



Serial ATA International Organization Workgroup Procedures Rev 1.0, Sept. 16, 2004

1. Establishment

- 1.1. Workgroups are established by the SATA International Organization (herein SATA) Board of Directors (herein BoD)
- 1.2. Proposals to form a new Workgroup must be made to the BoD and must be accompanied by a proposal addressing: scope, expected output, nominated Chairperson and duration.
 - 1.2.1. BoD must vote to approve the proposal and ratify the Workgroup Chairperson.
 - 1.2.2. The new Workgroup Chairperson must be from a member company of the appropriate membership level, of SATA International Organization.
 - 1.2.3. The final scope and committed deliverables of a Workgroup shall be presented to and approved by the BoD following an investigative phase by the Workgroup.
 - 1.2.4. Workgroups are dissolved by the BoD.

2. Structure

- 2.1. Workgroups may pursue their assigned charter in a manner of their choosing provided this does not have the effect of being counter to the operating procedures outlined in this document. This includes formation of focused sub-teams to address specific areas of focus within the Workgroup's assigned scope of work.
- 2.2. Changes in the scope of work, in the committed deliverables, or in the operating procedures of a Workgroup must be approved by the BoD.
- 2.3. Officers
 - 2.3.1. Chairperson
 - 2.3.1.1. The Workgroup Chairperson will be from a member company of the appropriate membership level.
 - 2.3.1.2. The Workgroup Chairperson serves at the discretion of the BoD.
 - 2.3.1.3. The Chairperson shall periodically address the BoD with a review of the team's progress and status.
 - 2.3.2. Vice Chairperson
 - 2.3.2.1. The Workgroup Chairperson may appoint a Workgroup Vice Chairperson to assist the Chairperson in all matters. This Vice Chairperson will assume the role of Chairperson at duly scheduled meetings when the Chairperson is absent. The Vice Chairperson will temporarily assume the Chairperson's position from the effective date of a Chairperson's resignation or removal until the BoD approves another Chairperson.

2.3.3. Secretary

2.3.3.1. The Workgroup Chairperson may appoint a Secretary, or can perform this duty himself/herself.

2.3.3.2. The Secretary is responsible for maintaining a record of the Workgroup's activities as well as a contact sheet for the Workgroup.

2.4. Legal Authority

2.4.1. Workgroup and sub-Workgroup officers are not executive officers of SATA as recognized under the bylaws, and thus have no authority to bind SATA to any obligations.

3. Workgroup Membership, Size and Voting Rights

3.1. Workgroup Membership

3.1.1. Workgroup membership is recognized on a per-company basis, although companies that have Workgroup membership are expected to identify their primary representative and maintain consistency in such representation.

3.1.2. Only members that have authorized assessment of the active participation membership premium are eligible for membership in Workgroups (see document "Membership Activity Change Authorization"). Members that are delinquent on payment of the premium by over 30 days will be removed from any Workgroup in which they participate.

3.1.3. Workgroup membership is established at the beginning of each new scope of work assigned to a Workgroup.

3.1.4. Member companies wishing to participate in a Workgroup shall submit a written request to the Workgroup Chairperson. This request shall not be unreasonably denied.

3.1.4.1. Among the reasons for denial:

- (a) Company lacks material interest in the activities of the Workgroup
- (b) Workgroup has reached a size where further expansion is deemed to adversely affect its efficiency/manageability.
- (c) Company does not provide expertise relevant to the work of the Workgroup
- (d) Company's area of expertise is already over-weighted in the makeup of the Workgroup
- (e) Membership in the Workgroup has been fixed as a result of the team being sufficiently far along on their present scope of work that new membership would have likelihood for team's previous work being revisited. For technical Workgroups the membership is typically fixed at the point where the Workgroup delivers its proposal to the BoD for the refined scope of work and obtains ratification for the scope and committed deliverables. For non-technical Workgroups where new membership would not have likelihood of team regression, this clause may not apply. See also clause 3.1.3.

3.1.4.2. A three-step process is used for selecting Workgroup members:

- (a) Applicant provides written request to Workgroup Chairman with information addressing the topics outlined in section 3.1.4.1 as well as answers to the following questions:
 - What is your company's interest in the activities of this Workgroup?
 - What resources are you willing to commit to the Workgroup? For how long?
 - What specific areas of expertise will you provide?
- (b) The Workgroup Chairperson acts as a first-level filter, eliminating any applicant company that is deemed not qualified.
- (c) The Workgroup Chairperson brings the applicant's skills write-up to the Workgroup for approval.

Once a Workgroup has reached a maximum practicable size, qualified new applicants representing areas of expertise sought by the group can still be accepted (see also 3.2.3). They can, however, be rejected on the grounds of the excessive group size.

