# Article 4: Officers

## Section 4.1 Officers

The OpenFabrics Alliance is organized as a 'California Nonprofit Mutual Benefit Corporation' which governs the minimum requirements for Corporate Officers. The current Officer positions of the OpenFabrics Alliance are Chair, Vice-Chair, Secretary, Treasurer. The Board may from time-to-time appoint other Officers with powers and duties as determined by the Board. Participation in the nomination and voting for Officers shall be limited to Promoter Member organizations. The Officers shall serve without compensation unless otherwise approved by the Board.

An Officer must be an employee or contractor to a Promoter Member organization. Any one person can hold only one Officer role at a time.

The term of office for all Officers shall be two years with no limit on the number of terms allowed, subject to election to an Officer position. There shall be a call for nominations during the April Board meeting with nominations closing at the end of the May Board meeting. Any given Promoter Member organization may submit only one nominee for each Officer position.

Elections for Officers shall be scheduled for the June Board meeting with nominees published as part of the June Board meeting agenda. Elections for Chair and Secretary shall be held in even numbered years; elections for Vice Chair and Treasurer shall be held in odd numbered years. Each Promoter Member organization is entitled to one vote for each Officer position. Votes for each Officer position are held independently. At the conclusion of voting for each Officer position, the nominee with the largest number of votes is declared the winner. In the event of a two or more way tie for first place, there shall be a run-off vote.

If an individual serving as an Officer ceases employment with the Promoter Member organization, or if the Board takes action to remove that individual due to loss of Good Standing or for other reasons, the Board shall at its earliest convenience accept nominations and hold an election to fill the remainder of that individual’s term. If a Promoter Member organization loses its Good Standing, any Officer employed by, or contracted to, that Promoter Member Company also loses his or her Good Standing. In that case, the Board shall at its earliest convenience accept nominations and hold an election from among the employees or contractors of the remaining Promoter Member organizations to fill the remainder of that individual’s term.

Under normal circumstances, a Board meeting may not be convened without the presence of at least one of the Officers. In extenuating circumstances, such as the absence of all four Officers, a quorum of the Board may, by majority vote, elect one of its members to serve as Presiding Officer for the purpose of conducting that single Board meeting. For purposes of conducting a Board meeting, a quorum shall consist of a majority of Directors (or his/her delegate) in good standing.

## Section 4.2 Qualifications

An Officer must be an employee or contractor to a Promoter Member organization. Any one person can hold only one Officer role at a time. A representative of the Promoter Member organization is called a Director. In the case of an Officer who is not also a Director, such Officer shall not be included for quorum and shall not participate in votes taken by the Board. An Officer who is also a Director retains all the rights and privileges obtaining to any other Director.

## Section 4.3 Responsibilites

**(a) Chair**

The Chair is responsible for the overall day-to-day operation of the Corporation, and acts as principal for all meetings of the Board and General Member meetings unless that responsibility has been delegated to another as described in Article (xx) Conduct of Meetings

**(b) Vice-Chair**

The Vice Chair shall act in the Chair’s stead on occasions when the Chair is not available

**(c) Secretary**

The Secretary shall be responsible for maintaining the documents of the Corporation including, but not limited to, legal documents related to the Corporation, membership agreements, and executed contracts. The Secretary shall also be responsible for recording the minutes of Board meetings and General Membership meetings. The Secretary shall be responsible for maintaining a repository for all such documents, allowing access to these documents as the Board shall direct from time to time.

**(d) Treasurer**

The Treasurer is responsible for oversight of the financial condition and affairs of the Corporation, including maintaining the tax, regulatory, and financial records of the Corporation, and for rendering an accounting as required by the Board. The Treasurer is also responsible for disbursing funds as authorized by the Board.