
TUG 2021 Annual General Meeting notes

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Current TUG president, Boris Veytsman opened the AGM at 18:30 PM UTC via a Zoom webinar. Attendance comprised thirty-four attendees and sixteen panelists on Zoom, with an additional fifteen viewers on the YouTube stream. Duplicate participation is unable to be validated.

In his introduction, Boris thanked the conference committee for their assembly of TUG 2021 online. He acknowledged that in most years the AGM occurs in person during the annual conference, but last year the AGM was skipped due to the online nature and the lack of accommodation for the situation. Since this was the second year that the conference was held online on the Zoom platform, the board felt it was desirable to offer the AGM online. Despite the lack of instruction or guidance for online situations, the bylaws indicate that the AGM should not be skipped, if possible.

Klaus Höppner, Secretary of TUG, provided a TUG status update and addressed the current state of TUG using a screenshare of his slides.

He reported that the current (outgoing) TUG board has 16 members [see addendum], and he reviewed a summary of the 2019 AGM. See accompanying slides.

Klaus also addressed the international conferences. TUG 2020 was originally planned to take place at Rochester Institute of Technology, but due to restrictions associated with the COVID-19 pandemic, an online meeting was organized instead by Paulo Ney de Souza, Arthur Rosendahl, Ross Moore, and others. Other conferences cancelled that year included DANTE 2020 and Bacho \TeX 2020. Con \TeX t 2020 took place in the Czech Republic. GuIT 2020 in Italy and DANTE 2021 both took place online. The DANTE autumn meeting is intended to take place in person on September 18 in Germany and Con \TeX t 2021 is scheduled for September 20–25 in Belgium.

The \TeX Live/ \TeX Collection was released in 2020 and 2021 as planned. The team included Karl Berry, Norbert Preining, Siep Kroonenberg, Akira Kakuto, and many others. These were produced in cooperation with various groups including TUG, and the distributions included \TeX Live, pro \TeX t (Thomas Feuerstack, Klaus Höppner), and a CTAN snapshot (Manfred Lotz).

Klaus reported board motions as follows:

2019.3: Klaus as secretary, accepted unanimously

2019.4: Lifetime Membership category in bylaws, accepted unanimously

- 2019.5: Rate changes, accepted unanimously
- 2019.6: Budget for 2020, accepted unanimously (no response: 1)
- 2019.7: Support for students at Bacho \TeX (accepted, but obsolete due to cancellation)
- 2020.1: Support for learnlatex.org (2000 USD), accepted (yes: 8, abstain: 4, no response: 1)
- 2020.2: Cancel (physical) TUG 2020 at RIT (accepted unanimously)
- 2020.3: OSI Affiliate membership, accepted (yes: 12, abstain: 1)
- 2020.4: Reduction of electronic membership discount accepted (yes: 12, no response: 1)
- 2020.5: Budget for 2021, accepted (yes: 11, no response: 2)
- 2021.1: Accept LyX donations, accepted unanimously
- 2021.2: Discontinue Edu \TeX committed fund, accepted (yes: 12, no response: 1)
- 2021.3: Charge a TUG 21 conference fee from non-members, rejected (yes: 3, no: 7, no response: 1)
- 2021.4: Discontinue libre font committed fund, accepted unanimously
- 2021.5: Barbara Beeton as registered agent in Rhode Island, accepted unanimously

After Klaus' report, the floor was opened to the general audience to express questions or comments by using the e-hand raising feature in Zoom, to speak using voice on Zoom, or to type into the chat console on Zoom.

At 18:42 PM UTC, Tristan Miller asked via chat: What are the benefits and responsibilities of being an affiliate member of the Open Source Initiative? To which Klaus responded that there is not an immediate or direct benefit from being a member of OSI, but that it helps express that TUG supports it. It is treated as more of a trust statement.

Rohit Goswami, via chat at 18:44 PM UTC, pointed out that he just noticed that TUG on the OSI site links to TODO Group instead of to tug.org (on opensource.org/affiliates) [see addendum]. He also asked if TUG made a financial contribution to the OSI? Boris responded that we don't pay a fee; Klaus confirmed that it is free of charge.

