

I do not think the Gentoo Foundation serves a useful purpose at this time. Repeated years of failed management and a lack of experienced or motivated board candidates has led to numerous issues.

- The board has been unable to secure financial or legal representation.
- The board has an unknown tax obligation to the IRS.
- The board has been unable to find insurance (for Directors and Officers)
- The board has been unable to raise monies to effectively pay for correct operation of the nonprofit.
- The board has been unable to sustain itself; in terms of board size or board effectiveness.
 - E.g. the original board had 13 trustees; it now has 5.
 - Board members are often not elected because there are too many open seats and insufficient numbers of candidates who accept these positions.

The board has done some good things:

- It has a process for funding portions of Gentoo from funds collected on behalf of the Gentoo community.
- It enforces the Gentoo community's trademarks.

While these problems are not intractable, I do not believe the foundation membership has the will to solve them and the nonprofit itself yields little or no value to the community. The "list of good things" is short and can be carried out by another entity. Therefore, I propose the foundation be dissolved. This may involve the following:

1. Locate a financial representative and complete the financial audit.
 - a. This will involve spending a significant amount of money to hire someone to do the finances for what I expect will be a 2-3 year period
 - b. This will involve paying any outstanding debts.
 - c. The result should be an acceptable level of transparency with bookkeeping.
 - d. This is generally a requirement for the next step (2) as previous discussions with umbrellas want a clean slate for asset transfer.
2. Write a proposal to join an open source umbrella organization.
 - a. This will involve an asset transfer from the nonprofit to the umbrella org.
 - i. Assets include trademarks, property, copyrights (if any), and money.
3. Convince the umbrella to accept us and negotiate how they will interface with the Gentoo Community.
4. Author the articles of dissolution, an NM requirement to dissolve the foundation and clearly state what we decided in (2) with regards to asset transfer.
5. A full vote of the members is required to approve the statement to dissolve and the articles.
6. File the statement of intent to dissolve with the State of New Mexico.
7. File the articles of dissolution with the State of New Mexico

8. Pay the \$50 filing fee.

The result will be that the Gentoo Foundation Inc. no longer exists.

Post-Foundation: Gentoo assets will be owned by an Open Source umbrella nonprofit which hopefully sustains a proper board. This organization will defend the trademarks, accept funds on behalf of the community, and dispense funds at the community's request.

I expect this process to take at least 2-3 years.

As a board member, I am unlikely to vote for any resolution or item that prolongs the life of the foundation past this timeframe or on items that do not directly help dissolve the Foundation.

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