, are suspended and terminated until the emeritus member's membership is reinstated by subsequent action of the members as provided in the preceding section.

Upon the effective date of conversion of the membership of any member to emeritus status, the membership, including all related voting rights, of such member shall be suspended, except that such emeritus member shall be entitled to attend (but not vote) at meetings of the members, and the officers of the corporation shall attempt, in good faith, to continue to deliver notices of meetings of the members of the corporation to such emeritus member. References in these Bylaws to a "member" or to the "members" of the corporation shall not include any emeritus member unless explicitly provided otherwise.

**Section 7.3. Voluntary Conversion of Membership to Emeritus Status.** Members may convert their membership to emeritus status at any time upon ten (10) days' written, signed notice delivered to an officer of the corporation.

**Section 7.4. Involuntary Conversion of Membership to Emeritus Status.** Upon an affirmative vote of a two-thirds (2/3) majority of the members of the corporation, the membership of a member shall be converted into an emeritus membership.

**Section 7.5. Voluntary Withdrawal from Membership.** Members (including emeritus members) may withdraw from membership in the corporation at any time upon ten (10) days' written, signed notice delivered to an officer of the corporation.

**Section 7.6. Involuntary Termination of Membership.** A member may be involuntarily removed from membership by an affirmative vote of a two-thirds (2/3) majority of the members of the corporation.

**Section 7.7 Automatic Termination.** Members shall have their membership status automatically terminated and their names removed by the Secretary of the corporation from all membership records of the corporation if they fail to participate, either in person or by proxy, in three (3) consecutive meetings of the members of the corporation, held electronically or otherwise.

**Section 7.8. Effect of Withdrawal or Termination of Membership.** Upon any withdrawal or termination of the membership of any member, the membership, including all related voting rights, of such member shall be terminated. After a withdrawal or termination of the membership of any member, or a conversion of the membership of any member to emeritus status, such member may reapply for membership in accordance with Section 7.1 of these Bylaws.

**Section 7.9. Associate Members.** The Board of Directors may, in its discretion, provide for the admittance of associate members of the corporation, and may set the requirements and qualifications for associate membership by resolution. Associate members shall not be entitled to vote for the election of directors or on any other matter coming before the corporation. References in these Bylaws to a "member" or to the "members" of the corporation shall not include any associate member unless explicitly provided otherwise.

## **ARTICLE VIII**

### **Meetings of Members**

**Section 8.1. Place of Meetings.** Meetings of the members shall be held at the principal office of the corporation or any other place (within or outside the State of Delaware and within or outside the United States) designated in the notice of the meeting or may be held by means of remote communication according to such procedures as are adopted by the Board of Directors from time to time. Subject to Board of Directors approval and compliance with applicable law, remote communication may include an electronic voting system, provided that the system verifies the identity of voters to the satisfaction of the Secretary.

**Section 8.2. Annual Meeting.** A meeting of the members shall be held annually at such time as the Board of Directors may determine, at which annual meeting the members shall elect Directors to fill any vacancies or expiring terms, and transact other proper business.

**Section 8.3. Special Meetings.** Special meetings of the members shall be held when directed by the Chair of the Board of Directors, or when requested in writing by not less than ten percent (10%) of all members entitled to vote at the meeting. The call for the meeting shall be issued by the Secretary, unless the Chairman, President, Board of Directors or members requesting the meeting shall designate another person to do so.

**Section 8.4. Notice.** Written notice stating the place, if any, and the means of remote communication by which members may participate, and the date and hour of the meeting, shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting by or at the direction of the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. Notice shall be delivered personally, sent by telecopier or facsimile machine, mailed, or sent via electronic transmission, if the member has consented to receipt of notices via electronic transmission.

Notwithstanding the above paragraph, the corporation shall not be required to give notice of a members' meeting to any member to whom notice of two consecutive annual meetings, and all notices of meetings or of the taking of action by written consent without a meeting to such member during the period between such two consecutive annual meetings, have been mailed under the procedures outlined above and have been returned undeliverable. Any action or meeting which shall be taken or held without notice to such member shall have the same force and effect as if such notice had been duly given. If any such member delivers to the corporation a written notice setting forth his or her then current address, the requirement that notice be given to such member shall be reinstated.

**Section 8.5. Notice of Adjourned Meetings.** When a meeting is adjourned to another time or place, the corporation shall not be required to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the adjourned meeting, any business may be transacted that might have been transacted at the original meeting. If, however, the adjournment is for more than thirty (30) days, or if after the adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given as provided in Section 8.4 above, to each member of record on the new record date entitled to vote at such meeting.

**Section 8.6. Waiver of Notice.** Whenever notice is required to be given to any member, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. Attendance by a person at a meeting including participation by remote communications shall constitute a waiver of notice of such meeting, except when the person attends a meeting or participates by remote communication for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any meeting of the members need be specified in the written waiver of notice.

