



Advancing storage &
information technology

BYLAWS

of the

STORAGE NETWORKING INDUSTRY ASSOCIATION

A California Nonprofit Mutual Benefit Corporation

Amended on December 16, 2014

Table of Changes

Date	Description
January 28, 1998	Initial Version
October 29, 2000	Various changes
September, 2001	Various changes
March 23, 2006	Changed the approval requirement for Directors At Large from a 2/3 supermajority vote to a simple majority vote of the full Board.
May 17, 2006	Elimination of Term Limits for Board Members, approved by the SNIA MEMBERS
July 27, 2006	Changes and clarifications for Board voting rules Clarification between Member rights and Participant rights Addition of Regional Affiliate Member type Removed Nominating Committee Reworded Director Removal (section 6.8) to simplify
July 28, 2006	Changes and clarifications for Member voting rules
August 11, 2006	Added Software Development to Article I
November 27, 2007	Corrected reference to section 3.7 from section 3.4 Changed Regional Forum to Geographic Forum
February 15, 2008	Modified section 6.3 to specify the rules for nominees for the position of Director relative to Members and their subsidiaries and affiliates. Modified sections 3.2, 5.1, and 5.4 to replace the membership category “Affiliate Members” with “Non-Profit Institution Members”.
March 31, 2009	Section 3.16 – clarified definition is for Quorum of Voting Members. Section 4.1 – clarified that approval requires a quorum of Voting Members. Section 4.2 – clarified that approval requires a quorum of Voting Members. Section 6.13 – clarified definition is for Quorum of Directors.
August 28, 2009	Section 6.8, Removal – Elected Directors with change in status limited to serve only until the next annual meeting
June 16, 2010	Section 5.3, Individual Members – modified requirements for individual Membership
December 16, 2014	Modified Section 6.7 – Removal of Directors - clarification on board options for action with corresponding remainder of service time

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Article I: Name and Purpose

The name of this corporation is STORAGE NETWORKING INDUSTRY ASSOCIATION (hereinafter referred to as "SNIA" or "Corporation"). The specific purposes for which SNIA is formed are to:

- (a) Promote the growth and development of the market for storage and storage networking systems and technologies;
- (b) Provide education, training and market information relating to storage and storage networking systems and technologies;
- (c) Identify interoperability issues and develop solutions for the interoperability of storage and storage networking systems and technologies;
- (d) Develop standards, specifications, and infrastructures for storage and storage networking systems and technologies; and
- (e) Develop software and related documentation in furtherance of subsections (a), (c) and (d) of this Article I.

Article II: Principal Office

The principal office for the transaction of the business of SNIA shall be at such location as the Board of Directors may at any time or from time to time determine.

Article III: Membership – Voting Members

- 3.1 **Voting Members.** SNIA shall have members (hereafter called "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 shall have all of the rights of "members" of a California Mutual Benefit Corporation, which are provided in the California Corporations Code and these Bylaws. Voting Members shall constitute the membership of the Corporation within the meaning of the California Corporations Code.
- 3.2 **Participants.** In addition to Voting Members, SNIA shall have other categories of participants known as "Associate Members," "Individual Members," "Non-Profit Institution Members," "Geographic Forum Members," and "Regional Affiliate Members." This group of participant categories is referred to simply as "Participants." Participants shall not be "members" of the corporation as defined in Section 5056 of the California Corporations Code or any successor statutes, nor shall they have any of the rights of "members" which are provided by the California Corporations Code. Participants shall have only the rights expressly set forth in Article V of these Bylaws or expressly granted by resolution of the Board of Directors of SNIA. Rights of Participants, whether set forth in these Bylaws or in a resolution of the Board, are subject to change or elimination by the Board of Directors at any time. The qualifications, rights and duties of Participants are set forth in Article V of these Bylaws.
- 3.3 **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 Bylaws.
- 3.4 **Qualification of MEMBERS.** MEMBERS shall be:
 - (a) in the business of manufacturing, licensing, servicing or selling software, specifications, architecture, or hardware related to storage or storage networking systems or technologies; or

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- (b) a user of software, specifications, architecture, or hardware related to storage or storage networking systems or technologies; or
- (c) engaged in research or publication related to storage or storage networking systems or technologies; or
- (d) a provider of consulting services related to storage or storage networking systems or technologies.

