

DLNA WORK GROUP AND TASK FORCE PROCEDURES

1. Definitions

- 1.1. **Abstain** shall mean an indication that counts toward Quorum but does not count toward the outcome of the vote.
- 1.2. **Committee Report** shall mean a report from the Committee chair to the Board of Directors, using the Committee Report template supplied by the DLNA Office.
- 1.3. **Contributor** shall mean a Member of the Corporation who so qualifies in accordance with the provisions of Articles 12 and 14.2, of the DLNA Bylaws.
- 1.4. **DLNA Office** shall mean DLNA Executive Director and entities running under the control of DLNA Executive Director.
- 1.5. **Electronic Vote** shall mean a vote conducted using a Web ballot tool, or other electronic means.
- 1.6. **Member** shall mean an organization qualified for membership as defined in Article 12.2 of the DLNA Bylaws.
- 1.7. **Motion** shall mean a proposal for a decision before a Work Group.
- 1.8. **Officer** shall mean an individual with special duties and responsibilities defined in section 7.
- 1.9. **Promoter** shall mean a Member of the Corporation who so qualifies in accordance with the provisions of Articles 12 and 14.1, of the DLNA Bylaws.
- 1.10. **Quorum** shall mean at least two-thirds (2/3) of the Voting Members of the Work Group.
- 1.11. **Sponsoring Committee** shall mean the Committee, to which a Subcommittee or Task Force is subordinated.
- 1.12. **Sponsoring Work Group** shall mean the Work Group to which a subcommittee, or Task Force is subordinated.
- 1.13. **Task Force** shall mean an advisory body with conduct defined in §5.
- 1.14. **Voting Member** shall mean a Member of DLNA that meets the voting eligibility criteria defined in section 8.4.1.
- 1.15. **Work Group Meeting** is either an in-person gathering with or without the possibility of telephonic participation or a telephone conference.
- 1.16. **Work Group** shall mean a Committee or Subcommittee with duties and procedures defined in the bylaws and further defined in this document.

2. Introduction

- 2.1. The purpose of this document is to describe procedures for the operation of Work Groups (i.e. Committees and Subcommittees) and Task Forces.
- 2.2. This document is intended to be consistent with the DLNA Bylaws. The DLNA Bylaws shall take precedence in the case of any conflict.

2.3. All Work Groups and Task Forces shall use these procedures, unless otherwise directed by the Board of Directors.

2.4. For questions relating to these procedures, consult the DLNA Office for clarification.

3. Initiation and Termination of Committees

3.1. Initiation

3.1.1. Promoters may propose to the Board of Directors the establishment of a Committee to carry out any part of the mission of DLNA. Such proposal shall include a draft Charter according to section 6, and the Members that initially desire to participate in such Committee.

3.1.2. Approval of the formation of a Committee shall require a decision of the Board of Directors.

3.1.3. The Committee chair shall arrange with the DLNA Office to establish an electronic mailing list for the Committee and shall send out notice to DLNA Members of the formation of the Committee, Work Group electronic mailing list, DLNA web-based document repository, approved charter, and the time and location of the first meeting.

3.2. Termination

3.2.1. At any time, a Committee can be disbanded by decision of the Board of Directors.

4. Initiation and Termination of Subcommittees

4.1. Initiation

4.1.1. A Committee may vote to propose to the Board of Directors, the formation of a Subcommittee. Such proposal shall include a draft Charter according to section 6.

4.1.2. Approval of the formation of a Subcommittee shall require the decision of the Board of Directors.

4.1.3. The Sponsoring Committee chair shall arrange with the DLNA Office to establish an electronic mailing list for the new Subcommittee and shall send out notice to Members of the formation of the Subcommittee, Work Group electronic mailing list, DLNA web-based document repository, approved Charter, and the time and location of the first meeting.

4.2. Termination

4.2.1. At any time, a Subcommittee can be disbanded by a decision of the Board of Directors.

5. Task Forces

5.1. Initiation

5.1.1. A Work Group chair is authorized to create a Task Force and designate a Task Force chair from a Promoter or Contributor member company. The Sponsoring Work Group shall define the Charter according to section 6.2.

5.1.2. A Task Force shall operate in an advisory function to its Sponsoring Work Group.

5.1.3. The chair of the Sponsoring Work Group may arrange with the DLNA Office to establish an electronic mailing list and DLNA web-based document repository for the new Task Force and shall send out notice to Members of the formation of the Task Force, its electronic

mailing list, DLNA web-based document repository, approved Charter, and the time and location of the first meeting.

