THE COMMONS CONSERVANCY

BYLAWS

PREAMBLE

The **FileSender** Program is an association of developers and users who collaborate upon open-source implementations of present and future versions of the **FileSender** software, and upon closely-related projects. The goal of these Bylaws is to foster the long-term health and growth of the Program by enabling and encouraging its members to act in an open, transparent, and meritocratic manner.

OVERVIEW

The **FileSender** Program is structured as a set of Groups, which are collections of individuals who engage in open conversation about a common interest, and a set of Projects, which are collaborative efforts to produce specific artifacts. There are Program-wide general roles as well as roles specific to Groups and to Projects.

The Strategic Advisory Council (SAC) manages the structure and operation of the Program, monitoring its health relative to the principles set forth in the Preamble. It upholds and maintains these Bylaws, resolves procedural disputes, and ensures that sufficient infrastructure is available. The SAC has no direct authority over technical or release decisions.

GENERAL ROLES

A Participant is an individual who has subscribed to one or more **FileSender** mailing lists. A Participant may post messages to a list, submit simple patches, and make other kinds of small contributions.

A Contributor is a Participant who has signed the **FileSender**'s Contributor License Agreement (CLA), or who works for an organization that has signed that agreement or its equivalent and makes contributions within the scope of that work and subject to that agreement. A Contributor may submit changes larger than a simple patch, may propose new Projects, and may take on various roles within Groups and Projects.

If a Contributor's employment situation changes such that contributions would no longer be covered by the CLA or its equivalent then the Contributor must relinquish that role by notifying the Lead Developer.

An Program Member is a Contributor who has demonstrated a history of significant contributions to the Program as recognized by a vote of the existing Program Members. An Program Member may propose new Groups, may lead a Group, and is eligible to vote on new Projects, new Program Members, and the selection of new At-Large Members of the SAC.

The Lead Developer is an Program Member who directs the major efforts of the Program. The Lead Developer is responsible for the openness and transparency of the development process used in those Projects and can also settle certain kinds of procedural disputes. The Lead Developer sits on the SAC.

VOTING

Many of the actions defined in these Bylaws are approved or ratified by a group of individuals using one of the following voting methods.

For all of the methods:

- Votes take place over a period of two weeks, unless otherwise specified.
- Voters may change their votes at any time during a voting period. Only a voter's most recent vote is counted.
- The individuals participating in a vote must act in good faith.
- The individual who proposes an action must respond in a timely fashion to all questions and objections raised during the voting period.
- Except where noted, all votes are to be conducted transparently on the appropriate public **FileSender** mailing list. All voters cast their votes on that list, and the individual who calls a vote is responsible for announcing the result at the end of the specified voting period.

The SAC will monitor votes to ensure that they proceed in accordance with these Bylaws. In exceptional circumstances the Board may invalidate an individual's vote, invalidate the entire vote, or take some other unspecified action.

CONSENSUS VOTING

These methods are used for decisions that do not require the full attention of the set of eligible voters.

In the consensus methods the possible votes are Yes, Veto, and Abstain.

A Veto must be accompanied by a justification; a Veto without a justification is invalid. If a Veto is raised then the voter who raised the veto and those who support the proposed action must work together to reach a mutually-agreeable resolution. If a Veto is resolved then the voter who raised the Veto must withdraw that vote by explicitly abstaining or by casting a Yes vote.

These Bylaws use two methods of consensus voting:

- Lazy Consensus — There are no vetoes.
- Three-Vote Consensus — There are no vetoes, and at least three Yes votes or else unanimity if there are fewer than three eligible voters.

As an optimization, if all eligible voters vote Yes before the voting period ends then the action is approved at that time.

The Lead Developer may, in exceptional circumstances, choose to overrule an unresolved Veto; such a decision may be appealed to the SAC.

MAJORITY VOTING

These methods are used for higher-level decisions in which it is best to have the full attention of many, if not nearly all, of the eligible voters.

In the majority methods the possible votes are Yes, No, and Abstain. A No vote is not a veto, it is simply a negative vote. A No vote may be accompanied by a justification, but that is not required.

