

The Document Foundation

Community Bylaws

1 Preamble

These Bylaws define the internal organisation, regulations and procedures of The Document Foundation.

These regulations interpret, clarify, and extend the Foundation's Statutes without modifying or replacing their binding rules, and must be applied in harmony with the Statutes and German laws.

2 Definitions

2.1 Foundation

The Document Foundation is a charitable Foundation under German law (gemeinnützige rechtsfähige Stiftung des bürgerlichen Rechts) distinct from the software development projects and the promotional activities that it supports, steers and sustains.

Only the following individuals are authorised to speak on behalf of The Document Foundation as a legal entity:

- (1) Board Members, representing the Foundation according to section 8 of the Statutes and when formally delegated by Board resolution;
- (2) other individuals explicitly appointed by the Board for specific purposes.

All delegations and appointments must be documented in the Board minutes and/or another commonly used communication medium. The confidentiality provisions from the Statutes apply.

According to its Statutes, The Document Foundation has a Board of Directors, a Membership Committee and a Board of Trustees. The Membership Committee manages the acceptance and approval of applications for membership to the Board of Trustees.

2.2 Board of Directors

The Board of Directors, hereinafter referred to as "BoD", is the main steward of the Foundation's Projects and Teams. Directors are elected by the Members of the Board of Trustees during the election process. The BoD can form any other ad hoc Teams or committees (without the status of a formal body), if such Teams or committees are deemed necessary.

The BoD is also overseeing and managing the election of the Membership Committee.

2.3 Engineering Steering Committee

The Engineering Steering Committee, hereinafter referred to as "ESC", provides technological guidance on strategic matters and will be in principle composed of the community's best engineers

including members from the TDF Team. The ESC is not elected, its members are appointed by the BoD.

2.4 Membership Committee

The Membership Committee, hereinafter referred to as “MC”, is elected by the Board of Trustees, it is the Foundation’s supervisory body, and is in charge of managing memberships.

The MC is also overseeing and managing the election of the BoD.

2.5 Advisory Board

The Advisory Board, hereinafter referred to as “AB”, provides a forum for organisations that have made substantial contributions to the foundation, want to support the foundation and its purposes, want to meet with the BoD and provide non binding advice.

2.6 Code of Conduct Committee

The Code of Conduct Committee, hereinafter referred to as “CoCC”, is in charge of enforcing the Code of Conduct. CoCC members are not elected but appointed by the BoD.

2.7 TDF Team

The Foundation may have several Team members. They are non-elected members who are employed or remunerated for their duties. The Executive Director is the highest officer of the Foundation, but not its legal representative. Other team members with other responsibilities may be appointed. Team members can be members of any committee or body. The rules in the Statutes about compensation of bodies applies.

2.8 Teams/Projects

The Document Foundation organises the significant areas of the Community's activities into Teams (Developers Team, Documentation Team, Marketing Team,...), or into ad hoc Projects on an as needed basis.

2.9 Board of Trustees [BoT]

The Board of Trustees, hereinafter referred to as “BoT”, is the body formed by all Members, also referred to as “Trustees” or “Members of the Board of Trustees”, currently recognised and accepted by the MC. The BoT as a whole is made up of sub-communities (developers, extenders, documenters, marketers, etc.), and is referred to separately from the wider community of users of and contributors to the software TDF hosts and promotes [the "end-user community"].

Rules in these bylaws referring to the BoT are only applicable to the Members of the Board of Trustees.

2.10 Community members/Contributors

The wider community and its members, also referred to as Community members, includes the Members of the BoT as well as all the users and individuals contributing their time, efforts and skills, whether on a paid or voluntary basis, which help furthering the Foundation’s purposes.

Engaging as a Community member by contributing to the projects hosted by TDF is a prerequisite for becoming a Member of the BoT.

