

JAVA-IN-ADMINISTRATION
SPECIAL INTEREST GROUP
("JA-SIG")

BY-LAWS

ADOPTED AUGUST 1ST, 1999

1. Participants—Meetings and Voting.

1.1 General Meetings of the Participants.

1.1.1 Meetings. There may be general meetings open to all Participants called by the Steering Committee as it deems appropriate. The Steering Committee shall set the agenda for any such meetings.

1.1.2 Quorum. Attendance in person or by proxy of at least fifty percent (50%) of the Class A and Class B Participants shall be necessary to constitute a quorum for the transaction of business during a general meeting of the Participants.

1.1.3 Voting. Unless otherwise stated, a vote of more than fifty percent (50%) of the Class A and Class B Participants present at a meeting shall be required to adopt any resolution or proposal before the Participants.

1.2 Meeting Notice. Written notice of the time and place and purpose of holding any meeting, shall be given to the Participants entitled to participate in such meeting.

1.3 Proxy. All Class A and Class B Participants shall be entitled to vote by or through another Participant acting as its proxy. Every proxy shall be executed in writing by the Participant and filed with the Secretariat of the JA-SIG. A proxy shall not be valid for more than the meeting at which it is intended to be used, or any adjournment thereof.

2. Steering Committee.

2.1 Meetings. The Steering Committee shall hold regular meetings on a schedule as it determines. Additional meetings may be called by the representative of the Class A Participant or by any three Steering Committee members. Meetings may be conducted in person or by electronic means using video or audio conferencing.

2.2 Quorum. Attendance by the representative of the Class A Participant and at least fifty percent (50%) of the representatives of the Class B Participants shall be necessary to constitute a quorum for the transaction of business during a meeting of the Steering Committee.

- 2.3 Voting. Unless otherwise provided in the JA-SIG Memorandum of Understanding or these by-laws, a vote of more than fifty percent (50%) of Steering Committee members present at a meeting shall be required to adopt any resolution or proposal before the Steering Committee. An affirmative vote of the Steering Committee representative of the Class A Participant and at least fifty percent (50%) of the Steering Committee representatives of the Class B Participants shall be required to adopt any resolution or proposal before the Steering Committee that deals with the approval of the release to the public of Work of JA-SIG, or the adoption or approval of the disposition, acceptance, or assignment of any intellectual property rights.
- 2.4 Vacancies. In the event of a vacancy in any seat occupied by an employee of a Participant, the Steering Committee shall fill the vacancy by appointing a person approved by the Participant that employed the director whose seat became vacant.
3. **Officers**. The Steering Committee shall appoint such officers, and define the responsibilities and authorities of such officers, as it deems necessary or appropriate.
4. **Secretariat**.
- 4.1 Secretariat. The Secretariat of the JA-SIG shall be selected by the Steering Committee and serve as Secretariat for such term as the Steering Committee shall determine. The Secretariat of the JA-SIG may resign at any time by submitting sixty (60) days' written notice to the Steering Committee. A Secretariat shall not be removed or a new Secretariat selected without the approval of the Class A Participant.
- 4.2 Principal Office. The principal office of the JA-SIG shall be as set by the Secretariat and initially shall be 404 Balboa Street, San Francisco, California 94118.
- 4.3 Secretariat Duties. The Steering Committee may contract with the Secretariat to perform the below-listed functions, in addition to any other functions as are deemed necessary or appropriate to manage the day to day needs of the JA-SIG, and which may be specified in such contract.
- 4.3.1 Scheduling and setting up meetings of the Steering Committee and membership;
- 4.3.2 Facilitating communication to and between Participants, including providing timely notices of meetings;
- 4.3.3 Acting as the liaison to other consortiums or associations with which the JA-SIG may choose to associate;

- 4.3.4 Acting as the spokesperson for the JA-SIG with respect to public announcements or inquiries, including press and new membership applications;
- 4.3.5 Providing persons on the Steering Committee and Participants with timely minutes, summaries and other reports with respect to the activities of the JA-SIG;
- 4.3.6 Receiving and processing membership applications;
- 4.3.7 Receiving and holding in trust for the JA-SIG, in accordance with Section 4.3, below, all membership dues, fees and assessments to be applied; and
- 4.3.8 Such other activities delegated or authorized by the Steering Committee.

The Secretariat may engage third parties to undertake such activities, provided that the Secretariat enters into appropriate contracts protective of the JA-SIG, and ensures compliance with terms and conditions of this Agreement including confidentiality obligations, if any.

- 4.4 Disposition of Participants' Dues and Assessments. The Secretariat shall have exclusive authority to collect dues and fees from the Participants and assessments from Participants whose employees serve on the Steering Committee. The Secretariat may use the dues, fees and assessments it collects only (i) to pay such administrative costs as the Steering Committee reasonably deems appropriate; (ii) to pay the expenses of any materials and workshops that the JA-SIG may furnish to the Participants; and (iii) for any other purposes consistent with this Agreement that the Steering Committee may authorize. The Secretariat shall open, in the name of the JA-SIG, such federally insured bank accounts as the Secretariat reasonably may deem appropriate and shall hold all dues and fees it collects from Participants in those accounts until disbursement in accordance with the policies and procedures established by the Steering Committee.

5. Working Committees.

- 5.1 Formation. The Steering Committee may establish Working Committees to carry out the work of the JA-SIG. This will include a standing [**ANY INITIAL STANDING COMMITTEES?**], and any other Working Committee as deemed necessary by the Steering Committee.

The Steering Committee shall (i) approve the formation of each Working Committee, (ii) appoint the Chairperson and members of such Working Committee, and (iii) determine the scope of work and desired output from each Committee. The opportunity to participate on a Working Committee shall not be arbitrarily or unreasonably denied. The Steering Committee shall have the authority to dissolve or reorganize a Working Committee.

- 5.2 Output. The output of a Working Committee shall be a written recommendation or proposal on the subject matter or undertaking assigned to such Working Committee, which recommendation or proposal shall be submitted to the Steering Committee for consideration. At the first meeting of a Working Committee, a schedule for meeting and activity milestone dates will be proposed and presented for approval by the Steering Committee.
- 5.3 Working Committee Meetings.
- 5.3.1 Meeting Notice. Written notice of the time and place and purpose of holding any meeting of a Working Committee, shall be given by the Chairperson to the persons entitled to participate in such meeting at least seven (7) days prior to the scheduled date for the meeting. All notices shall be given by mail, electronic mail, or facsimile to the address on file with the Secretariat. Replies shall be sent to the Chairperson.
- 5.3.2 Frequency. A Working Committee shall hold regular meetings on a schedule as determined by such Working Committee. Additional meetings may be called by any three Working Committee members. Meetings may be conducted in person or by electronic means using video or audio conferencing.
- 5.3.3 Expenses. Costs and expenses of participation in a Working Committee shall be the borne by the Participants participating, unless otherwise determined by the Steering Committee.
- 5.3.4 Quorum. Representatives of at least two-thirds (2/3) of the Class A and Class B Participants represented on a Working Committee, in attendance in person or by electronic means, shall be necessary to constitute a quorum for the transaction of business during a Working Committee meeting, provided that the Working Committee may lower the quorum to not less than fifty percent (50%).
- 5.3.5 Voting. Each Class A and Class B Participant with a representative(s) on a Working Committee may have only one vote on matters put before such Working Committee. Such Working Committee voting member must be employed by a Participant and have participated in at least three prior Working Committee meetings (if appropriate) in order to be eligible to vote. A majority vote of Working Committee Participants represented at a meeting at which a quorum is present shall be required to adopt any resolution or proposal before a Working Committee.