



EDUCATE ▸ NETWORK ▸ INFLUENCE

POLICIES

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CONDUCT OF SHARE BUSINESS (Section Code CON)

REF# CON-001; 05/14/2016

POLICY CON-1 CONDUCT OF SHARE DELEGATES AND ATTENDEES

POLICY:

It is the policy of SHARE to encourage the free exchange of ideas and user experiences in the enterprise technology ecosystem. To enable the free exchange, SHARE will enforce established canons of conduct for SHARE delegates and attendees.

PURPOSE:

To ensure the highest standard of professional conduct and honorable behavior of delegates and attendees. The SHARE Canons of conduct is a shared statement of our commitment to upholding ethical, professional and legal standards we use as the basis for our decisions and actions. We are each individually accountable for our own actions and are collectively accountable for upholding these standards of behavior and for compliance with all applicable laws and regulations.

SHARE recognizes that the ultimate decision regarding an individual's personal conduct must be made by that individual, and that a formal Canons of Conduct will not prevent willful unethical, unprofessional, or illegal actions by any person. By clearly setting forth the standards of behavior that SHARE expects from all members of its community, it is believed that the potential for unethical, unprofessional, or illegal behavior will be minimized and that questionable actions and situations will be identified and brought to the attention of SHARE.

PROCEDURE:

1.1 Canons of Conduct

SHARE delegates and attendees:

- A. Must properly register and display appropriate credentials.
- B. Must abide by the Bylaws and Policies of SHARE.
- C. Must not engage in information technology sales, including direct or indirect solicitation, or conduct any other activity contrary to the purposes of SHARE. The term "sales" is defined as the proposal, negotiation, or acceptance of terms and/or conditions associated with the use, rental, lease, purchase, or return of information technology strategies, architectures, products, or services.
- D. Must not distribute brochures, flyers, promotional materials, etc., or post displays of any kind without approval of the Secretary or designee(s).
- E. Must not engage in any form of personnel recruiting at SHARE activities, except as approved by the Board of Directors.

- F. Must not use the SHARE name other than in the conduct of SHARE business as determined by the Board of Directors.
- G. Must not use any SHARE membership list or any part thereof except in the conduct of SHARE business as determined by the Bylaws and/or the Board of Directors.
- H. Must restrict the use of SHARE technical information or materials (work products, works in progress, and databases), in any media or form, to the purposes defined by the Bylaws and/or the Board of Directors. Examples include, but are not limited to, white papers, requirements, conference files, meeting agendas, plans, session recordings, SHARE Proceedings and the SHARE Secretary's Distributions. See related policy entitled COPYRIGHT OF SHARE WORKS (COM-5).
- I. Must refrain from engaging in any activity that would violate the proprietary rights of their employers, SHARE, or any other person or organization.
- J. Must conduct themselves and their activities in a professional manner marked by integrity and a spirit of fair play.
- K. Must not engage in any form of harassment.
- L. Must not make illegal copies of copyrighted and/or licensed software or use unauthorized copies on SHARE computers.
- M. Must not engage in any exchange of information or other behavior that violates the antitrust or import/export laws of the United States.
- N. Must not use SHARE's computer equipment to intentionally download or otherwise access content considered illegal to view or possess.
- O. Must not intentionally use SHARE's computer equipment to host illegal content or participate in denial of service or other attacks upon other computer systems.
- P. Must clearly identify to SHARE any potential conflict of interests, and recuse themselves from any actions in SHARE committees or other SHARE business that give the appearance of a conflict of interest. Decisions should be open and transparent to our Members.
- Q. Must not intentionally use SHARE's computer equipment, or computers used for SHARE business, to send mass e-mail unless authorized by the Board of Directors or their authorized representative.

- R. Must not initiate or propagate slanderous or libelous statements, especially against SHARE Members, delegates, attendees, exhibitors, sponsors, staff, or vendors.

POLICY CON-2 CONDUCT OF SHARE BUSINESS

POLICY:

It is the policy of SHARE to expect individuals acting on behalf of the organization to meet certain standards of conduct, to avoid conflicts of interest whenever possible, and to disclose, in advance of any effects thereof, from conflicts of interest that are unavoidable. SHARE expects these individuals to disclose information bearing on the interests of the organization to SHARE and to hold in confidence information designated by SHARE as confidential. When the conduct of SHARE business requires the expenditure of funds on behalf of the organization, SHARE expects individuals to account for those expenditures in a timely and accurate manner.

PURPOSE:

To ensure that the business of SHARE is conducted in an ethical and professional manner.

PROCEDURE:

2.1 Standards of conduct

The following directives are designed to highlight the primary obligations of individuals who act on SHARE's behalf. These directives are designed to provide guidance and, therefore, are not exhaustive. Unless otherwise explicitly stated in this policy, any disclosure activity required by the provisions herein will be directed to the Board of Directors.

A. Obligations

- i. SHARE expects that individuals who act on its behalf will behave ethically as a matter of course. Consequently, individuals who act on SHARE's behalf have an obligation to use their best judgment and to act in accordance with the highest ethical standards in all SHARE-related matters. See related policy entitled CANONS OF CONDUCT (CON-1).
- ii. Individuals acting on SHARE's behalf have an obligation to act in the best interests of SHARE.
- iii. Individuals acting on SHARE's behalf have an obligation to learn the limits of their authority and to act only as authorized. See related policy entitled STANDARDS POSITION PROCESS (IND-2).
- iv. Individuals acting on SHARE's behalf have an obligation to refrain from engaging in activities that would violate the proprietary rights of their employers, SHARE, or any other person or organization. Consequently, if an individual acting on SHARE's behalf is unable to carry out the

directions of SHARE because of a conflicting obligation, the individual is responsible for disclosing the conflict to SHARE Board of Directors.

A. Conflicts of interest

Individuals acting on SHARE's behalf have an obligation to avoid conflicts of interest. Individuals acting on SHARE's behalf shall not use their position or influence with SHARE to act or make decisions that will confer upon themselves, the company with which they are affiliated or any third party, an improper benefit.

- i. A conflict of interest arises when individuals acting on SHARE's behalf have an interest in or relationship with a business or person that may compromise their ability to act in the best interests of SHARE or to exercise impartial judgment. A conflict of interest can arise with respect to a particular position within SHARE, a particular SHARE project or in the context of a particular SHARE decision.

A conflict of interest may also arise with respect to influencing SHARE's operations, policies, or procedures, for example in scheduling sessions to the disadvantage of a competitor. Any person acting on SHARE's behalf is required to act in the best interests of SHARE and to avoid even the appearance of impropriety.

- ii. Individuals acting on SHARE's behalf must disclose to SHARE any direct or indirect interest in or relationship with a manufacturer or supplier of goods or services which provides or potentially could provide such goods and services to SHARE or SHARE Members, or with any person or entity in a position to influence the actions of such a party. Investment interests involving less than two (2) percent of the outstanding securities or debts of an organization doing business with SHARE need not be disclosed. See related policies entitled SELF-DEALING (CON-3) and SHARE STANDARDS POSITION PROCESS (IND-2).
- iii. If individuals are in doubt about whether a conflict of interest exists in a particular situation, they should consult with the Board of Directors or its designee(s) before accepting a SHARE position or engaging in the questionable activity. The Board of Directors shall resolve any questions concerning the conduct of SHARE business.

B. Use and disclosure of information

- i. Individuals acting on SHARE's behalf have an obligation to disclose to SHARE information within their knowledge that bears on SHARE's interests. In the event that an individual's obligation to a third party prevents disclosure of such information to SHARE, the individual is responsible for disclosing this conflict to SHARE.

- ii. Individuals acting on SHARE's behalf have an obligation to maintain the confidentiality of information designated by SHARE as "confidential" or information that is not available to the public. Consequently, such information may be disclosed only to persons or entities that SHARE has authorized to receive such information. See the related policies entitled BRAND (COM-1); FORMAL NON-DISCLOSURE AGREEMENTS (COF-3); DISSEMINATION OF SHARE WORK (COM-3); and COPYRIGHT OF SHARE WORKS (COM-5).
- iii. Individuals acting on SHARE's behalf have an obligation to refrain from using for personal gain information that they acquire through SHARE affiliation and which is not generally available to the public. Individuals may use such information for SHARE-approved purposes only.

C. Expenditures

Individuals acting on SHARE's behalf have an obligation to account for expenditures made while on SHARE business and must do so in accordance with SHARE's record-keeping practices. See the related policy entitled EXPENSE REIMBURSEMENT (FIN-5).

2.2 Receipt and review

Individuals who obtain a position with SHARE must annually provide to SHARE written acknowledgement that they have received and reviewed a copy of the Bylaws and Policies of SHARE. Acknowledgement shall be in a form as documented in a practice managed by the Secretary.

POLICY CON-3 SELF-DEALING

POLICY:

It is the policy of SHARE to establish guidelines regulating self-dealing.

PURPOSE:

The purpose of regulating self-dealing is to enable vendors to demonstrate and provide the SHARE organization with products that will further its mission goals, while preventing abuses of the relationship between the vendor and SHARE.

PROCEDURE:

3.1 Guidelines regulating self-dealing

SHARE purchases goods and services to support its business needs. It is possible for Members, affiliates, delegates or attendees to be suppliers of goods or services to SHARE. When this occurs:

- A. Full disclosure of the goods or services and provider must be made to the Board of Directors prior to acceptance.
- B. SHARE must obtain the goods or services at not more than fair market value.
- C. No representative of any Establishment wishing to be considered as a potential supplier of goods or services to SHARE may participate in the supplier selection decision.

POLICY CON-4 ANTITRUST COMPLIANCE

POLICY:

It is the policy of SHARE to conform its activities to the requirements of the U.S.A. antitrust laws.

PURPOSE:

SHARE engages in a variety of activities that are affected by the antitrust laws of the United States. Consequently, Members, Affiliates, Delegates and Attendees must be aware of the antitrust laws and the SHARE activities that are affected by those laws.

PROCEDURE:

4.1 Restrictions

The primary means that SHARE uses to fulfill its mission is the exchange of information. While these exchanges of information are intended to be as broad as possible and involve any interested or materially affected parties, the antitrust laws prohibit some exchanges. The following exchanges are prohibited:

- A. Exchanges of information between competitors that set or attempt to set prices, discounts, rebates, allowances, premiums or terms and conditions associated with the use, rental, lease, purchase, or return of information technology strategies, architectures, products, or services.
- B. Exchanges of information between competitors that identify or attempt to identify customers or classes of customers to which the parties sell, intend to sell or refuse to sell.
- C. Exchanges of information between competitors that establish or attempt to establish territories, markets or the like in which the parties may sell or refuse to sell.
- D. Exchanges of information between competitors about costs, inventories, production capacities, profits or profit margins, or other business matters that affect competition among and between the parties.

4.2 Responsibility of delegates

It is the responsibility of each Participant to determine whether a particular exchange of information during a SHARE Activity would violate this policy and, if so, not participate in that exchange. Any Participant involved in a SHARE Activity should immediately notify the initiator of that activity upon becoming aware of an apparent violation of this policy. The initiator of that SHARE Activity shall take whatever steps are necessary to ensure compliance and shall notify the Board of Directors, or its designee, of any violation of this policy.

POLICY MEM-1 MEMBERSHIP

POLICY:

It is the policy of SHARE to require certain minimum qualifications for membership.

PURPOSE:

To define the qualifications for SHARE Membership.

PROCEDURE:

1.1 Membership criteria

With respect to Article 3.1 of the Bylaws, a SHARE Member must:

- A. Own, rent or lease, or exercise control and management of a computing environment consisting of one or more of the following:

- An enterprise-class operating system.

- An enterprise-class computing system (hardware).

- An enterprise-class storage system.

- Other substantial technology including enterprise-class software and services solutions.

- B. Further the interests of SHARE.

1.2 Multiple memberships

An Establishment may have multiple memberships in SHARE only when the qualifying environments are situated in different geographical locations or under the control of separate organizational entities.

1.3 Membership application

With respect to Article 3.3 of the Bylaws, an Establishment applying for membership in SHARE must:

- A. Comply with Article 3.3 of the Bylaws by filing a written request and executing an agreement in good faith to comply with Article 3.5 of the Bylaws;
- B. Pay a non-refundable membership application processing fee as established and published by the Board of Directors;

- C. Comply with the criteria set forth in MEM-1.1.A above, or offer proof of a firm intention to comply with criteria set forth in MEM-1.1.A above within twelve (12) months from the date of application.

