



Advancing storage &  
information technology

**Policies and Procedures  
Of the  
Storage Networking Industry Association  
(SNIA)**

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**Final**

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## PREFACE

### Revision Record

<b>Rev</b>	<b>Date</b>	<b>Sections</b>	<b>Description of Change</b>	<b>Originator</b>
1.1	01/08/99	All	Draft Release	Roger Reich
1.2	01/22/99	Most	Incorporate ample comments from Board Members	Roger Reich
1.3	02/04/99	Most	Incorporate comments from working review by the Board	Roger Reich
1.4	03/01/99	Section 23	Add Antitrust Guidelines	Roger Reich
1.5	03/17/99	Many	Incorporate comments from 2 <sup>nd</sup> Board and Legal Review	Roger Reich
2.0	05/16/99	4, 14, 17, 18, 20	Incorporate Member Review	Roger Reich
2.1	06/17/99	9, 10, 11	Incorporate results of organizational changes made at the May Board Meeting	Roger Reich
2.2	07/13/99	Small edits many chapters	Create the SNIA Executive Committee	Roger Reich
2.3	09/10/99	7, 9, 15, 23	Add new dues collection policy + add executive sponsorship program + minor corrections	Roger Reich
2.5	03/04/01		Better define Technical Council with technical activities under the direction of the Technical Council. Eliminate CTO.	David Thiel for SNIA Technical Council
2.6	08/03/01	11, 15, 18	Minor changes to Technical Council and Technical Director sections, Major revision of Document release and approval procedures	Wayne Rickard, Arnold Jones
2.6w	08/14/01	11, 18 + a few tweaks	Minor typography; elections	John Wilkes
2.7	08/15/01	18	Major Changes to Section 18 dealing with the development, approval and distribution of technical material.	Arnold Jones
3.0	10/14/01	Many	General Cleanup of many sections, new section 12 and re-number subsequent sections. New language for e-mail elections	Clod Barrera
4.0	09/27/02 thru 02/21/03	Many 8: Nomination Committee 9: Committee Chair	Specify language around Members and Participants. Specify changes to methods by which committee chairs are elected. Membership paragraph changes include updates to details on committee formation. Specify rules to resolve ties in committee chair elections. Numerous formatting, grammar edits.	Clod Barrera, Sheila Childs, Phil Mills
4.1	05/23/03 thru 01/30/04	New Section 12: SNIA Regional Affiliates Update Mission and Vision Remove IP Policy, Section 22	Added this section to describe the Regional Affiliates (text by Vincent Franceschini) Numerous misc edits.  Updated the duties of the board. Moved Nominating Comm to Section 9.	Phil Mills

		Section 8: BoD Section 9: Comm Section 10 – renamed to Technical Council New Section 25	Added list of Board and Working Committees. Added text to clarify when chair elections must occur and what happens when there is 0 or 1 candidate running. Moved Exec Comm to Section 9. Added Guidelines for Employees and Contractors (text by Scott Carson)	
4.2	03/30/04	Section 3.  Section 11.	Updated the Vision Statement per the newly approved strategy. Clarified wording on forum dissolution to state that funds remaining in a forum account are to be used to fund specific shutdown expenditures given that they are approved by the Executive Committee.	Phil Mills
4.3	09/07/04	Section 11	Forum Corrective Action Process	Mark Bradley
4.4	03/23/05	Entire Doc  Section 8: Board of Directors  Section 9: Committees  Section 14: Standards of Conduct  Section 16: Technology Director Section 17: Technical Council Managing Director Section 18: Marketing Director Section 19: Education Director Section 20: Business Development Director Section 22: Approval and Release of MEMBER Developed Materials Entire Doc	Simplified language by defining MEMBERS to be Voting Members and Participants. Composition – added that the Executive Director and the Technical Council Chair are non-voting members of the Board. Financial Health – requires the current Board to create an initial budget to be used by the new incoming Board. Text by Lynne VanArsdale. Removed End User Advocacy Committee. Added Strategic Alliance Committee. Updated descriptions of many of the committees. Added Code of Ethics including volunteer/professional conduct (text by Robin Glasgow). Described this new position of Technology Director. Renamed the Technical Director to Technical Council Managing Director.  Updated description for Marketing Director. Added this new position of Education Director. Added this new position of Business Development Director. Made this section compatible with the TWG P&P.  Misc updates for consistency and better readability.	Phil Mills

4.5	6/8/05	<p>Sections 16-20</p> <p>Definitions</p> <p>Old Section 17, New Section 22: Approval and Release of MEMBER Developed Materials</p> <p>Section 6: Dues</p>	<p>Removed the description for Technology Director, Technical Council Managing Director, Marketing Director, Education Director, and Business Development Director</p> <p>Defined “volunteer” and “technical working body”</p> <p>Changed “TWG” to Technical Working Body where it applies to more than just the TWGs.</p> <p>Changed this section to accommodate our change to a rolling membership year.</p>	Phil Mills
4.6	11/01/05	<p>Sections 5, 8, 9, 10</p> <p>Section 8</p> <p>Section 10</p> <p>Section 11</p> <p>Section 14</p> <p>Section 15</p> <p>Section 19: Approval &amp; Release of Member Developed Materials</p>	<p>Simplified the organizational structure by eliminating committees that were not really operating like committees and did not have sufficient volunteer participation. Also added descriptions of the 5 departments that we created within the SNIA and updated the text to indicate that the day-to-day operations are now being taken over by the staff while the Board focuses on determining the right strategy and direction for the organization.</p> <p>Added Director Appointment Procedures; updated Board duties</p> <p>Changed committee leadership to be 2 co-chairs where one co-chair is a staff Director and the other co-chair is a volunteer. Also, identified the budget manager as the person required to work with the Board treasurer on the committee finances.</p> <p>Added brief description of IP Policy.</p> <p>Added description of EUC</p> <p>Added description of BAC</p> <p>This section was removed. A reference to the TWG P&amp;P, which includes this information, was added to the Technical Council section.</p>	Phil Mills

4.7	3/23/06	Section 8  Section 22	Modified Director Appointment Procedures such that appointments only require a simple majority vote of the full Board of Directors for filling either a vacant elected seat or a vacant appointee seat. Modified Cash Reserve Policy section to reference the new SNIA Investment Policy.	Phil Mills
4.8	7/12/06	Various	Clarified Voting Rules. Added Initiative Construct. Added Tech Center Champions Program. Misc cleanup	Phil Mills
4.9	8/5/06	Strategic Alliances Committee - AWG	Added Alliance Work Group (AWG)	Vincent Franceschini, Tom Hammond-Doel
4.10	8/11/06	Sections 11, 14, 20, 22, and 24	Added Software Development	Phil Mills
4.11	01/20/07	Section 10  Section 14	- Added Channel Committee  - Modified International Committee to change the number of volunteer co-chairs from 2 to 3. - Added Marketing Oversight Committee - Removed SMI Committee - Clarified the relationship between Initiatives and TWGs/TC	David Nitchman Larry Krantz  Lesley Bakker Phil Mills David Thiel
4.12	11/07/07	Sections 2 & 3 Section 8 Section 10  Section 11  Section 20	- Updated SNIA Mission & Vision - Updated Financial Health section - Added Strategy Committee - Clarified authority for Exec Comm - Clarified guidelines for architecture and software development to bring them more inline with one another - Clarified the process used for accepting or rejecting Contributed Works - Removed this section since it is redundant with TWG P&P	Phil Mills Wayne Adams

4.13	11/2/08	<p>Preface</p> <p>Section 5 Section 8</p> <p>Section 10</p> <p>Section 11</p> <p>Sections 12 &amp; 14 Section 13</p> <p>Section 18</p>	<p>- added definition of “member in good standing”</p> <p>Updated org structure diagrams</p> <p>BoD Section</p> <p>- removed director election process for elections at annual meeting</p> <p>- updated BoD election process to state that the Secretary will not see the votes</p> <p>Committees Section</p> <p>- stated that all alliances must be worked through the SAC and approved by the BoD</p> <p>Technical Council Section</p> <p>- clarified that draft releases of software may be distributed in a manner consistent with the release of draft versions of specifications</p> <p>- clarified the antitrust rules around deciding upon software development projects</p> <p>- updated text on waiver to match our new waiver</p> <p>Combined Forum &amp; Initiative sections</p> <p>Added Geo Forums to Regional Affiliate section</p> <p>- updated Standards of Conduct section relative to conflicts of interest when granting contracts</p> <p>- updated anti-harassment policy in Code of Ethics – Principal #8 (Wayne Adams)</p>	Phil Mills
4.14	8/28/09	<p>Section 5</p> <p>Section 11</p>	<p>Organization Structure</p> <p>- added Cloud Storage Initiative</p> <p>- removed Canada Geographic Forum</p> <p>- renamed IP Storage Forum to Ethernet Storage Forum</p> <p>- renamed International Committee to International SNIA Council</p> <p>Technical Council Section</p> <p>- specified how vacancies are created, how they are filled, and how TC members can be removed. This mimics the same actions for the Board of Directors.</p> <p>Organization Section</p> <p>- misc changes to SNIA Org Structure</p>	Phil Mills
4.15	1/9/10	<p>Section 5</p> <p>Section 10 Section 11</p>	<p>Updated SNIA Org Structure and Staff Org</p> <p>Added DPCO Committee</p> <p>IP Policy and IP Policy Waiver</p> <p>- added requirement that any material changes to either of these documents must be distributed to the SNIA membership at 60 days before becoming effective.</p>	Phil Mills

4.16	2/1/10	Section 6	Added requirements for individual membership	Phil Mills
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## Definitions

**MEMBERS.** The term “MEMBERS” (in all caps) when used herein refers to both Voting Members and Participants and shall constitute the membership of the Corporation as used in these Policies and Procedures. People that volunteer to work on SNIA activities but that are not MEMBERS will be referred to as Non-member Volunteers in this document.

**MEMBER in good standing.** This phrase refers to a SNIA MEMBER that is not delinquent in any monies owed to the SNIA, is not on probation with the SNIA, and whose membership has not been suspended by the SNIA.

**Participants.** In addition to Voting Members, SNIA shall have other categories of Participants who shall be referred to as “Associate Members,” “Individual Members,” “Affiliate Members,” “Regional Forum Members,” and “Regional Affiliate Members.” This group of participant categories is referred to simply as “Participants.” “Participants” is defined in Article III, section 3.2 of the SNIA Bylaws.

**SNIA Architecture.** This term means Technical Work related to storage networking that is formally designated as SNIA Architecture by the Board of Directors of the SNIA and expressly made subject to the SNIA IP Policy.

**SNIA Software.** This term means Technical Work related to storage networking that is formally designated as SNIA Software by the Board of Directors of the SNIA and expressly made subject to the SNIA IP Policy.

**Technical Working Body.** This term includes those groups within the SNIA whose primary focus is on technical development activities. The Technical Council, all Technical Work Groups (TWGs), and all Technical Steering Groups (TSGs) are considered Technical Working Bodies.

**Volunteers.** This term refers to the individual representatives from our MEMBERS that participate in SNIA activities for the benefit of the SNIA.

**Voting Members.** SNIA shall have members (hereafter "Voting Members") who shall be "members" as that term is defined in Section 5056 of the California Corporations Code or any successor statute. “Voting Members” is defined in Article III, section 3.1 of the SNIA Bylaws.

## INTENDED AUDIENCE

This document is intended for use by MEMBERS of the Storage Networking Industry Association (SNIA).

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## THIS DOCUMENT’S OBJECTIVES

The primary objective of this document is to ensure that the SNIA provides substantive value to its MEMBERS by executing the Mission and Vision stated below. These Policies and Procedures ensure that as the SNIA membership and leadership changes, the day-to-day operational efficiency and cost effectiveness are maintained.

These Policies and Procedures are in all cases superseded by the Corporation’s Bylaws and the SNIA IP Policy.

These Policies and Procedures will be available to all current and prospective MEMBERS.

## SECTION 1: WHAT IS SNIA?

The Storage Networking Industry Association (SNIA) is an international computer system industry organization of developers, vendors, integrators, academics, and IT professionals who evolve and promote storage networking technology and solutions.

## SECTION 2: SNIA MISSION

Lead the storage industry worldwide in developing and promoting standards, technologies, and educational services to empower organizations in the management of information

## SECTION 3: SNIA VISION

The Storage Networking Industry Association (SNIA) Vision is described in the following three vision statements:

**Vision Statement 1:** *“Be the trusted advisor across all business segments and the recognized authority in storage technologies in support of information management.”* As a multi-vendor organization endorsing vendor neutrality, the SNIA has a unique opportunity to engage and educate end users and IT organizations on storage technologies and standards needed to meet their business needs for information management.

**Vision Statement 2:** *“Be the catalyst for the development of information technologies and storage standards.”* Technical activities are the heart of the SNIA Mission. IT business and technology trends highlight a need for data and storage (management) technologies to enable and enhance information management for all business types. It is therefore necessary for SNIA to define the key technical areas it needs to address in order to help the integration and leveraging of storage and data management standards to support information management requirements.

**Vision Statement 3:** *“Establish a strong international presence to address the needs and requirements of the local storage and information management marketplace.”* Unique to most other IT-focused industry associations, the SNIA has established 7 Regional Affiliates outside of the US since its foundation in 1997. As SNIA Affiliates continue to grow and expand, the organization must keep pace by developing and deploying local activities to enhance recognition and gain credibility. Working to become a truly global organization requires the active support and engagement of local SNIA members and key stakeholders among US staff and leadership.

## SECTION 4: AMENDING THIS DOCUMENT

Changes to this document are subject to a 75% supermajority approval of a quorum of the Board of Directors at a duly called meeting where quorum is present. This document is intended to evolve easily and quickly as the SNIA evolves. Organizational and operational requirements that are strategic to the SNIA's Definition and Mission should be placed in the Corporation's Bylaws. Thus, it is the intention of this document to be tactical relative to the Bylaws.

## SECTION 5: ORGANIZATION

The organization of SNIA consists of:

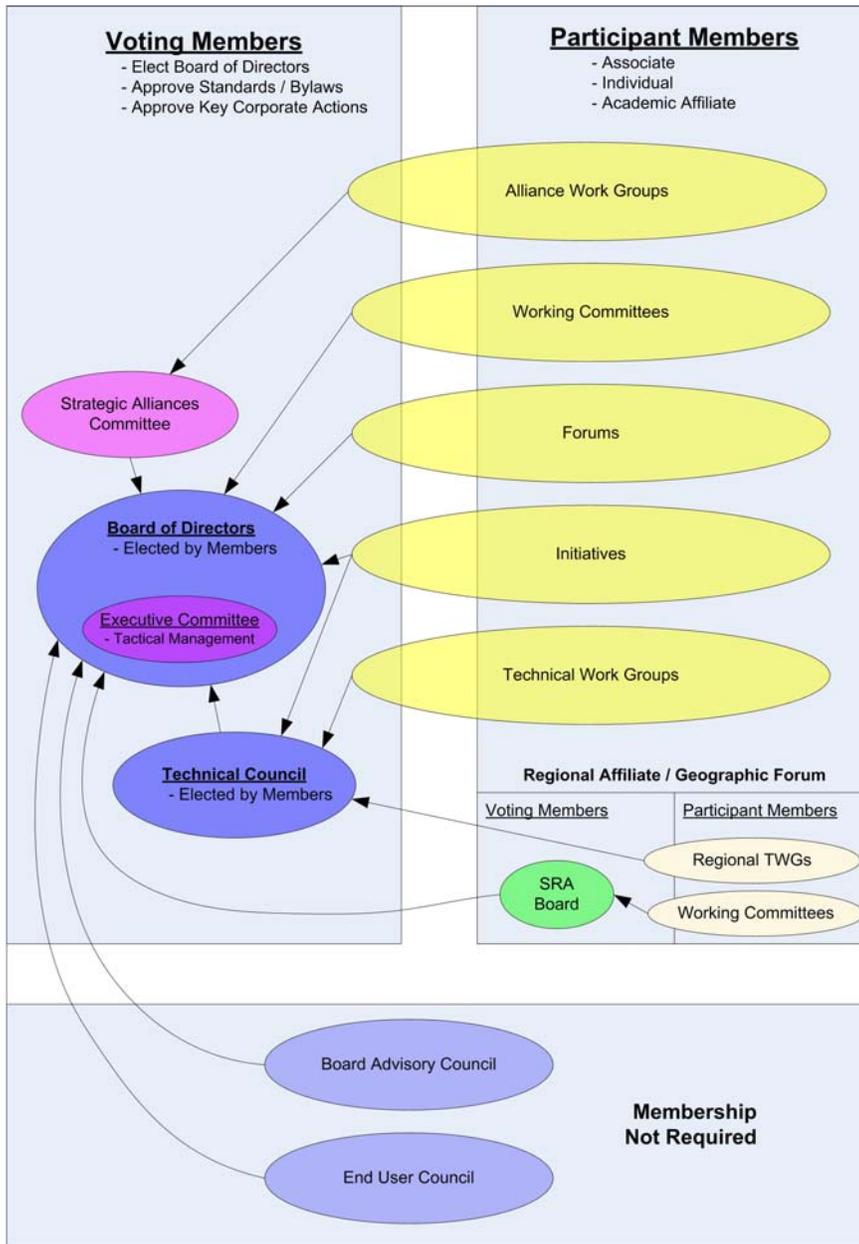
- A Board of Directors elected by SNIA Voting Members.
- An Executive Director, hired by the Board of Directors.
- SNIA Staff, reporting to the Executive Director, and organized into the following areas: Membership Services, Business Services, Marketing, Technology, and Education.
- The Executive Committee, made up of the Board Chairman, Vice Chairman, Secretary, Treasurer, and

Executive Director.