**Section 8.7. Fixing Record Date.** For the purpose of determining members entitled to notice of and to vote at any meeting of members or any adjournment thereof, or in order to make a determination of members or for any other proper purpose (including the taking of action without a meeting by written consent), the Board of Directors of the corporation may, but need not, fix a date as the record date for any such determination of members, which record date, however shall in no event be more than sixty (60) days prior to any such intended action or meeting.

**Section 8.8. Member Quorum.** Except as otherwise required by law, by the Certificate of Incorporation or by these Bylaws, a majority of the members entitled to vote, represented in person or proxy, including through remote communication, shall constitute a quorum at a meeting of members.

After a quorum has been established at a members' meeting, (i) the subsequent withdrawal of members, so as to reduce the number of members in person or represented by proxy entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof; and (ii) the subsequent admission of new members, so as to increase the number of members required for a quorum above the number of members present in person or proxy, including through remote communication, entitled to vote at the meeting, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

If a quorum is not represented at a meeting, the members present shall constitute a quorum for the sole purpose of adjourning such meeting, and the majority of the members so present may adjourn the meeting to such date, time and place as they shall announce at the time of adjournment. Any business that might have been transacted at the adjourned meeting if a quorum had been present, may be transacted at the meeting held pursuant to such an adjournment and at which a quorum shall be represented.

**Section 8.9. Voting.** Each member (except emeritus members) shall be entitled to one vote on each matter submitted to a vote at a meeting of the members, except in the case of election of directors or as may otherwise be provided in the General Corporation Law of the State of Delaware. If a quorum is present, the affirmative vote of a majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members, unless the vote of a greater number is required by the General Corporation Law of the State of Delaware or by the Certificate of Incorporation or by these Bylaws.

In connection with the election of Directors, each member (except emeritus members) shall be entitled to one vote for each vacancy on the Board of Directors to be filled. Members of the Board of Directors shall be elected by the affirmative vote of a plurality of the votes of the members present in person or proxy, including through remote communication, at the meeting and entitled to vote on the election of the Board of Directors. Each member entitled to vote in an election of Directors may cumulate his or her votes by distributing among one or more candidates as many votes as are equal to the number of Director vacancies to be filled in the election.

A member may vote either in person or by proxy executed in writing, including through remote communication, by the member or his or her duly authorized attorney-in-fact. Subject to Board of Directors approval and compliance with applicable law, remote communication may include online text conferencing, provided that the conferencing system verifies the identity of participants to the satisfaction of the Secretary.

**Section 8.10. Proxies.** Every member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting, or a member's duly authorized attorney-in-fact, may authorize another person or persons to act for him/her by proxy. Every proxy must be signed by the member or his or her attorney-in-fact or authorized by electronic transmission. No proxy shall be valid after three (3) years from its date, unless otherwise provided in the proxy. All proxies shall be revocable.

**Section 8.11. Action by Members Without a Meeting.** Any action required to be taken or which may be taken at a meeting of members of the corporation, may be taken without a meeting, without prior notice and without a vote, if a written consent setting forth the action so taken shall be signed by members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted; provided, however, that no written consent shall be effective

unless such consent (i) bears the date of signature by each member signing such consent and (ii) is delivered to the corporation within sixty (60) days of the date on which the earliest consent was delivered to the corporation. A facsimile signature or electronic transmission signature shall constitute a signature for these purposes, provided that the electronic transmission was transmitted by the member or person authorized to act for the member and the date of transmission is evident. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing. Delivery of a consent shall be to the principal place of business of the corporation or to an officer or agent of the corporation and shall be personal, sent by facsimile, or mailed, first class, postage prepaid, or sent via electronic transmission bearing a date of transmission. The date of delivery for any consent delivered by facsimile or electronic transmission shall be determined by the method specified by resolution of the Board of Directors of the Corporation.

#### **ARTICLE IX** **Books and Records**

**Section 9.1. Books and Records.** The corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its members, Board of Directors and committees of directors.

The corporation shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of the name, address, telephone number, facsimile number and electronic mail address of each member, together with the date of any withdrawal or termination of such member's membership, or any conversion of such member's membership to emeritus status.

Each member shall be responsible for notifying the corporation of changes to such member's address, telephone number, facsimile number or electronic mail address. Any books, records and minutes may be in written form or in any other form capable of being converted into clearly legible written form within a reasonable time.

**Section 9.2. Members' Inspection Rights.** Any person who is a member, upon written demand under oath stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any time during the corporation's usual hours for business, for any proper purpose as determined under the General Corporation Law of the State of Delaware, the corporation's membership records and its other books and records and to make copies or extracts therefrom.

