**OFA XWG Meeting**

**Apr 11, 2019**

**10am Pacific Time**

1. Roll Call:

Board Members:

**At-Large / Harold Cook**

Broadcom / Eddie Wai

**Cray/Paul Grun**

**HPE / John Byrne**

Huawei / Daqi Ren

IBM / Bernard Metzler

**Intel / Divya Kolar**

Jump Trading / Christoph Lameter

LLNL / Matt Leininger

Mellanox / Gilad Shainer

**NetApp / David Dale**

Oak Ridge / Scott Atchley

**Red Hat / Doug Ledford**

Sandia / Mike Aguilar

**Jim Ryan**

1. Opens, Agenda Bashing
   1. No opens, no agenda additions
2. Approve minutes from 2019\_0314 XWG meeting
   1. Intel moves, Red Hat seconds
   2. Approved by unanimous acclamation
3. Bylaws
   1. [Article 1](https://downloads.openfabrics.org/WorkGroups/board/Bylaws%20Update%20Project/Article_1_Name_Offices_Purpose_PG/Article_I_Offices_Paul_Grun_2019_0226.docx) first reading
      1. Add closing parens in Section 1.5
      2. Do we need to specifically call out Interop as being in scope?
      3. “…including the making of distributions to other organizations that qualify as exempt organizations under Section 501(c)(6).
   2. Text of Article 1 follows

# 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 specific purpose (“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

## Organization

The Corporation shall be organized as a series of zero or more Working Groups chartered and overseen by a Board of Directors (“Board”. Working Groups may be formed to:

1. Manage the operation of the Corporation
2. Advise the Board on various matters
3. Develop technical proposals
4. Promote the interests of the Corporation or its Members
5. Any other purpose consistent with the Corporation’s Mission.

In any case, the Board has overall responsibility for the Corporation.

* 1. [Article 5](https://downloads.openfabrics.org/WorkGroups/board/Bylaws%20Update%20Project/Article_5_Working_Groups_JLB/Article_5_Working_Groups_2019_0328_JLB.docx) first reading
     1. Agreed that this Article is ready for Board action

1. Workshop financial results
   1. Workshop ran in the black this year - $15,000 cleared above and beyond all expenses
   2. What to do about next year?
      1. Sending out a survey, exploring co-location, other issues.
      2. Expect an XWG update following post mortem
      3. Probably need to start workshop planning earlier next year
         1. Co-location
         2. Desire to poll attendees on desired topics
      4. Text of Article 5 follows

# Article 5 Working Groups

## Section 5.1 Creation

A Working Group is created by majority vote of the Board approving the charter and the initial Chair(s) and/or Interim Chair(s). There are no special notice requirements for the vote.

All Working Groups will be subject to intellectual property policies and applicable Bylaws of the OFA.

## Section 5.2 Dissolution/Review

A Working Group can be dissolved at any time by a majority vote of the Board.

A Working Group’s charter can be reviewed and changed at any time by a majority vote of the Board. Working Groups and their Chair(s) shall be re-chartered annually by a majority vote of the Board at the Board meeting following officer elections.

## Section 5.3 Governance

A Working Group must have at least one Chair/Interim-Chair and may have Co-chairs. The Working Group Chair or Co-chairs are responsible to the Board for the accomplishment of the goals specified in the Working Group’s charter.

Working Group Co-Chairs/Interim Chair(s) are appointed by a majority vote of the Board; they can be removed at any time by a majority vote of the Board. Chairs may resign at any time.

One of the Working Group Chairs/Interim-Chairs must be a representative of an OFA Promoter Member; if there are co-Chairs, the other Chair may be an OFA non-member. Any Working Group without a Chair/Interim-Chair for 30 days must be dissolved.

The Board may appoint an Interim Chairs to a Working Group for a period of no more than 90 days. The Board may re-authorize an Interim Chair. An Interim Chair may lead the Working Group until a permanent Chair/co-Chair(s) are appointed.

Internal governance of the Working Group is subject to the requirements in the group’s charter. Participation of OFA non-members in Working Groups is allowed if specified in the group’s charter.

A Working Group shall be required as its first act to produce a governance policy and procedures consistent with direction from the Board and the governance policy must be approved by the Board by majority vote. A Working Group must produce its policy within 90 days of its creation or be dissolved.

Status reports to the Board these reports will occur at the intervals required by the Board and can be in writing or verbally during Board meetings. Questions to Working Group Chairs by the Board concerning governance issues should be documented, either in meeting minutes or by such means as cc’ing emails to the Board.