

The LF Networking Fund Charter
The Linux Foundation
Effective January 1, 2018

1) Mission and Scope of the LF Networking Fund.

- a) The primary mission (the “Mission”) of the LF Networking Fund (the “Directed Fund”) is to raise, budget and spend funds and coordinate support for open source and/or open specification projects involved with the movement or communication of data on a network (including, but not limited to, data plane, control plane, analytics, orchestration, and automation technologies for enterprise, cloud, and carrier networks, collectively the “Scope”) in accordance with the provisions of this Charter. The projects supported by the Directed Fund will be referred to herein as each a “Technical Project” and collectively as the “Technical Projects”. The governance of each Technical Project is as set forth in the applicable charter for each Technical Project.
- b) The Directed Fund supports the Technical Projects. The Directed Fund operates under the guidance of the Governing Board of the Directed Fund (the “Governing Board”) and The Linux Foundation (the “LF”) as may be consistent with The Linux Foundation’s tax-exempt status.
- c) The Governing Board manages the Directed Fund. The Directed Fund will also have a Marketing Advisory Council (“MAC”), a Legal Committee, a Finance Committee, Technical Advisory Council (“TAC”) and other working groups, councils, committees and similar bodies that may be established by the Governing Board (collectively, “Committees”). Committees report to the Governing Board.

2) Membership.

- a) The Directed Fund will be composed of Platinum Members, Gold Members, Silver Members and Associate Members (collectively, “Members”). All Members must be current members of the LF (at any level) in good standing to participate in the Directed Fund as a member. All participants in the Directed Fund, enjoy the privileges and undertake the obligations described in this Charter, as from time to time amended by the Governing Board with the approval of the LF. During the term of their membership, all members will comply with all such policies as the LF Board of Directors and/or the Directed Fund may adopt with notice to members.
- b) There will be a maximum of 26 Platinum Members (the “Platinum Cap”), which can be raised by vote of the Governing Board.
- c) In addition to the other rights set forth in this Charter, Platinum Members will each:
 - i) be entitled to appoint a voting representative to the Governing Board and any Committee;

- ii) enjoy most prominent placement in displays of membership logos; and
 - iii) receive such other benefits as The Linux Foundation and the Governing Board may make available to Platinum Members.
- d) Gold Members, acting as a class, will be entitled to elect annually one representative to the Governing Board for every three Gold Members up to a maximum of three representatives, provided that so long as there is at least one Gold Member there will always be at least one Gold Member representative, even if there are less than three Gold Members.
- e) In addition to the other rights set forth in this Charter, Gold Members will each:
- i) be entitled to appoint a voting representative to the MAC;
 - ii) enjoy prominent placement in displays of membership logos; and
 - iii) have priority for available Platinum Memberships based on the seniority of the date the Gold Member joined the Directed Fund as a Gold Member.
- f) In addition to the other rights set forth in this Charter:
- i) each Silver Member will be entitled to appoint one non-voting representative to the MAC;
 - ii) the Silver Members, acting as a class, will be entitled to elect annually one representative to the Governing Board, with the Governing Board determining the election process; and
 - iii) each Silver Member will enjoy placement in displays of Silver membership logos.
- g) The Associate Member category of membership is limited to Associate Members of The Linux Foundation and acceptance as an Associate Member requires approval by the Governing Board, or, if the Governing Board sets additional criteria for joining the Directed Fund as an Associate Member, the meeting of such criteria. If the Associate Member is a membership organization, Associate Membership in the Directed Fund does not confer any benefits or rights to the members of the Associate Member.
- h) Members will be entitled to:
- i) participate in Directed Fund general meetings, initiatives, events and any other activities as appropriate; and
 - ii) identify themselves as members of the LF Networking Fund supporting the LF Networking community.