#### **ARTICLE X** **Corporate Seal**

The Board of Directors shall provide a corporate seal which shall have the name of the corporation inscribed thereon, and may be a facsimile, engraved, printed, or an impression seal.

**ARTICLE XI**  
**Amendment**

These Bylaws may be altered, amended or repealed by the Board of Directors or by the members, and new Bylaws may be adopted by the Board of Directors or by the members. No alteration, amendment or repeal of these Bylaws shall be effective unless and until the corporation attempts, in good faith, to give notice to the members of the corporation of such alteration, amendment or repeal at least fifteen (15) days prior to the effective date of such alteration, amendment or repeal, which notice may be by electronic means.

**ARTICLE XII**  
**Limits on Liability of Directors**

To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended, a director of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director.

**ARTICLE XIII**  
**Indemnification**

**Section 13.1. Right to Indemnification.** The corporation shall, to the fullest extent authorized under the laws of the State of Delaware, as those laws may be amended and supplemented from time to time, indemnify any director made, or threatened to be made, a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of being an officer or director of the corporation or a predecessor corporation or, at the corporation's request, a director or officer of another corporation; provided, however, that the corporation shall indemnify any such agent in connection with a proceeding initiated by such agent only if such proceeding was authorized by the Board of Directors of the corporation. The indemnification provided for in this Article XIII shall: (i) not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or vote of members or disinterested directors or otherwise, both as to action in their official capacities and as to action in another capacity while holding such office, (ii) continue as to a person who has ceased to be a director or officer, and (iii) inure to the benefit of the heirs, executors and administrators of such a person. The corporation's obligation to provide indemnification under this Article XIII shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage under a policy maintained by the corporation or any other person.

**Section 13.2. Advance Payment of Expenses.** Expenses incurred by a director or officer of the corporation in defending a civil or criminal action, suit or proceeding by reason of the fact that he is or was a director or officer of the corporation (or was serving at the corporation's request as a director or officer of another corporation) shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized by relevant sections of the General Corporation Law of Delaware. Notwithstanding the foregoing, the corporation shall not be required to advance such expenses to an agent who is a party to an action, suit or proceeding brought by the corporation and approved by a majority of the Board of Directors of the corporation that alleges willful misappropriation of corporate assets by such agent, disclosure of



confidential information in violation of such agent's fiduciary or contractual obligations to the corporation or any other willful and deliberate breach in bad faith of such agent's duty to the corporation or its members.

**Section 13.3. Right of Claimant to Bring Suit.** If a mandatory claim under this Article is not paid in full by the corporation within ninety (90) days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any action or proceeding in advance of its final disposition where the required undertaking has been tendered to the corporation unless such action is based on the claimant having committed an act involving moral turpitude) that the claimant has not met the standards of conduct which make indemnification permissible under the General Corporation Law of the State of Delaware, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its Board of Directors, independent legal counsel, or its members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the General Corporation Law of the State of Delaware, nor an actual determination by the corporation (including its Board of Directors, independent legal counsel, or its members) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

**Section 13.4. Contract Rights.** The foregoing provisions of Sections 13.1, 13.2 and 13.3 shall be deemed to be a contract between the corporation and each director or officer who serves in such capacity at any time while this bylaw is in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought based in whole or in part upon any such state of facts.

**Section 13.5. Rights Non-exclusive.** The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

**Section 13.6. Indemnification of Others.** The Board of Directors in its discretion shall have power on behalf of the corporation to indemnify any person, other than a director or officer, made a party to any action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was an employee, agent or member of the corporation.

**Section 13.7. Insurance.** The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, member, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this Article or of applicable law.

**Section 13.8. Definitions.** For purposes of this Article, references to "the corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, members, and employees or agents, so that any person who is or was a director, officer, member, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Article with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued, and references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article.

**Section 13.9. Continued Coverage.** The indemnification and advancement of expenses provided by, or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer or member and shall inure to the benefit of the heirs, executors and administrators of such person.

#### ARTICLE XIV Fiscal Matters

**Section 14.1 Accounting Year.** The accounting year of the corporation shall be fixed by resolution of the Board of Directors.

**Section 14.2 Contracts.** The Board of Directors may authorize such officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be either general or confined to specific instances. Contracts and other instruments entered into in the ordinary course of business may be executed by the President or, in the absence of or pursuant to a delegation by the President, by such officer designated to act in the place of or in the absence of the President, without specific Board of Directors authorization.

**Section 14.3 Loans.** No loans shall be contracted on behalf of the corporation, and no evidence of indebtedness other than checks, drafts or other orders for payment of money issued in the ordinary course of business shall be issued in its name unless authorized by the Board of Directors of the corporation. Such authorization and approval may be general or confined to specific instances.