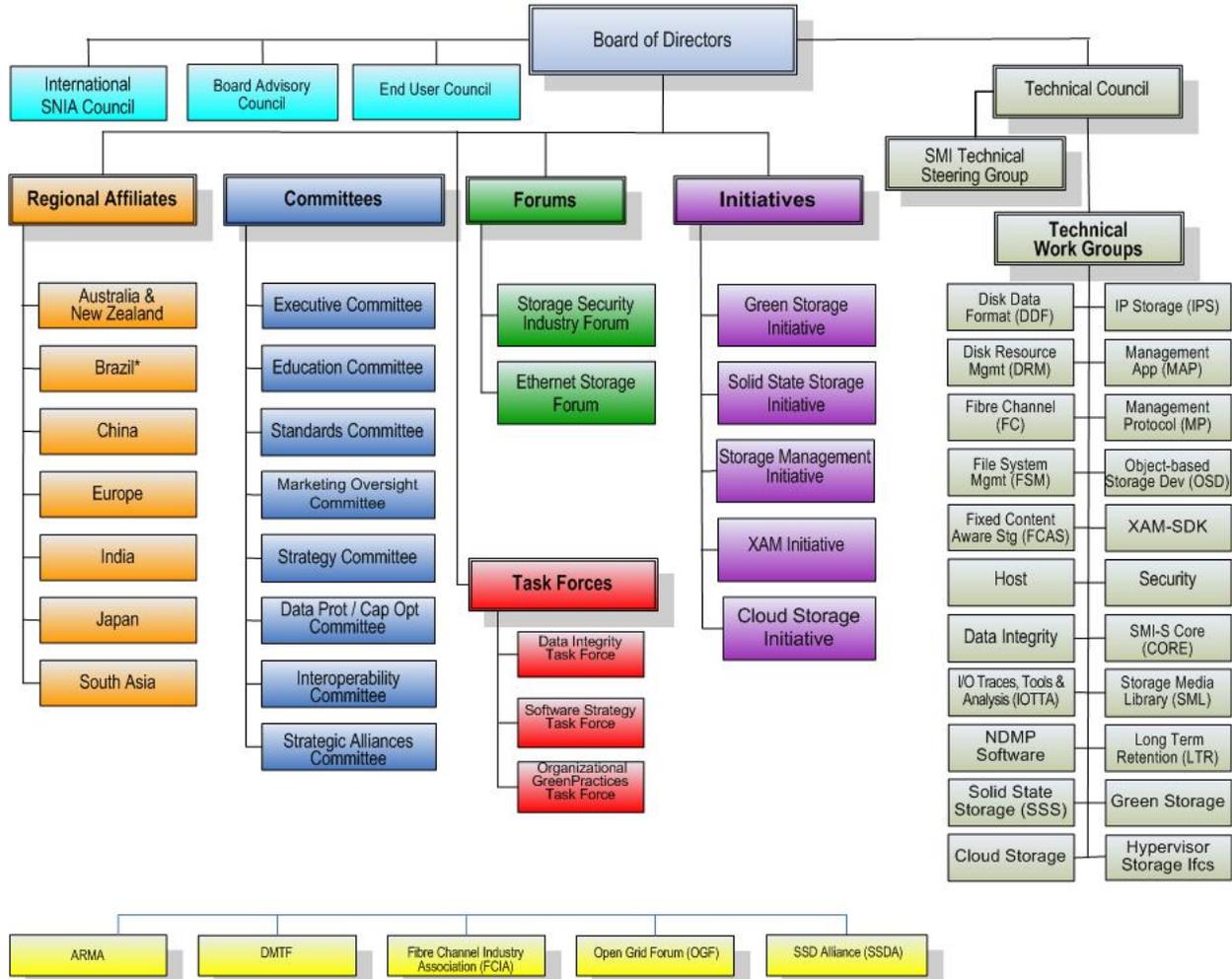
- Committees of the Board, created by vote of the Board, and made up of Board members.
- Working Committees, created by the Board and made up of Board members, and/or other SNIA MEMBERS, and/or SNIA Staff.
- The Technical Council, elected by SNIA Voting Members.
- Technical Working Groups (TWGs), formed by the Technical Council and made up of SNIA MEMBERS.
- Forums, involved primarily in marketing and education activities and made up of groups of MEMBERS in accordance with the Forum charter.
- Initiatives, involved in technical as well as marketing and educational activities and made up of groups of MEMBERS in accordance with the Initiative charter.
- Geographic Forums and Regional Affiliates, separate regional groups officially affiliated to SNIA.
- End User Council, made up of representative end users that communicate their needs and concerns to the Board.
- Board Advisory Council, composed of people that previously served on the Board and/or Technical Council.
- Alliance Work Groups (AWGs), formed by the Strategic Alliances Committee, approved by the Board of Directors, and made up of SNIA MEMBERS and SNIA Alliance members.

The following diagram shows graphically the interaction of all of the SNIA entities. The two diagrams following that depict the organizational structure as described above. The first shows a high level view without any details of the SNIA department structure or staffing. The second is another view of the organization that adds this missing detail.

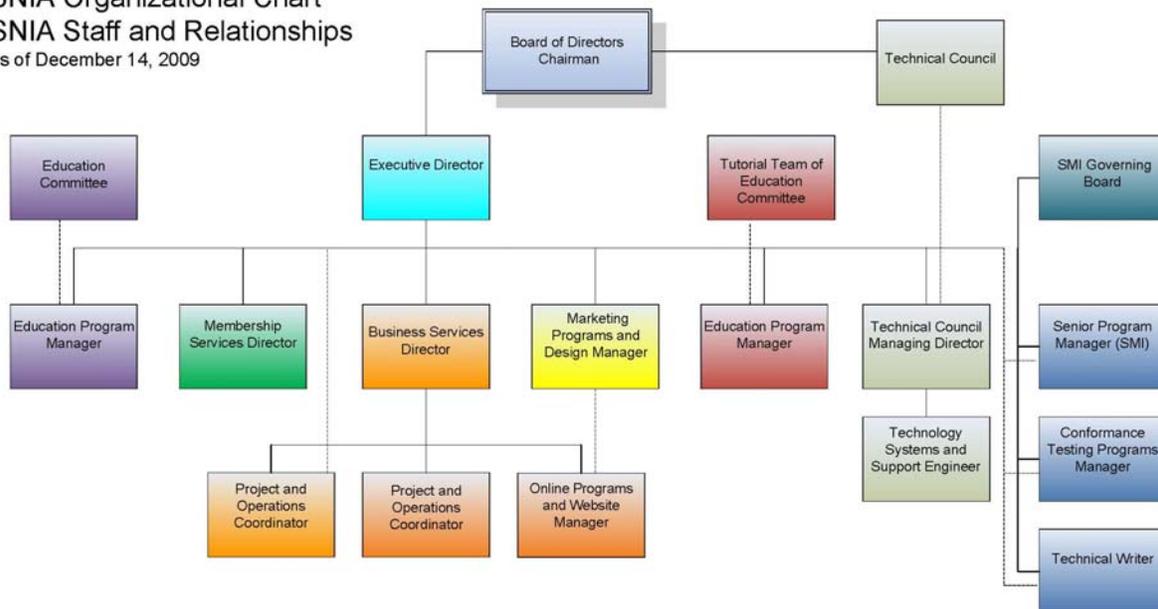
## SNIA Organizational Participation Structure



## SNIA Organization Structure



SNIA Organizational Chart  
SNIA Staff and Relationships  
as of December 14, 2009



## SECTION 6: MEMBERSHIP

In addition to Articles 3, 4, and 5 of the Bylaws, the following rights, constraints, and procedures apply to MEMBERS of the SNIA.

### Admission to Membership

Any individual, partnership, limited partnership, association, corporation, limited liability company, or other entity, whether domestic or foreign, eligible for membership may apply to become a MEMBER by completing the online Membership Agreement which provides for the following:

1. an agreement that the applicant will abide by the SNIA Bylaws and the SNIA Policies and Procedures (this document);
2. an agreement that the applicant will pay within ninety (90) days the first annual dues and any initiation fees; and
3. an agreement that the applicant be bound by the SNIA Intellectual Property Policy, or alternatively (if approved) the IP Policy Waiver.

Admission of an Individual as a Member requires that the individual not be employed by a company developing, manufacturing, or otherwise involved in the business of storage-related hardware or software products or services. Such individuals must join SNIA through their employers' corporate membership. This restriction does not apply to those that are self-employed or unemployed, consultants, independent contractors, or those who own or are employed by closely-held companies.

Upon receipt of a Membership Agreement, the Executive Director shall determine per the Bylaws and Policies and Procedures of the Corporation whether an applicant may be granted MEMBER status. While MEMBER status will generally be granted after this initial screening process, the Executive Director has the discretion to deny acceptance to any applicant when granting said acceptance would not be in the best interests of the Corporation. All MEMBER determinations made by the Executive Director shall be communicated to the Executive Committee, and will remain provisional for sixty (60) days or until the next Executive Committee meeting. The Executive Director may, and upon the written request of five (5) or more Voting Members shall, submit to the Executive Committee the question of whether an applicant meets the eligibility standards. In such a case, the Executive Committee shall vote on the

question of eligibility and the result shall be binding on the Corporation. Passage of such a vote shall require majority approval of the full Executive Committee, where abstentions if any count the same as NO votes.

### **Dues**

All membership dues are assessed on an annual basis during the month when the MEMBER joined the SNIA.

Dues shall be payable for the year within ninety (90) days of admission to membership, and annually thereafter. A MEMBER, on learning of the amount of dues determined by the Board of Directors for a given year, may avoid liability for the dues by resigning within thirty (30) days of being notified of the dues amount. However, should a MEMBER be liable for the dues from a prior year, said liability cannot be avoided through resignation.

Approximately thirty (30) days prior to each MEMBER's membership renewal date, a bill for next year's dues will be mailed (or emailed). If payment for these dues is not received within sixty (60) days of the renewal date, all rights and privileges (including access to SNIA meetings and materials) may be suspended. MEMBER rights and privileges will be reinstated if the SNIA receives payment within sixty (60) days of suspension. MEMBERS suspended for non-payment of dues for longer than sixty (60) days will be terminated per the process documented in the Bylaws. The SNIA may relax these payment requirements on a case-by-case basis without setting any precedents for future payments.

### **Number of MEMBERS**

There shall be no limit on the number of MEMBERS that the Corporation may admit.

### **MEMBER Records**

The Corporation shall keep records (hard copy or electronic) minimally containing the name and address of each MEMBER. If applicable, the records shall also contain the fact of termination and the date on which such membership ceased. Such records shall be kept at the principal offices of the Corporation and shall be subject to the rights of inspection required by law and set forth in these Policies and Procedures. The Executive Director shall be responsible for maintaining such records.

### **Inspection Rights of MEMBERS**

Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 8331 of the Code and the power of the Court to limit inspection rights pursuant to Section 8332 of the Code, any MEMBER may do either or both of the following:

1. Inspect and copy the record of the MEMBER names, addresses and voting rights at reasonable times, with at least ten (10) business days prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested;
2. Obtain from the Executive Director, on written demand and tender of a reasonable charge (as set by the Executive Director), a list of the names, addresses and voting rights of those Voting Members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The list of Voting Members shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date of which the list is to be compiled.

### **Application for Membership**

Each application shall state the name, physical address, and telephone number of the prospective MEMBER. The application shall also request the Internet email address and fax number of the MEMBER. In the case where the applicant is a corporation or business entity the application shall identify a primary representative (by phone number and address) who will carry responsibility for voting on motions put before the Voting Members. The Executive Director shall have authority to establish the format and communication vehicle for this application as well as request optional information (consistent with the corporation's Bylaws and Policies and Procedures) applicants must supply as part of the application process.

**Rights of MEMBERS**

The following table defines access rights to intellectual property and meetings as well as voting rights.

<b>Rights</b>	<b>Voting Member</b>	<b>Associate / Individual Member</b>	<b>Geographic Forum / Regional Affiliate Member</b>	<b>Non-profit Member</b>	<b>Non-Member (General Public)</b>
Membership Votes at Annual Meeting	Yes	No	No	No	No
Committee <sup>1</sup> , Electoral, and Letter Ballot Votes	Yes	No	No	No	No
Attend Committee, Forum, Initiative and TWG Meetings <sup>1</sup>	Yes	Yes	Yes	Yes	No
Attend Conferences & Events	Yes	Yes	Yes	Yes	Yes
Charge for Conferences & Events	Yes	Yes (Higher Price)	Yes (Higher Price)	Yes (Higher Price)	Yes (Highest Price)
Access “Member Only” Web Pages	Yes	Yes	Yes	Yes	No
Reflector or Alias Access	Yes	Yes	Yes	Yes	No
Access to “Unrestricted” Web Pages	Yes	Yes	Yes	Yes	Yes
Access to Publications & Standards	Yes	Yes (Higher Price)	Yes (Higher Price)	Yes	Yes (Highest Price)
Duty to Abide by IP Policy <sup>2</sup>	Yes	Yes	Yes	Yes	No
Notes:	1 – Must be a member of the specific group, or get approval from the Chair of the group 2 – This duty may be waived if the Member qualifies for and signs the IP Policy Waiver				

**SECTION 7: VOTING RULES**

The following rules enhance those set forth in the SNIA Bylaws.

**Phrasing**

All votes of the SNIA shall be phrased in the affirmative, such that a ballot cast in favor of a vote shall be in support of action by the voting body.

**Types of Votes**

The SNIA shall conduct votes through five distinct processes: Membership Votes, Board and Board Committee Votes, Working Committee Votes, Electoral Votes, and Letter Ballots. Unless otherwise stated, all voting may be carried out in person, by written ballot, or electronically. Unless otherwise noted, only affirmative and negative ballots will be used to determine the passage or failure of a vote. Abstentions shall be counted in determining quorum and recorded for all votes, even when they have no impact on the outcome of the vote. Unless otherwise required in the Bylaws, all procedural questions with regard to voting shall be governed by Robert’s Rules of Order.

- Membership Votes are those votes used at general meetings of the membership, or by written ballot in lieu of a meeting, to determine whether or not a motion as duly made and seconded passes. The vote may be conducted via acclamation or by a roll call as determined by the chair of the meeting. However the vote is conducted, the Bylaws specifies how the votes are to be counted.
- Board and Board Committee (including Executive Committee) Votes are those votes undertaken during a duly called meeting of the Board of Directors or a Committee of the Board at which a quorum is present to

determine whether or not a motion as duly made and seconded passes. The vote may be conducted via acclamation or by a roll call as determined by the chair. For votes by the Board of Directors, however the vote is conducted, the Bylaws specifies how the votes are to be counted. Votes by Board Committees, including the Executive Committee, shall follow the same rules as for the Board of Directors.

