

Minutes of the LPI Annual General Meeting 2023
June 24th, 2023 – 1300 UTC

General Summary:

The Annual General Meeting (AGM) of the Linux Professional Institute (LPI) was held to meet the legal requirements for governance as required by the Canadian Government in which it is chartered.

These legal requirements are:

- Approval of the previous (2022) AGM minutes
- Approval of the Auditor for the next year (2023)
- Election and approval of voting results of Board Candidates
- Approval of Bylaw changes (if necessary)
- Reports to the membership from the Board and Staff

Note that only current members of LPI may vote for new Board members, for approval of bylaw changes and approval of the Auditor.

Others (staff, esteemed guests, etc) are also permitted to attend, but are not able to vote.

These minutes will document what happened during the AGM of 2023 and the results of all voting and resolutions passed.

Results of the AGM:

In order for the results of the member voting to be valid, there has to be a quorum of members active in the vote according to the LPI Bylaws, which for the year of 2023 was 24 members (10%) out of 237 members. Only 17 members attended the AGM, and this did not meet quorum.

However for the elections, which had a voting period of June 10th to June 24th, longer than the one day AGM on June 24th, had 62 ballots cast out of 237 members, or 26%, which did meet the quorum requirements. So Board members were elected and were seated later in July. Another election period was set up for passing the resolutions needed, and in that voting period the members met quorum.

First, the election of the Board Members:

On May 25th the Returning Officer, Kenny Armstrong, returned a list of five candidates for three open slots.

Using a preferential voting method, three candidates were elected:

- Ted Matsumura
- Michinori Nakahara
- Thiago Sobral

These three board members will serve a three year term as defined by the LPI Bylaws.

A recording of the June 24th AGM was (and is) available to the membership for detailed information about the AGM held on June 24th, 2024.

Since the AGM held on the day of June 24, 2023 did not meet the 24 member minimum for quorum, a separate election was set up with the resolutions necessary to be voted on being presented electronically with a four-week voting period. That vote was started on August 22nd, 2023 10h20 GMT-5 and ended on September 22nd, 2023 at 1200 GMT-5 taken by ElectionBuddy.com, exceeded the needed quorum with 59 votes and had these results:

Motion to Approve the Minutes of the 2022 AGM minutes located at [https://www.lpi.org/sites/default/files/20220625AGM minutes_0.pdf](https://www.lpi.org/sites/default/files/20220625AGM%20minutes_0.pdf) - Resolution 2023-0624-1:

59 votes cast, 57 votes yes, 2 votes no, passed with 96.61% in favor

Motion to Approve Resolution 2023-0624-03: Appoint the firm of Kwart & Company as auditors for the year 2023:

59 votes cast, 56 votes yes, 3 votes no passed with 96.61% in favor.

Motion to Approve Resolution (2023-0624-04) to accept bylaw changes located at https://www.lpi.org/siwp-content/uploads/2023/07/Bylaws-REVISED-BOARD_APPROVED-2023.pdf

59 Votes cast, 57 yes, 2 no, 96.61% in favor

With this information, the LPI AGM of 2023 was considered closed.