5.2. Conduct of Business of a Task Force

5.2.1. A Task Force shall follow the same procedures as a Work Group, with the following exceptions:

5.2.1.1. There is no voting as defined in section 8.4.

5.2.1.2. The minimum notice for an in-person meeting is 6 calendar days.

5.2.1.3. The minimum notice for a conference call is 72 hours.

5.2.1.4. Materials required for an upcoming meeting of a Task Force shall be submitted in advance of the meeting, and notification shall be sent to the meeting attendees such that reasonable and sufficient time is available for review of the materials prior to the meeting.

5.3. Termination

5.3.1. A Task Force is disbanded by a decision of the Sponsoring Work Group or Board of Directors.

6. **Charter**

6.1. The Charter of a Work Group shall be established and revised in accordance with the DLNA Bylaws and is ratified by the Board of Directors.

6.2. The Charter of a Work Group or Task Force shall include, but is not limited to, a statement of purpose, scope of work, and a description of deliverable work items.

6.3. A Work Group may propose changes to their Charter. Proposed changes must be approved by the Work Group itself, and in the case of Subcommittees, by the Sponsoring Committee. All changes must be ratified by the Board of Directors.

7. **Work Group Officers**

7.1. Designation of Officers

7.1.1. Selection of Work Group chair

7.1.1.1. A notice for Work Group chair nominations shall be distributed for at least two (2) weeks in advance of selection.

7.1.1.2. The Board of Directors selects a chair for each Work Group.

7.1.1.3. A Work Group chair can be removed at any time by the Board of Directors.

7.1.2. Appointment and removal of other Work Group Officers

7.1.2.1. The Work Group chair may appoint a vice chair from among the Promoters.

7.1.2.2. The Work Group chair may appoint a Secretary

7.1.2.3. The Work Group chair may appoint one or more Editors responsible for the output documents of the Work Group.

7.1.2.4. Appointed Work Group Officers may be removed at any time by the Work Group chair.

7.2. Resignations

7.2.1. Any Work Group chair may resign at any time by giving written notice to the Board of Directors.

7.2.2. Any Work Group Officer may resign at any time by giving written notice to the Work Group chair.

7.2.3. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

7.3. Duties of the Work Group chair

7.3.1. The Work Group chair shall, subject to the oversight of the Board of Directors, facilitate the affairs of the Work Group and the activities of the other Work Group Officers in accordance with these Procedures, the provisions of the DLNA Bylaws, and other requirements as may be prescribed by the Board of Directors.

7.3.2. The Work Group chair should facilitate fair consideration of issues and seek consensus whenever possible. In situations when consensus cannot be achieved, the Work Group chair shall seek to resolve issues in an expedited fashion through a Vote unless specific voting rules have been enacted for the particular issue in the DLNA Bylaws, or these Procedures. If necessary the Work Group chair may rely on Robert's Rules of Order to resolve any conflicts.

7.3.3. The Work Group chair shall serve as primary contact on behalf of the Work Group and representative to the Board of Directors or the Sponsoring Committee.

7.3.4. If the Work Group chair will be unavailable or otherwise unable to serve as chair for a period of thirty (30) days or more and if such is known in advance, the Work Group chair shall notify the Board of Directors and the Work Group not less than thirty (30) days prior to such period of unavailability and if there is no Work Group vice chair for the Work Group in question, the Work Group chair shall work with the Board of Directors to identify a substitute Work Group chair acceptable to the Board of Directors.

7.4. Duties of the Work Group vice chair

7.4.1. In the absence of the Work Group chair, the vice chair shall perform all the duties of the chair.

7.5. Duties of the Work Group Secretary

7.5.1. The Secretary shall record and post draft Minutes of all meetings of the Work Group.

7.5.2. In the event that the Secretary is not present at a Work Group Meeting, the Work Group chair may appoint any meeting attendee to act as secretary for that meeting. This function may also be performed by DLNA Office.

7.6. Duties of the editor

7.6.1. Editors shall be responsible for drafting and editing of Work Group deliverables.

8. Conduct of Business of Work Groups

8.1. Work Group Meeting practices

8.1.1. A Member can send as many representatives as it desires to a Work Group meeting.

8.1.2. A duly called meeting can proceed as scheduled, but voting cannot occur without a Quorum.

8.1.3. The Work Group chair shall provide a reminder of DLNA's confidentiality and anti-trust rules at the beginning of each meeting.

8.1.4. Attendance shall be recorded. Attendance by a Work Group Member must be communicated either by their presence in-person or by verbal acknowledgement. At the discretion of the Work Group chair, the logs of an online collaboration tool (such as Microsoft's LiveMeeting) can be used to assist in recording meeting attendance.

