

Avnu Alliance Work Group Policies and Procedures

1. Overview

This document specifies the policies and procedures for Avnu Alliance Work Groups. The Board of Directors (hereafter BoD) may at its discretion amend this document.

2. Defined Terms:

2.1. Avnu Participant

Avnu participants are entities that have current Avnu membership.

2.2. Member Company

Member companies are Avnu participants selected to join the work group. A member company appoints its employees to contribute to the work group's mission. See section 2.6.

2.3. Promoter Member

See Bylaws section 12 and 14.2.

2.4. Work Groups

Work Groups include groups and special committees formed by the BoD.

2.5. Meeting

Meetings may be face to face or conference calls.

2.6. Employee

Employee shall mean any person whose actions are under the control and responsibility of the participant company, including full-time, part-time and contract individuals.

2.7. Plenary Meetings

Plenary meetings are meetings at which all Work Groups are invited to be present. Plenary meetings count towards voting rights as described in section 5.2.

3. Establishment:

3.1. Work groups are established by the BoD.

3.1.1. At the time of establishment, the BoD will define the duration of the work group as:

- a) Permanent, or
- b) For the duration of the task, or
- c) For a specified time span

If the BoD does not specify termination criteria, the duration defaults to one year from establishment.

3.1.2. At the time of establishment, the BoD will define the scope and expected output of the work group.

3.2. Task Groups

3.2.1. Work groups may establish task groups as needed by a 2/3^d majority vote. The task group inherits the operating rules of the parent group with the exception of voting rights.

3.2.2. Task group membership rules shall conform to the general work group membership rules as defined in Section 5.

4. Work Group Officers:

4.1. Work Group Chairpersons

4.1.1. Appointment

4.1.1.1. When establishing a new work group, the BoD shall appoint an employee of an Avnu Alliance Promoter as a pro tem Chairperson.

4.1.2. Election

4.1.2.1. At the initial meeting of a new work group, the members shall nominate and elect a Chairperson. Call for nomination for Chairperson shall be sent out to all Avnu Promoter Members at least one week ahead of initial meeting time. If multiple candidates are nominated, the Chairperson will be the candidate who attains a simple majority in vote. If multiple candidates are tied after vote, pro-tem Chairperson shall select the permanent chairperson by coin-toss or other random selection.

4.1.3. Term

- 4.1.3.1. A Chairperson serves for a period of one year at which time the work group may elect a new Chairperson or re-elect the current Chairperson.

4.1.4. Replacement

- 4.1.4.1. Replacement of a group Chairperson will occur when a group Chairperson resigns, is no longer an employee of a Promoter company, Termination of Promoter Agreement at per sec 12.8 of Avnu Alliance Bylaws, or is removed by the BoD. If a Vice Chairperson exists for the work group (per 4.2 below), then the Vice Chairperson should assume the role of pro tem Chairperson. Otherwise, the BoD should appoint a pro tem Chairperson for the work group. In the next possible meeting, the work group shall nominate and elect a replacement Chairperson as per Election process specified in 4.1.2.1. If the work group is unable to elect a replacement Chairperson, then the BoD shall appoint a Chairperson to fulfill the term of the departing Chairperson.
- 4.1.4.2. At any time, any work group member can elevate concerns about the operation of the group or the conduct of its Chairperson to the BoD or Avnu's management company ("contact Avnu" information is available on the website for this purpose).
- 4.1.4.3. All control of the workgroup Website and document repository will be transferred to the new Chairperson of the workgroup.

4.2. Work Group Vice Chairperson

The work group may nominate and elect a Vice Chairperson. Election of Vice Chairperson must follow the same process as Chairperson as specified in section 4.1.2.1. This Vice Chairperson will assume the role of Chairperson at duly scheduled committee meetings when the Chairperson is absent.

4.3. Secretary

- 4.3.1. The Work Group may nominate and elect a Secretary. Election of Secretary must follow the same process as Chairperson as specified in section 4.1.2.1. The Chairperson or Vice Chairperson may also serve as Secretary.

