



**BOARD MEETING MINUTES  
OF  
Handmade Software Foundation**

Date: 25/01/2023  
Time: 23:20 UTC  
Location: Virtual

**1. Call to Order & Welcome**

**2. Roll Call**

- Present:
  - Ben Visness
  - Asaf Gartner
  - Colin Davidson
- Quorum? (simple majority) yes

**3. New business**

(New ideas for discussion or new issues that have arisen that need resolution)

**a. Acknowledgment of Full Board Roster installed as first board of the corporation**

Discussion: The board acknowledged the first board of directors includes the following individuals:

- Ben Visness
- Asaf Gartner
- Colin Davidson

Action: None required

**b. Acknowledgment of Filed Articles of Incorporation**

Discussion: The board is in receipt of the Articles of Incorporation filed on 2022/11/17.

Action: None required

- c. Acknowledgment and ratification of retaining legal services from Birken Law Office PLLC (and reimbursement of expenses or acknowledgment of in-kind donation).

Discussion: Ben Visness incurred \$4333.50 in personal expenses to cover legal fees and costs to get the corporation started. The nonprofit did not exist or have a bank account at the time which necessitated a personal expense by the incorporator. The Board may authorize a reimbursement of personal costs and determined it is in the best interests of the organization to do so when funds are available.

Action:

- Motion by Colin Davidson, to reimburse Ben Visness in the amount of \$4333.50
- Seconded by Asaf Gartner
- Votes: yeas 2 / nays 0
- Result: Motion carried

- d. Adoption of Bylaws

Discussion: The corporation requires a set of bylaws to assist with governance of the corporation. Bylaws drafted by Birken Law Office PLLC were reviewed by the board.

Action:

- Motion by Ben Visness, to adopt the Bylaws as presented.
- Seconded by Colin Davidson
- Votes: yeas 3 / nays 0
- Result: Motion carried

- e. Election of Officers (President, Treasurer, Secretary).

Discussion: The corporation by law must have officers and the board desires to install officers at this time, including President, Treasurer and Secretary. The board discussed which directors would serve in these roles.

Action:

- Motion by Asaf Gartner, to elect Ben Visness as President
- Seconded by Colin Davidson
- Votes: yeas 2 / nays 0
- Result: Motion carried

- Motion by Ben Visness, to elect Colin Davidson as Treasurer
- Seconded by Asaf Gartner
- Votes: yeas 2 / nays 0
- Result: Motion carried

- Motion by Ben Visness, to elect Asaf Gartner as Secretary
- Seconded by Colin Davidson
- Votes: yeas 2 / nays 0
- Result: Motion carried

**f. Business Banking and Signature Authority**

Discussion: The corporation requires a business banking account the board discussed the need for dual signatories at the bank for proper internal controls.

Action:

- Motion by Ben Visness, to authorize Ben Visness to open a business bank account in the name of the corporation and to authorize the Treasurer and Secretary each as signatories at the bank.
- Seconded by Colin Davidson
- Votes: yeas 3 / nays 0
- Result: Motion carried

**4. Meeting adjourned at 23:40 UTC**

**5. Minutes submitted by Secretary, Asaf Gartner**