

**Technical Charter (the “Charter”)
for
AMReX**

Adopted July 3, 2024

This Charter sets forth the responsibilities and procedures for technical contribution to, and oversight of, the AMReX open source project (the “Project”), which has been established which has been established as a project of LF Charities, Inc., a Delaware nonprofit corporation and Section 509(a)(3) supporting organization that is tax exempt under Section 501(c)(3) of the Internal Revenue Code of the United States (“LF Charities”). All contributors (including committers, maintainers, and other technical positions) and other participants in the Project (collectively, “Collaborators”) must comply with the terms of this Charter.

1. Mission and Scope of the Project

- a. The mission and charitable purposes (collectively, the “Charitable Purposes”) of the Project is to provide a parallel, performance-portable block-structured adaptive mesh refinement framework for science and engineering applications.
- b. The scope of the Project includes collaborative development under the Project License (as defined herein) supporting the mission, including documentation, testing, integration and the creation of other artifacts that aid the development, deployment, operation or adoption of the open source project.

2. Steering & Committee

- a. The Steering Committee (the “SC”) will be responsible for organizational and overall technical oversight of the open source Project.
- b. The Technical Committee (“TC”) will be responsible for core, technical governance of the open source Project under normal operations. In the TC, as part of the weekly meetings and work on the open source code repository, most decisions are made via discussions and majority votes in non-confidential manner.
- c. The TC voting members are initially the Project’s maintainers (existing committers that were already granted write access), and the initial SC and TC members will be as set forth within the “GOVERNANCE.rst” file within the Project’s code repository. The SC & TC may choose an alternative approach for determining the voting members of the SC & TC, and any such alternative approach will be documented in the GOVERNANCE.rst file.

Any meetings of the Technical & Steering Committee are intended to be open to the public, and can be conducted electronically, via teleconference, or in person.

- d. TC projects generally will involve Contributors and Committers. The TC may adopt or modify roles so long as the roles are documented in the GOVERNANCE.rst file. Unless otherwise documented:
 - i. Contributors include anyone in the technical community that contributes code, documentation, or other technical artifacts to the Project;
 - ii. TC members are Contributors who have earned the ability to modify (“commit”) source code and/or “approve” changes, documentation or other technical artifacts in a project’s repository; and
 - iii. A Contributor may become a TC member by a majority approval of the existing TC. A TC member may be removed by a majority approval of the other existing TC.
- e. Participation in the Project through becoming a Contributor, TC, and SC member is open to anyone so long as they abide by the terms of this Charter.
- f. The TC & SC may (1) establish work flow procedures for the submission, approval, and closure/archiving of projects, (2) set requirements for the promotion of Contributors to TC & SC status, as applicable, and (3) amend, adjust, refine and/or eliminate the roles of TC, SC, and Committers, and create new roles, and publicly document any TC & SC roles, as it sees fit.
- g. The SC may elect a SC Chair, who will preside over meetings of the SC and will serve until their resignation or replacement by the SC. The SC Chair, or any other SC member so designated by the SC, will serve as the primary communication contact between the Project and HPSE, a directed fund of The Linux Foundation.
- h. Responsibilities: The SC will be responsible for all aspects of oversight relating to the Project, which may include:
 - i. coordinating the technical direction of the Project;
 - ii. approving project or system proposals (including, but not limited to, incubation, deprecation, and changes to a sub-project’s scope);
 - iii. organizing sub-projects and removing sub-projects;
 - iv. creating sub-committees or working groups to focus on cross-project technical issues and requirements;

- v. appointing representatives to work with other open source or open standards communities;
- vi. establishing community norms, workflows, issuing releases, and security issue reporting policies;
- vii. approving and implementing policies and processes for contributing (to be published in the GOVERNANCE.rst file) and coordinating with the series manager of the Project (as provided for in the Series Agreement, the “Series Manager”) to resolve matters or concerns that may arise as set forth in Section 7 of this Charter;
- viii. discussions, seeking consensus, and where necessary, voting on technical matters relating to the code base that affect multiple projects; and
- ix. coordinating any marketing, events, or communications regarding the Project.

3. SC & TC Voting

- a. While the Project aims to operate as a consensus-based community, if any SC & TC decision requires a vote to move the Project forward, the voting members of the SC & TC will vote on a one vote per voting member basis.
- b. Quorum for TC meetings requires at least fifty percent of all voting members of the TC to be present. The TC may continue to meet if quorum is not met but will be prevented from making any decisions at the meeting. In the absence of a quorum, the SC will decide according to its voting rules.
- c. Except as provided in Section 7.c. and 8.a, decisions by vote at a meeting require a majority vote of those in attendance, provided quorum is met. Decisions made by electronic vote without a meeting require a majority vote of all voting members of the SC or TC, respectively..
- d. In the event a vote cannot be resolved by the SC, any voting member of the SC may refer the matter to the Series Manager for assistance in reaching a resolution.