4.3.2. The Secretary is responsible for maintaining a record of the group's activities.

4.3.3. The Secretary is responsible for ensuring minutes are taken, made available to members, and archived.

4.3.4. The Secretary is responsible for keeping track of the group members' contact information and passing this information on to the Executive Director.

4.4. Legal Authority

4.4.1. Work group and task group officers are not agents nor officers of Avnu as recognized under the bylaws, and thus have no authority to either bind Avnu to any obligations or to release Avnu from any obligations.

5. Work Group Membership, Size, and Voting Rights:

5.1. Work Group Membership

5.1.1. Work group membership is open to all Promoter level participant companies wishing to participate and contribute to the advancement of the committee's work.

5.2. Meeting Participation and Voting Rights

5.2.1. Obtaining and maintaining voting rights requires Work Group attendance. Voting rights are granted or maintained if the member:

- Attends three of the last six Work Group meetings via teleconference
 - Attendance each day of a Work Group face to face meeting counts toward two missed teleconference meetings

5.2.2. Voting rights are achieved on a per Work Group level. Once achieved, that company shall have voting rights in the other Work Groups (i.e. at the plenary level). (For example, if voting rights are achieved in the Industrial Work Group, then the member company shall also have voting rights in the Automotive and ProAV Work Groups.)

5.2.3. If a company loses its voting rights, it is still allowed to participate in all activities of the committee except voting.

6. Internal Protocol:

6.1. At the start of every meeting, work group members must be reminded of Avnu antitrust and confidentiality. If any member doesn't agree with Avnu antitrust and confidentiality, (s)he must leave the meeting immediately.

6.2. Minutes

6.2.1. Avnu work groups are required to produce minutes of their meetings.

6.2.2. Minutes should be distributed within one week after the adjournment of the meeting. These minutes shall be distributed to or otherwise made available to all group members.

6.2.3. The required contents of minutes are as follows:

6.2.3.1. Date(s), location(s), Chairperson, Vice Chairperson Secretary, time of opening and adjournment.

6.2.3.2. Summary of significant actions taken.

6.2.3.3. List of all attendees.

6.2.3.4. Approved agenda (or approved changes to draft agenda).

6.2.3.5. Approval of previous meeting minutes.

6.2.3.6. Each motion seconded and not withdrawn, identifying maker of the motion, the fact and maker of a second, and the voting results.

6.2.3.7. Future meeting schedule (to the extent known).

6.2.3.8. List of action items assigned to members.

6.2.3.9. List of any patent and/or other intellectual property assertions that have been called out by a participant. [It is not the intent of this clause to require disclosure of IP. IP disclosure rules are stated in the Avnu Bylaws/IPR Policy. If, however, IP is disclosed, this clause requires the documentation of the disclosure in the committee record.]

6.2.4. The first order of business for any meeting after approving the agenda should be to approve the minutes of the prior meeting.

6.3. Calling of Meeting

- 6.3.1. When possible, a proposed agenda for each meeting should be distributed at least one week prior to all scheduled meetings. If a work group meets on a weekly basis, then the agenda can be sent out with the meeting minutes if sent three days prior to the meeting. Note that agenda items concerning personnel issues (appointing or reappointing work group officers, etc.) or specification approval must be announced at least one week prior to the meeting.
- 6.3.2. For groups that do not hold meetings on a regular schedule, meetings must be announced at least one week prior to the meeting date.
- 6.3.3. If and when a work group chooses to hold a face-to-face meeting, it should be announced at least 30-days in advance of the meeting.

6.4. Voting/Motions/Quorum

- 6.4.1. Voting shall take place at the plenary level (e.g. at a plenary meeting or via the Promoter group in the collaboration tool). Individual Work Groups and Task Groups shall strive to operate on consensus.
- 6.4.2. Where practical, work group members should obtain agreement of major issues by using *Robert's Rules of Order* as a procedural guide.
- 6.4.3. For teleconference calls, quorum is defined as two-thirds of the work group member companies with voting rights in attendance. For properly announced face-to-face meetings, the quorum requirements are reduced to ½ of the total number of members with voting privileges.
- 6.4.4. At the option of the Chairperson, a vote may be held via email. An email containing the specific wording of the motion shall be sent to all member companies. This email should identify those companies with voting privileges (as calculated on the date the vote is called for).

