

# **FOURTH AMENDED BYLAWS OF DISTRIBUTED MANAGEMENT TASK FORCE INC. (2012)**

## **1. PURPOSES OF THE ORGANIZATION**

The corporation is organized and shall be operated exclusively for the following purposes as stated in its Articles of Incorporation:

### **1.1 Technology Development.**

To promote, encourage, and facilitate collaborative industry technical standards, and interoperability in distributed management for hardware and software systems.

### **1.2 Interoperability.**

To develop and promote distributed management interoperability guidelines and enhancements to adopted industry standards, and to promote and advance the global development and deployment of interoperable distributed management products and services in distributed management environments for end-users, developers and standards bodies.

### **1.3 Leadership.**

To provide leadership in educating the business community, technology researchers and developers, and the enduser public regarding the benefits of interoperability and open standards within the distributed management environment.

### **1.4 Standards Development Support.**

To work with the various standards development and ratification bodies worldwide, and to provide input to those standards where required or otherwise appropriate.

### **1.5 “End-User” Advocacy.**

To advocate, support and encourage end-user orientation in design, development, and marketing efforts for Distributed management products, systems and services with particular attention to user requirements.

### **1.6 Forum for Members.**

To provide a forum for open exchange of ideas and associated issues with respect to current and in-development standards, and to serve through such a forum as a conduit for open discussion of ideas and issues associated with standards-based distributed management systems and services between members and other industry bodies.

### **1.7 Other Legal Purposes.**

To pursue such other mutually beneficial purposes as are within the meaning of Section 501(c)6) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future U.S. federal tax laws.

## **2. OFFICES**

The principal office of the corporation shall be located at the principal place of business or such other place designated by the Board of Directors. The corporation may have other offices, either within or outside of the State of Oregon, as the Board of Directors designates or as the business of the corporation requires.

## **3. MEMBERS**

### **3.1 Makeup.**

Members of the corporation shall be natural or legal persons, or associations or enterprises of such persons, who represent a collective level of industry expertise and who have a bona fide interest in and show a continued willingness toward advancing improved manageability of distributed hardware and software systems. Members must agree, on accepting membership, to abide by and be bound by the terms of these Bylaws and pay the annual membership dues applicable to their elected class of membership in the corporation. The corporation shall have two classes of members: Voting and Non-voting. The Board of Directors shall determine the annual membership dues and other qualifications and benefits of each class of members. The Board of Directors from time to time may establish additional classes of members on such terms and conditions as the Board in its discretion thinks advisable.

### **3.2 Membership Meetings.**

An annual meeting of the members shall be held during the month of May or as otherwise specified by the Board at a time and place designated by the Board of Directors. Special meeting of the members may be called by the Board of Directors or by the membership upon the demand of not less than 25 percent of all classes of the Voting Members. The Members' demand must describe the purposes for which the meeting is to be held and shall be signed, dated and delivered to the Secretary. Meeting attendance will be declared as either all participants must be in person or a combination of participants be in person with the option to participate by telephone or other specified electronic means.

### **3.3 Notice.**

A meeting of the members, other than regularly scheduled meetings, must be preceded by not less than 10 days' nor more than 60 days' notice to each member of the date, time, and place of the meeting. Notice may be communicated in person, by telephone, by facsimile, by electronic mail, by regularly scheduled air courier, by regular mail or airmail (including publication in a newsletter or similar document mailed to a member's address), or by any other means reasonably calculated to give effective notice. Notice of a special meeting must include a description of the purpose for which the meeting is called. A member's attendance at a meeting waives objection to lack of notice or defective notice of a meeting, unless the member at the beginning objects to holding the meeting.

### **3.4 Record Date.**

Unless otherwise required by law or fixed by the Board of Directors, the record date to determine members entitled to notice of and vote at an annual or special members' meeting is the close of business on the day before the notice is first published.

### **3.5 Quorum and Voting.**

Unless otherwise required by law, those votes represented at a meeting of Voting Members shall constitute a quorum. The affirmative vote of a majority of the Voting Members present at a meeting is the act of the members except to the extent that the law requires the affirmative vote of a greater number of members. A majority of the members present may adjourn the meeting to a different date, time, and place without further notice to any member if the date, time, and place is announced at the meeting before adjournment.