These Bylaws use two basic methods of majority voting:

- Simple Majority — There are more Yes votes than No votes.
- Two-Thirds Majority — There are at least twice as many Yes votes as No votes, and at least three Yes votes or else unanimity if there are fewer than three eligible voters.

The majority methods have corresponding though rarely-used Absolute variants:

- Absolute Simple Majority — There are more Yes votes than No votes, and at least half (rounded up) of all eligible voters vote Yes.
- Absolute Two-Thirds Majority — There are at least twice as many Yes votes as No votes, and at least two thirds (rounded up) of all eligible voters vote Yes or else unanimity if there are fewer than three eligible voters.

GROUPS

A Group is a collection of Participants who engage in open conversation about a common interest. That interest may be in the creation, enhancement, or maintenance of a specific body of code or it may lie in other areas, e.g., quality or documentation.

Groups may have web content and one or more mailing lists. Groups do not have code repositories of their own but they may sponsor Projects, which do.

Groups are expected to operate in an open, transparent, and meritocratic manner. Their alignment with these principles will be monitored by the SAC.

Any Program Member may propose the creation of a new Group or the dissolution of an existing Group. The SAC may approve the creation of a new Group by a Simple Majority vote; it may dissolve an existing Group by a Two-Thirds Majority vote.

GROUP ROLES

A Group Member is a Contributor who has demonstrated a history of significant contributions to a Group and, as a result, has been granted Membership in that Group. A Member of a Group has write access to the Group's web content and file repositories.

A Member of a Group may nominate any Contributor to be a new Member of that Group. Such nominations are approved by a Lazy Consensus of the Group's Members.

A Member of a Group may raise a motion to remove another of that Group's Members. Such a motion must be approved by a Two-Thirds Majority of the Group's Members, with the Member who is the subject of the motion abstaining.

A Group Lead is a Member of a Group and an Program Member who is responsible for directing and coordinating that Group's activities. A Group's Lead has:

- The authority to sponsor Projects;
- The obligation to act as a contact point for the Group and to look after the Group's mailing lists and web content; and
- The obligation, once per quarter, to publish a written report summarizing the recent activities of the Group.

A Group's Lead may delegate selected obligations, but not authorities, to other of that Group's Members as desired. A Group's Lead may delegate all authorities to another of that Group's Members who is also an Program Member, but only on a temporary basis.

Any procedural decision by a Group's Lead may be appealed to the SAC.

When a Group is created, its initial Group Lead is nominated by the proposing Program Member and approved by a Simple Majority of the SAC.

When a Group is created then its initial Group Lead, once selected, appoints the initial Members.

If a Group Lead resigns or departs then a new Group Lead may be nominated by any Program Member. The nomination must be approved by a Simple Majority of the Group's Members and ratified by a Simple Majority of the SAC.

Any Program Member may raise a motion to remove a Group's Lead. Such a motion must be approved by a Two-Thirds Majority of the Group's Members, with the Group Lead abstaining, and ratified by a Simple Majority of the SAC.

The SAC may, in exceptional circumstances, remove a Group Lead by a Two-Thirds Majority vote.

PROJECTS

A Project is a collaborative effort to produce a specific artifact, which may be a body of code, or documentation, or some other material. Projects may range in scope from small features to entire releases.

A Project may have web content, one or more code repositories, and one or more mailing lists.

Projects are expected to operate in an open, transparent, and meritocratic manner. Their alignment with these principles will be monitored by the SAC.

Any Contributor may propose the creation of a new Project. If supported by at least one Group Lead, whose Group will Sponsor the Project, and approved by a Lazy Consensus of the Program Members, then the Project will be created.

A Group's Lead may declare that Group to be a Sponsor of an existing Project. The Members of a Group that is Sponsoring a Project may decide, by Lazy Consensus, to withdraw that Sponsorship. A Project may have more than one Sponsoring Group.

If a Project loses all of its Sponsoring Groups then it is dissolved. A Project's Committers may decide, by Lazy Consensus, to request explicitly that the Project be dissolved. The SAC may, in exceptional circumstances, dissolve a Project by a Two-Thirds Majority vote.