Herbert Schulz added a correction that the \TeX Live release also included Mac \TeX on the DVD (18:48 PM, via chat function). Klaus addressed this comment by confirming that Mac \TeX was included in the collection.

Rohit mentioned that we are still streaming the YouTube and whether that was intended.

Jonathan Fine requested to know about the financial report, to which Boris replied that as a non-profit TUG is obligated to publish a financial report that is posted publicly on the website. Boris stated that he will follow up with Karl to have that report posted on the website as the executive reports sent to the IRS [see addendum].

Jonathan Fine asked to deliver a motion, which was acknowledged by Boris. Boris stated that there is a problem according to the bylaws in that there must be fifty people physically present at the AGM to consider a motion. With the virtual format, by nature, this AGM did not have people physically present and furthermore were unable to verify that all participants logged in were current members in this setting. Consequently, Boris felt that he could not validate that we have a quorum. However, in the interest of transparency, he felt it was fair to listen to Jonathan Fine's proposal for a motion.

Jonathan Fine requests for the board to consider: 1) Reduction of the term for board members, such as by holding an election every other year; and 2) For the AGM to be adjourned for at least 35 days and at most 90 days.

In describing his proposed considerations, Jonathan stated that this would reduce the barrier to entry; someone who has something to contribute to the board for specific reason or if the board needs specific expertise means that the person is only committed to two years and doesn't have to wait any longer than one year to be on the board. The intention of this reduction is to increase vigor. The AGM does not control the bylaws, the board does. Jonathan expressed that he is annoyed about the comment from Boris that physical presence is needed, and that there is ample time to adjust the bylaws to facilitate online meetings. Jonathan further expressed that he doesn't know the US/Rhode Island situation, but he knows that in the UK, there has been accommodation to deal with online meetings.

Jérémy Just contributed the comment that in France, a law has been voted at the beginning of the pandemics to allow General Meetings to switch from physical to virtual, independently of bylaws.

Jonathan Fine requested that Boris should chair the meeting and not respond by himself. Boris has suggested that we have a second to the motion by Jonathan, but he states he can also let people speak.

Tristan raised his hand and upon acknowledgement thanked Jonathan Fine for bringing these up. He admits he hasn't been a member of TUG for very many years, but it seems that what is being proposed is eminently sensible. He has given some thought to becoming more involved in the group, and were that

to involve sitting on the board, he wouldn't commit to such a long term. He suggested that others might be in a similar situation, such as due to job security over a 3–4 year period, whereas feeling more secure with a 1–2 year expectation of service.

Michael Doob raised his hand and also thanked Jonathan for raising the point. He mentioned that he has served on the board alongside Jonathan a number of times, and qualifies that it takes at least a year to get up to speed to know what is going on within the term. Michael suggested that it might be appropriate for a renewal of someone who is already on the board, but might not be good for someone who is initially entering the board. He disagreed with Jonathan by stating a four year term is likely in order, and that this is the case in other non-profits and boards as well. He additionally empathized with the feeling of not being able to raise motions and agrees that there should be something in place if virtual meetings happen in future years.

In the chat function, Tom Hejda replied with agreement toward Michael Doob's feedback.

Jonathan Fine thanked Tristan for his report. In response to Michael, he has found the working of the board opaque, e.g., he doesn't recall any discussion of the board on the website, and consequently expressed the opinion that people have an authority based on their service or roles, where it seemed to him that actions took place without the board's knowledge. He said that he had been following the board motions carefully and did not see discussion of cancelling the AGM or holding it this year. In connection to his proposal, Jonathan thought that a person joining for two years would have an opportunity for the board to improve its procedures, and that participation on the board should not result in a year of getting caught up.

Tom Hejda disagreed with Jonathan Fine regarding board term in that two years is nothing, and that in two years you barely know what you're doing.

