

Notes	OIF Bylaws	OpenStack TC Charter	OIF Project Confirmation Guidelines
<p>[Only Board vote to update Article 1.]</p> <p>The overall aim is to simplify the bylaws by cleaning up the language that treats the OpenStack project as a special case, and instead treat it as equal and equivalent to the other Open Infrastructure Projects.</p>	<p>Article 1 – Purposes</p> <p>The OpenStack Foundation is a nonprofit non-stock Foundation (“Foundation”) whose purpose is to develop, support, protect, and promote open source software projects for building and managing technology infrastructure (“Open Infrastructure Projects”) including the open source cloud computing project which is known as the OpenStack Project as defined in these Bylaws. The governance of the OpenStack Project is set forth in the Bylaws, but eEach Open Infrastructure Project is governed separately by procedures approved by the Board of Directors. The application of the other terms of the Bylaws which apply to the OpenStack Project will not apply to the Open Infrastructure Projects unless determined by Board of Directors.The Foundation is formed exclusively as a nonprofit trade association within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”). The Foundation shall have and may exercise all the rights and powers given to nonprofit non-stock corporations under General Corporation Law of Delaware (“Delaware Corporate Law”).</p>	<p>N/A</p>	<p>N/A</p>
<p>[Only Board vote to update Section 4.1.]</p> <p>Combine the language for the OpenStack TC and governing committees for other projects into one item. Define one term “Open Infrastructure Project Governance Committees” to include both technical and general management, because different projects combine these roles in different ways. Move most of the text into section 4.13, since all we really need to say under “General Powers” is that the Board is delegating some powers to the committees.</p> <p>This language about OpenStack was all out-of-date anyway, because the OpenStack TC passed a resolution in 2020 defining the “OpenStack Technical Committee Approved Release” as all deliverables from all “official OpenStack projects” (see the text defining the official projects in the OpenStack TC Charter).</p>	<p>Article 4 – Board of Directors</p> <p>4.1 General Powers.</p> <p>(a) The business and affairs of the Foundation shall be managed by or under the direction of a Board of Directors, who may exercise all of the powers of the Foundation except as otherwise provided by these Bylaws.</p> <p>(b) (i) The management of the general and technical matters relating to the OpenStack each Open Infrastructure Project (as defined below) shall be managed by the OpenStack Technical Open Infrastructure Project Governance Committees subject to the oversight of the Board of Directors, as set forth in Section 4.13. The management of the technical matters for the OpenStack Project is designed to be a technical meritocracy. The “OpenStack Project” shall consist of the released projects to enable cloud computing and the associated library projects, gating projects, and supporting projects managed by the OpenStack Technical Committee. The OpenStack Technical Committee shall designate a subset of the OpenStack Project an “OpenStack Technical Committee Approved Release” from time to time. The Board of Directors may determine “Trademark Designated OpenStack Software” from time to time, which will be a subset of the “OpenStack Technical Committee Approved Release” as provided in Section 4.1(b)(ii) and (iii).</p> <p>(ii) The OpenStack Technical Committee and the Board of Directors shall agree on a written procedure to coordinate the effect of changes in the method of determining the Trademark Designated OpenStack Software and changes in the OpenStack Technical Committee Approved Release which delete all or part of the Trademark Designated OpenStack Software (“Coordination Procedures”). Such Coordination Procedures shall be approved by a majority of the OpenStack Technical Committee voting at a meeting scheduled in accordance with the procedures of the OpenStack Technical Committee and a majority of the Board of Directors voting at a meeting scheduled in</p>	<p>Mission</p> <p>The Technical Committee (“TC”) is tasked with providing the technical leadership for OpenStack as a whole (all official projects, as defined below). It enforces OpenStack ideals (Openness, Transparency, Commonality, Integration, Quality...), decides on issues affecting multiple projects, forms an ultimate appeals board for technical decisions, and generally has technical oversight over all of OpenStack.</p> <p>[...]</p> <p>The TC has ultimate authority over which project teams are designated as official OpenStack projects. The projects are listed in Projects (https://governance.openstack.org/tc/reference/projects/index.html#projects).