Community Members are, as any member of other bodies, committees, individuals participating in TDF's activities or users of the communication platforms made available and managed by TDF (eg. forums and mailing lists), subject to TDF's Code of Conduct as well as other applicable rules and regulations

2.11 Affiliation

The term Affiliate and its variants and derivatives (such as Affiliation) mean a person:

- acting as a representative of;
- OR is a legal representative of;
- OR is an employee of;
- OR is a current consultant to;
- OR is a former employee of OR former consultant (unless, in both cases, a sufficient amount of time has elapsed since the relevant relationship has ended) to

a relevant entity OR of an entity which is

- controlled by;
- OR controls;
- OR is under a common control with;
- OR shares a substantial direct or indirect business interest in an area of business that is directly impactful on, OR in competition with OR impacted by the activities of TDF, be it its non profit or any for-profit activities, including by way of
 - long term economic relationship;
 - OR commercial partnership, distributorship or similar;
 - OR business coordination agreements, including consortia, which have the scope or the effect, in any form, of limiting the competition against each other especially in the same fields as where TDF operates, plans to operate, or could operate as per its Statutes
 - OR any kind of agreement that limit the competition against each other especially in the same fields as where TDF operates with;
 - OR operates in a joint venture, in the same area of business, with

a relevant entity.

For the sake of clarification, being a member of a general business association (such as a guild) OR of a Free Software association (such as the FSFE, OSI and OSI Affiliates, Open Forum Europe, OpenUK, OW2, Eclipse Foundation, FFII, SFC, KDE, The Linux Foundation) would not create an Affiliation. Also being a TDF employee or contractor does not per se create an Affiliation, in relation to corporate conflict of interests, but it requires abstention from participating to or influencing discussions or decisions related to their own, and other members of staff, salaries or contracts and related benefits. "Sufficient amount of time", for the sake of this definition, is when any applicable statutes of limitations or non-disclosure agreements have expired OR by way of exception, provided a comprehensive rationale is given, a shorter period of time but no less than one year.

3 Goals of The Document Foundation

The goals and values of The Document Foundation have been described in the Next Decade Manifesto (published in 2010), upon which the Statutes are based, which laid the groundwork for the incorporation of the Foundation. The purposes and goals of The Document Foundation are

defined in the Statutes. The Bylaws complement the aforesaid manifesto and the Statutes, and support the implementation of the vision and concepts expressed therein.

Amongst the goals are the development of a next-generation set of digital productivity and creativity tools, by fostering a sustainable, independent and inclusive community producing and publishing user-centered Free, Libre and Open Source Software [FLOSS] based on Open Standards. The software is to be provided free of charge, also in binary/executable form, to any user.

4 Governance

The Document Foundation believes in empowering its Contributors so that the user community can benefit from the best, most sustainable and most innovative software. To achieve its statutory goals, the Foundation relies on contributions delivered by the wider community while also investing the donations received in supporting and improving the projects it hosts. The BoD might appoint bodies or committees when required, to support it in relation to extraordinary decisions, litigation, conflict resolution, funding, treasury, strategic technical decisions, strategic technical guidance, and general guidance on orientations.

4.1 Board of Directors

The composition and the duties of the BoD as the main governing body are outlined in the Statutes.

Its duties include administrative tasks, strategic planning, funds allocation, financial oversight, trademark ownership management, dispute settlement, Community guidance, etc.

The appointment of a Chairperson and Vice Chairperson is outlined in TDF's Statutes. The appointment of Directors' substitutes, generally also called Deputies, is outlined in the Statutes. While representing a Director, Deputy Directors have the same rights, duties and obligations as Directors.

Directors and Deputy Directors will perform their office following commonly recognised fiduciary duties as laid down in the Code of Ethics and Fiduciary Duties.

The BoD can set up as many committees, Teams and Projects as it deems necessary (without status of a formal body).

A BoD Rules of Procedure is in place and published at a commonly known location.

The BoD shall meet at least once per quarter, notwithstanding the meeting requirements outlined in the Statutes. It may organise ad hoc meetings as it sees fit.

Consecutive re-election of full Members or Deputy Members of the BoD is permitted for one term, i.e. two terms in total after which at least a one term gap, or two years, whatever comes last, is mandatory. Resignation during a term counts as a full term for the purpose of consecutive re-election counting. The count of the first term starts from the term that follows the introduction of these community Bylaws.

Members eligible to run for election for the BoD (passive electoral right) must have had at least 24 full calendar months of continuous membership in the BoT.

Elections are prepared and conducted in a public and transparent fashion by the MC. Candidates might be rejected if they are found to have shown behaviour that go against commonly recognised good management practices while performing their duties in TDF's bodies (including the BoT) or have misused TDF's assets during a previous term or have not accepted or have severely violated the Statutes, the Conflict of Interest Policy, the Code of Ethics, these Community Bylaws, the Rules of Procedure or the Fiduciary duties.

