

BPMI Notation Working Group

Bylaws

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Definitions

- "Person Eligible for BPMI Working Group Participation" ("PEBWGP") means one of a class of individuals that includes persons holding individual memberships in the corporation, employees of organizational members of the organization, members of organizations to which BPMI has extended the benefits of joint membership, and such other persons as may be designated by the board of directors.
- "Working Group" ("WG") means a group of PEBWGPs formed by the BPMI Board and conducted according to the provisions of this Policy.
- "Auditing Working Group Member" ("AWGM") is a PEBWGP, has requested and received membership to the Working Group, can attend meetings and conference calls, can contribute to the output of the Working Group, but does not have rights to vote on Working Group issues.
- "Voting Working Group Member" ("VWGM") is a PEBWGP, has requested and received membership to the Working Group, can attend meetings and conference calls, can contribute to the output of the Working Group, and has rights to vote on Working Group issues.
- A "Calendar Year" begins on January 1 and ends on December 31 of each year.
- A "Calendar Quarter" means any one of the spans of time extending from January 1 through March 31, April 1 through June 30, July 1 through September 30, and October 1 through December 31.

WG Membership

- A PEBWGP shall become a member of an existing WG by sending an e-mail notice of intention to participate to the Chair of the WG. Membership shall begin upon an e-mail response from the Chair. A new member will automatically become an AWGM and may attend face-to-face meetings and phone meetings. A VWGM must be identified to the Chair as specified in Section 10 "WG Voting."
- The transference of an individual BPMI membership shall not automatically confer WG membership upon the transferee.
- Persons who lose PEBWGP status for reasons including, but not limited to, change of employment, shall have a further 15 days of WG membership in which to request a leave of absence or re-establish eligibility.
- Any WG whose voting membership falls below three members shall cease to exist.

Termination of WG Membership

- A member shall be considered to have resigned from a WG upon receipt of notification of resignation by e-mail from the member to the chair of the WG.
- Termination of membership in a BPMI WG shall automatically end voting membership in any subcommittee directly or indirectly created by that WG.

Leaves of Absence

- Every VWGM shall be entitled to at least one leave of absence per calendar year. During a leave of absence, a member shall be exempt from the participation criteria specified in the section of this Policy titled "WG Voting." A first leave of absence in any calendar year shall be obtained automatically upon application to the chair of the WG.
- A VWGM can designate a proxy voter as a condition of the leave of absence. If not, then the number of VWGMs for the Working Group is reduced by 1 (one).
- A VWGM member who has already been granted a leave of absence during a calendar year may apply for a maximum of one additional leave of absence during the same year, but a second leave of absence in a calendar year shall be granted only upon formal resolution of the WG.
- A VWGM who has been granted a leave of absence shall cease to be a member of the WG and all of its subcommittees for the duration of the leave. However, membership in the WG and membership in any still-existing subcommittee of the WG of which the same person was a member at the beginning of the leave shall resume when the leave ends.
- The length of a leave of absence shall be specified in advance by the member requesting it and shall not exceed 45 days. A leave of absence shall begin no earlier than seven days after the date upon which the request was submitted to the chair of the WG and shall end on the date specified, or at the beginning of the first WG meeting or subcommittee meeting attended after the leave begins, or upon transmittal of the first e-mail ballot returned after the leave begins, whichever comes first. Time allocated for a leave of absence but not used due to early resumption of membership cannot be carried over into another leave.

WG Chairs

- A VWGM can be elected to be the Chair of a Working Group by a vote of 2/3 of all the VWGMs of that Working Group.
- A WG chair may be removed by action of the board of directors following an appeal as specified in the section of this Policy titled "Appeals" or by a vote of 2/3 of all the VWGMs.
- A vacancy in chairing a WG shall be deemed to exist when (i) the chair has been removed, (ii) the chair has resigned the position, or (iii) the chair ceases to be a member of the WG. Vacancies in chairing a WG shall be filled by election from the membership of the WG.
- The same provisions regarding leaves of absence shall apply to the chair of a WG as to the other members of a WG, except the chair must notify both BPMI WG administration and the WG at least 30 days prior to any non-emergency leave of absence.