3.1.4.3. If and when a company's application for membership is rejected, either by the Workgroup Chairperson or the Workgroup, the Workgroup Chairperson must notify the BoD of the rejection prior to notifying the candidate. The notification sent to the BoD must identify the reason(s) for rejection. The BoD shall either uphold or overturn the rejection. The BoD has 7 days to overturn the rejection; silence on the part of the BoD indicates assent.

3.1.4.4. To ensure opportunity for the Board of Directors to provide well informed organizational guidance, any Board of Directors (BoD) member can participate in any Workgroup. In instances where a BoD company is already represented in a Workgroup, voting responsibility remains with the duly accepted voting member from the parent company.

3.2. Size

3.2.1. Workgroup size is governed by efficacy (see also 3.1.4.1b).

3.2.2. A Workgroup shall maintain a number of voting representatives that is no smaller than the minimum size established by the BoD at the time of formation. If the Workgroup feels this minimum size cannot be maintained, then it must appeal to the BoD for a change in the minimum size guideline or to have the group disposition otherwise determined.

3.2.3. A Workgroup can increase its membership at its discretion subject to clause 3.1.4.1b (see also 3.2.3).

3.2.4. Number of Participants per Company

3.2.4.1. Participant companies may bring a prudent number of representatives into the Workgroup process as needed to accomplish the task, but participant companies shall only have one vote on the Workgroup regardless of the number of participants. Participants are expected to maintain consistency in their representation in order to avoid redressing topics previously covered.

3.2.4.2. The Workgroup Chairperson may restrict the total number of participants per company for logistical reasons, for example, to manage the number of telephone bridge ports or the attendance at a face-to-face meeting.

3.3. Disqualification of Members

3.3.1. The BOD may remove participant companies from the Workgroup at any time, for cause, based upon the recommendation of the Workgroup Chairperson. A two-thirds vote of the BOD is required for removal.

3.3.1.1. Reasons for removal (any one shall be deemed sufficient):

- (a) Disruptive behavior
- (b) Engaging in illegal activity on behalf of SATA
- (c) Engaging in activities related to restraint of trade or collusion that could jeopardize the legal standing or impose liability on SATA
- (d) Engaging in activities damaging to the reputation of SATA
- (e) Lack of regular attendance by consistent company delegate(s)
- (f) Lack of contribution towards the deliverables of the Workgroup
- (g) Other reasons not stated above that damage the work of SATA, its Workgroups or its standing in the industry

3.3.1.2. Reinstatement is handled as a new application for participation and is subject to the regular membership application process.

3.3.2. In the event that a participant company ceases to become a Member in good standing of SATA, the company and its representatives are disqualified from Workgroup participation. In the event a particular company ceases to renew the active participation membership premium, the company and its representatives are disqualified from Workgroup participation.

3.4. Meeting Participation and Voting Rights

3.4.1. Each member company of a Workgroup shall identify their primary representative, but may also have a reasonable number of alternates. The number of recognized alternates is at the discretion of the Workgroup Chairperson. Each company participating in a Workgroup has one vote resting with the identified primary contact. Should a primary voting representative not be present, a recognized alternate from that company may cast votes on behalf of the member company.

3.4.2. Active participation is required for a company to maintain voting rights on the Workgroup, wherein active participation is maintained by the primary representative or recognized alternate in attendance at least one half of the most recent six scheduled Meetings or one half of all scheduled Meetings in the prior six months, whichever is the shorter time period (starting at the time the member joins). Once voting rights are lost, they are automatically re-established when these participation criteria are met. Lack of consistent representation is also grounds for removal from the Workgroup as outlined in section 3.3.1.1.

3.4.3. Prior to automatic reinstatement by meeting attendance requirements, a participant company that has lost its voting rights may appeal to the Workgroup for reinstatement. If the Workgroup fails to reinstate the participant company, the latter may appeal to the BoD for reinstatement.

- 3.4.4. If a participant company loses its voting rights, it may still participate in all activities of the Workgroup except voting, provided the participant company has not been removed from the Workgroup for lack of participation.

4. Steering Board

- 4.1. Each Workgroup Chairperson will provide a brief written status of the Workgroup for each quarterly Steering Board of Directors Meeting and submit to the BoD for review and comment. The report should include a current membership list, current topics of discussion/consideration, future plans and delivery schedule.
 - 4.1.1. Active Workgroups may request to present in person at periodic BoD Meetings. This will be subject to BoD approval based on the agenda for the BoD Meeting. The BoD may not unreasonably deny such requests. Conversely, the Workgroup Chairperson may be requested by the BoD to present the update in person and may not unreasonably deny such requests.
- 4.2. The workgroup operating procedures and principles outlined in this document are only guidelines. Exceptions to accommodate extenuating circumstances are anticipated, and reasonable judgment is expected. These guidelines may be revised by the board as warranted.