</p>	<p>[change the document title] Open InfrastructureOIF Project Confirmation Guidelines</p> <p>A pilot project wishing to be confirmed as an Open Infrastructure Project at the Open Infrastructure Foundation shall be reviewed by the Open Infrastructure Foundation Board of Directors in accordance with the bylaws of the Foundation.</p> <p>In order to provide guidelines for potential Open Infrastructure Projects, the Open Infrastructure Foundation Board of Directors has developed a processes and series of discussion points that have been defined to represent the overall interests of the Foundation projects and communities. These guidelines were developed as a reflection of the charter and mission statement of the Foundation, are aligned to what it means to be a Foundation project, and represent what we believe contributes to long term sustainability. Open Infrastructure Projects are delegated authority by the Open Infrastructure Foundation Board of Directors and operate in accordance with these guidelines and the bylaws of the</p>

	<p>accordance with the procedures of the Board of Directors. Any changes to the Coordination Procedures must be approved by the same process as set forth above. No changes to the procedure for determining the Trademark Designated OpenStack Software shall be approved by the Board of Directors without approval as provided in the Coordination Procedures.</p> <p>(iii) If the process for determining the Trademark Designated OpenStack Software has been approved as provided in the Coordination Procedures, the Trademark Designated OpenStack Software shall be determined by the Board of Directors. However, the Trademark Designated OpenStack Software must be a subset of the OpenStack Technical Committee Approved Release as it exists on the date of the determination of the Trademark Designated OpenStack Software by the Board of Directors. The use of the OpenStack trademarks on the Trademark Designated OpenStack Software shall be defined in the Trademark Policy in Section 1.1.</p> <p>[moved 4.1(c) to 4.13(b)(i)]</p>		<p><u>Foundation.</u></p> <p>Many factors go into the decisions of the Board and it should not be construed that if an applicant documents competency and demonstrated historical performance in each of the areas in the guidelines that they will be automatically confirmed as an Open Infrastructure Project. The Board provides these guidelines in an effort to help pilot projects seeking confirmation gather relevant information in their application, to support the decision-making process. The Board and other confirmed projects are available to give feedback on governance and technical best practices for pilot projects as they are being drafted, so the projects don't have to wait until they apply for confirmation.</p> <p>During the course of considering pilot projects, the Board has broad discretion to consider any and all factors in its decision, however the following factors have been identified as being important considerations that the Board will take into account:</p>
<p>[Only Board vote to update Section 4.12.]</p>	<p>4.12 Committees. The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the Foundation with such lawfully delegated powers and duties as it therefor confers, to serve at the pleasure of the Board of Directors (which shall not apply to the OpenStack Technical Committee or the technical Open Infrastructure Project Governance <u>eCommittees of the Open Infrastructure Projects</u>).</p>		
<p>[Board and OpenStack TC vote to update Section 4.13.]</p> <p>The bylaws don't need to include all internal governance details of the OpenInfra projects (like how chairs are selected, etc), it just needs to state that the Board is delegating authority but still has oversight responsibility for the projects and the project governance committees.</p> <p>We need to be explicit about</p>	<p>4.13 <u>Open Infrastructure Project Governance</u> OpenStack Technical Committees.</p> <p>(a) The OpenStack Technical Committee shall be selected as provided in the OpenStack Technical Committee Member Policy in Appendix 4.</p> <p>(b) (i)(a) The Open Infrastructure Project Governance OpenStack Technical Committees shall have the authority to manage the Open Infrastructure OpenStack Projects, with such lawfully delegated powers and duties as the Board of Directors confers, and shall determine their own structure and procedures for general and technical management, including the authority to determine the scope of the OpenStack Technical Committee Approved Release subject to the procedures set forth below. No changes to</p>	<p>TC Members</p> <p>The TC is composed of directly-elected members. It is partially renewed using elections every 6 months. All TC members must be OpenStack Foundation individual members. You can cumulate any other role, including Foundation Director, with a TC seat.</p> <p>TC Chair</p>	<p>2. Governance</p> <p>Project has defined and documented governance procedures, and has been operating under those procedures for a period of time and with a level of activity sufficient to demonstrate the effectiveness of the model. [moved text from Appendix 4, section 5] <u>Governance procedures are published in a way that is readily accessible to all members of the Foundation.</u></p>