In addition, MEMBERS shall agree to and comply with the SNIA Membership Agreement, and pay the dues, fees and other assessments imposed by the SNIA Board of Directors from time to time.

A MEMBER who ceases to satisfy the qualifications of membership shall be terminated as set forth in Section 3.7 below.

- 3.5 **Application for Membership.** Applications for membership may be submitted by potential MEMBERS to the administrator or manager of SNIA, or to such other person as the Board of Directors may determine. The application for membership shall be approved if the applicant meets the qualifications for membership.
- 3.6 **Exercise of Voting Rights.** Each Voting Member shall have one vote on each matter submitted to the membership for a vote. A Voting Member shall exercise its voting rights through a duly authorized employee representative of the Voting Member, who shall be designated in writing by the Voting Member. The authorized representative may exercise the Voting Member's vote on any matter to come before the membership of SNIA. A Voting Member may change its representative by written notice to SNIA. However, each Voting Member shall use reasonable efforts to maintain continuity with respect to the person it authorizes to exercise its membership and voting rights. A Voting Member may designate in writing a substitute representative to exercise its voting rights, provided such substitute representative is an employee of Voting Member.
- 3.7 **Termination of Membership Rights.** Membership shall be terminated by the Board of Directors upon thirty (30) days prior notice for failure to pay annual dues in a timely manner. The Board of Directors may also terminate membership for failure to satisfy any other qualifications for or perform the duties of membership. In addition, membership may be terminated for good cause when approved by a 75% supermajority of the Voting Members. Such termination is contingent on the MEMBER being given written notice of the reasons for termination at least fifteen (15) days before such termination. The notice shall specify that the MEMBER shall have a right to appeal such termination, orally or in writing, to a committee appointed by the membership, such appeal to be heard and determined not less than five (5) days prior to the effective date of termination. The committee that hears the appeal shall render a determination in writing that shall be final. A MEMBER may withdraw from membership at any time upon written notice to SNIA.
- 3.8 **Compensation of MEMBERS.** No MEMBER shall be compensated on the basis of membership in SNIA. Any MEMBER rendering services to SNIA, however, may receive reasonable compensation for such services, if so determined by the Board of Directors.
- 3.9 **Non-Transferability.** Neither membership in SNIA nor any rights in membership may be transferred or assigned for value or otherwise, unless otherwise approved in writing by the Board of Directors.
- 3.10 **No Property Rights.** No MEMBER of SNIA shall at any time have any right in or be entitled to any of the properties, monies and assets of SNIA, except in the event of dissolution as provided in Article X below.