Two challenging phases are available during the election period:

- The first challenging phase, starting at the end of the nomination phase, will evaluate the eligibility of the candidates;

Candidates may be rejected following rounds of eligibility evaluations in this order:

1. candidates who do not have had at least 24 full calendar months of continuous membership in the Foundation's Board of Trustees
 2. candidates who already served two terms in total, without having had at least a one term gap, or two years, whatever comes last,
 3. candidates who have not submitted their acceptance of the Conflict of Interest Policy, the Code of Ethics and Fiduciary Duties or have failed to provide required information after a first notice of deficiency;
 4. candidates whose election in any of TDF's bodies would lead to violations of Statutes, the aforementioned policies, German and international laws and regulations;
 5. candidates who in previous terms violated the Statutes, Conflict of Interest Policy, Code of Ethics and Fiduciary Duties, or have shown behaviours that go against commonly recognised good management practices while performing their duties in TDF's bodies or have misused TDF's assets
 6. in case of re-election, candidates who did not cast their votes on at least 50% of the board resolutions. The body in charge for the respective election will receive the vote counts from the ED for validation of the threshold
- The second challenging phase, starting at the end of the election (voting) phase, will evaluate the validity of the voting process and will remove from the ballots the Affiliated candidates whose appointment would exceed the maximum number while processing the votes using the method described in the Statutes.

In the event of a formal complaint, it is the MC's duty to either settle the formal complaint or call new BoD elections. Until then, the old Board stays in office according to the rules set forth in the Statutes.

A disqualified Member can request to remove their disqualification by applying to the body in charge of the election after a period of at least three years has passed since the last violation. The body in charge of the election can accept or reject the application depending on the contributions the Member has brought to TDF, the severity of the violation, the amount of potential damages, the longevity of the issues and the statute of limitation.

The position as Board Member and as member of the MC are incompatible. At the end of their term, members of the BoD who are not re-elected can not candidate themselves to the MC elections before one year has lapsed. In the case there are planned or ongoing audits covering their term(s) in the BoD, candidacy to the MC is not possible until these audits are finished and that all issues found by the audits have been conclusively resolved.

4.2 Engineering Steering Committee

The ESC is composed of developers and TDF Team members who are appointed by the Board upon a proposal by developers: they are not required to be members of the Board of Trustees nor are they elected. The ESC can include as many members as necessary as decided by the BoD.

The mission of the ESC is to provide technical guidance and to settle technical disputes. The duties of the ESC are to provide expertise and information to the BoD, to the AB, to the Executive Director and to any other team of the Foundation.

The BoD has the power to appoint a new ESC, in whatever manner it deems appropriate, although a proposal by the developers is recommended.

The ESC can make proposals for development projects aimed at improving LibreOffice and/or propose tools and processes aimed at improving the way the development processes are carried out. If the proposals require development work to be tendered, then a properly established budgeting procedure must be followed and any potential conflicts of interest must be disclosed and dealt with appropriately.

The list of members of the ESC must be published via a commonly consulted public medium, and must be maintained up to date at all times. The BoT must be immediately notified of any changes whatsoever to the membership, composition, and functioning of the ESC through an explicit public announcement via a commonly-consulted public medium.

The ESC will usually meet once per week. Schedules and other details of daily business are covered in other documents auxiliary to these Bylaws.

4.3 Membership Committee

The duties, composition, and election of the MC are outlined in the Statutes.

Minutes of the decisions of the MC shall be prepared and signed by the keeper of minutes and confirmed by the chairperson of the MC. They shall be made available to all members of the MC. Minutes showing only statistics will be published via a commonly-consulted public medium.

The BoT must be immediately notified of any changes whatsoever to the membership, composition and functioning of the MC, through an explicit public announcement via a commonly consulted public medium.

The MC receives complaints against the BoD from BoT members and initiates the impeachment process of the BoD if the relevant conditions are met.

The MC is the Foundation's supervisory body, with powers to verify that the decisions taken by the BoD are compliant with TDF's statutory purposes, as well as the applicable laws and regulations.

In order to accomplish its duties as supervisory body, the MC attends the BoD's meetings in all their parts, public and private. Rare exceptions to the right to participate and be informed apply, e.g. in case of conflict of interest, or when Human Resources matters are discussed. If needed and sensible, the BoD must ensure the MC has access to legal counsel on TDF's expense.

