



SNIA

Policies and Procedures

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DEFINITIONS

Governing Body. A governing body has the authority to exercise governance over a subordinate group, including formation and dissolution.

Group. A Working Group or SNIA Group is a SNIA entity that carries out the mission and vision of SNIA. Examples include a Community, Committee, or Technical Working Group.

Lifecycle. The lifecycle of a SNIA Group may span several phases: Formation, Operation, Evaluation, Maintenance and Dissolution. Not all phases will be applicable to all groups.

Lifecycle Status. The operational state, or status, of a SNIA Group may be represented as: Provisional, Chartered, Probationary, Maintenance Mode or Dissolved. Not all states will be applicable to all groups.

SNIA Architecture. Technical Work that is formally designated as SNIA Architecture by the Board of Directors of SNIA and is subject to the SNIA IP Policy.

SNIA Software. Technical Work that is formally designated as SNIA Software by the Board of Directors of SNIA and is subject to the SNIA IP Policy.

Staff Leadership. The member of the SNIA Staff appointed by the Board of Directors to carry out tasks defined in this document and assigned by the Board of Directors.

Technical Work. Work which is developed, created, modified, or accepted by a TWG, a Technical Steering Group, or the Technical Council in the course and scope of its activities. Technical Work may include Single Work, Joint Work, and Contributed Work.

Technical Working Body [TWB]. Groups within SNIA whose primary focus is on technical development activities. The Technical Council, all Technical Working Groups (TWGs) and all Technical Steering Groups (TSGs) are considered Technical Working Bodies.

Volunteers. The individual representatives from our MEMBERS that participate in SNIA activities for the benefit of SNIA.

TC Voting Member. A person elected or appointed to a voting member seat on the TC.

INTENDED AUDIENCE

This document is intended for use by MEMBERS of SNIA

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THIS DOCUMENT'S OBJECTIVES

The primary objective of this document is to ensure that SNIA provides substantive value to its MEMBERS by executing the Mission and Vision stated below. These Policies and Procedures ensure that as 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?

SNIA is a not-for-profit organization that develops international standards and specifications. SNIA promotes technologies related to the storage, transport, optimization of infrastructure, acceleration, format, and protection of data.

SECTION 2: MISSION

Develop and promote architectures, standards, and education through vendor-neutral collaboration of experts on data technologies that lead the industry worldwide.

SECTION 3: VISION

Be the global experts and trusted authority for technologies related to handling and optimizing data.

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 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.

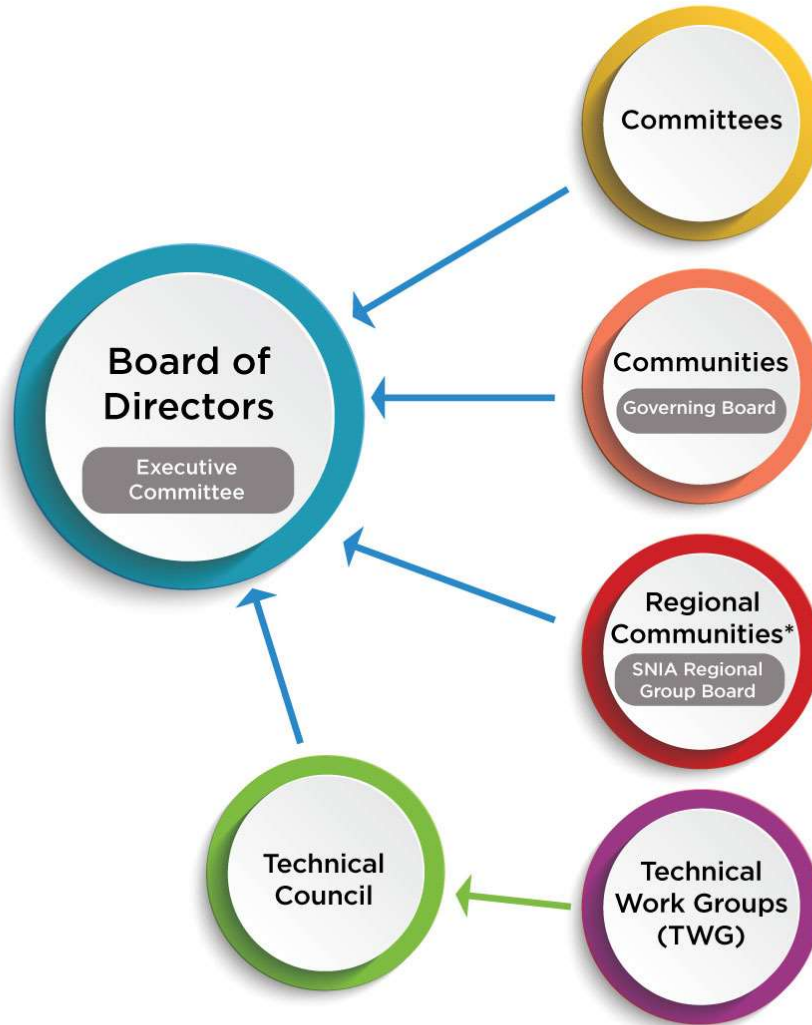
SECTION 5: ORGANIZATION

The organization of SNIA consists of:

- A Board of Directors elected by SNIA Voting Members.
- SNIA Staff.
- The Executive Committee, made up of the Board Chairman, Vice Chairman, Secretary, and Treasurer.
- 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.
- Communities, involved primarily in marketing and education activities and made up of groups of MEMBERS in accordance with each Community's charter.
- Geographic Affiliates, separate regional groups officially affiliated with SNIA.