<p>trademarks, but we can still simplify that language. The Trademark Policy in Appendix 8 has already been updated to apply to all Open Infrastructure Projects.</p> <p>We can remove Appendix 4, because OpenStack project governance is already defined in the OpenStack TC Charter (which operates under the approval of the Board and delegated authority from the Board anyway, just like all the other OpenInfra projects).</p>	<p>the OpenStack Technical Committee Approved Release which deletes all or part of the then current Trademark Designated OpenStack Software. shall be approved by the OpenStack Technical Committee without approval as provided in the Coordination Procedures. After such approval, the Secretary shall post such description to the Foundation's website.</p> <p>[moved 4.1(c) to 4.13(b)(i)] <u>4.1(e)(b)(i) As part of oversight responsibilities. The Board of Directors shall determine the processes to guide the lifecycles of Open Infrastructure Projects, including evaluation of e and confirm an Open Infrastructure Project as part of the Foundation as well as the structure and procedures of the general and technical management of each Open Infrastructure Project. The Board of Directors shall approve general management structure, if any, of each Open Infrastructure Project and the technical management structure, if any, of each Open Infrastructure Project other than the OpenStack Project. The members of the general management, if any, shall be defined as the OIP Management Committee Members and the members of the technical management, if any shall be defined as the OIP Technical Committee Members.</u></p> <p>[moved text from Appendix 4, Section 2(d) to 4.13(b)(ii)] <u>(ii) On the written request of at least three (3) members of an Open Infrastructure Project Governance Committee, the Board of Directors shall appoint a mediator to assist in the resolution of any dispute or deadlock in that Open Infrastructure Project Governance Committee.</u></p> <p><u>(c) (i) The use of the Foundation trademarks on Open Infrastructure Project software shall be defined in Section 7.3 and the Trademark Policy in Appendix 8.</u></p> <p><u>(ii) The Board of Directors may recognize "Trademark Designated Software" for an Open Infrastructure Project. The Open Infrastructure Project Governance Committee and the Board of Directors shall agree on the procedures ("Coordination Procedures") to define Trademark Designated Software for the project, if any. Such Coordination Procedures shall be approved by a majority of the Open Infrastructure Project Governance OpenStack Technical Committee voting at a meeting scheduled in accordance with the procedures of the Open Infrastructure Project Governance OpenStack Technical Committee and a majority of the Board of Directors voting at a meeting scheduled in accordance with the procedures of the Board of Directors. Any changes to the Coordination Procedures must be approved by the same process as set forth above.</u></p> <p><u>(iii) If any software provided as part of the Trademark Designated OpenStack Software is (A) subject to an injunction or other court order which would subject the distributors or users of such software to liability for intellectual property infringement or misappropriation or (B) the majority of the Board of Directors believes that such an order is reasonably likely, the Board of Directors shall give notice to the chair of the OpenStack Technical Open</u></p>	<p>After each election, the TC proposes one of its members to act as the TC chair. In case of multiple candidates, it may use a single-winner election method to decide the result (see below). The Board of Directors has the authority to approve the TC chair and shall approve the proposition, unless otherwise justified by its bylaws. The TC chair is responsible for making sure meetings are held according to the rules described below, and for communicating the decisions taken during those meetings to the Board of Directors and the OpenStack community at large. It may be revoked under the conditions described in the Foundation bylaws.</p> <p>The elected TC chair will seek another TC member to volunteer to serve as vice chair until the next chair election is held. The chair may delegate some regular duties to the vice chair. In addition to any delegated tasks, the vice chair is responsible for being ready to step in and fulfill the responsibilities of the TC chair when the elected chair is not available.