WG Visibility

- All WG electronic e-mail lists shall be archived for the duration of BPMI.
- Subscription to the list shall be automatic for members of the WG and available to other individual PEBWGPs.

WG Procedure

- The operation of WGs shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with this Policy, with the Articles of Incorporation of BPMI, or with provisions of law. However, the rules of assemblies do not apply to WGs. (An electronic copy of RRO is available at <http://www.ibiblio.org/bosak/rror/rror.zip>)
- Formal actions of WGs shall be governed by the same rules regardless of the language in which the work is taking place.

WG Meetings

The BPMI WG Process requires that a WG hold a meeting at least once a year, though obviously the WG should meet more often in order to make progress towards its goals. Face-to-face Meetings should coincide with every general BPMI meeting (held quarterly). The Working Group can arrange additional face-to-face Meetings, if desired. Telephone conference calls are arranged at the discretion of the Working Group, but should occur at least once a month; more often would be preferred.

BPMI WG meetings should be arranged and conducted in a manner that meets the goals of the WG Process, i.e.

- Meetings should be open; all eligible people must have the opportunity to participate.
- Meetings should be conducted in a democratic manner.
- The WG must be accountable for the actions and proceedings of the meeting; all meetings must be minuted and those minutes made publicly available.

General bylaws regarding meetings include:

- A WG meeting is not considered to have a quorum unless more than 50% of the VWGMs are present at the meeting. Voting cannot be conducted during a meeting that does not have a quorum.
- Any WG that fails to conduct at least one meeting during a calendar year shall cease to exist at the beginning of the calendar year immediately following.
- "WG meeting" shall be construed to include telephone conferences and video conferences as well as face-to-face meetings.
- The WG Process makes no distinction between face-to-face meetings and teleconference meetings; either one will count as an official meeting of the WG. The WG should schedule whichever type of meeting works best for them. The sponsors of a face-to-face meeting should still provide teleconferencing for those members who are unable to travel.
- Meeting sponsorship, whether face-to-face or teleconference, should be rotated among the WG members in order to share the burden of this expense.
- Sponsors of teleconference meetings should provide enough connections for the anticipated number of attendees. Call-in information should be published to the WG mail list at least a day before the meeting.
- Sponsors of face-to-face meetings should provide adequate facilities for the meeting, including meeting space sufficient for the number of people attending, in a room set up for work; tables, white board or flip charts, networking connectivity (if required), and teleconferencing for people unable to travel should all be provided. Break food is suggested, but not required. The meeting location and travel and hotel information should be published to the WG mail list far enough in advance for WG members to make travel arrangements.

- The meeting schedule (dates and times) should be published on the WG web page in advance, though call-in information and specific location information may be restricted to the mail list so that it is available to WG members only.
- Attendance at WG meetings must be open to all WG members, and announced sufficiently in advance to give all WG members the opportunity to attend. Other BPMI members should be made welcome at WG meetings, and outside experts may be invited by the decision of the WG. The WG or chair should decide the level of participation allowed for non-WG members, but only WG members may vote.
- The meeting agenda should be published far enough in advance so that members will know if the meeting is worth attending and what topics to be prepared to discuss. The agenda should include attendance roll call.
- The WG chair (or secretary, if delegated) is responsible for taking minutes of the WG meeting, and should post the meeting minutes as soon as practical after the meeting to both the WG mail list and the WG web page. (The minutes on the web page could simply be a link to the list archives where the meeting minutes are found.) Meeting minutes should, at a minimum, include date and time of the meeting, a list of attendees, topics discussed, and decisions made. The public availability of WG meeting minutes are a very important aspect of the BPMI WG Process, which encourages openness in all technical work.