The MC is in charge of managing the relations with the Auditor who will audit the annual financial statements of the Foundation. The MC makes the final decision on which Auditor to contract. At its sole discretion, the MC can collect proposals from and have a discussion with the Board of Trustees. A vote by the BoT on the choice of an Auditor is not mandatory, but possible. MC members who have a conflict of interest on the audit, e.g. as it concerns one of their Affiliates, are excluded from any discussion and decision on the matter and shall not be informed about the Audit proceedings and result before the BoT is informed.

The MC can request documents and evidence related to decisions, or a lack of decisions, that in their opinion are not compliant with TDF's statutory purposes, laws or regulations and suggest that actions are performed to rectify the problematic situation.

Consecutive re-election of full Members or Substitute Members of the MC is permitted for one term, i.e. two terms in total after which at least a one term gap, or two years, whatever comes last, is mandatory. Resignation during a term counts as a full term for the purpose of consecutive re-election counting. The count of the first term starts from the term that follows the introduction of these community Bylaws.

Members eligible to run for election for the MC (passive electoral right) must have had at least 24 full calendar months of continuous membership in the BoT.

The election of the MC's Chairperson, of the members and of the substitute members of the MC, as outlined in the Statutes, shall be completed, and the MC shall be fully seated, not earlier than six (6) months before the new BoD has been seated. The same requirements applied to the BoD candidates apply also to the MC candidates, including the prior acceptance of the Conflict of Interest Policy, Code of Ethics and Fiduciary duties. A Candidate disqualified as Member of the BoT or as a Member of the BoD is also disqualified as Member of the MC. The same challenging phases and processes used for the election of members of the BoD apply to the MC.

A disqualified Member can request to remove their disqualification by applying to the body in charge of the election after a period of at least three years has passed since the last violation. The body in charge of the election can accept or reject the application depending on the contributions the Member has brought to TDF, the severity of the violation, the amount of potential damages, the longevity of the issues and the statute of limitation.

At the end of their term, members of the MC who are not re-elected can not candidate themselves to the BoD elections before one year has lapsed.

The MC shall meet at least one time per quarter and prepare the necessary material for the member filling to the authorities.

4.4 Advisory Board

The AB is composed, at the BoD's discretion, by persons appointed by organisations that have made a substantial contribution to The Document Foundation. Each organisation appoints a single representative to the AB, optionally based on a yearly fee to be determined by the BoD.

The AB's primary function is to represent these organisations by providing the BoD with advice, guidance and proposals. The BoD must take into consideration the AB's advice, guidance and proposals, but it is not under any obligation to heed them. The BoD can consult the AB whenever the BoD considers it appropriate; likewise, the AB can submit guidance, opinions and proposals to the BoD whenever the AB considers it appropriate.

It is recommended that the AB and the BoD hold one meeting per quarter to discuss projects and other matters they both consider necessary. In principle, the content and minutes of this meeting will be made public to the BoT; however, some parts of the proceedings may be kept confidential.

The list of members of the AB must be published via a commonly-consulted public medium, and must be maintained up to date at all times. The BoT must be immediately notified of any changes to the membership, composition and functioning of the AB, through an explicit public announcement via a commonly consulted public medium.

4.5 Code of Conduct Committee

The CoCC shall consist of an odd number of no fewer than three persons, up to 10% of the BoT members as a maximum. Members are appointed and discharged by the BoD. At its discretion, the BoD can appoint external professionals to be additional or sole members of the CoCC, even if they are not members of the BoT.

The Document Foundation Code of Conduct is a set of guidelines that explains to contributors and users what behaviours and interactions TDF values. This code applies to all the projects hosted at The Document Foundation and their communities, as well as to the bodies of the Foundation, namely the BoD, the MC, the ESC, the CoCC as well as to the TDF Team. It also applies for all members of the BoT as well as all Community Members.

The Code of Conduct is published by the Foundation.

Other Committees, e.g. the Certification Committee, may have their own Codes of Conduct. Such additional Codes of Conduct can only extend and clarify, but not weaken the Foundation's Code of Conduct.

The CoCC makes decisions upon the submitted reports based on available information and using all available context. A report about their activities will be published in anonymised form at the beginning of each year via a commonly consulted public medium.