## **4. DIRECTORS**

### **4.1 Powers.**

All corporate powers shall be exercised by or under authority of, and the affairs of the corporation managed under the direction of, a Board of Directors.

### **4.2 Composition of the Board.**

The Board will consist of member companies (legal or natural persons) who are Voting Members of the corporation. The member entity so elected to the Board shall appoint a natural person as its representative director to the Board.

**4.2.1 Chair of the Board.** The Chair of the Board shall preside at meetings of the Board of Directors, shall assure that the Board of Directors is advised on all significant matters of the Corporation's business, shall have all powers and duties ordinarily exercised by the chair of the board of a nonprofit corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or by the bylaws.

**4.2.2 Vice-Chair of the Board.** The Vice-Chair of the Board shall perform such duties as the Board of Directors may prescribe. In the temporary absence or disability of the Chair of the Board, the duties and powers of the Chair of the Board shall be performed and exercised by the Vice-Chair of the Board. If the Chair resigns, is removed or becomes unavailable for more than 60 (sixty) consecutive days, the Board shall elect a replacement Chair to serve until the next annual election.

**4.2.3 Non-Voting Board Member.** The Executive Director, if any, shall be a non-voting member of the Board of Directors *ex officio*, not entitled to cast a vote on matters which come before the Board. If no Executive Director is appointed by the Board, the President, *ex officio*, shall be a non-voting Board member.

**4.2.4 Board Votes.** If any Board member has more than one representative on the Board, due to an appointment as Executive Director or President if the Executive Director or President is selected from the Board members' representative directors, such member shall be entitled only to cast one vote, as a voting Board Member.

#### **4.3 Nominations.**

Only Voting Members may appoint other Voting Members to stand for election by the Voting Members to the Board. Representative Directors of Board Members: A Voting Member elected to hold a Board seat may appoint both a representative director and, if the member so elects, one alternate representative director, who shall serve in the event the principal representative director is unable to participate in any special or regular or annual meeting of the Board.

#### **4.4 Missed Meetings.**

If a representative director misses two or more meetings, without arranging for participation of the alternate, the Board may, at its option, appoint the alternate representative director as the representative director of that Board member, for the duration of that member's Board term. If the alternate representative director misses two or more meetings, the Board shall have the option of declaring such Board seat resigned by the elected Board member, and in such event the Board shall appoint a substitute member for the remaining term of such member.

#### **4.5 Number and Makeup.**

The Board of Directors shall consist of not fewer than 8 (eight) Voting Members of the corporation. The number of directors may be changed periodically by a vote of three-fourths of the full Board of Directors. Non-voting *ex officio* Board members are not counted for purposes of this paragraph.

**4.6 Election and Tenure of Office.** Directors shall be elected and shall serve for terms of two to five years, as designated by the Board. In the initial year, a director's term may be three, four or five years, as provided in these Bylaws. The goal is that the terms of no more than one-half plus one of the directors may expire in any year. A Director may stand for and be elected for a successive term of office. Directors shall be elected at any duly-noticed meeting of the corporation by vote of a majority of members who are entitled to vote in such an election. The Directors so elected shall appoint from among themselves at their annual Directors meeting a Chair and a Vice-Chair to serve for the next 12 (twelve) months.

#### **4.7 Vacancies.**

A vacancy in the Board of Directors shall exist upon the resignation, removal or, in the case of a natural person, death, of any director. Any vacancy in the Board of Directors for such reason shall be filled by the Board, by appointing a Voting Member in good standing to the vacant seat. Each director so appointed shall hold office for the balance of the unexpired term of the predecessor. If the Board of Directors accepts

the resignation of a director tendered to take effect at a future time, a successor may be appointed by the Board to take office when the resignation becomes effective.

#### **4.8 Resignations.**

A director may resign at any time by giving written notice to the Chair of the Board of Directors, the Executive Director, or the Secretary. No director may resign if that resignation would leave the corporation without any duly elected director. A resignation is effective when notice is effective under ORS 65.034 unless the notice specifies a later effective date. Once delivered, a notice of resignation may not be revoked unless revocation is allowed by the Board of Directors.

#### **4.9 Removal.**

A director may be removed, with or without cause, by a vote of two-thirds of the Voting Members of the corporation either at a special meeting called for that purpose or at any regular meeting. Notice of such meeting and of the removal question must be given as provided in Section 3.1.3.