1.4 Continuing qualification for membership

With respect to Article 3.6.1 of the Bylaws, any of the following circumstances may be deemed as evidence that an Establishment no longer qualifies for membership:

- A. Failure to complete and return the membership validation form sent annually to each Member Representative;
- B. In the case of a Member qualifying with intent to meet the membership criteria (MEM-1.1 above), failure to comply with criteria set forth in MEM-1.1.A above within the stated twelve (12) month period, no extension will be granted, but an Establishment may reapply for membership.
- C. Actions contrary to the interests of SHARE.

1.5 Appeals

With respect to Article 3.7.2 of the Bylaws, appeals based solely on business priorities such as economic or staffing decisions may not be accepted.

1.6 Reinstatement

With respect to Article 3.9 of the Bylaws, the application procedure for reinstatement shall be the same as for prospective Members. A reinstated Member shall have all the rights and obligations of an Establishment having just qualified for membership (see Articles 3.4 and 3.5 of the Bylaws).

1.7 Transfer of membership

A membership may be transferred without payment of additional fees under the following conditions:

- A. A Member requests in writing to the Secretary that the membership be transferred to another organization, or
- B. The Member ceases to exist, yet it has continuing subordinate organization(s). In this case, the subordinate organization(s) are automatically eligible to become Members.

In any of the above cases, the recipient organization(s) must meet the membership criteria as stated in MEM-1.1. A above within a twelve (12) month period from the date of the transfer.

POLICY MEM-2 AFFILIATION

POLICY:

It is the policy of SHARE to provide for Affiliate memberships, for those individuals and organizations not qualifying for regular SHARE membership.

PURPOSE:

The purpose of Policy MEM-2, like that of Policy MEM-1 (which applies to regular SHARE membership), is to maximize the relevance of our technical program, professional networking opportunities and industry influence for SHARE members and SHARE's technology partners.

PROCEDURE:

2.1 Affiliate criteria

With respect to Article 3.1 of the Bylaws, a SHARE Affiliate must:

- A. Be a member of the enterprise technology ecosystem.
- B. Further the interests of SHARE.

2.2 SHARE Affiliate categories

A SHARE Affiliate will be categorized by one of the following Affiliate types:

1. Affiliate Corporate – a corporation or company in the enterprise technology ecosystem
2. Affiliate Individual – an individual interested in participating in the enterprise technology ecosystem
3. Affiliate Retiree – an individual formerly employed in the enterprise technology ecosystem and wishing to provide expertise or mentoring to others currently in the enterprise technology ecosystem
4. Affiliate University – an institution of higher education sanctioned by the appropriate accrediting body that provides education within the enterprise technology ecosystem
5. Affiliate Secondary School – an institution of secondary education sanctioned by the appropriate accrediting body that provides education within the enterprise technology ecosystem
6. Affiliate Faculty – a faculty member of an institution that is eligible to be an Affiliate University or Affiliate Secondary School
7. Affiliate Student – a student at an institution that is eligible to be an Affiliate University or Affiliate Secondary School registered for at least ½ time in the current or future term
8. Affiliate Local User Group – a local user group with an interest in the enterprise technology ecosystem

2.3 Affiliate application

With respect to Article 3.3 of the Bylaws, an individual or Establishment applying for affiliation in SHARE must:

- A. Comply with Article 3.3 of the Bylaws by filing a written request and executing an agreement in good faith to comply with Article 3.5 of the Bylaws;
- B. Pay a non-refundable Affiliate application-processing fee as established and published by the Board of Directors.
- C. Comply with the criteria set forth in MEM-1.1.A above.

2.4 Continuing qualification for Affiliation

With respect to Article 3.6 of the Bylaws, any of the following circumstances may be deemed as evidence that an individual or Establishment no longer qualifies for affiliation:

- A. Failure to complete and return an affiliation validation form sent annually to each Affiliate Representative
- B. Failure to pay an Affiliate membership renewal fee as may be established and published by the Board of Directors.
- C. Actions contrary to the interests of SHARE.

2.5 Appeals

With respect to Article 3.7.2 of the Bylaws, appeals based solely on business priorities such as economic or staffing decisions may not be accepted.

2.6 Reinstatement

With respect to Article 3.9 of the Bylaws, the application procedure for reinstatement shall be the same as for prospective Affiliates. A reinstated Affiliate shall have all the rights and obligations of an individual or Establishment having just qualified for affiliation.

2.7 Transfer of Affiliation

An Affiliate membership for an organization may be transferred without payment of additional fees under the following conditions:

- A. An Affiliate requests in writing to the Secretary that the membership be transferred to another organization, or
- B. An Affiliate ceases to exist, yet it has continuing subordinate organization(s). In this case, the subordinate organization(s) are automatically eligible to become Affiliates.

In any of the above cases, the recipient organization(s) must meet the Affiliate criteria as stated in 2.1.A above within a twelve (12) month period from the date of the transfer.

An Affiliate membership for an individual may not be transferred.

2.8 Limitations

An Affiliate is not eligible to vote in elections, vote for requirements, vote in technical committees, or serve on the Board of Directors.

POLICY MEM-3 EMPLOYMENT QUALIFICATION FOR DELEGATE

POLICY:

It is the policy of SHARE to require that any Delegate be in the employ of a Member or Affiliate responsible for the actions of that delegate.

PURPOSE:

To ensure that actions taken by SHARE represent the collective intent of our membership.

PROCEDURE:

3.1 Delegate criteria

For the purpose of participation as a Delegate in any SHARE Activity (as defined in Article 2.7 of the Bylaws), the phrase "in the employ of" shall be construed to mean:

- A. Directly or indirectly employed by either a Member or Affiliate Corporate
- B. Be a faculty member of an Affiliate University or Affiliate Secondary School
- C. Be a student at an Affiliate University or Affiliate Secondary School registered at least ½ time in the current or future semester
- D. Be an Affiliate Individual or Affiliate Retiree
- E. Be an Affiliate Faculty or Affiliate Student
- F. Be a member of an Affiliate Local User Group

See also AFFILIATION (MEM-2) where the Affiliate types are defined.

Examples of "indirectly employed by" include, but are not limited to, contract personnel or facilities management personnel who provide substantial services for, under the direct control of, the Member or Affiliate Corporate. This definition does not include all personnel employed by a contracting company. It is limited to individuals actually performing the contracted work and specifically instructed by the Member or Affiliate Corporate to attend that meeting.

3.2 Employer responsibility

Members and Affiliates are responsible for the actions of all Delegates participating in SHARE functions and activities, including online and social media, under the aegis of the respective Member or Affiliate. It is the responsibility of Members and Affiliates to make their Delegates aware of and abide by the SHARE Canons of Conduct, CONDUCT OF SHARE DELEGATES AND ATTENDEES (CON-1).

POLICY MEM-5 PRIVACY RIGHTS OF MEMBERS

POLICY:

It is the policy of SHARE to protect participants' privacy in all activities and services. SHARE will use the personal information provided by Members and participants only in the conduct of SHARE business.

PURPOSE:

To ensure SHARE participants that their personal information is treated with appropriate care by our organization and to define clearly how and when we will use such information.

PROCEDURE:

5.1 Information categories

The information collected during the normal course of business generally falls into the following two categories: Personal Information and Aggregate Information.

Personal Information: during the normal course of business SHARE collects information such as names, mailing addresses, phone numbers, e-mail addresses, employers, credit card numbers, expiration dates, shipping addresses, ID numbers, login names, and demographics such as age and gender, job title, and specific areas of interest. SHARE requests this Personal Information when Members or participants order a product or service, participate in activities, fill out surveys and correspond with the organization.

Aggregate Information: SHARE may collect information that will be used only in aggregate to evaluate SHARE's effectiveness, and provide the Members and prospective customers with improved products and services.

5.2 Protecting personal information

- A. SHARE will not sell, rent or provide the Personal Information to others. A third party will never be given direct access to the Personal Information.
- B. SHARE does use the Personal Information to market upcoming SHARE events. This includes sending email and land mail announcing events.
- C. From time to time, SHARE will forward third party information about a company's products or services that may be of interest to participants through email or through a bonded mailing house. Any email will be clearly identified as from SHARE. SHARE may charge a fee for this service.
- D. If a participant no longer wishes to receive these communications, the participant can opt out at any time.

5.3 Communications with volunteers, Member Representatives and members

- A. SHARE uses the Personal Information to communicate with its volunteer management team.
- B. SHARE uses Personal Information to communicate with individuals designated as Member Representatives – the official spokesperson of the Member (see Article 2 of the Bylaws) with the intention that they cascade that information to interested parties at their Establishment.
- C. SHARE uses the Personal Information to solicit information such as Strategic Concerns Surveys from its Members.
- D. SHARE does not offer the option to opt out of these communications. SHARE considers these business communications required to fulfill our mission as a user group.

5.4 Opt-out of Communications

- A. SHARE communications may be subject to the CAN-SPAM Act of 2003 (Controlling the Assault of Non-Solicited Pornography and Marketing Act of 2003). SHARE will categorize its communications as relationship or commercial.
- B. Participants, other than those noted in MEM-5.3, may opt-out of commercial communications from SHARE at any time.
- C. SHARE will revalidate participant opt-out intentions on an annual basis.

5.5 Accessing and changing personal information

At any time, participants can change all of their personally identifiable information that SHARE collects and maintains by updating their online profile or by contacting SHARE Headquarters. To protect participants' privacy and security, SHARE may take reasonable steps to verify the individual's identity before making changes.

POLICY GOV-1 BOARD OF DIRECTORS

POLICY:

It is the policy of SHARE to be governed by the Bylaws in all matters regarding the composition and responsibilities of our Board of Directors. This portion of our Policies document is provided as a convenient cross reference to the relevant Bylaws.

PURPOSE:

To facilitate clear communication with regard to the governance of SHARE.

PROCEDURE:

1.1 Composition of the Board

As detailed in Article 5 of the Bylaws, the Board of Directors is composed of at least seven members: the four officers, as defined in Article 6 of the Bylaws, and at least three directors including the Immediate Past President. In addition, the President may, with the advice and consent of the other officers and directors, appoint up to two (2) additional voting directors. In practice, our Board has included four elected directors, for a total of nine voting members, plus deputy directors and has included the Executive Director and one or more strategic partner Liaisons as non-voting members.

1.2 Term of office and accountability/terms for removal

In general, elected directors serve for two years and appointed directors serve for one year. Details with regard to directors' terms of office and accountability/terms for removal are provided in Article 5.2 of the Bylaws.

1.3 Definition of authority

The powers of the Board of Directors are defined in Article 5.1 of the Bylaws

POLICY GOV-2 DEPUTY DIRECTORS

POLICY:

It is the policy of SHARE that the President may appoint deputy directors to serve as non-voting members of the Board of Directors where these appointments serve to further the goals and objectives of the organization.

PURPOSE:

To ensure that adequate resources are available at the Board of Directors level to pursue the work of SHARE.

PROCEDURES:

2.1 Appointment of deputy directors

- A. The President may appoint any number of deputy directors necessary to ensure that adequate resources are available to pursue the work associated with a given director's area of responsibility (portfolio). In making these appointments, the President will specify the area of responsibility (portfolio) assigned to each deputy director. See also Article 5.2 of the Bylaws.
- B. Each deputy director appointment shall be subject to the approval of the Board of Directors.
- C. Under normal circumstances, the President will make deputy director appointments at the first meeting of each new Board of Directors, but such an appointment may be made at any time.
- D. A deputy director may be re-appointed an unlimited number of times.

2.2 Term of office for deputy directors

- A. Each deputy director shall serve from the time of their appointment until the adjournment of the final meeting of each Board of Directors.

2.3 Responsibilities of deputy directors

- A. Each deputy director shall have responsibilities as determined by the President in conjunction with the director for which they serve as deputy.
- B. Deputy directors will participate fully in Board meetings with the exception that they will serve as non-voting members.

2.4 Accountability/Terms for Removal

Deputy directors serve at the sole discretion of the President, who may remove them at any time and for any reason.

POLICY GOV-3 SUCCESSION

POLICY:

It is the policy of SHARE to provide a clear plan of succession for officers and directors.

PURPOSE:

To ensure that officers and directors are in place to pursue business in the best interests of SHARE.

PROCEDURE:

3.1 Normal succession

Under normal circumstances, succession for directors and officers will take place as defined in Articles 5 and 6 of the Bylaws.