Submitted

Jon A. Hall, Board Chair

Appendix A: =====Draft Agenda of 2023 AGM=====

1. **Call to Order – 2023 Annual General Meeting of the Linux Professional Institute**
 1. June 24th, 2023
 2. 0900 EDT, 1300 UTC
 1. Voting for Board members ends at 1330 UTC
 3. Poll to Meet Quorum (the lesser of one hundred (100) Members or ten percent (10%) of the Members entitled to vote at the Meeting):
 4. 200 members...20 to meet quorum
 1. Staff will determine if quorum is met by the members logging into the meeting.
2. **Explanation of AGM meeting (required by Canadian Law)**
 1. Members – *meeting the requirements of membership as presented by Bylaws and Policies of LPI*
 2. Board:
 1. Jon A. Hall, Chair (Acting Secretary, Acting Treasurer)
 1. Executive Board
 1. VM Brasseur, Vice Chair and Chair of Governance Committee
 3. Staff:
 1. G. Matthew Rice (Executive Director)
 2. Kenny Armstrong, Returning Officer
3. **Declaration of Conflict of Interest - Jon A. Hall, Board Chair**
4. **Explanation of Resolution Procedures and Proxies - Jon A. Hall, Board Chair**
5. **Adoption of Agenda (Resolution 2023-0624-01)**
 1. Whereas the Linux Professional Institute is required to have an Annual General Meeting (AGM) and this meeting has been voted to be held on Saturday, June 24th, 2023 at 0900 EDT (1300 UTC) and;
Whereas the Membership has been found to have reached quorum and;Whereas the draft agenda has been read;
BE IT RESOLVED that the agenda for the 2023 AGM is approved as presented.
Moved
Seconded
6. **Opening Remarks – Jon A. Hall, Board Chair**
7. **Approval of Minutes for 2022 AGM (Resolution 2023-0624-02)**

Whereas the Linux Professional Institute held an AGM in 2022;
BE IT RESOLVED that the minutes of the 2022 AGM are now formally approved by the Membership
Move
Second
8. **Report of Executive Director: “Annual Review and Moving Forward” - G. Matt Rice, Executive Director**

Voting for the Board candidates ends during Matt's talk
9. **Resolution to appoint the firm of Kwart & Company as auditors for the year of 2023 (Resolution 2023-0624-03):**

Whereas Kwart & Company, Chartered Professional Accountants have been approved to be the auditors for Linux Professional Institute for the year 2022 by the Board of Directors and;

Whereas the Board and Staff have been satisfied with the quality of the firm's work; BE IT RESOLVED that the Executive Director is directed to engage Kwart & Company to be the auditors of the Linux Professional Institute for the calendar year of 2023.

10. *Report of the results of the Board Elections – Kenny Armstrong, Returning Officer*

11. *Welcome of new Board Directors and Plan of Transition – Jon A. Hall, Board Chair*

1. Three year term for new board members.
2. AGM June 24th, 2023 – installation at July 24th 2023 at 0930 EDT
3. Organizational meeting in early July (determined by availability of Board)
 1. Agreement on dates of quarterly board meetings and next AGM
 2. Election of officers and Executive Board
4. July 24nd 2023 at 0930 EDT - installation of new Board members (may be in absentia)

12. *Any additional business - Jon A. Hall, Board Chair*

1. Member questions, comments and resolutions

13. *Closing Statement – Jon A. Hall, Board Chair*

1. September of 2015 I became Board Chair
2. Your organization, not mine. Help build it.

14. *Motion to Adjourn Meeting (Resolution 2023-0624-LAST)*

BE IT RESOLVED THAT the meeting of Members is hereby adjourned.

Moved:

===Transcription of 2023 AGM video recording by Max Roveri===

AGM - 2023 - Transcription

- [AGM Working Agenda](#)
- RECORDING https://drive.google.com/file/d/1kzZCBzS8D2P-MSKJrcFrerUlb2maG4fW/view?usp=drive_link
- [AGM 2023 | Polls Results](#)
- [AGM 2023 | Chat](#)
- (This document) [Poll Summary](#)
- (This document) [LPI - AGM - 24-06-2023 Summary](#)
- (This document) [AGM's Debriefing](#)
- (This document) [AGM's Recording, unwinded](#)
- (This document) [Jon notes, Jul 11, 2023](#)

Poll Summary of June 24th meeting – quorum not met



Poll Summary Linux Professional Institute 2023 Annual Genera...

