Wi-SUN Alliance

Policy and Procedures
Voting Policy

Phil Beecher

Version 1V02
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1 Release History

Table 1 Revision History

<table>
<thead>
<tr>
<th>Version</th>
<th>Date</th>
<th>Author</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>0.1</td>
<td>9 October 2012</td>
<td>Phil Beecher</td>
<td>First Version for Comment</td>
</tr>
<tr>
<td>0.2</td>
<td>2 December 2012</td>
<td>Phil Beecher</td>
<td>Various Clarifications</td>
</tr>
<tr>
<td>0.3</td>
<td>6 December 2012</td>
<td>Phil Beecher</td>
<td>Revisions for Board Approval – Approved at Board Meeting</td>
</tr>
<tr>
<td>1.0</td>
<td>8 January 2013</td>
<td>Phil Beecher</td>
<td>Clean version posted to Members</td>
</tr>
<tr>
<td>1.01</td>
<td>3 December 2013</td>
<td>Phil Beecher</td>
<td>Added restrictions on Affiliates, changed default vote to Abstain - Approved at Board Meeting</td>
</tr>
<tr>
<td>1.02</td>
<td>24 April 2014</td>
<td>Phil Beecher</td>
<td>Clarified definition of meeting.</td>
</tr>
</tbody>
</table>
2 Background Documents

2.1 References

2.2 Companion Documents

Wi-SUN Alliance Promoter Member Agreement

Wi-SUN Alliance Contributor Member Agreement
# 3 Definitions and Acronyms

## 3.1 Definitions

<table>
<thead>
<tr>
<th>Term</th>
<th>Definition</th>
</tr>
</thead>
<tbody>
<tr>
<td>Meeting</td>
<td>Any meeting of Wi-SUN Alliance, either tele-conference, online meeting or Face to Face meeting</td>
</tr>
<tr>
<td>Consensus</td>
<td>Consensus for document approval is when all voting members give consent to the approval of the document. Note that giving consent does not necessarily mean that the proposal being considered is one’s first choice. Group members can vote their consent to a proposal because they choose to cooperate with the direction of the group, rather than insist on their personal preference.</td>
</tr>
<tr>
<td>Quorum</td>
<td>The quorum level is 50% or greater of eligible voters.</td>
</tr>
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</table>

## 3.2 Acronyms
4 Voting Policy

4.1 Introduction

Paragraph 4) of the Wi-SUN Alliance Bylaws states that Contributor Members do not have voting rights, “unless determined otherwise by the Board of Directors”.

This document describes the policy for assigning voting rights to Contributor Members in Wi-SUN Working Groups and Sub-Committees and clarifies voting policy within the Technical Working Groups and Committees.

4.2 Voting Rights

4.2.1 Promoter Member Companies

Each Promoter member company has 1 vote in each committee or working group, regardless of attendance.

4.2.2 Contributor Member Companies

Contributor member companies may be eligible to vote, subject to meeting the criteria described in this clause.

4.2.2.1 Application to Affiliates

The Wi-SUN Alliance Member Agreement provides the Definition of Affiliate (8a) and the Rights of Affiliate (8b).

The Wi-SUN Alliance permits independent membership of “affiliated” Contributor member companies. However, for the purpose of voting each Contributor member company and its “affiliated” company or companies shall be considered as a single voting entity. Each voting entity may be eligible for a maximum of 1 vote, subject to meeting the conditions described in 4.2.2.2, 4.2.2.3, 4.2.2.4.

4.2.2.2 Gaining Voting Rights

Each Contributor member company including affiliates, as described in 4.2.2.1, may be eligible for 1 vote. Voting rights are gained as follows:

i) By attending the inaugural formal meeting (see 4.5.1.1) of a committee or working group or task group or interest group, OR

ii) By attending 3 of 5 successive formal meetings of a committee, working group or task group or interest group.

In each of the preceding situations, voting rights are gained at the start of the respective meeting.

4.2.2.3 Losing Voting Rights

Each Contributor member company will lose its eligibility to vote in a committee, working group or task group if it misses 3 of 5 successive formal meetings, either remote meetings, or face to face meetings.
4.2.2.4 Regaining Voting Rights

Voting rights are re-instated when the Contributor member company again meets the conditions to gain voting rights.

4.2.3 Others

Other membership classes and staff are not eligible to vote.

4.3 Consensus

When possible, approval of documents and decisions in committees, working groups and task groups shall be based on consensus (see 3.1)

If consensus cannot be achieved, approval of documents and decisions shall be made by conducting a vote or ballot.

4.4 Ballots

4.4.1 Initial Ballots

New documents shall be balloted for a minimum of 7 days. Each eligible member company may cast 1 vote per company. Valid votes are: Approve (Y) without comments, Approve (Y) with comments, Disapprove (N) with comments, Abstain (A).

The commenter should indicate for each comment if it “Must Be Satisfied”. Comments marked as “Must Be Satisfied” indicate a disapprove (N) vote.

If an eligible company does not cast a vote, it shall be considered to have voted Abstain (A).

A document is approved if it receives 2/3 (66.6%) or more Approve (Y) votes. The approval ratio/percentage is calculated as (number of Approve votes)/(number of Approve + Disapprove votes ) i.e. Y/(Y+N). Abstain votes are not used in the calculation.

However, it is expected that an attempt is made to resolve all comments received during a ballot to the satisfaction of the commenter and the group.

4.4.2 Recirculation Ballots

Revised documents and resolved comments shall be recirculated for review by the voting pool. Decisions (including approval of comment resolutions and revised documents) can be made either by ballot or during a meeting. The minimum duration for a ballot is 7 days. If a member of the voting pool does not vote during recirculation, their previous vote is carried forward.

4.5 Meetings

4.5.1 Introduction

Meetings may be held face to face, by conference call or Web-based conference tool, e.g. Webex, GotoMeeting. Meetings may be either formal meetings or ad-hoc meetings.
4.5.1.1 Formal Meetings

Formal meetings shall be announced to the mailing reflector associated with the working group, task group or interest group at least 7 days prior to the meeting.

4.5.1.2 Other Meetings

Informal meetings or ad-hoc meetings may be arranged by interested parties and shall be announced to the relevant reflector as soon as practical.

4.5.2 Decisions during meetings

Decisions (including approval of comment resolutions and revised documents) can be made either by ballot or during a formal meeting. All votes require 2/3 (66.6%) or more approval to pass, based on Y/(Y+N).

4.5.3 Document approval

If document approval is by a vote on a conference call or online meeting, the meeting must be quorate (see 3.1) and either:

i) the intention to vote on the document must be published 7 days prior to the call/meeting (agenda or other announcement)

OR

ii) all eligible voters are present at the call/meeting and unanimously agree to hold the vote.

4.5.4 Other decisions

All other decisions can be made at a formal meeting providing that:

i) the meeting is quorate and

ii) the meeting has been announced 7 days prior to the meeting.

4.6 Voting Pool

A voting pool comprises the eligible voters at the start of the ballot. Members of the voting pool remain constant from the start of the initial ballot until the completion of all recirculations of a document.

4.7 Final Approval

All documents require final approval of the Wi-SUN Alliance Board of the Directors as described in the Wi-SUN Alliance Bylaws.