3.2 Exceptional circumstances

In the event that a successor for an officer or director is not elected at an Anniversary Meeting, Article 7.9 of the Bylaws shall apply. In the event of emergency, the provisions in Article 15 of the Bylaws shall apply.

3.3 Minimum requirement for quorum

In the event that no director is available to attend an emergency meeting as provided for in Article 15 of the Bylaws, SHARE's legal counsel, the SHARE deputy directors and the SHARE Program Managers are designated to provide a quorum as specified in Article 15.3 of the Bylaws.

POLICY GOV-5 POLICY REVIEW

POLICY:

It is the policy of SHARE to review the Policy Manual biennially and make updates as required.

PURPOSE:

To ensure that the SHARE Policy Manual accurately reflects the current policies of our organization and provides adequate guidance to those engaged in the business of SHARE.

PROCEDURES:

5.1 Review process

- A. For each policy, the Board will identify a stakeholder, or stakeholders, who will have primary responsibility for conducting the biennial review for that policy.
- B. The Secretary will maintain a list of the policy stakeholders and review this list with the Board at the beginning of each biennial review.
- C. Any Board member wishing to propose a change to the Policy Manual will provide information regarding the proposed change to the stakeholder(s) responsible for reviewing the policy or policies affected by the proposed change.
- D. The updated Policy Manual, including all proposed changes, will be submitted for review by SHARE Legal Counsel.

5.2 Schedule for biennial policy review

- A. The Board of Directors will review the Policy Manual at least once every two years.
- B. The review process will begin at the first Board meeting held following the Anniversary Meeting in even numbered years and a subsequent Board meeting will be designated for the completion of the Policy review.
- C. Stakeholders will provide any proposed changes to the Policy Manual to the Secretary no later than two weeks prior to the Board meeting designated for Policy review.
- D. The Secretary will provide information on all proposed changes to members of the Board two weeks prior to the Board meeting designated for Policy review. The Board will address any proposed change requiring substantial discussion at that meeting.
- E. The Secretary will provide an updated draft of the Policy Manual to the members of the Board no later than two weeks prior to the Board meeting held in conjunction with the Anniversary Meeting in odd numbered years.
- F. The Board will take action to finalize any changes to the Policy Manual at the Board meeting held in conjunction with the Anniversary Meeting in odd numbered years.

POLICY GOV-6 USE OF SHARE LEGAL COUNSEL

POLICY:

It is policy that SHARE may utilize, upon approval of the Board of Directors, outside legal counsel.

PURPOSE:

To provide SHARE with access to expert resources which advise in matters that limit SHARE's exposure to possible loss, damage or liability and govern who is authorized to make such requests.

PROCEDURE:

6.1 Use of SHARE legal counsel

The President, designee, or designee under the provisions of Section 6.2 shall govern the allocation of counsel's resources on behalf of SHARE.

6.2 Board of Directors authorized counsel actions

When necessary, the Board of Directors may appoint a designee to handle a specific situation requiring legal counsel.

6.3 Governance of counsel actions

No matter shall be brought to the attention of nor acted on by counsel except as directed by the President, designee, or designee under the provisions of Section 6.2.

6.4 Review of Services

SHARE will, as a standard business practice, send RFPs to a minimum of (3) three outside legal counsel firms every (4) four years to ensure cost competitiveness and effective representation. The President will evaluate the proposals and make a recommendation to the Board to retain one of the firms or continue with the existing firm. The Board may, at any time, initiate a review process if there are any concerns with the performance of the outside legal counsel firm.

POLICY GOV-7 RECOGNITION OF CONTRIBUTIONS

POLICY:

It is the policy of SHARE that the President may from time to time make awards to individuals or organizations in recognition of their contributions to SHARE.

PURPOSE:

To encourage well-qualified members to participate in leadership positions and to show appreciation for that service to SHARE.

PROCEDURE:

7.1 Characteristics of awards

Awards will consist of suitable certificates, pins, books, plaques or other non-monetary items, as the President deems appropriate.

POLICY GOV-8 EXECUTIVE DIRECTOR AND MANAGEMENT SERVICES

POLICY:

It is within the authority of the Board of Directors to retain the services of an Executive Director and to retain an association management company to provide administrative management and supporting services to SHARE. In this case, SHARE headquarters will be the offices of the association management company.

PURPOSE:

To enable maximum utilization of Members' contributions and time, and to efficiently and effectively advance the mission of the Corporation.

PROCEDURE:

8.1 Appointment and accountability

The Executive Director will be appointed by the President with the approval of the Board of Directors, and will be accountable to perform duties as outlined in the Job Descriptions, and per contract. The Executive Director will serve as a non-voting ex-officio member of the Board.

- A. In accordance with Article 10.1 of the Bylaws, the Executive Director is authorized by motion of the Board of Directors as an agent to execute contracts and execute or satisfy any instrument on behalf of SHARE. Only contracts or instruments of commitment that are part of approved budget items can be executed with no additional approval. Any other contracts or instruments of commitment must have prior approval of the SHARE Board. All executions of contracts or instruments of commitment shall be communicated to the SHARE President no later than at the time of execution.
- B. In accordance with Article 10.2 of the Bylaws, the Executive Director is authorized by motion of the Board of Directors to sign checks, drafts, and other orders for payment of money out of the funds of SHARE as provided in related policy entitled GENERAL FINANCIAL POLICIES (FIN-4). All executions of payment shall be logged and documented in accordance with existing Finance and Audit procedures and available for review at any time.

8.2 Search Committee

Any task force that is formed to function as a search committee for either the Executive Director or an association management company must adhere to SHARE's prohibition of personal gain, and must provide thorough documentation to the Board of Directors of the objectives and processes utilized in its efforts.

8.3 Approval of contract for management services

The Board of Directors must approve the execution of a contract between SHARE and an association management company as per Article 5.1.6 of the Bylaws.

8.4 Utilization of management services

During the term of any contract for management services, the SHARE Headquarters Office provided for under this policy is available to support the Board of Directors, volunteer leaders and committees by supplying goods and services as agreed upon in the contract/Management Agreement.

POLICY GOV-9 NEPOTISM

POLICY:

It is the policy of SHARE that persons will be ineligible to hold or run for a Director or Officer position on the Board of Directors for SHARE if any other relative is an existing Director or Officer Board member; that the Nominating Committee may not place in nomination any other relative of a member of the Nominating Committee; and that persons will be ineligible to serve on a Board Committee if any other relative is an existing member of that committee.

PURPOSE:

The Board, as the leaders of SHARE, are held to the highest standards of ethical and professional conduct. See related policy entitled CANONS OF CONDUCT (CON-1). In addition, relatives sitting on the Board of Directors or on Board Committees can cause various problems including but not limited to the appearance of favoritism, conflicts of interest, family discord and scheduling conflicts that may work to the disadvantage of the SHARE Board of Directors, Board Committees, or the Members of SHARE. It is the goal of SHARE to avoid creating or maintaining circumstances in which the possibility of favoritism, conflicts or management disruptions exist.

PROCEDURE:

9.1 Definition of Relative

For the purpose of this policy, the term "Relative" shall be defined as relationships established by blood, marriage or legal action as follows: a board or committee member's spouse, mother, father, son, daughter, sister, brother, mother-in-law, father-in-law, sister-in-law, brother-in-law, daughter-in-law, son-in-law, stepparent, stepchild, aunt, uncle, nephew, niece, grandparent, grandson, or cousin. The term also includes domestic partners (a person with whom the board or committee member's life is interdependent and who shares a common residence) and a daughter or son of a board or committee member's domestic partner. Any such relationship, or other blood, marriage or legal relationships known to an Officer, Director or member or proposed appointee to a Board Committee shall be immediately disclosed to the President of SHARE.

9.2 Definition of Board Committee

For the purpose of this policy, the term "Board Committee" shall refer to the Membership Committee, Nominations Committee, and Finance and Audit Committee, or other committees established by Bylaws.

POLICY ELE-1 ELECTED AND APPOINTED POSITIONS

POLICY:

It is the Policy of SHARE that persons serving in elected and appointed positions meet certain requirements.

PURPOSE:

To ensure that the governance and operations of SHARE serve the interest of SHARE Member organizations.

PROCEDURE:

1.1 Requirements of membership for directors

As provided in Article 5.2 of the Bylaws, only persons in the employ of a Member may hold voting positions on the Board of Directors.

1.2 Requirements of membership for appointed positions

Any other SHARE position or agency may be held by persons in the employ of a Member or by an Affiliate, subject to the approval of the President or designee(s). Persons not in the employ of a Member and not an Affiliate may hold such a position subject to the approval of the Board of Directors or its designee(s).

1.3 Requirements of those acting on SHARE's behalf

All individuals who act on SHARE's behalf must conduct SHARE business in accordance with the Bylaws, Policies and practices of SHARE.

POLICY ELE-2 CONDUCT OF ELECTIONS

POLICY:

It is the policy of SHARE to hold all elections in a fair and open fashion and to prohibit electioneering.

PURPOSE:

To ensure that decisions regarding the election of officers and directors and changes to the Bylaws accurately reflect the collective intent of the membership of SHARE. To ensure that election results are arrived at fairly and documented clearly. To ensure that information regarding candidates provided to the membership in the conduct of elections promotes the election of candidates solely on their stated positions and relevant experience.

PROCEDURE:

2.1 Additional duties of the Nominating Committee

The conduct of elections is governed by Articles 4 and 7 of the Bylaws. In addition to the duties of the Nominating Committee as specified in Article 7 of the Bylaws, the following shall apply:

- A. The Nominating Committee shall request from each nominee a suitable photograph, pertinent biographical information (including previous participation in SHARE Activities), and a statement of positions on issues relative to SHARE.
- B. The nominee must provide the Nominating Committee with a written statement of assurance in time to permit publication of the slate as specified in Article 7.4 of the Bylaws. The statement of assurance shall indicate the candidate's commitment to diligently fulfill the duties of the position for which the candidate is nominated and the recognition of the candidate's installation management that the candidate is running for election to a SHARE position. The statement of assurance shall be signed by both the candidate and the candidate's installation management.
- C. The Nominating Committee shall provide a suitable notice board in a conspicuous location at the meeting at which the election is to be held upon which shall be posted the photographs, biographical information, and position statements of the nominees. The photographs and information shall be posted immediately after the announcement of the names of nominees as specified in Article 7.6 of the Bylaws and will remain posted until the close of balloting.

2.2 Inspectors Committee

In addition to the provisions of Article 4.9 of the Bylaws, the Presiding Officer shall appoint one of the Inspectors as Chairman of the Inspectors Committee. The Presiding

Officer of the meeting may delegate authority to select additional members of the Committee to the Chairman or to a member of the Board of Directors. Only employees of Members are eligible to serve on the Inspectors Committee.

2.3 Time of election

The Inspectors Committee shall be responsible for setting up and operating a suitable ballot box in an easily accessible area, the location of which shall be communicated by the Presiding Officer prior to the election. The ballot box shall be open from 8:00 AM to 6:00 PM local time on the day of voting or as the Board of Directors may decide. In any case, balloting shall be available a minimum of six consecutive hours during the day of the vote. At least one member of the Inspectors Committee shall attend the ballot box at all times.

2.4 Electioneering

Campaigns on behalf of candidates for SHARE office shall be devoid of the usual trappings of political campaigns; that is, there are to be no campaign rallies, posters, favors, etc. in the conduct of campaigns. Candidates are urged to state their positions on issues relevant to SHARE in writing in the SHARE Secretary's Distribution (SSD) and in conversation, and to publish biographical information of interest to the SHARE electorate in the manner and place designated by the Nominating Committee.

2.5 List of voters

- A. The Secretary shall provide an up-to-date membership list to the Inspectors Committee sorted by installation name, and giving the name and address of the Member's Representative for each Member installation. The membership list will contain only Member installations that are qualified to vote, and will be used as a voters list.
- B. The Secretary shall provide an up-to-date Affiliate Members list to the Inspectors Committee sorted by installation name. The Affiliate Members list will contain only installations that are not qualified to vote.

