



OpenSFS Handbook

Table of Contents

Revision Log	3
Preface	3
OpenSFS: Community; Members; Participants	4
Application Procedures	4
Qualification as Member	4
Obligations of all Members	5
Termination of Membership	5
Appeal	5
Withdrawal	5
Rights of Members	5
Fees	5
Non-liability of Supporters	6
Permissible Transfer of Support	6
Non-transferability of Support	6
Member and Participant Representatives	6
OpenSFS Organizational Structure	6
Board of Directors	6
Board Positions	7
Number	7
Term of Office	7
Qualification	8
Working Groups	8
Lustre Working Group (LWG)	8
Meetings	8
	1

Member Meetings	9
Annual Member Meeting	9
Special Meetings	9
Meeting Notices	9
Meeting Organization	9
Other Meetings	9
Board Meetings	9
Lustre® Working Group	9
Lustre® User Group Meeting (LUG)	10
LUG Program Committee	10
LUG Inclusivity	10
Publication	10
LUG Participation	10
LUG Program Committee	11
OpenSFS Member-Participant Communication Document Process	11
Elections	13
Nominations	13
Nominations Committee	13
Nomination by Petition	13
Candidacy Considerations	13
Qualification and Assurance of Candidates	13
Withdrawal from Candidacy	13
Voting	14
Voting Formula	14
Electronic Voting	14
Physical Ballots	14
Annual Meeting	14
Voting and Election Session	14
Run-off elections	14
Extension of Term of Office	14

Changes to the Handbook	14
Appendix	15
OpenSFS Handbook, Appendix A	16
OPEN SCALABLE FILE SYSTEMS, INC. Participation Agreement	16
OpenSFS Handbook, Appendix B	19
Nomination By Petition	19
Nomination Acceptance	19

Revision Log

- v0.1, April 5, 2017, Draft shared with OpenSFS Community
- v0.2, April 25, 2017, Incorporated community feedback
 - Link to Bylaws
 - Specify Board candidates do not need to be present at Annual Meeting
 - Clarify text about Membership acceptance
- v.03, April 11, 2018
 - Specify the OpenSFS Handbook as an operational guide.
 - Clarify text on Member & Participant classification

Preface

[Open Scalable File Systems, Inc¹](http://opensfs.org) is a strong and growing nonprofit organization dedicated to the success of the Lustre® file system. OpenSFS was founded in 2010 to advance Lustre development, ensuring it remains vendor-neutral, open, and free. Since its inception, OpenSFS has been responsible for advancing the Lustre file system and delivering new releases on behalf of the open source community. Through working groups, events, and ongoing funding initiatives, OpenSFS harnesses the power of collaborative development to fuel innovation and growth of the Lustre file system worldwide.

The purpose of this OpenSFS Handbook is to provide descriptions of the organization of the Corporation, its Bylaws, policies, guidelines, and other general information. OpenSFS is bound by the organization's bylaws. The OpenSFS Handbook serves as an operational guide. At its discretion, the Board can choose to supersede the content in the Handbook. Please refer to the OpenSFS Bylaws or contact OpenSFS for clarifications or more detailed information. We welcome contributions to the handbook, which must be approved by the OpenSFS Board. The

¹ <http://opensfs.org>

latest draft of the Handbook is [available online as a Google Doc](#)² and anyone with the link can suggest edits or comment.

² https://docs.google.com/document/d/1mD_in2HuLRw99ZlKfpkz6kLcEeqi93tDZD5v8lwtmyY

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OpenSFS: Community; Members; Participants

Organizations that support OpenSFS are classified as either Members or Participants. Roughly speaking, Members are organizations that use Lustre or act on behalf of users of Lustre and Participants are companies that profit from the sale or support of Lustre or HPC solutions. Together, organizations that pay dues as Members or Participants are referred to as Supporters. Besides Members and Participants there are the full Community organizations that promote open scalable file systems through indirect support and engagement. All of these groups play a role within OpenSFS.

