

# Software Integration Initiative Operating Guidelines and Bylaws

## **1. Name and General Structure**

The Software Integration Initiative is an ongoing program within the National Rural Electric Cooperative Association ("NRECA") to develop and maintain the MultiSpeak® Specification, which can be used by software vendors to write interfaces permitting compliant software to communicate with other compliant software.

## **2. Purposes**

The purpose of the Software Integration Initiative shall be to develop and maintain the MultiSpeak® Specification(s) so as to reduce the difficulty and cost of software integration for both software developers and software users.

The Software Integration Initiative shall also oversee the testing and certification of software for conformance with the MultiSpeak® Specification.

## **3. Membership**

The membership of the Software Integration Initiative shall consist of three classes. All members shall execute a membership agreement before their membership becomes effective. Prospective members must comply with membership procedures prescribed by the Advisory Board.

### **3.1 Vendor Members**

Vendor Members shall consist of software vendors interested in the MultiSpeak® Specification who have paid the membership fee set by the Advisory Board. They shall have the right to nominate and vote for the four vendor representatives to the Advisory Board and the right to appoint representatives to the Technical Committee and the Business Planning Committee.

#### **3.1.1 Dues and Credits**

Vendor Member dues shall be \$5,000 per year. Vendor Member dues shall be reduced in the amount of \$500 for each meeting ("meeting credit") that a particular Vendor Member shall have previously attended, up to a maximum of four (4) such Meeting Credits in any given calendar year. Any Meeting Credit that has been applied to reduce the dues amount shall no longer be available to reduce future dues. All Meeting

Credits which have not been used to reduce standard dues will be available for future use. Meeting credits are available only for use in reducing standard dues, and have no cash value apart from this use. Vendor Members that have paid the Vendor Member dues in full for a particular year shall receive a credit of \$5,000 towards the MultiSpeak Trademark Annual License fee for that year as set forth in the MultiSpeak Trademark License Agreement. If a Vendor Member joins after January 1 of any year, its dues shall be prorated based on the number of days during the first year that it is a member compared to a full year of 365 days.

### **3.2 Auditing Members**

Auditing Members shall be any interested party who has paid the Auditing Member dues. Dues shall be \$1,200 per year, except that in the case of any Auditing Member which is a voting member of NRECA, dues shall be \$400 per year unless such Auditing member who is a voting member of NRECA is also a member of the Cooperative Research Network, in which case the dues shall be \$100. Auditing Members that have paid the Auditing Member dues in full for a particular year shall receive a credit of \$5,000 towards the MultiSpeak Trademark Annual License fee for that year as set forth in the MultiSpeak Trademark License Agreement. Such credit shall be used exclusively for such License fee and shall have no cash value apart from such use. If an Auditing Member joins after January 1 of any year, its dues shall be prorated based on the number of days during the first year that it is a member compared to a full year of 365 days.

Auditing Members shall be entitled to attend meetings of the Technical Committee and the Business Planning Committee. They shall not be entitled to vote on any Software Integration Initiative matter or in any Software Integration Initiative election, or attend meetings of the Advisory Board, except that any Auditing Member which is a voting member of NRECA shall be entitled to vote for Board Members as a “software user organization” at the Annual MultiSpeak Users Group Meeting.

### **3.3 Sponsoring Members**

Sponsoring Members shall be those entities or individuals, with an interest in supporting the efforts of the Software Integration Initiative, who pay membership fees as specified by the Advisory Board and whose membership application is approved, and whose membership rights and privileges are set, by the Advisory Board.

### **3.4 Resignation by Member**

A member may resign as a Member at any time by sending a certified letter to the Advisory Board Chair, or his/her designee, stating an intention to resign. Any annual dues, assessments, other fees and/or penalties already paid shall not be refundable in such event. A resigning member shall be liable for any accrued but unpaid dues.

### **3.5 Termination of Member**

Members shall pay all amounts to the Initiative, and comply with all reasonable requirements, as prescribed by the Advisory Board. As determined by the Advisory Board, if any Member fails to pay any amount to the Initiative, or comply with any reasonable requirement, prescribed by the Advisory Board, or for other good cause, then the Member's membership in the Initiative may be terminated.

#### **4. Advisory Board**

##### **4.1 Role of Advisory Board**

The Advisory Board shall be responsible for directing the operations of the Software Integration Initiative, subject to NRECA's review and approval.

The Advisory Board shall be responsible for approving an annual budget, which shall aim, insofar as possible, to balance income with expenses. Commensurate with this responsibility, the Advisory Board shall have the power to adjust the dues structures laid out in these Guidelines.

##### **4.2 Advisory Board Composition**

The Advisory Board shall be composed of nine (9) individuals.