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- 3.11 **Non-Liability of MEMBERS.** A MEMBER of SNIA shall not be individually liable for any debt, obligation or liability of SNIA.
- 3.12 **Annual Meeting.** A meeting of the MEMBERS shall be held annually at a time and place set by the Board of Directors.
- 3.13 **Special Meetings.** Special meetings of the MEMBERS, in addition to the annual meeting, may be called by the Secretary of the Board of Directors upon request of the President or the Board of Directors, or upon the written request of at least five percent (5%) or more of the Voting Members.
- 3.14 **Notice of Annual Meeting.** Notice of the time, place, and date of the annual meeting and of regular meetings shall be given to each MEMBER not less than twenty (20) nor more than ninety (90) days before the date of the meeting. Such notice shall usually be sent by electronic mail to the last known electronic mail address. In the alternative, notice may be delivered personally to each MEMBER, sent by first-class, registered, or certified mail to the address of each MEMBER appearing on the books of SNIA or the address given to SNIA for the purpose of notice, or sent by facsimile to the last known facsimile number. If the MEMBER'S address does not appear on the books or is not given to SNIA, such notice may be sent to the MEMBER at the place where the principal office of SNIA is located or by publication at least once in a newspaper of general circulation in the county in which the principal office of SNIA is located.
- The notice must state those matters which the Board intends to present for action by the Voting Members, but any proper matter may be presented at the meeting for action. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is delivered or mailed.
- 3.15 **Requests for and Notice of Special Meetings.** Upon request in writing to the President, Chairman, Vice Chairman or Secretary of SNIA by any person entitled to call a meeting of the MEMBERS, notice of time, place, and date of the meeting shall be delivered in accordance with Section 3.13 to the MEMBERS that a meeting will be held at a time and place fixed by the Board which is not less than thirty-five (35) nor more than ninety (90) days after receipt of the request. The notice of a meeting shall state the general nature of the business to be transacted, and no other business may be transacted.
- 3.16 **Quorum of Voting Members.** More than fifty percent (50%) of the existing Voting Members, present in the person of a duly authorized employee representative or by proxy, shall constitute a quorum of the Voting Members at any meeting. The Voting Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment even if some Voting Members have withdrawn to leave less than a quorum, provided that any action taken is approved by at least a majority of the number of Voting Members required to constitute a quorum.
- 3.17 **Voting.** At all meetings of the MEMBERS, a Voting Member shall be entitled to vote through the representative or substitute representative designated pursuant to Section 3.6. Voting by proxy is permitted. Each Voting Member entitled to vote shall be entitled to cast one vote on each matter submitted for vote. Except as otherwise specified in these Bylaws, the affirmative vote of a majority of the Voting Members represented and voting at a duly held meeting at which a quorum is present shall be considered approval by the Voting Members, provided the number of affirmative votes is greater than fifty percent (50%) of the required quorum, unless these Bylaws require a supermajority vote to authorize or approve an action or decision. Voting Members that abstain from voting will be considered present for the purpose of determining a quorum, but they shall not be deemed to be "voting" within the meaning of the previous sentence and abstentions shall not be considered a vote in determining whether the action or decision is approved. Such abstentions are to be in writing, in electronic form, or otherwise positively communicated.

- 3.18 **Action by Written Ballot.** Any action that may be taken at any meeting of the MEMBERS may be taken without and in lieu of a meeting, if a written ballot is distributed to the Voting Members. Action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total votes cast was the same as the number of votes cast by ballot. The written ballot shall set forth the proposed action, providing an opportunity for the Voting Members to specify approval or disapproval of any proposal, and, with respect to election of Directors, an opportunity to withhold their vote, and providing a reasonable period of time within which to return the ballot to SNIA. The written ballot shall be filed with the Secretary of SNIA and maintained in the corporate records. Directors may be elected by written ballot as provided in this paragraph. Voting by written ballot, when referred to in these Bylaws, includes voting by electronic means.

Article IV: Decisions Reserved to Members

- 4.1 **Decisions Requiring Majority Approval.** The following decisions of SNIA shall require approval by a quorum of the Voting Members:
- (a) A sale of all or any substantial part of the Corporation's assets;
 - (b) Merger;
 - (c) Dissolution;
 - (d) Changes in the authorized number of directors; (e) Authorizing a new class of membership;
 - (f) Any material or adverse change in the voting rights, preferences, privileges, restrictions or conditions of MEMBERS as to voting, dissolution, or transfer;
 - (g) Amendments to the Corporation's Articles of Incorporation; and
 - (h) Amendments to Article I, Article III - Section 3.4, and to this Article IV - Section 4.1, of these Bylaws.
- 4.2 **Decisions Requiring Supermajority Approval.** The following decisions of SNIA shall require approval by a 75% supermajority of a quorum of the Voting Members:
- (a) Approval of standards, specifications, software, code, infrastructure, or architecture relating to storage and storage networking, if the effect of such approval would be to recommend, endorse or adopt a de facto or de jure standard for storage and storage networking.

Article V: Participants

- 5.1 **Participants.** As set forth in Section 3.2, this corporation shall have Participants, as defined in Section 5.2 ("Associate Members"), Section 5.3 ("Individual Members"), Section 5.4 ("Non-Profit Institution Members"), Section 5.5 ("Geographic Forum Members") and Section 5.6 ("Regional Affiliate Members"), who shall not be entitled to vote for directors or on the matters referred to in Article IV, or exercise any of the legal rights of "members" as defined in Section 5056 of the California Corporation Code. Participants shall have only the rights specified in Sections 5.2, 5.3, 5.4, 5.5, and 5.6.
- 5.2 **Associate Members.** An "Associate Member" shall be an enterprise interested in storage and storage networking systems or technologies, who agrees to comply with the SNIA Membership Agreement. An Associate Member shall pay dues, fees and assessments established from time to time by the Board of Directors. An Associate Member shall have the rights, benefits and privileges conferred by the Board of Directors from time to time, which rights, benefits, and privileges shall be subject to change or elimination by the Board of Directors.