By participating in OpenSFS you help ensure the continued open evolution of Lustre in a vendor-neutral member-supported organization, with a collaborative center that provides community structure as we determine a path forward together. There are many OpenSFS areas that you can participate in for the mutual benefit of the community such as Working Groups or the Lustre Users Group. Your voice adds to our growing critical mass, giving OpenSFS the ability to influence the entire HPC ecosystem.

Application Procedures

In order for an organization to become a Member or Participant, the first step is to submit an application to the OpenSFS Secretary. This application provides information that allows the board to determine the eligibility of an organization to be a Member or Participant.

Qualification as Member

After an organization submits an application, the Membership Committee (or its delegate) reviews each application for membership. This review is done within 30 days of the application submission.

If the Membership Committee is satisfied with the application, the membership chair will notify the prospective Member of admission. The Membership Committee will consider all applications within thirty (30) days. The application may be rejected for any legally permissible reason. If any applicant disagrees with the decision of the Membership Committee, it may request in writing no later than 30

days after receipt of the Membership Committee's decision, an appeal to the Board to review the original application for membership along with any clarifying information.

Obligations of all Members

All Members and Site Representatives must abide by the [Bylaws](#) of OpenSFS.

Termination of Membership

A Member's membership will be terminated within thirty days after receiving written or electronic notice from the Secretary to the Member Delegate (the "Termination Notice") that one or more of the following have occurred and the basis for termination of membership:

- The Member ceases to qualify as a Member;
- The Member fails to pay its membership dues;
- The Board determines that the Member jeopardizes the Corporation's tax-exempt status; or
- The Board determines that the Member failed to abide by the Bylaws or rules and regulations of the Corporation.

Appeal

Within thirty days of the receipt of the Termination Notice, the recipient Member may appeal in writing (submission by ordinary mail, fax or e-mail addressed to the President) to the Board to have the Termination notice set aside. The sole basis upon which such appeal may be made are

- proof satisfactory to the Board that the ground(s) set forth in the Termination Notice is (are) not valid; or
- a statement of extenuating circumstances.

The Board will consider the appeal within sixty days of its receipt and will notify the appellant in writing of its decision within thirty days thereafter.

Withdrawal

A Member may voluntarily withdraw from the Corporation at any time by giving written or electronic notification of the desire to so withdraw that is signed by the Member Delegate and addressed to the Secretary. A withdrawal becomes effective upon receipt by the Secretary. Withdrawal of membership does not entitle a Member to a refund of any membership fees.

Rights of Members

The right to vote for the election of the Board and Officers and to vote on all issues, subject to Member approval, is conferred solely upon the Members. Only a Member Delegate or Site User is eligible to be a member of the Board or to hold office in OpenSFS.

Fees

Members and Participants pay an annual fee to support OpenSFS; the level is determined by the Board and updated when necessary. Registration fees are be

payable to cover the cost of meetings, where such fees have been approved by the Board.

Non-liability of Supporters

No Member of OpenSFS is individually liable for the debts, liabilities, or obligations of OpenSFS

Permissible Transfer of Support

In the event that two (2) or more Supporters combine (through merger, acquisition or otherwise), the resulting combined entity is permitted to only maintain one (1) membership agreement and have one (1) vote in all Member votes thereafter.

Prior to the occurrence of any such corporate combination, the affected Members must notify the Corporation as to which membership agreement will survive the merger or acquisition and whether that membership agreement will be assigned in connection with the Change of Control (should assignment be required, OpenSFS will automatically consent to the assignment upon such notice).

Upon completion of the combination, any non-surviving membership agreement will automatically terminate.

All rights of a Member of OpenSFS cease on termination of its membership agreement. The termination of a membership agreement will not result in any refund of dues already paid for the current dues period.

Non-transferability of Support

No membership agreement may be assigned without the prior written consent of OpenSFS, and any claimed assignment without such written approval will be null and void.