3) Governing Board

- a) The Governing Board voting members will consist of:

- i) one representative appointed by each Platinum Member;
 - ii) the elected Gold Member representative or representatives;
 - iii) the elected Silver Member representative;
 - iv) the TAC Representative (as defined herein);
 - v) the Committer Representative (as defined herein); and
 - vi) the Innovation Representative (as defined herein)
- b) Except for the TAC Representative and the Committer Representative, each representative to the Governing Board shall be an employee of the Member that appointed or nominated her or him, or of a direct or indirect subsidiary of such Member.
- c) Only one Member that is part of a group of Related Companies (as defined in Section 9) may appoint, or nominate for a membership class election, a representative on the Governing Board. No single Member, company or set of Related Companies will be entitled to: (i) appoint or nominate for Membership class election more than one representative for the Governing Board, or (ii) have more than two representatives on the Governing Board.
- i) Please note that it will be acceptable for one Member to appoint or nominate a representative to the Governing Board and have another of its employees, or an employee of one of its direct or indirect subsidiaries, serve as the TAC Representative or Committer Representative on the Governing Board.
- d) Conduct of Meetings
- i) Governing Board meetings will be limited to the Governing Board representatives, the MAC Chair, invited guests and LF staff.
 - ii) Governing Board meetings follow the requirements for quorum and voting outlined in this Charter. Unless otherwise decided by the Governing Board, one named alternate may attend any meeting on behalf of, and as a fully participating, voting alternate for, any representative to the Governing Board or any Committee. With respect to any elected representative to the Governing Board or any Committee, any such representative may select an alternate as follows:
 - (1) an individual employed by a (i) Platinum Member shall be an employee of that Member, and (ii) Member of the same class, in the case of representatives elected to represent Gold or Silver Members;
 - (2) another committer or maintainer to any Technical Project, in the case of the Committer Representative; and
 - (3) another member of the TAC, in the case of the TAC Representative.

- iii) The Governing Board meetings will be private unless decided otherwise by the Governing Board. The Governing Board may invite guests to participate in consideration of specific Governing Board topics (but such a guest may not participate in any vote on any matter before the Governing Board).
- e) Officers
- i. The Officers of the Directed Fund will be a Chair (“Chair”), Vice-Chair and a Treasurer.
 - ii. The Chair will preside over meetings of the Governing Board, manage any day-to-day operational decisions, and will submit minutes for Governing Board approval.
 - iii. The Treasurer will assist in the preparation of budgets for Governing Board approval, monitor expenses against the budget and authorize expenditures approved in the budget.
- f) The Governing Board will be responsible for overall management of the Directed Fund, including:
- i) determining the technical projects within the Scope that will constitute Technical Projects, consistent with the requirements of Section 16.(b), including adding or removing projects and establishing policies or guidelines for onboarding new projects;
 - ii) establishing principles and guidelines for budget allocation, setting annual priorities for budget allocation, and approving a budget and staffing plan directing the use of funds raised by the Directed Fund from all sources of revenue;
 - iii) nominating and electing Officers of the Directed Fund;
 - iv) overseeing all Directed Fund business and community outreach matters and work with the LF on any legal matters that arise;
 - v) adopting and maintaining policies or rules and procedures for the Directed Fund (subject to LF approval);
 - vi) establishing ad-hoc committees to resolve a particular matter or establish additional committees, in support of the mission of the Directed Fund;
 - vii) establishing any conformance programs and soliciting input (including testing tools) from the technical oversight bodies and, when appropriate, the MAC, for defining and administering any programs related to conformance with any Technical Project, (a “Compliance Program”);
 - viii) approving the Marketing Plan (as defined herein);