#### **4.10 Board of Directors Meetings.**

##### **4.10.1 Annual Meetings**

An annual meeting of the Board of Directors shall be held following the annual meeting of the corporation's members.

##### **4.10.2 Regular Meetings**

If the time and place of any other directors' meeting is regularly scheduled by the Board of Directors, the meeting is a regular meeting.

##### **4.10.3 Special Meetings.**

All other meetings are special meetings. The Board of Directors may hold annual, regular, or special meetings within or at any location outside of the State of Oregon, including locations outside of the United States. The Board of Directors may permit any or all of the directors to participate in a regular or special meeting by, or conduct the meeting through use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

#### **4.11 Action Without Meeting**

Action that the Board must or may take at a Directors' meeting may be taken without a meeting if taken unanimously. The action must be recorded by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records. Action taken under this section is effective with the last directors' signature, unless the consent specifies an earlier or later effective date. A unanimous consent of the Board under this section has the effect of a meeting vote and may be described as such in any document. Consent may be evidenced by electronic means or facsimile transmissions, provided that a true original hard copy of such consent is printed and filed in the corporate minutes book.

#### **4.12 Call and Notice of Meeting.**

The annual meeting of the Board of Directors must be preceded by not less than 10 days' nor more than 60 (sixty) days' notice to each director of the date, time, and place of the meeting. Regular meetings of the Board of Directors may be held without further notice of the date, time, place, or purpose of the meeting. Special meetings of the Board of Directors must be preceded by at least 14 (fourteen) days' notice, if given by first-class mail, or 48 hours notice, if delivered personally or given by telephone, telegraph, electronic mail or facsimile transmission to each director, of the date, time and place of the meeting except as specifically provided in these bylaws, the notice need not describe the purpose of any annual or regular meeting. However, the notice of any special meeting shall describe the purpose of the special meeting. The Chair of the Board or any three directors then in office may call and give notice of a meeting of the Board. Meeting attendance will be declared as either all participants must be in person or a combination of participants be in person with the option to participate by telephone or other specified electronic means.

#### **4.13 Waiver of Notice.**

A director may at any time waive any notice required by these bylaws. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transaction of business at the meeting and does not thereafter vote for or consent to any action taken at the meeting. Except as provided in the preceding sentence, any waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records.

#### **4.14 Quorum and Voting.**

A quorum of the Board of Directors shall consist of a majority of the number of directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of 2/3 of the directors present when the action is taken is the act of the Board of Directors except to the extent that these bylaws require the vote of a greater number of directors. A decision to dissolve the corporation, however, shall require, in addition to a vote of the majority of directors, the ratification by three-fourths of the Voting Members in good standing who are in attendance at the meeting called for the purpose of considering any such decision. A majority of directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of an adjourned meeting need not be given unless the meeting is adjourned for more than 24 hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

#### **4.15 Board Committees.**

The Board of Directors may create one or more committees or work groups of the Board of Directors. They may appoint members of the Board to serve on them or designate the method of selecting committee members. Each such committee or work group shall include at least one director who serves at the pleasure of the Board of Directors. The creation of a committee and the appointment of directors to the committee or designation of a method of selection committee members must be approved by 2/3 of all directors in office when the action is taken.

#### **4.16 Board Committee Powers and Procedures.**

The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to committees of the Board of Directors and their members as well. Committees of the Board of Directors may, to the extent specified by the Board, exercise the authority of the Board of Directors; provided, however, that no committee may:

- a) Authorize distributions from the corporation's funds;
- b) Approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of the corporation's assets;
- c) Elect, appoint, or remove directors or fill vacancies on the board or any of its committees; or
- d) Adopt, amend, or repeal the articles of incorporation or bylaws.

#### **4.17 Other Committees.**

The Board of Directors may create one or more other committees, including an executive or steering committee for the governance of the corporation. Members of these committees need not be members of the Board of Directors, but at least one director shall serve on each such committee. These committees have no power to act on behalf of, or to exercise the authority of, the Board of Directors, but may make recommendations to the Board of Directors.

#### **4.18 Compensation.**

Directors and members of committees may receive reimbursements of expenses in accordance with policies or resolutions adopted by the Board of Directors. Directors and members of committees shall not otherwise be compensated for services.