A vote is considered valid when:

- a) The total yay or nay votes is sufficient to carry the motion based upon the total number of members with voting rights, i.e., in the case of a simple majority vote, if there are 15 companies with voting rights, and 8 nay votes are received, the vote fails. Or,
- b) The set maximum time period expires.

The Chairperson shall set a maximum time period for a vote, after which the motion is carried by a simple majority of those having

responded. This maximum time period shall not be less than one week.

The Secretary (or Chairperson, if the group does not have a Secretary) compiles and reports the results of the email vote in the meeting minutes of the next meeting of the group. When a vote is complete, the results should be sent to the member companies via email.

6.4.5. Member companies and not individuals achieve and retain voting rights through the participation of the individuals from the company. Each member company is allowed only one vote.

6.4.6. Receipt of each email vote cast will be positively confirmed via email in a timely fashion.

6.4.7. Any member company can notify the BoD in writing of their dissent to a vote – even if they lack voting privileges at the time of the vote. While such action will have no bearing upon the outcome of the vote or the work group's actions, it does place the member company's argument in the official record and informs the BoD of issues that it may consider if and when the BoD is required to take action on the work product of the group.

6.5. Distribution of documents for approval:

6.5.1. Documents offered for approval should be distributed with adequate time for review, as determined by the Chairperson. Additional review time may be requested by the group and not unreasonably denied.

7. External Protocol:

7.1. Board of Directors

7.1.1. Each work group Chairperson will periodically provide status of the group to a BoD Meeting or as requested. The report should include a current membership list, current topics of discussion/consideration, future plans and delivery schedule.

7.1.2. Active work group Chairmen may request to present in person at BoD meetings. This will be subject to the BoD approval based on the agenda for the BoD Meeting. The BoD may not unreasonably deny such requests. Conversely, the work group Chairperson may be requested by the BoD to present the update in person and may not unreasonably deny such requests.

7.2. Other Work Groups

- 7.2.1. When proposed changes affect parts of specifications controlled by other work groups, those groups must be notified in writing and consulted (email is sufficient).

8. Output:

8.1. Specifications

All specifications and documents (e.g., design guides, errata, addenda, etc.) shall follow the standard format of other Avnu documents.

8.2. Technical Support

8.2.1. When required, the work group is responsible for providing “technical support” after the new “information” is released to the public (e.g., release of new specification, major revision, etc.).

8.2.2. Feedback to other Groups

8.2.2.1. When a work group Chairperson is contacted to provide feedback on an “issue” (e.g., ECR, new revision of a spec that may impact the group, etc.), (s)he must provide the necessary feedback within a reasonable time.

8.2.2.2. When presented with a request for feedback the Chairperson must call a meeting of the work group to create response.

8.2.2.3. All feedback shall be distributed to the work group members via email (or hard copy as appropriate) and becomes part of the group’s official record. Attachment of such feedback to the minutes of regularly scheduled meetings is an acceptable form of distribution.

8.3. Distribution of documents:

8.3.1. All documents will be distributed electronically. The format of the electronic document exchange shall be determined by the Chairperson.

9. Archiving of Documents:

9.1. Once the document (e.g., Specification, ECN, etc.) is finalized, the work group Chairperson is responsible for transferring an archive of all source files including all text, drawings, PDF distillations, and one hardcopy of each document to the Executive Director. The Executive Director shall be the keeper of these source documents, and is required to reduce the archive to a CD or DVD, or like media.

- 9.2. Once approved, no modifications shall be made to the source documents for that revision. The Executive Director has the authority to change administrative information such as telephone number, contact address, etc. with the permission of the Avnu BoD Chairperson and the committee Chairperson.