- ix) publishing use cases, user stories, websites and priorities to help inform the ecosystem and technical community;
 - x) selecting the Innovation Representative;
 - xi) approving procedures for the nomination and election of the Silver Member representative and any Officer or other positions created by the Governing Board; and
 - xii) voting on all decisions or matters coming before the Governing Board.
- g) Innovation Representative. The Governing Board may chose to appoint a representative of one of the Members that both (a) is not otherwise represented directly on the Governing Board and (b) has made substantial contributions to further the Mission to serve as the “Innovation Representative” for an annual term. The Innovation Representative must be employed by a Gold, Silver, or Associate Member.
- h) Elections and Vacancies. Processes and procedures for all elections of any representative to the Governing Board or any Committee will be determined by the Governing Board. Except as otherwise provided by the Governing Board:
- i) processes and procedures for elections of any chair of any Committee may be determined by the applicable Committee;
 - ii) in the case of representatives elected to the Governing Board by the Gold or Silver Members, in the event that a representative ceases to be employed by the Member that nominated such representative or ceases to be a representative to the Governing Board, such Member may recommend a successor representative. The Governing Board may either accept such recommendation or call for an election to fill the applicable vacancy; and
 - iii) the term of a representative on the Governing Board or any Committee (other than the TAC Representative and the Committer Representative) will automatically terminate on the termination or expiration of the membership of the Member she or he is representing.
- i) Appointments. Any representative to the Governing Board or to any Committee appointed by a Member can be removed and/or replaced by such Member by notice to the Governing Board. Any representative to the TAC appointed by the technical oversight body of a TAC Project (as defined herein) may be removed by the technical oversight body of such TAC Project upon notice to the TAC and Governing Board.

4) Marketing Advisory Council

- a) The MAC will consist of one appointed voting representative from each Platinum Member and each Gold Member. Each Silver Member may have one non-voting representative observe meetings of the MAC.

- b) The MAC will be responsible for:
 - i) interfacing with the Governing Board with respect to the Governing Board’s goals for marketing and outreach for the Directed Fund and support of the Technical Projects;
 - ii) designing and developing, with input from the Governing Board and, as appropriate, the Technical Projects, an umbrella marketing and outreach plan (the “Marketing Plan”), which Marketing Plan is subject to approval by the Governing Board;
 - iii) engaging with the Technical Projects to identify their respective and collective needs from a marketing and outreach perspective and to reflect those needs, consistent with available resources, in the Marketing Plan;
 - iv) coordinating the Directed Fund’s outbound outreach, communications and engagement with the communities and external audiences, including events, tradeshows, websites, etc;
 - v) establishing outreach working groups as needed (e.g. to coordinate project or technical area marketing needs), subject to approval of the Governing Board; and
 - vi) such other matters related to marketing as may be directed to the MAC by the Governing Board.
- c) The MAC will elect a Chair who will be responsible for reporting progress back to the Governing Board. Unless otherwise requested by the Governing Board, the MAC Chair may attend meetings of the Governing Board, but will not attend as a voting member of the Governing Board.

5) Legal Committee

- a) The Legal Committee will consist of members of the Governing Board that wish to participate on the Legal Committee together with their legal counsel. Participation on the Legal Committee is voluntary, and the makeup of the Legal Committee will be determined annually or as otherwise directed by the Governing Board.
- b) The responsibilities of the Legal Committee include the creation of recommendations to the Governing Board in response to questions submitted to the Legal Committee by the Governing Board.
- c) The Legal Committee will select, from among those Governing Board representatives that are participating on the Legal Committee, a Chair of the Legal Committee who will communicate findings or recommendations of the Legal Committee to the Governing Board.

6) Finance Committee

- a) The Finance Committee will consist of representatives of the Governing Board that volunteer to be a named participant on the Finance Committee.

- b) The responsibilities of the Finance Committee include:
 - i) assisting the Treasurer in preparation of annual budgets that adhere to the principles and guidelines established by the Governing Board;
 - ii) developing and reporting metrics for the allocation of budget in relation to meeting the priorities of the Governing Board;
 - iii) reviewing the progress of the Directed Fund against the annual budget;
 - iv) preparing forecasts for future financial needs of the Directed Fund; and
 - v) such other matters related to finance and the financial operation of the Directed Fund as may be directed to the Finance Committee by the Governing Board.
- c) The Treasurer shall be Chair of the Finance Committee.
- d) In the event that any TAC Project wishes to raise a concern with the budget, the first escalation will be a meeting with the TAC Project's representative on the TAC and the Treasurer to understand the TAC Project's concerns, and if not resolved after, the TAC Project representative will be given an opportunity to speak with the full Finance Committee.

