



DMTF Committee, Working Group, Forum and Chapter Process Version 2.11.0 November 12, 2012

Notice

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1 Definitions

- 1.1 **Member Company.** A corporation or association that allows its employees or representatives to subscribe to the email lists, participate in list discussions, attend and participate in meetings, and make contributions to the DMTF. The process for becoming a Member Company can be found at <http://www.dmtf.org/join/company>.
- 1.2 **Board Member.** Member Companies who are Voting Members and are elected by Voting Members to serve on the Board of Directors. Board Member companies appoint persons as representative directors to the Board.
- 1.3 **Board of Directors.** All corporate powers are exercised by and under the authority of the Board of Directors, and the affairs of the corporation are managed under its direction.
- 1.4 **Leadership Member.** Member Company that has full voting privileges, has full access to DMTF specifications and standards, and may chair a Body. Leadership Members may join, participate in and vote in multiple Bodies.
- 1.5 **Participating Member.** Member Company that has full access to DMTF specifications and standards. Participating Members may join and participate in multiple Bodies except Committees. Participating Members may vote in Working Groups, Forums and Chapters in which they have joined and participate.
- 1.6 **Monitoring Member.** Member Company that has access to content and communications on the member-only section of the DMTF web site but does not participate on any Committees, Subcommittees or Working Groups.
- 1.7 **Sponsored Member.** An individual who is not an employee of a Member Company but who is sponsored to participate by a Member Company and participates at the membership level of that Member Company.
- 1.8 **Alliance Partner Member.** Not-for-profit association that has been offered and has accepted a membership in the DMTF. The designated Alliance Partner Member representatives may participate in designated DMTF Working Groups and designated Committees as non-voting members. Alliance Partner Members may also subscribe to the email lists, participate in list discussions, attend and participate in meetings, and make contributions to the DMTF.
- 1.9 **Academic Alliance Member.** Accredited institution of higher learning that has applied and has been offered a membership in the DMTF. The designated Academic Alliance Member representatives may participate in designated DMTF Working Groups and designated Committees as non-voting members. Academic Alliance Members may also subscribe to the email lists, participate in list discussions, attend and participate in meetings, and make contributions to the DMTF.
- 1.10 **Voting Member.** Member Company that has full voting privileges. This is synonymous with Board and Leadership Member companies.

- 1.11 **Two Business Days.** Two non-holiday eight hour work day periods or the prior conference call or meeting of the body, whichever period is shorter. For a group that meets once a week on Wednesdays at noon, this would be 48 hours prior. For a group that meets once a week on Mondays at noon, this would be noon the previous Thursday. For a group that meets twice a week on Wednesday and Thursday at noon, this would mean that the agenda for Thursday is published immediately after or as part of the Wednesday meeting.
- 1.12 **Body.** This term is used as a substitution for Committee, Subcommittee, Forum, Chapter or Working Group that is the focus of the text in question.
- 1.13 **Parent Body.** The Parent Body for a Working Group is a Subcommittee. The Parent Body of a Subcommittee or Forum is a Committee. The Parent Body for a Committee is the Board.

2 Committees. The Board of Directors is responsible for the creation and termination of Committees. Committees focus on specific aspects of the work and mission of the DMTF and are responsible for the development of DMTF marketing programs, technologies, and initiatives. Each Committee has a DMTF Board-approved charter that defines the scope of work to be undertaken by the Committee in alignment with the direction of the DMTF.

- 2.1 **Membership and Participation.** A Committee consists of a representative from each of the Voting Member companies that are interested in participating, non-voting chairpersons of Subcommittees (see “Subcommittee,” section 3), non-voting chairpersons & vice-chairs of Committees, and a non-voting designated representative from each of the Alliance Partner Members that are interested in participating. DMTF expects as much continuity in representation as possible, subject to the contingencies of the Member Company’s business.
- 2.2 **Committee Meetings.** Notice of Meetings must be posted on the DMTF Event calendar. Meeting agendas should be included in the Event calendar and must be sent to the Committee email list by the Committee Chair at least two business days before the meeting or the agenda may be set in the previous meeting, whichever is less. Meeting agenda may be modified by a vote of the Committee members in attendance. Collateral material or the material that is the subject of discussion shall be posted at least two business days prior to the start of the scheduled meeting. Meetings can be face-to-face events or teleconferences. Committees determine the frequency of their meetings.
- 2.3 **Committee Chair.** A Committee Chair is responsible for informing the Board of the progress and status of the specific work under development. Board companies should provide sufficient staffing of the right experience so that a Committee can complete its tasks on schedule. Committee Chairs are appointed by the Board of Directors.
- 2.3.1 **Chair Responsibilities.** The chair is responsible for following the rules as specified in section 6.3

2.3.2 All Committees must have a vice-chair. It is the vice-chair's responsibility to serve in the place of the chair should the chair be temporarily unable to fulfill the duties and responsibilities required of the chair. Committee vice-chairs are elected by the Committee according to the process in section 6.2, with the clarification that both the Parent Body and the Body referenced in that section are the Committee (thus the Board of Directors is not directly involved). No two vice-chair candidates can be from the same company. The vice-chair must be a voting member of the committee prior to the election. The Vice-chair cannot be from the same company as the chair.

2.4 **Committee Voting.** The principle for the working of all DMTF Committees is one vote per participating company. Non-voting or non-participating members of a DMTF Committee may comment on a ballot by using the "abstain with comment" option on the ballot. Voting can take place through voice, electronic, or written ballot (see Section 7.3 for rules on electronic ballots). An affirmative vote requires a 2/3 majority of those Voting Members who vote. Abstentions are not counted. At least four Voting Members must cast a ballot (not including abstentions) in order for the ballot to pass unless an exception policy for that Committee is approved by the Board. This rule applies to all ballots, motions and votes including voice votes and electronic ballots. There may be times when the group needs to decide a simple majority question. In this case the Committee may vote to suspend the rules (which requires a 75% vote to pass).

2.5 **Committee Ballot Process.** The process used to resolve outstanding ballots is as follows:

2.5.1 A preliminary vote is taken, typically by electronic ballot, before the next Committee meeting. Results of the ballots are compiled in the meeting minutes. The Committee Chair may choose to discuss the results of the ballot during the meeting to expedite the approval of a ballot as a release date approaches.

3 Subcommittees. The Committees can form Subcommittees. The Subcommittees focus on issues in specific areas of the Committee's charter. As goals, charter, timeline, and deliverables evolve, the Subcommittee Chair is responsible for updating this information and notifying the Chair of the parent Committee. In turn, the Chair notifies the Chairs of the other Committees. If there are issues with the changes, a discussion among the Committee, the Subcommittee's Chair, and the Subcommittee's members is scheduled. After all issues are resolved, the updated charter, list of goals and deliverables, and timeline are balloted by the Committee, which must in turn be approved by the Board of Directors.

To exist, a Subcommittee must have "active" goals, deliverables, timelines, and a charter. A Subcommittee can be considered active regardless of whether scheduled teleconferences occur or ballots are requested of the parent committee. A Subcommittee is considered to have active goals if at least one of its Working Groups has active goals. Additional requirements for submissions and participation can be defined by a Subcommittee by extending its charter and deliverables. If this is done, it must be approved by the Subcommittee members and documented on the Subcommittee's main

web page. Changes to a Subcommittee charter *must* be approved by the parent Committee and the Board of Directors.