- 5.3 **Individual Members.** An "Individual Member" shall be an individual interested in storage and storage networking systems or technologies, who agrees to comply with the SNIA Membership Agreement. 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 computer storage-related hardware or software products or services. Such individuals must join SNIA through their employers' corporate membership. This restriction does not apply to individuals who are self-employed or unemployed, consultants, independent contractors, or who own or are employed by closely-held companies. An Individual Member shall pay dues, fees and assessments established from time to time by the Board of Directors. An Individual Member shall have the rights, benefits and privileges conferred by the Board of Directors from time to time, which rights, benefits, and privileges shall be subject to change or elimination by the Board of Directors.
- 5.4 **Non-Profit Institution Members.** A "Non-Profit Institution Member" is defined as an accredited non-profit institution that agrees to comply with the SNIA Membership Agreement. A Non-Profit Institution Member is not charged membership dues. A Non-Profit Institution Member shall have the rights, benefits and privileges conferred by the Board of Directors from time to time, which rights, benefits, and privileges shall be subject to change or elimination by the Board of Directors.
- 5.5 **Geographic Forum Members.** A "Geographic Forum Member" shall be an enterprise interested in storage and storage networking systems or technologies in the region that agrees to comply with the SNIA Geographic Forum Agreement. A Geographic Forum Member shall pay dues, fees, and assessments established by an SNIA geographic forum. A Geographic Forum Member shall have the rights, benefits, and privileges conferred by the Board of Directors from time to time, which rights, benefits, and privileges shall be subject to change or elimination by the Board of Directors.
- 5.6 **Regional Affiliate Members.** A "Regional Affiliate Member" shall be an enterprise interested in storage and storage networking systems or technologies in the region that agrees to comply with the SNIA Regional Affiliate Agreement. A Regional Affiliate Member shall pay dues, fees, and assessments established by an SNIA regional affiliate. A Regional Affiliate Member shall have the rights, benefits, and privileges conferred by the Board of Directors from time to time, which rights, benefits, and privileges shall be subject to change or elimination by the Board of Directors.

Article VI: Board of Directors

- 6.1 **Responsibility.**
- (a) Subject to the provisions of California Nonprofit Mutual Benefit Law and except as otherwise provided in the Articles of Incorporation of SNIA or these Bylaws, SNIA's activities and affairs shall be managed by, and all corporate powers shall be exercised by or under the direction of, the Board of Directors.
 - (b) Without limiting the generality of the foregoing, the Board shall have the power to establish dues for MEMBERS and to impose additional fees or assessments on MEMBERS as appropriate to advance the purposes of SNIA.
- 6.2 **Directors Generally.**
- (a) **Number of Directors.** The Board of Directors shall consist of thirteen (13) Directors, of which three (3) positions shall be "at-large" positions.
 - (b) **Qualifications.** A Director, other than a Director-at-large, must be an employee of a Voting Member at the time of his or her election or appointment to the Board. A Director-at-large

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shall be a person deemed by the Board of Directors to be qualified to promote or support the purposes of this corporation, but such person need not be an employee of a MEMBER.

- (c) Performance of Duties. All Directors shall perform the duties of director in accordance with the standards set forth in §5231 of the California Corporations Code or its successor statute.

6.3 Nomination of Directors. The Executive Director and the Secretary shall be responsible for soliciting candidates for election as Director or appointment as Director-at-large. Participation in this activity is open to all Board members.

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 subsidiary or an affiliate of one or more Voting Members who currently holds a seat on the Board of Directors with a term that extends into the next fiscal year; and
- 3) 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.