Four (4) Advisory Board Members who shall be employees of Vendor Members of the Initiative and who shall be elected by Vendor Members,

Four (4) Advisory Board Members who shall be employees of software user organizations and who shall be elected by software user organizations, and

One (1) Advisory Board member who shall be an employee or representative of NRECA, appointed by the Chief Executive Officer of NRECA.

All terms shall be for the calendar year, except with respect to the initial terms of all members which shall include both the calendar years 2003 and 2004.

##### **4.3 Nomination and Election of Advisory Board Members**

Prior to each annual Users Group Meeting, Vendor Members and software user organizations will nominate qualified individuals to stand for election for the Advisory Board.

At the annual Users Group meetings, representatives of Vendor Members and the software user organizations attending in person at the meeting shall each elect 4 Advisory Board Members in separate elections. Only one vote per candidate slot shall be permitted per Vendor Member. Only one vote per candidate slot shall be permitted per software user organization.

Sixty five percent (65 %) of members present in person at the Users Group Meeting constitute a quorum. If a quorum of members entitled to vote has been established at the Users Group Meeting, then the number of nominated individuals, equaling the number of Advisory Board members to be elected, receiving the highest number of votes are elected.

#### **4.4 Officers**

The officers of the Software Integration Initiative shall be elected annually by the Advisory Board at a meeting of the Advisory Board. The officers shall be a Chair, Vice Chair, and Secretary/Treasurer. Officers must be members of the Advisory Board.

The Chair shall preside at all meetings of the Advisory Board. The Vice Chair shall perform the duties of the Chair in the absence or disability of the Chair. The Secretary/Treasurer shall be responsible for recording the proceedings of the meetings of the Advisory Board, providing notice of meetings to members of the Advisory Board, and supervising the Software Integration Initiative budget, expenditures and revenues.

#### **4.5 Meetings and Voting**

The Advisory Board shall meet as often as necessary to properly conduct its business, but shall meet at least once per year. A quorum shall consist of fifty percent (50%) of the Advisory Board members. For a motion of the Advisory Board to prevail, it must be taken with a quorum present and must have the votes of more than fifty percent (50%) of those Advisory Board members present.

#### **4.6 Compensation**

No amounts will be paid from NRECA funds, Initiative funds, or otherwise to compensate Advisory Board members.

#### **4.7 Vacancies**

In the event of a vacancy on the Advisory Board, replacement members shall be designated by the individual, group or entity which originally selected the Board member who created the vacancy, except that in the case of any vacancy created by an Advisory Board member elected by software users, such vacancy shall be filled through an appointment made by NRECA. Any individual filling a vacancy on the Advisory Board shall assume the term of the Board member being replaced.

#### **4.8 Temporary Absences**

In the event that an Advisory Board member is unable to attend a meeting of the Advisory Board, s/he may appoint another person from the organization which employs him/her to act in his/her place at the Advisory Board.

## **5. Standing Committees**

The Advisory Board may establish from time to time standing committees as may be necessary to conduct the business of the Software Integration Initiative. Meetings of standing committees are open to members.

### **5.1 Technical Committee**

The Technical Committee shall be responsible for maintaining and updating the MultiSpeak® Specification. Each Vendor Member of the Initiative shall be entitled to appoint a representative to this Committee.

The Advisory Board will appoint a Facilitator for the Technical Committee who shall provide direction to the Committee and who shall make all final decisions, having taken into account the discussions of, and information supplied by, the Committee members. All decisions of the Facilitator may be brought by any member of the Technical Committee for review by the Advisory Board.

### **5.2 Business Planning Committee**

The Business Planning Committee shall be responsible for the overall business planning of the Initiative. It shall make recommendations to the Advisory Board with respect to fees to be charged for memberships, licenses, certification, and other revenue-producing activities. Each Vendor Member of the Initiative shall be entitled to appoint a representative to this Committee. It shall also make recommendations to the Advisory Board with respect to expenditures. It shall annually submit a proposed budget to the Advisory Board for its review and approval. It shall also develop and revise on an annual basis a strategic plan for the Initiative.

## **6. Legal Compliance**

The Software Integration Initiative and its members shall at all times act in full compliance with the law.

## **7. Amendment of Software Integration Initiative Operating Guidelines and Bylaws**

These Guidelines may be amended by a vote of the Advisory Board in which at least two-thirds of the Advisory Board members present vote in favor of the amendment, provided that a quorum is present.

## **8. Annual Software Integration Initiative Users Group Meeting**

On an annual basis, there shall be held a meeting open to all Software Integration Initiative members as well as representatives of software user organizations for the

purpose of exchanging information about the MultiSpeak® Specification and discussing future needs of users of software involving or potentially involving MultiSpeak® compliant software. Such meeting shall be held at a time and place designated by the Advisory Board.

### **9. Role of Guidelines and NRECA**

The Software Integration Initiative will operate in accordance with these "Software Integration Initiative Operating Guidelines and Bylaws." Its actions, and any amendment of these Guidelines, are subject to review and approval by NRECA.