Frank Mittelbach, hand raised, qualified his upcoming statement by saying he actively works with other organizations and boards and that he agreed with Michael in the practical sense that serving for a number of years is a sensible thing. He also reminded attendees that there is no hard obligation to serve all four years of a term. Although it is expected, a change in situation does not bind a person to the role, and there is always allowance to step down, which has happened in the past. He commented that the reason people don't join the board is not due to the four-year term, but rather that people prefer to receive than to contribute.

Jonathan made a clarification of the motion: The motion doesn't instruct the board to reduce the term of office or to hold elections every year. He has asked the board to consider those questions. The board is responsible for making that decision in the bylaws. He stated that passing this motion would only ask the board to consider the matter and to report back in the next AGM the results of that consideration. Rather than the motion being seen as a problem to be solved, he would like it considered as a possibility for improvement.

Ned Hummel requested speaking by raising his hand. He asked: For those of us who don't read and breathe the bylaws, just some basic questions of how big is the board (other than the mention of four years), i.e., how much of the board is turned over each election cycle?

Since this was a purely factual question, Boris felt it was fair for him to answer despite being the chair of the session. He reported that there are typically fewer than the maximum number of members due to people leaving the board. He explained that in the beginning, elections were made so that there would be some continuity, but because of departures, the last election changed many people on the board. As Frank mentioned, no one had stated that a full term is required to be served. Boris reminded all present that a vote could not be held on this proposed motion, but he was grateful to Jonathan for clarifying his request for the board's consideration.

Klaus additionally addressed the length of service of board members, in that approximately half of the board members stay for a very long time (e.g., he has been on the board since 2005), and he cited a few others who have stayed on the board for a long time. He pointed out that there are others who are in and out of the board for a couple years and then return, and of course that some only stay for one full term and do not serve again. He supposed that over half will renew their terms.

Boris pointed out again that we neither had the quorum nor an ability for attendees to cast a secure vote on this motion. Boris stated the intention to accommodate this by having a discussion with the board and the result of that discussion will be published. He explicitly stated that he did not want to violate the bylaws in any way.

Jonathan pursued the conversation, commenting: We have to make the best of where we are. We're not technically capable of voting on the first motion, and it's very important for motions to be voted on so that a decision can be made. He stated that he will say more about this and his second proposition in the coming months. He acknowledged that the

discussion was very helpful and that it was good that people expressed interest in being on the board.

To follow up, Tristan asked, after raising his hand, would the present board members commit to making some arrangements such that there will be procedures in place for the next AGM to enable electronic voting? By chat, Arthur verified that he could make such a commitment. Boris also agreed to look into this possibility. Frank echoed the sentiment that we can assure Tristan that if there is a likelihood we end up with a third year of online conference only and not something like a hybrid (online + physical), then at least from his perspective, he could certainly help make sure that there is a method in place for voting.

Ulrik pointed out via the chat function that DANTE had online voting, and it worked very well. Via chat, Ross Moore commented: The trouble with doing an on-the-spot poll is that people in some locations are highly disadvantaged.

Steve Grathwohl pointed out via chat that Zoom has a polling function, but Paulo Ney de Souza reminded the audience that it does not have the legal force of a vote.

Besides voting issues, Tom Hejda raised the request that even if future conferences are in person, could we still include an online component, such that there would not be exclusion of online participants. Frank agreed that it is a profitable and positive effect of having dual in-person and virtual meetings.

Jonathan Fine finally suggested that the TUG board set up a working group online for online-conference-related matters.

In reply, Frank defended the board and its online conference committee by saying that we have already begun this and that the board had been working hard in even trying to get the conferences going. The board has had to learn their way to even work on these conferences and interfaces, and he expects that it is a growing experience. Whether it's a formal working group or not, he will pick up Jonathan's thoughts on this and bring it to the board for whatever form this will take.

Steve wondered if the legal status is different in the US and Germany, and Klaus clarified that DANTE had considered the Zoom polling for voting, but there were many disadvantages. Specifically, votes are counted per Zoom connection, i.e., there is no mapping for the use cases of multiple members within a household sharing a Zoom session, members that are both personal members and represent an institutional member, or voting as a proxy for another member. Ultimately, DANTE used an external, commercial voting system for the board elections during the AGM.