No more than one employee of each Voting Member may be nominated as a candidate for Director, and a Voting Member and all of its subsidiaries or affiliates that are also Voting Members are limited to a single nominee for the position of Director. The membership shall be notified of the opportunity to nominate candidates for Director within a reasonable time prior to the annual meeting of the MEMBERS. After such notice is given, any MEMBER may submit names for consideration. Each nominee must be an employee of a Voting Member. When the Directors are to be elected by written ballot, written ballots will be distributed thirty (30) days before the annual meeting of the MEMBERS, and any MEMBER who wishes to submit a nomination must submit such nomination at least thirty (30) days prior to the distribution of the written ballots.

If the Directors are to be elected during the annual meeting rather than by written ballot, a MEMBER may nominate additional candidates for election or appointment to the Board during the annual meeting, provided that all the restrictions specified previously in this section are met.

6.4 Election and Appointment of Directors. Directors, other than Directors-at-large, shall be elected by written ballot by a quorum of Voting Members. At any election, the candidate(s) receiving the highest number of votes shall be elected to fill the available position(s). Cumulative voting is not permitted. Directors-at-large shall be appointed by a simple majority vote of the full Board of Directors, where abstentions, if any, count the same as NO votes. In the event more candidates are approved than there are at-large positions available, the candidate(s) receiving the highest number of votes shall be appointed. If the Board of Directors fails to appoint an at-large director, the position shall remain vacant.

6.5 Term.

- (a) Length of Term. Directors’ term is for two (2) years or less.
- (b) Limit on Terms. There is no limit to the number of terms that a Director may serve.

6.6 Vacancies. A vacancy or vacancies on the Board of Directors shall exist on the occasion of any of the following:

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

6.7 **Removal.** Any Director may be removed from office for good 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, or as provided by law. Any Director may be removed without cause if the removal is approved by a majority of a quorum of the Voting Members if the number of Voting Members is fifty (50) or more, in which case abstentions are to be recorded and counted in determining quorum but they shall not be counted in determining whether or not this vote passes. Additionally, any Director may be removed without cause if the removal is approved by a majority of all the Voting Members if the number of Voting Members is less than fifty (50) in which case abstentions if any count the same as NO votes. Such abstentions are to be in writing, in electronic form, or otherwise positively communicated.

In addition, any director may be immediately removed from office due to failure to attend two (2) consecutive regular meetings of the Board of Directors during any calendar year without a leave of absence approved by the 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 elected Director must be immediately removed from office by a majority vote of the full Board of Directors, where abstentions if any count the same as NO votes, or alternatively be automatically removed at the time of the next annual meeting whereby no vote of the full Board of Directors is required, under the following conditions:

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

6.8 **Filling Vacancies.** A vacancy on the Board, whether by reason of death, resignation, removal or otherwise, shall be filled by appointment by the Board of Directors. A Director 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 Director whose departure created the vacancy was that of an elected Director, and the term being served extends beyond this annual meeting, then the remainder of the term will be filled by a Director elected to complete this term. If the position of the Director whose departure created the vacancy was that of an appointed Director, 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.

6.9 **Annual Meeting.** The Board of Directors shall meet annually as soon after the annual meeting of MEMBERS as practical, for the purpose of organizing the Board of Directors, electing officers, and transacting such other business as may come before the meeting.

6.10 **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors may determine.

6.11 **Special Meetings.** Special meetings of the Board of Directors shall be called by the written

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request of the President or by any three (3) Directors.