The following diagram shows graphically the interaction of all of the SNIA entities. The two diagrams following 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.

5.1. Participation Hierarchy



For further information, visit www.snia.org/about/organization

* SNIA membership may not be required

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.

6.1. Admission to Membership

Any 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, Staff Leadership 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, Staff Leadership 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 Staff Leadership shall be communicated to the Executive Committee and will remain provisional for sixty (60) days or until the next Executive Committee meeting. Staff Leadership may, and upon the written request of five (5) or more SNIA 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.

6.2. Dues

All membership dues are assessed on an annual basis and collected at the start of SNIA fiscal year (December 1). MEMBERS that join SNIA during the year, will be assessed one (1) full year of membership at the time they join, and subsequently upon start of SNIA fiscal year.

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-to-sixty (30-60) 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 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. SNIA may relax these payment requirements on a case-by-case basis without setting any precedents for future payments.

6.3. Number of MEMBERS

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

6.4. 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. Staff shall be responsible for maintaining such records.

6.5. 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 Staff, on written demand and tender of a reasonable charge (as set by the Staff Leadership), a list of the names, addresses and voting rights of those SNIA 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 SNIA 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.

6.6. 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 SNIA Voting Members. Staff Leadership 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.

6.7. Rights of MEMBERS

Please refer to the SNIA website for Member access and voting rights. <https://www.snia.org/snia-new-member-entitlements>

SECTION 7: VOTING RULES

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

7.1. Phrasing

All votes of 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.

7.2. Types of Votes

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, Community, or for any additional purpose the Board of Directors may deem appropriate. Each SNIA 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, SNIA Staff Leadership shall have the responsibility of tallying votes and announcing the election results. To ensure voting authenticity and accuracy each SNIA 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, SNIA Staff Leadership shall have the responsibility of tallying votes and announcing the ballot results. To ensure voting authenticity and accuracy, each SNIA Voting Member will receive exactly one ballot. Letter Ballots are always held by e-mail.

7.3. 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 in the Bylaws, the Board of Directors holds the full corporate powers of SNIA. It is principally responsible for setting SNIA’s strategic direction and assuring the fiscal health of the organization.

As defined in the Bylaws the Board of Directors is comprised of a total of up to thirteen (13) Director seats. Ten (10) of these seats are filled by SNIA Voting Member selection; the remaining three (3) seats are filled by Board appointment. In addition to these thirteen Board Members the Chair(s) of the Technical Council also sit on the Board as advisors, responsible for being liaisons to the Technical Council.

8.1. Officers and Advisors

The Directors elect or appoint the Officers which include the Chair, Vice Chair, President, Secretary and Treasurer, as defined in the Bylaws.

It is expected that the Directors and Advisors on the Board will make a working contribution to its direction and success.

8.2. Eligibility to Serve as a Director

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 SNIA Voting Member;
2. the person is not an employee of a SNIA Voting Member who currently holds a seat on the Board of Directors and
3. whose term extends beyond the current fiscal year;
4. the person is not an employee of a subsidiary or an affiliate of one or more SNIA Voting Members who currently holds a seat on the Board of Directors and whose term(s) extends beyond the current fiscal year; and

5. 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 SNIA Voting Members if one or more such SNIA 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 SNIA 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 SNIA Voting Member.

8.3. 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 Staff Leadership and the Secretary a completed nomination form, current resume, and a short biography in order to be considered for nomination. Each SNIA 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 Staff Leadership / 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. Staff Leadership / Secretary will then conduct an electoral vote via e-mail for a period of no less than thirty (30) days. Staff Leadership 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 SNIA Voting Members. The SNIA 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 SNIA Voting Members has cast ballots. If after thirty (30) days a majority of SNIA 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 SNIA 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.

8.4. 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 Director seats there are three (3) Director appointee seats that the Board may fill according to their needs. The Staff Leadership 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 Staff Leadership and the Secretary are responsible for ensuring 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.

Should the Board appoint a Director from a company already holding a Board Seat, those Directors from the company can cast collectively only a single vote.

8.5. Advisor Appointment and Removal Procedures

Advisors for the Board and the Technical Council can be appointed according to the will of the Board, or if desired, they may be left vacant. There are five (5) Board Advisor seats and twelve (12) Technical Council Advisor seats for appointment. Advisor seats should be appointed for a minimum of six (6) months and a maximum of twenty-four (24) months. Appointments are established by a simple majority vote of the Board of Directors. Advisors may be SNIA members, may be of the same company as an elected/appointed Director or Technical Council member.

Advisor appointees to the Board shall be a person deemed by the Board of Directors to be qualified as described in Section 8 Board of Directors. Appointees will follow the same application and qualification process as those Director seats filled by election.

Advisor appointees to the Technical Council shall be a person deemed by the Board of Directors to be qualified as described in 10.7 Technical Council. Appointees will follow the same application and qualification process as those TC member seats filled by election.

Any Advisor 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.

8.6. 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.

8.7. 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 Staff Leadership to create the operational and financial plans for achieving that direction. The Staff Leadership will request and consider input from both their 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 Staff Leadership to achieve this plan and hold them 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 Staff 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 Group funding and fee strategies
- Community 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

8.8. 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.

8.9. 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: STAFF

Whereas the Board of Directors sets SNIA's strategic direction, the SNIA Staff is the execution arm of 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 SNIA is successful. This division of labor between the Board and the Staff 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 Staff is better equipped to handle.