</p> <p><u>The term of the TC chair will continue until death, resignation, or removal, the election of the next TC chair, or the TC chair ceases to be a TC member.</u> The current TC chair is in charge of the next TC chair election, and stays in charge of TC chair duties until the next TC chair is elected. <u>The TC chair may be removed by the affirmative vote of at least half of the total number of TC members.</u></p>	<p>The Foundation does not prescribe a specific governance model for projects. The Board will be looking for evidence that the governance model the project has chosen meets the project's organizational needs and grants developers and users a voice in project governance.</p> <p>[...]</p> <p>3. Technical best practices</p> <p>Project has established technical best practices, such as documentation, code review, testing, CI/CD, <u>release management</u>, bug handling, security considerations and vulnerability management.</p> <p>[...]</p> <p>[change section title] <u>Confirmation Process</u></p> <p><u>A project wishing to be confirmed as an Open Infrastructure Project under the General Fund at the Foundation shall be reviewed by the Board in accordance with these guidelines and the Foundation bylaws. Many factors go into the decisions of the Board and it should not be construed that if an applicant documents competency and demonstrated historical performance in each of the areas in the guidelines that they will be automatically confirmed as an Open Infrastructure Project under the General Fund, but these guidelines can help projects seeking confirmation gather relevant information in their application, to support the decision making process. The Board and other Open Infrastructure Projects are available to give feedback on governance and technical best practices for projects as they are being drafted, so the projects don't have to wait until they apply for confirmation.</u></p>
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	<p>Infrastructure Project Governance Committee of the issue. If the Open Infrastructure Project Governance OpenStack Technical Committee does not take reasonable steps to mitigate the risk (such as ceasing distribution of such software as part of the Trademark Designated OpenStack Software or modifying such software to make it non-infringing) as determined by the Board of Directors within thirty (30) days of the receipt of such notice, the Board of Directors may waive the requirement in the Trademark Policy or otherwise to include such software in order to use the Foundation OpenStack trademarks.</p> <p>(c) The OpenStack Technical Committee shall determine the procedures for nominating a member to become the chair of the OpenStack Technical Committee. The Board of Directors shall have the authority to approve the OpenStack Technical Committee chair, as nominated by the OpenStack Technical Committee, and shall approve the chair proposed by the OpenStack Technical Committee absent Cause.</p> <p>(d) The term of the chair of the OpenStack Technical Committee shall terminate upon the death, resignation, removal or failure to be re-elected to the OpenStack Technical Committee. The chair of the OpenStack Technical Committee may be removed by the majority of the other members of the OpenStack Technical Committee (not including such chair) for Cause as defined below. The procedures for such removal shall be determined by the OpenStack Technical Committee. Cause shall include (i) failure to attend more than half of the OpenStack Technical Committee meetings within any twenty-four month period, (ii) breach of the Code of Conduct, (iii) declaration of unsound mind by a final order of court, or (iv) conviction of a felony. If the OpenStack Technical Committee does not remove the chair of the OpenStack Technical Committee for Cause, the Board of Directors may request that the OpenStack Technical Committee reconsider this decision. If the OpenStack Technical Committee does not remove the OpenStack Technical Committee chair within thirty (30) days of notice from the Board of Directors, the Board of Directors may vote to remove the OpenStack Technical Committee chair for Cause. Notwithstanding removal of the OpenStack Technical Committee Chair by the Board under this Section, the individual may continue to be a member of the OpenStack Technical Committee unless the OpenStack Technical Committee removes the individual from the OpenStack Technical Committee.</p> <p>(e) Unless otherwise decided by the Board of Directors, the OpenStack Technical Committee shall not manage the technical matters related to an Open Infrastructure Project.</p>		<p><u>(The Board only applies this confirmation process to Open Infrastructure Projects under the General Fund, and not to projects under other Project Funds.)</u></p>
