

# OpenMRS Inc.

## What is OpenMRS Inc?

OpenMRS Inc. (from now on "the Inc.") is a United States-based, Indiana non-profit corporation that represents the OpenMRS project in legal and financial matters.

The organization's purpose is to support the OpenMRS community in its mission to improve health care delivery in resource-constrained environments, including developing countries; and working with and coordinating a global community to create and support software to manage medical records and other health care systems in developing countries and to resource-constrained environments.

The Inc. aids in creating and distributing OpenMRS by securing cash, hardware, and other donations, then using donations to aid OpenMRS development and promotion.

The organization was originally founded as OpenMRS, LLC, to create a legal entity capable of representing the OpenMRS project. The growing popularity of OpenMRS also made it necessary to establish a thin organizational layer that is capable of handling all legal and financial interests of the OpenMRS community process.

In 2012 OpenMRS Inc. was registered as non-profit corporation under Indiana law. It formally received it's federal designation on March 7th, 2014.



### What is the relationship between OpenMRS Inc. and OpenMRS LLC?

**OpenMRS Inc.** is the legal name for the non-profit entity chartered to support the OpenMRS community. **OpenMRS LLC** was the owner of the OpenMRS registered trademark and the project's copyrighted material, as well as the maintainer of the OpenMRS Public License. Once OpenMRS Inc. received its tax-exempt designation from the US Internal Revenue Service, OpenMRS LLC management was transferred OpenMRS Inc. OpenMRS LLC was administratively dissolved and OpenMRS Inc. now retains these assets.

## What we do

OpenMRS Inc's primary purpose is to support OpenMRS. OpenMRS is a community of developers, translators, writers and users. The Inc. supports the community through the following long-term activities:

- The Inc. holds property for the good of the entire community. This property includes the OpenMRS trademarks, hardware and networking equipment and cash money.
- Makes the property available to individual contributors as needed in order to support OpenMRS. This includes subsidizing events, purchasing individual hardware/infrastructure and offsetting other costs.
- Organizes events including code sprints, hackathons, developer meetings and the yearly OpenMRS Implementers Meeting.
- Approaches sponsors and supporting members for resources in order to carry out these activities.

## How we do it

OpenMRS Inc. is a non-profit corporation under the laws of the State of Indiana. We are currently awaiting determination from the United States Internal Revenue Service regarding our application for US federal non-profit status. We are organized for compliance with section 509(a)(3) of the US Internal Revenue Code as a supporting organization, which means OpenMRS Inc. serves the interest of named non-profit organizations. Those organizations are currently named in our bylaws as Indiana University and Partners In Health. These supported organizations are allowed to appoint a member to the Board of Directors.

Our board of directors is elected by the Supported Organizations, as well as the OpenMRS community. Board members are selected to ensure the Inc. meets its goals. The Inc. has a full-time Executive Director responsible for day-to-day operations, resource acquisition, and other tasks. The activities of the members of the OpenMRS community are the backbone of actually supporting OpenMRS development. This includes promotional activity, writing articles and organizing events.

## Board of directors

## Organizational documents

### State of Indiana

OpenMRS Inc. is a United States-based, Indiana non-profit corporation that represents the OpenMRS project in legal and financial matters.

- [Original \(2011\) Articles of Incorporation](#)
- [Amended and Restated Articles of Incorporation](#)
- [Articles of Amendment for OpenMRS, LLC transferral to OpenMRS1, Ltd](#)
- [Name change from OpenMRS1, Limited to OpenMRS Inc.](#)

### United States (Internal Revenue Service)

- [Form 1023: Application for Recognition of Exemption under Section 501\(c\)\(3\) of the Internal Revenue Code](#)
- [June 20, 2012 determination status letter](#)
- [April 15, 2013 clarification questions](#)
- [June 5, 2013 response to clarification questions](#)
- [December 18, 2013 classification questions from IRS](#)
- [January 29, 2014 response to clarification questions](#)
- [March 7, 2014 IRS designation letter](#)

## Additional Info

- [Written consent in lieu of organizational meeting \(Bailey, Baker, Blaya, Khan, Tierney\)](#)
  - [Bylaws of OpenMRS1, Limited](#)
  - [Conflict of interest disclosure](#)
  - [Amended and restated articles of incorporation](#)
- [February 14, 2013: Board of Directors meeting](#)
- [April 15, 2014: Board of Directors meeting](#)
- [July 21-22, 2014: Board of Directors meeting](#)
- [November 4, 2014: Board of Directors meeting](#)
- [January 9, 2015: Board of Directors meeting](#)
- [March 27, 2015: Board of Directors meeting](#)
- [May 15, 2015: Board of Directors meeting](#)
- [August 7, 2015: Board of Directors meeting](#)

At the 2010 Implementers Meeting in Cape Town, Paul Biondich announced the transition of OpenMRS, LLC into a non-profit organization. A vital element to establish the organization is to form the Board of Directors. The Board will provide guidance for the organization and ensure that we adhere to the [mission, vision, and values of OpenMRS](#). One seat on the Board will always be filled by an elected individual from the OpenMRS implementer community. OpenMRS implementers are characterized by their involvement in the implementer community such as active participation in the mailing lists, meeting attendance, and direct implementation experience on the ground in health care settings. The elected individual will represent the community's voice on the Board and in the future of the organization.

- [November 23, 2015: Board of Directors meeting](#)
- [February 5, 2016: Board of Directors meeting](#)
- [March 28, 2016: Board of Directors meeting](#)
- [May 13, 2016: Board of Directors meeting](#)
- [July 8, 2016: Board of Directors meeting](#)

## Current board members

Appointed Directors	Term to Expire
<a href="#">Jan Flowers</a> , Chair	December 31, 2021
<a href="#">Chris Bailey</a>	December 31, 2020
<a href="#">Mitchell Baker</a>	December 31, 2021
<a href="#">Tom Oluoch</a>	January 31, 2022
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At-Large Directors	Term to Expire
Steve Wanyee, Community Representative	January 31, 2021

## Responsibilities of the OpenMRS Board of Directors

- Assure OpenMRS adheres to its mission, vision, and values
- Determine and monitor the organization's programs, services, and effectiveness
- Hold the organization accountable to make its plans in advance
- Ensure the organization creates a financial sustainability plan
- Review and approve annual budgets
- Support and review the performance of the executive director
- Represent OpenMRS to the public for both collaborative opportunities and financial support

## Additional responsibilities of the community board member

- Represent the OpenMRS Implementer Community's perspective to the Board of Directors
- Provide real-world experience of using OpenMRS in a production environment

## 2019 Board of Directors Meeting Schedule

- Friday, 15th February at 16:00 UTC
- Thursday, 14th March at 15:30 UTC
- Thursday, 18th April at 16:00 UTC
- Thursday, 18th July at 16:00 UTC
- Thursday, 19th September at 16:00 UTC
- Wednesday, 20th November 16:00 UTC

Much of the above text was adapted from the [KDE e.V. web site](#).