Member and Participant Representatives

After an organization joins OpenSFS it names a primary point of contact for official OpenSFS correspondence, such as voting in the case of Members.

OpenSFS Organizational Structure

Board of Directors

The Board will exercise all powers of the OpenSFS Corporation, except as otherwise expressly provided by law or by the Bylaws. The members of the Board act only as a board and the individual members have no power as such. Among such powers are:

- Develop and execute OpenSFS policy.
- Interpret and implement decisions of the Members and the Board.
- Approve the OpenSFS budget and, if desired, designate an independent certified public accounting firm to audit OpenSFS financial records.
- Establish all fees for OpenSFS.
- Create and terminate working groups or committees and appoint or remove working group or committee chairs.

- Approve the use of the OpenSFS corporation name, in whole or in part, by individuals or other organizations.

Board Positions

President

- Chief executive officer of the Corporation with general supervision over OpenSFS, subject to the control of the Board
- Term: Two years and then two years as Director-At-Large

Vice President

- Fulfills duties of the President in their absence and other duties assigned by the President or by the Board.
- Term: Two years

Secretary

- Acts as secretary of all meetings of the board and other duties incident to the office of secretary.
- Term: Two years

Treasurer

- Collect, and keep account of all moneys received and expended for OpenSFS.
- Term: Two years

Director-At-Large

- A Director-At-Large is a full voting member of the OpenSFS Board.
- Term: Two years

(Please see the OpenSFS Bylaws Article VII for a full description of the board members positions and their responsibilities.)

Number

There will be at least five directors of OpenSFS. However, the number of directors beyond five may be increased or decreased by the Members at any Annual Meeting or the Board at any meeting at any time. The President, Vice President, Secretary and Treasurer automatically become directors when elected to their office. The President and Treasurer are elected on odd-numbered years. The Vice President and Secretary are elected on even-numbered years.

Term of Office

The term for all Directors is two years and continues until the next Annual Meeting following their second anniversary on the Board at which the successor is elected and qualified. The term of the Secretary and Treasurer will expire on alternating years.

The Directors-at-Large are elected for terms of two years with half the Directors ending their terms on alternate years. The term of office of any Director may be terminated at any time, with or without cause, by an affirmative vote of two thirds of the votes cast by Members entitled to vote.

If the first election for President and Treasurer is held in 2017, the elected President and Treasurer will serve until 2019. The retiring President will automatically become a member of the Board upon the election of his or her successor as President and will remain a Director-at-Large for two years.

If there is no Past President, the Board will appoint a Director-at-Large to a two-year term. Any eligible person may be reelected as a director one or more times.

Qualification

To qualify as a director of the Corporation each individual must have a bona fide professional association with a Member for the entire term of office and agrees to be bound by the confidentiality obligations contained herein or established by the Corporation.

Working Groups

Working Groups may be formed at any time to address topics of interest. Working Group leadership and scope are defined by the Board and membership is open to the Community. Currently there is a single standing Working Group, the Lustre Working Group, referred to as the LWG. A Nominations Working Group will be formed and tasked each year to nominate candidates for the OpenSFS Board. Similarly, the LUG Planning Working Group will be formed and tasked each year to plan and coordinate the Lustre User Group Meeting.

Lustre Working Group (LWG)

The OpenSFS Lustre Working Group (LWG) is the place where the participants of OpenSFS come together to coordinate their software development efforts for the Lustre high-performance, Open Source, parallel filesystem. This includes planning and the roadmap for community releases of Lustre. The LWG goals include:

- Taking a holistic view of the Lustre software development lifecycle;
- Encouraging a culture of software quality, where quality is viewed as everyone's responsibility;
- Improving the Lustre development process. (See the presentation on [Software Structural Quality](#)).

The LWG is also responsible for creating the OpenSFS Member to Participant Feedback Document. The Chair or Chairs of the LWG are selected by the Board and serve until they resign and, or, the Board appoints replacements.