When a Project is dissolved its materials are archived. A dissolved Project may be re-created by being re-proposed.

RELEASE PROJECTS

New releases of **FileSender** are Projects. Such Projects may only be proposed by the Lead Developer and may only be sponsored by the SAC. The Lead Developer is the Project Lead for all **FileSender** Release Projects. Every Program Member will have the opportunity to propose features for inclusion in **FileSender** Release Projects, and decisions about which features to include will be made in a transparent manner.

AVAILABILITY OF SPECIFICATIONS AND TESTS

Insofar as a Project involves the use of specifications of, and tests for, the code being developed, then all such material as may be required for a Contributor to make timely and effective contributions to the Project should be made available in the Project's repositories under the appropriate open-source license when possible. If a relevant specification or test is not available under such terms, and a contribution is refused because it violates that specification or fails to pass that test, then those who require the use of that specification or test are obligated to explain the problem to the submitting Contributor and provide reasonable assistance to help resolve it.

PROJECT ROLES

An **Author for a Project** is a Contributor who has been granted the right to create changesets intended to be pushed into a specific Project's code repositories, but does not have the right to push such changesets directly.

A **Committer to a Project** is an *Author* who has been granted direct push access to the Project's code repositories.

A **Committer to a Project** may nominate any *Contributor* to be a new *Committer* to that Project. Such nominations are approved by a Lazy Consensus of the Project's Committers.

A **Committer to a Project** may raise a motion to remove another of that Project's Committers. Such a motion must be approved by a Two-Thirds Majority of the Project's Committers, with the Committer who is the subject of the motion abstaining.

A **Reviewer for a Project** is an experienced *Committer* who has the authority to approve changesets destined for code repositories designated by the Project Lead as requiring formal change review. Projects that do not require any formal change review will not have any Reviewers.

A **Reviewer for a Project** may nominate any of that Project's *Committers* to be a new *Reviewer* for that Project. Such nominations are approved by a Three-Vote Consensus of the Project's Reviewers.

A **Reviewer for a Project** may raise a motion to revoke the *Reviewer* role of another of that Project's Committers, unless that Reviewer is the Project's Lead. Such a motion must be approved by a Two-Thirds Majority of the Project's Reviewers, with the Reviewer who is the subject of the motion abstaining.

A **Project Lead** is a *Committer* to that Project who is responsible for directing and coordinating the Project's activities. A Project's Lead has:

- Full authority over all technical matters relating to the Project;
- The authority to appoint and remove Authors who are not also Committers;
- The authority to designate specific code repositories as requiring formal change review;
- The obligation to act as a contact point for the Project and to look after the Project's mailing lists, web content, and code repositories.
- The obligation, once per quarter, to publish a written report summarizing the recent activities of the Project.

A Project's Lead may delegate selected obligations, but not authorities, to other of that Project's Committers as desired. A Project's Lead may delegate all authorities to another of that Project's Committers, but only on a temporary basis.

Any procedural decision by a Project's Lead may be appealed to the SAC.

A Project's Lead is automatically considered to be a Reviewer, and remains a Reviewer even after leaving the Project Lead role.

When a Project is created, or when its Project Lead resigns or departs, candidates for a new

Project Lead may be nominated by the Group Leads of a Project's Sponsoring Groups. Such a nomination must be approved by a Three-Vote Consensus of these Group Leads. If agreement amongst these Group Leads cannot be reached then the Lead Developer will select one of the nominees; this decision may be appealed to the SAC.

When a Project is created then its initial Project Lead, once selected, appoints the initial Authors, Committers, and Reviewers.

Any Program Member may raise a motion to remove a Project's Lead, unless the Project is a **FileSender** Release Project. Such a motion must be approved by a Two-Thirds Majority of the Project's Committers, with the Project Lead abstaining, and ratified by a Simple Majority of the SAC.

The SAC may, in exceptional circumstances, remove a Project Lead by a Two-Thirds Majority vote.

PROGRAM MEMBERS

Any Group Member or Committer may be nominated to be an Program Member by an existing Program Member. Such a nomination must be approved by a Three-Vote Consensus of the Program Members.