Resolution to appoint the firm of Kwart & Company as auditors for the year of 2023 (Resolution 2023-0624-03)

14 (100.0%) Accept

0 (0.0%) Reject

Vote to accept 2022 minutes (2023-0624-01)

17 (100.0%) Accept

0 (0.0%) Reject

Resolution to accept bylaw changes (2023-0624-04)

14 (100.0%) Accept

0 (0.0%) Reject

Vote to accept agenda (2023-0624)

12 (100.0%) Accept

0 (0.0%) Reject

VIDEO

For those who see it, who realize the rules and assumptions, the do's and don'ts, the order of things are being disrupted, that the gatekeepers are leaving their posts to future called and said it's tiring. But it's not just a job. It's a call to be part of something bigger than yourself. Rather than top down control, it's open collaboration, rather than power for the few. It spread amongst any across datelines continents, gender and race, there's opportunity for all no matter who you are, or your place. And garages, school rooms, small towns and cities, around campfires in deserts, startups and universities, companies, meetups, governments and ghettos. People are connected and changing our reality. There are robots to program spacecraft to the intelligence to create smarter than the humankind. There's the Internet of Things and quantum computing and stacks of big data that might even solve human suffering. And although nobody is certain now the future will unfold. Why not help write it and have a say in how it's taught?

LPI - AGM - 24-06-2023 Summary

- Video 0:01
- Introduction to the meeting. 1:54 Welcome to the 2023 agm of Linux professional institute.
- Introduction of maddog.
- Closing time for the new board of directors.
- Minutes of the last agm meeting.
- Lpi's charter and bylaws. 6:46 - Lpi was created in 1999 to promote and move forward open source.
- Bylaws were rewritten in 2016. - Changes to policies and bylaws to make it easier to change.
- Bylaw changes approved by the board.
- Acceptance of the agenda. 11:36 - Voting stops at 10 o'clock.
- Introduction to the Executive Director. 17:02
- Matt: Annual review of 2022 and plans for 2023.
 - Translating learning materials into various languages.
 - Open source essentials. 20:23
 - UTL VS Windows 11 and a self-study club. CRA
 - The member engagement committee is relaunching.
- Board of Directors approval of the auditor for next year. 25:36
- Voting results. 29:55
- Kenny Armstrong is the returning officer for the past three years.
 - Voting has closed.
 - Election results and bylaws for the board of directors.
- Voting for the auditor. 34:09
- Working within the bylaws to make it easier for members.
- Having a vote for the auditor.
- Treasurer's Report
- Resolution to appoint a firm of course company. 39:25
 - Resolution to appoint a firm of course company has been voted on by 12 people.
- Rules of order, a movement and a second is enough.
- AGM meeting adjourned.

AGM's Debriefing

The Linux Professional Institute (LPI) held its Annual General Meeting (AGM) in 2023 last June 24, with the meeting being chaired by Jon "maddog" Hall.

The AGM began with an announcement regarding the need to reach quorum for voting on the new board of directors. Members were encouraged to ensure their presence for the voting process.

The quorum hasn't been reached, though.

The minutes of the previous AGM meeting were posted for members to review and vote on their acceptance.

Jon "maddog" Hall explained the process of rewriting and clarifying LPI's bylaws, with the goal of moving certain details into policies for easier modification in the future.

This restructuring was aimed at enhancing the organization's governance and adaptability.

Votes were held to accept the agenda for the AGM and to approve the proposed bylaw changes.

The bylaw changes were intended to streamline LPI's operations and provide clarity on various aspects of the organization's functioning.

Matthew G. Rice, the executive director of LPI, provided updates on the institute's activities over the past year. He highlighted the successful launch of new education programs and certifications, aimed at meeting the evolving needs of the Linux community. Existing exams were also updated to reflect the latest advancements in Linux technologies.

Rice mentioned also LPI's ongoing translation efforts, with the goal of making LPI certifications accessible to a wider global audience. He encouraged members to contribute to the translation process and participate in improving the quality of translated materials. The meeting emphasized the importance of member engagement and involvement in LPI's initiatives.

Members were encouraged to participate in exam development, ensuring that the exams accurately reflect the skills and knowledge required in the industry. The "upgrade to Linux" campaign was introduced, urging members to promote the adoption of Linux in various domains.

Self-study clubs were encouraged as a way for members to collaborate in the field on a side, and enhance their knowledge and skills in Linux on the other.

The European Cyber Resilience Act (CRA) was discussed, and members were invited to join the conversations and provide input on these and other relevant topics.