Meetings

The OpenSFS Community, Board, and Working Groups host several meetings throughout the year as forums for Lustre development, to conduct OpenSFS business, and to promote recent activity in the Community. The most well known of

these meetings is the Lustre User Group Meeting (LUG).

Member Meetings

Meeting of the Members are meetings specifically to conduct OpenSFS business, such as voting for officers.

Annual Member Meeting

The Annual Meeting of Members shall be held at least once in each calendar year, typically on a day adjacent to or during LUG. This meeting will be used by the Members to conduct OpenSFS business including the election of officers. In the event that the Annual Member Meeting can not be held prior to LUG the Meeting will be held electronically.

Special Meetings

Special Meetings of the Members may be called at any time by the Board. Upon receipt of a petition (stating the purpose of the proposed meeting) signed by at least one third of the Member Delegates representing Members entitled to participate, the President will call a Special Meeting.

Meeting Notices

Written Notice of an Annual and Special Meeting of the Members of OpenSFS will be given by the President or the Secretary and sent to each Member at least thirty days before the time designated for the meeting.

Meeting Organization

At every Annual Meeting of Members, the President, and in the absence of the President, the Vice President, will act as the Chair of the meeting. The Secretary will act as Secretary of the meeting. In case none of the officers above designated to act as the Chair or the Secretary to the meeting respectively are present, the Chair or Secretary of the meeting will be chosen by a majority of the votes cast at the meeting by the Members entitled to vote at the meeting.

At any meeting of the Members the Members may request that the Participants be either excused from the meeting or limit participation in the meeting while Member business is to be discussed or nominations and elections are being held. At any meeting where the Members desire to have confidential discussions with a SFS vendor, the Members may exclude any or all Participants.

Other Meetings

Board Meetings

The OpenSFS Board meets throughout the year; the time and locations will be posted on the OpenSFS web site. These meetings are open to OpenSFS Supporters. The Meeting minutes will be distributed for the Members within thirty days.

Lustre® Working Group

LWG meeting schedules are set by the Chair(s), but typically occur every other week by phone. The agenda is sent out to the LWG Mailing List the day before the meeting

along with the dial-in details. Individuals may contact the Chair(s) to be added to the meeting invitation to get automatic updates and reminders about the calls. The LWG may chose to meet in person at LUG or other events if enough attendees are available. Minutes from each meeting are posted within a week.

Lustre® User Group Meeting (LUG)

The Lustre® User Group (LUG) conference is the industry’s primary venue for discussion and seminars on the Lustre parallel file system and other open source file system technologies.

LUG provides attendees with the opportunity to:

- Hear from the world’s leading developers, administrators, solution providers, and users of Lustre
- Be an active participant in industry dialogue on best practices and emerging technologies
- Explore upcoming developments of the Lustre file system
- Immerse in the strong Lustre community, working collaboratively to further the development of Lustre

LUG is held annually, and also hosts the Annual Member Meeting, the Member-Participant Feedback Document presentation, and the presentation of the LWG Lustre Roadmap.

LUG Program Committee

The LUG Planning Working Group is responsible for helping the Board organize LUG by recommending sites, gathering sponsorships from Participants and others, assessing costs and recommending registration fees, agenda. Appointments of Chair and Vice-Chair, with the Vice-Chair becoming the Chair the following year and the appointment of a new Vice-Chair each year.

LUG Inclusivity

Attendance, participation, and contribution to LUG is open to the entire OpenSFS Community. However, attendance at meetings scheduled to coincide with LUG, such as the Annual Member Meeting, meetings of the LWG, or presentation of the Member to Participant Feedback Document may be restricted.

Publication

Any materials presented or created at LUG including slides or recordings will be made publically available online within one week of the conference.