- Working Committee Votes are those votes undertaken during a duly called meeting of a Working Committee to determine whether or not a motion as duly made and seconded passes. The vote may be conducted via acclamation or by a roll call as determined by the chair. However the vote is conducted, all votes for which at least a majority of the ballots cast are in the affirmative shall be deemed to have passed. While abstentions are to be recorded for all Committee Votes, they shall not be counted in determining whether or not a vote has passed. There are no requirements for quorum at a meeting of a Working Committee (except for the Technical Council, which does require a quorum).
- Electoral Votes are those votes undertaken for the explicit purpose of electing members of the Board of Directors, members of the Technical Council, chairperson(s) of a Committee, Forum or Initiative, or for any additional purpose the Board of Directors may deem appropriate. Each Voting Member will have the option to anonymously select a sufficient number of candidates to fill all open seats from the list of available candidates. To ensure anonymity, the SNIA Executive Director shall have the responsibility of tallying votes and announcing the election results. To ensure voting authenticity and accuracy each Voting Member will receive exactly one ballot. At the approval of the Board of Directors, these elections may be held by e-mail.
- Letter Ballots are votes undertaken for the explicit purpose of adopting SNIA technical documents. A Letter Ballot requires the approval of the Technical Council. To ensure anonymity, the SNIA Executive Director shall have the responsibility of tallying votes and announcing the ballot results. To ensure voting authenticity and accuracy, each Voting Member will receive exactly one ballot. Letter Ballots are always held by e-mail.

### Motions and Friendly Amendments

As explained in Robert's Rules of Order, a motion is a proposal that the assembly take an action or express certain views. To make a motion a member obtains the floor and says, "**I move that**" (the equivalent of saying "**I propose that**") and then states the action that he or she proposes. Generally, with only a few exceptions identified in Robert's Rules of Order, every motion should be seconded. This rule prevents wasting time on a motion that only one person favors. Once a motion has been made and seconded, it is no longer the property of the mover, but of the assembly. Any amendment, "friendly" or otherwise, must be adopted by the full body, either by a vote or by unanimous consent. If it appears to the chair that an amendment (or any other motion) is uncontroversial, it is proper for the chair to ask if there is "any objection" to adopting the amendment. If no objection is made, the chair may declare the amendment to be a "friendly amendment" which is immediately adopted. However, if even one member objects, the amendment is subject to debate and vote like any other, regardless of whether its proposer calls it "friendly" and regardless of whether the maker of the original motion endorses its adoption.

## SECTION 8: BOARD OF DIRECTORS

As defined by Article 6 of the Bylaws, the Board of Directors holds the full corporate powers of SNIA. It is principally responsible for setting SNIA's strategic direction, assuring the fiscal health of the organization, and overseeing the Executive Director.

The Board of Directors is comprised of a total of up to thirteen (13) Director seats. Ten (10) of these seats are filled by Voting Member selection; the remaining three (3) seats are filled by Board appointment. In addition to these thirteen Board Members, the Executive Director and the Chair of the Technical Council also sit on the Board as non-voting Board Members (technically not Directors), responsible for being liaisons to the SNIA staff and Technical Council, respectively.

Article 6 of the Bylaws contains specific information on Director responsibilities and qualifications, Director nominations and election, Director appointments, the terms of service, the details concerning Board seat vacancies, Board of Director meetings, and Board voting. The remainder of this section provides additional descriptive text

that adds detail not included in the Bylaws.

Any person, as defined in Section 5065 of the California Corporations Code (the “Code”), is eligible to be elected to a seat on the Board of Directors as long as the following requirements are met:

1. the person is an employee of a Voting Member;
2. the person is not an employee of a Voting Member who currently holds a seat on the Board of Directors and whose term extends beyond the current fiscal year;
3. the person is not an employee of a subsidiary or an affiliate of one or more Voting Members who currently holds a seat on the Board of Directors and whose term(s) extends beyond the current fiscal year; and
4. the person does not have a contract with the SNIA that would create either a conflict of interest or the perception of a conflict of interest.

For purposes of eligibility, an entity or corporation shall be a subsidiary of one or more Voting Members if one or more such Voting Members own, directly or indirectly, voting stock sufficient to elect a majority of the Board of Directors of said entity or corporation. For purposes of eligibility an affiliate of a Voting Member shall be any person, entity or corporation who directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with said Voting Member.

It is expected that Directors of the Board of SNIA will make a working contribution to its direction and success. Directors of the Board will only serve in a solely advisory capacity if so designated by the Chairman.

### **Director Election Procedures**

All Director elections will be conducted by written ballot using e-mail. Candidates seeking election will be given a thirty (30) day notice to submit to the Executive Director and the Secretary a completed nomination form, current resume, and a short biography in order to be considered for nomination. Each Voting Member of SNIA may sponsor a maximum of one nominee. At the end of the thirty (30) day nominating period, nominations will be closed and the Executive Director / Secretary shall present the final screened candidate list to the Board for final approval prior to election. Once approved the candidate list will be published. The Executive Director / Secretary will then conduct an electoral vote via e-mail for a period of no less than thirty (30) days. The Executive Director will count and verify each vote; for board member confidentiality reasons, the Secretary will not see any of the votes, but will be responsible to ensure that proper processes are followed. Each approved candidate will be given the opportunity to present their qualifications for consideration to the Voting Members. The Voting Members will then complete an Electoral Vote as described in these Policies and Procedures. Elections are closed after thirty (30) days provided a majority of Voting Members has cast ballots. If after thirty (30) days a majority of Voting Members has not cast ballots, the voting period will be extended in units of full days until this threshold is reached.

In order to stand for election, a candidate must be employed by a Voting Member in good standing and be willing and able to perform the following duties:

- Participate in regular Board meetings,
- Represent the SNIA effectively within their organizations,
- Represent the SNIA at external events and conferences,
- Responsibly conduct the work of the SNIA Board,
- Promote and improve the SNIA, and
- Abide by and execute the SNIA’s Bylaws, Policies and Procedures, and IP Policy.

### **Director Appointment Procedures**

The annual Director election process described above outlines the steps for electing Directors to the Board. In addition to the ten (10) elected seats there are three (3) appointee seats that the Board may fill according to their needs. The Executive Director and the Secretary are tasked with leading the Board to fill these appointee seats plus any seats that are vacated prior to the end of a Director’s term. These seats are to be filled according to the will of the Board, or if desired, they may be left vacant.

The Executive Director and the Secretary are responsible to ensure that all candidates comply with the nomination requirements set forth in these Policies and Procedures. All appointments to the Board require a simple majority vote of the full Board of Directors, where abstentions if any count the same as NO votes.

### **Director Resignation Due to Conflict of Interest**

In the event that the status of a Director changes such that he/she has either a conflict of interest or a perceived conflict of interest in the Board position, then that Director is required within thirty (30) days to either resign from the Board position, or to bring his/her status back into line with the requirements of the position. When it is unclear whether or not a conflict of interest or a perceived conflict of interest exists, the Board of Directors will make the determination.

### **Duties of the Board of Directors**

#### DIRECTION

The Board of Directors sets the strategic direction for the SNIA and ensures it is providing value to its MEMBERS. The Board of Directors will task the Executive Director to create the operational and financial plans for achieving that direction. The Executive Director will request and consider input from both his/her direct reports and the volunteers in leadership positions when creating the operational and financial plans. Tracking SNIA activities against operational and financial plans will be an ongoing responsibility of the Board of Directors.

#### ANNUAL PLANNING

An executive business development plan and related implementation plan are to be put in place each year and will minimally encompass high level operations for a two (2) year period. The Chairman of the Board shall review these plans with the membership and accept comments relative to content. The implementation plan shall explicitly state clearly measurable deliverables and remain on file at corporate offices and on the SNIA's web site. These plans shall be completed within two (2) months of the annual membership meeting and be approved by Board vote. Construction of this plan shall include a review of progress made against last year's plan.

#### COMMITTEES

The Board of Directors will create Committees of the Board and Working Committees as needed, with their task assignments as stated in Article 8 of the Bylaws. All Committees, except for the Executive Committee and the Technical Council, shall have two (2) co-chairpersons who are jointly responsible for the success of the Committee. One Chairperson shall be a Director of the SNIA staff; the other shall be an elected or appointed volunteer from a MEMBER. In order to focus Committee activity, the Board of Directors may require a detailed task definition from the Committee Chairpersons within thirty (30) days of the initiation of a Committee. A formal written Committee report may be requested by the Board of Directors on an as needed basis notifying the Chairpersons of the Committee at least thirty (30) days in advance. The Board may also from time to time request status updates (written or otherwise) on the progress of the Committee to ensure productivity and quality.

#### RECORDS

The duty to ensure that the minutes of all membership meetings are published (via the website) is usually assigned to the Secretary.

#### PRODUCTIVITY AND EFFICIENCY

The Vice Chairman of the Board shall be responsible for ensuring that the association is operating efficiently and in compliance with these Policies and Procedures as well as the Corporation's Bylaws. Identifying and proposing changes to this document are the responsibility of the Vice Chairman and the Secretary of the Corporation. Authoring changes to this document is the responsibility of the Secretary; approval of changes is the responsibility of the Board. Educating the SNIA on its contents as well as ensuring that the SNIA is abiding by its contents is the responsibility of the Vice Chairman.

#### STRATEGIC PLANNING

The Board of Directors is responsible for creating a strategic plan for the association that satisfies the SNIA vision and mission statements. This strategic plan will be produced each year (within sixty (60) days

of the annual membership meeting) to be reviewed and approved by Board vote. The Board shall empower the Executive Director to achieve this plan and hold him/her accountable for doing so. This plan will be made available to the membership for review and comment (via the website). Each year, at a Board of Directors meeting held near the end of the fiscal year, a review of performance against plan shall be conducted to gauge and adjust activities for the coming year.

#### FINANCIAL HEALTH

The Board of Directors is responsible for ensuring the financial health of the association such that the SNIA vision and mission statements are satisfied. Per Article 7 of the Bylaws, the Board Treasurer holds full financial authority and responsibility for the SNIA. The Treasurer works closely with the Executive Director and the SNIA Operations Manager to perform the necessary financial tasks of the association.

The Treasurer shall on a monthly basis provide a set of financial reports to the Board including the following:

- Statement of Financial Position,
- Statement of Activities and Change in Net Assets,
- Statement of Cash Flow,
- Deferred Revenue,
- Investment Performance, and
- Projected cash position for the next 120 days as well as provide a risk assessment relative to the SNIA financial position over the next six (6) months.

Status against budget should be reviewed at minimum, quarterly by the Treasurer at meetings of the Board of Directors, referencing the relevant data and trends. The Chairman of the Board may at any time request the Treasurer to prepare financial statements and related risk analysis for general inspection. The Statement reports are to be prepared by an independent accountant. The Investment report is to be prepared by the Investment advisor.

The Treasurer is responsible for constructing an operating budget for the association. No less than thirty (30) days prior to the SNIA annual membership meeting, the Board of Directors will construct a recommended budget for the following year, approved by Board vote as the recommended budget for the next fiscal year. The recommended budget will minimally detail expenditures for all major activities and departments of the SNIA over the course of the next fiscal year. The Budget will directly reflect and tie to all other plans prepared in the course of annual planning, including the 3-year strategic plan. The plan will reflect fiscal objectives.

The new Board of Directors, instated at the SNIA annual membership meeting, will review the budget recommended by the previous board. The new Board will revise this draft budget as necessary to complete and approve the SNIA fiscal year budget no later than sixty (60) days following the SNIA annual membership meeting. In the interim between the annual meeting and the new Board budget approval, the draft budget will serve as an interim acting budget. As part of the approved budget, these budget elements must be voted on and the respective policies for the elements will need to be updated:

- SNIA Reserve Fund and the corresponding Investment Policy
- SNIA Employee 401K match and the corresponding 401K policy
- Regional Affiliate funding and fee strategies
- Forum and Initiative funding and fee strategies

For the given fiscal year, the following activities and best practices, and any others mandated by the Board, should be adhered to:

- SNIA undergo an accounting audit to validate accounting systems, methods, processes, fiscal status, and adherence to laws and regulations
- Prepare and publish an annual report reflecting SNIA financial status
- Prepare and submit tax filings
- Reforecast the budget to reflect changes in planning, strategy, activities, and the economic climate

- Collections and accounts receivables reviews and action plans

#### OVERSEE THE EXECUTIVE DIRECTOR

The Board of Directors is responsible for managing the Executive Director, meaning that they hire, evaluate, compensate, and, if necessary, terminate the Executive Director. Since the Executive Director is directly responsible for the day-to-day operations of the organization, this is one of the most important responsibilities of the Board. Annual evaluations of the Executive Director from the Board members are used to help generate a fair assessment of performance.

#### **Meetings of the Board of Directors**

See Article 6 of the Bylaws. In addition, the Chairman of the Board of Directors or, in his or her absence, the Vice Chairman, or any Director on the Board selected by the Chairman of the Board of Directors, shall preside at meetings. Meetings shall begin on time and end on time.

#### **Operating Procedures of the Board of Directors**

The Board of Directors operating procedures are:

1. All Board of Directors meetings shall follow an agenda published one week before the Board of Directors meeting. The agenda shall specify topics to be reviewed as well as associated decisions/votes to be executed. Each agenda item shall be allocated a specific time estimate. Note that this formalization is not intended to limit the Board of Directors. Some issues will require resolution within the week between an announced agenda and the next Board of Directors meeting. These items will be documented after decisions are reached, since time does not allow input in the mode of formal agenda and open issues as described. The intent is to keep these actions to a minimum, but the Board of Directors must have flexibility to act when needed.
2. Input on any open issues and/or suggestions for items to be considered by the Board of Directors is open to the general membership at all times. Use of FAX, email, or postal mail should be sufficient to allow input to be received by any or all members of the Board of Directors.
3. The Board of Directors maintains a running list of issues for Board of Directors' consideration. Additionally, a list of work items with assigned owners and due dates will be maintained for the members of the Board. These lists are to be published electronically to the Board five (5) business days after the meeting as well as be attached to minutes of the Board of Directors meetings. These requirements are established to annotate that Board meetings are used for the communication/review of information vital to the management of the SNIA as well as consensus building on decisions facing the body. The creation of any original text or designs should be completed by individuals or highly focused teams outside the context of Board meetings.
4. The minutes of meetings capture decisions reached by the Board of Directors. After approval by Board vote, minutes will be made available to the membership as a matter of record.
5. Proposals to be presented by the Board of Directors at meetings of the membership or Committees are distributed one week prior to the meetings to all primary representatives.
6. Each annual meeting of the SNIA membership will have an option of a session devoted to discussing Board of Directors status and issues.
7. The Board of Directors will speak with a single voice. The strength of the Board is in its ability to work together and provide clear direction for the entire SNIA organization. Although the Directors will not always agree on the outcome of specific issues or discussions, once the Board makes a decision it will be supported by all Board members.

## **SECTION 9: SNIA EXECUTIVE DIRECTOR AND STAFF**

Whereas the Board of Directors sets SNIA's strategic direction, the Executive Director is the execution arm of the SNIA and is responsible for its administrative and operational activities. That responsibility includes the day-to-day tasks, as well as longer-term activities, to ensure the SNIA is successful. This division of labor between the Board and the Executive Director is important in that it allows the Board to focus on strategy for the organization rather than having to deal with the day-to-day activities that the Executive Director and his/her staff are better equipped to handle.

The Executive Director is a *de facto* non-voting Member of the SNIA, its Executive Committee, and its Board of Directors. The Executive Director is principally responsible for the activities set forth in this section and is given reasonable freedom to execute these activities in a timely and efficient manner.

### **Appointment**

The Executive Director is selected or replaced by the Board of Directors via a majority vote and shall serve for a term as selected by the Board of Directors. The identification of candidates for the role of Executive Director is the responsibility of the Executive Committee.

### **Oversight**

The Executive Director is under the direct supervision of the Chairman of the Board or a duly formed Committee of the Board. All actions of the Executive Director are subject to the review of the Board of Directors or the Executive Committee. The Executive Director shall make every effort to advise the Executive Committee prior to undertaking any significant activity.

The Executive Director shall receive each year a review of his/her performance and be apprised of opportunities for performance improvement.

### **Compensation**

The Executive Director is a permanent employee of the SNIA. The Executive Director will be paid a salary negotiated by the Executive Committee and made available to the Board of Directors should they desire inspection. The Executive Director shall prepare an annual summary of services rendered to assist the Executive Committee in its assessment of the SNIA's administrative needs.

### **Staff Departmental Structure**

The Executive Director oversees all of the departments within the SNIA, and is ultimately responsible for their performance. The departments include: Membership Services, Business Services, Marketing, Technology, and Education. Each department is managed by a SNIA employee that reports directly to the Executive Director. Each department manager has one or more SNIA employees reporting to them. No SNIA employees report to volunteers with the exception of the Executive Director who reports directly to the Chairman of the Board of Directors.