7) Technical Advisory Council

- a) The role of the TAC is to facilitate communication and collaboration among the Technical Projects. The TAC will be responsible for:
 - i) coordinating collaboration among Technical Projects, including development of an overall technical vision for the community;
 - ii) making recommendations to the Finance Committee of resource priorities for Technical Projects;
 - iii) electing annually a representative to serve on the Governing Board as the TAC's representative on the Governing Board (the "TAC Representative");
 - iv) setting processes and procedures for the election annually by vote, by and from among the committers and maintainers to any Technical Project, an individual to serve as a representative of the development community on the Governing Board (the "Committer Representative"). Nominations to the position of Committer Representative are subject to Governing Board approval; and
 - v) such other matters related to the technical role of the TAC as may be communicated to the TAC by the Governing Board.
- b) For the first twelve months following the initial meeting of the Governing Board and until otherwise determined by the TAC pursuant to Section 7.c., the voting members of

the TAC consist of:

- i) one representative appointed by each Platinum Member; and
 - ii) one representative appointed by the technical oversight body (e.g., a Technical Steering Committee) of each TAC Project.
- c) At any time following the first anniversary of the initial meeting of the Governing Board, the TAC may by vote decide upon an alternate structure for voting representation on the TAC, subject to the approval of the Governing Board.
 - d) One representative of any Member may observe meetings of the TAC. The TAC may change this at any point in time, including: (a) opening meetings to invited members of the community; (b) holding closed meetings; and (c) holding meetings open to the public.
 - e) At the start of the Directed Fund, “TAC Projects” are those Technical Projects listed as having voting representatives on the TAC on the Directed Fund’s web site. Thereafter, any Technical Project can become a TAC Project through the approval of the Technical Project’s technical oversight body, the TAC, and the Governing Board. The TAC and the Governing Board may approve a project lifecycle policy that will address the incubation and archival of TAC Projects.

8) Voting

- a) Quorum for Governing Board and Committee meetings will require fifty percent (50%) of the voting representatives of the Governing Board or Committee, as applicable. The Governing Board or Committee may continue to meet even if quorum is not met, but will be prevented from making any decisions at the meeting. If any representative, without sending an alternate, misses any two consecutive Governing Board or Committee meetings, as applicable, such representative shall not be counted for quorum purposes until she or he next attends. If any elected representative, without sending an alternate, misses any three consecutive Governing Board or Committee meetings, the Governing Board or Committee, as applicable, may call for a new election for such election position by a simple majority vote.
- b) Ideally decisions will be made based on consensus. If, however, any decision requires a vote to move forward, the representatives of the Governing Board or Committee, as applicable, will vote on a one vote per voting representative basis.
- c) Except as provided in Sections 8.a. and 17.a., decisions by vote at a meeting will require a two-third’s vote, provided quorum is met. Except as provided in Section 17.a., decisions by electronic vote without a meeting will require a majority of all voting representatives of the Governing Board or Committee, as appropriate.
- d) In the event of a tied vote with respect to an action that cannot be resolved by the Governing Board, the Chair may refer the matter to the LF for assistance in reaching a decision. If there is a tied vote in any Committee that cannot be resolved, the matter may be referred to the Governing Board.

9) Subsidiaries and Related Companies

a) Definitions:

- i) “Subsidiaries” means any entity in which a Member owns, directly or indirectly, more than fifty percent of the voting securities or membership interests of the entity in question;
 - ii) “Related Company” means a Member and any entity which controls or is controlled by a Member or which, together with a Member, is under the common control of a third party, in each case where such control results from ownership, either directly or indirectly, of more than fifty percent of the voting securities or membership interests of the entity in question; and
 - iii) “Related Companies” are entities that are each a Related Company of a Member and the Member itself.
- b) Only the legal entity which has executed a Participation Agreement and its Subsidiaries will be entitled to enjoy the rights and privileges of such Membership; provided, however, that such Member and its Subsidiaries will be treated together as a single Member.
- c) If a Member is itself a foundation, association, consortium, open source project, membership organization, user group or other entity that has members or sponsors, then the rights and privileges granted to such Member will extend only to the employee-representatives of such Member, and not to its members or sponsors, unless otherwise approved by the Governing Board in a specific case.
- d) Directed Fund Membership is non-transferable, non-salable and non-assignable, except a Member may transfer its current Membership benefits and obligations to a successor of substantially all of its business or assets, whether by merger, sale or otherwise that is, or upon such transfer becomes, a member of The Linux Foundation; provided that the transferee agrees to be bound by this Charter and the Bylaws and policies required by LF membership.