LUG Participation

As an OpenSFS member there are many opportunities to participate in LUG

- Participate in the LUG Program Committee (see below)

- Submit a presentation abstract to be considered for a 20-30 minute speaking slot at LUG. The LUG call for presentations is usually opened 2-3 months prior to the annual LUG conference. For an example of prior LUG sessions, visit our Past Events web page (<http://opensfs.org/past-events/>)
- Attend LUG. Attending LUG provides information on the latest Lustre best practices while creating vital industry and networking connections

LUG Program Committee

The LUG Program Committee is a vital group of volunteers responsible for providing input, vetting presentation submissions, and advising on event details for LUG. It is open to participation from the broader Lustre community.

Participation in in the committee is a great way to contribute to the success of LUG and increase your involvement in the Lustre community. Both users and vendors are encouraged to participate, however only the user community will participate in the review and selection of session abstracts.

OpenSFS Member-Participant Communication Document Process

Executive summary: OpenSFS will prepare a document annually to report the Lustre feature and enhancement requests, reflecting the input from OpenSFS Members. The OpenSFS Board or a Board designated OpenSFS officer will be responsible for gathering input and preparing the document. Once approved by the OpenSFS Board, the Board will responsible for electronically communicating the final document to the Lustre Participants. Participants can request a face-to-face meeting to discuss the details of the document and provide feedback. Face-to-face meetings will be held at the annual Lustre User Group event or another mutually agreed-upon meeting. Participant feedback will be communicated back to the OpenSFS Members by the OpenSFS Board.

Keywords: Member. A Site that has been accepted for membership pursuant to OpenSFS Bylaws, Article IV (i.e., OpenSFS end-users); Participant. Any organization or entity that is not a Site that has been accepted as a participant pursuant to Article IV, (i.e., OpenSFS for-profit vendors).

Detailed procedure:

1. The OpenSFS Board or a Board designated OpenSFS officer will poll OpenSFS Members to gather feature and enhancement requests, electronically.
2. Members will provide their input electronically through the Request Tracking (RT) system.
3. Each feature or enhancement request will require a clear description of need

- and expected benefits in detail.
4. The OpenSFS Board or a Board designated OpenSFS officer will be responsible for installing, configuring, and maintaining the RT system.
 5. Each Member organization will have a single username on the RT system. The user names will be provided to the Member Site Delegates.
 6. RT system will open for inputs all year long, however, the OpenSFS Board or a Board designated OpenSFS officer will announce the start and end dates for Member requests to be considered for a given year. Announcements will be sent to LWG email lists by the OpenSFS Board or a Board designated OpenSFS officer .
 7. Each Member site can enter multiple feature or enhancement request into the RT system.
 8. Each Member site can classify their own requests as “generic” or “Participant specific.”
 9. The OpenSFS Board or a Board designated OpenSFS officer will collect, organize, and merge the requests within two weeks following the request entry end date, based on the detailed request descriptions.
 10. The organized request list will be broadcasted by the OpenSFS Board or a Board designated OpenSFS officer to the OpenSFS Members for an open vote, including the voting start and end dates.
 11. The voting period will be two weeks.
 12. Only Member Site Delegates will be allowed to vote on behalf of their respective organizations.
 13. Each Member site will have a total of <10> votes.
 14. Each Member Site will be able to distribute their votes on all or a subset of items on the request list, as they see fit, through their respective Member Site Delegates.
 15. The OpenSFS Board or a Board designated OpenSFS officer will rank the organized request list based on the aggregate number of votes.
 16. The OpenSFS Board or a Board designated OpenSFS officer will announce the final ranked request list to OpenSFS Members and Participants within a week following the voting end date. Participant specific request entries in the list will have open access to all OpenSFS Members, but the access will be restricted only to the corresponding OpenSFS participant mentioned in the request.
 17. The OpenSFS Board or a Board designated OpenSFS officer will send the final ranked request list to OpenSFS Board within a week following the voting end date.
 18. The OpenSFS Board will be responsible for evaluating the final request list and once the list is approved, communicating it to the Lustre Participants.
 19. Participants can request face-to-face meeting to discuss the report and feedback.
 20. OpenSFS will be represented by the OpenSFS Board or a Board designated OpenSFS officer at the Participant meetings.
 21. All Participant face-to-face meetings to discuss the final OpenSFS report will