Any Program Member may raise a motion to remove another Program Member. Such a motion must be approved by a Two-Thirds Majority of the Program Members, with the Member who is the subject of the motion abstaining.

The SAC may, in exceptional circumstances, remove an Program Member by a Two-Thirds Majority vote.

Every Program Membership is subject to automatic Expiration after one year, but will be renewed upon request. A request for renewal must be received within one year of expiration. An Program Member whose Membership has expired and not yet been renewed may not exercise the privileges of Membership, except that roles requiring Program Membership may be retained.

If an Program Member's employment situation changes such that contributions would no longer be covered by the CLA or its equivalent then the Member must relinquish the Contributor role by notifying Lead Developer. At this point the Membership will be considered to have expired.

The Program Members Group consists of all Program Members. The Lead Developer is its Group Lead. The usual rules for dissolving Groups, adding and removing Group Members, and selecting and removing Group Leads do not apply to the Program Members Group.

STRATEGIC ADVISORY COUNCIL

The SAC manages the structure and operation of the **FileSender** Program.

The SAC consists of five Contributors:

- The Chair;
- The Lead Developer; and
- Three Council Members

Members are nominated and elected as described below.

The SAC is, in part, a legislative body: It is empowered to revise these Bylaws to refine existing processes, to define new processes, and to dispose of processes that are no longer required. Any revision of these Bylaws must be approved by an Absolute Two-Thirds Majority of the SAC and then ratified by Two-Thirds Majority of Program Members.

The SAC is also, in part, a judiciary body: It is empowered to resolve any procedural disputes which may arise within the Program. Any procedural decision made by an individual, as described in these Bylaws, may be appealed to the SAC. If the SAC decides to hear an appeal then a proposed judgement must be approved by a Simple Majority vote.

The SAC is not an executive body: It has no direct authority over technical or release decisions. That authority is held, for any given Project, by that Project's Lead, and in particular by the Lead Developer for **FileSender** Release Projects.

The SAC is a Group, with the Chair as its Lead. This allows the SAC to sponsor Projects. The usual rules for dissolving Groups, adding and removing Group Members, and selecting and removing Group Leads do not apply to the SAC.

MEETINGS

The SAC shall meet at least once per calendar quarter, either in person or via teleconference. Meeting minutes will be posted publicly, after being reviewed and approved by the SAC.

The SAC may decide, by a Simple Majority vote, to hold a meeting or part of a meeting in Private Session, in which case the public meeting minutes will only record any votes that were taken.

The SAC may also decide, by a Simple Majority vote, to hold an Open Meeting to which all Program Members are invited.

VOTES

SAC votes may be conducted during meetings. A meeting of the SAC is considered quorate if a simple majority of its members are present; that is, more members are present than absent.

Votes may also be conducted asynchronously, via e-mail or similar mechanisms, in which case the voting period shall be seven calendar days unless otherwise stated in the call for votes, but in any case not less than 48 hours. In an asynchronous vote a majority of members must declare themselves present before the end of the voting period, even if they do not vote. An asynchronous vote is conducted transparently unless the SAC first votes, by a Simple Majority, to conduct it privately.

OBSERVERS

The SAC may, by a Simple Majority vote, invite specific individuals to attend SAC meetings as Observers. Such individuals need not be Program Members. Observers are welcome to both listen and contribute to the conversation, but they do not have any voting rights. The SAC may remove an Observer by a Simple Majority vote.

QUARTERLY REPORTS

Once per calendar quarter, and one week prior to that quarter's scheduled meeting of the SAC, the Lead Developer shall publish a written report summarizing recent activities in the Program. This report should include:

- A summary of notable recent activities of Groups and Projects, including noteworthy procedural decisions;
- A list of Projects that have made major state changes such as publishing a release, integrating into a **FileSender** Release Project, or submitting or completing standards proposals to Standards Setting Organisations;
- A list of Projects that should, in the Lead Developer's opinion, be considered for inclusion in a future **FileSender** Release Project and its corresponding auxiliary activities;
- An assessment of the openness and transparency of the development process and its supporting infrastructure; and
- Statistics on committer activity, bug-fix rates, and Program growth.