**Section 14.4 Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall be determined by resolution of the Board of Directors, or by the President or Treasurer upon delegation by the Board of Directors.

**Section 14.5 Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors, or the President or Treasurer upon delegation by the Board of Directors may select.

**Section 14.6 Audit.** The Board of Directors shall cause the books and records of account of the corporation to be audited by certified public accountants, to be selected by the Board of Directors, at least once in each fiscal year and at such other times as it may deem necessary or appropriate.

**Section 14.7. Counterpart Execution: Facsimile Execution.** Any document requiring the signature of the directors and/or members may be executed in any number of counterparts with the same effect as if all of the required signatories had signed the same document. Such executions may be transmitted to the corporation and/or the other directors and/or members by facsimile and such facsimile execution shall have the full force and effect of an original signature. All fully executed counterparts, whether original executions or facsimile executions or a combination, shall be construed together and shall constitute one and the same agreement.

THESE BYLAWS WERE READ, APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS OF THE OPEN SOURCE GEOSPATIAL FOUNDATION ON THE 27<sup>th</sup> DAY OF FEBRUARY, 2006.

A handwritten signature in black ink that reads "R. Steele". The signature is written in a cursive, slightly slanted style.

---

Secretary



The Open Source Geospatial Foundation

EIN: 72-1613215

## **Part IV : Narrative Description**



The Open Source Geospatial Foundation

EIN: 72-1613215

## **PART IV: NARRATIVE DISCRIPTION**

### **Narrative Statement of Activities:**

#### **The Open Source Geospatial Foundation**

The organization is and will be involved in at least three different kinds of activities.

#### **Raising Awareness**

We are focused on promoting and representing our free, publicly available, projects throughout the world. We use trade shows and conferences as a means of educating the public about the capabilities of our projects and how our work provides tools for the public good. Our largest annual effort of promotion happens through our popular international annual conference known as FOSS4G. 2007's event was held in Canada - the web site is available at <http://www.foss4g2007.org>. Last year's event was held in Switzerland and this year's will be held in South Africa. The event draws more than 700 people from around the world who come to hear and share the latest news about the many projects and efforts underway within and outside of our organization. This event is our largest source of annual revenue and our largest annual expense.

#### **Building Community**

Each of our projects have distinct sets of developers, users and those who implement the tools. We encourage the building of a larger community that draws together members from each of the individual projects to help promote each other and enable collaboration. This is one of our core goals and was a primary reason for establishing the organization. It was recognized that many members of our communities were using common tools and could work together to promote these free tools for public use. To meet this goal we have many different communication methods that our members use to share information, promote work and describe how our tools are helping advance mapping and geospatial work within their own governments, companies, schools, etc.

The organization also hosts many discussion lists and online interactive communications between its members. Across our 48 discussion lists we have over 4,000 subscribers. Some only received news updates and announcements, but many contribute to ongoing discussion between projects, community members, users, developers and others. By hosting these services the organization encourages dialog and debate on many issues. As



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a non-partisan group, this helps meet the objectives for benefit of the public good locally, nationally and globally.

In addition to providing discussion forums, the organization also provides other internet-based communication infrastructure support, by hosting web sites and programming code repositories. The [www.osgeo.org](http://www.osgeo.org) website is one of the sites that is run for the benefit of the community. It serves as a portal to learn more about the communities and projects that are working together under the organizations banner.

One way we share case studies, examples, news and training to the general public is through our new electronic OSGeo Journal. It is the only journal of its kind that covers our topical area of open source and geospatial software. The journal is a registered international serial publication (ISSN 1994-1897) and has a broad international set of contributors and readers. We have just completed one year of publications. The OSGeo Journal also has a peer review process to help publish related academic quality articles. It has become a central way to keep both our communities and the public up to date on latest project developments and ideas.



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**Part V § 1 (a): Officers, Directors, and Staff**