9.1. Additional Duties of the Staff

ANNUAL REPORTS

Each year the Corporation shall notify each SNIA 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 SNIA Voting Member, the board shall promptly cause the most recent annual report to be sent to the requesting SNIA Voting Member. The annual report shall be prepared not later than one hundred and eighty (180) 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 SNIA 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: WORKING GROUPS

The following are Working Groups: Committees, Communities, Regional Affiliates, and Technical Working Groups. Technical Working Groups are defined in the Technical Council's Policies and Procedures.

10.1. Lifecycle

The lifecycle of a Working Group spans four phases: Formation, Operation, Evaluation, and Dissolution. The operating status within each phase may be represented as: Provisional, Chartered, Probational, or Dissolved.

10.2. Formation

Working Groups may be formed as needed by a SNIA Governing Body to carry out the purposes of SNIA. As one of the primary working entities within SNIA these Working Groups shall have clear responsibilities, measurable objectives, and operate within stages of a defined lifecycle. Participation in a Working Group is voluntary and open to all MEMBERS who meet the membership requirements of the specific Working Group type.

Any MEMBER(S) may submit a proposal to the appropriate SNIA Governing Body requesting the formation of a new Working Group in accordance with that Working Group's minimum requirements as follows:

- Committees are formed by the SNIA Board.
- Requirements for requesting creation of a Community are defined in 10.5.2
- Requirements for requesting creation of a Technical Workgroup are defined in the TWG Policies and Procedures.
- Requirements for requesting creation of a Regional Affiliate are defined in 10.8.
- The proposal should include: the name (or temporary name) of the Working Group, justification of need, list of measurable objectives, and an initial funding request, if appropriate.

If the SNIA Governing Body determines there is a need for a new Working Group, and accepts the proposal, it will be formed under a Provisional Status. The SNIA Governing Body may set the duration of time allowed for the Working Group to operate provisionally, which must be sufficient to allow the group to develop a proposed charter and issue any required calls for participation. If the SNIA Governing Body concludes there is not a need for a new Working Group, or rejects the proposal in any part, it will notify the MEMBER(S), in writing. The notification will include the reasons for denying the request and recommendations to consider if the MEMBER(S) wishes to resubmit the proposal. The MEMBER(S) may resubmit a revised proposal or discontinue the formation process.

Under Provisional Status the new Working Group operates only to complete the formation process. During this time the SNIA Governing Body will appoint an Interim Volunteer Chairperson along with a SNIA Staff Chairperson to assist with the formation effort. The Interim Volunteer Chairperson will serve until formal elections are held by the new Working Group.

Formation is complete when the Working Group becomes chartered by the SNIA Governing Body. The process to become chartered requires the following of the Working Group:

1. Issue at least three (3) announcements to the SNIA Membership. The announcement will tell MEMBERS about the formation of the new Working Group and include an invitation for them to join it.
2. Submission of a draft charter document to the SNIA Governing Body.

After the three announcements are made AND the SNIA Governing Body approves the charter the new Working Group will be granted **Chartered Status** and any approved funds will be made available. If the SNIA Governing Body rejects the charter for material reasons it will notify the Working Group's Interim Chair, in writing. The notification will include the reasons for the rejection and include recommendations to consider if the Interim Chair wishes to resubmit the documents. The Interim Chair may then resubmit the documents or discontinue the formation process and request dissolution of the provisional Working Group.

10.3. Operation

Membership

Working Group membership requires commitment by each MEMBER to provide at least one representative to participate in the Group's activities. Each MEMBER is required to inform at least one of the Working Group's chairpersons when there is a change in the primary representative that the MEMBER has provided to the Working Group.

Voting

The SNIA membership entitlements define which Working Groups each SNIA Member (MEMBER) is entitled to vote in. In each Working Group for which a MEMBER is entitled to vote, that MEMBER is entitled to one vote. The Working Group's voting process as set forth in the Group's Policies and Procedures shall be used, if one exists; otherwise, the voting process set forth in this document shall be used. The Chairpersons are responsible for verifying voting eligibility when an official vote of the Working Group is required.

Leadership

Working Groups must be led by at least one (1) chairperson.

Any leadership role that would create a conflict of interest or a perceived conflict of interest should be avoided. Whenever a situation arises where it is unclear or uncertain that a conflict of interest or a perceived conflict of interest exists, the Chairman of the appropriate SNIA Governing Body shall be notified.

Elections and Appointments

Volunteer chairpersons are elected by Working Group Members or appointed by the Working Group's Governing Body no later than four (4) months from the appointment of the Interim Volunteer Chairperson(s) or from when the Working Group becomes chartered. Subsequent elections should be held every year thereafter or according to the needs of the Working Group. SNIA Staff chairpersons appointed by a SNIA Governing Body are not subject to elections.

A delegate from the appropriate SNIA Governing Body shall oversee the Working Group's nomination and election process. This election must be preceded by a minimum two (2) week nomination period. Candidates for election to Volunteer Chairperson shall be Working Group 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 appropriate SNIA Governing Body may appoint a Chairperson, that may be a contractor or SNIA staff.

There is no limit to the number of terms that an individual may serve as a Working Group Volunteer Chairperson. The election may be conducted by secret ballot via the SNIA website, e-mail, or at an appropriate face-to-face meeting of the Working Group where quorum is present. Notification regarding an upcoming election for a Working Group Volunteer Chairperson should be published at least fourteen (14) days in advance of the election.

In a Working Group 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 Working Group Volunteer Chairperson will be appointed by the Chairman of the Governing Body or his/her designee.