### **5. OFFICERS**

#### **5.1 Designation; Appointment; Qualification.**

The officers of the corporation shall be a President, a Secretary, and if the Board so decides, a Vice President, an Executive Director, an assistant Secretary, a Treasurer, an assistant Treasurer, a Senior Vice President, and other Vice Presidents. The Board reserves the right to add new officer roles and appoint persons to fill such offices. The Board reserves the right to remove officer roles. The President may be an individual representative of members serving on the Board of Directors or an independent person. The Vice Presidents shall be individual representatives of members of the Board of Directors or Leadership level Members. Other officers need not be representatives of members of the Board of Directors of the corporation. The officers shall be appointed by, and hold office at the pleasure of, the Board of Directors. The same individual may simultaneously hold more than one office, except that the offices of President and Secretary may not be held simultaneously by the same individual.

**5.2 Term of Office.** The terms of office of all of the officers of the corporation shall be fixed by the Board of Directors. Any officer may be removed, either with or without cause, at any time by action of the Board of Directors.

**5.3 Officer Resignation.**

An officer may resign at any time by delivering notice to the Chair of the Board, the President, or the Secretary. A resignation is effective when the notice is effective under ORS 65.034 unless the notice specifies a later effective date. The Board of Directors may fill a vacancy as described in Sections 4.7 and 5.1. Until such vacancy is filled, the duties and responsibilities of a specific office will be assumed as provided in the Officers' roles descriptions set forth in this Section 5.

**5.4 President.**

The President shall have general charge and control of the affairs of the Corporation subject to the direction of the Board of Directors, perform all duties required by the Bylaws of the Corporation, and as such duties may be assigned from time to time by the Board of Directors, and shall make such reports to the Board of Directors and Members as may be required. The President is charged with the title and responsibilities of the CEO (Chief Executive Officer) as detailed in other DMTF policy and procedure documents. In the temporary absence or disability of the President, the duties and powers of the President shall be performed and exercised by the Senior Vice President when there is more than one Vice President or the Vice President when there is only one Vice President.

**5.5 Executive Director.**

If no President is appointed by the Board, the Executive Director shall perform all the duties required of the President by these Bylaws. In the case of temporary absence, disability, or death of the Executive Director, not to exceed 60 (sixty) days, all of the duties and powers of the Executive Director shall be performed and exercised by the Senior Vice President of the Board when there is more than one Vice President or by the Vice President when there is only one Vice President, until the Executive Director shall have resumed such duties or the Executive Director's successor is appointed.

**5.6 Vice President.**

The Vice President, if any, shall perform such duties as shall be assigned by the Board of Directors. In the temporary absence, not to exceed 60 (sixty) days, of a Vice President who has been assigned responsibility to chair a Committee of the Board, the Vice Chair of the specific Committee will fulfill the Committee Chair's specific responsibilities. In the permanent absence of both the Chair of the Committee who is also a Vice President, and the Vice Chair of the Committee, the Board Chair, Board Vice Chair, or President will assign a Board Director or Officer to fulfill the Committee Chair's duties for an interim time-period until the Board appoints a Vice President for the specific Committee as described in 5.1.

**5.7 Senior Vice President.**

In the event the Board of Directors appoints more than one Vice President, the Board may designate one of the Vice Presidents as a Senior Vice President.

**5.8 Secretary.**

The Secretary shall have responsibility for preparing minutes of meetings of the Board of Directors and for authenticating records of the corporation. The Secretary shall keep or cause to be kept, at the principal

office or such other place as the Board of Directors may order a book of minutes of all meetings of the Board of Directors and of committees of the Board of Directors. If the corporation has a seal, the Secretary shall keep the seal in safe custody. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors by the bylaws.

#### **5.9 Treasurer.**

The Treasurer shall be the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; shall disburse, or cause to be disbursed, funds of the corporation as may be ordered by the Board of Directors or the bylaws.

#### **5.10 Assistants to the Secretary or Treasurer.**

The Board of Directors may appoint or authorize the appointment of assistants to the Secretary and/or Treasurer. Such assistants may exercise the powers of the Secretary or Treasurer, as designated, and shall perform such duties as are prescribed by the Board of Directors.