The CoCC informs the MC about community members banned from the Foundation's discussions channels, such as Ask or Community forums, or events, or public or private mailing lists due to their inappropriate behaviours.

5 Team

5.1 The Executive Director

The Executive Director [ED] is the highest Officer of the Foundation who is in charge of running the Foundation's daily operations and of implementing the strategy developed by the BoD. The ED liaises with the various Teams and Projects, and ensures that all facilities made available for the activities supported by the Foundation are provided in a satisfactory manner.

The ED can attend every public and private meeting of the BoD, but has no voting rights.

The ED supervises the activities of all TDF Team members of the Foundation. The ED reports to the BoD and supports the fulfilment of their duties. The ED must brief the BoD on the Foundation's mission and the activities it runs.

5.2 Other Team members of the Foundation

The Foundation may also decide to hire or remunerate administrative personnel and other TDF Team members to handle marketing, communications, infrastructure management, development and any other matters requiring expert advice and services.

6 Transparency, Confidentiality and Disclosures

In principle, the processes, discussions and decisions of The Document Foundation, of its Committees, of its Board and of its Teams are public and decisions are taken in a rational and transparent manner.

The TDF Team meetings are a coordination of administrative business of the Foundation which needs privacy. Items discussed that can be published are present in the minutes of the various meetings attended or organised by the Team.

Minutes of meetings will be published, and decisions will be documented as required by the Statutes. However, in exceptional cases (eg. ongoing legal disputes), some discussions, minutes, decisions and legal documents might require to be kept confidential until the legal dispute has been settled or the matter does not require to be kept confidential any more. Notwithstanding, the outcomes and decisions arising from these discussions (although not the discussions themselves) will be made public no later than one month afterwards, and will generally be disclosed in the shortest possible time.

Disputes between Contributors are resolved by the CoCC; the case can be sent for appeal to the BoD by the concerned parties.

Members of the BoT and in general, all Community Members, no matter their role, may be required to report about actions of any of the Foundation bodies and committees, e.g. to the Foundation supervisory authority or the tax office. To fulfil these duties, they are allowed to speak and communicate freely, without the fear of retaliation, and without having to fear or actually experiencing any negative effects on them, be they direct or indirect, be they financial or of any other kind, be they in form of performance reviews, employment reference letters, warnings, dismissals or any other kind. They are explicitly permitted to share any document or information in

this regard, be it upon request or proactively at their sole discretion. They are explicitly allowed to answer all questions from auditors and authorities and to provide all requested information and documents to the auditor.

7 Provisions Concerning Possible Conflicts of Interest

People Affiliated with organisations holding commercial interests in LibreOffice and in projects or activities developed by TDF could provide TDF's bodies and committees with complementary expertise. On the other hand, it could also create conflicts of interest if personal/business interests are not transparently declared, handled and avoided.

Members of TDF's bodies and committees are required to discharge their duties in such a way that their activities are not influenced by personal or business interests and will always recuse themselves from participating in or influencing discussions and decisions that might be reasonably perceived as leading to a conflict of interest.

If members of TDF's bodies or committees want to express their ideas or propose projects that are relevant to the companies they are Affiliated to, leading to potential conflicts of interest, they can do it through their representatives in the Advisory Board.

To prevent the most obvious cases of potential conflict of interests TDF applies, as a non exhaustive list of measures, the following rules:

- Notwithstanding other regulations in the Statutes or TDF's policies, at any time, no more than two employees or Affiliates of the same company, external organisation or external entity may be members of the BoD. This also covers the subsidiaries of the company, organisation or entity.
- At any time, no more than a third of the members of the ESC may work for or be Affiliated to the same company, external organisation or external entity (or any of its subsidiaries).
- At any time, no more than a third of the members of the MC or of the Board of Trustees may work for or be Affiliated to the same company, external organisation or external entity (or any of its subsidiaries) as employees or Affiliates.

In the event of a contravention of any of the above rules, the BoD must decide the best course of action and remedy the situation without undue delay, failing which the MC, as the BoD's supervisory body, has the power and the duty to intervene to recommend corrective actions that the BoD must promptly implement.

8 Salaries, Remunerations and Expenses

Members of the BoD, MC, and AB are not remunerated by the Foundation for their activities in these bodies or committees, but can be otherwise remunerated for their role within these Committees and the Community by any third party (however, see Provisions Concerning Possible Conflicts of Interest, as regards provisos). Their travel expenses and other costs directly related to the Foundation's business may be covered by the Foundation, according to its resources and policies.