- 6.12 **Method of Meetings.** Any meeting, regular or special, may be held by conference telephone, electronic video screen communication or other communications equipment, and participation in such a meeting constitutes presence in person at that meeting if all of the following apply:
- (a) Each person participating in the meeting can communicate with all of the other persons concurrently;
 - (b) Each person is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken by SNIA; and SNIA adopts and implements some means of verifying both of the following:
 - i. A person communicating by telephone, electronic video screen, or other communications equipment is a Director entitled to participate in the Board meeting; and,
 - ii. All statements, questions, actions, or votes were made by that Director and not by another person not permitted to participate as a Director.
- 6.13 **Quorum of Directors.** A majority of the Directors then in office shall constitute a quorum of the Board for the transaction of business. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment even if some Directors have withdrawn to leave less than a quorum, provided that any action taken is approved by at least a majority of the number of Directors required to constitute a quorum.
- 6.14 **Voting.** Each Director shall be entitled to one (1) vote on each matter before the Board of Directors. Directors shall not be permitted to vote by proxy. Except as otherwise specified in these Bylaws, the affirmative vote of a majority of the Directors present and voting at a duly held meeting at which a quorum is present shall be the act of the Board and shall constitute approval by the Board, provided that the number of affirmative votes constitutes a majority of the required quorum, unless these Bylaws require a supermajority vote to authorize or approve an action or decision. Directors who abstain from voting will be considered present for purposes of a quorum, but they shall not be deemed to be “voting” within the meaning of the previous sentence and abstentions are not considered in determining whether the act or decision is approved. Such abstentions are to be in writing, in electronic form, or otherwise positively communicated.
- 6.15 **Action Without Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors, individually or collectively, consent in writing to such action. Written consent includes consent memorialized by electronic means. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.
- 6.16 **Notices of Meetings.** Each Director shall supply SNIA in writing with such person's current mailing address, facsimile transmission number, and electronic mail address. Regular meetings of the Board may be held without notice if the time and place of the meetings are fixed by the Bylaws or the Board. Notice of the time and place of special meetings shall be delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, to each Director or sent by first-class or priority mail, telegram, charges prepaid, addressed to each Director at that Director's address as it is shown on SNIA's records. Any oral notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director who the person giving the notice has reason to believe will promptly communicate it to the Director. The notice should specify the purpose, where possible, of any regular or special meeting of the Board.
- 6.17 **Time Requirements for Notice.** In case the notice is mailed, it shall be deposited in the United States mail at least eight (8) days before the time of the holding of the meeting. In the case

of directors not located in the United States, such notice, if mailed, shall be sent express mail. In case the notice is delivered personally, or by telephone or telegram or other means of electronic communication, it shall be delivered at least forty-eight (48) hours before the time of the holding of the meeting.

Article VII: Officers

- 7.1 **Officers.** The officers of SNIA shall be the Chair, President, Vice-Chair, Secretary, and Treasurer. These officers should be elected or appointed by the Board of Directors. The Chair, the Vice-Chair and the Treasurer shall be Directors. The President and the Secretary may but need not be Directors. The Board of Directors may also elect such other officers, as it shall deem advisable, who need not be Directors and each of who shall hold office for such period and shall have such powers and duties as may be prescribed by the Board of Directors.
- 7.2 **Election.** The officers shall be elected annually by a vote of the Board of Directors at its annual meeting and shall serve at the pleasure of the Board of Directors. Each officer shall hold office for a term of one (1) year or until his or her successor shall be elected and qualified to serve. A vacancy may be filled by a vote of the Board of Directors for the unexpired term at any meeting of the Board of Directors. Officers may be elected to consecutive terms.
- 7.3 **Chair.** The Chair shall preside at all meetings of the Board of Directors and shall have such other powers, including the power to sign documents and perform such other duties as may be prescribed by the Board of Directors.
- 7.4 **President.** The President shall serve as the Chief Executive Officer of the corporation, under the direction and control of the Board of Directors and with such powers and duties as the Board shall prescribe.
- 7.5 **Vice-Chair.** In the absence of the Chair or in the event of the Chair's disability, inability, or refusal to act, the Vice-Chair shall perform all of the duties of the Chair and, in so acting, shall have all of the powers of the Chair. The Vice-Chair shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Chair.
- 7.6 **Secretary.** The Secretary shall keep or cause to be kept a book of minutes of all meetings of the Board of Directors and the membership, with the time and place of holding, whether regular meetings or special meetings, and for special meetings, how authorized, the notice thereof given, the names of those present and the proceedings thereof. The book of minutes shall be kept at the principal office of SNIA or at such other place as the Board of Directors may determine. The Secretary shall also give or cause to be given notice of all the meetings of the Board of Directors and the membership required to be given by law or these Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.
- 7.7 **Treasurer.** The Treasurer shall be the chief financial officer of SNIA and shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of SNIA, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer may discharge these duties by contracting with a qualified manager approved by the Board of Directors. The books of accounts shall at all times be open to inspection by any Director. The Treasurer shall be charged with safeguarding the assets of SNIA and may sign financial documents on behalf of SNIA in accordance with the established policies of SNIA. The Board of Directors may authorize other persons to sign financial documents on behalf of the Corporation. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

Article VIII: Committees

8.1 **Committees of the Board.** The Board of Directors may create one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Such committees require approval of the Board.

