Open Fabrics Alliance Membership Policy

Adopted mm/dd/yyyy

**Effective Period**

This policy is effective as of the date of adoption and remains in effect until superseded.

**Related Documents**

This policy document is created pursuant to the relevant provisions of the Corporation’s Bylaws (“the Bylaws”), dated xx/xx/xxxx.

**Classes of Membership**

The OpenFabrics Alliance offers four classes of membership:

* Promoter Members
* OFA Voting Members
* OFA Non-Voting Members
* Individual Members

Of these four, the Promoter Member class is the only class of standing membership as required by the Bylaws and carries with it certain specific statutory minimum rights and responsibilities as defined in the Bylaws.

The rights and responsibilities afforded to each of the remaining three classes of membership are defined solely by this policy document and may be modified by the Board according to the procedures defined in the Corporation’s Bylaws.

The following section defines the specific rights and responsibilities afforded to each of the four classes of membership.

**All Members**

All Members, regardless of class, must:

* Abide by the OFA’s Bylaws and any other policies as authorized by the Bylaws and currently in force,
* Must not be listed on any export control list promulgated by the U.S. government (including but not limited to, the US Department of Treasury, Office of Foreign Assets Controls (OFAC) Specially Designated Nationals (SDN) List; the US Department of Commerce, Bureau of Industry and Security (BIS) Denied Parties List; and the US Department of Commerce, BIS Entity List),
* Information sharing with the Member must not be restricted under the export jurisdiction of the United States Government,
* Submit and maintain an executed Membership Agreement,
* Keep dues current.
* Failure to meet these conditions is grounds for refusing to accept new Member applications or termination of existing Membership Agreements and removal of that Member from the OFA.

**Promoter Members**

The specific statutory rights and responsibilities afforded to Promoter Members are defined in the Corporation’s Bylaws. The description given here is a summary.

* Promoter members are considered “statutory” members within the context of Section 5056 of the California Nonprofit Corporation Law.
  + Certain rights are reserved solely to Promoter Members; these rights are defined in Section 2.7 of the Bylaws.
  + Appoint a Promoter Director to serve on the Corporation’s Board of Directors, subject to the requirements and limitations described in the Bylaws. Under the current Policy, this is in lieu of the right to vote for the election of a director or directors as provided by Section 5056 of the California Nonprofit Corporation Law.

In addition to its statutory rights, A Promoter Member may:

* Nominate an individual to serve as sole Chair, or Co-chair of any OFA Working Group.
* Participate as a Voting Member in any OFA Working Group in which the Promoter Member is a member in good standing, consistent with the policies and procedures adopted by that Working Group.
* Participate in the Fabric Software Development Platform (FSDP) program at no charge.
* Participate fully in all other activities and programs offered by the Alliance including, for example, marketing activities and any educational or other programs.
* Promoter members enjoy all rights and privileges granted to all other membership levels.

**OFA Voting Members**

“Voting” refers to the member’s right to vote on matters presented to an OFA Working Group to be resolved by a vote. An OFA Voting Member is not entitled to vote on matters before the Board of Directors.

* Nominate an individual to serve as Co-chair of any OFA Working Group, provided that the other Co-chair seat is filled by a representative of a Promoter Member.
* Participate as a Voting Member in any OFA Working Group in which the OFA Voting Member is a member in good standing, consistent with the policies and procedures adopted by that Working Group.
* Participate fully in the Fabric Software Development Platform (FSDP) program at no charge.
* Participate fully in all other activities and programs offered by the Alliance including, for example, marketing activities and any educational or other programs.

**OFA Non-Voting Members**

* Participate fully in the Fabric Software Development Platform (FSDP) program at no charge.
* Participate fully in all other activities and programs offered by the Alliance including, for example, marketing activities and any educational or other programs.

**Individual Members**

Membership in this class is restricted to individuals with a bona fide need to participate in certain Alliance programs, specifically the Fabric Software Development Platform (FSDP) program. This membership class is offered at no cost; membership in the class is by application submitted to the Board of Directors. Individual Memberships are reviewed annually by the Board. The class is intended to support those with a specific need for access to the relevant Alliance program, such as upstream developers.

* Entitled to fully participate in the Fabric Software Development Platform (FSDP) program.

**Dues**

* Membership dues are due on January 1 every year.
* Dues for each coming fiscal year (January 1 through December 31) will be set by the Board no later than the end of the third quarter of the current fiscal year.
* New members are responsible for a pro-rated membership from the effective date the membership went into effect until December 31st of that year.

The following table sets forth the dues for each of the four membership classes for the 2021 membership year.

|  |  |
| --- | --- |
| **Promoter** | **$10,000** |
| **OFA Voting Member** | **$5,000** |
| **OFA Non-Voting Member** | **$2,500** |
| **Individual** | **Free** |