**Proposed Outline**

Article I: Name, Offices and Purpose

Article II: Membership

Article III: Board of Directors

Article IV: Officers

Article V: Working Groups

Article VI: Financial Administration and Recordkeeping

Article VII: Indemnification and Insurance

Article VIII: Amendments

**Current Bylaws Outline**

Article 1, 2, 3: Name, Purpose, Offices

Article 4, 5: Membership, Member Meetings

Article 6, 7: Board, Board Meetings

Article 8, 9: Officers, Executive Committee

Article 10: Working Groups

Article 11: Maintainers

Article 12: Approval of OFS Stack

Article 13: Publication

Article 14: Maintenance of the OFS Stack

Article 15: Termination and Withdrawal

Article 16: Intellectual Property

Article 17: Confidentiality

Article 18: Antitrust

Article 19: Freedom of Action

Article 20: Dissolution

Article 21: Miscellaneous (indemnity, etc)

# Name, Offices, Purpose

## Name

The name of this corporation is OPENFABRICS, INC. (the “Corporation”).

## Offices

The principal office for the transaction of business of the Corporation shall be at such location as the Board may determine.

## Purpose

The Corporation is organized exclusively for one or more of the purposes permitted by Section 501(c)(6) of the Internal Revenue Code, including the making of distributions to other organizations that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code.

## Specific Purpose

The mission of the OpenFabrics Alliance is to accelerate the development and adoption of advanced fabrics for the benefit of the advanced networks ecosystem. The mission is accomplished by: creating opportunities for collaboration among those who develop and deploy such fabrics, incubating and evolving vendor independent open source software for fabrics, and supporting and promoting the use of such fabric technologies software.

# Membership

## The Corporation shall have 4 classes of Members

### Promoter Members

Each Promoter Member organization is entitled to participate in all activities of the Corporation with these limitations, right, and privileges:

1. The right to representation on the Board of Directors.
2. The right to serve as Chair or Co-Chair of a Working Group.
3. The right to serve as an Officer of the Corporation

### Adopter Members

Each Adopter Member organization is entitled to participate in all activities of the Corporation with these limitations, rights, and privileges:

1. An Adopter Member is not entitled to be represented on the Board of Directors.
2. An Adopter Member may, at the request of the Board, serve as Chair or Co-Chair or a Working Group.
3. An Adopter Member may not serve as an Officer of the Corporation.

### Academic Members – Academic Institutions having these rights and privileges

### Individual Members – an individual who is not affiliated with a Promoter Member organization or an Adopter Member organization may elect an individual membership with these rights and privileges

## Dues

Each member shall be assessed annual dues as determined from time to time by the Board of Directors

## Participation by non-Members

The Board may allow non-Members to participate in any activities of the Corporation, except for those rights and privileges that are specifically reserved for Members as described in Sections (2.1.x)

## Member Meeting(s)

### Annual General Meeting (AGM)

The Corporation shall hold an Annual General Meeting of its membership. The time, place and agenda for the meeting shall be established by the Board.

### Special Meetings

Special meetings of the members for any purpose may be called by the Chair, by any four (4) Member Directors, or by written request of one-third (1/3) of the Members.

### Conduct of Meetings

Meetings of Members shall be presided over by the Chair, in his or her absence, by the Vice Chair, or in his or her absence by the Secretary, or in his or her absence by the Treasurer.

Meetings shall be conducted to allow for active, open, and fair participation by all Members in attendance.

# Board of Directors

## Powers

Subject to the provisions of the Corporations Code, the Corporation’s activities and affairs shall be managed by, and all corporate powers shall be exercised by or under the direction of its Board.

## Board Composition

The Board shall consist of Member Directors and two At-Large Directors. Each Member Director represents an individual or organization that is entitled to a seat on the Board. The two At-Large Directors represent the community outside of the Corporation.

## Member Directors

Organization Representation: Each Member Director must be an employee of, or contractor to, the organization he or she represents. The number of Member Directors comprising the Board shall be equal to, or less than, the number of organizations entitled to a seat on the Board.

## At-Large Directors

Community Representation: An At-Large Director may not be an employee of, or a contractor to, an organization that is entitled to a seat on the Board. The number of At-Large Directors is fixed at a minimum of zero and a maximum of two.

### Nominations of At-Large Directors

Candidates for At-Large Director are nominated at the Corporation’s Annual General Meeting

# Officers

# Working Groups

# Financial, Administration and Record Keeping

# Indemnification and Insurance

# Amendments