8.1.5. The meetings of Work Groups shall be limited to representatives of Members and invited guests who have executed a DLNA Non Disclosure Agreement (NDA). The chair shall announce in advance if non-Members will be attending the meeting.

8.1.6. Scheduling

8.1.6.1. The Work Group chair is responsible for calling meetings at intervals necessary to handle its work.

8.1.6.2. The Work Group chair is responsible for managing and scheduling meetings in a manner that attempts to reflect the geographic distribution of Members fairly and appropriately.

8.1.6.3. The schedule of Work Group Meetings shall, in general, avoid conflicts with other related Work Groups.

8.1.6.4. The Work Group chair shall provide the following information to the DLNA Office:

Date and times of meeting

In-person or conference call; if in-person, indicate location or request that the DLNA Office locate a venue

Request for phone bridge if required

A/V needs

Number of expected attendees and/or call participants.

8.1.7. Notice of meetings

8.1.7.1. Notice of meetings shall be published on the Kavi Calendar followed by an electronic notification.

8.1.7.2. The minimum notice for a meeting in-person is 14 calendar days.

8.1.7.3. The minimum notice for a conference call is 7 calendar days.

8.1.8. Agenda

8.1.8.1. For Work Group Meetings in-person, the chair shall publish a draft agenda to the Work Group electronic mail list at least 7 calendar days in advance of the meeting.

8.1.8.2. For Conference Call Work Group Meetings, the chair shall draft an agenda and send it to the Work Group electronic mail list at least 24 hours in advance of the meeting.

8.1.8.3. The following agenda items are required for all Work Groups:

- Anti-trust reminder
- Roll call of attendees
- Consideration of draft agenda
- Approval of Minutes from previous meeting(s)
- Next meeting date, time & location

8.1.9. Extending a Work Group Meeting

8.1.9.1. A Work Group Meeting may be extended by a stated amount of time by the chair if there are no objections by the Voting Members in attendance.

8.1.10. Minutes

8.1.10.1. Anti-trust reminder, attendance, agenda, main discussion points, action items, motions and voting results, and decisions shall be recorded in the minutes of a Work Group Meeting.

8.1.10.2. The minutes shall be in a form similar to the template for minutes available from the DLNA web site.

8.1.10.3. The minutes of a meeting shall be reviewed, corrected, and approved by the Work Group.

8.1.10.4. The approved minutes are the official record of the meeting.

8.2. Submitted Materials

8.2.1. All emails and other materials in electronic format submitted to the Work Group electronic mailing list shall be archived and accessible to all Members of the DLNA. All documents should be uploaded and distributed using the DLNA web-based document repository of the Work Group.

8.3. Such materials required for an upcoming meeting of the Work Group should be submitted at least 1 business day in advance of the meeting.

8.4. Voting

8.4.1. Voting Rights

8.4.1.1. Only Promoters can have Voting Rights.

8.4.1.2. Promoters attending the first, second or third meetings of a Work Group have Voting Rights at those meetings.

8.4.1.3. New Promoter members shall immediately have Voting Rights for the first three (3) work group meetings of each of the Work Groups after becoming a promoter. For those three (3) meetings, the new Promoter will only be counted in establishing quorum at those meetings they attend.

8.4.1.4. Voting Rights are maintained if a Promoter attends two (2) of the three (3) immediately previous Work Group Meetings.

8.4.1.5. Voting Rights lost due to lack of attendance shall be reinstated when the attendance criteria is met.

8.4.2. Visibility of voting results

8.4.2.1. Voting results shall be made visible to the Work Group members. At the Work Group chair's discretion, a vote can be tallied without a roll call. However, if any member objects, a roll call shall be taken and the vote cast by each member shall be recorded in the minutes.

8.4.3. Voting during Work Group meetings

8.4.3.1. Voting requires a Motion from a Voting Member of the Work Group seconded by another Voting Member of the Work Group.

8.4.3.2. Quorum must be established before voting can proceed.

8.4.3.3. A Motion is approved if the number of Voting Members who approve the Motion is at least two-thirds (2/3) of the total number of Voting Members who vote to either approve or oppose the Motion. Abstains are not counted as votes cast.

8.4.3.3.1. Examples of Work Group voting:

Example 1: Committee A has nine (9) Voting Members. Six (6) of those Voting Members are present at a meeting, so a Quorum is present. Of the six (6) Voting Members present, four (4) approve the Motion and two (2) oppose. The Motion is approved.