Chairperson(s) Responsibilities

1. Working Group Chairpersons are primarily responsible for:
2. Producing and maintaining the Working Group's charter.
3. Enlisting members of the Working Group to participate in Working Group activities.

4. Keeping the Working Group's membership roster up to date.
5. Establishing the Working Group's goals and objectives and ensuring they are achieved.
6. Establishing and maintaining the Working Group's budget, if required, and participating in the overall SNIA budgeting process.
7. Ensuring meetings are scheduled or cancelled in advance and meeting details are visible to all Working Group members.
8. Recording meeting minutes, to include the names and companies of attendees, and make them available to Working Group members for review.
9. Adherence to SNIA Policies and Procedures as documented herein as well as any policies and procedures of the Working Group, if established.

Working Rules

Working Group meetings shall be conducted in accordance with the SNIA Policies and Procedures, the SNIA IP Policy, SNIA Meeting Conventions, and a Working Group-specific Policies and Procedures document, if one exists. The Working Group Chair shall announce meetings and post minutes on the SNIA members' website.

All Governing Bodies of Working Groups report to the SNIA Board. The SNIA Board monitors and enforces compliance with the charters of Working Groups.

The Board of Directors or the Executive Committee may request status on a Working Group's activities at any time. Governing Bodies may request status for their Working Group's activities at any time.

It is the responsibility of the Governing Bodies to authorize work products and deliverables defined by Working Groups and confirm charter compliance before work is commenced. The Governing Bodies are also responsible for approving completed work products and deliverables.

Working Groups may define a decision-making policy that is different than specified in the SNIA Bylaws documented in their own Policies and Procedures. Any deviations from policies defined in the SNIA Bylaws must be approved by the Governing Body of the Working Group.

The Working Group will work with all of the SNIA departments as required to fulfill its charter. The Working Group will work with the Operations department to obtain all necessary staff or consultants, the costs of which may be allocated against the group's budget.

Alliances [Added 5/22]

Working Groups that desire to work with external strategic partners shall do so by coordinating through the Alliances Committee.

10.4. Evaluation

Recurring Reviews

Working Groups are evaluated by their Governing Bodies on a regular basis. Evaluations help to ensure Working Groups are progressing toward their goals and objectives, are operating within established parameters, and are utilizing their resources effectively.

The Governing Body will set the schedule for Group reviews at the start of each SNIA Fiscal Year. The schedule will be distributed to the Working Group chair no less than thirty (30) days prior to the first scheduled review. Working Groups reviews done by the Governing Body are typically held during a two-hour time block at a regular Governing Body meeting. The Governing Body reserves the right to cancel and reschedule a review and a Working Group chairperson has the right to request an alternate date; however, both must work to arrive at a mutually agreeable time block.

During a typical review the Working Group chairperson, or a designee from the Group, will present a general update to the Governing Body; however, the Governing Body may also request an in-depth update on a specific area of interest or concern.

Triggered Reviews

Working Groups operating under any status, especially Provisional or Probational, may be subject to a special Governing Body review at any time, with reasonable notice. Reviews may also be triggered by unforeseeable events or circumstances.

It is incumbent upon the Governing Body to set fair rules and apply them to all Working Groups consistently during evaluations, and to be fair in assessing corrective actions. Likewise, it is incumbent upon the Group's leadership to proactively self-evaluate and to implement corrective actions in a timely manner to avoid being placed on Probation by the Governing Body. Corrective actions may be subject to a Governing Body-established timeline.

Corrective Actions

Corrective actions imposed or requested by the Governing Body may include, but are not limited to the following:

Notification of Violation – Notification of Violation will be communicated to the Group's leadership, which may include the chairpersons and Governing Boards, if one exists. The notification will explain the details of the violations, any requested Corrective Actions, and the time frame they need to respond by. Working Groups should endeavor to immediately reply to the Notification of Violation. The response should include a corrective action implementation time frame. Working Groups may also request a Governing Body re-evaluation of the violation.

- Failure to formally respond within sixty (60) days may lead to the Working Group 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 the SNIA Board has determined that a Working Group 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 Working Group meetings, whether in person or by other electronic media.

Probation - Failure to formally respond may lead to the Working Group being placed on probation and lead to further corrective action. Working Group leadership that fails to consistently apply Working Group rules, guidelines, or follow the prescribed code of conduct may cause the Governing Body to place the Working Group on probation. Probation may include the assignment by the Governing Body of one or more persons to assist, monitor and manage a correction process. The primary objective of any Working Group operating under Probation Status shall be to implement corrections actions to the satisfaction of the Governing Body. The Working Group may resume normal operations upon resolution of their violation.

Replacement of Leadership - If there is a determination during the probation period that the leadership of a Working Group is unable or unwilling to take corrective action, the Governing Body has the right to appoint new leadership or schedule the appointment of new people to the role(s) of Working Group leadership.

Suspension of funds - If it is determined that the Working Group's funds are not being utilized in a responsible manner, including within their plan, in accordance with their charter or in a fiscally or fiduciarily responsible manner, the Governing Body may direct the group to suspend utilization of their funds. This shall be enforced by the Treasurer of the Governing Body. The Governing Body controls access to the funds during suspension of funds.

Suspension of activities - If the Governing Body has determined that a Working Group has failed to correct any violation within the timeframe specified in the Notification of Violation and suspends the activities of the Working Group, the action also applies to Working Group meetings, whether in person or by any other electronic media.