Team members of the Foundation are employed or contracted by the Foundation; they are thus employees or contractors of the Foundation. Team members contribute to any of the Foundation's

Projects and Teams. The Foundation decides how and in what manner Team members are remunerated or employed, according to its resources.

9 Membership

We believe that there are several different types of sub-community within one greater Community of Members. The Community of Members is organically composed of many groups of members with interests in various subjects and expertise in different areas.

In addition, there is the community-at-large of the users of the software we produce, promote and host. The user community is the community that we serve and cater to as our defining objective. We value all of these communities greatly.

To become a Member of the Foundation's BoT, a candidate must prove that they have devoted time and effort to the Community's work, and that they have made tangible, traceable or otherwise proven contributions. They also must commit themselves to contribute for at least the following six months.

Membership is always awarded on an individual basis, never on an organisational basis.

Every membership application and its renewal is reviewed by the MC, which approves or declines it with their sole authority and independently from other bodies.

All Members are equal, even though certain Members may be granted particular powers, appointed to certain roles and responsibilities, and entrusted with access to certain Community resources, e.g. infrastructure system administrator rights, access to accounting, moderator rights in the forums and mailing lists. Every Member is expected to always remember that they are part of an egalitarian Community, a key guiding principle of which is public service, and that membership is a status which is truly earned through contribution work, not something acquired by unproductive activities such as idle posting to mailing lists and forums, etc.

It is required that Members contribute also to the governance of the Foundation by being proactive in their propositions, discussions and decisions.

Members must act only in the best interest of TDF and disclose any of their personal interest or of other third parties (eg. employer, contractor or Affiliate). They must ensure that their actions do not conflict with the Foundation's interests. Failure to act in this fashion can be cause for membership revocation.

Every Member is expected to deal with Community Members and with our end users with courtesy, forbearance, objectivity, open-mindedness, friendliness, understanding, patience and goodwill. Unacceptable behaviour is also cause for membership revocation.

All Members of the BoT and all Community Members enjoy the same freedom to express themselves in all public and private venues of the Foundation. Their rights cannot be limited, neither by policy, direction, nor by contract nor agreement.

9.1 Membership Fees

No fees are charged for membership, nor do any fees qualify one for membership. Ensuring diversity of gender, geographic and ethnic origin, age and Affiliation are conversely a guiding principle.

9.2 Membership Criteria

Members must agree to the Foundation's Statutes, its Bylaws, and the Next Decade Manifesto, and must actively support the principle of an independent Foundation.

Membership is based on merit, which e.g. is earned through:

- code contributions to TDF projects hosted and published by TDF; the mere hosting of a repository for a product published by a third party, but not TDF, is not sufficient
- contribution of translations to TDF projects;
- contribution of documentation, design, templates and a variety of other material that is published through the Foundation's resources;
- triaging, prioritising and doing in-depth analysis of bug reports and feature requests to TDF projects;
- research activities (such as marketing and feature research for future versions, usability research, etc.) to TDF projects;
- publicising the Foundation and its projects in coordination with the Foundation, via media, at fairs and other events, etc.;
- maintaining TDF infrastructure or performing administrative work for the Foundation for the benefit of other Contributors.

All such contributions must be non-trivial, and must be carried out for a certain length of time and only qualify when they are towards projects hosted under the umbrella of TDF.

Being paid by external companies or organisations, or being paid by TDF, does not exclude a membership.

Activities qualifying one for membership are e.g.:

- submitting, qualifying or triaging bugs to TDF projects;
- fixing bugs in TDF projects;
- submitting patches to TDF projects;
- fixing errors on the TDF wiki;
- creating content and coordinating activities for specific TDF initiatives (i.e. officially-fostered initiatives for marketing purposes);
- localisation work to TDF projects;
- documentation writing for TDF projects;
- translating documentation or content of Foundation-run projects;
- attending multiple FOSS events as part of an official Foundation Team;
- working on specific infrastructure tasks, and carrying-out administrative or financial roles within the Foundation.