- 3.1 **Subcommittee Formation.** The process to propose and form a new Subcommittee is specified in section 6.1 with the Subcommittee being the body referenced in that section.
- 3.2 **Subcommittee Membership and Participation.** Subcommittees are open to DMTF Board and Leadership Members, Participating and Sponsored Members and designated Academic Alliance and Alliance Partner Members. Board and Leadership Members are encouraged to participate in as many Subcommittees as they can actively contribute to. Participating and Sponsored Members are non-voting members of Subcommittees. Academic Alliance and Alliance Partner Members are non-voting members of Subcommittees, as approved by the DMTF Board. Academic Alliance and Alliance Partner Members are assigned to specific Subcommittees as non-voting members when the board approves their application. Monitoring Members do not participate in Subcommittees.
- 3.3 **Subcommittee Meetings.** Meeting Notices are posted on the DMTF Event calendar. Meeting agendas should be included in the Event calendar and must be sent to the Subcommittee email list by the Subcommittee Chair at least two business days before the meeting. Meetings can be face-to-face events or teleconferences. Subcommittees determine the frequency of their meetings. Collateral material or the material that is the subject of discussion shall be posted at least two business days prior to the start of the scheduled meeting.
- 3.4 **Subcommittee Chair.** Voting Members are eligible to chair a Subcommittee. No other categories of membership have the right to chair a Subcommittee.
 - 3.4.1 The Subcommittee Chair is a non-voting member of the parent Committee, unless voting as the Voting Member representative. A member company may chair at most one Subcommittee of any given Committee,
 - 3.4.2 The Chair must adhere to the responsibilities as stated in section 6.3.
 - 3.4.3 There is no fixed term for a Subcommittee Chair. Once elected, a Subcommittee Chair serves until they resign or a new election is mandated by the parent Committee.
 - 3.4.4 Subsequent elections for a Subcommittee Chair follow the process for chair selection used in the Subcommittee Formation section.
 - 3.4.5 All Subcommittees must have a vice-chair. It is the vice-chair's responsibility to serve in the place of the chair should the chair be temporarily unable to fulfill the duties and responsibilities required of the chair. There are no restrictions on the number of Subcommittees that an individual may vice-chair.

- 3.4.6 In the unlikely circumstances that a Subcommittee Chair is unable to fulfill the responsibilities of the position and has not resigned, three Voting Member Subcommittee participants from three separate companies may submit a request to the parent Committee that a new election be held. The request must be submitted in writing. Prior to initiating the request, Subcommittee members are strongly encouraged to attempt to resolve their concerns directly with the Subcommittee chair.
- 3.5 **Subcommittee Voting.** The principle for the working of all DMTF Subcommittees is one vote per company that is participating in the vote. Non-voting or non-participating members of a DMTF Subcommittee may comment on a ballot by using the "abstain with comment" option on the ballot. Voting can take place through voice, electronic, or written ballot (see Section 7.3 for rules on electronic ballots). An affirmative vote requires a 2/3 majority of those Voting Members who vote. Abstentions are not counted. At least three Voting Members must cast a ballot (not including abstentions) in order for the ballot to pass. This rule applies to all ballots, motions and votes including voice votes and electronic ballots. There may be times when the group needs to decide a simple majority question. In this case the Subcommittee may vote to suspend the rules (which requires a 75% vote to pass).
- 3.5.1 **Subcommittee Ballot Process.** The process used to resolve outstanding Change Requests (CRs) is defined in DSP4004.
- 3.6 **Subcommittee Sub-teams.** The formation of a sub-team within a Subcommittee is not allowed.
- 3.7 **Updating a Subcommittee Charter.** From time to time, it is necessary for Subcommittees to update their charter. This could be an expansion or reduction in scope, change in deliverables, timelines, chairs or other information in the charter. The process to update a Subcommittee charter is as follows:
- 3.7.1 When a Subcommittee has approved an updated charter, they must forward it to the Committee. The Committee then is responsible for approving the changes to the charter.
- 3.7.2 The Committee Chair then notifies the Board of the changes to the charter. If the changes involve changes in scope, the charter must be approved by the Board. Changes in the first three sections of the charter are considered changes in scope (Management Problem(s) and Environment, Subcommittee Charter, Alliance Partnerships). If the changes do not involve changes in scope, the charter does not need formal approval by the Board. The charter can be considered to be approved after the following board meeting unless the Board chooses to take action and formally rejects the changes.
- 3.8 **Quiescing a Subcommittee.** Subcommittees cannot be Quiesced.
- 3.9 **Dissolving a Subcommittee.** The process to dissolve a Subcommittee is as follows:
- 3.9.1 A Subcommittee Chair or Committee Chair may make a request to the appropriate Committee Chair that a Subcommittee be dissolved. This move is

justified when no Subcommittee goals and deliverables remain, there are no Working Groups supported by the Subcommittee or the Subcommittee is inactive. This information is then conveyed to the Committee by the appropriate Committee Chair. If anyone takes issue with the move to dissolve, a discussion between the Committees and the Subcommittee Chair is scheduled. Following the discussion, a report to the Subcommittee is made and another vote is held. Upon approval, the request is forwarded to the Board for approval.

- 3.9.2 After Board approval, an announcement is sent to all the DMTF members indicating that the Subcommittee is dissolved and providing the web location of its archived information. Questions regarding the work and deliverables of the Subcommittee can continue to be mailed to the DMTF list through the [Contact Us](#) page.

4 Working Groups. The Subcommittees form Work Groups, which are commonly known as Working Groups. The Working Groups focus on issues in specific areas of the Subcommittee's charter. As goals, charter, timeline, and deliverables evolve, the Working Group Chair is responsible for updating this information and notifying the Chair of the parent Subcommittee. In turn, the Chair notifies the Chairs of the other Working Group under the Subcommittees.

To exist, a Working Group must have "active" goals, deliverables, timelines, and a charter. A Working Group can be considered active regardless of whether scheduled teleconferences occur or change requests are submitted. Additional requirements for submissions and participation can be defined by a Working Group by extending its charter and deliverables. If this is done, it must be approved by the Working Group members and documented on the Working Group's main web page. Changes to a Working Group charter *must* be approved by the parent Subcommittee, Committee and the Board of Directors.

- 4.1 **Working Group Formation.** The process to propose and form a new Working Group is specified in section 6.1 with the Working Group being the body referenced in that section.
- 4.2 **Working Group Membership and Participation.** Working Groups are open to DMTF Board, Leadership, Participating, and Sponsored Members and designated Academic Alliance and Alliance Partner Members. Board, Leadership, Participating, and Sponsored Members are encouraged to participate in as many Working Groups as they can actively contribute to. Academic Alliance and Alliance Partner Members are members of Working Groups but do not have the right to vote, as approved by the DMTF Board. Academic Alliance and Alliance Partner Members are assigned to specific Working Groups as members that do not have the right to vote when the board approves their application. Monitoring Members do not participate in Working Groups.
- 4.3 **Working Group Meetings.** Meeting Notices are posted on the DMTF Event calendar. Meeting agendas should be included in the Event calendar and must be sent to the Working Group email list by the Working Group Chair at least two business days before the meeting. Meetings can be face-to-face events or teleconferences. Working Groups determine the frequency of their meetings.

Collateral material or the material that is the subject of discussion shall be posted at least two business days prior to the start of the scheduled meeting.

4.4 Working Group Chair. Voting Members are eligible to chair a Working Group. Chairing a Working Group includes being a co-chair or vice-chair of a Working Group. Sponsored Members can chair a Working Group with Board approval. No other categories of membership have the right to chair a Working Group.

4.4.1 The Working Group Chair is a non-voting member of the parent Subcommittee, unless voting as the Voting Member representative. An individual may chair/co-chair more than one Working Group.

4.4.2 The Chair/Co-chair must adhere to the responsibilities as stated in section 6.3.

4.4.3 Working groups that do not have co-chairs are encouraged to have vice-chairs. If a Working Group has a vice-chair, then it is the vice-chair's responsibility to serve in the place of the chair should the chair be temporarily unable to fulfill the duties and responsibilities required of the chair. There are no restrictions on the number of Working Group that an individual may vice-chair.