Last, LPI's member programs were highlighted, emphasizing the benefits and opportunities available to LPI members. Members were encouraged to take advantage of these programs to further their professional development in the Linux field.

The AGM concluded with the approval of the auditor for the next year and anticipation for the report on the board of directors' voting results, which would determine the composition of the new board.

AGM's Recording transcribed:

MAX

Good morning, good afternoon. Good evening, everybody. Welcome to the 2023 AGM of Linux Professional Institute, LPI.

I am Max Roveri. I am a Community Manager in LPI. And I am very happy and how not to introduce you to the chair of today's Annual General Meeting, Who is John maddog Hall.

Jon "maddog" Hall has been the volunteer Chairman of the Board of the Linux Professional Institute since 2015. Since 1969, Jon "maddog" Hall has been a programmer, systems designer, systems administrator, product manager, technical marketing manager, author and educator, currently retired he volunteers as an independent consultant on several projects. While not a founding member of LPI, he helped formulate some of the concepts and donated personal money to allow the first 200 tests be tested for psychometrics.

Jon "maddog" Hall has concentrated on Unix systems since 1980 and Linux systems since 1994, when he first met Linus Torvalds and correctly recognized the commercial importance of Linux and Free and open source Software.

He has traveled the world speaking on the benefits of open source Software having received his BS in Commerce and Engineering from Drexel University, and his MSCS from RPI in Troy, New York.

Ladies and gentleman, maddog. Thank you.

MADDOG

Hello, ladies and gentlemen, I would like to officially open the meeting of the annual general meeting of the Linux Professional Institute for 2023. I'm going to remind everybody that **the voting for the new board of directors** will be closing at 10 o'clock, in approximately 23 minutes. So if you haven't voted yet, please do so.

I will also say that in order for this meeting to be official, we have to reach quorum, which is at this point 24, of the 237 members that we have. So we're hoping that we're going to reach quorum. **And if we don't, for some reason, then we will take the recording of this meeting minutes and distribute them to the members and as the members who did not attend, to vote so that we can reach the quorum necessary legally.**

We're going to have a series of reports today.

There's going to be an explanation of each report as it comes out. And then we're going to discuss each report one by one. And after the report has been reviewed thoroughly, you should make up for more motion to accept that report. So the first thing that we're going to talk about is the minutes of the last AGM meeting, which has been posted on the website for several weeks now (https://www.lpi.org/sites/default/files/220625_AGM_Agenda_DRAFT.pdf).

And what we're going to require is that the members actually vote to accept those minutes of the meeting, so you should be able to go to your voting window. And you should be able to now vote for the acceptance of those minutes.

Then I will also mention the fact that the minutes have been reviewed by the board of directors and we feel that they are accurate. But the law requires the members of the organization to vote to accept them also.

So we'll give you a few seconds to do that. And then we'll come back and go on to the next part of the program, which will be **approving bylaw changes**.

...

(We) give you about five minutes to do that, to accept the minutes of the last AGM meeting.

...

Actually, while you're doing that, what I'm going to be doing is explaining the bylaw changes that happened.

...

LPI was created in 1999.

At that point our charter was to help to promote and move forward open source. That's what it's always been. However, to get started, we had a much smaller scope in our business. And that was to create certifications. And basically so vouchers for the certifications to track the certification holders and things like that. We had a very simple set of bylaws, that was basically one page. And as we expanded the organization, we found out that those bylaws really needed to be changed. At the same time, we had a desire to move to a member based organization.

And when that happens, there's things that the members should do, such as vote for the board, such as approve various documents and things legally. So we had to rewrite the bylaws. And we did that in the period of 2016 to 2017.

Eventually, those bylaws were approved, and we started having annual general meetings because that was required.

But then we found out that some of the bylaws were a little convoluted, some needed clarification.

And we decided to rewrite the bylaws again, in the year 2022.

We elected a committee to do that.

But we didn't really change the bylaws that much. What we did was we clarified a lot of the things that in the wording of the bylaws were unclear. And we moved out of the bylaws, certain things that needed to be changed every once in a while. But in order to change them more easily, we moved those into what are known as **policies**.

