



ethernet alliance

Ethernet Alliance

Policies and Procedures

(P&P)

Version 1.7

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Document Revision History

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Version 1.7	January 19, 2008	Added section 1.6 Conflict of Interest Policy; Modified Section 1.3 (6); Updated corporate physical address; Corrected spelling errors
Version 1.6	December 18, 2007	Added Item 2.3 and updated Table of Contents
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Version 1.4	December 12, 2006	Modifications to Section 3 and Item 4.2
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Version 1.1	June 21, 2006	Modifications to support incubation process that matches IEEE 802.3 requirements.
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1 General

1.1 Overview

- 1) In case of any conflict between these policies and procedures and the Ethernet Alliance bylaws, the bylaws shall take precedence.
- 2) Any proposed amendment to the policies and procedures shall be submitted to the Secretary of the Ethernet Alliance for review by legal counsel. Upon approval of legal counsel, the proposed amendment shall be submitted to the Board. A simple majority of the Board shall be required for the proposed amendment to be adopted.
- 3) The privileges described in these policies and procedures shall only apply to Members in good standing.

1.2 Member Working Committees

- 1) The Board may create member working committees (hereafter referred to as “committees”) to further the objectives of the corporation. The Ethernet Alliance shall have, at a minimum, a Marketing Committee and a Technical Committee.
- 2) A Director may request the formation or dissolution of other committees at any time. (See section 3.4 “Member Working Committees” of the Ethernet Alliance bylaws.)
- 3) Subcommittees may be created to perform the efforts and projects of the committees (plugfests, interoperability demos, events, etc.).
- 4) Committees may utilize conference calls, face-to-face meetings or email lists. The materials shall be shared with the participants and shall be kept in the Ethernet Alliance website member’s area that corresponds to the committee.

1.3 Subcommittees

- 1) Any representative of a Member may submit to a committee chair a request for the formation of a subcommittee. The request shall include a proposed name for the subcommittee, and a charter of the subcommittee’s objectives.
- 2) The committee chair shall verify that the subcommittee’s charter is unique before submitting the request to a vote. A majority of the Principal Members voting shall be required for the request to be approved. If the website balloting tool is used, the ballot shall be run for a minimum of one week.
- 3) A representative of either a Principal or a Participating Member shall be eligible to chair a subcommittee. The Principal members of the subcommittee shall elect a chair at the first meeting of the subcommittee. The chair shall serve at the pleasure of the Board.
- 4) Any representative of a Member shall have the right to join and participate in a subcommittee. If the Member ceases to be a Member in good standing, or if that individual is no longer a representative of the Member, then the individual’s participation may be terminated.
- 5) Infringement of the Ethernet Alliance rules of conduct (see 1.5) may result in termination of an individual’s participation.
- 6) Principal members may vote on decisions to be made by the subcommittee. At the subcommittee chair’s discretion, Participating members may be permitted to vote on meeting date and location decisions to be made by the subcommittee.

- 7) The committee chair may request the dissolution of a subcommittee by submitting a request to the Board. Upon dissolution, the subcommittee information shall become the property of the parent committee and the subcommittee shall be dissolved.
- 8) Subcommittees may utilize conference calls, face-to-face meetings or email lists. The materials shall be shared with the participants and shall be kept in the Ethernet Alliance website member's area that corresponds to either the committee or the subcommittee.

1.4 Incubation efforts

- 1) Incubation efforts are to support the development of a call-for-interest (CFI) for an IEEE 802 Ethernet standards project.
- 2) An incubation effort shall require the support of a Principal member. A majority of the Principal Members voting shall be required to approve the facilitation of the incubation effort. If the website balloting tool is used for the voting, the ballot shall be run for a minimum of one week.
- 3) The Ethernet Alliance shall act solely as a facilitator for the incubation effort. The Ethernet Alliance shall not endorse the position or the presentation(s) generated by the incubation effort.
- 4) The Ethernet Alliance logo shall not be used. Failure to comply may result in immediate termination of Ethernet Alliance support by the Board.
- 5) Members shall be invited to participate in an incubation effort.
- 6) Infringement of the Ethernet Alliance rules of conduct (see 1.5) will be reviewed by the Board and may result in termination of an individual's participation, the individual's company being contacted, or termination of the incubation effort.
- 7) The incubation effort shall be required to make a CFI request within 4 months of the approved facilitation of the incubation effort. If the CFI becomes an accepted IEEE 802 Ethernet effort, the incubation effort shall cease to exist. If the incubation effort fails to make a CFI request within the 4 months, the incubation effort may be extended an extra 4 months with the approval of the Board.

1.5 Rules of conduct

- 1) Communications shall not be defamatory, offensive, or in violation of any rules of confidentiality.
- 2) Membership may be revoked or suspended in accordance with Section 3.8(d) of the Ethernet Alliance Bylaws for inappropriate communications. Inappropriate communications include, but are not limited to: recruiting, advertising, product pitches, corporate pitches, soliciting, spamming, flaming, and disparaging individuals or companies.
- 3) Restrictive notices shall not be used. (See Article X Intellectual Property Rights of the Ethernet Alliance bylaws.)
- 4) Inappropriate topics for discussion include, but are not limited to: validity/essentiality of Member's patents/patent claims, cost of specific patent use, licensing terms or conditions, product pricing, territorial restrictions, market share, and ongoing or threatened litigation.