2.6 Form of ballot

- A. Preparation of the ballot is the responsibility of the Secretary (per Article 7.6 of the Bylaws). The ballot will contain for each nominee, the name, installation name, and, in the case of nominees for the Board of Directors, the term of office (Article 5.2 of the Bylaws). In the case of election by acclamation, the name of the elected person will appear on the ballot, together with the words "Elected by Acclamation." Should a nominee withdraw from candidacy after the ballots have been printed (Article 7.5 of the Bylaws), the Inspectors Committee is authorized to reprint the ballots or strike through the name of the withdrawing candidate, whichever seems appropriate based on the time available.
- B. To randomize the order of appearance of names on the ballot, it shall generally be necessary to prepare more than one form of ballot. Techniques such as cyclic

permutation or use of random numbers are recommended methods for accomplishing this.

- C. If a vote on the Bylaws is required, the text of the bylaw change(s) may be printed on the ballot. However, in case of an extensive change or addition, the text of the change may be omitted and only the sentences:

I am in favor of the proposed change to the Bylaws of SHARE.

I am opposed to the proposed change to the Bylaws of SHARE.

will appear. In this case, the complete text of the change(s) as presented to the membership must be posted in a conspicuous place, such as the notice board containing the list of nominees and must be available for distribution at the ballot box site.

- D. The form of the ballot shall be as follows: (lower case indicates variable information).

SHARE Association. BALLOT
SHARE (meeting number)
PRESIDENT (VOTE FOR ONE ONLY)
List of names and installation names
VICE PRESIDENT (VOTE FOR ONE ONLY)
List of names and installation names
SECRETARY (VOTE FOR ONE ONLY)
List of names and installation names
TREASURER (VOTE FOR ONE ONLY)
List of names and installation names
DIRECTORS - To serve __ year term
(VOTE FOR ___AS REQUIRED)
List of names and installation names
BYLAW CHANGE
Text of change (optional)
I AM IN FAVOR OF THE PROPOSED CHANGE TO THE BYLAWS OF
SHARE _____
I AM OPPOSED TO THE PROPOSED CHANGE TO THE BYLAWS OF
SHARE _____

2.7 Voting procedure

A member of the Inspectors Committee is responsible for verifying from the potential voter's registration badge that the voter is registered for the voting installation.

- A. The Inspectors Committee member will indicate on the list of voters (see ELE-2.5 above) that the installation has voted. The name of the person voting shall also be recorded on the list.
- B. A member of the Inspectors Committee will provide a ballot to the voter when the voter's eligibility has been verified. After completing the ballot, the person voting shall return the ballot to the designated ballot collection repository.
- C. In the event that a person attempts to cast a vote for an installation that has already voted, the Inspectors Committee member shall refuse to allow such a vote, and shall inform the person attempting to vote of the name of the previous voter.

2.8 Counting votes

- A. Immediately following the close of the balloting, the Inspectors Committee shall count the ballots. The Chairman of the Inspectors Committee will then present the names of the winning candidates to the Presiding Officer. The Presiding Officer will announce the winners to the general membership and post the result in a conspicuous place. The names will also appear in the next SHARE Secretary's Distribution (SSD).
- B. The Inspectors Committee will prepare a list of all installations that have voted and deliver it to the Secretary.
- C. The ballots, tallies of votes, and any other related information shall be regarded as confidential and may not be divulged by the Inspectors Committee. The ballots shall be retained by the Chairman of the Inspectors Committee for 24 hours after the announcement of results, after which they will be destroyed.

POLICY IND-1 SHARE REQUIREMENTS

POLICY:

It is the policy of SHARE that Requirements are the property of SHARE. During development, they are only to be used for SHARE purposes, as authorized by the Board of Directors. Specifically, authorized uses include use within SHARE Activities, use within the provider as required for generating and monitoring responses, and as a key element of the SHARE/provider dialogue. Unless otherwise required by the provider, once published to the provider, they are eligible to be published by SHARE and distributed subject to COM-5 Copyright of SHARE works, under the Creative Commons CC BY-NC-SA license. There is no claim to ownership of any intellectual property that the provider may develop as a result of the Requirement. Material that is individual or company proprietary information will not be distributed by SHARE, consistent with Policy COM-3.

PURPOSE:

The SHARE Requirements process is a vehicle through which SHARE Members can provide statements to providers of information technology strategies, architectures, products or services, describing a business need related to the provider's product(s) or service(s) that is not currently met. This policy is intended to establish the ownership of SHARE Requirements, the authority of SHARE with regard to these requirements and expectations of participants in the SHARE Requirements process.

PROCEDURE:

1.1 Definition

The requirements process consists of all SHARE Activities, including, but not limited to, meetings, electronic conferences, newsletters and databases, in which requirements for information technology strategies, architectures, products or services are discussed, formulated, voted upon, or addressed in any manner, in written, oral or electronic form.

1.2 Participation in the requirements process

- A. SHARE is not meant to be a vehicle whereby providers of information technology strategies, architectures, products or services obtain information about the activities of competitors.
- B. Using such information obtained through participation in SHARE Activities is contrary to the purposes of SHARE and is not permitted.
- C. Upon mutual agreement between SHARE and a particular provider, one or more activities of the requirements process for that provider may be closed to other providers.

1.3 Compliance

It is the responsibility of each individual participating in a SHARE requirements process to determine whether participation in any particular requirements process would violate this policy and, if so, to not participate. Any individual involved in a requirements process should immediately notify the initiator of that process upon becoming aware of an apparent violation of this policy. The initiator of that process shall take whatever steps are necessary to ensure compliance and shall notify the Secretary of any violation of this policy.

POLICY IND-2 SHARE STANDARDS POSITION PROCESS

POLICY:

It is the policy of SHARE to provide a Standards Positions Process where participants can interact with colleagues of similar interests.

PURPOSE:

The Standards Position Process is the formal means by which the SHARE membership can set priorities for IT development.

PROCEDURE:

2.1 Definitions

- A. **Standard** is a set of specifications and/or definitions for information technology strategies, architectures, products or services that has been sanctioned by a Standards Development Organization.
- B. **Standards Development Organization** is any industry, association or organization that has been established for the purpose of defining or certifying compliance to a Standard.
- C. **SHARE Standards Position** is the opinion that the Members of SHARE have established with respect to a Standard.
- D. **SHARE Standards Representative** is an agent of SHARE designated to represent SHARE to a Standards Development Organization.
- E. **SHARE Standards Position Process** consists of all SHARE Activities, including, but not limited to, meetings, electronic conferences, newsletters and databases, in which SHARE's position on a proposed or existing Standard is discussed, formulated, voted upon, or addressed in any manner, in written, oral or electronic form, for the purpose of influencing the formation, adoption, or alteration of a Standard. It also includes all participation in any activity officially sanctioned by any Standards Development Organization of which SHARE is a member.

2.2 Participation in the Process

- A. SHARE is not a Standards Development Organization. Participation in SHARE Activities is not meant to be a vehicle whereby providers of information technology strategies, architectures, products or services can influence the formation, adoption or alteration of a Standard. Such participation is contrary to the purposes of SHARE and is not permitted.
- B. It is the responsibility of a SHARE Standards Representative to accurately present the position that has been established by SHARE, or in the absence of a specific position, present a position that is consistent with the mission of SHARE.

2.3 Compliance

It is the responsibility of each individual participating in a SHARE standards position process to determine whether participation in any particular SHARE standards position process would violate this policy and, if so, to not participate. Any individual involved in a SHARE standards position process who becomes aware of an apparent violation of this policy should immediately notify the Manager or Director responsible for Standards activities upon becoming aware of an apparent violation of this policy. The Manager or Director responsible for Standards shall take whatever steps are necessary to ensure compliance and shall notify the President of any violation of this policy.

POLICY IND-3 RELATIONS WITH OTHER ORGANIZATIONS

POLICY:

It is the policy of SHARE to recognize certain other organizations with common interests.

PURPOSE:

To ensure that the interests of SHARE are served through appropriate collaboration and cooperation with other organizations and/or their members.

PROCEDURES:

3.1 Criterion for outside participation

- A. Members of a recognized organization are not automatically Members of SHARE; SHARE membership may only be gained as defined in the Bylaws, Policies and practices of SHARE. Neither does membership in a recognized organization by itself permit participation in SHARE Activities. The organization's president (or designee) must make requests for permission to participate to the SHARE President (or designee). It is expected that occasional requests will be granted and when such courtesies are extended, the visitor is subject to the Canons of Conduct
- B. Individuals may be designated to represent SHARE views and positions in specific areas to various external organizations. Such representation may range from presentations of SHARE work, to making statements of position, and voting in SHARE's name. All such individuals must be so designated by the Board of Directors or its designee(s), and must report in writing all actions taken in SHARE's name. Commitment of SHARE to specific policies or plans of action, or commitment of SHARE resources, requires ratification by the Board of Directors.

3.2 Other organizations

- A. At times, the interests of SHARE may be furthered by the participation or membership of SHARE in other organizations. In addition, the interests of SHARE may be furthered by participation in SHARE Activities by representatives from such other organizations.
- B. Each organization with which the Board of Directors approves participation or membership shall be identified to the SHARE membership clearly stating the nature of the activity, the benefits to be derived from SHARE participation, the names(s) and title(s) of SHARE representatives, and the extent of SHARE's obligations.

POLICY COF-1 SHARE-ASSOCIATED EVENTS OR ACTIVITIES

POLICY:

From time to time, Members, Affiliates or providers of information technology strategies, architectures, products or services may find it useful to organize events or other activities made available to SHARE Members, Affiliates, Delegates or Attendees. It is the policy of SHARE to require that these organizations and/or individuals obtain permission to conduct events or activities associated with SHARE and to abide by restrictions placed on such events or activities.

PURPOSE:

To provide for events allowing for the exchange of information concerning a strategy, architecture product or service which uses or enhances information technology.

PROCEDURE:

1.1 Permissions

If an explicit or implied association with a SHARE Activity exists, prior permission for the event or other activity must be obtained from the President and the Director of Operations, and may be subject to reasonable restriction concerning advertisement, event activities, hours of availability, location, payment of fees, supervision and/or other specification(s).

1.2 Restrictions

These events or other activities may or may not be a part of any workshop, conference, or other activity funded by SHARE. In all cases, they must not be used for sales activities, or other activities contrary to the purposes of SHARE.

1.3 Canons of Conduct

Unless explicitly waived or modified by the Board of Directors, the SHARE Canons of Conduct, CONDUCT OF SHARE DELEGATES AND ATTENDEES (CON-1) will apply to all such events or activities.

POLICY COF-2 PARTICIPATION IN SHARE ACTIVITIES

POLICY:

It is the policy of SHARE that SHARE Activities shall be as open as practical to all Members, Affiliates, Delegates and Attendees.

PURPOSE:

To enable maximum utilization of SHARE resources by its membership.

PROCEDURE:

2.1 SHARE Activities participation

All SHARE Activities are open to all Members, Affiliates, Delegates and Attendees in good standing and duly registered for the event or activity. Exceptions to open participation are any meetings or events that have been closed to general attendance for legal or business needs

2.2 President's discretion

- A. The President may invite, at his or her discretion, others whose contributions and expertise may enhance the value of a SHARE Activity. These invitations may include partially or fully compensated conference registration or travel expense.
- B. The President may restrict participation in, access to, or attendance at a SHARE Activity if there is any breach of SHARE Policy including but not limited to policies defined in section CONDUCT OF SHARE BUSINESS (CON) and see also DELEGATE STANDING (COF-7), with the exception of restricting an elected Director or Officer from a Board of Directors meeting, which is governed by Article 5.2 of the Bylaws.

POLICY COF-3 FORMAL NON-DISCLOSURE AGREEMENTS

POLICY:

It is the policy of SHARE to discourage formal non-disclosure agreements, which tend to inhibit the free exchange of information. The Board of Directors must approve all requests for such non-disclosure agreements which affect any SHARE Activity.

PURPOSE:

To provide guidelines to the Board of Directors in handling requests for non-disclosure.

PROCEDURE:

3.1 Guidelines regarding non-disclosure agreements

Guidelines that the Board of Directors will use in handling requests for non-disclosure include:

- A. The non-disclosure agreement will significantly improve the effectiveness of a SHARE Activity.
- B. The non-disclosure agreement should only be executed by a limited and controlled number of individuals who are participating in the Activity. However, a minimum of two is suggested for continuity of information.
- C. The President or designee(s) will review and approve each non-disclosure agreement in conjunction with any SHARE Activity. However, the approver need not be a party to the non-disclosure agreement.

POLICY COF-4 EXCHANGE OF INFORMATION

POLICY:

It is the policy of SHARE that our technical program emphasize presentations built on the knowledge and experience of Members, Affiliates, Delegates and Attendees.

