PEERINGDB BOARD MEETING
Tuesday, 8 December 2015 1700h UTC
Teleconference

DRAFT MINUTES

Attendees:

Aaron Hughes, Chair, President & CEO
Patrick W. Gilmore, Vice Chair
Matt Griswold, Director
Arnold Nipper, Director
Job Snijders, Director

Note Taker:
Chris Caputo, Secretary & Treasurer

1. Welcome & Pre-Meeting Agenda Review. The Chair called the pre-meeting to
   order at 1711h UTC. It was acknowledged that Arnold Nipper would be
   delayed due to technical difficulties.

   Consideration of revisions to sections 6.1 and 6.3 of the November 12th,
   2015 draft Bylaws added to the agenda

2. Election of Officers.

   Unanimous votes as follows:
   President/Chair: Aaron Hughes
   Vice President/Vice Chair: Patrick W. Gilmore
   Secretary/Treasurer: Chris Caputo

   The Chair indicated there was a vote of 4 out of 5 directors for a $5,000.00
   budget for the Secretary/Treasurer through April 2016.

3. Welcome Meeting Agenda Review. The Chair called the meeting to order at
   1722h UTC. It was acknowledged that Arnold Nipper would be delayed due
   to technical difficulties.

4. Adoption of PeeringDB Articles of Incorporation.

   It was moved by Patrick Gilmore, and seconded by Job Snijders, that:

   *"The PeeringDB Board adopts and approves the PeeringDB Articles of
   Incorporation, as written."*

5. Adoption of PeeringDB Bylaws.

Discussion of replacing section 6.1 of the November 12th, 2015 draft Bylaws with:

6.1 Powers of the Board of Directors: The Board shall have the authority to incur and pay financial obligations on behalf of the Corporation in furtherance of the Purposes stated in the Articles of Incorporation, without the vote of the members. The Board shall have the authority to adopt rules and regulations concerning the use of the Corporation's services and facilities by the members.

The Chair called for comments.

Patrick spoke for the idea that the Board was empowered by the members when elected. He also referred to his email sent earlier today to the Board.

Matt agreed.

Job says the members gave the Board their confidence, and that if the Board makes a change, the Board does not need to go back to the membership for agreement.

Aaron is in favor of the change.

The section 6.1 amendment was accepted unanimously.

The Chair welcomed Arnold Nipper to the meeting at 1732h UTC after verifying communication issue resolution.

Discussion of replacing section 6.3 of the November 12th, 2015 draft Bylaws with:

6.3 Termination of Membership: A member's membership in the Corporation and connections to the Corporations' facilities may be terminated by the Board if the member fails to cure minor infractions of the Corporation's rules and regulations (as defined therein) within 10 days written notice to the member, and upon a vote of a 2/3 majority of the number of Directors in office. A member's membership in the Corporation and connections to the Corporation's facilities may be terminated immediately upon a vote of a 2/3 majority of the number of Directors in office, for major infractions of the Corporation's rules and regulations (as defined therein). If a Director is

affiliated with a member whose membership is under consideration by the Board, then the Director shall abstain from voting and the number of votes required to terminate such membership shall be reduced accordingly.

The Chair called for comments.

Patrick spoke for the amendment.

Clarification that the 2/3 calculation would be rounded up to the nearest integer. With 5 voting Directors, a vote of 4 will be necessary to reach the proposed section 6.3 termination threshold.

Job is fine with the amendment.

Arnold is in favor of language requiring a minimum vote of unanimous minus 1, but says compared to the 2/3 language, it is not a big difference.

The Chair called for a vote.

The section 6.3 amendment was accepted unanimously.

It was moved by Patrick Gilmore, and seconded by Job Snijders, that:

"The PeeringDB Board adopts and approves the PeeringDB Bylaws draft of November 12th, 2015 amended in today's board meeting with revisions to sections 6.1 and 6.3."

The motion carried unanimously via roll call vote.

6. Authorization of the President and the Treasurer to designate a bank.

It was moved by Patrick Gilmore, and seconded by Job Snijders, that:

"The PeeringDB Board authorizes the President and Treasurer of the Corporation to designate any bank or trust corporation in any city in the United States as a depository for the funds of the Corporation."

Aaron confirmed the existing bank account is covered by the motion.

The motion carried with no objections.

7. Authorization of the President and the Treasurer to a bank account.

It was moved by Patrick Gilmore, and seconded by Matt Griswold, that:

"The PeeringDB Board authorizes the President and Treasurer of the Corporation to open the aforesaid accounts with the Bank using the standard form of banking resolution of each bank or trust corporation, each of which is hereby approved and adopted."

The Chair called for discussion. There were no comments.

The motion carries with no objections.

8. Authorization of the Bank to make payments.

It was moved by Patrick Gilmore, and seconded by Matt Griswold, that:

"The PeeringDB Board authorizes said Bank to make payments from the funds of this Corporation on deposit upon and according to the check of this Corporation signed by its President or anyone appointed by the Board of Directors."

The Chair called for discussion. There were no comments.

The motion carries with no objections.

9. Authorization of Fiscal Year.

It was moved by Patrick Gilmore, and seconded by Matt Griswold, that:

"The PeeringDB Board adopts a fiscal year ending December 31 of each calendar year."

The Chair called for discussion. There were no comments.

The motion carries with no objections.

10. Application for Recognition of Tax-Exempt Status.

It was moved by Patrick Gilmore, and seconded by Matt Griswold, that:

"The PeeringDB Board authorizes and directs The officers of the Corporation to proceed, with the assistance of such legal and accounting counsel as they may choose, to apply for a determination

under the Internal Revenue Code that the organization is qualified for tax-exempt status under Sections 501(a) and 501(c)(6) of the Internal Revenue Code."

The Chair called for discussion. There were no comments.

The motion carries with no objections.

11. Conflict of Interest Policy.

It was moved by Patrick Gilmore, and seconded by Matt Griswold, that:

"The PeeringDB Board adopts The Conflict of Interest Policy, as written, as the policy of the Corporation, and that the Secretary of the Corporation is hereby instructed to cause the Conflict of Interest Policy to be inserted in the minute book of the Corporation."

The Chair will send out a conflict of interest document to each board member.

The Chair called for discussion. There were no comments.

The motion carries with no objections.

12. Any other business.

Public recording of Board meetings:
Job requests that every board meeting is recorded by audio, and published.
Patrick & Matt disagreed.
Patrick spoke against. He believes Board members need to not be inhibited in their opinions during discussion. Also, human resources discussions may not legally be public.
Chris commented that audio recording would prevent email based meetings.
Arnold commented in written form: "It must be possible to have open discussions in the board. Having everything published does not make this possible. I'm happy to have the minutes published."
Aaron said he is also against audio recording.

No motion made.

The Chair called for any addition topics. No other business was raised.

13. Adjournment. The Chair entertained a motion to adjourn at 1759h UTC. Patrick Gilmore moved to adjourn, seconded by Matt Griswold. The meeting adjourned with no objections.