**Part V – 1a****Officers, Directors and Staff of the organization**

Name	Address	City	State	Postal	Country	Title(s)	Compensation
Christl, Arnulf	Siemensstr. 8	Bonn	NW	53121	Germany	Director	None
Holmes, Chris	349 W. 12th Street #3	New York	NY	10014	United States	Director	None
McIlhagga, Dave	30 Rosemount Avenue	Ottawa	ON	K1Y 1P4	Canada	Director	None
Neteler, Markus	Via Anne Frank, 5	Trento	TN	38100	Italy	Director	None
Ramsey, Paul	144 Simcoe Street	Victoria	BC	V8V1K4	Canada	Director	None
Ticheler, Jeroen	NRC - Room F817	Rome	RM	00153	Italy	Director	None
Walsh, Jo	108 Hudson Aps	London		N8 7RX	United Kingdom	Director	None
Warmerdam, Frank	3594 Foymount Rd.	Eganville	ON	K0J 1T0	Canada	Director President VP, Incubation Committee	None
Bray, Robert	2100, 645 - 7th Ave SW	Calgary	AB	T2P 4G8	Canada	Director VP, MapGuide Project	None
Mitchell, Tyler	PO Box 4844	Williams Lake	BC	V2G 2V8	Canada	Executive Director <b>Employee</b>	USD \$90,000
Chen, Rongguo	Bldg.917,Datun Road,Anwai	Beijing	11	100101	China	VP, China Chapter	None
Schweik, Charlie	University of Massachusetts	Amherst	MA	01003	United States	VP, Education and Curriculum Project	None
Bitner, David	300 E 48th St.	Minneapolis	MN	55419	United States	VP, Geospatial Data Project	None
Roy, P. S.	Dept. of Space, Gov't of India	Hyderabad		500 037	India	VP, India Chapter	None
Mori, Toru	6F JA-Kyosai Yokohama Building	Yokohama	14	231-0002	Japan	VP, Japan Chapter	None
Rothstein, Uli	Siemensstr. 8	Bonn	BW	53121	Germany	VP, Mapbender Project	None
Shorter, Cameron	Suite 112 The Lower Deck	Pymont	NSW	2009	Australia	VP, Mapbuilder Project	None
Uzureau, Erik	c/o Familia Lopez-Sol	Mexico	MEX	01900	Mexico	VP, OpenLayers Project	None
Butler, Howard	914 Brookridge Avenue	Ames	IA	50010	United States	VP, Systems Administration Committee	None
Birch, Jason	2473 Rosstown Rd.	Nanaimo	BC	V9T 3R6	Canada	VP, Website Committee	None



**Part V – 3a**  
Compensation summary

Name	Title	
Mitchell, Tyler	Executive Director Employee	<p><b><u>Avg. Hours:</u></b> 40h/week</p> <p><b><u>Qualifications</u></b></p> <ul style="list-style-type: none"><li>* 12 years in related industry, including management</li><li>* Published author of landmark book in 3 languages</li><li>* High technical understanding of organizational business</li><li>* Strong community contacts with members and end-users</li></ul> <p><b><u>Duties</u></b></p> <ul style="list-style-type: none"><li>* Day to day operations: record-keeping, report to Board of Directors, financial management, community dialog and support</li><li>* Fundraising</li><li>* Represents the organization at events, meetings, in media</li><li>* Serves as Secretary</li></ul>



The Open Source Geospatial Foundation

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**Part V § 5 (a): Conflict of Interest Policy**

# Conflict Of Interest Policy

## From OSGEO

*Approved in Thirty Second Board Meeting.*

Agency staff persons and officers (including directors) are obligated to always act in the best interest of the organization. This obligation requires that, in the performance of Agency duties, they seek only the furtherance of the Agency mission. At all times, employees and officers are prohibited from using their job title, the organization's name or property, for private profit or benefit.

A. The officers, employees, or agents of the Agency should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors. This is not intended to preclude bona-fide Agency fund raising-activities.

B. No officer, employee, or agent of the Agency shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his knowledge, any of the following has a financial interest in that purchase or contract:

1. The officer, employee, or agent;
2. Any member of their immediate family;
3. Their partner;
4. An organization in which any of the above is an officer, director, or employee;
5. A person or organization with whom any of the above individuals is negotiating or has any arrangement concerning prospective employment.

C. **Disclosure** --Any possible conflict of interest shall be disclosed by the person or persons concerned.

D. **Board Action**--When a conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person(s) shall call it to the attention of the Board of Directors and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room during the vote of the Board of Trustees. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board of Directors, excluding the person(s) concerning whose situation the doubt has arisen.

E. **Record of Conflict**--The official minutes of the Board of Directors shall reflect that the conflict of interest was disclosed and the interested person(s) was (were) not present during the final discussion or vote and did not vote on the matter.

The Open Source Geospatial Foundation

Tyler Mitchell, Executive Director  
Name and Title of staff/director

[Signature]  
Signature of staff/director

[Signature]  
Signature of Secretary or Treasurer

*witness*

ALAN E. VANDERBURGH, Q.C.  
COMMISSIONER & NOTARY PUBLIC  
IN AND FOR THE PROVINCE OF  
BRITISH COLUMBIA  
5-128 BORDANO STREET  
WILLIAMS LAKE, B.C. V2G 1R1  
PH 250-392-7161

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The Open Source Geospatial Foundation

EIN: 72-1613215

**Part VIII § 4 (a) : Fundraising**

You are here: [Home](#) > [Help Sponsor OSGeo](#)

## Help Sponsor OSGeo

[PDF Version](#)

OSGeo is a not-for-profit organization dedicated to providing a reliable home for open source geospatial software. It also serves as a vehicle for promoting open source software and is a place where the community can gather to drive ahead innovations and maturation of the technologies we collectively share.