PURPOSE:

The focus of the technical program of SHARE is on the interchange of information and the discussion of the merits of given strategies, architectures, products or services in furtherance of the SHARE mission of education, mutual support and industry influence.

PROCEDURE:

4.1 Proceedings

The Proceedings of SHARE conferences shall be made available on the SHARE website to any member.

4.2 Endorsements

Presentations by providers of information technology are in no way to be construed or treated as any endorsement of a product by SHARE or any SHARE entity. SHARE recognizes no obligation to give equal time to other providers.

4.3 Compliance with SHARE Policies

- A. It is the responsibility of the sponsoring SHARE manager to ensure that the content of all presentations, the handouts used, and the speaker(s) comply with the Bylaws, Policies and practices of SHARE.
- B. The incidental discussion of product prices, terms and conditions, and industry comparisons does not violate SHARE Policy.

4.4 Questionnaires

It has been common practice in SHARE to seek information through the use of questionnaires. While this practice is to be encouraged in general, the following considerations should be kept in mind.

- A. The audience for the results of any questionnaire should be at least as broad as that to which it was addressed. In general, questionnaires and their results should be published and made available to the SHARE membership.
- B. A questionnaire should not request information of the type normally considered proprietary or "company confidential" since a respondent may reply to a question on the assumption that the answer will not be used for other than statistical purposes. To alleviate such potential problems, a questionnaire should contain a statement to the effect that "the answers may be used for whatever purposes are

appropriate to the goals and purposes of SHARE. Please do not provide any information that you consider proprietary or company confidential."

- C. The Board of Directors or its designee must approve a questionnaire that uses any SHARE membership list as a source of addresses.
- D. A written questionnaire which is to be distributed to an audience other than the full SHARE membership requires the approval of the appropriate SHARE manager with purview over the segment of the SHARE membership to be surveyed.
- E. Requests made by other organizations for a questionnaire to be taken (or to see the results of a SHARE questionnaire), may only be granted by the Board of Directors. No names or other identifying characteristics will be included in the report or questionnaire response. Results of such a questionnaire should be published only in internal documents of the requesting organization unless the Board of Directors gives consent.

POLICY COF-5 TRADE SHOW

POLICY:

It is the policy of SHARE to provide a venue to showcase products and services that support our Members' business information technology strategies, while protecting our attendees from direct solicitation. This venue will be known as the SHARE Technology Exchange. In this venue, the free discussion of features, functions, and benefits may be conducted between our attendees and credentialed exhibitors. However, this policy specifically EXCLUDES direct or on-site sales at this venue. Sale transactions involving the exchange or commitment of payment for product or for the commitment for a services engagement are prohibited.

PURPOSE:

The purpose of the SHARE Technology Exchange is to showcase products and services that support our Members' business information technology strategies.

PROCEDURE:

5.1 Contract

Companies wishing to participate in the SHARE Technology Exchange must sign an application and contract. This contract is an agreement to rent exhibit space and/or purchase sponsorship, in exchange for financial or other consideration.

5.2 Exhibit Contents

Exhibitor displays are limited to products and services that are complementary to enterprise information technology. Marketing materials offered by exhibitors may be reviewed by SHARE and possibly removed, if deemed inappropriate.

5.3 Exhibitor Conduct

- A. Exhibitors are expected to respect and follow the Canons of Conduct of SHARE. See related policy entitled CANONS OF CONDUCT (CON-1).
- B. Exhibitors may not attend SHARE Technical Program sessions unless they have specifically registered for the SHARE Technical Program
- C. All marketing activities of each Exhibitor on the exhibit hall floor must be confined to the Exhibitor's allotted space.
- D. Use of audio-visual effects, attention-getting devices, sideshow tactics or any other inappropriate publicities by Exhibitors may be restricted or prohibited, if such activities interfere with other Exhibitors.
- E. Exhibitors may not assign, sublet, or resell part or all of their allotted booth space.

5.4 Exhibitor Sponsored Events

No SHARE Technology Exchange Exhibitor will be allowed to host hospitality suites, meeting rooms, entertainment, meetings, tours, special events, parties, or other private functions at the SHARE venue (as defined by the buildings housing the SHARE Technical Program, SHARE Technology Exchange, and hotels offering housing

accommodations for SHARE attendees) during SHARE User Events without prior written approval by SHARE.

5.5 Liability

Neither SHARE Association., its Members, officers, directors, representatives or employees, nor the Conference Facility/Hotel, nor General Contractors representatives, or employees, will be responsible for any injury, loss, or damage that may occur to the Exhibitor or the Exhibitor's employees or property from any cause whatsoever, prior, during, or subsequent to the period covered by the exhibit contract.

5.6 Intellectual Property

SHARE Technology Exchange Exhibitors will agree to indemnify, defend and hold SHARE Association., its agents, successors and assigns harmless from and against all losses, damages and costs (including reasonable attorneys' fees) arising out of or related to claims of infringement by Exhibitor of the trademarks, copyrights and other intellectual property rights of any third party.

POLICY COF-6 ELECTRONIC CONFERENCES

POLICY:

It is the policy of SHARE that the Board of Directors may establish any Electronic Conferences that it deems necessary. SHARE Electronic Conferences are SHARE Activities and as such are governed by the SHARE Canons of Conduct. SHARE may establish additional terms and conditions to which Electronic Conference participants must agree to adhere. SHARE may modify any such terms and conditions at any time by publishing the modifications on the Electronic Conference(s).

PURPOSE:

To provide a convenient mechanism to conduct SHARE business and encourage the free exchange and discussion of technical information, opinions and ideas between participants.

PROCEDURE:

6.1 Responsibility for content

In accessing SHARE Electronic Conferences, the participant accepts full responsibility for the content and language of any message or information that the participant transmits or downloads.

6.2 Identity of participants

Anonymous and pseudonymous communications are prohibited.

6.3 Copyright of contents

The entire contents of SHARE Electronic Conferences are SHARE works, and as such are copyrighted as a collective work under United States copyright law. See related Policy COM-5.

6.4 Disclaimer

Neither SHARE nor its agents make any guarantee, expressed or implied, as to the validity or suitability of SHARE Electronic Conferences information.

6.5 Right to terminate or suspend

SHARE reserves the right in its sole discretion to suspend or terminate access or services to any participant at any time. SHARE reserves the right to alter the forms of access and services provided.

6.6 Right to monitor compliance

SHARE reserves the right to monitor compliance with Policy COF-6.

6.7 Right to manage content

SHARE reserves the right in its sole discretion to edit or delete any information, software or other content appearing on its Electronic Conference(s), regardless of whether it violates the standards for content.

6.8 Responsibility of participants

Participants in SHARE Electronic Conferences must notify the designated administrator(s) for the conference of any violation of this policy.

6.9 SHARE assumes no liability

SHARE and its agents are not responsible for any indirect, consequential, special, or punitive damages or losses incurred in connection with the SHARE Electronic Conferences or any data or other material transmitted through or residing on SHARE's systems, even if SHARE has been advised of the possibility of such damage or loss. SHARE and its agents assume no liability for messages, transmissions or any distribution that may be found or claimed to violate the rights of any persons or entities.

POLICY COF-7 DELEGATE STANDING

POLICY:

It is the policy of SHARE that all persons participating in SHARE activities are by default in “good standing”.

PURPOSE:

A community is established and maintained by established norms that allow for the harmony of the organization and promote the free exchange of ideas and growth of the community

PROCEDURE:

7.1 Standing

Unless previously identified as not in good standing, all Delegates, Attendees, staff, vendors, exhibitors, sponsors, and guests are presumed to be in good standing.

7.2 Violations of Policy

Anyone observing a Member, Affiliate or a participant violating SHARE Policy should bring the violation to the attention of the President or of a member of the Board of Directors including the Executive Director, who in turn will notify the President.

7.3 Correction of Violations

The President, at his or her own discretion, will have the violation corrected by the means he or she determines is appropriate, up to and including removing the Delegate, Member, or Affiliate from the activity. The President may take any factors into account that he or she deems appropriate. Within 10 days, the President will notify the Board of Directors of the violation and the steps taken to remedy the situation. The Board of Directors may determine that the violation rises to the level that the Establishment no longer is a Member or Affiliate as defined in Article 3.6.3 of the Bylaws.

7.4 Appeal

A Member or Affiliate may appeal the President’s decision on the correction of the violation to the Board of Directors. A Delegate must appeal through their Member or Affiliate. The appeal must be in writing to the Secretary. The Board of Directors will consider the appeal no sooner than 10 days after receipt of the written appeal, and no longer than 60 days. The decision of the Board of Directors is final.

POLICY FIN-1 FINANCE AND AUDIT COMMITTEE

POLICY:

It is the policy of SHARE to establish a Finance and Audit Committee that promotes consistent, equitable and prudent control of the Organization's finances.

PURPOSE:

To ensure clarity of roles, responsibility and limits of authority relative to the Finance and Audit Committee's control of SHARE finances.

PROCEDURE:

1.1 Committee members

The chairperson of the committee shall be the Treasurer. The committee shall consist of the President, the Treasurer, at least one director and a maximum of two other appointments. The Chairman shall appoint committee membership, other than the President and Treasurer. The committee's duties shall consist of preparation of SHARE's budget for approval of the Board of Directors, and review and approval of requests for unbudgeted expenditures, supervision of accounting methods and procedures, approval of budget exceptions, and the preparation of and delivery to the Members of an annual report of SHARE's financial status.

1.2 Committee responsibilities

Further responsibilities of the committee shall include, but not be limited to, the following:

A. Budget Management

- i. Develop the annual budget for each fiscal year
- ii. Work in conjunction with staff to develop budget assumptions based on planned expenditures and revenue producing activities
- iii. Recommend fee structure for User Events and projected attendance
- iv. Propose to SHARE Board for approval the budget for each fiscal year
- v. Reviews and accepts, rejects, or recommends budget exceptions in accordance with related policy entitled GENERAL FINANCIAL POLICIES (FIN-4).

B. Monitoring

- i. The committee monitors and communicates to the Board the financial performance of SHARE on a quarterly basis at minimum
- ii. The committee will bring to the attention of the SHARE Board any negative anticipated expense variation, for an established GL, greater than or equal to \$10,000 for recognition and approval or rejection
- iii. The committee will bring to the attention of the SHARE Board any request to add a new GL to an approved budget, if the anticipated amount of expense to the new GL is greater than or equal to \$10,000

- iv. The committee will approve any reallocation of existing budgetary funds greater than or equal to \$10,000
- C. Investment Management
- i. Recommends Reserve Fund target to the Board on an annual basis or as needed
 - ii. Establishes investment criteria for third-party money manager
 - iii. Reviews and communicates to the SHARE Board investment performance on a quarterly basis
 - iv. Provides direction on changes to investment management criteria as warranted
 - v. Reviews and comments on the Treasurer's recommendations for maintaining, adding, or withdrawing monies from all Funds, including the Reserve and Strategic Investments Funds
- D. Audit
- i. Recommends external audit firm to the Board on an annual basis or as needed.
 - ii. Meets with the external auditor to review the Preliminary Report annually before presentation to and approval by the Board of Directors.

POLICY FIN-2 BUDGET RESPONSIBILITIES OF DIRECTORS

POLICY:

It is the policy of SHARE that directors are responsible for budgets supporting their respective portfolios.

PURPOSE:

To ensure clarity of roles, responsibility and limits of authority relative to the directorial control of SHARE finances.

PROCEDURE:

2.1 Director responsibilities

Directors are expected to take an active role in budget development for their programs and to sign-off on all budgets prior to draft budgets being presented to the Finance and Audit Committee. Further, directors are required to review monthly financial statements for their programs and provide updates to the Finance and Audit Committee and Board of Directors upon request.

Directors are also responsible for sponsoring any budget exceptions for proposed unbudgeted expenditures in compliance with the budget exception policy.

POLICY FIN-3 CALENDAR OF EVENTS

POLICY:

It is the policy of SHARE to maintain a calendar of specific dates regarding the management of the Organization's finances.

PURPOSE:

To provide a framework by which there is clarity of management over SHARE finances.

PROCEDURE:

3.1 Financial calendar of events

The Treasurer will provide an outline of planned financial activities for each fiscal year. The Executive Director will communicate to the Finance and Audit Committee and the Board any significant deviations from the proposed schedule. The Executive Director will communicate with the Treasurer regularly regarding status of deliverables.