4.4.4 There is no fixed term for a Working Group Chair. Once elected, a Working Group Chair serves until they resign or a new election is mandated by the parent Subcommittee.

4.4.5 Subsequent elections for a Working Group Chair follow the process for chair selection used in the Working Group Formation section.

4.4.6 In the unlikely circumstances that a Working Group Chair is unable to fulfill the responsibilities of the position and has not resigned, three Voting Member Working Group participants from three separate companies may submit a request to the parent Subcommittee that a new election be held. The request must be submitted in writing, either via email or hard copy. The request is then voted in the Parent Body. Prior to initiating the request, Working Group members are strongly encouraged to attempt to resolve their concerns directly with the Working Group chair.

4.5 Working Group Voting. Any changes to DMTF specifications, processes, or other items to be balloted in a Working Group that will be brought forward to the parent Subcommittee are made through Change Requests (CRs). CRs are created using the Change Request template, which is available from the member section of the DMTF web site. Issues that are solely within the scope of the Working Group may be balloted without the generation of a CR. The principle for the working of all DMTF Working Groups is one vote per company that is participating in the vote. Non-voting or non-participating members of a DMTF Working Group may comment on a ballot by using the "abstain with comment" option on the ballot. Voting can take place through voice, electronic, or written ballot (see Section 7.3 for rules on electronic ballots). An affirmative vote requires a 2/3 majority of those Voting Members & Participating Members who vote. Abstentions are not counted. At least three Voting Members or Participating Members must cast a ballot (not including abstentions) in order for the ballot to pass. This rule applies to all ballots, motions and votes including voice votes

and electronic ballots. There may be times when the group needs to decide a simple majority question. In this case the Working Group may vote to suspend the rules (which requires a 75% vote to pass).

4.5.1 Working Group Ballot Process. The process used to resolve outstanding Change Requests (CRs) is defined in DSP4004.

4.6 Working Group Sub-teams. The formation of a sub-team is sometimes necessary within a Working Group to focus the members. Sub-teams must use the Working Groups web-page and reflector for all communications, documents and meetings and shall not create their own. Sub-teams are meant to be informal working arrangements to get work items accomplished, such as investigations or specification authorship. As such, they shall not have any formal standing.

4.7 Updating a Working Group Charter. From time to time, it is necessary for Working Groups to update their charter. This could be an expansion or reduction in scope, change in deliverables, timelines, chairs or other information in the charter. The process to update a Working Group charter is as follows:

4.7.1 When a Working Group has prepared an updated charter, they must forward it to the Subcommittee. The Subcommittee then is responsible for approving the changes to the charter.

4.7.2 The Subcommittee Chair then notifies the Board of the changes to the charter. If the changes involve changes in scope, the charter must be approved by the Board. Changes in the first three sections of the charter are considered changes in scope (Management Problem(s) and Environment, Working Group Charter, Alliance Partnerships). If the changes do not involve changes in scope, the charter does not need formal approval by the Board. The charter can be considered to be approved after the following board meeting unless the Board chooses to take action and formally rejects the changes.

4.8 Quiescing a Working Group. Should a Working Group become inactive for a period of time, the Working Group may be Quiesced as follows:

4.8.1 The Working Group Chair or Subcommittee Chair may make a request to the appropriate Subcommittee Chair that a Working Group be quiesced. This move is justified when no deliverables remain but the group may need to become active again to work on a new revision. It may also be justified if the group lacks the resources to complete the assigned work but expects to be able to continue it in the future (perhaps when other pending work is complete). A motion is made to Quiesce the Working Group and a vote held. If anyone takes issue with the move to quiesce, a discussion between the Subcommittees and the Working Group Chair is scheduled. Following the discussion, a report to the Subcommittee is made and another vote is held. Upon approval, the request is forwarded to the Committee and then (upon successful Committee vote) to the Board for approval.

4.8.2 After Board approval, an announcement is sent to all the DMTF members indicating that the Working Group is quiesced and providing the web location of its archived information. Questions regarding the work and deliverables of

the Working Group can continue to be mailed to the DMTF list through the [Contact Us](#) page.

4.9 Dissolving a Working Group. The process to dissolve a Working Group is as follows:

- 4.9.1 A Working Group Chair or Subcommittee Chair may make a request to the appropriate Subcommittee Chair that a Working Group be dissolved. This move is justified when no Working Group goals and deliverables remain or the Working Group is inactive. This information is then conveyed to the Subcommittee by the appropriate Subcommittee Chair. If anyone takes issue with the move to dissolve, a discussion between the Subcommittees and the Working Group Chair is scheduled. Following the discussion, a report to the Subcommittee is made and another vote is held. Upon approval, the request is forwarded to the Committee and then (upon successful Committee vote) to the Board for approval.
- 4.9.2 After Board approval, an announcement is sent to all the DMTF members indicating that the Working Group is dissolved and providing the web location of its archived information. Questions regarding the work and deliverables of the Working Group can continue to be mailed to the DMTF list through the [Contact Us](#) page.

5 Forums. The Interoperability Committee forms Forums. Forums focus on issues in specific areas of the Interoperability Committee's charter. Forums are different from Subcommittees and Working Groups in that Forums pursue work that is interesting to a subset of DMTF members and they collect/disperse monies, within the rules and regulations of the DMTF Bylaws, from this subset of the DMTF membership to succeed at their stated mission. As such, membership in a forum may be restricted to DMTF members who fulfill key requirements like paying special dues or a membership fee. Forum may exist for any purpose within these guidelines and the DMTF Bylaws. Forums are intended to be self funding (that is they are responsible for collecting monies to pay for programs or initiatives they seek to deliver) but may request funds from its governing committee. As goals, charter, timeline and deliverables evolve; the Forum chair is responsible for updating this information, and notifying the Chairperson of the Committee. In turn, the Chairperson will notify the Chairpersons of the other Committees. If there are issues with the changes, then a discussion between the Committees, and the Forum chairperson and members will be scheduled. Once all issues are resolved, the updated charter, list of goals and deliverables, and timeline are balloted by the Board of Directors.

Forum may still be considered active regardless of whether scheduled teleconferences occur, and/or change requests are submitted. It is necessary that Forums have "active" goals, deliverables, timeline and charter in order to exist. Additional requirements for submissions and participation can be defined by a Forum basically extending the charter and deliverables of the team. If this is done, this must be approved by the Forum members and documented on the Forum's main web page. Changes to a Forum charter MUST be approved by the interoperability committee and the Board of Directors.

5.1 Forum Formation The process to propose and form a new Forum is specified in section 6.1 with the Forum being the Body referenced in that section:

- 5.2 Forum Membership and Participation** Forums are open to DMTF Board, Leadership, Participation, and Sponsored Members and designated Academic Alliance and Alliance Partner representatives that pay any additional fees/dues established by the Forum. Academic Alliance and Alliance Partner representatives are non-voting members of Forums, as approved by the DMTF Board. Academic Alliance and Alliance Partner Members are assigned to specific Forums as non-voting members when the board approves their application. Monitoring membership does not include Forum access.
- 5.3 Forum Meetings** Notice of Meetings shall be posted on the DMTF Event calendar. Meeting agendas should be included in the Event calendar and must be sent to the Forum email list by the Forum Chair at least two business days before the meeting. Collateral material, or the material that is the subject of discussion, shall be posted at least two business days prior to the start of the scheduled meeting. Meetings may be face-to-face events or teleconferences. Forums may decide on the frequency of their meetings.
- 5.4 Forum Officers** Forums may establish the cadre of officer positions needed to govern however, each Forum must at least have a Chairperson. Officer positions may include but are not limited to Chair, Vice Chair, Treasurer, or Secretary. Voting Members who pay applicable Forum dues are eligible to be an officer in a Forum. A DMTF member company may hold only one officer position in any given Forum. Sponsored members can be an officer in a Forum with board approval unless otherwise prohibited by Forum Charter. No other categories of membership have the right to be an officer in a Forum. The Forum Chairperson is a non-voting member of the sponsoring Committee, unless voting as the Voting Member representative. The Chairperson is responsible leading other officers that are elected to the Forum. Officers in a Forum should be elected every two years. In the event that an Officer in a Forum resigns or can no longer fulfill the obligations of the office, a new Officer is selected according to the process for chair selection used in the Forum Formation section.
- 5.4.1 The Chair/Co-chair must adhere to the responsibilities as stated in section 6.3.
- 5.5 Forum Voting.** All changes to DMTF specifications, processes, or other items to be balloted in a Forum are made through Change Requests (CRs). CRs are created using the Change Request template, which is available from the member section of the DMTF Web site. The principle for the Work of all DMTF Forums is one vote per participating company. Non-voting or non-participating members of a DMTF Forum may comment on a ballot using the "abstain with comment" option on the ballot. Voting may take place via voice, electronic or written ballot (see Section 7.3 for rules on electronic ballots). An affirmative vote requires a 2/3 majority of those member companies voting. Abstentions are not counted in establishing the majority. At least three forum members eligible to vote must cast a ballot (not including abstentions) in order for the ballot to pass. There may be times when the group needs to decide a simple majority question. In this case the Forum may vote to suspend the rules (which requires a 75% vote to pass).
- 5.6 Forum Structure and Sub-teams** It is sometimes necessary to form sub-teams within a Forum in order to focus the members. When this occurs, the work of the sub-

team must fall within the charter of the "parent" Forum -- and the Forum's goals, charter, deliverables and timeline must be updated to reflect the activities of the sub-team. The formation, leadership and termination of a sub-team is a prerogative of the Forum. Also, the Forum may be organized into different classes of membership each of which has different voting rights and membership fee/dues requirements.

- 5.7 **Collecting Membership Dues/Fees and Accounting** Dues/Fee collection, banking services and accounting services will be provided to the Forum from DMTF central services. All Forum memberships will align with the DMTF's membership cycle and fiscal year, and follow DMTF's established practices.
- 5.8 **Technical Specifications/Standards** The Technical Committee shall ultimately govern/manage all standards or specifications that a Forum may require.
- 5.9 **Interoperability Services** The Interoperability Committee may choose to oversee or govern all conformance testing and certification programs required by a Forum. It may also choose to be the sole supplier of tools and infrastructure needed to carry out conformance testing and certification programs. As such, the interoperability committee may assess a fee to the Forum for these services and/or tools. These fees will be jointly agreed to by the Interoperability Committee and the Forum(s).
- 5.10 **Marketing and PR Activities** Marketing and PR needed to carry out the Forums objectives will be supplied to the Forum through the DMTF Marketing Committee.
- 5.11 **Changes in Forum Governance and Operation** From time to time, it may be necessary for a Forum to update their charter, dues, membership privileges, or other characteristics of the Forum's operation.
- 5.11.1 **Modifying the Forum Charter** When the Forum proposes an expansion or reduction in scope, change in deliverables, timelines, chairs or other information in the Forum charter the charter must be modified. The process to update a Forum charter is as follows:
- 5.11.1.1. When the Forum has prepared and accepted an updated charter, they must forward it to the Committee. The Committee is then responsible for reviewing changes to the charter and providing comments and recommendations back to the Forum as information.
 - 5.11.1.2. The Committee Chair then notifies the Board of the changes to the charter. If the change involves changes in scope, the charter must be approved by the Board. Changes in the first three sections of the charter are considered changes in scope (Management Problem(s) and the Environment, Working Group Charter, Alliance Partnerships). If the changes do not involve changes in scope, the charter does not need formal approval of the Board. The charter can then be considered to be approved after the following Board meeting unless the Board chooses to take action and formally rejects the changes.

5.11.2 Other Changes in Group Practices and Procedures When the Forum proposes changes that are not changes to the charter, but change operating practices or procedures that include Forum dues, membership classes, or changes in membership entitlements, the process is as follows.

5.11.2.1. When the Forum has prepared and accepted these changes, they must forward the proposed changes to the Committee. The Committee is then responsible for reviewing the changes and providing comments and recommendations back to the Forum as information..

5.11.2.2. The Committee Chair then notifies the Board of the changes. These changes do not need the formal approval of the Board. The changes can then be considered to be approved after the following Board meeting unless the Board chooses to take action and formally rejects the changes.

5.12 Quiescing a Forum. Forums cannot be quiesced.

5.13 Dissolving a Forum. The process to dissolve a Forum is as follows:

5.13.1 Voluntary Dissolution of a Forum A Forum Chair may request the Interoperability Committee Chair that a Forum be dissolved. This move is justified when there are no remaining Forum goals and deliverables or the Forum is inactive. This request is then conveyed to the DMTF Board by the Interoperability Committee Chair. If there are issues with the move to dissolve, then a discussion between the Interoperability Committee Chair and the Forum's representative will be scheduled to negotiate a solution. If there are no issues or discussion, then a request to dissolve the Forum is sent to the Board for approval.

- 5.13.1.1. The Forum shall settle all accounts, current contracts, business obligations and outstanding debts of the Forum before a motion to dissolve the Forum will be accepted. Current contracts may be cancelled, or may be transferred to the DMTF Board, at the discretion of the Board.
 - 5.13.1.2. If the Forum has established ongoing programs that they wish to continue after the Forum is dissolved, the Forum must develop a plan with the Interoperability Committee Chair for the continuation of such programs, and obtain the approval of the DMTF Board for the programs to continue.
 - 5.13.1.3. Any funds remaining in the Forum's treasury after all debts and obligations are settled shall be transferred to the general fund of the DMTF.
- 5.13.2 **Involuntary Dissolution of a Forum** A Forum may be involuntarily dissolved if its membership drops or other factors make it impossible for the Forum to operate within the rules and policies of the DMTF.
- 5.13.2.1. Having discovered that a Forum is operating outside the rules and policies of the DMTF, the Interoperability Committee Chair shall notify the Forum via the group's email alias of such nonconformance. The Forum then has a period of 60 days to restore operation of the Forum to the terms of DMTF rules and policies. If, after 60 days, the Forum remains out of conformance with DMTF rules and policies, the Interoperability Committee chair will notify the DMTF Board, and the Board will vote to dissolve the Forum.
 - 5.13.2.2. When the DMTF Board dissolves a Forum, all funds remaining in the Forum's treasury shall be transferred to the general fund of the DMTF.
 - 5.13.2.3. Ongoing conformance programs or other programs being run by the Forum may be continued or cancelled, at the discretion of the DMTF Board.
 - 5.13.2.4. The DMTF Treasurer shall settle remaining accounts and debts owed by the Forum with money from the DMTF general fund. The Treasurer will cancel or continue current Forum contracts with outside vendors, at the discretion of the DMTF Board in keeping with DMTF policies.
- 5.13.3 **Announcement of Dissolution** After the Board vote to dissolve the Forum passes, an announcement is sent to all DMTF members within 20 business days indicating that the Forum is dissolved, and providing the web location of its archived information. At this time, the membership roster of the dissolved Forum is cleared. Questions regarding the work and deliverables of the Forum can continue to be mailed to the DMTF list, via the Contact Us page.

6 Supporting Organizational Processes. This section contains information supporting the prior sections.

6.1 **Formation** This section covers the formation of bodies such as Subcommittees, Working Groups and Forums, referred to in this section as Body and Parent Body.

