

ECLIPSE.ORG FOUNDATION, INC.

**MINUTES OF A MEETING
OF
THE BOARD OF DIRECTORS**

(FEBRUARY 21, 2024)

A Meeting of the Board of Directors (the **“Board”**) of Eclipse.org Foundation, Inc., a Delaware corporation (the **“Corporation”**), was held as a regularly scheduled conference call.

Present at the meeting were the following Directors:

Present	Director	Organization
Y	Ian Robinson	Eclipse Foundation AISBL Representative
Y	Jim Wright	Eclipse Foundation AISBL Representative
N	Kenji Kazumura	Eclipse Foundation AISBL Representative
Y	Matthias Sohn	Eclipse Foundation AISBL Representative
Y	Sarah Novotny	Eclipse Foundation AISBL Representative

Present at the invitation of the Board were Mike Milinkovich, Executive Director, Paul White, Secretary/Treasurer, and Gesine Freund, Corporate Executive Assistant of Eclipse.org Foundation, Inc.

The following agenda was proposed for the meeting:

1. Roll Call and Approval of Agenda
2. General Business
 - a. Approval of January 17, 2024 Board meeting minutes
3. Approval of Eclipse.org Foundation 2024 budget
4. Approval of updates to the membership agreement Schedule C

Adjournment

2. General Business

a. **Minutes**

Mike Milinkovich introduced a discussion of the full and abridged minutes of the January 17, 2024 Board Meeting, attached as *Appendix A*.

With all Board members present at the meeting voting in favor, the Board passed the following resolution:

RESOLVED, the Board approves the full and abridged minutes of the January 17, 2024 Board Meeting as circulated.

3. Approval of Eclipse.org Foundation 2024 budget

Paul White presented the 2024 Eclipse Foundation AISBL budget details and the process of establishing the budget. He reminded the Board that at their meeting in December 2023, the Board approved the Eclipse Foundation Group budget which the Foundation staff manages within. Paul explained that, separate from the Eclipse Foundation Group budget, it is a requirement that the Board approves the annual budget specific for the Association, and that the specific budget for the Association be brought forward to the General Assembly for its approval as well. With all Board members present at the meeting voting in favor, the Board passed the following resolution:

RESOLVED, the Board approves the 2024 Eclipse.org, Foundation Inc. budget as presented.

4. Approval of updates to the Eclipse.org Foundation, Inc. Membership Agreement Schedule C

Mike Milinkovich introduced a discussion on the proposed amendments to Schedule C of the Eclipse.org Foundation, Inc. membership agreement, as per materials attached as *Appendix C*. Mike explained to the Board there were no changes to any of the fees nor any material changes to the Membership Agreement, and instead the changes were to: a) remove the language in Schedule C explaining the rollout of the 2022 fee changes as that rollout is now complete, and b) to better highlight to members the fact that membership fees are based on the aggregate annual revenues of a member and its affiliated organisations as defined in the Bylaws. With all Board members present at the meeting voting in favor, the Board passed the following resolution:

RESOLVED, the Board approves the revised Exhibit C of the Eclipse Foundation Membership Agreement as presented, noting that no changes to the fees are included in the updates.

Adjournment

There being no further questions, the meeting was adjourned.

Action Item: None

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This being a true and accurate record of the proceedings of this Meeting of the Board of Directors held on February 21, 2024, is attested to and signed by me below.

Paul White
Secretary of Meeting