POLICY FIN-4 GENERAL FINANCIAL POLICIES

POLICY:

It is the policy of SHARE to establish guidelines that promote consistent, equitable, and prudent control of the Organization's finances.

PURPOSE:

To provide guidelines by which there is clarity of responsibility related to the management, oversight and control of the Organization's finances.

PROCEDURE:

4.1 Accounting methodologies/processes

The organization's accounting practices comply with GAAP. During the year the modified accrual accounting method is used.

- Accounting records all revenue and expenses at the time that money is actually received or spent.
- Expenses due to the organization's management firm are recorded when invoice is generated
- Other items such as Prepaid Expense/Deferred Revenue Receivables can be recorded throughout the year at the organization's discretion.
- At year-end, the full accrual basis accounting method is used to capture all items related to the financial statement.

4.2. Reporting

The Executive Director, or their designee will provide the Treasurer and Board of Directors with statements of financial activity on a monthly basis. Comments, clarifications, and other helpful information will accompany these monthly documents. Ad hoc reports will also be produced upon the request of Treasurer or other directors.

4.3 Budget exceptions

Members of the Senior Management Team may request unbudgeted funds by preparing a budget exception for presentation to the Treasurer. Those requesting budget exceptions must complete a Budget Exception Request which clearly defines the purpose of the funds, amount of funds being requested, and the anticipated return on investment (if applicable).

Amount of Budget Exception	Approval Process
Less than < \$5,000	Treasurer (in consultation with the President or Executive Director, with a report to the Finance and Audit Committee)
\$5,000 ≤ between < \$50,000	Finance and Audit Committee (after presentation from the Treasurer, with a report to the Board of Directors)

Greater than \geq \$50,000	Board of Directors (after presentation from the Treasurer and a recommendation from the Finance and Audit Committee)
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4.4 Executive Director Authorities

In accordance with Bylaws 10.2 the Executive Director is authorized to make payments out of the funds of SHARE in accordance with the provisions of this Policy and related policy entitled EXECUTIVE DIRECTOR AND EXECUTIVE MANAGEMENT SERVICES (GOV-8).

4.5 Limits of authority and Approval summary:

All checks, Electronic Funds Transfers, and disbursements are for approved budget and budget exception items only.

Check Requests & Disbursement	Signatures/Approvals Required
Check Request and disbursement not in excess of \$5,000	Signature of Executive Director
Check request and disbursement in excess of \$5,000	One Signature – Executive Director, President or Treasurer AND One Email Approval – Executive Director, President or Treasurer (note: Email approver cannot be the same as the individual who signed the check)
Electronic Funds Transfer Requests & Disbursement	Approvals Required
Electronic Funds Transfer request and disbursement not in excess of \$5,000	Email approval of Executive Director
Electronic Funds Transfer request in excess of \$5,000	Joint Email approval – 2 of the following: President, Treasurer, Executive Director
Investment Funds	Authorized to Approve Action
Disbursement or Reallocation	Signature of Treasurer
Establishment of new depositories	Finance and Audit Committee (per Bylaws 6.8)

Check or Electronic Funds Transfer Approval Process:

Requests for checks or Electronic Funds Transfer will be managed via email and will include a scanned copy of the expense detail. An email including scanned detail will be sent to SHARE’s Executive Director for approval, in the form of email response to the original email. When joint approval is required, the Executive Director will forward their approval email to either the President or Treasurer for their approval, in the form of email response to the Executive Director’s approval email. Resulting emails will be saved with monthly financial documents. Electronic Funds Transfers will be logged in the Check Log.

4.6 Insurance

The Organization will maintain appropriate insurance policies as determined by the Board of Directors.

POLICY FIN-5 EXPENSE REIMBURSEMENT

POLICY:

It is the policy of SHARE to establish guidelines that promote consistent, equitable, and prudent control over the reimbursement of ordinary, necessary, and reasonable business expenses, which are incurred by those persons, designated below in carrying out the assigned duties of their respective positions within SHARE.

PURPOSE:

These guidelines are intended to be as comprehensive as possible. However, since it is not practical to set forth every allowable expense or circumstance, all affected persons are expected to apply these guidelines on a conservative basis, consistent with normal living standards and, where the policy is silent, to exercise sound business judgment and good common sense.

PROCEDURE:

5.1 Reimbursement criteria

Subject to the limitations set forth in this policy, expenses incurred relating to meetings not held in conjunction with the Organization's regularly scheduled semi-annual User Events will be fully reimbursed.. This would include, but not be limited to, Board of Directors meetings, committee meetings, and director initiated meetings held at times other than during the conference, and other special meeting travel required in the performance of the Organization's activities. Other travel must be pre-approved in each instance by both the President and the Treasurer.

5.2 Persons affected

The Organization will reimburse the following persons for travel and related expenses incurred in the conduct of business activities for the Organization:

Members of the Board of Directors, officers, including the immediate Past President, managers and related committees required and approved by the Board of Directors.

In summary, SHARE will reimburse anyone traveling on approved SHARE business.

5.3 Guidelines

In those rare instances when there may be a legitimate business reason for reimbursement of expenses that are exceptions to this policy, the reasons must be clearly explained and the President and the Treasurer must approve the exceptions in advance.

Travel and related business expenses must be properly documented and approved on an Expense Report.

All affected persons are expected to:

- Adhere to this policy when incurring expenses reimbursable by the Organization.
- Spend the Organization's funds as carefully and judiciously as they would their own.
- Check the accuracy of any bills and other documents presented before paying or accepting them.
- Claim reimbursement for ordinary, necessary and reasonable business expenses only, i.e. affected persons are to report only actual expenditures and should not expect to gain financially.

5.4 Expense advances

There will be no payment in advance for any expenses and accordingly, no member of the Board of Directors, officer, or any committee is to receive either a permanent or temporary expense advance.

5.5 Reimbursable expenses

The following describes the types of expenses that will be reimbursed by the Organization. Expenses must be appropriately categorized on the expense report. All expense reports are subject to approval of the Executive Director. Any questionable expenses will be reviewed with the Treasurer for final approval.

A. Transportation Expenses

The cost of air, automobile, bus or other conventional transportation used to conduct Organization business is a reimbursable expense. The mode of transportation selected should provide comfortable, timely travel at a reasonable expense to the Organization.

B. Air Travel

- i. Travelers are to use airfares available at a reasonable expense to the Organization, including discounted fares, if available. Coach or tourist fares are to be the standard mode of air travel. Premium class airfares will not be reimbursed, however the traveler may upgrade the ticket to a premium class at their personal expense. The passenger copy of the airline ticket, or a copy of the e-ticket, must be included with the travel expense report. If a flight is cancelled or changed (such that a partial credit is due), the affected person is responsible for obtaining the credit. If a partial credit is issued against the original ticket then the person must submit a copy of the credit along with the airline ticket and report only the net amount. If credit cannot be obtained, a letter of explanation must be included and permission will be required from the President before reimbursement will be made. If a non-refundable airline ticket was purchased and the travel must be cancelled or changed for any reason, the person must first attempt to obtain a refund from the airline (e.g. for medical reasons). Otherwise, a letter of explanation must be submitted to the Treasurer of the Organization outlining the reason for the change in travel plans.

- ii. Any air travel mileage credits earned by the person through the purchase and use of airline tickets shall accrue to that person.
- iii. If personal and Board of Directors airfare are combined into one trip, the Organization will reimburse only the portion of the airfare that would have been incurred if the ticket was purchased solely for Board of Directors business (i.e., from point of departure to location of conference and return).

C. Personal Car Mileage Allowance

Reimbursement for the use of a personal automobile will be at the maximum allowable rate as determined from time to time by the Internal Revenue Service. The Treasurer will inform all affected persons of the rate to be used

Only mileage incurred relating to the business of the Organization is reimbursable. No personal mileage will be reimbursed. Generally, the only mileage to be reimbursed will be:

- i. Mileage to and from the airport for trips strictly pertaining to Board of Directors and other committee meetings not held in conjunction with the Organization conference.
- ii. If persons choose to use their personal automobiles in lieu of air travel, reimbursement will be made only for the lesser of the total reimbursable mileage allowed or the cost of regular coach airfare.

The Organization assumes no liability for personal auto repairs, damage claims, traffic violations, or any other expenses incurred in the use of a personal automobile.

D. Parking, Tolls, Etc.

Taxi, bus, rapid transit, airport limousine, tolls, and parking fees are allowable expenses when incurred to conduct Organization Board of Directors business. First class rail transportation is acceptable to the extent it does not exceed the otherwise lowest cost transportation alternative. Parking will normally include only airport parking or hotel parking during meeting attendance.

E. Rental Cars

Due to the expense of car rental, all Board members, officers, and other committee members are urged to arrange their travel plan so that rental cars can be shared. These arrangements must be made and coordinated in advance. Rental cars should only be obtained when other modes of transportation (taxis or hotel shuttles) are not practicable.

The size and type of vehicle rented in each instance should be reasonable considering the number of persons transported, the amount of luggage, the length of the trip, and other relevant factors.

A copy of the car rental agreement must be included with the travel expense report.

F. Lodging

Lodging will be reimbursed for attending Board or other committee meetings only. Lodging will not be reimbursed for attendance at conferences, except as to pre- and/or post-conference days coincident with the scheduled Board or other committee meetings.

The choice of lodging will generally be limited to the meeting sites. Persons should seek to exercise sound judgment in instances where choices are available.

A copy of the lodging bill must be included with the travel expense report.

G. Telephone Charges

Local call service fees automatically added to hotel/motel bills will be reimbursed by the Organization. A maximum of two personal long distance telephone calls per trip will be reimbursed in connection with the Board of Directors or other committee meetings held other than during the Organization conference.

H. Meals

The actual cost of meals incurred by affected persons in connection with Organization business is reimbursable.

Individuals must maintain a conservative and reasonable standard in the selection of restaurants.

Receipts are required for any individual meal charge that exceeds \$75.00 including tips. Tips should be consistent with the prevailing rate for the geographical area where the meal expense is incurred. However, in no case should the amount of the tip exceed 20% of the meal charge.

Copies of receipts for charges over \$75.00 must be included with the travel expense report. If the meal cost includes charges for persons other than the person submitting the report, the name(s) of the other persons must be indicated on the receipt.

Meals will be reimbursed on an actual cost basis; no supper money, per diems, or other payments will be made.

I. Tips

Tips to porters, valets, parking attendants, etc. are reimbursable. The amounts are to be reasonable and customary for the services provided.

J. Entertainment

No entertainment expenses will be reimbursed without the prior written consent of the Treasurer of the Organization.

5.6 Non-reimbursable expenses

The following items are considered to be personal expenses and are therefore not reimbursable by the Organization:

- A. Travel, meals (not including group dinners at Board or committee meetings upon approval of Treasurer), lodging, etc. for spouse, children, or any other individual
- B. Excessive or unreasonable expenses for travel, meals or lodging.
- C. Other items of personal nature (e.g. personal entertainment, laundry (unless trip duration exceeds 7 days), etc).
- D. The Organization will not approve entertainment (e.g. alcoholic beverages) outside of full Board functions unless approved by the Treasurer of the Organization

The Treasurer of the Organization should be contacted as to the reimbursement of any questionable expenses prior to the submission of the travel expense report.

5.7 Reporting expenses/reimbursement process

If there are any charges to SHARE, e.g., airfare, an expense report must be submitted even if there is no money due to the submitter or to SHARE. No expenses will be reimbursed without submitting to the Organization's administrative HQ a properly completed Expense Report, in its entirety, and including all original receipts, or unmodified images of these receipts, as indicated below.

A completed expense report will constitute a "check request" form. Approval of the expense report, and subsequent fund disbursement is authorized by the Executive Director or Association Manager.

- A. Only actual costs will be reimbursed.
- B. All required receipts must be included. No expense over \$75.00 for which a receipt is readily available will be reimbursed without a receipt.
- C. The reason for the business travel must be indicated.
- D. The form is to be prepared legibly, completely, and in ink or electronic form. All forms must be signed.
- E. Forms may be submitted electronically with receipts attached as digital images.

- F. Forms should either be submitted entirely by mail, with physical copies of all receipts, or entirely electronically as described in FIN-5.7.E above.

Submit the report, with all attachments, to the Organization's Administrative Office within 30 days of the occurrence of a reimbursable expense. Expense reimbursement checks will be remitted promptly.

POLICY FIN-6 ASSET MANAGEMENT

POLICY:

It is the policy of SHARE to acquire assets when good business practices indicated that acquisition is a more prudent use of funds than lease or rental of the required items.