Each department manager is responsible for working directly with the Board Treasurer regarding the department's budget.

### **Membership and Business Services Department**

The Executive Director is responsible for ensuring that appropriate sources of income are created, maintained, and properly planned to satisfy the SNIA vision and mission statements. The Membership and Business Services managers, under the supervision of the Executive Director, are tasked with carrying out this work which includes, but is not limited to: building up our membership; successfully running conferences and other events; working with the Education manager to provide educational products and certifications; and soliciting sponsorships for SNIA collateral, like the SNIA Dictionary. The Business Services manager shall be responsible for the production of an annual plan and tracking the performance of the SNIA organization against that plan. This plan shall be completed within sixty (60) days of the annual membership meeting and be approved by Board vote. Each Board of Directors meeting should contain a brief status review of activities related to events and conventions. Each year, at a Board of Directors meeting held near the end of the fiscal year, a review of performance against plan shall be conducted to gauge and adjust activities for the coming year.

In addition to the above, the Executive Director is responsible for providing day-to-day operational support for the SNIA. The Business Services manager, under the supervision of the Executive Director, is tasked with carrying out these activities which include, but are not limited to: being the public face of the SNIA and presenting at all times a professional image to anyone contacting the SNIA, whether by phone, mail correspondence, email, or otherwise; handling all aspects of the MEMBER meetings, Board of Director

meetings, and Executive Committee meetings, from preparation and logistics to the agenda and minutes; handling all aspects of elections for the Board of Directors and the Technical Council, and helping with Committee, Initiative, and Forum elections; timely invoicing and collecting of all monies owed to the SNIA; timely paying of all monies owed by the SNIA; proper maintenance of all credit and bank accounts; and proper maintenance of all SNIA records.

### **Marketing Department**

The Executive Director is responsible for ensuring that appropriate marketing and promotional activities are carried out to satisfy the SNIA vision and mission statements. These activities are grouped into four (4) major areas: SNIA activity and image development; support of individual SNIA committees and work groups; support and management of press activities; and website design and maintenance. The Marketing manager, under the supervision of the Executive Director, is tasked with carrying out this work. The Marketing manager shall be responsible for communicating on a regular basis with the Board, Technical Council, Committees, Forums, Initiatives, and other Councils regarding SNIA marketing activities. The Marketing manager is also responsible for the production of a Marketing Plan and for tracking the performance of the SNIA organization against this plan. This plan shall be completed each year within sixty (60) days of the annual membership meeting, extend for a two (2) year period and be approved by Board vote. Each Board of Directors meeting should contain a brief status review of marketing, promotional, and website activities. Each year, at a Board of Directors meeting held near the end of the fiscal year, a review of performance against plan shall be conducted to gauge and adjust activities for the coming year.

### **Technology Department**

The Executive Director is responsible for ensuring that the organization supports all of the technical activities undertaken within the SNIA to satisfy the SNIA vision and mission statements. The Technology manager, under the supervision of the Executive Director, is tasked with carrying out this work, which includes, but is not limited to: managing the Technology Center to support the SNIA IT infrastructure; hosting technical plugfests and other activities at the Technology Center in support of technical work in Technical Work Groups (TWGs), Committees, Initiatives, and Forums; supporting the Technical Council and the TWGs through the Technical Council Managing Director and as otherwise needed; and supporting interoperability work at the Technology Center and other events and conferences as required. The Technology manager will produce a plan each year (within sixty (60) days of the annual membership meeting) to be approved by Board vote. This manager shall also oversee the deployment and application of resources to ensure this plan is achieved. Each year, at a Board of Directors meeting held near the end of the fiscal year, a review of performance against plan shall be conducted to gauge and adjust activities for the coming year.

### **Education Department**

The Executive Director is responsible for ensuring that the organization delivers educational programs to satisfy the SNIA vision and mission statements. He is responsible for carrying out this work which includes, but is not limited to: working in the Education Committee to create and maintain tutorials; create, maintain, and deploy a certification program; and create and publish other educational collateral, such as the SNIA Dictionary. He is also responsible for producing a plan each year (within sixty (60) days of the annual membership meeting) to be approved by Board vote, and to oversee the deployment and application of resources to ensure this plan is achieved. Each year, at a Board of Directors meeting held near the end of the fiscal year, a review of performance against plan shall be conducted to gauge and adjust activities for the coming year.

### **Contracted Services**

The Executive Director is free to contract with outside entities to execute goals and objectives set by the Board of Directors or the Executive Committee including, marketing, public relations, technical support, legal, and

accounting functions. Any commitments beyond two thousand dollars (\$2,000) must be approved by the Executive Committee, but managed by the Executive Director.

The Executive Director will ensure that the following minimal functions are accomplished by these support activities:

- Legal. Represent the legal interests of the SNIA, including: securing of corporate status; tax exemption; reviewing legal agreements between MEMBERS and the SNIA; and reviewing all legal agreements between the SNIA and other outside organizations.
- Accounting. Ensure that corporate books and taxes are prepared and available in a timely and accurate manner.
- Banking. Ensure that bank account balances are correct and that banking services are efficient.

### **Additional Duties of the Executive Director and Staff**

#### ANNUAL REPORTS

Each year the Corporation shall notify each Voting Member of the Voting Member's right to receive an Annual report pursuant to California Code Section 8321(a). Except where the Corporation has fewer than one hundred (100) members and less than ten thousand dollars (\$10,000) in assets at all times during the fiscal year, on the written request of a Voting Member, the board shall promptly cause the most recent annual report to be sent to the requesting Voting Member. The annual report shall be prepared not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year.

The annual report shall contain in appropriate detail the following:

1. a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year;
2. a statement of place where the names and addresses of the current Voting Members are located;
3. information concerning certain transactions and indemnifications required by California Code Section 8322.

The annual report shall be accompanied by any report thereon of an independent accountant or, if there is not such a report, the certificate of any authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

#### ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

The Corporation shall furnish annually to its Voting Members a statement of any transaction or indemnification required by California Code Section 8322(d) and (e), if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report.

## **SECTION 10: COMMITTEES**

A Committee is one of the primary working entities within the SNIA and as such has measurable responsibilities and quality objectives. The Board of Directors, based on need, determines the number of active Committees.

There are two types of Committees: Board Committees, also known as Committees of the Board, and Working Committees. Board Committees are composed of Board members only. Working Committees may have Board members, and/or non-Board members.

### **Committee Chairpersons**

Committee Chairpersons are vital to the success of the SNIA since a large part of original work performed by the body is completed in Committee. Committee Chairpersons are responsible for:

1. Ensuring the operational policies and procedures documented herein are followed.
2. Producing a clear business plan detailing the deliverables and the schedule for the Committee along with the resources (people and funds) required in order to achieve these deliverables. The plan should be in a form that

will allow new members of a Committee to quickly glean state and direction of the body as well as motivate them to contribute to development. This plan must be approved by the SNIA Board of Directors at the beginning of each fiscal year.

3. Enlisting consistent and productive Committee participation from the MEMBERS.
4. Ensuring that the Committee's objectives as described by the Board of Directors are achieved.
5. Assigning a Budget Manager to establish and maintain a simple budget consistent with the overall budget for the organization. This Budget Manager will be responsible for working directly with the Board Treasurer regarding the Committee's budget. The Budget Manager can be any one or two participants in the Committee, including the Committee Chairpersons, but must have the time to submit budget proposals as required, be able to follow up on any issues that arise with any financial aspects of the committee, and must have the authority to speak on behalf of the committee with regard to financial topics.

Each Committee must have two (2) Chairpersons. One Chairperson must be a SNIA employee appointed by the Executive Director. This SNIA employee will normally be the manager of the department most closely aligned with the Committee, but may be any employee; this Chairperson is called the Staff Chairperson. The other Chairperson must be an individual member volunteer or a volunteer of a MEMBER; this Chairperson is called the Volunteer Chairperson. This dual leadership model provides for some "checks and balances" relative to making sure that the concerns of both the SNIA staff and the MEMBER volunteers are always taken into consideration. Each Chairperson shares the authority and responsibility of the Committee equally. In the event that an issue arises whereby the Chairpersons are not able to agree on its resolution, the escalation path is to either the Executive Director or the Chairman of the Board.

It is also possible for the Committee Chairpersons to appoint Vice-chairperson(s) to help with the tasks associated with running a committee. The Vice-chair positions however do not have the authority or the responsibilities of the Chairpersons. Either SNIA staff or MEMBER volunteers may be appointed to the Vice-chair position(s).

In order to maintain the required trust and cooperation among all the MEMBERS in a Committee, it is necessary that the Volunteer Committee Chairperson positions be filled by people that have no contract with SNIA that would cause either a conflict of interest or a perceived conflict of interest.

### **Chairperson Selection**

The Staff Chairpersons are appointed by the Executive Director with no limit to the number of terms that may be served.

The Volunteer Chairpersons are elected by the membership of the Committee. In the event of the formation of a new Committee, or when a Volunteer Chairperson position for an existing Committee becomes vacant, the Chairman of the Board of Directors or his/her designee may appoint the Interim Volunteer Chairperson(s) until such time as an election can be held and the new Chairperson(s) elected. This election, preceded by a minimum two (2) week nomination period, should occur no later than four (4) months from the appointment of the Interim Volunteer Chairperson(s).

An election to determine the Volunteer Chairperson(s) is to be held according to the needs of the Committee, but no less frequently than every two (2) years. This election must be preceded by a minimum two (2) week nomination period. Candidates for election to Chairperson should be Committee members in good standing. If there are fewer than two (2) candidates within the Committee for the position of Volunteer Chairperson, the opportunity should be extended to all SNIA MEMBERS. If only one candidate seeks a vacant Volunteer Chairperson position, then that candidate will become the Volunteer Chairperson and no election is required. If no candidate seeks the vacant Volunteer Chairperson position, then the Chairman of the Board of Directors will appoint a new Volunteer Chairperson. There is no limit to the number of terms that an individual may serve as a Committee Volunteer Chairperson. The office of the SNIA Executive Director will oversee the Committee nomination and election process. The election may be conducted by secret ballot via the SNIA website, email, or at an appropriate face-to-face meeting of the Committee where quorum is present. A current Chairperson or the SNIA Executive Director shall publish notification regarding an upcoming election of a Committee Volunteer Chairperson at least fourteen (14) days in advance of the election. The Board of Directors may at any time choose to replace the Volunteer Chairperson(s) of a Committee or force a new chairperson election by a majority vote at a duly called meeting where quorum is present.

In a Committee Volunteer Chairperson election for a vacancy that results in a tied vote where multiple candidates receive the same highest number of votes, the process for resolving which candidate becomes the new Volunteer Chairperson is as follows:

- A new election is authorized for a vote for the candidates that had previously tied.
- This new election must meet all the requirements of the original election.
- If this new election results in another tie, then the new Committee Volunteer Chairperson will be appointed by the Chairman of the Board of Directors or his/her designee.

### **Committee Volunteer Chairperson Resignation Due to Conflict of Interest**

In the event that the status of a Committee Volunteer Chairperson changes such that he/she has either a conflict of interest or a perceived conflict of interest in the Chairperson position, then that Chairperson is required within thirty (30) days to either resign from the Chairperson position, or to bring his/her status back into line with the requirements of the position. When it is unclear whether or not a conflict of interest or a perceived conflict of interest exists, the Board of Directors will make the determination.

### **Membership**

Membership on a Committee is voluntary, and is open to all SNIA MEMBERS. During the formation of a Committee, at least three (3) invitations announcing the formation and soliciting participation must be made to the MEMBERS of the SNIA. Committee membership requires commitment by the MEMBER to provide a working representative throughout the chartered scope of the work of the Committee. In this spirit, the Chairpersons of each Committee shall maintain an up-to-date list of the Voting Members active in the Committee. This list of Voting Members shall be easily available to SNIA MEMBERS and constitute the official record of current Voting Members in the Committee. The Chairpersons of the Committee shall also maintain an attendance record of the representatives participating in each Committee meeting. The intent of this clause is to secure consistent and productive participation in Committee work by the SNIA membership. Each MEMBER is required to inform at least one of the Committee Chairpersons when there is a change in the primary representative that company has provided to the Committee.

### **Voting**

Each SNIA Voting Member is entitled to one voting representative on each Committee. The Committee voting process, as set forth in this document shall be used. The Chairpersons are responsible for verifying voting eligibility at meetings.

### **Committee Meetings**

Committee meetings may occur in conjunction with general membership meetings, at SNIA symposiums, by conference call, or in other face-to-face meetings at the discretion of the Chairpersons.

Productivity of the SNIA is paramount to the membership receiving value for their investment in the organization. In this spirit it is recognized that all Committee meetings shall:

1. Begin and end on time.
2. Be announced a minimum of seven (7) days and a maximum of sixty (60) days prior to the meeting.
3. Have a reminder sent to the Committee membership a maximum of seven (7) working days and a minimum of three (3) working days prior to the meeting.
4. Follow an agenda that is available to the MEMBERS a minimum of five (5) working days prior to the meeting. This agenda shall contain a specific and clearly measurable set of objectives for the meeting as well as time allocations for each agenda item.
5. Be primarily a meeting for review and consensus building rather than a meeting for the active production of original designs or text. (Note: the intent of this item is to reinforce that design or authoring by Committee is seldom efficient and thus is best completed by individuals or small focused work teams outside the context of the meeting.)
6. Maintain a list of measurable action/work items to be completed outside the meeting. Each action/work item shall identify a single owner (individual) and target completion date. This list of action/work items shall be

recorded in the meeting minutes.

7. Produce a set of minutes that will be easily available for review by the SNIA membership via the website.

### **Suspension of Voting Rights and Attendance Requirements**

Any individual who joins a Committee and misses two or more consecutive meetings may, at the discretion of the Chairpersons, have their voting rights in that Committee suspended or revoked. The Committee Chairpersons or the Board may reinstate the individual's voting rights at any time. The intent of this clause is to ensure that Committee meetings are productive and efficient.

### **Board Committees (aka – Committees of the Board)**

There is one (1) Board Committee defined: the Executive Committee.

#### EXECUTIVE COMMITTEE

The SNIA shall maintain an Executive Committee to efficiently execute and oversee the tactical operations of the SNIA. This Committee is comprised of the Chairman, Vice-chairman, Secretary, and Treasurer of the Board of Directors. The Executive Director is also a non-voting member of this Committee.

The responsibilities of this Committee are specifically designated in this document but generally consist of the:

- Review of new applications for MEMBER status;
- Selection of investments per the SNIA Investment Policy;
- Approval of expenditures;
- Authorization of contracts;
- Approval of specifications for review/vote;
- Approval of press releases for distribution;
- Selection of corporate spokespersons;
- Selection of contractors, managers, or directors; and
- Any other decision that cannot be handled in a timely way by the Board of Directors.

The Executive Committee shall make such rules and regulations as from time to time it may deem proper for its own governance and for the duly authorized transaction of business of the Association. At all times between Board of Directors meetings, the Executive Committee shall have all the powers and duties of the Board of Directors except as to such matters not permitted to be delegated to the Executive Committee pursuant to State of California Not-for-Profit Corporation Law, and pursuant to section 8.1 of our Bylaws, and as to such other matters that the Board has, by resolution, expressly reserved to itself, including but not limited to:

- Financial decisions that affect the approved budget of the organization;
- Approval of inbound and outbound software licensing terms for software TWGs.

All such powers and duties of the Board of Directors that the Executive Committee is authorized to exercise are pursuant to these Policies and Procedures.

The Chairman of the Board of Directors or, in his or her absence, the Vice-chairman, or any member selected by the Chairman of the Board of Directors, shall preside at meetings. Meetings shall begin on time and end on time.

The Executive Committee operating procedures are:

- all Executive Committee meetings shall follow an agenda published before the meeting.
- all meetings of the Executive Committee shall be announced at least twenty-four (24) hours prior.
- Executive Committee voting rules as specified earlier in this document will be followed.
- the minutes of meetings, which capture the decisions reached by Executive Committee, are taken at all meetings and distributed to the Board.

## Working Committees

All of the following committees are working committees.

### Education Committee

The Education Committee is responsible for creating, driving, managing and facilitating activities and communications that measurably improve knowledge about storage networking. It proactively disseminates to the marketplace opportunities to learn about the value of storage networking, including:

- open curricula based on Job Task Analysis (JTA)
- educational offerings to support the curricula and other SNIA skills-based learning
- storage networking certification that validates skills and knowledge in key storage networking roles
- educational publications
- tutorials and seminars
- speakers, recommendations, and referrals

The Education Committee is an education organization that delivers products and services that enhance user knowledge and contribute to the strength of SNIA's brand.