- 6.1.1 Proposals for a new Body can be proposed by any three Voting Member companies of the DMTF. They are brought to the Chair of the appropriate Parent Body. A proposal to form the new Body must be submitted and an interim Chair or Co-Chairs identified (hereafter referred to as “interim Chair”). The interim Chair must be from a Board or Leadership Member company. The Parent Body Chair then hosts a discussion with the interim Body Chair(s) and the appropriate Parent Body. The goals of the discussion are to determine if the work aligns with the strategy and focus of the DMTF, what existing work is available in the industry, whether cooperative relationships with standards outside the DMTF might be necessary, and so on. No binding vote need be held. If the Parent Body is a Subcommittee, then a similar discussion must be held at the Committee. No binding vote need be held. The proposal goes to the Board for approval.
- 6.1.2 After the proposal for the new Body is approved by the Board, an announcement is sent to all Voting Member companies by the Committee Chair soliciting interested participants to attend one or more teleconferences or face-to-face meetings. The purpose of these meetings is to craft an initial charter for the Body, a list of goals and deliverables, and a proposed timeline. At least three Voting Member companies must express interest in order to continue to the next step.
- 6.1.3 After at least three Board or Leadership Member companies have expressed interest in forming the new Body, representatives from these companies meet to discuss goals, a charter, deliverables, and a timeline. An interim group page may be created on the DMTF web site at this point to facilitate discussion and coordinate meetings. The Chair of the appropriate Parent Body is responsible for providing insight and observations about the DMTF, any requested help in anticipating Committee/Subcommittee/Board questions and responses, and answers to procedural questions.
- 6.1.4 At the conclusion of the meetings, the interim Chair submits an initial charter, a list of goals and deliverables, and a timeline to the Chair of the appropriate Parent Body. In addition, the interim Chair must identify at least three member companies that are committed to the ongoing work. The Parent Body Chair then verifies the submitted information. If no issues exist, the charter, timeline, and lists are sent to the Parent Body for ballot following the normal ballot process. If the Parent Body is a Subcommittee, then a similar discussion and vote must be held at the Committee. The charter goes to the Board for approval. Issues with the Working Group’s goals, charter, deliverables, committed companies, and timeline should be raised in the initial ballot and then worked to closure.

- 6.1.5 After Board approval of the initial Working Group charter, the appropriate Committee Chair sends a second announcement to all DMTF members indicating the formation of the new Body and the timing of its first meeting. At the formation meeting for the Body, the charter, goals, deliverables, list of committed companies, and timeline are reviewed (and possibly amended), the chairing method for the Body is decided (single chair, chair/vice-chair or co-chairs), the official Chair nomination process is started, and work on the deliverables commences. Meeting times for the new Body should also be discussed and balloted if agreement during the meeting is not reached.
- 6.1.5.1. If the Body is a Forum, any forum fees and forum officer positions (such as treasurer) are decided and the nomination process for these positions is started. Note that the process for deciding on these positions is the same as for deciding on chairs.
- 6.1.6 At the Working Group formation meeting, any chairs, vice-chairs, co-chairs or other officers that are elected are elected according to the procedure in Section 6.2.
- 6.2 **Chair elections.** The following section applies to the selection of chairs, co-chairs, vice chairs and other officers. While this section mentions chairs, co-chairs and vice chairs specifically, the procedure applies to any elected position where there is a primary role (chair), secondary or assistant role (vice-chair) or shared role (co-chairs).
- 6.2.1 The presiding Parent Body Chair accepts nominations for the Chair of the Body. Nominations can be submitted at the meeting or by email to the appropriate Parent Body Chair alias.
- 6.2.2 At the next meeting, the appropriate Parent Body Chair announces the list of nominees. Each nominee describes his or her background and interest in the Chair role. If multiple candidates for Chair exist, the Chair is selected through an email ballot to the appropriate Parent Body Chair alias. If only one Chair candidate exists, members may voice objections to the candidate to the appropriate Parent Body Chair alias within seven days of the candidate announcement.
- 6.2.3 If the group has decided that a Vice-Chair should be selected, the Vice-Chair is elected after the Chair has been selected and the process follows the Chair selection process. Candidates for Vice-Chair must not be from the same company as the chair and no two candidates can be from the same company.
- 6.2.4 If the group has decided that co-chairs should be selected, the election process is different if multiple candidates exist. No two candidates can be from the same company. For co-chair ballots, each company gets 2 votes for WG chair but each vote must be for different individuals. If there are two candidates with a majority of votes, they are elected co-chairs. If there is one winner with a simple majority (50%) votes, there will be a run-off vote for the other co-chair between the two candidates that receive the most votes besides the candidate with a majority. In the event that the prior methods do not result in chair selection, co-chairs will be selected one at a time (similar to the process of voting chair then vice-chair). Should no candidate receive a

majority of votes at this point, a plurality will suffice.

- 6.3 Chair responsibilities** This section covers the responsibilities of a chair, vice-chair or co-chair. The terms “body”, “parent body” and “subordinate body” are used here to make this section apply equally to all levels of the organization.
- 6.3.1 The Chair is responsible for acting as the chair for all meetings and ensuring that all DMTF policies and procedures are followed.
 - 6.3.2 The Chair is responsible for attendance in and reports to meetings of the body and parent body.
 - 6.3.3 The Chair is responsible for informing the parent body of the progress, schedule and status of the specific technologies or programs under development by the body and its subordinate bodies on a monthly basis.
 - 6.3.4 The Chair is responsible for bringing body issues to the parent body for resolution and body output to the parent body for forwarding to the DMTF Board through the organization for publication.
 - 6.3.5 The Chair is responsible for maintaining email lists and rosters for the body.
 - 6.3.6 The Chair is responsible for ensuring that accurate minutes of each meeting are taken and posted on the web site, together with pertinent documents. If a body chooses to rotate responsibility for recording minutes amongst its participants, each participating company is required to participate in the rotation,
 - 6.3.7 The Chair is also responsible for seeing that meeting attendance is tracked using the tracking tool in the body’s area of the web site.
 - 6.3.8 The Chair is responsible for ensuring that an accurate record of the status of all specifications owned by the body is maintained
 - 6.3.9 The Chair is responsible for ensuring the body and all subordinate body charters are up to date and operating within their charter.
 - 6.3.10 The chair is responsible for publishing of agenda two business days prior to meetings and ensuring that all collateral material for discussions are published two business days prior to meetings.
 - 6.3.11 The Chair is responsible for declaration of voting results.
 - 6.3.12 The Chair is responsible for Alliance Partner Work Register responsibilities and milestones as declared in the Work Registers.
 - 6.3.13 The Chair is responsible for ensuring that the DMTF Recording Policy is adhered to.

6.3.14 The Chair is responsible for ensuring that the body and all subordinate bodies have a vice-chair or co-chair that can assume the role of chair upon a vacancy or absence of the chair.

6.4 **Chair Vacancy** From time to time certain events may result in the necessity for the chair, co-chair or vice-chair of a DMTF Body to vacate. The following section indicates circumstances when chair changes are warranted and how they should be handled:

6.4.1 When the chair, co-chair or vice chair leaves or changes companies (other than through a merger or buy out), the position held by that person must be vacated and a new election held or in the case of a committee a new board appointment is made.

6.4.2 When a Body changes chairing model, the rules in section 6.5 require an election be held.

6.4.3 When a member company is purchased by or merged with another company and the co-chairs and/or the chair and vice-chair now report to the same company one of the positions must be vacated and a new election held for that position or in the case of a committee a new board appointment is made.

6.4.4 If no vice-chair or co-chair has been elected at the time of the vacancy, the chair of the parent body assumes the responsibility until a new election can be completed or in the case of a committee a new board appointment is made.

6.5 **Chairing Model Changes** Should a DMTF Body deem it necessary to change its chairing model (which can be done any time by motion in the DMTF Body), the following procedures shall be followed:

6.5.1 When a group with a single chair changes to a model with a chair and a vice-chair, the current chair maintains the position and an election is held for vice-chair.

6.5.2 When a group with a single chair changes to a model with co-chairs, the current chair maintains the position and an election is held for the other co-chair.

