BYLAWS OF THE OPENSTACK FOUNDATION

ARTICLE I. PURPOSES

The OpenStack Foundation is a nonprofit non-stock Foundation ("Foundation") whose purpose is to develop, support, protect, and promote (a) the open source cloud computing project which is known as the OpenStack Project as defined in these Bylaws and (b) other projects based on open source software projects for building and managing technology infrastructure ("Open Infrastructure Projects"). The governance of the OpenStack Project is set forth in the Bylaws, but each 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").

ARTICLE II. MEMBERSHIP

2.1 Members. The Foundation shall have three (3) classes of members ("Members") as defined in more detail below: (i) Individual (ii) Gold and (iii) Platinum. The Board of Directors shall have the authority to create a new class of members for government and academic members provided that such class shall not have a vote for the Board of Directors or a vote on any other matter unless these Bylaws are amended.

2.2 Individual Members.

(a) Individual Members must be natural persons. Individual Members may be any natural person who has an interest in the purpose of the Foundation and may be employed by Platinum Members or Gold Members.

(b) The application, admission, withdrawal and termination of persons as Individual Members are set forth in the membership policy attached as Appendix 1 ("Individual Member Policy").

(c) There shall be no limit on the number of Individual Members.

2.3 Platinum Members.

(a) Platinum Members may be natural persons, business entities, academic institutions, government agencies, or any other legal person.

(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. The Board of Directors shall determine the process to evaluate and confirm an Open Infrastructure Project as part of the Foundation as well as the structure of the commercial and technical management of each Open Infrastructure Project. The Board of Directors shall approve commercial management structure, if any, of each Open Infrastructure Project and the technical management structure, if any, of each Open Infrastructure Project. The members of the commercial 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.

(b) (i) The management of the technical matters relating to the OpenStack Project (as defined below) shall be managed by the Technical Committee 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 Technical Committee. The 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).

(ii) The 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 Technical Committee voting at a meeting scheduled in accordance with the procedures of the 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. 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.

(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 7.3.

(c) The Board of Directors shall determine the process to evaluate and confirm an Open Infrastructure Project as part of the Foundation as well as the structure 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. 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.

- 4.2 Number and Term of Office.
 - (a) The Board shall not exceed twenty-four members.

(b) Each Platinum Member may appoint and remove a single member of the Board of Directors ("Platinum Directors") and shall make such initial designation in its Member Agreement. The number of Platinum Members shall be defined as the Director Limit. The Director Limit shall change based on the number of Platinum Members. The term of each Platinum Director shall continue until the death, resignation or removal of the Platinum Director or the termination of the membership of the Platinum Member appointing any such Platinum Director.

The Gold Members shall elect the same number of Gold Director Selectors (c) as the Director Limit. At the annual meeting or special meeting relating to electing directors as provided in Article III, the Gold Members shall select certain Gold Members by majority vote to appoint directors to represent the Gold Members ("Gold Director Selector"). Each Gold Director Selector shall then appoint a single member of the Board of Directors ("Gold Directors"). All Gold Directors shall hold office until the next annual meeting of the Gold Members and until their respective successors are elected, except in the case of the death, resignation or removal (including removal under Section 4.17) of any Gold Director or the Gold Director Selector for a particular Gold Director ceases to be a Gold Member. In the case of the death, resignation or removal of any Gold Director (except for removal under Section 4.17), the vacancy may be filled by the relevant Gold Director Selector. If a Gold Director Selector ceases to be a Gold Member, the Gold Members shall select a new Gold Director Selector at a special meeting of the Gold Members. If the Director Limit is reduced due to a reduction in the number of Platinum Members, the number of Gold Directors shall be reduced at the next annual meeting to the Director Limit effective on January 1 of such calendar year. Thus, during certain periods, the number of Gold Directors may exceed the number of Platinum Directors.

(d) At the annual meeting or special meeting relating to electing directors as provided in Article III, the Individual Members shall elect the same number of directors as the Director Limit. The Secretary shall receive written nominations for Individual Directors which shall have the following requirements: (i) the nomination must be signed by at least ten (10) Individual Members, (ii) the nominee is an Individual Member in good standing, (iii) the nominee must have completed an application for a director with information determined by the Board of Directors, and (iv) the nomination must be received at least thirty (30) days prior to the relevant annual or special meeting. For the initial special meeting to elect Individual Directors, nominations must be received by the Secretary at least fourteen (14) days prior to the meeting. The Secretary shall publish the names of the nominees promptly on the website of the Foundation. All Individual Directors shall hold office until the next annual meeting of the Individual Members and until their respective successors are elected, except in the case of the death, resignation or removal (including removal under Section 4.17) of any Individual Director.

member of the Technical Committee unless the Technical Committee removes the individual from the Technical Committee.