1.6 Conflict of Interest

- 1) Board members have an obligation to avoid any real, potential, or perceived conflicts of interest in fulfilling their duties in the Ethernet Alliance. In addition to complying with any and all applicable state or federal laws pertaining to conflicts of interest, a board member must avoid any situation in which a Board member's decisions or vote could substantially and directly affect the Board members' professional, personal, financial or business interests.
- 2) Where a member of the Board of Directors has a real, potential or perceived conflict of interest in any matter before the Board, he or she shall declare it at the earliest opportunity. If in doubt, declare it anyway. Any such declaration shall be made prior to any resolution being considered. Following such a declaration the Board member shall withdraw while the matter is under discussion. The Board member shall not take part in any vote on an item of business in which he or she has declared a real, potential or perceived conflict of interest and will not be counted as participating in the meeting for the purpose of the quorum.

2 Management

2.1 Conference calls

- 1) Conference calls may be used to further the efforts of the Ethernet Alliance Board, committees, subcommittees or incubation efforts.
- 2) Request for a conference call shall be made to the management company and shall require approval by the appropriate officer of the corporation or committee chair. All other requests for a conference call shall be made to the management company and shall require approval of the President.
- 3) The management company will make its best effort to accommodate the requested time and date, but use of the conference call number is based on a first-come, first-served basis with the exception that Board meetings shall take precedence over all other meetings.
- 4) Any individual found using the conference call number without approval shall be responsible for the charges related to the call and any other incurred expenses and their company's membership shall be reviewed by the Board.

2.2 Face-to-face meetings

- 1) Face-to-face meetings may be used to further the efforts of the Ethernet Alliance Board, committees, subcommittees or incubation efforts.
- 2) Request for a face-to-face meeting shall be made to the management company and shall be approved by the appropriate officer of the corporation or committee chair.
- 3) The management company will make its best effort to accommodate the requested time and date. Board and members meetings shall take precedence over all other face-to-face meetings.
- 4) Costs of face-to-face meetings may be the responsibility of the participants. The Ethernet Alliance shall be responsible for the cost of meeting facilities and food and beverage for Board and members meetings.
- 5) Unless otherwise stated in the bylaws, face-to-face meetings shall require 14 days advance notice.

2.3 Non-member attendance on conference calls and at face-to-face meetings

- 1) Conference calls and face-to-face meetings are by default restricted to members only. Non-member participation may be granted by the chair of the committee under the following conditions:
 - a. A one-time non-member attendance is permitted if a membership application has been submitted prior to the meeting date.
 - b. Non-members in attendance are not permitted to vote no matter what membership level they have applied for.
 - c. Failure to pay the invoice will exclude that company from any future meeting until they are a fully paid member.
 - d. Any other non-member participation requires approval of the Ethernet Alliance Board.
 - e. Permission for non-member attendance shall be obtained from the Ethernet Alliance admin to ensure record is kept of one off attendance.

2.4 Reflectors

- 1) Reflectors may be used to further the efforts of the Ethernet Alliance Board, committees, subcommittees or incubation efforts.
- 2) Request for a reflector shall be made to the management company and shall be approved by the appropriate officer of the corporation or committee chair.
- 3) The requesting chair or Director shall be the moderator for the reflector.
- 4) Subscription to a reflector shall be on an individual basis only; proxy requests or subscriptions of reflectors shall not be accepted.
- 5) Messages sent to a reflector or subscription to a reflector may be moderated.
- 6) Member reflectors shall only be used for official business relating to Ethernet Alliance and its committees and subcommittees. Technical discussions/questions, comments on presentations and documents, meeting announcements, etc., are acceptable uses of a reflector. Public reflectors may be created and used for incubation efforts being facilitated by the Ethernet Alliance.
- 7) Reflectors are not 'free speech' forums. Subscriptions are granted to further the purposes of Ethernet Alliance and may be revoked for inappropriate communications. (See 1.5)
- 8) Reflectors operate in an open manner. To that end, no material submitted to Ethernet Alliance, or any of its committees or subcommittees, will be accepted or considered if it contains any statement that places any burden on the recipient(s) with respect to confidentiality or copyright. Any communication, including electronic mail, containing language with such restrictive wording will not be accepted or considered.
Note - this policy regarding confidentiality and copyrights does not apply to Ethernet Alliance copyrighted materials.
- 9) Any representative of a Member shall have the right to join a reflector. If the Member ceases to be a Member in good standing, or if that individual is no longer a representative of the Member, then the individual's subscription may be terminated.
- 10) A representative of a non-member company may be invited to join an incubation effort reflector. Representatives of a non-member company shall not be invited to join Member only reflectors.

- 11) Infringement of the Ethernet Alliance e-mail reflector policy may result in termination of an individual's subscription.
- 12) The moderator of the reflector shall enforce these policies.