4. Compliance with Policies

- a. Contributors will comply with the policies of LF Charities as may be adopted and amended by LF Charities, including, without limitation the policies listed at www.lfcharities.org.
- b. The TSC may adopt a code of conduct (“CoC”) for the Project, which is subject to approval by LF Charities. In the event that a Project-specific CoC has not been

approved, the LF Charities Code of Conduct listed at <https://lfcharities.org/policies/> will apply for all Collaborators in the Project.

- c. When amending or adopting any policy applicable to the Project, LF Charities will publish such policy, as to be amended or adopted, on its web site at least 30 days prior to such policy taking effect; provided, however, that in the case of any amendment of the Trademark Policy or Terms of Use of LF Charities, any such amendment is effective upon publication on LF Charities web site.
- d. All Collaborators must allow open participation from any individual or organization meeting the requirements for contributing under this Charter and any policies adopted for all Collaborators by the SC & TC, regardless of competitive interests. Put another way, the Project community must not seek to exclude any participant based on any criteria, requirement, or reason other than those that are reasonable and applied on a non-discriminatory basis to all Collaborators in the Project community.
- e. The Project will operate in a transparent, open, collaborative, and ethical manner at all times. The output of all Project discussions, proposals, timelines, decisions, and status should be made open and easily visible to all. Any potential violations of this requirement should be reported immediately to the Series Manager.

5. Community Assets

- a. LF Charities will hold title to all trade or service marks used by the Project (“Project Trademarks”), whether based on common law or registered rights. Project Trademarks will be transferred and assigned to LF Charities to hold on behalf of the Project. Any use of any Project Trademarks by Collaborators in the Project will be in accordance with the license from LF Charities and inure to the benefit of LF Charities.
- b. The Project will, as permitted and in accordance with such license from LF Charities, develop and own all Project GitHub and social media accounts, and domain name registrations created by the Project community.
- c. Under no circumstances will LF Charities be expected or required to undertake any action on behalf of the Project that is inconsistent with the tax-exempt status or charitable purpose, as applicable, of LF Charities.

6. General Rules and Operations.

- a. The Project will:
 - i. engage in the work of the Project in a professional manner consistent with maintaining a cohesive community, while also maintaining the goodwill

and esteem of LF Charities and other partner organizations in the open source community; and

- ii. respect the rights of all trademark owners, including any branding and trademark usage guidelines.

7. Intellectual Property Policy

- a. Collaborators acknowledge that the copyright in all new contributions will be retained by the copyright holder as independent works of authorship and that no contributor or copyright holder will be required to assign copyrights to the Project.
- b. Except as described in Section 7.c., all contributions to the Project are subject to the following:
 - i. All new inbound code contributions to the Project must be made using BSD-3-Clause (the “Project License”).
 - ii. All new inbound code contributions are highly encouraged to also be accompanied by a Developer Certificate of Origin (<http://devchecklist.org>) sign-off in the source code system that is submitted through a TSC-approved contribution process which will bind the authorized contributor and, if not self-employed, their employer to the applicable license;
 - iii. All outbound code will be made available under the Project License.
 - iv. Documentation will be received and made available by the Project under the Creative Commons Attribution 4.0 International License (available at <http://creativecommons.org/licenses/by/4.0/>).
 - v. The Project may seek to integrate and contribute back to other open source projects (“Upstream Projects”). In such cases, the Project will conform to all license requirements of the Upstream Projects, including dependencies, leveraged by the Project. Upstream Project code contributions not stored within the Project’s main code repository will comply with the contribution process and license terms for the applicable Upstream Project.
- c. The SC may approve the use of an alternative license or licenses for inbound or outbound contributions on an exception basis. To request an exception, please describe the contribution, the alternative open source license(s), and the justification for using an alternative open source license for the Project. License exceptions must be approved by a two-thirds vote of the entire TSC.

- d. Contributed files should contain license information, such as SPDX short form identifiers, indicating the open source license or licenses pertaining to the file.

8. Amendments

- a. This charter may be amended by a unanimous vote of the entire SC and is subject to approval by LF Charities. Additionally, The TC can propose governance changes to the SC.