### SNIA International Council

The SNIA International Council is responsible for the expansion and growth of the SNIA outside of the United States. This Committee serves as the primary coordination and communication arm for SNIA Geography Forums and Regional Affiliates with the rest of the association.

### Standards Committee

The Standards Committee is responsible for proposing and then executing to the Board-approved SNIA strategy for standardizing SNIA technical work products; maintaining official relationships with standards organizations; assisting SNIA Work Groups in preparing and submitting standards proposals; coordinating with SNIA Marketing, SNIA Events, and SNIA Education Committees to drive outbound marketing and end user education relative to standards.

### Strategic Alliances Committee

The Strategic Alliances Committee is primarily responsible for establishing an alliances network that benefits SNIA and its members, in line with the SNIA's strategic plan. This committee is the coordination point for all SNIA groups, including Forums and Initiatives, to define and manage alliances. All proposals for alliances with other organizations must be brought to the Strategic Alliances Committee. This committee will determine whether or not to create a formal alliance. All formal alliance proposals must be approved by the SNIA Board.

Participation in this committee is open to the entire SNIA membership. It is recommended that the SNIA groups directly involved in or interested in alliances with external organizations should have one (or more) of their representatives engaged with this committee.

**Alliance Work Group (AWG):** An AWG is one of the SNIA Strategic Alliance Program working entities to allow the SNIA to co-host joint activities with external organizations. The Board of Directors, based on recommendations from the Strategic Alliances Committee, determines if an AWG is a relevant entity as part of an alliance proposal. AWG activities are intended to be of a coordination nature and should not address directly any project that would result in Intellectual Property issues. AWG is by definition tied to a mutually agreed document and is subject to the terms and conditions of such document that shall be called the AWG Ruling Document. The SNIA Alliance Record is one instance of this type of document.

**Membership:** Unless otherwise stated in the AWG Ruling Document, AWG membership is open to all companies that are both SNIA MEMBERS and members of the third party organization. Membership exceptions will be handled by the AWG Management Team, in accordance with the terms agreed to in the AWG Ruling Document. In no circumstances shall AWG membership

alone be interpreted to imply any SNIA membership rights.

Management Team: Unless otherwise stated in the AWG Ruling Document, the AWG will require equal representation of both parties for its management team. The AWG management team will consist of a small group of individuals with equal voting rights. The number of management team members will be determined as part of the AWG Ruling Document. The members of the AWG management team shall be approved and appointed by the SNIA board and the relevant authority of the SNIA ally. Appointment terms to the AWG Management Team will not exceed a period of eighteen (18) months. There are no term limits for these AWG Management Team appointments. It is understood that AWG Management Team members will be representing the common interests of both the SNIA and its ally.

Voting: Each AWG member is entitled to one vote. The Management Team is responsible for verifying voting eligibility at meetings. The AWG voting process shall be used as follows:

AWG Votes are those votes undertaken during a duly called meeting of an AWG to determine whether or not a motion as duly made and seconded passes. The vote may be conducted via acclamation or by a roll call as determined by at least three-fourths ( $\frac{3}{4}$ ) of the Management Team. However the vote is conducted, all votes for which at least a majority of the ballots cast are in the affirmative shall be deemed to have passed. While abstentions are to be recorded for all AWG Votes, they shall not be counted in determining whether or not a vote has passed. There are no requirements for quorum at a meeting of an AWG.

AWG Meetings: AWG meetings may occur in conjunction with general membership meetings for SNIA or for the 3rd party ally, at SNIA symposiums or any other suitable opportunities provided by the 3rd party ally, by conference call, or in other face-to-face meetings at the discretion of the Management Team. Productivity of the SNIA is paramount to the membership receiving value for their investment in the organization and to the value of the SNIA alliance program. In this spirit SNIA recognizes that all AWG meetings should follow the organization model of SNIA Committee meetings unless specifically stated otherwise in the AWG Ruling Document.

Work Assignment and Conflict Resolutions: Unless otherwise stated in the AWG Ruling Document, the SNIA Board and the relevant authority of the third party ally shall call for a discussion when one or more work assignments decided by the AWG Management Team and approved by AWG members don't appear to match either of the allied organizations' objectives or prerogatives. The AWG shall direct tasks by deciding the parts of each project to be worked on and then inform each management authority body. In all cases, conflicts that cannot be resolved directly by the AWG Management Team will be escalated to the SNIA Board and the relevant authority of the 3rd party ally in order to seek an agreed resolution.

Existing AWG Committees: All of the following AWGs are active:

**FCAWG:** - THE FIBRE CHANNEL AWG IS THE AWG THAT SUPPORTS THE EFFORTS OF THE SNIA AND THE FIBRE CHANNEL INDUSTRY ASSOCIATION (FCIA) TO JOINTLY ADDRESS EXISTING AND FUTURE FIBRE CHANNEL TECHNOLOGY AND MARKET REQUIREMENTS. THE AWG RULING DOCUMENT FOR THE AWG IS CALLED THE “FIBRE CHANNEL ALLIANCE WORKING GROUP MEMORANDUM OF UNDERSTANDING - FCIA/SNIA”.

#### Data Protection and Capacity Optimization Committee

This committee is dedicated to fostering the growth and success of the market for data protection and capacity optimization technologies. Data Protection means assurance that data is usable and accessible for authorized purposes only, with acceptable performance, and in compliance with applicable requirements. Capacity optimization refers to methods which reduce the consumption of space required to store a data set and its scope and is not limited to secondary storage. By defining and promoting efficient networked storage solutions and best practices, this committee is enabling sustainable data storage operations that reduce both storage costs and the environmental impact of data center infrastructures. This mission addresses education, marketing outreach, promotion of features, products, and methodologies that reduce the storage footprint, collaboration with other relevant groups, and a close following of the advancements in data protection and space reduction offerings.

#### Strategy Committee

The Strategy Committee is responsible for driving the development of SNIA’s strategic plans. This includes:

- Managing the periodic strategic planning process to develop the SNIA 3-year strategic plan
- Communicating the strategic plan with SNIA internal and external stakeholders with support of the SNIA Board, Technical Council, and staff
- Monitoring the execution of the 3-year strategic plan and ensuring organizational alignment with it
- Defining and supporting SNIA’s role in identifying and addressing industry growth opportunities by influencing our members, affiliate groups, and potential partners in the collaboration and sharing of the SNIA vision in the execution of our strategic plan

#### Technical Council – A Special Working Committee

The Technical Council is a Special Working Committee of the SNIA that is charged with leading, guiding, and directing the technical activities of the SNIA. The Technical Council is fully described in the next section of this document.

## **SECTION 11: TECHNICAL COUNCIL**

The Technical Council (TC) is a special Working Committee of the SNIA composed of a selected body of acknowledged industry experts that work together to guide the direction of SNIA Architecture and Software work and also guide committees and technical working bodies that are defined to develop those Architectures and Software. All organizational and operational aspects of this Working Committee are detailed in this section.

The TC has the responsibility and authority to:

- Define the scope of, prioritize the activities of, and oversee the technical work of the SNIA.
- Create and maintain the SNIA’s high-level technical roadmap.
- Create and oversee technical working bodies of various forms to carry out the technical activities of the SNIA.
- Oversee the technical standards, architectures, and software as described in the SNIA vision and mission statements.
- Review and recommend to the Board, Executive Committee, and MEMBERS all significant technical works, including but not limited to SNIA Architecture and SNIA Software, produced by the working bodies.
- Review and recommend to the Board to approve or reject all Contributed Works, such as Architecture and Software, that are made available to the SNIA.
- Advise the SNIA Board regarding proposed software development projects and associated licenses.
- Work with the Technology Director to define the work of the SNIA Technical Council Managing Director.

- Collectively and through delegation to individual TC members, serve as technical spokespersons for the SNIA.
- Create, maintain, and make available to the SNIA MEMBERS a written description of the structure of technical working bodies, the procedures for forming new technical working bodies, and the procedures that are to be followed by technical working bodies.
- Work with the Strategic Alliances Committee to provide a technical liaison with other standards organizations.

### **Composition:**

The TC is comprised of a total of up to nine (9) seats. Seven (7) of the nine (9) seats are filled by Voting Member selection. Two (2) seats are filled by Board appointment. TC seats are held by individuals and are not transferable. The term of a TC seat is a maximum of two (2) years, and is also subject to participation requirements (described below). The authority of a member of the TC may not be delegated to any other individual. The Board may announce a shorter term for certain TC seats at an election in order to increase the likelihood that no more than four (4) seats are subject to election each year (the intention of this is to increase continuity of the TC membership).

Upon vacancy of the seat previously occupied by the TC Chairman, one (1) member of the TC shall be elected Chairman, to serve until the next regularly scheduled TC election, by the membership of the TC, via a simple majority vote of the full TC, where abstentions if any count the same as NO votes. It is also possible for the membership of the TC to replace the current TC Chairman via a 75% supermajority vote of the full TC, where abstentions if any count the same as NO votes. This individual shall be responsible for:

- monitoring the performance of the TC and recommending to the Board of Directors any needed changes in Committee leadership, membership, structure or operations;
- the production of agendas and objectives for the TC and leading its execution against these agendas and objectives;
- assigning a Budget Manager to establish and maintain a simple budget consistent with the overall budget for the organization. This Budget Manager will be responsible for working directly with the Board Treasurer regarding the TC's budget. The Budget Manager can be any one or two members of the TC, including the TC Chairman, but must have the time to submit budget proposals as required, be able to follow up on any issues that arise with any financial aspects of the TC, and must have the authority to speak on behalf of the TC with regard to financial topics.

At each Board of Directors meeting a review of TC status as well as performance against objectives shall be conducted by the TC Chairman or his/her representative from among the members of the TC to gauge progress and identify issues.

### **Selection Process:**

TC seats filled by Voting Member selection are made through an application, qualification, and election process. To be considered for selection to the TC a letter of application must be submitted to the Executive Director and/or Secretary. The Executive Director / Secretary shall review and verify applications, and ensure that applicants meet qualification and participation requirements. The Executive Director / Secretary will then prepare, for Board approval, a ballot for selection of individuals to the TC, along with a schedule of the selection process. The ballot will list qualified applicants standing for election and the number of seats to be filled. The method of election by the Voting Members will be by Electoral Vote as described in these Policies and Procedures.

### **Qualification Requirements:**

The Executive Director / Secretary may define additional or more specific qualification requirements; however the following general qualifications for application to the TC apply:

1. Applicants are individuals who must be employees of SNIA Voting Member companies in good standing, or independent contractors of SNIA Voting Member companies who are contracting on a full time or substantial part time basis with the Voting Member to provide technical services in addition to the proposed service on the SNIA Technical Council. Additionally, an applicant must be sponsored by his or her SNIA Voting Member.

2. Applicants must demonstrate a high level of expertise and understanding in storage networking technologies. This may include any or all of the following:

- significant experience in creating systems architecture for storage and network systems;
- knowledge of current technical issues in storage networking or related systems;
- knowledge of end user requirements for storage networking.

Other key qualifications include experience with SNIA Technical Work Groups (TWGs), experience in other related organizations, and good writing and communication skills. In addition to technical expertise, SNIA Voting Members are encouraged to nominate individuals who:

- have demonstrated the ability to resolve disputed technical issues and build consensus;
- are capable of putting the common good above proprietary considerations. TC members must be willing on occasion to abstain from decisions where proprietary interests might interfere with their judgment.

3. Applicants must demonstrate the support and commitment of their employer in their participation of this activity and in SNIA. Employers should confirm that applicants are available to travel to attend SNIA sponsored meetings and events, and spend at least ten percent (10%) of their time on SNIA related issues.
4. If another individual from the applicant's company already holds a seat on the TC, then applicants from that company will not be considered unless the current seat occupant's term is scheduled to end prior to the scheduled selection date.

**Qualification Requirements of Appointees to the Technical Council:**

An appointee to the TC shall be a person deemed by the Board of Directors to be qualified as described above, but such person need not be an employee of a SNIA Voting Member.

**Multiple Memberships:**

Individuals holding multiple memberships (e.g., both an Individual Member and an employee of a Voting Member association) will be viewed according to their primary membership type for TC qualification, participation, and operation purposes. The primary membership type will be viewed as 'Voting Member' for any individual who is an employee of a SNIA Voting Member organization, 'Associate Member' for any individual who is an employee of an SNIA Associate Member organization and is not an employee of a SNIA Voting Member organization, or 'individual' in all other cases.

**Vacancies:**

A vacancy or vacancies on the TC shall exist on the occasion of any of the following:

- (a) Death of a TC Member;
- (b) Resignation of a TC Member;
- (c) Removal of a TC Member for cause or without cause;
- (d) Failure by the Voting Members to elect a number of TC Members sufficient to fill all authorized positions, not including appointees.

**Removal:**

Any TC Member may be removed from office *for good cause* or *without cause* as determined and approved by a majority vote of the full Board of Directors, where abstentions if any count the same as NO votes.

In addition, any TC Member may be immediately removed from office due to failure to attend two (2) consecutive regular meetings of the TC during any calendar year without a leave of absence approved by the TC Chairman, where such removal is approved by a majority vote of the full Board of Directors, where abstentions if any count the same as NO votes.

Also, any TC Member must be immediately removed from office, or alternatively removed at the time of the next annual election, by a majority vote of the full Board of Directors, where abstentions if any count the same as NO votes, under the following conditions:

- (a) An elected TC Member ceases to be an employee of the Voting Member by whom he or she was employed at the time of election, and becomes an employee of another Voting Member that already has a representative on the TC, or fails to become an employee of another Voting Member that does not already have a representative on the TC, within ninety (90) days; or
- (b) The company employing an elected TC Member ceases to be a Voting Member. [Note that an appointed TC Member may not be removed from office solely due to the fact that such TC Member ceases to be an employee of the company by whom he or she was employed at the time of appointment.]

**Filling Vacancies:**

A vacancy on the TC, whether by reason of death, resignation, removal or otherwise, shall be filled by appointment of the Board of Directors. A person appointed to fill a vacancy shall be appointed to serve only until the next annual meeting. Appointment to fill a vacancy shall require a simple majority vote of the full Board of Directors, where abstentions, if any, count the same as NO votes. If the position of the TC Member whose departure created the vacancy was that of an elected TC Member, and the term being served extends beyond this annual meeting, then the remainder of the term will be filled by a TC Member elected to complete this term. If the position of the TC Member whose departure created the vacancy was that of an appointed TC Member, and the term being served extends beyond this annual meeting, then the remainder of the term will either be filled by a person appointed by the Board, or the Board may choose to leave the position vacant. Appointment to fill this position shall require a simple majority vote of the full Board of Directors, where abstentions, if any, count the same as NO votes.

**Operation:**

The TC will operate and conduct business as a Working Committee of the SNIA, as defined in Article 8 Paragraph 3 of the Bylaws of the SNIA. The TC has only those rights and authority delegated to it by the SNIA Board of Directors. The TC reports to the SNIA Board of Directors. As a Working Committee of the SNIA, the TC may be disbanded at any time by a majority vote of the SNIA Board of Directors.

**Decision Process:**

Meetings of the TC shall be announced to all TC members at least seven (7) days in advance of any meeting. The quorum for a meeting of the TC is a majority of the current members of the TC. The TC shall make decisions by vote at duly called meetings at which a quorum of members are present, or by electronic voting that achieves a quorum of votes explicitly cast. The vote at a meeting may be conducted via acclamation or by a roll call as determined by the Chair. The electronic vote shall be distributed to all the TC members at least seven (7) days before the votes must be cast. However the vote is conducted, all votes for which a majority of the ballots cast is in the affirmative shall be deemed to have passed. Abstentions shall count toward quorum but shall not be counted in determining whether or not a vote has passed.

**Technical Activities:**

The TC is charged with leading, guiding, and directing the technical activities of the SNIA. The Technical Council Managing Director supports the TC in this role. The majority of these technical activities takes place within the technical working bodies. Therefore, the structure and oversight of these bodies is key to achieving the technical results that are a major part of the SNIA mission and vision. The TC is responsible for defining and overseeing these bodies. The TC shall create and maintain, in written form available to all SNIA MEMBERS, the policies and operating procedures for these technical working bodies. This document is entitled “SNIA Technical Work Group Policies and Procedures” (TWG P&P) and is located on the SNIA website at: <https://www.snia.org/members/twg/>. It describes in detail all aspects of the Technical Work Groups as well as the development and release of technical material. The process used to meet the SNIA IP Policy is also described in this document.