Although we have a tremendous volunteer community -- including corporations as well as individuals -- involved in the advancement of open source technologies, some things still have hard costs. To cover these costs we need your help. Your support will help ensure that OSGeo will be a sustainable and healthy organization representing open source geospatial technologies long into the future.

### Why Sponsor OSGeo

- **Your Organization Depends on OSGeo Software** - Your company or government agency uses OSGeo technologies in its day-to-day work, allowing you to compete effectively and deliver services in an efficient manner. By helping sustain OSGeo you also support your current operations into the future knowing that a strong OSGeo is behind your business activities.
- **You represent a Community of Practice that has Adopted OSGeo Software** - Communities representing a wide range of domains, from professional associations to non-government organizations, leverage OSGeo software as a critical component of their end-user applications. Your community has an interest in ensuring the software can be sustained into the future. By sponsoring OSGeo you demonstrate support for your members' software selection.
- **Your Goals are aligned with OSGeo's Support for Open Standards and Other Priorities** - Help achieve your own organization's objectives by sponsoring OSGeo as a like-minded organization and benefit from the volunteer efforts of a rapidly growing world-wide community.
- **Demonstrate Your Leadership in Open Source Geospatial Technologies** - By sponsoring OSGeo you will help align your business with the activities of thousands of adopters of OSGeo software around the world. As a sponsor of OSGeo, you will align your business growth with the momentum behind OSGeo in the marketplace.
- **Benefit from Sponsor Networking Opportunities** - As a sponsor of OSGeo, you will benefit from unique opportunities to meet and share ideas with key members of OSGeo, other OSGeo sponsors and affiliated like-minded individuals and organizations.

### Sponsorship Levels

Foundation sponsorships are available on an annual basis and offered to organizations at four different funding levels.

OSGeo Sponsorship Levels	
Level	\$USD
Sustaining Sponsor	\$50,000
Principal Sponsor	\$20,000
Supporting Sponsor	\$10,000
Associate Sponsor	\$3,000

### Sponsorship Benefits

A critical part of the success of OSGeo, is the success of organizations that partner with OSGeo. One strength of OSGeo is its ability to operate at arm's length from any single organization and, therefore, from any individual sponsor. Every sponsor is an important part of OSGeo, no matter what funding level they commit to. For this reason the benefits offered to sponsors do not compromise impartiality.

In recognition of the various levels of sponsor contributions, each sponsor receives particular benefits. The benefits are outlined below and are cumulative as the amounts increase (higher levels include lower level benefits as well).

#### Sustaining Sponsor

- **Top Visibility** on the **OSGeo Sponsors** web page
- Key OSGeo marketing materials feature **your organization's logo**
- At promotion events, your organization's logo is displayed as **part of the OSGeo Booth**
- Right to **First Sponsorship Selection** for the Annual OSGeo International Conference
- Full-page **Promotional Space** on a personalized OSGeo Sponsor Page
- **Promotional Space** on an OSGeo Sustaining Sponsor Page

## OSGeo Donor Summary All Dates to Jan 2008

<u>Date (DMY)</u>	<u>Donor</u>	<u>Amount</u>	<u>Notes</u>
<b>Organization General Sponsors</b>			
<u>Associate Sponsorships</u>			
			Sponsorship info: here
13/12/06	LizardTech	\$3,000	
22/12/06	ISpatial	\$3,000	
14/03/07	First Base Solutions	\$3,000	
15/10/07	WhereGroup	\$3,000	
<u>Supporting Sponsorships</u>			
23/07/07	INPE	\$10,000	
16/11/07	INGRES	\$10,000	
<u>Sustaining Sponsorships</u>			
13/03/06	Autodesk	\$100	Bank start-up
13/04/06	Autodesk	\$70,000	Staff and systems
13/10/07	Autodesk	\$50,000	Staff and systems
16/11/07	Autodesk	\$30,000	Staff and systems

### Project-Level Sponsorships

#### GDAL Project

<u>Date (DMY)</u>	<u>Donor</u>	<u>Amount</u>	<u>Notes</u>
			GDAL sponsor info: here
02/01/07	ACT	\$3,000	
02/01/07	Safe Software	\$3,000	
02/01/07	Cadcorp	\$3,000	
14/03/07	AGI (Analytical Graphics, Inc)	\$9,000	
05/07/07	i-cubed	\$3,750	
22/10/07	Microimages	\$500	
22/10/07	SRC	\$3,000	
22/10/07	Waypoint	\$3,000	
01/02/08	INGRES	\$3,000	
01/02/08	Google	\$8,000	