<p>[Require Board and Individual, Gold, and Platinum Member votes to update Section 4.15. It's a simple change, shouldn't be a problem to include it in the annual Member meetings for each class.]</p> <p>There is no need to specifically</p>	<p>4.15 Director Diversity.</p> <p>(a) One of the methods which the Members have chosen to ensure the technical meritocracy of the OpenStack <u>Infrastructure</u> Projects is to ensure diversity in managing the Foundation OpenStack Project. This diversity shall be implemented by limiting the relationships between the Voting Class Members; <u>and</u> the Board of Directors and the OpenStack Technical Committee. No more than three directors shall be Affiliated (the "Director</p>		

<p>mention OpenStack in “Director Diversity”.</p>	<p>Diversity Requirement”).</p>		
<p>[Only Board vote to update Section 4.18.]</p> <p>The OpenStack project is an Open Infrastructure Project, so we don’t need to specifically mention the OpenStack TC, we can just say “Open Infrastructure Project Governance Committees”.</p>	<p>4.18 Code of Conduct. The directors, officers, employees, members of the OpenStack Technical Committee, <u>Open Infrastructure Project Governance Management Committees Members</u>, OIP Technical Committee Members and contractors shall comply with the Code of Conduct attached as Appendix 5. The Members shall comply with the Community Code of Conduct attached as Appendix 6.</p>		
<p>[Only Board vote to update Section 7.1.]</p> <p>The OpenStack project is an Open Infrastructure Project, so we don’t need to specifically mention the OpenStack project or releases.</p>	<p>7.1 Licenses and Contribution Agreements for Software.</p> <p>(a) The Foundation shall generally accept contributions of software made pursuant to the terms of the Contributor License Agreements attached as Appendix 7. The Board of Directors may adopt additional contributor license agreements as may be appropriate for certain organizations or contributions to secure a license on terms which will permit distribution under the Apache License 2.0 for the OpenStack Project, and may require inclusion of the Apache License 2.0 license header in code contributions for the OpenStack Project. The Board of Directors may delegate the authority to make non material amendments to the Contributor License Agreement to the Executive Director so long as such modifications permit distribution of the software under Apache License 2.0 for the OpenStack Project.</p> <p>(b) The Foundation shall <u>generally</u> distribute the software in the OpenStack Technical Committee Approved Release under the Apache License 2.0 unless changed as provided in Section 9.1. (c) The Board of Directors may approve a license for an Open Infrastructure Project other than Apache License 2.0, but such license must be a license approved by the Open Source Initiative at the date of adoption of such license.</p>		
<p>[Only Board vote to update Section 7.3.]</p> <p>The OpenStack project is an Open Infrastructure Project, so we don’t need to specifically mention the OpenStack project.</p>	<p>7.3 Trademark Policy. The Trademark Policy of the Foundation shall be determined by the Board of Directors and may be modified by the Board of Directors. The <u>Foundation</u>OpenStack trademarks shall only be used to promote the Foundation, the OpenStack Project, Open Infrastructure Projects or services or products related to the OpenStack Project or Open Infrastructure Projects as provided in the Trademark Policy set forth in <u>Appendix 8</u>. After approval by the Board of Directors, the Secretary shall post the Trademark Policy to the Foundation website.</p>		
<p>[Only Board vote to update Section 9.1]</p> <p>Instead of specifically naming the OpenStack TC, grant the right to propose amendments to the project</p>	<p>9.1 By the Board of Directors. Except as provided in Section 9.2, these Bylaws may be altered, amended or repealed or new bylaws which may be adopted by the affirmative vote of two-thirds of the directors present at any regular or special meeting of the Board of Directors at which a quorum is also present. In addition to an amendment proposed and approved by the Board of Directors, a proposal to amend these Bylaws may be made by one of the</p>		

<p>leadership of all Open Infrastructure Projects. (The right granted here is to propose an amendment, approving the amendment would still be by board vote and special votes for specific sections, as usual.)</p>	<p>following means: (i) a proposal of an <u>the OpenStack Technical Infrastructure Project Governance</u> Committee approved <u>in accordance with the procedures of by at least two-thirds (2/3) of individuals serving on</u> the OpenStack Technical Infrastructure Project Governance Committee, (ii) a proposal of the Individual Members that is approved by at least ten percent (10%) of the Individual Members listed in the Individual Member Registry, (iii) a proposal of the Gold Members that is approved by at least two-thirds (2/3) of the Gold Members, or (iv) a proposal of the Platinum Members that is approved by at least two-thirds (2/3) of the Platinum Members. The proposal must be in writing, must specifically state the proposed language of the Bylaws Section(s) or Appendix as amended, and must be signed by each approving OpenStack Technical Infrastructure Project Governance Committee member, Individual Member, Gold Member or Platinum Member, as applicable.</p>		