WG Revision

- A WG can clarify its statement of purpose; revise its deliverables; and change its meeting schedule. Such changes shall be reported on the BPMI announcement list, and any revisable publicly visible description (e.g., Web page) promulgated by the WG shall be updated to reflect such changes.

WG Voting

- Every Company, Organization, or non-affiliated member that has at least 1 (one) AWGM in a WG may appoint at most 1 (one) voter. The identity of the VWGM must be sent by e-mail to the WG Chair.
- A VWGM must maintain a level of participation in order to maintain the right to vote (Except as provided in the section of this article titled "Leaves of Absence,").
- A VWGM shall be warned by e-mail from the chair of the WG upon their first failure to attend two out of every three successive meetings of the WG. Voting rights shall be terminated if the member fails to attend the next meeting following transmittal of the warning or if the member consistently fails to attend two out of every three meetings.
- A VWGM shall be warned by e-mail from the chair of the WG upon failure to return 80 percent of all e-mail ballots closing during any 90-day period. Voting rights shall be terminated if the member fails to return 80 percent of all e-mail ballots closing during the 90 days following transmittal of the warning.
- A VWGM that loses voting rights becomes an AWGM and the sponsoring company or organization must designate a new AWGM to become the new VWGM. If there is no available AWGM, then that company or organization may participate in the WG but will not be allowed to vote.
- An AWGM, after losing voting status, may not be returned to voting status without a resolution to do so being passed by the WG.
- Proxies shall be allowed in WG voting. The VWGM must notify the identity of the proxy voter to the Chair at least 1 (one) day before a voting session. A proxy voter must be a AWGM of the Working Group. The proxy voter must be a member of the same company or organization as the VWGM.
- Any resolution of a Working Group shall require at least 2/3 of the total VWGMs attending a meeting to approve and no more than 1/4 voting to disapprove.

Conduct of WG Business by E-mail

- A WG may adopt a standing rule authorizing its chair to draft resolutions pertaining to routine business directly related to the stated purpose of the WG and to conduct votes on such resolutions by e-mail. "E-mail" as the term is applied to the conduct of WGs shall be construed to mean electronic e-mail.
- A WG may, by the approval of 2/3 of the members voting in a meeting that is a quorum at the time of the vote, allow the chair between that meeting and the next to draft resolutions pertaining to specified subjects, to propose such draft resolutions to the members of the WG for discussion by e-mail, to entertain friendly amendments to such draft resolutions and make such changes as shall seem most likely to gain general assent of the members of the WG, to put such resolutions as seem to have gained majority assent to the members of the WG for a vote by e-mail, and to conduct votes on such resolutions by e-mail.
- The period allowed for voting by e-mail shall be five days, unless the WG specifies a different voting period in the resolution authorizing the vote or in standing rules governing e-mail ballots.

Appeals

- Any group of three or more PEBWGPs who believe that an action taken or not taken by or with respect to WGs is in violation of the procedures set forth in this Policy or specified by the board of directors of the corporation may appeal such action or inaction to BPMI Board of Directors. Appellants shall file a complaint within 30 days of the action being appealed or at any time with respect to an inaction. The complaint shall state the nature of the objection(s), including any direct and material adverse effects upon the appellants; the section(s) of this Policy or of the board resolution(s) 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 ouWGome of each shall be noted.
- Within 30 days of receipt of the complaint, BPMI Board of Directors shall respond to the appellants, addressing each allegation of fact in the complaint to the extent of the WG administration's knowledge. If the appellants and the WG administration are unable to resolve the complaint within 15 days following the response, the WG administration shall schedule a hearing before the BPMI board of directors at the next regular board 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. The board shall render its decision within 30 days. The decision of the board shall be final.
- The BPMI board of directors has the authority to effect such remedial action as may be necessary to remedy a complaint brought under this procedure.