#### QGIS Project

28/06/07	Micro Resources (QGIS)	\$2,670	52 community donors transferred to OSGeo
			QGIS sponsor info: here

### Community Donations

#### Personal Donors

25/08/06	Dave Patton	\$1	
10/03/07	Paulo Marcondes	\$20	
23/09/07	Jeroen Ticheler	\$50	
27/10/07	Firman Hadi	\$1	
30/11/07	David Witten	\$25	
07/12/07	Markus Neteler	\$40	
10/12/07	Lee Meilleur	\$50	

#### Donations for Giveaways

08/01/06	RadiantBlue	\$58	
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17/07/06	CCGIS	\$1,277
18/06/07	DM Solutions Group Inc.	\$90

**Conference Sponsors (2007 Event)**

Sponsorship details at: [here](#)

**Platinum Sponsorship**

Autodesk	\$25,000	Corporate
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**Gold Sponsorship**

DM Solutions	\$10,000	Corporate
GeoConnections	\$10,000	Government
Google	\$10,000	Corporate
ILMB	\$10,000	Government
Leica Geosystems	\$10,000	Corporate
Refractions Research	\$10,000	Corporate
Safe Software	\$10,000	Corporate

**Silver Sponsorship**

City of Nanaimo	\$5,000	Municipal
ESRI	\$5,000	Corporate
Open Geospatial Consortium	\$5,000	Non-profit
Orkney	\$5,000	Corporate
Sierra Systems	\$5,000	Corporate

**Exhibit-Only**

Camptocamp	\$2,500	Corporate
Timberline	\$2,500	Corporate
The Open Planning Project	\$1,250	Non-profit



The Open Source Geospatial Foundation

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**Part VIII § 10 : Intellectual Property**





The Open Source Geospatial Foundation

EIN: 72-1613215

## PART VIII § 10

# Trademark Guidelines

## Foreword

The Foundation is trying to build a market presence through its name, projects, and offerings. As such, it is important that our "brand" is associated only with activities and products that are in keeping with the Foundation's goals of open access, quality, etc. This means that the Board, and indeed all Foundation members, have an obligation to oversee and control the symbols of the Foundation -- that is, our trademarks.

As an open, collaborative organization, we might often prefer that such legal controls not be necessary; as such, we will try to strike an appropriate balance between control and openness. It is our intent that our guidelines be similar in spirit to those of other, similar organizations, e.g. Apache Foundation and Mozilla. Indeed, the following trademark and logo policies are taken almost verbatim from the Mozilla policies.

## Introduction

This document outlines the policy of the Open Source Geospatial Foundation ("OSGeo" or "the Foundation" for short) regarding the use of its trademarks. Any use of any OSGeo trademark must be in accordance with this policy. As used in this memo, "trademarks" means not just OSGeo's logos, but also the names of its various products, as well as the names OSGeo and OSGeo.org.

OSGeo's trademark policy attempts to balance two competing interests: OSGeo's need to ensure that its trademarks remain reliable indicators of quality and security; and OSGeo's desire to permit community members, software distributors and others that OSGeo works with to discuss OSGeo's products and to accurately describe their affiliation with OSGeo. Striking a proper balance is a tricky situation that many organizations -- in particular those whose products are distributed electronically -- wrestle with every day.

Underlying OSGeo's trademark policy is the general law of trademarks. Trademarks exist to help consumers identify, and organizations publicize, the source of products. Some organizations make better products than others; over time, consumers begin to associate those organizations (and their trademarks) with quality. When such organizations permit



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others to place their trademarks on goods of lesser quality, they find that consumer trust evaporates quickly. That's the precise situation that OSGeo seeks to avoid -- especially since, when it comes to intangible products like software, trust is all consumers have to decide on.

Although OSGeo's trademark policy is composed of a number of specific rules, most reflect the overarching requirement that your use of OSGeo's trademarks be non-confusing and non-disparaging. By non-confusing, OSGeo means that people should always know who they are dealing with, and where the software they are downloading came from. Websites and software that are not produced by the Foundation shouldn't imply, either directly or by omission, that they are. By non-disparaging, we mean that, outside the bounds of fair use, you can't use our trademarks as vehicles for defaming us or sullyng our reputation. These basic requirements can serve as a guide as you work your way through the policy.

OSGeo's trademark policy begins by outlining some overall guidelines for the use of OSGeo's trademarks -- including the names the Open Source Geospatial Foundation, OSGeo, OSGeo.org, and the compass logo -- in printed materials. It then addresses a series of more specific topics, including linking to OSGeo's website and the use of OSGeo trademarks in domain names.

We will revise and update these guidelines as OSGeo grows and our needs evolve.

OSGeo also has a [trademark policy FAQ](#) as a companion document to this policy.