<p>[Require Board, Individual Member, Gold Member, and Platinum Member vote to update section 9.2(d).]</p> <p>The details of OpenStack project governance are now in the OpenStack TC Charter, and Appendix 4 (the “OpenStack Technical Committee Member Policy”) has been deleted. Section 4.13 is now a general section for all Open Infrastructure Projects and has been simplified so much that it basically just describes rights that the Board would have anyway. So, the OpenStack Technical Committee has proposed that they don’t need voting rights over that section anymore.</p>	<p>9.2 Special Votes.</p> <p>[...]</p> <p>(d) In addition to the vote of the Board of Directors as provided in Section 9.1, the amendment of the following Sections requires an affirmative vote of (i) two-thirds of the Gold Members, (ii) two-thirds of the Platinum Members, and (iii) a majority of the Individual Members voting (but only if at least 10% of the Individual Members vote at an annual or special meeting): Article II (not including the Appendices referenced in Article II), Sections 4.1(a), 4.9, 4.10, 4.11, 4.15 and 9.2(d). The amendment of Section 4.13 and the OpenStack Technical Committee Member Policy shall require the affirmative vote of the majority of the Board of Directors and the majority of the OpenStack Technical Committee. The amendment of Sections 3.4, 3.5(c), 3.7, and 3.10, as they apply to a particular class, requires an affirmative vote as follows for a particular class (i) two-thirds of the Gold Members, (ii) two-thirds of the Platinum Members, or (iii) a majority of the Individual Members voting (but only if at least 10% of the Individual Members vote at an annual or special meeting). These Bylaws shall be effective on the date set by the Board of Directors after this version of the Bylaws is approved by the Voting Class Members as provided above; provided that the effective date of these Bylaws shall be no sooner than thirty (30) days after the action by the Board of Directors to set such date.</p>		
<p>[Board and OpenStack TC vote to update Appendix 4.]</p> <p>The details in this appendix are mostly already in the OpenStack TC Charter, which operates under the oversight of the Board of Directors. Minor edits are proposed here and above to incorporate terms from Appendix 4 into bylaws section 4.13, OpenStack TC Charter, and project guidelines.</p>	<p>Appendix 4 - Technical Committee Member Policy</p> <p>[Delete entire appendix.]</p>	<p>Candidates for TC seats</p> <p>Any Foundation individual member can propose their candidacy for an available, directly-elected TC seat. Appendix 4 of the Foundation Bylaws describe eligibility requirements and membership constraints for the Technical Committee. No more than half of the TC Members shall be Affiliated as defined in the Foundation bylaws. A violation of the diversity requirement may be temporarily waived until the next TC</p>	

		<u>election by a vote of two thirds of the TC Members.</u>	
<p>[Only Board vote to update Appendix 5.]</p> <p>The Code of Conduct applies to all Open Infrastructure Project governance committees, not just the OpenStack TC.</p>	<p>Appendix 5 - Code of Conduct</p> <p>[...] This Code applies to all officers, full and part time employees, members of the <u>Open Infrastructure Project Governance</u>OpenStack Technical Committees, contract workers, directors and anyone who conducts business with the Foundation.</p>		
<p>[Only Board vote to update Appendix 9.]</p> <p>These updates should have been made when we added OpenInfra Projects. Maybe they were already approved by the board, but not updated on the website text of the appendix?</p>	<p>Appendix 9 - Antitrust Compliance Policy</p> <p>[...]</p> <p>6. Competition.</p> <p>Nothing contained in this policy should be construed to prohibit or limit a Member from making, using, selling, marketing, or promoting products that do not embody or make use of <u>OpenStack Infrastructure Project</u> technology. Members are not required to exclusively use, announce, or promote <u>OpenStack Infrastructure Project</u> tools or specifications. Members are free to design, develop, manufacture, acquire or market their respective products in any lawful way.</p> <p>[...]</p> <p>If you have a question regarding these matters, contact your own counsel or <u>Foundation</u>OpenStack counsel to be named.</p>		