**Guidelines for SNIA Architecture and Software Development:**

**General.** The TC is responsible for approving the charters for the TWGs – including those developing Architecture and those developing Software. SNIA Architecture and SNIA Software follow essentially the same development and release processes which are detailed in the “SNIA Technical Work Group Policies and Procedures” (TWG P&P) document, located on the SNIA website at: <https://www.snia.org/members/twg/>. These guidelines identify the major differences for architecture and software.

**Participants.** Only SNIA MEMBERS that have joined the TWG(s) chartered to develop architecture/software may gain access to or make contributions to the architecture/software, except when the architecture/software is released for general review, IP review, technical feedback, or approval, in which case any feedback given by non-TWG members can only be accepted on terms that assure, to the extent practicable, that the contribution can be freely included, distributed, and used in SNIA architecture/software without infringing the intellectual property rights of the contributor, his/her employer, or other parties known to the contributor.

**IP Policy.** All Architecture and Software developed within TWGs must comply with the SNIA IP Policy, located on the SNIA website at: [http://www.snia.org/about/corporate\\_info/ip\\_policy/](http://www.snia.org/about/corporate_info/ip_policy/).

**Contributed Works.** All technical works (e.g., Architecture or Software, as defined in the IP Policy) that are Contributed to the SNIA must be reviewed by the Technical Council for relevance to the SNIA. The TC then recommends that the Board of Directors either accept or reject the Contribution(s). The Board Secretary will inform the Contributor of SNIA’s decision regarding their Contribution(s).

**Membership Approval of Architecture Deliverables.** Approval of releases of draft specifications that are on track to become SNIA Architectures must be obtained from the sponsoring TWG and the TC. Approval of releases of draft software that are on track to become SNIA Software must be obtained from the sponsoring TWG, the TC, and the Board of Directors. Neither SNIA Architecture nor SNIA Software may be released as final material endorsed by the SNIA unless the material has been approved by the Voting Members in accordance with Article IV, Section 4.2 of the Bylaws.

**Specific Guidelines for SNIA Software Development:**

**In Initiatives.** In the situation where (1) the software development effort is one of several activities in a project that will include other SNIA groups, or where (2) it requires more funding than the TC can handle on its own, or where (3) there is a desire to accelerate the development relative to that of other TWGs, such development should be done in conjunction with an Initiative. It is expected that only small software development projects will occur outside of an Initiative.

**Software License(s).** Each TWG charter shall include the form and content of software license(s) that the TWG will be permitted to use. These software licenses must be approved by both the Board and the TC and should specify both In-Bound and Out-Bound requirements and restrictions as appropriate. The combination of the software licenses and the IP Policy must provide the SNIA with the ability to benefit from the software according to the TWG’s charter, and to develop Architectures based on the software.

**Membership Approval of Software Deliverables.** The ballot for Approval of SNIA Software by the

Voting Members shall include the software, related deliverables, and a statement of the license terms under which the software may be released and the forms (e.g. source code, binaries, installable images) that are authorized for any releases of the SNIA Software beyond the SNIA and its MEMBERS. Other software developed within the SNIA, such as that used for tools, testing, or interoperability purposes, do not require membership approval. For clarity, SNIA will not adopt software as a standard and will only develop SNIA Architectures for which multiple software implementations are possible.

**Antitrust Advice.** The Board of Directors is responsible for securing appropriate legal advice regarding antitrust issues that may arise with regard to the proposed approval and operation of particular software development projects. Software development projects shall be initiated and conducted in accordance with the SNIA's Antitrust Guidelines (see Section 22, "Antitrust Guidelines"). Discussions with legal counsel have resulted in the following general advice:

- It is not an antitrust violation for SNIA to decide to develop particular software that is competitive with any other software, including a member's software.
- It is not an antitrust violation for SNIA to decide not to develop particular software that is competitive with any other software, including a member's software.
- SNIA, as an organization and a legitimate joint venture, is free to compete or not compete with members and non-members alike.
- Antitrust Guideline 7 (see Section 22, "Antitrust Guidelines") requires that SNIA base its specification and software development decisions on "relevant technical, market and business considerations..." and not on its effect on competition with members or non-members.

To the extent appropriate and when recommended by legal counsel, approved software development projects shall operate under the protection of the National Cooperative Research & Production Act and the Standards Development Organization Advancement Act of 2001 (15 USC section 4301, et seq.).

**Non-SNIA Architecture.** SNIA Software must not implement a non-SNIA Architecture based interface in preference to one based on SNIA Architecture.

**End User Support.** No SNIA entity is allowed to provide or imply that the SNIA will provide End User Support for SNIA Software.

### **SNIA IP Policy:**

The SNIA Intellectual Property (IP) Policy is a formal corporate document that specifies the MEMBERS' obligations to disclose and license any patents they have that are infringed by SNIA Architecture or SNIA Software work. This document must be agreed to by each MEMBER (except for those MEMBERS that request a waiver and are approved for such, see below), with such agreement being properly recorded by SNIA. Due to the nature of the technical activities undertaken within the SNIA, this policy is deemed necessary since it helps to ensure that SNIA Architecture or SNIA Software work does not infringe any patents, or if it does infringe any patents, that the patent holder agrees to license these patents under Reasonable And Non-Discriminatory (RAND) terms.

The SNIA architecture and software development processes require that any development work that might lead to SNIA Architecture or SNIA Software be put through a formal review process that includes a Call for Patents very early in its development cycle and then every six (6) months thereafter. This helps to identify any areas of the Architecture or Software that infringe on any patents as early as possible. If patents are found that are infringed by the Architecture or Software, the Architecture or Software can possibly be modified to avoid these patents. In cases where this is not possible, the patent holder may agree to license these patents under RAND terms. If this is not agreed to, then the architectural work will in most cases not be allowed to become a standard even though it may become SNIA Architecture, and the software work will in most cases not be allowed in shipping products even though it may become SNIA Software.

The IP Policy has an Opt-Out feature that allows SNIA MEMBERS that have no interest in specific areas of architecture or software work to Opt Out of the activities associated with those areas and thus avoid the obligations defined in the policy.

The IP Policy is located on the SNIA website at [http://www.snia.org/about/corporate\\_info/ip\\_policy/](http://www.snia.org/about/corporate_info/ip_policy/). Please refer to this IP Policy document for the details of the policy. Any material changes to this document must be distributed to all MEMBERS for review at least sixty (60) days prior to becoming effective.

#### **SNIA IP Policy Waiver:**

For non-voting companies that agree that they will not participate in any TWGs, TSGs, or the Technical Council, they may request a waiver to the IP Policy. Once a company has been approved for a waiver, its employees and contractors may not attend any meetings of any format of the TWGs, TSGs, or the Technical Council, and may not make any contributions that may become or be incorporated into SNIA Architecture or SNIA Software. For companies that request this waiver, the SNIA will grant the request as long as the company is not currently participating in the above-mentioned technical activities. These non-voting MEMBERS (aka, Participants) may request a waiver by completing the IP Policy Waiver form located on the SNIA website at [http://www.snia.org/about/corporate\\_info/ip\\_policy/](http://www.snia.org/about/corporate_info/ip_policy/). Any material changes to this document must be distributed to all MEMBERS for review at least sixty (60) days prior to becoming effective.

## **SECTION 12: SNIA FORUMS AND INITIATIVES**

### **Definition**

A SNIA Forum is a group of MEMBERS authorized by the SNIA Board of Directors in response to requests and market interest, to act consistent with the SNIA's status as a vendor neutral organization to (1) advance the development and adoption of specific standards-based technologies, (2) promote the growth and development of storage and storage networking systems and technologies, and (3) identify interoperability issues and develop solutions for interoperability.

A SNIA Initiative is the same as a SNIA Forum except that it also develops specifications, infrastructure, and proposed standards via SNIA's normal standards development process. The Initiative will work with the TWGs and Technical Council to execute on its technical deliverables. The relationship between the Initiative and the TWGs/TC is such that TWGs will continue to be governed by the Technical Council and that an Initiative, a TWG, and the TC may, by mutual agreement, create an "association" between an Initiative, a TWG Work Item, and the TC with specified rights and responsibilities for each party for the duration of the "association." The relationship typically will involve the Initiative providing general direction and support (e.g. project managers or editors) for the TWG in exchange for the TWG accepting general guidance from the Initiative, giving expedited attention to input from the Initiative, and pursuing the Work Item upon which the "association" is based. This "association" must be brought to the Board of Directors for review. Any "association" that expands or changes the approved charter of an Initiative must be approved by the Board of Directors.

A SNIA Geographic Forum is described in the next section, "SNIA Geographic Forum and Regional Affiliates."

### **Mission and Membership**

The mission of SNIA Forums and Initiatives is to provide SNIA MEMBERS with a means to collaborate on new technology. Activities of the Forums and Initiatives are those defined in their charters and deemed appropriate by their members to:

- promote adoption of the technology;
- generate revenue through membership fees, sponsorships, and other means to support its programs;
- publish information and educate users and consultants;
- identify and document user requirements;
- prioritize requirements for work in SNIA technical working groups or other formal standards bodies;
- establish manufacturer and user contacts;
- conduct events and demonstrations; and
- issue press releases, web postings and other communications.

In addition, activities of Initiatives include:

- developing and releasing software through the sponsorship of TWGs chartered for this purpose;
- creating technology tests, technology certification programs, and interoperability programs; and
- escalating requirements for work in SNIATWGs or other formal standards bodies to the SNIA Technical Council; the SNIA Technical Council will work with other formal standards bodies through the relationship managed and coordinated by the Strategic Alliances Committee.

The Forum/Initiative is expected to integrate tightly within the SNIA organization, relying on the infrastructure of SNIA for specific services, including billing and collections; membership recruitment; web operations, design and maintenance; public relations; marketing; technology center services and equipment; and conference services. Communication among the Initiative and all of the SNIA Departments should be free-flowing, creating the atmosphere of a team where all players cooperate fully to achieve group success.

Membership in a Forum/Initiative is open to SNIA MEMBERS who pay the required Forum/Initiative participation fee.

The Forum/Initiative is responsible for producing a clear business plan detailing their deliverables and schedules along with the resources (people and funds) required in order to achieve these deliverables. The plan should be in a form that will allow new members to quickly glean state and direction of the body as well as motivate them to contribute to development. This plan must be approved by the SNIA Board of Directors once every year.

The Forum/Initiative is responsible for assigning a Budget Manager to establish and maintain a simple budget consistent with the overall budget for the organization. This Budget Manager will be responsible for working directly with the Board Treasurer regarding the group's budget. The Budget Manager can be any one or two participants in the group, including the Chairperson(s), but must have the time to submit budget proposals as required, be able to follow up on any issues that arise with any financial aspects of the group, and must have the authority to speak on behalf of the group with regard to financial topics.

### **Formation and Dissolution**

SNIA MEMBERS may submit proposals to the Board of Directors for the formation of a Forum/Initiative. The formation request must be supported by at least two (2) MEMBER companies, and must specify the technology, the market need, and identify other technologies impacted. The Board of Directors may then issue an approval for formation of a Forum/Initiative, and name an Interim Chairman. The Interim Chair will be authorized to conduct one or more formation meetings, which will produce a draft charter, name, proposed budget, funding plan, and a calendar of objectives. The charter, budget, objectives, and endorsement of at least five (5) MEMBERS will be returned to the Board. Upon approval of the Board, the Charter will be granted, monies released (if appropriate), and a Board Contact Individual named. Once the charter is granted, the Forum/Initiative will elect their Chairman and other Officers.

The charter will specify the activities of the Forum/Initiative. The charter may include other provisions that the Board considers necessary or appropriate. The Business Plan will specify the services the Forum/Initiative will rely upon SNIA to provide. The Charter will include the name of the Forum/Initiative. The full name of the Forum will be: "The SNIA XXX Forum"; the full name of the Initiative will be: "The SNIA XXX Initiative."

A Forum/Initiative may at any time inform the Board that they intend to cease activity, and request dissolution.

The SNIA Board may at any time request evidence of continued support by at least five (5) Forum/Initiative members. Evidence of support includes payment of participation fees, or written statements that such payment is forthcoming. Lack of such evidence may cause the Board to dissolve the Forum/Initiative. In addition, the Board may at any time evaluate the activities of a Forum/Initiative to determine their compatibility with the overall mission and image of SNIA. If conflict is found between the activities of any Forum/Initiative and the rules, goals, or image of SNIA, the Forum/Initiative may be asked to modify its actions, or its charter may be revoked.

In the event of dissolution of a Forum/Initiative, the Forum/Initiative Chairman and the Board Contact Individual will develop a shutdown plan that includes the closeout of any outstanding debts, the termination of any active contracts, all web changes necessary to indicate that the Forum/Initiative no longer exists, and email notification to all current members stating that the Forum/Initiative has been dissolved. It is acceptable for the Forum/Initiative to

fund specific shutdown projects provided that the Forum/Initiative has sufficient funds to cover all expenditures and that these expenditures are approved by the Executive Committee. Any Forum/Initiative funds unspent after the shutdown will revert to the SNIA general fund.

### **Participation, Fees**

Participation in Forums and Initiatives is open to all SNIA MEMBERS in accordance with the Forum/Initiative charter.

Forums and Initiatives are expected to be self-funded entities and therefore are required to create yearly budgets that are either balanced or produce a spending reserve, except as is otherwise approved by the SNIA Board.

Forum/Initiative participation is subject to a yearly fee. These participation fees provide a large percentage of the group's income.

All Forum/Initiative expenses are expected to be paid from Forum/Initiative funds, except as is otherwise approved by the SNIA Board. Included in these expenses is the fully burdened costs of the SNIA staff (employees or contractors or portions thereof), if any, that are assigned to support the group. The specific staff expense shall be detailed in the Business Plan and approved by the Board.

Any excess funds from a Forum/Initiative will be used to re-pay previous short-falls, if any; otherwise they will be reserved for future use by the Forum/Initiative. Yearly funds short-falls indicate the lack of success of the group and require immediate action to resolve the problem(s). As is the case with all other entities within the SNIA, the SNIA Board is responsible for overseeing the group's funds and to keep the Forum/Initiative operating within its Board-approved budget.

### **Working Rules**

Forum/Initiative meetings shall be conducted in accordance with these Policies and Procedures, the SNIA IP Policy, and a Forum/Initiative-specific Policies and Procedures document, if one is developed. The Forum/Initiative Chairman shall announce meetings and post minutes on the SNIA website. Forum/Initiative meetings may, at the request of the Chairman, be restricted to members who have paid the membership fees.

The Forum/Initiative shall report to the SNIA Board either directly or through the Board Contact Individual, as requested by the Board. As is the case with other entities within the SNIA, the SNIA Board shall monitor and enforce compliance with the charter of the Initiative.

The Technical Council, the Board of Directors, or the Executive Committee may request status on the Forum/Initiative's activities at any time.

The Forum/Initiative shall define its own work products and deliverables which are within its charter. Decision making shall be by majority vote of a quorum of its members with abstentions counted in determining quorum but not counted in determining whether or not a vote has passed. Alternatively, the Forum/Initiative may define a different decision making policy but must document it in the group's Policies and Procedures.

The Forum/Initiative will work with all of the SNIA departments as required to fulfill its charter. The Forum/Initiative will work with the Operations department to obtain all necessary staff or consultants, the costs of which are covered in the group's budget.

Information exchanged in Forum/Initiative meetings shall normally be non-confidential. In situations where proprietary information needs to be exchanged, the members should develop and sign a non-disclosure agreement (NDA) to protect all parties.

Since SNIA will be home to multiple Forums and Initiatives, advocacy activity must maintain a professional decorum, and avoid disparagement of competing technologies, even those not represented by an SNIA entity.

### **Forum/Initiative Violations Corrective Action Process**

It is incumbent upon the Board to set fair rules and apply them to all Forums and Initiatives consistently, and to be fair in assessing corrective actions. Likewise, it is incumbent on the Forum/Initiative leadership to take whatever

corrective action is required in accordance with these Policies and Procedures in a timely fashion. This process and its associated steps will be communicated to the Forum membership affected by the process.