## Our Trademarks

The OSGeo trademarks include:

- the name *The Open Source Geospatial Foundation*
- the name *OSGeo*
- the name *OSGeo.org*
- the OSGeo compass logo

OSGeo's trademarks should be used in their exact form, including capitalization -- neither abbreviated nor combined with any other word or words (e.g. "OSGeo" rather than "osgeo" or "OS GEO", "Open Source Geospatial Foundation" rather than "OSGeo Foundation", etc).

## Printed Materials and Web Sites



The Open Source Geospatial Foundation

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OSGeo encourages the use of its trademarks in marketing, fundraising and other publicity-related materials. That includes advertising stating that a person or organization is shipping or selling OSGeo products. Of course, any use of a OSGeo trademark is subject to the overarching requirement that its use be non-confusing. Thus, you can't say you're raising money for OSGeo when you're actually raising it for a local chapter or development project; say that you're selling or reviewing OSGeo software when you're actually referring to a forked version not under OSGeo's purview or control; or use the OSGeo logos on the cover of your book or on your product packaging.

## **Linking**

So long as you don't do anything that might confuse visitors to your website, or that might violate the Overall Guidelines for Printed Materials, above, OSGeo invites you to link to OSGeo's website.

## **Domain Names**

If you want to include all or part of an OSGeo trademark in a domain name, you have to receive written permission from OSGeo. People naturally associate domain names with organizations whose names sound similar. Almost any use of an OSGeo trademark in a domain name is likely to confuse consumers, thus running afoul of the overarching requirement that any use of an OSGeo trademark be non-confusing.

## **Services Related to OSGeo Software**

If you offer services related to OSGeo software, you may use OSGeo's trademarks in describing and advertising your services, so long as you don't violate these overall guidelines for the use of OSGeo's trademarks or do anything that might mislead customers into thinking that OSGeo has any direct relationship with your organization. For example, it's OK if your website says, "GIS software customization services for OSGeo software available here." It's not OK, though if it says, "OSGeo customization services sold here," or "custom OSGeo software available here," since the first suggests that OSGeo is related to your business, and the second is confusing as to who -- you or OSGeo -- performed the customization. When in doubt, err on the side of providing more, rather than less, explanation and information.



The Open Source Geospatial Foundation

EIN: 72-1613215

## Logos and Merchandise

The OSGeo compass logo is a trademarked expression, just like the name of the Foundation itself, and as such your use of the logo must follow the same rules as described above. For example, you may not use the logo in a way that might mislead customers into thinking OSGeo has any direct relationship with a product you are offering; you may, however, use the OSGeo logo (or name) to indicate affiliation.

You may not produce modified versions of the logos. OSGeo provides a full set of logo variations and a branding manual describing their usage [link forthcoming]; if you believe your needs go beyond those offerings, please contact us.

You can't put the OSGeo logo on anything that you produce commercially or for other public distribution -- at least not without receiving OSGeo's permission. This specifically includes selling or giving away your own OSGeo-branded merchandise at tradeshows, conferences, local user group meetings, etc. OSGeo owns and operates the [OSGeo Store](#), which sells a wide range of OSGeo merchandise intended to be used for this very purpose; that's how we make some of the money that keeps us around.



The Open Source Geospatial Foundation

EIN: 72-1613215

**Part VIII § 12 : Foreign Country**



The Open Source Geospatial Foundation

EIN: 72-1613215

**PART VIII § 12**

- (a) Do you or will you operate in a foreign country or countries? If, "Yes," answer lines 12b through 12d.**

Yes, it is possible that the Foundation will operate in a foreign country or countries. It is not the intent of the Foundation to operate exclusively or predominantly in any country, though the Foundation is governed by the laws of its primary location of incorporation in the United State.

Our current operations are limited the United States and Canada.

- (b) Name the foreign countries and regions within the countries in which you operate.**

We have staff who work in Canada, but have no other physical operations elsewhere in the world, being focus instead on using the Internet for our primary promotion, information and communication activities. The Foundation has not actively sought incorporation in any foreign country, though some local user groups have chosen to incorporate on their own but operate independently from the main organization.

- (c) Describe your operations in each country and region in which you operate.**

Primary staff work in Canada. Our international outreach programs help educate and promote to the world about the software that we build and distribute. At this time and in the foreseeable future, the Foundation has and will operate no offices or facilities in any foreign jurisdictions. Volunteers, members, temporary contractors and officers/directors are located around the world but hold no physical presence for the Foundation.

- (d) Describe how your operations in each country and region further your exempt purpose.**

By providing access to information about, products related to, and programs highlighting and/or detailing Foundation principles, practices, information or applications, the Foundation will further its educational and promotional purpose to inform and educate the general public about the public benefit of free and open source software for geospatial applications.