

The RareCamp Foundation Charter

The Linux Foundation

1) Mission and Scope of the RareCamp Foundation.

- a) The purpose of the RareCamp Foundation (the “Foundation”) is to support of the RareCamp Project a Series of LF Projects, LLC (the “Technical Project”), in accordance with the provisions of this Charter. The governance of the Technical Project is as set forth in the charter for the Technical Project.
- b) The Foundation supports the Technical Project. The Foundation operates under the guidance of the Governing Board of the Foundation (the “Governing Board”) and The Linux Foundation (the “LF”) as may be consistent with The Linux Foundation’s tax-exempt status.
- c) The Governing Board manages the Foundation. The Foundation may have such working groups, teams, councils, committees and similar bodies (collectively, “Committees”) that may be deemed necessary by the Governing Board. These committees report to the Governing Board.

2) Membership. At inception, the Foundation does not have members.

3) Governing Board

- a) At inception of the Foundation, the Governing Board voting members will consist of those individuals listed on the RareCamp web site as being members of the Governing Board. Going forward, until or unless the RareCamp community indicates its intent to transition to a membership model for the Foundation (the “Membership Transition”), the Governing Board will decide its composition.
- b) Officers
 - i) The officer (“Officer”) of the Foundation as of the first meeting of the Governing Board will be a Chairperson (“Chair”). Additional Officer positions may be created by the Governing Board.
 - ii) The Chair will preside over meetings of the Governing Board, manage any day-to-day operational decisions, and will submit minutes for Governing Board approval.

- iii) If a Treasurer is appointed, the Treasurer will assist in the preparation of budgets for Governing Board approval, monitor expenses against the budget and authorize expenditures approved in the budget.
- c) The Governing Board will be responsible for overall management of the Foundation, including:
 - i) if funds are received, approving a budget directing the use of funds raised by the Foundation from all sources of revenue;
 - ii) nominating and electing Officers of the Foundation;
 - iii) oversee all Foundation business and community outreach matters and public relations efforts of the Foundation;
 - iv) adopt and maintain policies or rules and procedures for the Foundation (subject to LF approval);
 - v) establish advisory bodies, committees, teams, programs or councils to resolve any particular matter or in support of the mission of the Foundation and/or Technical Project;
 - vi) establish any conformance programs and solicit input (including testing tools) from the TSC for defining and administering any programs related to conformance with the Technical Project (each, a “Conformance Program”);
 - vii) publish use cases, user stories, websites and priorities to help inform the ecosystem and technical community; and
 - viii) vote on all decisions or matters coming before the Governing Board.

4) Voting

- a) Quorum for Governing Board and Committee meetings will require at least fifty percent of the voting representatives. If advance notice of the meeting has been given per normal means and timing, the Governing Board may continue to meet even if quorum is not met, but will be prevented from making any decisions at the meeting.
- b) Ideally decisions will be made based on consensus. If, however, any decision requires a vote to move forward, the representatives of the Governing Board or Committee, as applicable, will vote on a one vote per voting representative basis.
- c) Except as provided in Section 13.a. or elsewhere in this Charter, decisions by vote at a meeting will require a simple majority vote, provided quorum is met. Except as provided in Section 13.a. or elsewhere in this Charter, decisions by electronic vote without a meeting will require a majority of all voting representatives.

- d) In the event of a tied vote with respect to an action that cannot be resolved by the Governing Board, the Chair may refer the matter to the LF for assistance in reaching a decision. If there is a tied vote in any Committee that cannot be resolved, the matter may be referred to the Governing Board.

5)

Trademarks

- a) Any trademarks relating to the Foundation or the Technical Project, including without limitation any mark relating to any Conformance Program, must be transferred to and held by LF Projects, LLC or the Linux Foundation and available for use pursuant to LF Projects, LLC's trademark usage policy, available at www.lfprojects.org/trademarks/ or the trademark usage guidelines of the Linux Foundation, as applicable.

7) Antitrust Guidelines

- b) All participants must abide by The Linux Foundation's Antitrust Policy available at <http://www.linuxfoundation.org/antitrust-policy>.

6) Budget

- a) If funds are received by the Foundation:
 - i) the Governing Board will approve an annual budget and never commit to spend in excess of funds raised. The budget and the purposes to which it is applied must be consistent with both (a) the non-profit and tax-exempt mission of The Linux Foundation and (b) the goals of the Technical Project.
 - ii) The Linux Foundation will provide the Governing Board with regular reports of spend levels against the budget. Under no circumstances will The Linux Foundation have any expectation or obligation to undertake an action on behalf of the Foundation or otherwise related to the Foundation that is not covered in full by funds raised by the Foundation.
 - iii) In the event an unbudgeted or otherwise unfunded obligation arises related to the Foundation, The Linux Foundation will coordinate with the Governing Board to address gap funding requirements.

7) General & Administrative Expenses

- a) The Linux Foundation will have custody of and final authority over the usage of any fees, funds and other cash receipts.
- b) A General & Administrative (G&A) fee will be applied by The Linux Foundation to funds raised to cover record keeping, finance, accounting, and human resources operations. The G&A fee will be 9% of the Foundation's first \$1,000,000 of gross

receipts each year and 6% of the Foundation's gross receipts each year over \$1,000,000.

8) General Rules and Operations. The Foundation activities must:

- a) 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 The Linux Foundation in the open source community;
- b) respect the rights of all trademark owners, including any branding and usage guidelines;
- c) engage or coordinate with The Linux Foundation on all outreach, website and marketing activities regarding the Foundation or on behalf of the Technical Project that invoke or associate the name of the Technical Project or The Linux Foundation; and
- d) operate under such rules and procedures as may be approved by the Governing Board and confirmed by The Linux Foundation.

9) Amendments

- a) This Charter may be amended by a two-thirds vote of the entire Governing Board, subject to approval by The Linux Foundation. The Linux Foundation will update the Charter to reflect a membership model in the event of the Membership Transition.