6.5.3 When a group with a chair and vice-chair changes to a model with a single chair, the current chair maintains the position and the vice-chair position is eliminated.

6.5.4 When a group with a chair and vice-chair changes to a model with co-chairs, the current chair maintains the positions, the vice-chair position is eliminated and an election is held for the other chair.

6.5.5 When a group with co-chairs changes to a model with a single chair, the process is more complex. If one chair resigns, the other chair maintains the position. Otherwise, the chairs become interim chairs until an election is held for the single chair seat.

6.5.6 When a group with co-chairs changes to a model with a chair and vice chair, the process is more complex. If one chair resigns, the other chair maintains the position. Otherwise, the chairs become interim chairs until an election is held for the single chair seat. The vice-chair position is then filled via the normal election process.

6.6 **DMTF Recording Policy** DMTF meetings of any body may, at the discretion of the designated recording secretary, may be audio-recorded, provided the following rules are followed:

6.6.1 The purpose of recording is only to ensure accurate meeting notes.

6.6.2 Only the recording secretary may perform the recording.

6.6.3 The recordings may not be shared, or played back, by the recording secretary with any other member.

6.6.4 The recordings must be destroyed after the minutes are approved by the group.

6.6.5 Participation in DMTF calls gives implicit permission for the recording secretary to record according to these rules.

6.6.6 The chair or secretary shall announce that the meeting is being recorded at the beginning of the meeting, prior to the approval of the meeting agenda.

6.6.7 The following text should be placed in the meeting agenda template:

"DMTF PHONE CONFERENCES MAY BE RECORDED FOR QUALITY PURPOSES TO ENSURE ACCURACY IN RECORD-KEEPING."

7 Other Situations

7.1 **Rules or Order** The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the DMTF (including Committees, Subcommittees, Working Groups, Forums and Chapters) in all cases to which they are applicable and in which they are not inconsistent with the DMTF Bylaws and any special rules or processes that the DMTF adopts.

7.2 **Escalations** From time to time, in the course of DMTF activities a situation may arise where action taken or not taken by a group or member is alleged to be in violation of the policies, processes and procedures set forth by the DMTF. Members involved in a disagreement should attempt to resolve the disagreement within the group. If this attempt is unsuccessful, the issue should be documented in the group minutes. When this situation occurs, an eligible member may appeal this with an escalation. The creation of an escalation results in review of the situation and resolution by the parent group, "Group" may represent a Working Group, Committee, Board, Forum or any other DMTF grouping structure.

7.2.1 **Eligibility** Any DMTF member may raise an escalation.

- 7.2.2 **Responsibilities** When a member raises an escalation, it is the responsibility of the chairperson of the parent group to place the issue on the agenda for discussion within the next 3 regular meetings or 30 days, whichever is smaller.
- 7.2.2.1. The parent group chairperson must inform the originating group chairperson and the escalating member of the escalation and when it will be on an agenda for discussion. During that agenda slot, the originator and origin group chairperson are invited to attend regardless of normal participation rights.
- 7.2.3 **Escalation Requirements** The complaint should state the nature of the objection(s) in writing, including any direct and material adverse effects upon the appellants; the relevant section(s) of the DMTF policies, procedures or processes at issue; the actions or inactions at issue; and the specific remedial action(s) that would satisfy the appellants' concerns.
- 7.2.4 **Timeline** An escalation must be raised within 30 days of the contested action.
- 7.2.5 **Further escalation** If the member escalating an issue is dissatisfied by the resolution of the parent group or committee, the escalation may be raised to the next level in the organization. For example, an escalation starting in a Working Group would move to the Subcommittee, the TC, and then the Board.
- 7.2.6 **Final Decisions** Escalations which reach and are resolved by the Board of Directors are considered final within the DMTF.
- 7.3 **Electronic Ballots** Since Robert's Rules of Order Newly Revised does not describe the validity of electronic ballots, the rules governing Electronic Ballots are included in this section. The intent of these rules is to give electronic ballots the same validity and opportunity as motions made during meetings. This includes the ability to discuss the motion and still have it be binding.
- 7.3.1 Electronic ballots have equal weight and validity to other votes described in Roberts Rules of Order Newly Revised.
- 7.3.2 Electronic ballots must be opened by a chair or his/her designee. They can be opened outside of a normal meeting and are considered part of the next occurring meeting with respect to RONR, except where indicated otherwise in this document.
- 7.3.3 Electronic ballots that are intended to be binding must start with the words "Motion to" and state the motion upon which the body is voting. Any ballot that does not contain this preamble is considered non-binding. Ballots used to conduct a poll or solicit requests for comment shall have the preamble "RFC" and should not have the options "Yes/No" for voting.
- 7.3.4 When a motion is made by any member of the body, the motion may stipulate that the vote be conducted by electronic ballot. If a motion is already on the floor, any member of the body may move that this motion's vote be conducted by electronic ballot. This secondary motion is treated with the precedence of a motion to amend and requires Simple Majority consent in order to pass. If

the secondary motion passes, an electronic ballot shall be opened for the primary motion. .

- 7.3.5 Motions which are already using electronic ballots may be amended during the next meeting. Note: a request to extend a ballot for more review time communicated as ballot comments is a request for a motion to amend at the next meeting.
- 7.3.6 Any member of the body may request a secret ballot be held for a vote. This is treated as a motion to amend if made with a motion pending. Simple Majority consent is required to approve.
- 7.3.7 All electronic ballots shall be open for a period no shorter than seven calendar days (not less than 152 hours).
- 7.3.8 If a ballot closes between meetings of a body, then the closure of the ballot must be part of the next meeting of that body. It is recommended that chairs set up the ballot to close during the meeting itself. The following are the procedures for closing and declaring the results of the ballot:
 - 7.3.8.1. The early part of the agenda for the body must include an item for closing electronic ballots
 - 7.3.8.2. The body will discuss the electronic ballot and any comments made during the balloting period.
 - 7.3.8.3. Any member may either cast or change the existing vote. The responsibility for recording this falls upon the chair. The votes must be recorded in the electronic ballot.
 - 7.3.8.4. The chair closes that ballot and declares the results.
- 7.3.9 Electronic ballots are considered as motions with respect to RONR and therefore may be rescinded during a meeting. They must not be amended during the meeting in which the ballot is closed since those registering their vote might not be in attendance to modify their vote on the amended motion.

8 **DMTF Management Initiatives.** The DMTF may create Management Initiatives for purposes of consolidating messaging & promotion around technical or interoperability deliverables.

- 8.1 A Management Initiative is a DMTF protected term applied to a set of specifications, documents and activities that address a specific resource domain (e.g. Server Management, Storage Management, Desktop Management, etc.) that meet the following conditions.
 - 8.1.1 It must have technical components:
 - 8.1.1.1. It must have a top-level specification that normatively defines the technical content of the Management Initiative. That specification must reference one or more Management Profiles and one or more WBEM Protocols or other specifications within the management domain.