3 Events

Events include, but are not limited to: trade shows, interoperability demonstrations, plugfests, conferences, education events, webinars, etc. Events are to further the efforts of the Ethernet Alliance and can be either public or private. Any required non-disclosure agreements shall be the responsibility of the participants. Any press releases related to an event shall meet the guidelines specified in Section 4.2.

3.1 Private events

- 1) Private events shall only be for Members.
- 2) Private events shall be announced to Members, and may be announced to non-members that have an interest in the subject matter of the event. Non-members wanting to participate in a private event shall be required to join the Ethernet Alliance.
- 3) A majority of the Principal members voting shall be required for approval of a private event. If the website balloting tool is used, the ballot shall be run for a minimum of one week.
- 4) Costs of private events shall be the responsibility of the participants.

3.2 Public events

- 1) Public events shall be announced to the Members, and Members shall receive preference for participation in the event.
- 2) Non-members may be invited to participate in the event with the approval of the committee chair. Non-members may be required to pay a fee, at a minimum equivalent to the current annual Participating membership due or such other amount as may be determined by the committee, to cover the event participation cost. This one-time, one-event fee shall not be applicable to the membership dues.
- 3) A majority of the Principal members voting shall be required for approval of a public event. If the website balloting tool is used, the ballot shall be run for a minimum of one week.
- 4) Costs of public events shall be the responsibility of the participants. If there is a pre-event effort, the cost of the event shall cover that effort.

4 Documents

4.1 White papers

- 1) Members and non-members may generate white papers. White papers generated by Members shall have preference.
- 2) White papers shall undergo a marketing and technical review.
- 3) Posting of the white paper shall be at the discretion and approval of the Marketing and Technical committee chairs.
- 4) White papers posted to the Ethernet Alliance website may use the Ethernet Alliance

document template and shall remain the property of the authors.

4.2 Press releases

- 1) The Ethernet Alliance may generate press releases as deemed necessary. The Ethernet Alliance PR firm shall be responsible for the generation of such press releases. Press releases shall be circulated to the Board of Directors for review prior to the release.
- 2) Member companies wishing to generate a press release with reference to the Ethernet Alliance shall get approval from the Ethernet Alliance public relationship (PR) firm at least 48 hours prior to the release.
- 3) Requests for a quote from the Ethernet Alliance shall be made known to the Ethernet Alliance PR firm with at least 72 hours notice.

4.3 Logo usage

- 1) The Ethernet Alliance logo and Ethernet Alliance Member logo are stored on the Ethernet Alliance web site member's area. Guidelines for use of the logo are also provided. Any use of the logo shall comply with these guidelines.
- 2) The Ethernet Alliance logo shall not be used as an endorsement without expressed written consent of the Board.
- 3) The Ethernet Alliance logo shall only be used by Members and may be used to indicate membership in the Ethernet Alliance.

4.4 Presentations

- 1) Presentations generated by the Board, a committee or a subcommittee for public consumption shall undergo a marketing and technical review. Once completed, they shall be considered "reviewed presentations."
- 2) Presentations generated by an incubation effort shall not use the Ethernet Alliance logo.
- 3) Presentations for Ethernet Alliance internal consumption only shall not be made public. Infringement may result in the termination of membership.
- 4) Reviewed presentations may be presented as the position of individuals or companies. Members of the Ethernet Alliance may indicate their affiliation with the Ethernet Alliance as per the logo usage policy.
- 5) Presentations may be endorsed by the Ethernet Alliance. To be considered an "endorsed presentation," a reviewed presentation shall require approval of the committee and the Board. A majority vote of the Principal members shall be required before the presentation is submitted to the Board for approval. A majority vote of the Board shall be required for the presentation to be endorsed. The decision of the Board shall be final.

5 Management and Administration of Membership

5.1 Membership Transfer

- 1) In the case of an acquisition of a member company in good standing by a non-member company, the non-member company shall be entitled to the member company's membership. The non-member company shall be required to submit an application and



- agree to the Terms and Conditions. The original membership expiration date shall apply.
- 2) In the case of an acquisition between two member companies, if both companies are in good standing, then the highest level of membership shall be entitled to the acquiring member company and the original membership expiration dates shall apply. If either company is not in good standing, then the acquiring company's membership shall stand.
 - 3) In the case of a merger between a member company in good standing and a non-member company, the resulting company shall be entitled to the member company's membership. The resulting company shall be required to submit an application and agree to the Terms and Conditions. The original membership expiration date shall apply.
 - 4) In the case of a merger between two member companies, the highest level of membership of a member in good standing shall be entitled to the resulting company and the original membership expiration dates shall apply. If the member companies are not in good standing, then the resulting company shall not be entitled to either membership.
 - 5) The acquiring or resulting company shall request, within 30 days of the closing date, the transfer of membership. Failure to do so shall result in the loss of privilege to transfer the membership.
 - 6) In cases where memberships are transferred, any position within the corporation shall be maintained by that representative as long as the requirements for that position are met.

5.2 Membership Billing Terms and Grace Period

- 1) Pursuant to section 3.8 “Terminations of Membership” of the Ethernet Alliance bylaws, the time period established by the board is to bill all members at least 60 days prior to expiration with Net 60 terms and a 30-day grace period upon expiration.