(e) Unless otherwise decided by the Board of Directors, the Technical Committee shall not manage the technical matters related to an Open Infrastructure Project.

4.14 User Committee.

(a) The User Committee shall be selected as provided in the User Committee Member Policy in Appendix 10

(b) The User Committee shall have the authority to manage OpenStack Working Groups that are not under the Board of Directors nor the Technical Committee authority. The User Committee has the authority to determine the scope of these Working Groups and its existence.

(c) On the written request of at least three (3) members of the User Committee, the Board of Directors shall appoint a mediator to assist in the resolution of any dispute or deadlock in the User Committee.

(c) (d) The User Committee shall determine the procedures for nominating a member to become the chair of the User Committee. The Board of Directors shall have the authority to approve the User Committee chair, as nominated by the User Committee, and shall approve the chair proposed by the User Committee absent Cause.

(d) (e) The term of the chair of the User Committee shall terminate upon the death, resignation, removal or failure to be re-elected to the User Committee. The chair of the User Committee may be removed by the majority of the other members of the User Committee (not including such chair) for Cause as defined below. The procedures for such removal shall be determined by the User Committee. Cause shall include (i) failure to attend more than half of the User Committee meetings within any twelve 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 User Committee does not remove the chair of the User Committee for Cause, the Board of Directors may request that the User Committee reconsider this decision. If the User Committee does not removal of Directors may vote to remove the User Committee chair for Cause. Notwithstanding removal of the User Committee Chair by the Board under this Section, the individual may continue to be a member of the User Committee unless the User Committee removes the individual from the User Committee.

(e) (f)-Unless otherwise decided by the Board of Directors, the User Committee shall not manage the user relationships for an Open Infrastructure Project.

4.15 Legal Affairs Committee. The Legal Affairs Committee shall be an advisory committee to the Board of Directors and shall meet the standards of the Legal Affairs Committee adopted by the Board of Directors. The Legal Affairs Committee shall advise the Board of Directors on the management of: (i) compliance with and enforcement of the Trademark Policy,

procedure. Any proposed new Gold Member may not be Affiliated with an existing Platinum Member or existing Gold Member on the date of its application. The nomination must be in writing to the Secretary with the information determined by the Board of Directors. The Secretary shall promptly provide a copy of such nomination to all of the other remaining Members and members of the Board of Directors. The nominee must execute the Gold Member Agreement and submit it to the Secretary. The Board of Directors shall consider the application of the nominee at its next meeting. If the Board of Directors approves the admission, the entity shall become a Gold Member as provided in Section 1.

4. List of Gold Members. The Secretary shall publish the list of the names of the Gold Members but without their contact information. Upon a written request by an Individual Member, Platinum Member or Gold Member for the purposes permitted by Delaware Corporate Law, the Secretary shall make available the contact information of all Gold Members solely for the purposes permitted under Delaware Corporate Law and shall be treated as confidential.

THE OPENSTACK FOUNDATION TECHNICAL COMMITTEE MEMBER POLICY

Appendix 4

TECHNICAL COMMITTEE MEMBER POLICY

1. Membership of Technical Committee. , All members selected to the Technical Committee shall be Individual Members. A member of the Technical Committee may cease to be an Individual Member during his or her Term, but must be an Individual Member at the time of nomination.

2. Election to Technical Committee.

(a) The members of the Technical Committee shall be elected by a vote of the Active Technical Contributors ("ATC") using a fair voting method determined by the Technical Committee. Each Technical Committee member shall hold the seat for a term not to exceed sixteen months, but may be re-elected to the Technical Committee. After January 1, 2019, the term for the members of the Technical Committee shall be twelve calendar months from the date that the members joinapproved by a majority of the Technical Committee ("Term") but the Term may be amended by a majority vote of the Board of Directors and a majority vote of the<u>and shall</u> be published publicly before each Technical Committee.-, election; if no such Term is published the Term will be twelve calendar months. After January 1, 2019, the elections for the Technical Committee shall be held at least every eight calendar months<u>twice in each twelve calendar</u> months, with the first election being for at least half of the members of the Technical Committee.

(b) Upon completion of the election, the Technical Committee shall give notice to the Board of Directors and the Secretary. The Secretary shall maintain a list of the members of the Technical Committee. Any member of the Technical Committee may resign by delivering notice in writing or by electronic transmission to the Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

(c) In the event of a Technical Committee election that would result in half or more of the members of the Technical Committee being Affiliated, the Board of Directors may defer the effective date of office of the newly elected Technical Committee members who are Affiliated for a period not to exceed thirty (30) days after a resolution by the Board of Directors approving such deferral. The Board of Directors must pass such resolution within thirty (30) days of the notice of election results from the Technical Committee. During such period of deferral, the Technical Committee and the Board of Directors shall work to resolve the issue by agreement among themselves, such as by a resignation of one or more Technical Committee members or having the Individual Member with the next highest number of votes become a member of the Technical Committee. If the Technical Committee and the Board of Directors are not able to agree on a resolution within such thirty (30) day period, the Board of Directors may require another election for such positions.