9.3 Members' Roles

Members can engage in a range of activities during their membership. Generally, Members also fulfil various other roles, such as:

- coordinating Teams and TDF Projects;

- inspiring others;
- striving to serve the Foundation and its Teams and Projects;
- striving for excellence in their contributions;
- voting in elections for the BoD, the MC and any other committee that requires election;
- voting on decisions put up for a vote;
- proposing new projects, initiatives or activities to the Foundation;
- undertaking administrative or infrastructure management roles, on a temporary or permanent basis;
 - being elected to or standing as candidate for the BoD, the MC and other committees that require election.

9.4 Membership Application Process

Membership is considered after submission of an application, and requires approval. Approval is weighed by the MC.

Membership applications should be accompanied by information about the applicant's merit. The collection of such information should be automated whenever possible; see the TDF Dashboard for this purpose.

The applicant, by applying for a membership, implicitly confirms they will abide and conform to TDF's Code of Ethics if their application is accepted.

Activity requirements for the membership applicants are outlined in the Statutes.

An applicant should preferably be nominated by an existing Member.

The applicant should have earned a good reputation among the existing Community of Members, i.e, by engaging in specific, tangible activities.

The MC can refuse applications or renewals if the applicant or Trustee is known to have demonstrated behaviour that is damaging to the community and/or the Foundation. At its discretion the MC can provide a short summary of what led to its decisions. There is no appeal mechanism to the decision other than applying again, which is possible not before five calendar months after the refusal.

Application from former members whose membership has been terminated or not renewed should be evaluated by the MC to verify if the conditions that led to the termination or non renewal persist. If this is found to be the case, the MC should reject the application informing the applicant of the reasons and at the MC discretion it could offer a hearing.

The Member is responsible to make their application to the MC in time. The submission deadline for membership applications and renewals is five calendar days before the end-of-quarter meeting. By that time, the full and binding application and all required documents must be present.

The MC can evaluate applications or renewals received by the submission deadline. Exceptionally the MC may, at their sole discretion, decide to also evaluate late applications or renewals, provided there is sufficient time allowed by examination of timely applications.

Otherwise, all late applications will be automatically carried over for evaluation in the next quarter.

Late renewal applications will be automatically carried over to the next quarter as new membership applications. In both situations, this may lead to memberships expiring between two quarters.

Members may resign at any time.

9.5 Continuity of Membership

If a Member stops contributing, and has been clearly inactive for a certain period of time, so that the merit criteria are no longer met, their membership status will be revoked. Membership is awarded for one year and a renewal must be applied for by the Member in time to be considered by the MC during the relevant quarterly revision.

Members of the BoD and the MC have their membership automatically extended until their end of term. They are required to apply in time for the first quarterly review close to the end of their term, in order to re-affirm their membership to the BoT.

To ensure that Members remain committed to their role in the Community, they must re-affirm their membership each year by responding to an "Affirmation of Membership" inquiry e-mail message sent to them by the MC. If a Member fails to respond to the "Affirmation of Membership" inquiry, the MC is empowered to revoke their membership. However, it is not the duty of the MC to reach out to members for prolongation. It is rather the member's duty and obligation to check the respective membership platform early in the respective quarter and proactively reach out to the MC for renewals.

9.6 Revocation of Membership

Unannounced or unexplained inactivity of Members for longer than six months can be grounds for membership revocation.

Unexplained failure to respond to the "Affirmation of Membership" e-mail within three weeks is considered to be grounds for membership revocation.

In such case, the revocation decision is automatic, but must be confirmed by the MC.

Membership may be revoked if a Member is reported to have been aggressive or insulting, or to have exhibited other forms of unacceptable behaviour, or to have perpetrated ad hominem attacks or other abuse, via the Foundation's mailing lists, forums or other resources, or via other means, be they in public or in private.

Members involved in legal claims for endangering the Foundation, eg. by means of putting the charitable status at risk, or misusing TDF's funds, or by damaging any of TDF's assets, or by attempting to do any of these must relinquish their membership by means of notification to the MC. If the legal claim, in relation to the mentioned matters, involves a company/organisation then also their affiliated members must relinquish their membership.

If they do not act immediately upon learning about the claim, the MC has the right to remove the member. If the member does not cancel their membership, and the MC has to do the removal of the application/membership, this person should be blocked for a suitable time frame, which at least covers any potential statute of limitation and non-disclosure agreements in effect. The same rule applies, if a member does not indicate their affiliation, or change in affiliation with the application.