So for example, policies on selecting board members, policies on the duties of board members, things like that, were moved into the policies and out of the bylaws in order to make them easier to change. Because every time you change the bylaws, in order for them to be effective, you have to have them voted on by the current board of directors, as well as approved by the members.

So the simpler the bylaws are, as you know, as a document, then the easier it is to change little things from time to time, such as term limits, number of term limits you can have and things like that. still viable, but you don't need to have the members approve it every single change. So that's what's been happening. The bylaws haven't really changed that much. They've been clarified. And a lot of the verbiage has been moved out of the bylaws into policies, which have been which are posted on the LPI website so that members can read them and understand them and so that's what when we when you vote to approve the bylaw changes, these are bylaw changes that have been approved by the board of directors as being good they would look looked over by our legal staff and they have been now posted on the web pages of LPI if the if the membership approves the bylaws then they will be they will replace the previous bylaws and become effective so I believe we have now had.

I believe we have now had the end of the vote for the AGM meeting and administer the AGM meeting and now we can vote for the approval of the bylaw changes.

I did make a slight mistake here.

The first thing we should have voted on is the **Accepting of the agenda** which is what I've been acting on the agenda is includes things like the minutes and various other action items and we really should have had a vote on the acceptance of the agenda to be able to make the meeting go forward do we have that vote set up.

(we are setting up the vote for the approval of the agenda.)

We'll take this also to remind you once more than if you have not **voted for the new board members please do so that voting stops at 10 o'clock.**

Okay: the agenda or the ability to vote for the agenda acceptance is ready so please vote to accept the agenda.

Okay, we have accepted the bylaws, that is good and we've accepted the agenda also good and we've accepted the minutes of the last AGM meeting. And with that, we will turn it over to Matt rice for the executive directors report.

MAX

Okay, thank you, Jon.

And let me introduce you Matt, the executive director of LTI for the executive director updates.

Matthew G. Rice is the executive director of the Linux Professional Institute. Before this, he held the position of Director of Certification Development. Matthew is a licensed professional engineer in Canada in the fields of geophysics and software development and received his LPIC-1 in 2002.

Matthew is a graduate of the University of Toronto's Engineering Science program. After university, he dove right into software development in Fortran, C, Tcl and Perl in a Solaris environment which quickly migrated to a Linux platform and many other languages in 1995. His first contribution to free and open source software was in 1994

(<https://groups.google.com/d/msg/comp.lang.tcl/lcMlx9yV71s/yc4OzCl63OMJ>). Although, it wasn't called that yet.

Thank you, Matt, please.

MATT

Alright, so everybody can hear me? I think so.

All right, I'm the only one left on the stage, I just have a short presentation to share with everybody. This would be it.

[202306BoardReport](#)

So I'm assuming people text me if you can't see my screen. So in this update, I'm going to introduce everyone to the annual review.

Some highlights of what happened in 2022, up until now, plans for some of the bigger plans for 2023 into 2024.

And then an appeal for members to get involved more. So you can find this actual presentation, because there are some links in it that you might want to follow. *It's up in slash collections slash 2023 slash reports along with a number of other documents.*

So in that you can see our official annual review. It does struggle a little bit into 2023.

But moving forward, we're going to do calendar year annual reviews for everybody. So the highlights as you can see, we launched two new essentials level, education programs and certifications, certificate certificates, web development, and The Security Essentials. Also we've updated all of the LPIC, three exams. And we've also split the high availability and virtualization into two separate exams.

And we've also been busy translating our learning materials into various languages, which you can see in the chart here on the right.

The other thing is there is a general discussion, part of the meeting at the end. So if anyone has any questions or wants more details about things, that's probably the best time to discuss. So the rest of the year and into 2024, we are working on **Open Source Essentials**. Some people might remember the "BOSS" name, the business of open source, software or specialist. This is, I guess, the introductory foray into that topic area, it will be an Essentials level certificate, and then we'll see what we do about a more professional level one as well. We should also be releasing **IoT Essentials**, sometime in the next couple of few quarters. But open source Essentials is the one that's getting the focus right now. There's also an update, a full update to **LPIC 2** coming and to the **DevOps Tools Engineer** as well.