- be held at the Lustre User Group events.
22. OpenSFS Board or a Board designated OpenSFS officer will be responsible for providing detailed feedback electronically to the OpenSFS Members within two weeks following the Lustre User Group event.
 23. An annual virtual meeting will be organized by the OpenSFS Board or a Board designated OpenSFS officer, restricted to OpenSFS Members to review the feedback document and to identify any possible changes.

Elections

Full details on the election process are available in the "ARTICLE VIII - ELECTIONS" section of the OpenSFS bylaws.

Nominations

There are two methods of nomination for election: by the Nominations Committee or by petition:

Nominations Committee

At least 6 months before each Annual Meeting the Board will appoint a Chair of the Nominations Committee who selects at least two additional Committee Members from the OpenSFS Community.

The Nominations Committee defines a process for candidate selection and selects one or more eligible candidates for each open position of officer or director. This committee determines how many candidates it will nominate for each position.

The Chair of the Nominations Committee reports a list of candidates for each open position to the Board at least two months before the Annual Meeting.

Nomination by Petition

Any eligible individual may be nominated for any office or as a director by a petition signed on his or her behalf by at least two Member Delegates.

The Secretary must receive these petitions at least one month before the Annual Meeting.

Candidacy Considerations

Qualification and Assurance of Candidates

All candidates must have a bona fide professional association with a Member.

Each candidate must submit a written statement to the Board where they assure that, if elected, they will diligently fulfill the duties of the office or the position on the Board for which nominated during the term thereof.

A candidate by petition must submit an assurance statement with the completed petition on his or her behalf

Withdrawal from Candidacy

A nominated candidate may withdraw his or her name from nomination by

submitting a written request to the Secretary. The Secretary will communicate any withdrawals to all member delegates.

Voting

Voting Formula

Either the Member Delegate or Alternate Member Delegate for each Member may submit one vote for a single candidate for each position on the ballot.

Electronic Voting

Candidates for each position are posted to the online voting system and instructions on how to access it are distributed to Members electronically at least one week before the Annual Meeting.

The electronic voting period begins one week before the Annual Meeting and closes at the end of the day before the Annual Meeting.

Physical Ballots

Physical ballots may be used at the Annual Meeting.

Annual Meeting

Voting and Election Session

A voting and election session is held at the Annual Meeting to present the candidates and results, and to handle any run-off elections. Candidates do not need to be physically present at the meeting.

If a candidate was unopposed for their position, they are declared elected. For positions with multiple candidates a simple majority is required.

If there are open Director-at-Large positions, they are filled based on the amount of votes received, from most to least until all the positions have been filled.

Run-off elections

If no candidate for a position with multiple candidates receives a majority, a run-off election will be performed.

In the event the amount of votes for the last Director-at-Large position are tied between two candidates, there will be a run-off election as well.

Extension of Term of Office

If a successor for an officer or director-at-large whose term has expired is not elected at an Annual Meeting, the present holder of the office or directorship will continue until a successor is qualified and takes office.

Changes to the Handbook

Proposed changes to this Handbook may be directed to or initiated by the Board. If the changes are accepted by the Board notification will be sent to the OpenSFS Supporters within one week of the change directing them to the latest version of the Handbook.