- Possible corrective actions may include:
  - Notification of Violation
  - Probation with direct Board appointee supervision (can be the Board Contact Individual or someone else appointed by the Board)
  - Mandatory election to elect new Forum/Initiative leadership
  - Suspension of ability to utilize Forum/Initiative funds, enforced by the SNIA Executive Director and/or the SNIA Treasurer
  - Suspension of Forum/Initiative activities
  - Call for new charter for Board approval
  - Dissolution of Forum/Initiative
  - Other
- Notification of Violation. – Notification of Violation will be made by email to the Forum/Initiative Officers. The Notification will explain the consequences of corrective action and the time frames in which they will be applied.
  - Forums/Initiatives should endeavor to immediately reply to the Notification of Violation.
  - Forums/Initiatives may request a Board review of the situation involving the violation.
- Failure to formally respond within sixty (60) days may lead to the Forum/Initiative being placed on probation and lead to further disciplinary action. Probation will include the assignment by the SNIA Board of one or more persons to assist, monitor and manage a correction process.
- If there is a determination during the probation period that the leadership of a Forum/Initiative is unable or unwilling to take corrective action, the SNIA Board has the right to force and schedule the election of one or more new people to the role(s) of Forum/Initiative elected leadership. Additionally, Forum/Initiative leadership that fails to consistently apply Forum/Initiative rules, guidelines, or follow the prescribed code of conduct may cause the Board to invoke election of new leadership.
- If it is determined that the Forum/Initiative funds are not being utilized in a responsible manner, including within their plan, in accordance with their charter or in a fiscally or fiducially responsible manner, the SNIA Board may direct the group to suspend utilization of their funds. This shall be enforced by the SNIA Executive Director and/or by the SNIA Treasurer.
  - This may be a complete suspension of access to funds or may be done on an approval basis of the SNIA Board.
- If the SNIA Board has determined that a Forum/Initiative has failed to correct any violation within ninety (90) days of Notification of Violation, the Board may suspend the activities of the group, including holding Forum/Initiative meetings, whether in person or by other electronic media.
- If it is determined by the Board that a current Forum/Initiative charter is not supportive or consistent with the overall SNIA mission and charter, the Board may revoke the current charter and request the creation of a new charter. This may be done without dissolution of the Forum/Initiative.

## **SECTION 13: SNIA GEOGRAPHIC FORUMS AND REGIONAL AFFILIATES**

### **Definition**

SNIA Geographic Forums and SNIA Regional Affiliates (SRAs) are separate regional groups of companies authorized by the SNIA Board of Directors in response to requests and market interest, to advance the marketing and adoption of Storage Networking within a specific geographic region. The difference between Geographic Forums and Regional Affiliates is in their legal status within their country. Regional Affiliates must be registered in their country as a not-for-profit organization in compliance with their local regulations and must sign the SNIA

Regional Affiliate Agreement (SRAA) with the SNIA to become officially affiliated to SNIA. Geographic Forums do neither of these and are therefore affiliated to SNIA simply as a forum of the SNIA. In the remainder of this section all references to SNIA Regional Affiliates apply as well to SNIA Geographic Forums, except for those related to the SRAA.

### **Mission and Membership**

The mission of a SNIA Regional Affiliate is to provide the SRA members with a means to collaborate in promotion and marketing of Storage Networking within a specific geography, defined in their mission and charter document (in SRAA). Activities of the SRA are those deemed appropriate by the membership to:

- promote adoption of storage networking technologies;
- publish information and educate users and consultants;
- identify and document user requirements;
- escalate requirements for work in SNIA technical working groups or other formal standards bodies to the SNIA Technical Council; the SNIA Technical Council will work with other formal standards bodies through the relationship managed and coordinated by the Strategic Alliances Committee;
- establish manufacturer and user contacts;
- conduct events and demonstrations; and
- issue press releases, web postings and other communications.

The SRA is expected to set up its own support infrastructure, including for web services. The SRA may also rely on the infrastructure of SNIA for specific services, including web services, public relations (PR) services, and conference services. There may be costs associated with the usage of SNIA infrastructure resource that may be cross-charged to the SRA as agreed in the SRAA. Membership is open to companies or individuals fulfilling the SNIA Bylaws criteria (SNIA – Bylaws Section 3.3).

### **Formation and Dissolution**

SRA formation team members may submit proposals to the Board of Directors for the formation of a new SRA. The formation request must be supported by at least five (5) companies within the targeted geographic area, and must specify the geographic area, the market need, and identify other planned SRA activities. The proposal format should include at least a draft version of the SRA Mission and Charter document, and possibly a draft version of the SRA Policies & Procedures document. The Board of Directors may then issue an approval in principle for formation of a SRA. The SRA formation team may elect an Interim Chairman.

The SRA formation team will proceed with the finalization of all the SRAA documents (SRA Agreement, SRA Mission and Charter, SRA License Agreement). The SRA formation will handle all the necessary registration procedures for the new SRA legal entity in the designated country of registration. The Board of Directors will ensure that the SNIA Intellectual Property is legally protected in all countries covered by SRAs.

The SRA formation team, possibly led by its Interim Chair, will organize all the necessary formation meeting(s), which will produce a complete SRAA followed by a proposed budget, funding plan, Chairman and other Officers, and a calendar of objectives. The final SRAA must be endorsed by at least five (5) members of the SRA formation team prior to being returned to the Board. Upon approval of the Board, the SRAA will be signed by both SRA and the Board of Directors; the official SRA launch will be authorized, and a Board Contact Individual named (e.g., International Committee chairman).

The charter will specify the activities of the SRA, and the services the SRA will rely upon SNIA to provide. The Charter will include the name of the SRA. The full name of the SRA will be: “SNIA <Region>” (e.g., SNIA Antarctica).

The mission of a SRA is mostly technology promotion oriented – a technical marketing activity. SRA will not normally develop technology or specifications. Should such activity be needed, a complementary Technical Work Group may be formed, possibly in their region, if agreed by the Board of Directors and the SNIA Technical Council.

At any time the SNIA Board may request evidence of continued support by at least five (5) SRA members. Evidence of support includes payment of SRA fees, or providing the SRA chairman with a written statement of support. A SRA may at any time inform the Board that they intend to cease activity, and request dissolution.

The Board may at any time evaluate the activities of a SRA to determine their compatibility with the overall mission and image of SNIA. If conflict is found between the activities of any SRA and the rules, goals, or image of SNIA, the SRA may be asked to modify its actions or its charter may be revoked.

In the event of dissolution, the SRA chairman and the Board Contact Individual will develop a shutdown plan that includes the closeout of any outstanding debts, termination of contracts, etc. Any budgeted funds unspent after the shutdown of the SRA will revert to the SNIA general fund.

### **Participation, Fees**

Participation in a SRA is not limited to SNIA MEMBERS, i.e., MEMBERS of SNIA-US. It is open to all companies and individuals in the associated region. Once a company or individual becomes a member of an SRA, they also become Participants in the SNIA.

SRA participation is subject to a yearly fee, specified by the SRA Charter and Budget. Participation fees will be used to provide the SRA's base budget and to fund the additional workload imposed on SNIA infrastructure (e.g. web services, conferences, etc.), if any. The specific fee and the split between SRA budget and infrastructure shall be proposed by the SRA in the SRAA and must be approved by the Board.

### **Working Rules**

SRA meetings shall be conducted in accordance with these Policies and Procedures, and the IP Policy. The SRA Chairman shall announce meetings and post minutes on the SRA website. SRA meetings may, at the request of the Chairman, be restricted to SRA members who have paid the SRA fees.

The SRA shall report to the SNIA Board either directly or through the Board Contact Individual or the International Committee when requested.

The SRA shall define its own work products and deliverables. Decision making within the SRA shall be by majority vote of a quorum of the SRA members or the SRA Board of Directors.

The SRA will recruit its own members.

The SRA may hire staff or consultants as needed and as are covered in the SRA budget.

Information exchanged in SRA meetings shall normally be non-confidential. In situations where proprietary information needs to be exchanged, the SRA members should develop and sign a non-disclosure agreement (NDA) to protect all parties.

Since SNIA will be home to multiple interest groups, advocacy activity must maintain a professional decorum, and avoid disparagement of competing technologies, even those not represented by an SRA.

SRA will contact the SNIA Technical Council to submit any new technical workgroup proposals to be approved. SRA technical workgroups will operate through the technical council like any other SNIA technical workgroup in the USA.

## **SECTION 14: SNIA END USER COUNCIL**

The SNIA End User Council (EUC) is an autonomous, end-user body that advises the SNIA. It is composed of storage end-users that may or may not be SNIA MEMBERS. The EUC is governed by the EUC Governing Board, consisting of six (6) end-user members elected by the EUC members, one (1) or two (2) SNIA Board members appointed by the SNIA Board of Directors, and two (2) advisory at-large members to be selected from EUC partners. The EUC Governing Board elects its Chairman and Vice-chairman each year to serve a one (1) year term. There are no term limits for the Governing Board. The mission of the EUC is:

1. to provide an infrastructure to promote open dialogue about the requirements for storage networking technology adoption and use;
2. to provide the end-user community a direct voice into the SNIA to assert their storage requirements and goals; and
3. to encourage and support an open channel between the storage end-user community and storage networking industry developers.

The EUC Chair is responsible for assigning a Budget Manager to establish and maintain a simple budget consistent with the overall budget of the organization. This Budget Manager will be responsible for working directly with the Board Treasurer regarding the EUC's budget. The Budget Manager can be any one or two participants in the EUC, including the EUC's Chair and Vice-chair, but must have the time to submit budget proposals as required, be able to follow up on any issues that arise with any financial aspects of the EUC, and must have the authority to speak on behalf of the EUC with regard to financial topics.

## **SECTION 15: SNIA BOARD ADVISORY COUNCIL**

The SNIA Board Advisory Council (BAC) is made up of previously elected members of the Board of Directors and Technical Council, who are active and have a passion for the work of the SNIA. The BAC's objectives include: to act as a resource and experience pool for the Board to draw upon; to advocate and be a speaking resource for the SNIA throughout the industry; and to be a special resource for the Board, working on projects relevant to SNIA's strategic plan.

The BAC is led by a chairman and a vice-chairman, elected by the BAC members.

The BAC Chair is responsible for assigning a Budget Manager to establish and maintain a simple budget consistent with the overall budget of the organization. This Budget Manager will be responsible for working directly with the Board Treasurer regarding the BAC's budget. The Budget Manager can be any one or two participants in the BAC, including the BAC's Chair and Vice-chair, but must have the time to submit budget proposals as required, be able to follow up on any issues that arise with any financial aspects of the BAC, and must have the authority to speak on behalf of the BAC with regard to financial topics.

## **SECTION 16: PUBLIC AVAILABILITY OF ARCHITECTURES AND SOFTWARE**

After any Architecture or Software is approved by the MEMBERS in accordance with the Bylaws of the SNIA, the Corporation shall, via Board vote, have the option to make such Architectures or Software available to the public in a manner, and in a time, and at a charge determined by the Board. All rights regarding the use of, copying of, and distribution of contributed material included in these Architectures or Software are specified in the SNIA IP Policy, accessible on the SNIA website at [http://www.snia.org/about/corporate\\_info/ip\\_policy/](http://www.snia.org/about/corporate_info/ip_policy/).

## **SECTION 17: STANDARDS OF CONDUCT**

The Corporation, those MEMBERS acting on its behalf, and all non-members volunteering in any SNIA activities shall endeavor at all times to conduct business in an open, public and non-exclusionary fashion. At no time shall the Corporation undertake any action that might call into question its status as a body contributing to the Public Good and promoting the open exchange of technical information and ideas. In furtherance of this goal, all MEMBERS of the Corporation and all non-members volunteering in any SNIA activities must abide by SNIA's antitrust guidelines, as documented in Section 22, "Antitrust Guidelines." In addition:

- The Corporation will maintain a policy of non-discrimination with respect to race, age, religious conviction, or sex.

- The Corporation will maintain a policy of fairness in awarding contracts such that no individuals or companies involved in defining the statement of work and/or the compensation for the contract, or in the selection of the contractor, may be considered for the contract.
- Notwithstanding anything contained herein to the contrary, nothing contained in these Policies and Procedures shall authorize the Corporation to engage, directly or indirectly, in any act or activity incidental to or connected with the purposes set forth herein which would cause the Corporation to be disqualified as a business league within the meaning of 501 (c) (6) of the United States Internal Revenue Code.

### **Code of Ethics**

This Code of Ethics is an expression of SNIA's recognition of its responsibilities to the public, to the membership, to its employees, and to its volunteers. The principals outlined in this Code will provide guidance to the SNIA Board, Staff, and Volunteers as we ensure that Storage Networks become complete and trusted solutions for the users.

This Code of Ethics consists of eight (8) principles and is meant to be considered in its entirety. There is no priority significance attached to the sequence of principles as they appear. In these principles the term "SNIA Staff and Volunteers" includes the SNIA Staff, the SNIA Board of Directors, the SNIA Technical Council, Member Volunteers, and non-member Volunteers.

#### **Principle #1 - Integrity:**

SNIA Staff and Volunteers are placed by our membership and by our users in a position of trust and confidence. The reason that trust is given is due to our personal integrity. In making decisions or taking action for the SNIA, we will rely on our personal integrity as the appropriate touchstone. This demands personal honesty and candor and cannot be subordinated to personal gain and advantage. Integrity requires SNIA Staff and Volunteers to observe not only the letter of the SNIA code of ethics but the spirit of the code as well.

#### **Principle #2 - Conflict of Interest:**

SNIA Staff and Volunteers shall avoid a conflict of interest or the appearance of a conflict of interest in all SNIA business dealings and functions. It is the ethical duty of all of the above groups to comply with the provisions of this principal and be familiar with this entire section (Standards of Conduct) of these Policies and Procedures.

- SNIA Staff and Volunteers will refrain from using SNIA membership for personal, political or business advancement.
- SNIA Staff and Volunteers will not accept anything of value from any source in return for taking a particular position or for wielding his/her influence inside of the Association.
- SNIA Staff and Volunteers will do nothing intended to leave the impression that his or her position on any issue can be influenced by anything other than fair presentation of all sides of a question.
- SNIA Staff and Volunteers will not use their position within the Association to unfairly promote personal fiduciary interests, or the fiduciary interests of family, friends, or supporters.
- When a SNIA Staff person or Volunteer becomes aware of an actual or implied conflict of interest he/she will report the matter to the SNIA Executive Director who will then bring the report to the SNIA Executive Committee. Any dispute on an actual or implied conflict will be resolved by an informal hearing of the entire SNIA Board of Directors and if after deliberation a conflict is cited, the Board may disqualify the individual from voting, or formally censure the individual, or take other such action that may be allowed by the law.

#### **Principle #3 – Objectivity:**

Objectivity requires intellectual honesty and impartiality. It is an essential quality for all SNIA Staff and Volunteers. These groups should strive to avoid the subordination of their personal judgment.

#### **Principle #4 – Competence:**

SNIA Staff and Volunteers will attain and maintain an adequate knowledge level and skill set that will allow

for effective service to the Association. Competence also entails the wisdom to recognize the limitations of one's knowledge base and the willingness to seek professional advice when needed.

**Principle #5 – Fairness:**

SNIA Staff and Volunteers will treat other MEMBERS of the association and the public in the same professional fashion that they would like to be treated. Indeed this is an essential trait of any professional. Fairness requires a sense of impartiality, intellectual honesty, and disclosure of conflicts of interest. Fairness also involves the subordination of one's own feelings and prejudices and desires so as to achieve a proper balance with other conflicting interests.

**Principle #6 – Confidentiality:**

As SNIA Staff and Volunteers, we are interested in establishing relationships that engender trust and confidence. This type of relationship can only be built on the understanding that information supplied will be held in strict confidence when privacy is required. This expectation of confidentiality is inherent in our relationships. SNIA Staff and Volunteers will not disclose confidential information without consent unless in response to a proper legal process.

**Principle #7 – Diligence:**

SNIA Staff and Volunteers should act diligently to deliver service to the Association. Diligence is the provision of this service in a prompt and thorough manner, and also includes proper planning, execution, and evaluation of professional services to the SNIA.