- 8.1.1.2. It must reference White Papers that describe the specifications and how they apply to the management domain.
 - 8.1.2 It must have messaging components:
 - 8.1.2.1. It must have requirements for messaging or technical evangelism to promote the Management Initiative for the mutual benefit of membership companies. This may include, but is not limited to, press releases, tech notes, presentations and coordination of events with the Marketing Committee. This may be as simple as a web page presence and press release or presentation and does not require a significant marketing effort.
 - 8.1.3 It should have compliance and/or interoperability components:
 - 8.1.3.1. It may have requirements for compliance & interoperability. This may include, but is not limited to, any of the following: formation of DMTF Forums, plug-fests, development of compliance specifications and test suites. This may be as simple as plug-fests or compliance specifications and is not meant to imply DMTF enablement of this activity.
 - 8.2 The Technical Committee is responsible for approving that the technical aspects of the Management Initiatives as appropriate. The Marketing Committee is responsible for approving that the messaging components of the Management Initiative are appropriate. The Compliance and Interoperability Committee is responsible for ensuring that the compliance and/or interoperability components are appropriate.
 - 8.3 For a Management Initiative to be formed, the following steps must take place.
 - 8.3.1 A Management Initiative proposal must be prepared.
 - 8.3.2 The Technical Committee must approve the technical content of the proposal. It is assumed that the technical content, in form of DSP(s) and white paper(s), is already on the roadmap for the Technical Committee to approve
 - 8.3.3 The Marketing Committee must approve the marketing content of the proposal. It is assumed that the messaging content is already on the Marketing Committee roadmap
 - 8.3.4 The Compliance and Interoperability Committee must approve any compliance and interoperability content of the proposal.
- Once these steps are completed, DMTF Board approval is required for the Management Initiative to be created.
- 8.4 Subcommittees should be formed under the Marketing Committee to manage the messaging of the Management Initiative and facilitate coordination across committees as needed. This is done using the Subcommittee creation process, indicated earlier in this document. The charter of the subcommittee is to manage the messaging of the Management Initiative.

9 Information Access. A policy of the DMTF is to have stable information available to its members. Committee and Working Group members are entitled to have access to any pertinent data related to the decisions and operations of the team.

9.1 **Web Posting.** It is the responsibility of the Chairs to ensure that all of the data required for the work of the team is made available to all participants. Chairs accomplish this by posting to the Working Group web page in the "Members Only" section of the DMTF web site.

9.2 **Email Lists.** The DMTF maintains email lists for each Working Group for distributing information to its members. The email lists are for participants of Committees, Subcommittee and Working Groups. Committee and Working Group email lists are for the internal use of the teams in support of their development or marketing activities. These lists are not for general dissemination of information.

9.3 **Information Restriction.** The restriction of information to a Committee or Working Group (until approved by that team and passed to the next group in the DMTF organizational hierarchy) is to protect the DMTF and all its members from partial ideas or incomplete or inaccurate information taken out of context. Participants understand the history and context of this internal information.

9.4 **Access Removal.** Failure to participate can result in an individual being dropped from a Committee, Subcommittee or Working Group, at the discretion of the Chair. This step is not taken hastily. Additions to and removals from the Committee, Subcommittees and Working Group rosters are the responsibility of the Chairs who have that access right. Member access IDs and passwords are the responsibility of the DMTF.

9.5 **Information Dissemination.** If a member wants to disseminate unreleased DMTF information within their company for internal review, it is permitted as long as the information is marked as "DMTF Confidential." Confidential information should not be redistributed to any employee of a non-DMTF member company without the permission of the DMTF Board of Directors.

9.6 **Document Information.** Document information is generally disseminated through the DMTF specification web pages and the Members are informed of specification updates through the DMTF Newsletter. Access to the specification web pages is open to anyone.

9.7 **Call for Essential Patent Rights.** When a document is approved by the Board as a Preliminary Document, a request is made by the appropriate Vice President, after approval from the Executive Committee, to Member Companies to disclose any essential patent rights that might be infringed by an implementation of the technology described in the posted document, as required in the [DMTF Patent Policy](#).

10 Chapters. The Regional Chapter Committee (RCC) forms Chapters. Chapters focus on issues in specific areas of the RCC's charter. Chapters are different from Subcommittees and Working Groups in that Chapters pursue work that is interesting to a

subset of DMTF members and they collect/disperse monies, within the rules and regulations of the DMTF Bylaws, from this subset of the DMTF membership to succeed at their stated mission. As such, membership in a Chapter may be restricted to DMTF members who fulfill key requirements like paying special dues or a membership fee. Chapters may exist for any purpose within these guidelines and the DMTF Bylaws. Chapters are intended to be self funding (that is they are responsible for collecting monies to pay for programs or initiatives they seek to deliver) but may request funds from its governing committee. As goals, charter, timeline and deliverables evolve; the Chapter chair is responsible for updating this information, and notifying the Chairperson of the Committee. In turn, the Chairperson will notify the Chairpersons of the other Committees. If there are issues with the changes, then a discussion between the Committees, and the Chapter chairperson and members will be scheduled. Once all issues are resolved, the updated charter, list of goals and deliverables, and timeline are balloted by the Board of Directors.

Chapters may still be considered active regardless of whether teleconferences occur, and/or change requests are submitted. It is necessary that Chapters have "active" goals, deliverables, timeline and charter in order to exist. Additional requirements for submissions and participation can be defined by a Chapter extending the charter and deliverables of the team. If this is done, this must be approved by the Chapter members and documented on the Chapter's main web page. Changes to a Chapter charter MUST be approved by the RCC and the Board of Directors.

- 10.1 **Chapter Formation** The process to propose and form a new Chapter is specified in section 6.1 with the Chapter being the Body referenced in that section:
- 10.2 **Chapter Membership and Participation** Chapters are open to DMTF Board, Leadership, Participation, and Sponsored Members and designated Academic Alliance and Alliance Partner representatives that pay any additional fees/dues established by the Chapter. Academic Alliance and Alliance Partner representatives are non-voting members of Chapters, as approved by the DMTF Board. Academic Alliance and Alliance Partner Members are assigned to specific Chapters as non-voting members when the board approves their application. Monitoring membership does not include Chapter access.
- 10.3 **Chapter Meetings** Notice of Meetings shall be posted on the DMTF Event calendar. Meeting agendas should be included in the Event calendar and must be sent to the Chapter email list by the Chapter Chair at least two business days before the meeting. Collateral material, or the material that is the subject of discussion, shall be posted at least two business days prior to the start of the scheduled meeting. Meetings may be face-to-face events or teleconferences. Chapters may decide on the frequency of their meetings.
- 10.4 **Chapter Officers** Chapters may establish the cadre of officer positions needed to govern however, each Chapter must at least have a Chairperson. Officer positions may include but are not limited to Chair, Vice Chair, Treasurer, or Secretary. Voting Members who pay applicable Chapter dues are eligible to be an officer in a Chapter. A DMTF member company may hold only one officer position in any given Chapter. Sponsored members can be an officer in a Chapter with board approval unless otherwise prohibited by Chapter Charter. No other categories of membership have the right to be an officer in a Chapter. The Chapter

Chairperson is a non-voting member of the sponsoring Committee, unless voting as the Voting Member representative. The Chairperson is responsible leading other officers that are elected to the Chapter. Officers in a Chapter should be elected every two years. In the event that an Officer in a Chapter resigns or can no longer fulfill the obligations of the office, a new Officer is selected according to the process for chair selection used in the Chapter Formation section.

10.4.1 The Chair/Co-chair must adhere to the responsibilities as stated in section 6.3.

- 10.5 **Chapter Voting.** All changes to DMTF specifications, processes, or other items to be balloted in a Chapter are made through Change Requests (CRs). CRs are created using the Change Request template, which is available from the member section of the DMTF Web site. The principle for the Work of all DMTF Chapters is one vote per participating company. Non-voting or non-participating members of a DMTF Chapter may comment on a ballot using the "abstain with comment" option on the ballot. Voting may take place via voice, electronic or written ballot (see Section 7.3 for rules on electronic ballots). An affirmative vote requires a 2/3 majority of those member companies voting. Abstentions are not counted in establishing the majority. At least three chapter members eligible to vote must cast a ballot (not including abstentions) in order for the ballot to pass. There may be times when the group needs to decide a simple majority question. In this case the Chapter may vote to suspend the rules (which requires a 75% vote to pass).
- 10.6 **Chapter Structure and Sub-teams** It is sometimes necessary to form sub-teams within a Chapter in order to focus the members. When this occurs, the work of the sub-team must fall within the charter of the "parent" Chapter -- and the Chapter's goals, charter, deliverables and timeline must be updated to reflect the activities of the sub-team. The formation, leadership and termination of a sub-team is a prerogative of the Chapter. Also, the Chapter may be organized into different classes of membership each of which has different voting rights and membership fee/dues requirements.
- 10.7 **Collecting Membership Dues/Fees and Accounting** Dues/Fee collection, banking services and accounting services will be provided to the Chapter from DMTF central services. All Chapter memberships will align with the DMTF's membership cycle and fiscal year, and follow DMTF's established practices.
- 10.8 **Technical Specifications/Standards** The Technical Committee shall ultimately govern, manage and approve all standards or specifications that a Chapter may require.
- 10.9 **Interoperability Services** The Interoperability Committee may choose to oversee or govern all conformance testing and certification programs required by a Chapter. It may also choose to be the sole supplier of tools and infrastructure needed to carry out conformance testing and certification programs. As such, the interoperability committee may assess a fee to the Chapter for these services and/or tools. These fees will be jointly agreed to by the Interoperability Committee and the Chapter(s).