Appointments to committees of the Board shall be by approval of the Board. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee may have such authority as the Board shall set forth by the motion creating the committee, except that no committee, regardless of Board resolution, may:

- (a) Approve any action that also requires the approval of Voting Members or approval of a majority of Voting Members;
- (b) Fill vacancies on the Board or on any committee that has the authority of the Board;
- (c) Fix compensation of the Directors for serving on the Board or on any committee;
- (d) Amend or repeal Bylaws or adopt new Bylaws;
- (e) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (f) Create any other committees of the Board or appoint the members of committees of the Board;
- (g) Expend corporate funds to support a nominee for Director after more people have been nominated for Director than can be elected; or
- (h) Approve any contract or transaction, to which the corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in section 5233(d)(3) of the California Corporations Code.

8.2 **Meetings and Action of Committees.** Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

8.3 **Working Committees.** To carry out the purposes of SNIA, SNIA may have committees, referred to as Working Committees, which shall exercise such authority and perform such functions, as the Board of Directors shall prescribe, by written resolution.

Article IX: Amendment of the Bylaws

Except as otherwise provided by law, these Bylaws may be amended upon the approval of the Board of Directors, except that an amendment to Article IV, Section 4.1, shall also require approval of Voting Members and an amendment to Article IV, Section 4.2, shall also require a 75% supermajority approval of Voting Members.

Article X: Dissolution of SNIA

In the event that SNIA shall be dissolved, all of the remaining properties, monies, and assets of SNIA after provision has been made for its known debts and liabilities as provided by law, shall be distributed pro rata to those companies who were Voting Members at the time of the dissolution.

Article XI: Indemnification

- 11.1 **Right of Indemnification.** To the fullest extent permitted by law, SNIA shall indemnify its Directors, officers, employees and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, including an action by or in the right of the corporation by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in these Bylaws, shall have the same meaning as in Section 7237(a) of the California Corporations Code.
- 11.2 **Approval of Indemnity.** Upon written request to the Board of Directors by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board of Directors shall authorize indemnification. If the Board of Directors cannot authorize indemnification because the number of Directors who are parties to the proceedings with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of the Voting Members. At that meeting, the Voting Members shall determine pursuant to Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Voting Members present at the meeting in person shall authorize indemnification.
- 11.3 **Advancement of Expenses.** To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnity under Sections 11.1 - 11.2 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by SNIA, on receipt by SNIA of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by SNIA for those expenses, before final disposition of the proceeding.
- 11.4 **Insurance.** SNIA shall have the power to purchase and maintain insurance to the maximum extent permitted by law on behalf of any person who is or was a Director, officer, employee, representative, or agent of the corporation against any liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, whether or not SNIA would have the power to indemnify such person against such liability under the provisions of this Article. The Board of Directors of SNIA shall cause SNIA to purchase insurance contemplated by this Article, provided that the Board determines that such insurance is available upon commercially reasonable terms and at an appropriate cost given SNIA's approved budget.

Article XII: General Provisions

- 12.1 **Fiscal Year.** The fiscal year of SNIA shall be as determined by the Board of Directors.
- 12.2 **Compensation of Directors/Committee Members.** Directors and committee members

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shall not receive compensation, reimbursement for travel and other expenses from SNIA, unless specifically allowed by a resolution duly adopted by the Board of Directors and approved by the Voting Members.

- 12.3 **Reports.** SNIA, through its authorized agent, shall prepare all reports required by law, including an annual report to Members to the extent required by Section 8321 of the California Corporations Code or any successor statute.
- 12.4 **Definition of Written.** "Written" or "writing," when used in these Bylaws includes communication by electronic means.
- 12.5 **California Law.** To the extent provided in California Corporations Code §5003, California law shall govern the operation of the Corporation and the interpretation of these Bylaws. Claims or disputes arising under these Bylaws or arising under a Membership Agreement between SNIA and a MEMBER shall be brought in a court of competent jurisdiction and proper venue within the State of California.