## **6. CONFLICTS OF INTEREST**

### **6.1 Conflict-of-Interest Transactions.**

A conflict-of-interest transaction is a transaction with the corporation in which a director or officer of the corporation has a direct or indirect interest. A conflict-of-interest transaction is not voidable or the basis for imposing liability on the director or officer if:

- a) the transaction is fair to the corporation at the time it was entered into,
- b) the material facts of the transaction and the director's or officer's interests are disclosed or known to the Board of Directors,
- c) the Board of Directors considers and in good faith determines after reasonable investigation in the circumstances that the corporation could not obtain a more advantageous arrangement with reasonable effort in the circumstances,
- d) the corporation enters into the transaction for its own benefit, and
- e) the transaction is approved either
- f) by the vote of the Board of Directors, or
- g) by obtaining the approval of the Oregon Attorney General or a circuit court of the State of Oregon in an action in which the Oregon Attorney General is joined as a party. For the purpose of this section, a director or officer of the corporation has an indirect interest in a transaction if:
  - h) another entity in which the director or officer has a material interest, or in which the director or officer is a general partner, is a party to the transaction, or
  - i) another entity of which the director or officer is a director, officer, or trustee is a party to the transaction, and the transaction is or should be considered by the Board of Directors.

For the purposes of the section, a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of 2/3 of the directors of the Board of Directors who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this section if the transaction is otherwise approved as provided in this section. The provisions of the section do not apply to a transaction that is part of an educational or charitable program of the corporation if it:

- a) is approved or authorized by the corporation in good faith and without unjustified favoritism, and
- b) results in a benefit to one or more directors or officers or their families solely because they are in a class of persons intended to be benefited by the educational or charitable program of the corporation.

### **6.2 Loans to or Guaranties for Directors and Officers.**

The corporation may not lend money to or guarantee the obligation of a director or officer of the corporation. However, the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated for the duties of such director or officer if, in the absence of such advance, such director or officer would be entitled to reimbursement for such expenses by the corporation.

## **7. NONDISCRIMINATION**

The corporation shall not discriminate in provision of services as well as all employment practices, including hiring, benefits, promotions, training, disciplinary action and termination, or otherwise upon the basis of race, creed, marital status, sexual orientation, disability, gender, gender identity, gender expression, religion, color, age, or national origin.

## **8. GENERAL PROVISIONS**

### **8.1 Amendment of Bylaws.**

Except as otherwise provided by law, the Board of Directors may amend or repeal these bylaws or adopt new bylaws by vote if a majority of the entire Board of Directors either at a special meeting called for that purpose or at any regular meeting. Notice of such meeting and the proposal to amend or repeal the bylaws or adopt new bylaws shall be given as provided in Section 4.12. Such amendment, repeal, or adoption of new bylaws shall also require a ratifying vote of not less than two-thirds of the Voting Members in good standing at the time of ballot. Whenever an amendment or new bylaw is adopted, it shall be copied in the minute book with the original bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in such book and place.

### **8.2 Inspection of Books and Records.**

All books, records, and accounts of the corporation shall be open to inspection by the members in the manner and to the extent required by law.

### **8.3 Checks, Drafts, etc.**

All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by such person or persons and in such a manner as shall be determined from time to time by resolution of the Board of Directors.

### **8.1.4 Execution of Documents.**

The Board of Directors may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

UNLESS AUTHORIZED BY THE BOARD OF DIRECTORS, NO OFFICER, AGENT, OR EMPLOYEE SHALL HAVE ANY POWER OR AUTHORITY TO BIND THE CORPORATION TO ANY CONTRACT OR ENGAGEMENT, OR TO PLEDGE ITS CREDIT, OR TO RENDER IT LIABLE FOR ANY PURPOSE FOR ANY AMOUNT.

### **8.5 Fiscal Year.**

The fiscal year of the corporation shall be on the first day of April and end on the last day of March in the following year.

### **8.6 Insurance.**

The corporation may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of the corporation who, while a director, officer, employee, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other



enterprise; provided, however, that the corporation may not purchase or maintain such insurance to indemnify any director, officer, or agent of the corporation in connection with any proceeding charging improper personal benefit to the director, officer, or agent in which the director, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, or agent.

**8.7 Corporate Seal.**

The corporation may adopt a corporate seal, but the affixing of such seal on any agreement, instrument, or other document shall not be required in order to make such agreement, instrument, or other document binding and effective.