Appendix

Support Application
Petition for Nomination

OpenSFS Handbook, Appendix A

OPEN SCALABLE FILE SYSTEMS, INC. Participation Agreement

PARTICIPATION LEVEL:	ANNUAL FEE:
(Select one)	
<input type="checkbox"/> MEMBER	\$ 1,000
<input type="checkbox"/> PARTICIPANT	\$ 5,000

By the signature of its authorized representative below, Applicant, including its Affiliates (as defined in the Bylaws), agrees to be bound by the terms hereof, as well as the terms and conditions stated in the Certificate of Incorporation, and Bylaws (the "Organizational Documents"), of Open Scalable File Systems, Inc. ("OpenSFS") as may apply to the Applicant based on the Participation Level set forth above. Copies of the OpenSFS Organizational Documents are available for review at the OpenSFS website. Applicant is encouraged to review these materials prior to the execution of this Agreement.

No Participation Agreement is binding on OpenSFS unless accompanied by the annual fee as noted above. Membership in OpenSFS is generally open to any entity (i) supportive of OpenSFS' purpose and meeting the membership requirements as stated in the Bylaws, or established by the Board of Directors, or its delegate, (ii) that has executed this Participation Agreement, and (iii) paid the appropriate annual fee. Participation in OpenSFS is generally open to any entity supportive of OpenSFS' purpose that does not meet the membership requirements as stated in the Bylaws, or established by the Board of Directors, or its delegate, but has executed this Participation Agreement and paid the appropriate annual fee. By signing below, the individual executing this Agreement on behalf of Applicant represents that he or she has all requisite signing authority for and on behalf of the entity seeking entry.

The term of this Agreement is on a year-to-year basis, expiring on the 365th day from the date of acceptance of this Agreement. OpenSFS will invoice the then-current renewal fee to Members and Participants ninety (90) days prior to the expiration of the pending term and payment thereof shall constitute a renewal at the previous Participation Level. Failure to make a timely renewal payment shall be cause for suspension or termination of this Agreement and any associated benefits.

The undersigned agrees that once accepted, all annual fees are nonrefundable for

any reason, including termination of this Agreement. There is no duty to renew this Participation Agreement and renewal may only be accomplished as set forth above.

Any claim or dispute arising under or relating to this OpenSFS Participation Agreement is governed by the internal substantive laws of the State of California, without regard to principles of conflict of laws.

Company Name: _____ **Date:** _____

Contact Name (Name/Title): _____

Company Address: _____

Telephone Number: _____

(Please Include Country Code where appropriate)

Fax Number: _____

Email Address: _____

Web Page URL: _____

Signature: _____ **Date:** _____

Name/Title: _____

Payments may be made by check or wire transfer payable to the order of the "Open Scalable File System".

Primary Member/Participant Delegate: _____

Phone Number: _____ **Email Address:** _____

Alternate Member/Participant Delegate: _____

Phone Number: _____ **Email Address:** _____

What are your company's objectives for joining OpenSFS? Please briefly describe your company's Lustre or HPC activities:

Acceptance: This Participation Agreement is accepted as of this ____ day of _____, 201_. Open Scalable File Systems, Inc. A California Nonprofit

Corporation

By: _____

Name: _____

Its: _____

Mail payment along with this completed form to:

OPEN SCALABLE FILE SYSTEMS, INC.

3855 SW 153rd Drive

Beaverton, OR 97003

Attn: Jen Franklin

OpenSFS Handbook, Appendix B

Nomination By Petition

We the undersigned, being the Member Representatives of the stated OpenSFS Member Organizations, do hereby nominate:

(Nominee's full name) _____

being a bona fide employee of:

(Organization) _____

for the office or Board of Directors position of:

(Position) _____

for the election being held on:

(Date) _____

1. Name _____
Member Organization _____
Signature _____
Date _____

2. Name _____
Member Organization _____
Signature _____
Date _____

Optional:

3. Name _____
Member Organization _____
Signature _____
Date _____

Nomination Acceptance

I hereby declare that if I am duly elected to the above position I will diligently perform the duties of the office or the position on the Board of Directors for which nominated during the term thereof. I have the support of my organization to accept nomination and to serve if elected.

Signature _____
Date _____