- 10.10 **Marketing and PR Activities** Marketing and PR needed to carry out the Charter's objectives will be developed in conjunction with the DMTF Marketing Committee.
- 10.11 **Changes in Chapter Governance and Operation** From time to time, it may be necessary for a Chapter to update their charter, dues, membership privileges, or other characteristics of the Chapter's operation,
- 10.11.1 **Modifying the Chapter Charter** When the Chapter proposes an expansion or reduction in scope, change in deliverables, timelines, chairs or other information in the Chapter charter the charter must be modified. The process to update a Chapter charter is as follows:
- 10.11.1.1. When the Chapter has prepared and accepted an updated charter, they must forward it to the Committee. The RCC is then responsible for reviewing changes to the charter and providing comments and recommendations back to the Chapter as information.
- 10.11.1.2. The RCC Chair then notifies the Board of the changes to the charter. If the change involves changes in scope, the charter must be approved by the Board. Changes in the first three sections of the charter are considered changes in scope (Management Problem(s) and the Environment, Working Group Charter, Alliance Partnerships). If the changes do not involve changes in scope, the charter does not need formal approval of the Board. The charter can then be considered to be approved after the following Board meeting unless the Board chooses to take action and formally rejects the changes.
- 10.11.2 **Other Changes in Group Practices and Procedures** When the Chapter proposes changes that are not changes to the charter, but change operating practices or procedures that include Chapter dues, membership classes, or changes in membership entitlements, the process is as follows.

10.11.2.1. When the Chapter has prepared and accepted these changes, they must forward the proposed changes to the RCC. The RCC is then responsible for reviewing the changes and providing comments and recommendations back to the Chapter as information..

10.11.2.2. The RCC Chair then notifies the Board of the changes. These changes do not need the formal approval of the Board. The changes can then be considered to be approved after the following Board meeting unless the Board chooses to take action and formally rejects the changes.

10.12 **Quiescing a Chapter** Chapters cannot be quiesced.

10.13 **Dissolving a Chapter** The process to dissolve a Chapter is as follows:

10.13.1 **Voluntary Dissolution of a Chapter** A Chapter Chair may request the RCC Chair that a Chapter be dissolved. This move is justified when there are no remaining Chapter goals and deliverables or the Chapter is inactive. This request is then conveyed to the DMTF Board by the RCC Chair. If there are issues with the move to dissolve, then a discussion between the RCC Chair and the Chapter's representative will be scheduled to negotiate a solution. If there are no issues or discussion, then a request to dissolve the Chapter is sent to the Board for approval.

10.13.1.1. The Chapter shall settle all accounts, current contracts, business obligations and outstanding debts of the Chapter before a motion to dissolve the Chapter will be accepted. Current contracts may be cancelled, or may be transferred to the DMTF Board, at the discretion of the Board.

10.13.1.2. If the Chapter has established ongoing programs that they wish to continue after the Chapter is dissolved, the Chapter must develop a plan with the RCC Chair for the continuation of such programs, and obtain the approval of the DMTF Board for the programs to continue.

10.13.1.3. Any funds remaining in the Chapter's treasury after all debts and obligations are settled shall be transferred to the general fund of the DMTF.

10.13.2 **Involuntary Dissolution of a Chapter** A Chapter may be involuntarily dissolved if its membership drops or other factors make it impossible for the Chapter to operate within the rules and policies of the DMTF.

10.13.2.1. Having discovered that a Chapter is operating outside the rules and policies of the DMTF, the RCC Chair shall notify the Chapter via the group's email alias of such nonconformance. The Chapter then has a period of 60 days to restore operation

of the Chapter to the terms of DMTF rules and policies. If, after 60 days, the Chapter remains out of conformance with DMTF rules and policies, the RCC chair will notify the DMTF Board, and the Board will vote to dissolve the Chapter.

- 10.13.2.2. When the DMTF Board dissolves a Chapter, all funds remaining in the Chapter's treasury shall be transferred to the general fund of the DMTF.
 - 10.13.2.3. Ongoing programs being run by the Chapter may be continued or cancelled, at the discretion of the DMTF Board.
 - 10.13.2.4. The DMTF Treasurer shall settle remaining accounts and debts owed by the Chapter with money from the DMTF general fund. The Treasurer will cancel or continue current Chapter contracts with outside vendors, at the discretion of the DMTF Board in keeping with DMTF policies.
- 10.13.3 **Announcement of Dissolution** After the Board vote to dissolve the Chapter passes, an announcement is sent to all DMTF members within 20 business days indicating that the Chapter is dissolved, and providing the web location of its archived information. At this time, the membership roster of the dissolved Chapter is cleared. Questions regarding the work and deliverables of the Chapter can continue to be mailed to the DMTF list, via the Contact Us page.

Appendix A – Change History

Version 1.8a	April 28, 2006	Clarified co-chair, vice-chair and chair election & removal Added existing practices for sub-teams and voting Clarified some text
Version 1.8b	May 1, 2006	Changes made in Process Committee call
Version 1.8c	May 8, 2006	Corrections made in Process Committee call
Version 1.8d	June 5, 2006	Changes to 3.1.1 & 4.1.1 on forming new committee
Version 1.9	October 31, 2006	Changes to Add Management Initiatives and cover charter changes and Dissolving WG/Forums.
Version 1.10	July 09, 2007	Changes added to include call for Essential Rights, formalize Sub-teams, and dissemination of information. Add Roberts Rules and Clarified Membership.
Version 2.0	February, 2008	Changed to Add Subcommittees, de-formalize sub-teams, add responsibilities for chairs, rules for meetings, minimum votes and electronic ballots
Version 2.01	March, 2008	Changes to 2.1 and 3.2 to allow Participant members to attend SCs and Committee chairs to participate in other committees.
Version 2.0.2	May 2008	Added section 10.4.7 to allow CR author or work group to request a final ballot.
Version 2.1.0	July, 2008	Corrected issues with sections 10
Version 2.2.0	February, 2009	Corrected Electronic Balloting rules and moved Section 10 & 11 to DSP4004
Version 2.3.0	October, 2009	Added DMTF Recording Policy (6.3.13 & 6.4)
Version 2.4.0	May, 2010	Clarified Electronic Ballot rules
Version 2.5.0	February, 2011	Clarified electronic ballot opening, modified forum dissolution process
Version 2.6.0	June, 2011	Clarified chairing model changes and changes in chair status that would result in a

		new election.
Version 2.7.0	February, 2011	Clarification on Forum Other Changes in Group Practices and Procedures
Version 2.8.0	March 2012	Added Chapter policies and procedures
Version 2.9.0	July 2012	Changed voting to 2/3 majority, fixed error in voting eligibility in SCs
Version 2.10.0	August 2012	Clarified Committee chair and vice chair selection process.
Version 2.11.0	November 2012	Clarified Chair vacancy, chapter participation, and information dissemination.