PURPOSE:

To provide guidance for the appropriate acquisition and disposition of SHARE assets.

PROCEDURE:

6.1 Budget and approval for capital purchases

Normal SHARE budgeting and financial approval processes will be applied to the allocation of funds for, and the approval of, capital purchases.

6.2 Responsibility for acquisition and inventory

To assure that adequate records and controls are in place, the physical execution of acquisition and inventory functions for SHARE assets is vested in the SHARE Executive Director or designee.

6.3 Asset control

Each item purchased will be prominently marked as SHARE property. Serial numbers and other control information will be recorded in the fixed asset inventory maintained by the SHARE Executive Director or designee.

6.4 Insurance of fixed assets

Where possible, newly acquired fixed assets will be added to SHARE's insurance coverage as soon as the insurance carrier(s) permit. Uninsurable assets must be identified to the Treasurer as any are discovered.

6.5 Disposition of assets

For the convenience of SHARE, the Board of Directors may choose to dispose of assets at replacement cost or fair market value. The Board of Directors shall determine assets to dispose of and the disposition to be made.

- A. The Treasurer is delegated responsibility for determining the fair market value and/or replacement cost of assets designated by the Board for disposal.
- B. The SHARE Executive Director or designee will be responsible for implementing all disposals.

POLICY FIN-7 CREDIT CARDS

POLICY:

It is the policy of SHARE to provide credit cards to volunteers and staff where this serves the needs of the organization by improving our ability to manage travel and other appropriate expenses.

PURPOSE:

To reduce administrative costs and overhead and to increase our ability to manage appropriate expenses in a more flexible manner.

PROCEDURE:

7.1 Authorization for Issuance of Credit Cards

SHARE will provide credit cards to members of the Board of Directors and to such other volunteers as the President shall deem appropriate. SHARE credit cards will also be provided to those members of the SHARE Headquarters staff that the Executive Director identifies as needing these cards with the approval of the President.

7.2 Responsibility for Charges

All expenses charged to a SHARE credit card are subject to the provisions of the Expense Reimbursement Policy (FIN-5). Users of SHARE credit cards must not charge non-reimbursable expenses to these accounts. Should it be determined that a non-reimbursable charge has been made to a SHARE credit card, the card holder will be required to reimburse SHARE for the amount of that expense.

7.3 Report of Lost or Stolen Cards

Should a SHARE credit card be lost or stolen, the card holder must report this fact to SHARE Headquarters staff and to the credit card company as soon as possible after they are aware of the loss or theft of the card.

7.4 Revocation and Surrender of Cards

Card holders may be asked to surrender SHARE-issued credit cards at any time that this is in the best interests of SHARE. When an individual's role within SHARE no longer requires the use of a SHARE credit card, they will be notified by SHARE President, Treasurer, or Executive Director and asked to surrender their card. In these cases, card holders should return the card as soon as possible following procedures provided.

POLICY FIN-8 RESERVE FUND

POLICY:

It is the policy of SHARE to maintain a reserve fund to help ensure the ongoing financial health of our organization.

PURPOSE:

To provide a financial reserve that can be used to protect our organization in the event that unexpected circumstances result in a substantial loss of revenue or increase in expenses.

PROCEDURE:

8.1 Definition

The SHARE Reserve is a fund maintained to help ensure the ongoing financial health of our organization by providing a source of funds that can be used in the event of a substantial loss of revenue, or unexpected expenses.

8.2 Appropriate Use

The appropriate use of the SHARE Reserve is to provide funds to allow our organization to cover unanticipated losses due to reduced revenue or increased expenses. The use of funds in the Reserve is subject to the approval of the SHARE Board of Directors. Under normal circumstances, funds in the SHARE Reserve are not intended to cover routine operating expenses.

8.3 Balance

The balance of the SHARE Reserve will be maintained at a level as close as practical to the target established by the SHARE Board of Directors. The Board may modify this target at any time.

8.4 Review Process

The Treasurer, in consultation with the Finance and Audit Committee, will review the balance in the SHARE Reserve no less than once each quarter and make a recommendation to the Board of Directors as to any steps that should be taken to maintain the balance at an appropriate level. The Treasurer's recommendation will specify one of four courses of action; that additional funds be deposited, that funds be withdrawn, that no action is required or that a deposit or withdrawal is necessary, but must be deferred. In each case the Treasurer must provide a justification for the recommendation including the source or disposition of any funds to be moved.

POLICY FIN-9 STRATEGIC INITIATIVES FUND

POLICY:

It is the policy of SHARE to maintain a Strategic Initiatives Fund to provide funding separate from the annual operating budget for significant projects that benefit our organization.

PURPOSE:

To allow SHARE to plan for, and fund, significant initiatives that support the mission of our organization and that are beyond the scope of our annual operating budget.

PROCEDURE:

9.1 Definition

The SHARE Strategic Initiatives Fund is a fund maintained to provide financial resources that allow the organization to pursue significant projects that are beyond the scope of our annual operating budget and that contribute to the mission of our organization.

9.2 Appropriate Use

The appropriate use of the SHARE Strategic Initiatives Fund is to fund significant projects and initiatives intended to help the organization pursue its mission. These projects will generally be of a scope, scale and/or duration that is beyond that of activities included in our annual operating budget. The use of funds in the Strategic Initiatives Fund is subject to the approval of the SHARE Board of Directors. The Board may pre-approve projects, contingent on the availability of money in the Strategic Initiatives Fund, so that these projects can be pursued in the event that funds become available due to positive financial results.

9.3 Review Process

The Treasurer, in consultation with the Finance and Audit Committee, will review the balance in the SHARE Strategic Initiatives Fund reserve no less than once each quarter and make a recommendation to the Board of Directors as to any steps that should be taken to maintain the balance at an appropriate level.

POLICY FIN-10 CASH FLOW AND CASH ON HAND

POLICY:

It is the policy of SHARE to manage cash in a manner that ensures adequate funds to cover anticipated expenses and optimizes the return on investment from any funds above this level.

PURPOSE:

To allow SHARE to maintain adequate cash on hand for all anticipated expenses while ensuring that funds not required for this purpose are invested in a manner that benefits the organization.

PROCEDURE:

10.1 Management of Cash on Hand

The Treasurer will work with SHARE Headquarters staff to ensure that our ongoing practices for managing cash on hand provide adequate funds to cover anticipated expenses. Any excess cash will be invested in a manner that optimizes the rate of return while providing access to funds in a time frame that ensures that we can maintain an appropriate level of cash on hand.

10.2 Review of Cash Flow

SHARE Headquarters staff will conduct a review of cash flow no less than twice each year using at least three years of history and factoring in any anticipated variance from historical norms. Staff will provide the results of these reviews to the Treasurer along with any recommendations as to amounts that should be deposited in investment accounts including the SHARE Reserve and Strategic Initiatives Fund.

POLICY FIN-11 AUDIT AND TAXES

POLICY:

It is the policy of SHARE to establish guidelines that promote consistent, equitable, and prudent control of the Organization's finances, to have an independent audit of the finances and pay appropriate taxes as required by law.

PURPOSE:

To provide for an independent auditor to review the finances of the Organization and prepare the appropriate taxes of the Organization.

PROCEDURE:

11.1 Audit

A third-party professional accounting firm will be retained to review the organization's financials on a yearly basis, and/or as requested by the Board of Directors. The purpose of the annual audit is to uncover any irregularities and ensure accuracy of all financial statements; and safeguard against fraud by management staff or directors.

At the conclusion of the audit, the Auditor will issue a Preliminary Report. The Preliminary Report will be presented to the Board for approval. Once approved a Final Report will be published to the membership and included in the Annual Report.

The Board of Directors will review the organization's auditor on a biennial basis.

11.2 Tax preparation and planning

SHARE's external auditors will work with management staff to prepare the organization's tax filings. At the onset of the tax preparation, the Treasurer will review and sign a letter of engagement from the auditor that outlines the scope of work and deliverables.

SHARE will, as a standard business practice, send an RFP for tax preparation and audit services to a minimum of (3) three audit firms every (2) two years to ensure cost competitiveness. The Treasurer will evaluate the proposals and make a recommendation to the Board to retain one of the firms participating in the RFP process. The Board or Finance and Audit Committee may, at any time, initiate an RFP process if there are any concerns with the performance of the auditor.

POLICY FIN-12 INVESTMENT POLICY

POLICY:

It is the policy of SHARE to establish guidelines that promote consistent, equitable, and prudent control of the Organization's investments.

PURPOSE:

To provide guidelines by which there is clarity of risk tolerance and guiding principles for investment of the Organization's reserve funds to provide cushion for business cycles and invest in strategic initiatives.

PROCEDURE:

12.1 Investment policy

The purpose of this fund is to cover contingency costs for SHARE. The intent of this fund is long-term investment.

Goals:

- Attain a growth rate of the total fund of at least 4 percentage points greater than the rate of money market accounts over a 3 to 5 year period.
- Ensure there is no more than a 15% loss in a single year.
- The equity portion of the fund is expected to outperform the average institutional equity portfolio over a 3 to 5 year period. The equity portion may include International equities.
- The whole fund is expected to outperform the average institutional fund with a comparable equity commitment.

Restrictions:

- The equity portfolio should be diversified with no single holding representing more than 10% of the portfolio.

Approximately 70% of assets should be invested in stock with the remainder in bonds or other fixed assets. The maximum exposure to stocks should not exceed 75% of the total assets.

POLICY COM-1 BRAND

POLICY:

It is the policy of SHARE to protect its brand by managing the use of brand artifacts (including, but not limited to brand names, marks, logos, logotypes, images, audio, video, iconography).

PURPOSE:

To protect the value and reputation of the organization and to prevent unauthorized endorsement of persons, products, or organizations

PROCEDURE:

1.1 Use in reference

When referring to the organization, use the name SHARE or SHARE Association. The name SHARE is always represented in uppercase letters; there is no requirement for a specific font.

1.2 Use on artifact

Persons authorized or contracted to conduct business on SHARE's behalf may use any brand artifacts as appropriate for the specific business function(s) they are authorized to pursue. Such use must conform to the current brand artifacts as approved by the Board of Directors and maintained by SHARE Headquarters.

1.3 Authorization of special use

The Board of Directors must approve any use of brand artifacts outside the context of items COM-1.1 and COM-1.2.

POLICY COM-2 PUBLIC RELEASE OF SHARE POSITION

POLICY:

It is the policy of SHARE to use the press and other media outlets to release a position statement, opinion, or information to the public.

PURPOSE:

To provide accurate and consistent information about SHARE and SHARE activities to the public.

PROCEDURE:

2.1 Preparation of press releases

Preparation or provision of information for public release is the responsibility of a designated member of the Board of Directors. The Board of Directors must approve the release of SHARE positions, statements, opinions, or information to the public.

2.2 Representing SHARE position or opinion

No SHARE Officer, SHARE Director, SHARE Manager, Delegate, Attendee, agent or employee is authorized to express views, opinions or positions on behalf of SHARE without prior approval of the President.

2.3 Press inquiries

Press inquiries about SHARE Activities and positions should be directed to the SHARE President.

2.4 Participation

Members of the working press, when acting in their official press function, will be permitted to participate in SHARE activities at the invitation of the President or designee(s). The presence of the working press should be presumed at any meeting, session or function of SHARE. If the speaker or project wishes to exclude the press from covering their activity, such a request should be made known to the appropriate party prior to the opening of the activity.

POLICY COM-3 DISSEMINATION OF SHARE WORK

POLICY:

It is the policy of SHARE to control the public dissemination of intra-corporate communications and SHARE works.

PURPOSE:

To maintain appropriate confidentiality of SHARE intra-corporate communications and control of SHARE intellectual property.

PROCEDURE:

3.1 Permissions

All intra-corporate communications generated under the auspices of SHARE are the property of SHARE and may not be publicly disseminated (except as noted in Article 9 of the Bylaws) without the express consent and permission of the Board of Directors or its designee(s).

3.2 Copyright

SHARE works that appear in public media will be copyrighted (see policy COM-5) and SHARE shall have control over their further dissemination. However, the original author(s) are hereby given the right to republish their own works. The only restrictions are that appropriate reference shall be made to the SHARE publication where it was previously published and that the reuse of recordings of SHARE presentations are subject to the provisions of policy COM-8.