And if any of you aren't on the mailing list already, this link here the mailman one is the usually the first place that we make announcements of updates to certificate or certification objectives, or are new ones. <https://list.lpi.org/mailman/listinfo/lpi-examdev>

The other thing I should point out is we do have a **community index** <https://www.lpi.org/community-programs/> / <https://people.lpi.org/login?next=/orboth?>, if any of you want to put a link to your profile, whether it's as a certification holder, a member or if you're one of the approved trainers, that's one of our member programs.

You can have people find you there.

And you can edit that setting. It's disabled by default on the People Portal.

And lastly, some ways that you can help out as I've been getting involved in the exam development, we do have a number of programs listed on our community page. But some notable ones that have started recently.

One is the **upgrade to Linux** campaign that we're doing. And we're doing that with a number of other partners. It originated when actually maddog had the idea that a lot of people were going to be left in lurch with the upgrade to Windows 11.

And so maybe we should just tell them to skip the upgrade and switch to Linux. And so this is a project that's sort of taking a life of its own. We've also launched a clubs program where we're encouraging schools and other groups to form a self study **club**, whether it's with a teacher helping in a computer science club or librarians making space available.

We're going to be helping support those guys getting started with the learning materials with you know, possibly and probably some gratis exams for some of the students. And we'll be supporting them in the discuss area.

<https://discuss.lpi.org/> so if anyone's interested in getting involved in that, they're welcome to do it. Just say hi in the discuss site.

There's also the Cyber Resilience Act (CRA) proposal that's going around to the EU.

We do want to get involved in that discussion. That link is actually to more information about the CRA. And you'll be hearing from us shortly. Max is leading that endeavor for us.

And lastly, now that we have a good number of members, we're relaunching the member engagement committee.

We do want and we need more involvement of our members in governance. For instance, this AGM doesn't look like we've met quorum so we'll have to do something for some of those votes after the meeting, but honestly, we'd like member feedback on what sort of programs would be beneficial to you as a member, whether it's the approved trainer one or or additional things and possibly, it gets used some exposure to your other members by getting involved.

And I know that every year, we encourage members to run for the board. There is the stipulation that they need a certain number of other members to vouch for them or, you know, give them a nod to get them on the ballot. So this could possibly help as well. So if anyone's interested in joining that member engagement committee, there is a discussion area on

<https://discuss.lpi.org/>. But if you have got some specific ideas, just email us at membership at LPI.

And that's it for this presentation, actually.

So I'll also be answering any questions in the chat while we go but not to distract from the rest of the meeting. If you want to save for the discussion at the end of the meeting. That's an option as well.

And I'll leave it at that.

MADDOG

Okay, thank you, Matt. That was very good. Okay, the next item on the agenda is the **approval of the auditor for the next year**.

And I will remind people, it is now 10 o'clock, and the voting for the directors of the board of directors has closed. And Kenny, who is the returning officer **Kenny Armstrong**, will be telling me tallying up the report and be giving a report on that later.

So one of the things that we have to do every year is have a **Treasurer's Report**. And the Treasurer's Report is for a nonprofit organization is very simple.

It goes from a beginning time to an ending time. And we choose the fiscal year of 2022. It tells you the cash balance and assets at the beginning of 2022 the income received, the expenses paid and the cash balance at the end \$900,000.

We had a very small amount of liabilities, 260,000 US dollars.

So the liabilities look very good. But what this tells us is that basically as an organization, we lost money. This is not an unusual thing, given the fact that we had a global pandemic.

However, of course, you cannot continue to do that year after year. And the board of directors and the staff have come up with ideas to be able to decrease our expenses at the same time increase our revenues over the coming year. So we are going to try and recover from this and move forward. Actually members can help with this.