Charter Update - If it is determined by the Governing Body that the current Working Group charter is not supportive or consistent with the overall SNIA mission and charter, the Governing Body may request the creation of an updated charter. This may be done without dissolution of the Working Group.

Dissolution – Dissolution of the Working Group may be implemented when the Working Group’s chairperson submits a request to dissolve the Working Group or as a corrective action after all reasonable attempts to reinstate its charter or resolve its issues have been exhausted.

Dissolution

A Working Group may at any time inform its Governing Body that it requests dissolution. A Governing Body may at any time dissolve a Working Group. A reason for dissolving a Working Group is determination that the participation in or activities of a Working Group are incompatible with the overall mission and image of SNIA.

If a Working Group has requested dissolution and the Governing Body has determined that work is still required to be completed, the Governing Body may designate new leadership for the Working Group.

In the event of dissolution of a Working Group, the group chairperson and a designated Governing Body 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, and email notification to the members of the Working Group to indicate that the Working Group no longer exists. Any Working Group funds unspent after the shutdown will be distributed at the discretion of the Governing Body or revert to the general fund of the Governing Body.

10.5. Communities

Communities are Working Groups. Except where explicitly called out in this section they follow the rules as defined for any SNIA Working Group. There is no requirement to pay additional fees for qualified MEMBERS or Non-MEMBER Volunteers to participate in a Community.

A SNIA Community is a group of MEMBERS authorized by SNIA’s Board of Directors in response to requests and market interest, to act consistent with SNIA’s status as a vendor neutral organization to advance and promote the growth, development and adoption of specific standards-based technologies related to data. Communities may also identify interoperability issues, and may work with TWGs and supports the development of programs, specifications, infrastructure, and standards via SNIA’s standards development process. A Community may also identify interoperability issues and develop solutions for interoperability. The relationship between the Community and the TWGs/TC is such that TWGs are governed by the Technical Council. An Community and a TWG may by mutual agreement create a relationship. This relationship typically will involve the Community providing support (e.g., marketing, financial support, and editorial work) for the TWG in exchange for the TWG accepting general guidance from the Community and giving prioritized attention to input from the Community.

The mission of SNIA Communities is to provide SNIA MEMBERS with a means to collaborate on new technology. Communities should tailor their missions to reflect both the scope of the specific technology of interest as well as the standard SNIA Community operational parameters.

In addition to adoption and promotion of technologies, Communities may support program costs through membership fees, sponsorships, and other means. In addition, Communities may create technical programs to support the technical work created by TWGs. The Community 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, and conference services.

Membership in a Community is open to SNIA MEMBERS who adhere to the rules established by the Community’s Charter.

10.5.1. Budget Management

The Community must assign a manager to establish and maintain a budget consistent with the overall budget for the organization. This budget manager will be responsible for working directly with the SNIA Budget Council regarding the group’s budget. The budget manager may be any representative of a SNIA Voting Member of the group, including the Chair. The budget manager is responsible for submitting budget proposals as required, following up on

any issues that arise with any financial aspects of the group and speaking on behalf of the group regarding financial topics.

10.5.2. Formation and Dissolution

SNIA MEMBERS may submit proposals to the Board of Directors for the formation of a Community. The formation request must be supported by at least two (2) MEMBERS, 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 Community and name an Interim Chair. The Interim Chair will be authorized to conduct formation meetings, which will produce a draft charter, proposed budget/funding plan, and a summary of objectives. The charter, budget, objectives, and endorsement from at least five (5) MEMBERS will be returned to the Board. Upon approval of the Board, the Charter will be granted. Once the charter is granted, the Community will elect their Chair and other Officers.

Upon dissolution, distribution of any remaining funds allocated to the Community will be specified as part of the shutdown plan.

10.5.3. Community Violations Corrective Action Process

Possible additional corrective actions for Communities may include:

- Suspension of ability to utilize Community funds, enforced by SNIA Staff Leadership and/or the SNIA Treasurer

If it is determined that the Community funds are not being utilized in a responsible manner, including within their plan, in accordance with their charter or in a fiscally or fiduciarily responsible manner, the SNIA Board may direct the group to suspend utilization of their funds. This shall be enforced by Staff Leadership 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.

10.6. COMMITTEES

Committees are Working Groups. Except where explicitly called out below they follow the rules as defined for any SNIA Working Group. There is no requirement to pay additional fees for qualified MEMBERS or Non-MEMBER Volunteers to serve in a Committee.

Two types of Committees exist: Working Committees and Board Committees.

Membership in a committee may be limited by the Board.

Committees do not generate IP content.

Leadership

Committees typically have a staff or contractor co-chair assigned to support the volunteer co-chair. A dual leadership model utilizing a staff member or contractor helps ensure operational consistency among committees.

Board Committees

Board Committees are formed by the Board. Participation is limited to Board members and support staff.

Working Committees

Participation eligibility is defined in the committee's charter and may include Board members, SNIA Members, and non-SNIA members.

10.7. TECHNICAL COUNCIL

The Technical Council (TC) is a Working Group. Except where explicitly called out below they follow the rules as defined for any SNIA Working Group.

The TC is a Working Committee of SNIA that is charged with leading, guiding, and directing the technical activities of SNIA. The TC is created by the Board and composed of a select body of industry experts that work with SNIA groups.

The SNIA Board has delegated to the TC the responsibility and authority to:

- Define the scope of, prioritize the activities of, and oversee the technical work of SNIA.
- Create and oversee technical working bodies of various forms to carry out the technical activities of SNIA.
- Oversee SNIA's technical standards, architectures, and software.
- 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 SNIA.
- Advise the SNIA Board regarding proposed software development projects and associated licenses.
- 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.