Example 2: Committee A has nine (9) Voting Members. Six (6) of those Voting Members are present at a meeting, so a Quorum is present. Of the six (6) Voting Members present, five (5) abstain and one (1) approves the Motion. The Motion is approved.

Example 3: Committee A has nine (9) Voting Members. Six (6) of those Voting Members are present at a meeting, so a Quorum is present. Of the six (6) Voting Members present, two (2) abstain, two (2) approve the Motion and two (2) oppose. The Motion is not approved.

8.4.4. Electronic Voting

- 8.4.4.1. The Work Group chair may allow Electronic Votes.
- 8.4.4.2. Electronic Votes require a Motion and second by Voting Members of the Work Group made during a meeting or on the Work Group electronic mail list,
- 8.4.4.3. Votes must be cast within seven (7) calendar days from the date the vote is initiated, unless the Work Group specifies a longer voting period.
- 8.4.4.4. A motion fails unless the total number of votes cast constitutes a Quorum.
- 8.4.4.5. A Motion is approved if the number of Voting Members who approve the Motion is at least two-thirds (2/3) of the total number of Voting Members who vote to either approve or oppose the Motion. Abstains are not counted as votes cast.
- 8.4.4.6. Electronic Voting activities are administered by the Work Group chair, and results shall be posted within one (1) working day following the close of the voting period.

8.4.5. Informal Decision Making

- 8.4.5.1. Nothing in this document is intended to preclude a Work Group chair from establishing and utilizing appropriate informal decision-making tools (e.g., straw polls) to make preliminary decisions. It is expected that such preliminary decision-making activity shall include participation, as appropriate, by representatives of Contributor Members. Any recommendations or other documents sent to a Sponsoring Work Group by a Task Force should include a record of the process used to create that recommendation or document, and the names of the Member companies who participated in the process.
- 8.4.6. A motion to waive the notice requirements for a meeting must be unanimous. All eligible voting members must participate in the ballot.

8.5. Appeals process

8.5.1. Filing a Complaint

- 8.5.1.1. Any Member on the Work Group who believes that an action taken or not taken by a Work Group is in violation of the procedures set forth in this document or specified by the DLNA Bylaws may appeal such action or inaction to the Board of Directors.
- 8.5.1.2. Appellants shall file a complaint with the DLNA Office within fourteen calendar days of the action being appealed or at any time with respect to inaction.
- 8.5.1.3. The complaint shall state the nature of the objection(s); the section(s) of this Procedures document or DLNA Bylaws at issue; the actions or inactions at issue; and the specific remedial action(s) that would satisfy the appellants' concerns. Previous efforts to resolve the objection(s) and the outcome of each shall be noted.

8.5.2. Response to a Complaint

- 8.5.2.1. Within thirty calendar days of receipt of the complaint, the DLNA Office shall respond to the appellants, addressing each allegation of fact in the complaint to the extent of the Board's knowledge.

8.5.2.2. If the appellants and the Board of Directors are unable to resolve the complaint within fifteen calendar days following the response, the Board shall schedule a hearing at its next regular meeting. In such a hearing, appellants shall have the burden of demonstrating adverse effects, improper action or inaction, and the efficacy of the requested remedial action.

8.5.2.3. The Board of Directors shall render its decision within thirty (30) calendar days. The decision of the Board shall be final.

8.5.3. Remedial Action

8.5.3.1. The Board of Directors has the authority to affect such remedial action as may be necessary to remedy a complaint brought under this procedure.

8.6. Committee Reports for the Board of Directors

8.6.1. When requested to do so by the Board of Directors, each Committee chair shall prepare and present a Committee Report to the Board of Directors.

8.6.2. The Committee Report shall be submitted to the Board of Directors via the DLNA Office. The Board of Directors may request that Committee Reports use a standard template.

8.6.3. Draft versions, and the final version of the Committee Report shall be made available to Committee members via the DLNA web-based document repository of the Committee prior to submission to the Board of Directors.

8.6.4. Committee chairs are strongly encouraged to have all Committee Reports approved by the committee.

8.6.5. Committee Members may add an objection to the Committee Report as an addendum.

8.7. Document approval

8.7.1. All documents that are to be submitted to the Board of Directors must be approved by the Sponsoring Committee.

8.7.2. The following documents must be approved by the Board of Directors.

- a) Documents that define DLNA Policy.
- b) Documents that define a process to be used by the DLNA.
- c) Documents that will be distributed outside DLNA.
- d) Documents that will be distributed to the DLNA general membership.

8.7.3. If there is a question of whether a document must be approved by the Board of Directors, consult the DLNA Office.