**Principle #8 – Professional Conduct:**

SNIA Staff, Volunteers, and Contractors should conduct themselves at all times and in all matters in a professional manner that reflects credit upon the Association. There is a responsibility to behave with dignity and courtesy to our fellow volunteers, staff, contractors, and to SNIA users. To this end there are expectations that the SNIA has for its Staff, Volunteers, and Contractors. The list below is not meant to be exhaustive but represents the core values of the SNIA with regard to professional conduct:

- Be sensitive and tolerant of views that differ from your own; listen before responding. At no time will yelling, personal attacks, or intimidation be tolerated.
- Threatening or violent behavior will not be tolerated.
- Refrain from damaging or destroying SNIA property.
- Possession of a firearm, weapon, or explosive device at an SNIA workplace or meeting site is not allowed.
- Abide by SNIA's anti-harassment policy. SNIA is committed to providing an environment free of unlawful harassment and will not tolerate offensive behavior or offensive conduct of any kind by SNIA Staff, Volunteers or Contractors. Such standard of conduct applies to all SNIA activities including conduct at SNIA offices and SNIA events. In accordance with applicable law, the SNIA prohibits sexual harassment and harassment because of race, color, gender, age, religion, disability, sexual orientation or any other basis protected by federal, state, or local law.
 

If a SNIA Staff, Volunteer, or Contractor experiences or witnesses harassment in any way by a SNIA employee, volunteer, customer, or vendor, he or she must report the harassing conduct to the Executive Director or to a member of the Executive Committee of the SNIA Board of Directors. The SNIA offers a web-based sexual harassment training class for SNIA staff and volunteer leaders.
- Use only appropriate humor, and refrain from disparaging or cynical remarks about other SNIA volunteers, vendors, or users.
- Refrain from being disruptive, or improperly interfering with the administrative, business, social or other activities of the SNIA, whether on SNIA premises or elsewhere.
- Refrain from obstructing, or improperly interfering with, the functions, duties, or activities of any MEMBER, employee, or contractor of the SNIA.
- Maintain accurate records and refrain from falsifying SNIA records or documentation.
- Read, understand, and abide by the SNIA's antitrust policies prohibiting restraint of trade and insider trading.

- Respect the cultures and customs of others.
- Refrain from making special requests of SNIA staff members that fall outside of their job descriptions.
- Engage in no behavior which brings discredit to the SNIA.
- Exercise loyalty to the SNIA and act in the best interests of the Association. Take no actions that undermine or impede the activities of the SNIA. This includes refusing to participate, directly or indirectly, in any activity that is competitive with the goals of the SNIA.

Violations of the SNIA Code of Ethics vary in scope. It will be the purview of the Board of Directors to determine the severity of any violation and SNIA's response to such. Possible actions include:

- (a) Oral or Written Warning
- (b) Disciplinary probation or suspension
- (c) Dismissal

## **SECTION 18: MEETINGS**

### **Frequency of Meetings**

The Board of Directors will determine the frequency of meetings of the membership. For the Board of Directors, the Technical Council, Committees, Forums, Initiatives, Technical Work Groups, and any other bodies within the organization, the leadership of said bodies will determine the frequency of their meetings. See SNIA Bylaws 6.9, 6.10, and 6.11 for additional detail.

### **Attire**

Attire at all SNIA meetings is business casual.

### **Location**

The Board of Directors will determine the location of SNIA membership meetings. For the Board of Directors, the Technical Council, Committees, Forums, Initiatives, Technical Work Groups, and any other bodies within the organization, the leadership of said bodies will determine the location of their meetings.

### **Meeting Costs**

Travel, lodging, and all other costs associated with attendance (physical or electronic) at SNIA meetings are the responsibility of each MEMBER, except as authorized by the Executive Committee or a duly formed Committee of the Board.

### **Meeting Conduct**

Meetings shall be conducted in accordance with documented SNIA Policies and Procedures / Bylaws. In situations not covered by documented SNIA Policies and Procedures / Bylaws, Robert's Rules of Order shall apply.

## **SECTION 19: PUBLIC RELATIONS**

### **Confidentiality Rule**

- a) All SNIA documents that are not intended to have public or unimpeded distribution are to be marked "For SNIA Internal Use Only."
- b) With the exceptions noted in Section (c) below, MEMBERS are encouraged to share SNIA discussions, rulings, documentation, Architectures, and Software with individuals within their own company, but should refrain from releasing any of the above to people or organizations outside the SNIA without approval from the Executive Committee.

- c) Exceptions to confidentiality rules:
  1. Rulings or interpretations of SNIA Architectures or Software shall be disseminated to all affected parties, including MEMBERS, users, and auditors. However, these interpretations shall not be released to the press unless specifically approved by the Board of Directors.
  2. If a SNIA MEMBER wishes to distribute confidential SNIA information (written or verbal) outside of SNIA, that MEMBER should consult with the SNIA Executive Director, who will pass on the request and make a recommendation to the Executive Committee. The Executive Committee will review the matter and decide whether to release the SNIA confidential information.
  3. All attendees at confidential SNIA meetings that are not MEMBERS must be approved by the SNIA Executive Director or group (Committee, Forum, etc.) Chair.
  4. All attendees at confidential SNIA Meetings that are not MEMBERS may be required to sign a non-disclosure agreement (NDA) stating that they won't publicly disclose anything they see or hear at SNIA meetings.
- d) The SNIA reserves the right to take appropriate action when breaches of confidentiality occur.

### **SNIA Spokesperson**

The SNIA Executive Director, Chairman of the Board, and President are the official spokespersons for the SNIA. SNIA MEMBERS may speak to the press or public at large on behalf of the SNIA with the approval of the Executive Committee. The Executive Committee as required may designate additional spokespersons.

### **SNIA Press Releases**

The Executive Committee will approve any SNIA press releases by means of majority vote.

### **MEMBER Press Releases or Marketing Communication**

SNIA MEMBERS are encouraged to publicize their involvement in the SNIA, including the use of SNIA standards, Architectures, and Software. However, all MEMBERS should follow the guidelines for publishing SNIA information. These guidelines include:

- a) All references to SNIA Architectures and Software should be accompanied by the SNIA trademark.
- b) No SNIA MEMBER shall release products that imply or suggest that they are official SNIA products when they are not, even if they are based on or derived from SNIA Architectures or Software.
- c) No SNIA MEMBER shall speak on behalf of the organization without prior approval. That is, a press release or marketing communication that references the SNIA should be clearly distinguishable as the communication of a MEMBER (or group of MEMBERS) rather than the SNIA organization.
- d) Any MEMBER issuing public statements about the SNIA shall submit said statements to the Executive Director for review two (2) business days prior to release.
- e) Any MEMBER seeking to describe the SNIA in a public communication shall use text supplied by the SNIA Executive Director.

### **SNIA Website**

The fundamental content of the SNIA website is under control of the Marketing manager, including the design and layout. The Marketing manager, under the supervision of the Executive Director, is responsible for maintaining the design and layout of the SNIA website in a manner consistent with the overall mission of the SNIA and SNIA policies. Objections from the MEMBERS or the Executive Committee to any new design or layout change should be filed with the Executive Director. The Executive Director will carry the responsibility of collecting comments/review regarding the SNIA website and resolving such with the Marketing manager.

The SNIA website contains information on all of the SNIA activities, including conferences, plugfests, press announcements, education, technical activities, and international involvement. All of the committees, forums, and initiatives are also represented on the website, with specific membership recruitment information that includes, among other things, instructions for joining. Some of this information (like membership recruitment) is for public

consumption, but most of it is accessible only by our MEMBERS

In addition, the SNIA website maintains the ability to post papers, articles, and presentations contributed by the membership (hereafter known as "Contributed Materials" or "Materials") directly related to the mission and vision for the corporation. These Materials are not collaborative works created jointly by MEMBERS in committees, forums, or initiatives (which constitutes a large percentage of the content of the website), but instead are produced outside of the SNIA and offered to the SNIA for our benefit. The Executive Director shall be the collection point for these Materials and shall have the authority to specify the format and communication medium for the Materials, as well as the length of time that the Materials may be posted to the website. All Materials must be unrestricted for distribution in the public domain, free of any copyright or licensing claims, and accompanied with a written statement from the submitting MEMBER declaring that it is releasing the Materials to the SNIA for unrestricted publication and use. This written statement must also:

1. Release the SNIA to use the Materials in whole or in part in any future papers, specifications, articles, or presentations that may be protected under future SNIA copyright.
2. Indicate if the contributing MEMBER wishes to be identified on the web as the original author.

The SNIA, the SNIA Executive Committee, a duly formed Committee of the Board, or its Executive Director shall have full powers to reject Contributed Materials for any reason as well as have the power to remove Materials from the website at any time as deemed necessary. MEMBERS who have Contributed Materials rejected or removed from the website will have the option to submit a written appeal to the SNIA Executive Committee through the Executive Director. The SNIA Executive Committee will respond in writing to the appeal through the Executive Director after due consideration. The SNIA Executive Committee shall have the authority to establish and assess a non-refundable posting fee for Contributed Materials.

## **SECTION 20: USE OF SNIA MATERIALS AND ARCHITECTURES**

### **SNIA Copyright Notice**

All parties granted permission by the Executive Committee to copy and distribute SNIA Architectures or materials may do so only if: 1) copying and distribution is done for the primary purpose of disseminating SNIA materials; 2) the SNIA copyright notice, the title of the publication, and its date appear, and notice is given that copying is by permission of the Storage Networking Industry Association. Parties wishing to copy and distribute SNIA materials other than for the purpose outlined above (including incorporating SNIA material in a non-SNIA document, architecture or report), must secure the SNIA's written permission.

### **SNIA Software Copyright**

The copyright interest in SNIA Software shall be owned by the SNIA, subject to the rights of the contributors as specified in the software license(s).

## **SECTION 21: SNIA INVESTMENT POLICY**

The SNIA Investment Policy ([http://www.snia.org/about/corporate\\_documents/](http://www.snia.org/about/corporate_documents/)) describes how the SNIA's funds are managed. The rationale for instituting a formal policy for handling funds is to allow the SNIA Board of Directors to maximize revenue from existing funds, and provide a stable cash flow environment for the Corporation. Appropriate management will ensure that the mission and vision of the SNIA will be realized.

## **SECTION 22: ANTITRUST GUIDELINES**

SNIA intends to operate in compliance with the antitrust laws of the United States and other nations. The antitrust laws preserve and promote free and open competition. This competition benefits consumers and companies which are innovative and efficient. A violation of the antitrust laws can have serious consequences for SNIA and for MEMBER companies. Accordingly, SNIA hereby issues the following guidelines for its MEMBERS in connection with their activities as MEMBERS in the work of SNIA.

1. Neither SNIA nor any of its committees or activities shall be used for the purpose of bringing about or attempting to bring about any understanding or agreement, written or oral, formal or informal, express or implied, among and between competitors with regard to prices, terms or conditions of sale, distribution, volume of production, territories, customers, credit terms, or marketing practices.
2. There shall be no discussion, communication, or other disclosure among MEMBERS who are actual or potential competitors regarding prices, pricing methods, production plans, allocation of territories or customers, or any limitation on the timing, cost or volume of research, production or sales.
3. No activity or communication of SNIA or any of its MEMBERS, in connection with their participation in SNIA, shall include any discussion which could reasonably be construed as an agreement or understanding among MEMBERS to refrain, or to encourage other MEMBERS to refrain, from purchasing any raw materials, product, equipment, services or other supplies from any supplier or from dealing with any supplier.
4. No SNIA activity or communication, or that of SNIA MEMBERS in connection with their participation in SNIA, shall include any discussion which could reasonably be construed as an attempt to prevent any person or business entity from gaining access to any market or customer for goods and services, or to prevent any business entity from obtaining a supply of goods or services or otherwise purchasing goods or services freely in the market.
5. The qualifications for MEMBER status in SNIA are set forth in the Bylaws of SNIA. No applicant for MEMBER status, who meets the qualifications set forth therein, shall be denied for any anti-competitive purpose.
6. To the extent that SNIA develops, promulgates, approves, or adopts proposed architectures, specifications, or software, adherence to such proposed architectures, specifications, or software shall be voluntary on the part of the MEMBERS of SNIA, and they shall in no way be compelled, directed or coerced by SNIA or any committee thereof. It is solely a voluntary and unilateral decision on the part of the particular MEMBERS of SNIA as to whether to adhere to or comply with any such proposed architecture or specification.
7. Any specifications or software which may be developed, promulgated, approved, or adopted by SNIA in order to effectuate the purposes of SNIA shall be based upon relevant technical, market, and business considerations, and shall not be based upon any effort, intention or purpose of any of its MEMBERS to reduce or eliminate competition in the sale, supply and furnishing of products and services.
8. Neither SNIA nor any committee thereof shall impose sanctions for the violation of, nor shall they enforce compliance with, architectures or specifications developed, promulgated, approved, or adopted by SNIA, except that SNIA may condition use of its trademark on compliance with architectures developed to regulate the use of and to protect such mark.
9. No person is authorized to give an official interpretation or definition of a specification or proposed architecture developed, promulgated, approved or adopted by SNIA, unless such authority is specifically confirmed in writing by SNIA's Executive Director.
10. In conducting any meeting of the Board of Directors, the MEMBERS, or a SNIA committee, the Chair or Secretary of each such meeting shall prepare and follow a formal agenda. Minutes of all such meetings shall be maintained, accurately reflecting the subjects discussed and action taken at such meetings.
11. SNIA and each MEMBER of SNIA, in connection with the activities and work of SNIA, shall use its best efforts to comply in all respects with the antitrust laws of the United States.
12. These Guidelines shall be promulgated to all MEMBERS of SNIA and they shall be obligated to abide by these Guidelines.

Upon being notified of the appearance of any action in conflict with these guidelines, whether from within the SNIA organization or from the general public, the Executive Committee shall make a diligent, good faith effort to investigate and redress the alleged infringement.

## **SECTION 23: SPONSORSHIP PROGRAM**

### **TECHNOLOGY CENTER CHAMPIONS PROGRAM**

The SNIA offers the Technology Center Champions Program which allows companies and individuals to make contributions of software, hardware, and other equipment to the SNIA. In this program, the SNIA will highlight contributions of member companies, and also allow those contributions to be specifically earmarked toward a particular SNIA program, initiative, or activity. Contributing companies are entitled to marketing premiums as specific dollar levels (Zettabyte for contributions over \$250,000; Exabyte for contributions over \$100,000, and Petabyte for contributions over \$10,000). Complete information, specific contribution criteria, and other details may be found at the SNIA Technology Center Champions program web page at [http://www.snia.org/tech\\_center/champions/](http://www.snia.org/tech_center/champions/).

## **SECTION 24: SNIA EMPLOYEES AND CONTRACTORS**

The SNIA hires both Employees and Contractors to work with our volunteers to carry out the activities of the SNIA. Based on Internal Revenue Service requirements, the SNIA must make a careful determination as to whether an individual working for our corporation or doing paid work on our behalf should be an independent contractor or an employee. This is an important distinction that affects social security reporting, Medicare taxes, and how we file federal and state tax returns. In general the type of engagement will be outlined in either an employment agreement or a standard SNIA contract.

If the SNIA has engaged an individual as a contractor the following policies will apply:

1. A current, written SNIA contract must be in place and a copy must be on file at the SNIA office.
2. Contractors will send an invoice after services are provided, that clearly and accurately details the services performed and the time spent. These invoices will be reviewed by the SNIA and if approved will go into the regular SNIA accounting system to be paid in a timely manner.
3. Approved reimbursable expenses (such as travel expenses) can be submitted to the SNIA accounting department with receipts for each expense. These will go into the regular SNIA payables cycle and will be paid in a timely manner.
4. Contractors are not eligible for any SNIA employee benefits including vacation time, sick time, personal days, paid holidays, comp time, or any other benefit as outlined in the employee handbook.
5. SNIA contractors will certify to the SNIA accounting department that their business is current with all federal and state withholding requirements each quarter of the fiscal year. At its discretion, the SNIA may require the contractor to present evidence of compliance with federal and state tax requirements.
6. SNIA contractors will furnish their own workplace independent of any SNIA facility. This does not preclude working at an SNIA facility from time to time, but establishes the requirement that an independent workplace be maintained as the contractor's regular place of business.
7. SNIA will issue a yearly 1099 statement to contractors documenting the year-in-summary services and expenses paid by the SNIA to the contractor.

These policies will apply generally, but may be waived in particular circumstances as determined by (and at the sole discretion of) the SNIA:

1. The SNIA will not pay for or provide training for any independent contractor.

2. The SNIA will not furnish (pay for) tools, equipment, or supplies that are needed to perform contracted services.
3. SNIA contractors will represent an established business entity and generally will work for more than one client.
4. SNIA contractors will set their own work sequence and hours of work.