Composition:

The TC is comprised of a total of up to eleven (11) voting member seats. Eight (8) of the eleven (11) seats are filled by Voting Member election. Three (3) voting member seats are filled by Board appointment. The TC may recommend people to the Board for appointment for the three Board appointed voting member seats.

TC seats are held by individuals and are not transferable. The authority of a member of the TC may not be delegated to any other individual. The term of a TC seat is a maximum of two (2) years, and is also subject to participation requirements (described below). The Board may announce a shorter term for certain TC voting member 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).

In addition to the eleven (11) voting member seats on the TC described above, the Board may appoint up to twelve (12) Advisors to sit on the TC for a term to be determined by the Board but not to exceed one (1) year. The TC may recommend people to the Board for appointment as Advisors. The Board may appoint additional Advisors at their discretion. The Advisors will be non-voting members of the TC, and shall be invited to attend the TC meetings, to participate in the work and deliberations of the TC and to offer advice on matters that come before the TC.

Upon vacancy of the seat previously occupied by the TC Chair, TC Vice Chair, or TC Co-Chair, one (1) voting member of the TC shall be elected to the vacated seat, 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.

The TC may also replace the current TC Chair, TC Vice-Chair, or TC Co-Chair via a 75% supermajority vote of the full TC, where abstentions if any count the same as NO votes.

The TC Chair, TC Vice Chair, or TC Co-Chairs shall be responsible for:

- Monitoring the performance of SNIA technical activity and recommending to the Board any needed changes in TWB leadership, membership, structure, or operations.
- The production of agendas and objectives for the TC and leading its execution against these agendas and objectives.
- Establishing and maintaining a budget consistent with the overall budget for the organization.

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

Selection Process for TC Voting Member seats:

TC Voting Member seats filled by Voting Member selection are made through an application, qualification, and election process. To be considered for selection to the TC an application must be submitted as described in the election process. SNIA operations staff / the SNIA Secretary shall review and verify applications and ensure that applicants meet qualification and participation requirements. SNIA operations staff / the SNIA Secretary will then prepare 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 MEMBERS will be by Electoral Vote as described in **SECTION 7.:**

Qualification Requirements for TC Voting Members:

The Board may define additional or more specific qualification requirements; however, the following general qualifications for application to TC voting member seats apply:

1. An applicant shall be an individual who is employed by a SNIA Voting Member or an independent contractor of a SNIA Voting Member who is contracting on a full time or substantial part time basis with the SNIA 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 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 Working 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.

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.

If another individual from the applicant's Voting Member already holds a seat on the TC, then applicants from that Voting Member 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. Appointees, both TC Member seats and TC Advisor seats, will follow the same application and qualification process as those TC Member seats filled by election.

Multiple Memberships:

Individuals holding multiple memberships (e.g., both an Individual Member and an employee of a SNIA 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 'SNIA 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 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:

1. Death, resignation, or removal of a TC Member.
2. Non-appointment to a seat.
3. Failure by the SNIA 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 as determined and approved by a majority vote of the full Board of Directors, where abstentions 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 Chair, where such removal is approved by a majority vote of the full Board of Directors, where abstentions count the same as NO votes.

Also, any TC Member becomes a candidate for a TC Advisor seat under the following conditions:

1. A TC Member ceases to be an employee of the SNIA Voting Member by whom he or she was employed at the time of election or appointment, and:
 - a) becomes an employee of another SNIA Voting Member that already has a TC Member;
 - b) within ninety (90) days fails to become an employee of another SNIA Voting Member that does not already have a TC Member; or
 - c) becomes an employee of a non-SNIA Member company;or,
2. The company employing an elected TC Member ceases to be a SNIA Voting Member.

Note: 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.

Operation:

The TC will operate and conduct business as a Working Committee of SNIA, as defined in Article 8 Paragraph 3 of the Bylaws of 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 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) calendar days in advance of any meeting. The quorum for a meeting of the TC is a majority of the TC members. (Note: TC advisors are not TC members.) The TC shall make decisions by vote at duly called meetings at which a quorum of TC 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 TC Chair. An electronic vote shall be distributed to all the TC members at least seven (7) calendar days before the vote closes. A simple majority of votes determine outcome, where a tie indicates failure. Abstentions shall count toward quorum but shall not be counted in determining whether a vote has passed.

Technical Activities:

The TC is charged with leading, guiding, and directing the technical activities of SNIA. Most of these technical activities take place within the Technical Working Bodies. Therefore, the structure and oversight of these groups 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 groups. The TC shall create and maintain, in written form available to all SNIA MEMBERS, the policies and operating procedures for these TWBs.

This document is entitled “SNIA Technical Working Group Policies and Procedures” and is located on the SNIA website at: https://www.snia.org/about/corporate_info/documents .

10.8. REGIONAL AFFILIATES

Regional Affiliates are Working Groups. Except where explicitly called out below they follow the rules as defined for any SNIA Working Group.

Definition

SNIA Regional Affiliates (SRAs) are separate regional groups of companies or individuals authorized by the SNIA Board of Directors in response to requests and market interest, to align with SNIA’s mission and vision within a specific geographic region. For SNIA Groups outside the US:

Regional Affiliates must be registered in their country as a not-for-profit organization in compliance with their local regulations, and may optionally charge local membership fees.

The SNIA Regional Affiliates (SRA) must operate under the SNIA IP Policy.