Boris thanked everyone for their contributions. Since he could not make a motion to adjourn due to lack of quorum, he closed the discussions of the AGM at 19:33 PM UTC.

◇ Notes recorded by Jennifer Claudio

Post-conference addendum

Regarding the “TUG board has 16 members” (p. 1): The start of the AGM is the moment at which a prior election takes effect. Since 2021 was an election year for TUG, at the start of the AGM the board went from the stated 16 members (15 directors plus the president) to the 13 members now sitting (12 directors plus the president). See tug.org/board for the current (and past) list of board members, and tug.org/election for the election report.

Regarding Rohit Goswami’s remark that the TUG entry on opensource.org/affiliates links to the wrong site (p. 1, col. 2): The OSI has been contacted and the entry will be corrected; thanks to Rohit.

Regarding financial reports (p. 2): Tax returns are promptly published at tug.org/tax-exempt after being submitted to the IRS, which generally happens by August. Summary financial statements are published annually in *TUGboat*; the latest is at tug.org/TUGboat/tb42-1/tb130treas.pdf.

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Following are a selection of the slides presented by Klaus at the meeting.

Annual General Meeting 2021 of the TeX Users Group

Klaus Höppner (secretary) for the board

August 7, 2021

Current TUG Board

- Barbara Beeton (–2023)
- Karl Berry (–2025, Treasurer)
- Johannes Braams (–2025)
- Paulo Cereda (–2023, appointed)
- Kaja Christiansen (–2025)
- Ulrike Fischer (–2023, appointed)
- Jim Hefferon (–2023)
- Taco Hoekwater (term ending tonight)
- Klaus Höppner (–2025, Secretary)
- Frank Mittelbach (–2025)
- Ross Moore (–2025)
- Norbert Preining (–2023)
- Arthur Rosendahl (–2025, Vice President)
- Will Robertson (term ending tonight)
- Boris Veytsman (–2023, President)
- Herbert Voß (term ending tonight)

Formalities

- Introduction of Lifetime Membership into bylaws
- Lifetime Membership awarded to Barbara Beeton (2019)
- Klaus following Sue DeMeritt as secretary (2019)
- Barbara Beeton was installed as TUG’s “registered agent” in the state of Rhode Island (following Ron Whitney, AMS) in 2021
- Elections 2021: Boris reelected as president; 7 board members duly reelected, 3 stepping down, 2 new board members appointed by president.
- TUG became an affiliate member of OSI (Open Source Initiative), represented by Norbert Preining
- TUG is now accepting donations for the LyX development fund

Members end of July 2021

End of July we had 1,150 paid members, with:

- 1,068 renewals, 82 new (40 of them trial, 17 joint)
- +38 compared to July 2019
- 88 institutional, 124 joint members
- 368 with electronic-only option
- 369 with auto-renewal option
- 26 of last year’s 54 trial members renewed so far
- final numbers of last years:
 - December 2020: 1,189
 - December 2019: 1,238
 - December 2018: 1,214
 - December 2017: 1,178

International Conferences

- TUG 2020 (online): originally planned at Rochester Institute of Technology, online meeting organized by Paulo Ney de Souza, Arthur Rosendahl, Ross Moore, et al.
- DANTE 2020 (Germany, cancelled)
- BachoTeX 2020 (Poland, cancelled)
- ConTeXt meeting 2020 (Czech Republic, took place)
- GulT meeting 2020 (Italy, online)
- DANTE 2021 (online)
- DANTE autumn meeting, Sept. 18, Germany
- ConTeXt meeting 2021, Sept. 20–25, Belgium

TeX Live/TeX Collection

- TeX Live released 2020 and 2021 as planned
- Team: Karl, Norbert, Siep Kroonenberg, et al.
- TeX Collection DVDs produced 2020 and 2021 by DANTE in Germany, in cooperation with various user groups including TUG, containing:
 - TeX Live
 - MacTeX (Dick Koch, Herb Schulz)
 - proTeXt (Thomas Feuerstack, Klaus)
 - CTAN snapshot (Manfred Lotz)