You know, LPI is not just selling vouchers and creating tests. It is trying to move forward, open source in general. And so if members feel that certifications are worthwhile, that certifications are good, that certifications have helped you in getting a better job or a new job or raise a job, then you should be talking to your fellow open source people.

You know, you should be talking to high school students and things like that, about the concept of using open source, promoting open source and thinking about becoming a professional in open source.

And so the more you talk about LPI and the programs, we have an open source in general, it helps you it helps LPI it helps the person you're talking to.

I'm very proud of LPI because it's one of the few training regimens where a person can actually study on their own, they can look at the objectives that we have on our website, open objectives, they can study those objectives, they could learn about them, then they can take the test and get their certification.

And even if they decide not to take the test, simply looking at the objectives and studying them increases their knowledge about free and open source software so that they could go and manage their systems better.

So I encourage members not to just, you know, get your certification say that's enough.

That's what I've done, but to help to promote LPI in his programs and to be active with LPI.

Okay, hopefully by this time, Kenny has been able to tally Get the votes. And I will also say that I want to briefly state that Kenny has been the returning officer on the voting of LPI for the past three years, Kenny Armstrong. He's done. He's a member of staff. And he's also a member of LPI. And he's done a very good job. And I just wanted to give him some attaboys

and accolades for that. So with no further ado, I'll turn it over to the caddy and perhaps you can tell us how many votes that each one of the members got, Kenny.

KENNY

Yes, sir. Hi, no. Hello, everybody. And thank you, John. Appreciate that intro.

Yes, voting has closed. We had a ballot where we needed to fill three board of directors seats, and we had, we had quite a few candidates come in, but then we had to narrow things down to a more focused slate. And at the end of it all, we have the winners announcing, as mentioned, or **Nakahara, Tiago Sobral, and Ted Matsumura**.

All three of these are now the new board of directors that have been elected, we had the slate of four, where we also had **Tom Marcion**. But he, as you could tell by the ranking he, Sorry, Tom, but you were not able to, to be selected for this year.

But again, we would highly recommend running again next year. We do this each year, as John had stated, and we're, so we're always going to have seats that we're going to need to fill for the board of directors. In case anyone's wondering, we use something that's called a simple transferable vote. It's a rank voting system where you, you rank each individual that votes ranks out the from from highest priority to lowest priority, who they wish to pick for their ballot, and this system will tally those up, and it does its own calculations to find out what's going to be what the final outcome will be.

And again, since it was a smaller slate, we only had three rounds this year. And once more like I said **Nakahara, Tiago Sobral, and Ted Matsumura** will have all been elected for the board of directors.

And I would like to echo one thing that Matt had mentioned earlier, we are a member based organization, so we would like to see more member involvement. The bylaws are looking at getting those changed so that we can still have so that members can not only just run, but we can also kind of lower the barrier to entry there for members to get approved by other members so that they can run for a seat on the board.

Again, the goal is that we are a member run organization. And we would like to have more members directly involved with not just our governance, but many aspects of our organization through our volunteers, our volunteer programs, and a lot of the other side projects that we have going on at the same time. I will have these results posted to our website by Monday afternoon.

And if anybody has any questions as to how the voting worked out, or how, how everything was tallied, you can send an email to membership@lpi.org.

And I can let you know beforehand. Like I said, I will have everything posted on our elections page on our main website on Monday.

MADDOG

Thank you very much, Kenny. I'm going to, again, stress what Kenny said about the member of slate. In the past three ATMs and past three elections, we've tried to get more members to go into what we call the member slate.

But the bylaws as they were written required 20 members to sign on to them to vote for them, just to get them onto the slate.

The current board is addressing this issue. We're trying to work within the bylaws.

This is one reason why we moved the requirements for this out of the bylaws themselves into policies to make it easier for this to be changed **to make it easier for members to get onto the slate and therefore be voted in by other members on to the board.**

So stay tuned.

We hope to have this much easier to be done by the next election or perhaps **even an interim election for member candidates to the board of directors.**

So the next thing is: we have to have a vote for the auditor. Every year, we have an audit done, we have actually LPI has an accountant, we then take our books and submit them to a professional auditing firm, which is outside of the staff.