Mission and Membership

The mission of a SNIA Regional Affiliate is to provide their members with a means to collaborate in promotion and marketing of Storage Networking within a specific geography, defined in their mission and charter document.

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 when agreed in advance by the SNIA Board. Membership is open to companies or individuals fulfilling the SNIA Bylaws criteria (SNIA – Bylaws Section 3.3).

Formation and Dissolution

Regional Affiliate

The Key Criteria for formation is as follows:

A SNIA Regional Affiliate is required to meet the following criteria to maintain status:

- Minimum of five member companies
- Registered as a local not-for-profit business or society
- Board of Directors appointed
- Fiscal and legal responsibility in compliance with local legislation
- Provide regular status and financial reports the US Board (the SNIA Board of Directors)

Companies eligible to be Regional Group members may submit proposals to the Board of Directors for the formation of a new Regional Affiliate. 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 an SRA. The SRA formation team may elect an Interim Chairman.

The SRA formation team will proceed with the finalization of all the SRA documents (SRA Agreement, SRA Mission and Charter). 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 charter as well as a proposed budget, funding plan, Chairman and other Officers, and a calendar of objectives. The final charter 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 charter shall be endorsed by both the founding SRA members and the SNIA 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 an SRA is mostly technology promotion oriented – a technical marketing activity. SRAs will not normally develop technology or specifications.

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 reduce activity, and request re-designation to a Regional Affiliate or a Community

The Board may at any time evaluate the activities of an 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 a complete 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.

The Regional Affiliate also has the option to reclassify to a Committee or a Community. Any request for reclassification must be submitted and approved by the SNIA US Board. The request must be accompanied by details of the circumstances and any proposed actions and new arrangements.

Reclassification does not require the Regional Affiliate to dissolve but will terminate the SRA charter and may also require the de-registration of the incorporated entity, and/or the closure of any local banking facilities.

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 are obligated under the terms of SNIA membership: all requirements to abide by IP Policies, fees to join Communities, and procedures to join TWG's apply equally to members joining outside the US.

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 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 Global Steering 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 working groups will operate through the technical council like any other SNIA technical workgroup in the USA.

SECTION 11: 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/.

SECTION 12: POLICIES FOR SOFTWARE DEVELOPMENT

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 **Error! Reference source not found.**, “Antitrust Guidelines”). Discussions with legal counsel have resulted in the following general advice:

- SNIA’s decision to develop or not develop particular software that is competitive with any other software, including a member’s software, is not an antitrust violation.
- 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.).

12.1. SNIA Software Development

Development: All SNIA Software shall be developed in a TWG.

Membership Approval of SNIA Software Deliverables. The ballot for Approval of SNIA Software by the SNIA 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 SNIA and its MEMBERS. For clarity, SNIA will only develop SNIA Architectures for which multiple software implementations are possible.

Software License(s). The charter for any TWG developing SNIA Software shall include the form and content of software license(s) that the TWG shall use. These software licenses must be approved by both the TC and the Board and should specify both In-Bound and Out-Bound requirements and restrictions as appropriate.

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 SNIA will provide End User Support for SNIA Software.

12.2. Other Software Development

Development: Other software may be developed in multiple types of SNIA Groups, including Communities and TWGs. The SNIA IP Policy does not apply to Other software.

SNIA Voting Member Approval of Other software Deliverables. Other software developed within SNIA, such as that used for tools, testing, or interoperability purposes, does not require SNIA Voting Member approval. SNIA will not adopt Other software as a standard.

Software License(s). Any Group developing Other software shall clearly define the form and content of software license(s) that the Group shall use. These software licenses should be approved by both the Group and the Board and should specify both In-Bound and Out-Bound requirements and restrictions as appropriate.

Non-SNIA Architecture. Other software may implement non-SNIA Architecture based interfaces.

End User Support. SNIA Groups are allowed to provide End User Support for Other software under contract terms specified by the Group.

SECTION 13: IP POLICY

The SNIA Intellectual Property (IP) Policy specifies the MEMBERS' obligations to disclose and license any patents they have that are infringed by SNIA Architecture or SNIA Software work. Upon joining SNIA, this policy is 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 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 SNIA 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 SNIA Architecture or SNIA Software that infringe on any patents as early as possible. If patents are found that are infringed by the SNIA Architecture or SNIA Software, the SNIA Architecture or SNIA Software may 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 may not be allowed to become an international standard even though it may become SNIA Architecture, and the software work may not be allowed by vendors in their 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 IP Policy.

The IP Policy is located on SNIA's website at 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 IP Policy must be distributed to all MEMBERS for review at least sixty (60) days prior to becoming effective.

13.1. SNIA IP Policy Waiver:

For non-voting companies that agree that they will not participate in any TWGs 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 TWGs 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, SNIA will grant the request as long as the company is not currently participating in the above-mentioned technical activities. These non-SNIA Voting Members (aka, Participants) may request a waiver by completing the IP Policy Waiver form located on SNIA's website at http://www.snia.org/about/corporate_info/ip_policy/.

SECTION 14: 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 19: "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.

14.1. Code of Ethics

The following SNIA Code of Conduct is designed to allow SNIA to sustain its long tradition of integrity and credibility within SNIA and within its sphere of influence. This Code applies to all employees as well as volunteers, board members, and any third-party service providers, including contractors working with SNIA.