Additionally, the CoCC will report members who violated the Code of Conduct to the MC for evaluation. The MC, at their discretion and using the rules of the Code of Conduct for guidance, will decide if the person should still be part or become part of the BoT.

Any Member can file a request for membership revocation to the MC, and should provide as much evidence as possible. Such requests and evidence should be sent to the e-mail address communicated for this purpose by the MC.

The MC will examine testimony from the applicant and the Member whose revocation is requested, and will hold a hearing to that effect before taking a decision. The MC will try to take its decision within two months of the initial report being received. No decision is needed if the Member whose revocation is requested resigns, but the MC may decide on the application nonetheless if the case presents potential serious violations. Revocation and resignation in this case prevents the Member from further apply for a period of no less than three years.

Any Member is free to resign by sending an e-mail to the MC. In the event of a resignation, membership termination will be automatic. To resign one's membership, one can send an e-mail message stating one's resignation to the e-mail address communicated for this purpose by the MC. In case of voluntary resignation, the former Member can re-apply in time for the next available evaluation.

10 Voting

10.1 Voting to Elect Members of the BoD

The BoD is elected by a vote involving all Members of the BoT. Candidates must be Members of the BoT in the relevant quarter and fulfil the requirements set forth in the Statutes and the Community Bylaws. The voting system, responsibilities, and timelines are outlined in the Statutes.

Each Candidate runs on their own behalf. Complaints should be addressed to the MC, who will either settle the dispute or call a new election.

10.2 Ad Hoc BoT's Votes Organised by the BoD

The BoD may decide to organise a vote for the Members of the BoT in relation to any topic it considers appropriate.

The voting system, responsibilities, and timelines are outlined in the Statutes.

10.3 Votes Conducted Within the BoD

10.3.1 Ordinary Votes

BoD votes are decided by the majority outlined in the Statutes. Votes held by the BoD shall be individually documented, identifying each Member's vote in the official minutes and together with the decision.

10.3.2 Revisions of the Community Bylaws

Amendments as per this Section shall become effective only after the first of (i) one full year or (ii) the next board election (i.e., the first meeting of the newly elected board).

Should a change be required for documented legal reasons, confirmed by an external, independent legal counsel, as an extraordinary measure, the bylaws can be changed according to the rules in the Statutes earlier on, if both BoD and MC confirm it via a majority vote in public.

The BoD cannot amend the Community Bylaws to alter the equality between Community Members, and cannot impose a system that favours one Trustee over others.

The BoT must be immediately notified of any changes to the Bylaws, through an explicit public announcement via a commonly consulted public medium.

11 Solemn Address and Impeachment of the BoD

11.1 Solemn Address

If the BoD enacts a decision or is in the process of enacting a decision affecting itself as a body, or affecting the AB or the MC, as outlined in the Statutes, Members can appeal by means of a "Solemn Address". [Details are in the statutes.].

The Solemn Address is a text stating the discontent of the Members and explaining in detail why they feel in complete and fundamental disagreement with the BoD. The Solemn Address must fulfil the quorum requirements as outlined in the Statutes before it can be sent to the MC.

The MC must validate the received Solemn Address in terms of statutory requirements, quorum, and signatures as well as making sure that it does not contain requests that would require the BoD to violate Statutes, the Community Bylaws, the Conflict of Interest Policy, the Fiduciary Duties, the Code of Ethics, German and international laws or regulations, or contains requests that go directly against decisions based on explicit legal advice or requirements from authorities; otherwise, the Solemn Address must be rejected.

If the Solemn Address has been validated and accepted, the MC must then officially notify the BoD. The BoD then has the opportunity to annul or repeal its decision that is the subject of the Solemn Address, within the deadlines outlined in the Statutes.

If the BoD fails to comply with the demands stated in the Solemn Address, then an Impeachment Vote as outlined in the Statutes can be requested.

11.2 Impeachment

The Impeachment Vote process is carried out and supervised by the MC (see the specific provisions that apply for the Solemn Address).

The Impeachment Vote can only call for election of a new BoD as a whole; it is not in any way a vote on a particular decision, nor is it a ballot to elect or unseat particular members of the BoD. If fifty-one per cent (51%) of "all Members deemed active on the day that the Solemn Address is received by the Membership Committee" vote in favour of impeaching the existing BoD, then

elections for a new BoD will be organised immediately by the MC. Until then, the old Board stays in office according to the rules set forth in the Statutes.