ANNUAL REVIEW

The SAC shall conduct an annual review of all of the Program's Groups and Projects, dissolving any such that are determined to have become inactive.

COUNCIL MEMBERS

The Members of the Strategic Advisory Council are chosen by a vote of the Program Members. Council Members serve for a staggered term of two calendar years, starting on the first day of mm of the year of their election.

During a two-week nomination period any Program Member may nominate an individual to fill one of the available SAC seats. That individual need not already be an Program Member. A Program Member may make more than one such nomination.

During a two-week voting period, commencing shortly after the nomination period, the new Council Members are chosen from the set of nominees by a vote of all Program Members.

- If there are no more nominees than there are open seats then each nominee must be approved by a Simple Majority of voting Members. If any seat remains empty after this process then a new election will be held to fill it.
- If there are more nominees than there are open seats then the required number of At-Large Members will be selected from the nominees using the Single Transferable Vote method with the Meek algorithm.

If a SAC Member resigns or departs mid-term, with at least two months remaining in the term, then a special election will be held to fill that seat for the remainder of the term.

EXPANSION AND CONTRACTION

The SAC shall never consist of fewer than five individuals. It shall always include a Chair, the Lead Developer, and at least three regular seats as described above.

The SAC may, by an Absolute Two-Thirds Majority vote, add or remove SAC seats.

TECHNICAL APPEALS PROCESS

If a SAC member objects in good faith to a technical or release decision made by the Lead Developer then that decision may be appealed via the following process.

- An objection to a decision made by the Lead Developer must be raised no later than two weeks after that decision.
- Within two weeks of the initial objection, the objecting SAC member and the Lead Developer will each nominate a neutral third-party technical expert to arbitrate the decision. Within two further weeks these two arbiters will together agree on a suitable third neutral expert to join them in creating an Arbitration Panel of three individuals. These experts need not be Program Members or even Participants.
- Within two weeks of the selection of the Panel the objecting Board member will submit to the Panel and the Lead Developer a written description, not to exceed 1,000 words, of the objection.
- Within two weeks of the objecting Board member's submission the Lead Developer will submit to the Panel and the objecting SAC member a written rebuttal, also not to exceed 1,000 words, describing the rationale behind the decision and the way in which it is reasonable.
- Within two weeks of the Lead Developer's rebuttal the Panel will render a decision, made by an Absolute Simple Majority vote. The Panel may, during its deliberations, consider any other information it deems appropriate and may consult with other individuals as necessary.

Both the written submissions and the judgment of the Panel will be published as soon as they are available unless the Panel, on petition from the objecting Board member or the Lead Developer, determines that publication is not in the best interest of the **FileSender** Program.

Only three unsuccessful appeals by any particular SAC member are permitted in any twelve-month period.

A) LICENSES, TRADEMARKS, AND AVAILABILITY OF DATA

Participants in the **FileSender** Program collaborate on code licensed under any license approved by either the Free Software Foundation or the Open Source Initiative.

The "**FileSender**" trademark is maintained by [The Commons Conservancy] on behalf of its user and developer community. It is made available for use by others under the terms of the **FileSender**

Trademark Notice, or similar terms.

The data stored in any infrastructure provided for use by Program members must be made available by some means that enables, without undue effort, the construction of a complete functional clone of that infrastructure and its data as seen by the entire Program.

B) TRANSITIONING TO THESE BYLAWS

The **FileSender** Program will implement the following decisions when these Bylaws take effect:

- The initial members of the SAC are the signatories of this document. These by absolute simple majority vote shall appoint a Chair and a Lead Developer for a period of two year. The other members shall be appointed for a one year period, in order to create a staggered replacement scheme.
- A new Group is set up from the current committers of **FileSender**.
- The Program Members Group will be created, and the initial set of Program Members will be those Contributors previously voted into Group Membership. Each such new Membership will expire on the anniversary of the initial registration of that Member in the **FileSender** Program database.
- The Program starts of with a single project comprising the current activities of **FileSender**, with its existing Committers.
- The initial Group Leads, Project Leads, and Reviewers will be appointed by the Lead Developer.