10) Good Standing

- a) The Linux Foundation’s Good Standing Policy is available at <https://www.linuxfoundation.org/good-standing-policy> and will apply to Members of this Directed Fund.

11) Trademarks

- a) Any trademarks relating to the Directed Fund or any Technical Project, including without limitation any mark relating to any Conformance Program, must be transferred to and held by LF Projects, LLC and available for use pursuant to LF Projects, LLC’s trademark usage policy, available at www.lfprojects.org/trademarks/.

12) Antitrust Guidelines

- a) All Members must abide by The Linux Foundation Antitrust Policy available at <http://www.linuxfoundation.org/antitrust-policy>.
- b) All Members must encourage open participation from any organization able to meet the membership requirements, regardless of competitive interests. Put another way, the Governing Board will not seek to exclude any member based on any criteria, requirements or reasons other than those that are reasonable and applied on a non-discriminatory basis to all members.

13) Budget

- a) The Governing Board will approve an annual budget and never commit to spend in excess of funds raised. The budget and the purposes to which it is applied must be consistent with both (a) the non-profit and tax-exempt mission of The Linux Foundation and (b) the goals of the Technical Projects.
- b) The Linux Foundation will provide the Governing Board with regular reports of spend levels against the budget. Under no circumstances will The Linux Foundation have any expectation or obligation to undertake an action on behalf of the Directed Fund or otherwise related to the Directed Fund that is not covered in full by funds raised by the Directed Fund.
- c) In the event an unbudgeted or otherwise unfunded obligation arises related to the Directed Fund, The Linux Foundation will coordinate with the Governing Board to address gap funding requirements.

14) General & Administrative Expenses

- a) The Linux Foundation will have custody of and final authority over the usage of any fees, funds and other cash receipts.
- b) A General & Administrative (G&A) fee will be applied by the Linux Foundation to funds raised to cover finance, accounting, and operations. The G&A fee will be 9% of the Directed Fund's first \$1,000,000 of gross receipts each year and 6% of the Directed Fund's gross receipts each year over \$1,000,000.

15) General Rules and Operations. The Directed Fund must:

- a) engage in the work of the Directed Fund in a professional manner consistent with maintaining a cohesive community, while also maintaining the goodwill and esteem of The Linux Foundation in the open source community;
- b) respect the rights of all trademark owners, including any branding and usage guidelines;
- c) engage or coordinate with The Linux Foundation on all outreach, website and marketing activities regarding the Directed Fund or on behalf of any Technical Project that invokes

or associates the name of any Technical Project or The Linux Foundation; and

- d) operate under such rules and procedures as (i) the Linux Foundation may from time to time adopt or (ii) may be approved by the Governing Board and confirmed by The Linux Foundation.

16) Intellectual Property Guidelines

- a) The charter and intellectual property and other policies of each Technical Project will define how contributions of source code, documentation and other artifacts are to be made to the Technical Project.
- b) The Governing Board may elect to support any project within the Scope as a Technical Project provided that such project:
 - i) requires the use of the Developer Certificate of Origin, Version 1.1, for all contributions of source code, documentation and other artifacts;
 - ii) utilizes an OSI-approved open source license specifically approved by the Governing Board for inbound and outbound contributions of source code, documentation and other artifacts;
 - iii) unless otherwise approved by The Linux Foundation, has policies that are not inconsistent or incompatible with the policies of The Linux Foundation or the Directed Fund; and
 - iv) such project has resolved, to the satisfaction of the Legal Committee, any licensing questions, including with respect to external dependencies.

17) Amendments

- a) This charter may be amended by a two-thirds vote of the entire Governing Board, subject to approval by The Linux Foundation.