3.3 Dissemination of non-SHARE Work

Material that is either personal or company proprietary information will not be distributed by SHARE unless SHARE is authorized in writing to freely distribute and disseminate such information. In particular, papers that are stamped "Do not quote, cite, abstract", "Company Confidential", "Company Proprietary" or with similar language will be returned to the contributor and will not be distributed in any manner until such time as the owner sees fit to release a copy of the paper for general distribution.

POLICY COM-4 CONTENT OF SHARE PUBLICATIONS

POLICY:

It is the policy of SHARE to exercise control over the content of SHARE publications.

PURPOSE:

To ensure that relevance and quality of materials is included in publications of SHARE.

PROCEDURE:

4.1 Responsibility for content and quality of publications

The Secretary shall have principal responsibility for the content and quality of all SHARE publications. The Board of Directors will settle Member disagreements about content and quality of SHARE publications.

POLICY COM-5 COPYRIGHT OF SHARE WORKS

POLICY:

It is the policy of SHARE to copyright all SHARE Works and to reserve all rights to these copyrighted works. This claim extends to all original works, compilations, performances, and other copyrightable expressions. This claim extends to all jurisdictions that recognize copyrights. It is also the policy of SHARE to license these works in such ways as to benefit the members of SHARE.

Copyright of material created by attendees for session presentation belongs either to the attendee or the attendee's employer. In order for SHARE to provide the content as part of a proceedings compilation, either the copyright must be assigned in writing to SHARE or a license must be extended to SHARE such that reproduction by SHARE and the membership is allowed.

PURPOSE:

It is to the benefit of the membership of SHARE that SHARE retains control of its intellectual property, SHARE receives recognition of its work, and that expansive licensing practices be available for the members.

PROCEDURE:

5.1 Criteria

All SHARE Works shall be copyrighted. All rights to the content of copyrighted SHARE Works are reserved to SHARE. However, it is SHARE's practice to permit the unlimited distribution of certain copyrighted material within Member or Affiliate establishments, provided only that the distributed material bear an acknowledgement of SHARE's copyright. SHARE generally provides material under the Creative Commons Attribution-NonCommercial Sharealike (CC BY-NC-SA) licensing. SHARE retains the right to limit the distribution of other copyrighted materials, for example those offered on a fee for use basis, when it is in the best interest of SHARE and its members to maintain such limits.

5.2 Delegate/Attendee produced material

In order for SHARE to provide content produced for meeting sessions as part of a proceedings compilation, either the copyright must be assigned to SHARE in writing or a license must be extended to SHARE that allows reproduction by SHARE and the membership. SHARE does not prefer assignment over licensing. The SHARE preferred licensing is Creative Commons Attribution-NonCommercial-Sharealike (CC BY-NC-SA) licensing. If assignment of copyright to SHARE is made, it is the policy of SHARE to license the material to the original author under Creative Commons Attribution-NonCommercial-Sharealike (CC BY-NC-SA) licensing

5.3 Republication

SHARE also permits the republication (pursuant to SHARE policy COM-3) of certain copyrighted material for educational and scientific purposes and by persons who apply, in writing, to the Secretary for permission to republish such material and who have received the written approval of the Secretary to do so.

5.4 Prohibition of endorsement

In no case shall permission to republish copyrighted material be granted where such permission may be construed as a SHARE endorsement of a person, product, or service.

5.5 Prohibition of commercial gain

SHARE will vigorously prosecute persons and organizations that use the content of SHARE publications for commercial gain. Members are urged to inform the Secretary of incidents where copyrighted materials are being so used.

5.6 Definition of "works"

For the purpose of establishing, maintaining and defending copyright, "works" is defined to refer to any copyrighted expression as allowed by law, including but not limited to literary work, pictorial and graphic work, compilation, performance, recorded presentations and other audiovisual work, and computer software which is the intellectual property of SHARE and is represented in any media including, but not limited to print, web content, audio or video recordings or other forms of electronic communication.

5.7 Assignment or license of copyrights

SHARE may assign or license its copyrights to others. Royalty or income received from such transactions may be shared with the originator(s) of such works, as determined by the Board of Directors or its designee, taking into account the originator's contribution, SHARE's costs, provisions imposed by sponsors or other funding sources and any other applicable written agreements concerning the copyright.

5.8 Open Dialog

It is the policy of SHARE to prefer session content, both for in person presentation and online presentation, that allows SHARE to license and distribute the material to its members over material that does not allow such distribution. The final decision on content is the Director of Conference Operations or the Director assigned to run the technical sessions of the meeting/activity.

5.9 Copyright and Licensing Determination

The Secretary shall have principal responsibility of what license shall cover any material that SHARE distributes. Disagreement regarding license used to cover materials distributed by SHARE will be decided by the Board of Directors.

POLICY COM-6 EXPORT OF SHARE MATERIALS

POLICY:

It is the policy of SHARE to comply with laws and regulations controlling the export of technical information or materials.

PURPOSE:

To ensure that technical information or materials subject to export restriction are not exported or re-exported.

PROCEDURE:

6.1 Export restrictions

Certain SHARE technical information or materials (work products, works in progress, and databases) may be subject to export restriction by the U.S. Department of Commerce Bureau of Export Administration (BXA). These restrictions are specified by the Export Administrations Regulations (EAR) issued by the U.S. Department of Commerce Bureau of Industry and Security. Restricted SHARE materials are referred to as "technical data" by the BXA.

6.2 Unauthorized export or re-export

Unauthorized export or re-export of restricted SHARE material by any SHARE Member, Affiliate, Delegate or Attendee is a violation of U.S. law. SHARE does not authorize or consent to any such export or re-export and does not accept any responsibility for any liability arising there-from.

POLICY COM-7 DISTRIBUTION OF TECHNICAL MATERIAL

POLICY:

As a part of SHARE activities, it is policy that SHARE may provide, from time to time, mechanisms or facilities for the distribution of technical material. Examples of such materials include, but are not limited to, software programs, documentation, program, source code and algorithms.

PURPOSE:

To promote the exchange of technical information.

PROCEDURE:

7.1 Process for distribution of technical materials

The Board of Directors may designate one or more agents to perform the distribution of such material. Material is distributed in the original form as submitted by the author, and neither SHARE nor its agent(s) test or maintain this material. Neither SHARE nor its agent(s) make any warranty, expressed or implied, as to documentation, function or performance of the material.

POLICY COM-8 RECORDINGS OF PRESENTATIONS

POLICY:

As a part of SHARE activities, it is policy that SHARE may make recordings of presentations and that SHARE retains the right to control the use of these recordings. Such use includes, but is not limited to, offering access to recorded presentations on a fee for use basis.

PURPOSE:

To increase the availability of SHARE presentations to interested parties.

PROCEDURE:

8.1 Purpose and scope

When recordings are made of SHARE presentations in any medium and those recordings are shared or distributed, the distribution must be conducted in a way that furthers the mission of SHARE, ensures compliance with SHARE policies, protects the integrity and quality of the SHARE customer experience and SHARE member relationship, and protects the interests of SHARE and the presenter.

8.2 Distribution of recordings of presentations

Except as provided herein, no business, association, agency, or individual shall give, sell, or otherwise distribute to others or publish any recording made during any SHARE presentation without the written consent of SHARE and the presenter. This policy is applicable to any recording in any medium, excluding handwritten or typed notes. The only exception is that presenters may use recordings of their SHARE presentations, to the extent that such use does not conflict with other SHARE policies, for non-commercial purposes only.

8.3 Protecting the rights of session participants and contributors

Any distribution of a recording of a SHARE presentation that captures the actual sounds and/or images of that presentation, in any medium, must consider not only the rights of the presenter and SHARE, but also those of other parties. Examples include the privacy rights of attendees of the presentation, the rights of other presenters, and the copyright interests in materials authored by others that are displayed or presented during the presentation. It may be necessary to secure rights from these parties, or to edit the recording to eliminate any conflict with those rights, before any recording, distribution, publication, or communication occurs.

POLICY COM-9 SOCIAL MEDIA ACTIVITIES

POLICY:

It is the policy of SHARE to protect the privacy and reputation of its Members, Affiliates, Delegates, Attendees, staff, vendors, exhibitors, sponsors, and partners, as well as the reputation of SHARE, in any social media venue where SHARE contributes content or engages Delegates, Attendees, or members of the public. The values, ethics and confidentiality policies of SHARE apply online just as they would in any other setting.

This policy defines guiding principles for the use of social media technologies by SHARE Delegates, Attendees, staff, exhibitors, sponsors, vendors, and contractors engaged in social media activities. Social media technologies covered under this policy include, but are not limited to blogs, wikis, file-sharing, user-generated video and audio, virtual worlds, and social networks.

PURPOSE:

SHARE encourages the use of social media technologies to enhance communication, collaboration, and information exchange in support of SHARE's mission. Openly sharing and encouraging dialogue around lessons learned and key enterprise technology topics that are important to the SHARE community fosters growth of the organization, expands SHARE's reach, enhances SHARE's value to the enterprise technology ecosystem, and helps maintain member relationships.

PROCEDURE:

9.1 Existing policies and practices

The same principles and guidelines that apply to SHARE activities in general, as found in the SHARE Canons of Conduct, apply to SHARE activities online. See related policy entitled CONDUCT OF SHARE DELEGATES AND ATTENDEES (CON-1).

9.2 Expressing Opinion

A. Individual opinion

SHARE does not restrict individuals from expressing their opinion about SHARE or SHARE strategies, objectives or processes on third party sites provided individuals clearly indicate that they are expressing their opinion. Delegates, Attendees, staff, vendors, exhibitors and sponsors of SHARE should make clear that the opinions expressed are theirs alone and do not necessarily reflect SHARE's views or positions. Such individuals are reminded that they are personally responsible for what is shared and should remember that anything posted electronically may be public for an indefinite period of time (even if they subsequently attempt to modify or delete such information).

B. Speaking on SHARE's behalf

Consistent with SHARE policy PUBLIC RELEASE OF SHARE POSITIONS (COM-2), and specifically item COM-2.2, no Delegate, Attendee, staff, vendor, exhibitor, or sponsor is authorized to express views, opinions or positions on behalf of SHARE or the SHARE Membership without prior approval of the SHARE President.

C. Transparency

Individuals representing SHARE in an official capacity will not act anonymously, but will clearly identify themselves when discussing SHARE or SHARE related matters.

9.3 SHARE logos, images, and trademarks

- A. SHARE protects its reputation by restricting the use of its logos, images, and trademarks per policy COM-1, BRAND. Individuals may not use SHARE logos, images, or trademarks in social media to imply SHARE ownership or support, except as approved by the Board of Directors. Incidental use of logos, images and trademarks to identify location or community are allowed.
- B. Accounts implying SHARE ownership may be used by Delegates or Attendees, but ownership and control must be maintained by SHARE and follow SHARE Brand standards. See also BRAND (COM-1).

9.4 Prohibited Content

- A. Confidential materials
SHARE confidential material should not be posted on any public social media venue.
- B. Discriminatory materials
Discriminatory, offensive, obscene, hostile, threatening, harassing, intimidating, abusive, disruptive, defamatory, libelous, or slanderous content communicated online is prohibited. Examples of unacceptable content may include, but are not limited to: sexual comments or images, racial slurs, gender-specific comments, or comments and images that could reasonably offend someone on the basis of race, age, sex, religious beliefs, national origin, disability, sexual orientation or any other characteristic protected by the law.
- C. Copyrighted materials
 - i. SHARE respects the laws governing copyright and fair use of copyrighted materials owned by others by not posting copyrighted materials unless licensed to make the material available.
 - ii. Materials where SHARE owns rights are posted on the SHARE website, and described in related policy COM-5, COPYRIGHT OF SHARE WORKS.

9.5 Compliance

To ensure that social media content complies with SHARE Policies and Bylaws, SHARE reserves the right to remove or disavow any post.

9.6 Disclaimer

SHARE sponsored sites will provide the following disclaimer:

SHARE IS NOT RESPONSIBLE FOR, AND DOES NOT VALIDATE OR CONFIRM, THE CORRECTNESS OR ACCURACY OF ANY USER CONTENT POSTED. SHARE DOES NOT ENDORSE ANY USER CONTENT. USER CONTENT DOES NOT REPRESENT THE VIEWS OR OPINIONS OF SHARE. SHARE, IN ITS SOLE DISCRETION, RESERVES THE RIGHT TO REMOVE ANY CONTENT.

9.7 Third party bloggers

Third parties that are paid by SHARE to talk about SHARE will disclose their relationship with SHARE.