(d) On the written request of at least three (3) members of the Technical Committee, the Board of Directors shall appoint a mediator to assist in the resolution of any dispute or deadlock in the Technical Committee.

- 3. Determination of Active Technical Contributor.
 - (a) An ATC shall be determined as follows:

(i) An ATC is an Individual Member who has had a contribution approved for inclusion in any of the official OpenStack Projects during one of the two prior release cycles of the Core OpenStack Project ("Approved Contribution"). Such Individual Member shall remain an ATC for three hundred and sixty five days after the date of acceptance of such Approved Contribution.

(ii) An Individual Member who has made only other technical contributions to the OpenStack Core Project (such as bug triagers and technical documentation writers) can apply to the chair of the Technical Committee to become an ATC. The final approval of such application shall be approved by a vote of the Technical Committee. The term shall be for three hundred and sixty five days after the date of approval of the application by the Technical Committee.

(b) The Technical Committee shall maintain a list of ATCs and their contact information and a written description of the procedures for electing the members of the Technical Committee. The chair of the Technical Committee shall provide such list and such written description to any member of the Board of Directors or Member upon their request.

which would supersede any contract, in some circumstances, the Foundation staff may be subject to a separate procedure.

This OpenStack Code of Conduct also applies to all spaces managed by the Foundation or authorized by the Foundation, including IRC channels, the mailing lists, issue trackers, Foundation sponsored events and any other forums the OpenStack community uses which are managed by the Foundation <u>("OpenStack Venues")</u>, including without limitation the Open Infrastructure Projects <u>("OpenStack Venues")</u>. In addition, violations of this OpenStack Code of Conduct outside of OpenStack Venues may affect a person's ability to participate within them after appropriate investigation. For the twice-annual OpenStack Summit, please also see the event-specific code of conduct on the Summit website with additional details for speakers, sponsors and attendees.

We do not tolerate harassment in any form. If you believe someone is violating the OpenStack Code of Conduct, please see our Reporting Guidelines below.

OpenStack community members strive to

- **Be friendly, patient and welcoming**. We strive to be a community that welcomes and supports people of all backgrounds and identities. This includes, but is not limited to, members of any race, ethnicity, culture, national origin, colour, immigration status, social and economic class, educational level, sex, sexual orientation, gender identity and expression, age, size, family status, political belief, religion and mental and physical ability.
- **Be considerate**. Our work will be used by other people, and we in turn will depend on the work of others. Any decision we take will affect users and colleagues, and we should take those consequences into account when making decisions. Remember that we're a world-wide community and we have a global base of users and of contributors. Even if it's not obvious at the time, our contributions to projects managed by the OpenStack Foundation will impact the work of others.
- **Be respectful**. Not all of us will agree all the time, but disagreement is no excuse for poor behavior and poor manners. We might all experience some frustration now and then, but we cannot allow that frustration to turn into a personal attack. It's important to remember that a community where people feel uncomfortable or threatened is not a productive one. Members of the community should be respectful when dealing with other contributors as well as with people outside of the community and with users of the projects managed by the OpenStack Foundation.
- **Collaborate openly**. Collaboration is central to projects managed by the OpenStack Foundation and to the larger free software community. This collaboration involves individuals working within teams, cross-project collaboration within the OpenStack Foundation and working with other projects outside of the OpenStack community. This collaboration reduces redundancy, and improves the quality of our work. Internally and externally, we should always be open to collaboration. Wherever possible, we should work closely with upstream and downstream projects and others

resolution within such thirty (30) day period, the Board of Directors may require another election for such positions

3. Determination of Active User Contributor. The definition of an Active User Contributor shall be determined by the User Committee with the support of the AUC WG.

4. Meetings of User Committee. The User Committee shall meet at least quarterly. In person meetings are not necessary. User Committee may use any communication system is available for all members such as IRC.

5. User Committee Process. Except as expressly provided in these Bylaws, the User Committee shall determine its process and procedures, provided that such process and procedures must be published in a manner that they are readily accessible to all Members of the Foundation.

<u>6.</u> <u>On the written request of at least three (3) members of the User Committee, the</u> <u>Board of Directors shall appoint a mediator to assist in the resolution of any dispute or deadlock</u> <u>in the User Committee.</u>