The auditor goes over and approves all of our bookkeeping and makes suggestions about how the bookkeeping could be done better.

We then have the audit accepted by the board of directors and a formal vote, the audit will be posted on the website so that the members can look at it.

And we now need to know that we don't need to have the members vote to accept the audit.

That's already been done.

But we do need **the members to vote to accept the auditor for the next year.**

So the auditor, for this past year has Kwart & Company <https://www.kwartco.com/> actually the past couple of years with the Kwart & Company.

It is a good policy to change your auditor every five to seven years as the rule of thumb.

However, they've only been our auditor for the past three years, so that we ask that they'd be approved again, the board has looked at them, the board has approved them for the next year for the year 2023, actually the current year that we're in, and we now ask that the members vote to approve a quarter company for 2023.

So we'll give a couple of minutes for the members to vote on that. And then we can go on.

While you're voting on that, in the next portion of the meeting, we now have a time for member motions and submissions. And this is a time for members to bring up issues and concerns that haven't been covered in the AGM recognizing that the AGM is mostly a legal reporting and reporting to the members of the financial and legal issues around the corporation.

But if any member wishes to make a motion, or, or bring up some type of issue, you can do that in the chat. And we'll try and review those and be in real time.

Otherwise, you're always welcome to bring up issues about LPI through the website, through our different groups and mailing lists, things like that. And we'll try and answer them the best we can. And if you actually, you know, put forth a formal request for resolution it's hard to do those in a real time presentation like this, but we will promise to address those in a future AGM next year.

Okay, the resolution to appoint the firm of Kwart & Company has been voted on by 12 people with 100% to accept it.

We're gonna go on now with the close of the beating. And, again, if anybody has any additional information, you're welcome to put it in the chat windows. I've been the board chair since 2015 has been an honorary position. None of the board members are paid and The honorarium or any fees other than possibly covering of travel expenses if LPI SM to travel.

Once again, I've been put out, it's been my honor to be the board chair of this organization, I will be contacting the new directors that you elected. And we will put into putting together a plan of transition between the old board and the new ones, and bring on any new members to help them fit into the rest of the board of directors. But once again, I want to say to you, please, this is your organization. I mean, you know, it's been an honor for me to be the board chair, to work with the staff, and everything else. But this organization affects you more than affects me. It is your life, your business, your you know, your work, that we help to certify.

And we need more people to engage with LPI and to help us with these tests. So right now, I

will make a motion to adjourn. We need a formal vote on that. It has to be a member who moves it and a member who's second set. So if he would do that, then we can vote through the mechanism to adjourn the meeting.

Actually, the Rules of Order say that a movement and a second is enough, that doesn't have to be a formal vote. I therefore declare the AGM meeting of the Linux Professional Institute for 2023. adjourned. Thank you very much for attending. I appreciate it greatly. The board appreciates it, and have a good weekend.

(VIDEO)

Jon notes, Jul 11, 2023

we still have no member representation that comes through the "member nomination" ballot we did not meet quorum for the meeting, so the vote/polling really did not have effect.

Now we have to figure out what to do about this. There must be something that we can do since I can not believe that we are the only non-profit that did not have enough members show up for an AGM to reach quorum. I will be working with the Board Governance Committee (to make sure we are in compliance with the Bylaws) and the LPI lawyers (to make sure we are in compliance with the Canadian Act for non-profits) and with the staff (which I am sure will need to be involved) to come up with a plan.

My hope is that we can take a vote on these polls electronically by sending out an email to the members in lieu of a "meeting" and get 24 of them (including staff who are also members).

An added plus would be to run an election of member candidates to fill one or more of the Board seats (we have three) that we have been saving for members who wish to join the board, but this may need some "tuning" of the policies we have.

In the meantime I think taking your minutes and the results and making them available to the members will let them know what is going on and start us on this path. Bjorn can announce the new board members and the fact that we will be installing them later this month.

Warmest regards,