Service and Respect

1. Always act with fairness, honesty, integrity, and openness; respect the opinions of others and treat all with equality and dignity without regard to race, color, sex (including pregnancy, childbirth, breastfeeding and medical conditions related to pregnancy, childbirth, or breastfeeding), reproductive health decision-making (including an employee's decision to use or access a particular drug, device, product or medical service for reproductive health), gender, religious creed (including all aspects of religious beliefs, observance or practice, including religious dress and grooming practices), marital status, domestic partner status, age, national origin or ancestry, physical or mental disability, legally protected medical condition, genetic information and characteristics, sexual orientation, gender identity or expression, military and veteran status, or any other basis protected under federal, state, or local laws.

Integrity

1. Act with honesty and integrity and in accordance with any professional standards and/or governing laws and legislation that have application to the responsibilities an employee performs for or on behalf of SNIA.
2. Comply with both the letter and the spirit of any training or orientation provided to the employee by SNIA in connection with those responsibilities.
3. Adhere to SNIA's policies and procedures and support the decisions and directions of SNIA's Board of Directors and its delegated authority.

Personal Responsibility

1. Each SNIA employee is ultimately responsible for his or her own actions.
2. For each employee, integrity, honesty, and fundamental fairness are personal responsibilities.
3. No one will be permitted to justify an illegal act by claiming it was ordered by someone else higher in management.
4. No one, regardless of their status in SNIA, is ever authorized to direct an employee to commit an illegal or unethical act.

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 Staff Leadership 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 Staff Leadership 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 15: MEETINGS

15.1. 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, Communities, Technical Working 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.

15.2. Attire

Attire at all SNIA meetings is business casual.

15.3. Location

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

15.4. 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.

15.5. 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 16: PUBLIC RELATIONS

16.1. 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 Staff Leadership, 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 Staff Leadership or group (Committee, Community, 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.

16.2. SNIA Spokesperson

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

16.3. SNIA Press Releases

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

16.4. 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 SNIA shall submit said statements to Staff for review two (2) business days prior to release.
- e. Any MEMBER seeking to describe SNIA in a public communication shall use text supplied by Staff.

SECTION 17: USE OF SNIA MATERIALS AND ARCHITECTURES

17.1. 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 SNIA. 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.

17.2. 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 18: INVESTMENT POLICY

The SNIA Investment Policy (http://www.snia.org/about/corporate_documents/) describes how the SNIA's funds are managed.

SECTION 19: 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 Staff Leadership.
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 20: EMPLOYEES AND CONTRACTORS

The SNIA hires both Employees and Contractors to work with our volunteers to carry out the activities of SNIA. Based on Internal Revenue Service requirements, 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.

1. If the SNIA has engaged an individual as a contractor, the following policies will apply:
2. current, written SNIA contract must be in place and a copy must be on file at the SNIA office.
3. 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 SNIA and if approved will go into the regular SNIA accounting system to be paid in a timely manner.
4. 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.

5. 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.
6. 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, SNIA may require the contractor to present evidence of compliance with federal and state tax requirements.
7. 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.
8. SNIA will issue a yearly 1099 statement to contractors documenting the year-in-summary services and expenses paid by 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. SNIA will not pay for or provide training for any independent contractor.
2. 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.

SECTION 21: REVISION RECORD

4.16	2/1/10	Section 6	Added requirements for individual membership	Phil Mills
4.17	1/22/15	Section 8 Section 10 Section 11	Added restriction for 2 or more Board representatives from same company Added restriction for 2 or more Executive Committee members from same company Changed approval processes for SNIA Software	Wayne Adams

4.18	4/12/2016	Preface Section 5 Section 6 Section 11 Section 13 Sections 14-25	Changes to add Technology Affiliate membership type Changes to Participant definition Change to diagrams and add new bullet New table column New TC oversight responsibility New section to fully describe All subsequent sections renumbered e.g. 13→ 14	Wayne Adams
4.19	7/21/2016	Section 8 Section 9 Section 10 Section 11	New roles added for Board and Technical Council, non-voting Advisors. Add Co-chair Committee Leadership model	Wayne Adams
4.20	10/28/2016	Entire doc	Updates to reflect new categories for regional affiliates. Full review to reflect changes in terminology from Regional Affiliates to Regional Groups reflecting the introduction of two new regional categories: Committee and Community	Paul Talbut
4.21	11/16/2017	Section 2 Section 3 Section 5 Section 6 Section 9 Section 10 Section 11	Updates to reflect current Board approved mission, vision and org structure. Updates to reflect “Educational” membership description; membership renewal normalized to occur on start of SNIA Fiscal Year. SNIA Staff practices update. Committee chair requirements changes. SNIA Architecture approval process change for Technology Affiliate work.	Michael Oros

5.0.1		<p>Definitions</p> <p>Sec 5. SNIA Organizational Participation Structure</p> <p>Sec 10. Working Groups</p> <p>Sec 12. Committees</p> <p>Sec 13. Technical Council</p> <p>Policies for SNIA Software Development</p> <p>Sec 14. IP Policy</p> <p>Sec xx. Software Development</p> <p>Sec 15. SNIA Communities</p> <p>Sec xx Staff</p>	<p>Add Groups and Lifecycle</p> <p>Update to reflect current structure</p> <p>Update to reflect "Group" structure and Group lifecycle.</p> <p>Consolidated – removed references to individual committees that come and go over time.</p> <p>Significant updates by TC and LC for clarity and consistency.</p> <p>Decouple section from the Technical Council section.</p> <p>Updated to define Communities</p>	<p>Lifecycle Committee (LC)</p> <p>Technical Council (TC)</p>
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