

Technical Charter (the “Charter”)  
for  
SONiC Foundation

Adopted April 14, 2022

This Charter sets forth the responsibilities and procedures for technical contribution to, and oversight of, the SONiC Foundation (the “Project”), an open source project of the Linux Foundation. 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 Scope, and Principles of the Project.

- a. Mission. The mission of the Project is to continue developing and maintaining SONiC, a hardware agnostic open source software defined network operating system based on Linux.
- b. Scope. 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 Project.
- c. Principles.
  - Open and Welcoming. Our culture is based on openness and transparency. SONiC is an open community and welcomes anybody who is interested in the community. Anybody can join the community by simply subscribing to the SONiC mailing list at <https://groups.google.com/forum/#!forum/sonicproject>. Our community is proud to have participants from a diverse background - developers, users, enthusiasts, researchers, commercial distributors, or operators.
  - Meritocracy. Contributions are considered based on technical merits.
  - Consensus. Participants are expected to seek consensus within the community.

2. Technical Steering Committee.

- a. Purpose. The Technical Steering Committee (the “TSC”) will be responsible for all technical oversight of the open source Project. In addition, the TSC provides conflict

resolution for the Project where contributors cannot achieve consensus in a reasonable timeframe. It deliberates openly and transparently. Its main responsibility is to provide conflict resolution in any instance where contributors cannot achieve consensus within a reasonable timeframe.

- b. Composition. The TSC is composed of 1 chairperson and 6 seats elected as set forth below (each a “TSC Member”). The Governing Board will appoint the initial chairperson and TSC Members. The first election will be held 6 months after the date of that initial appointment (the “Initial Election”). In the event a TSC Member resigns, a new election will be held to replace that TSC Member, where the elected replacement will serve the remainder of the resigning TSC’s Member’s term.
- c. Election Timing. Elections will be held every year upon the anniversary of the Initial Election.
- d. TSC Terms. For the Initial Election, the top 4 vote recipients will serve a 2 year term, and the remaining 3 elected TSC Members will serve a 1 year term. Subsequent elections will be for 2 year terms.
- e. Elections Methods. Unless otherwise designated by the TSC, elections for the TSC will be held using a time-limited Condorcet ranking on CIVS, with the Schulze method. Company-affiliated candidates to the TSC must submit their nominations as announced by the TSC. Nominations must include the candidate’s name, qualifications, and company affiliations. The TSC will appoint an election officer who will handle nominations, flag nominations that aren’t meritorious and provide the infrastructure for voting. Current TSC members can be re-elected. No more than 2 representatives from any company, including its affiliates, may serve on the TSC at the same time. The TSC will define the criteria for voting eligibility.
- f. Chair. The TSC will elect a TSC Chair from the TSC via a majority vote of the TSC members. The TSC Chair will preside over meetings of the TSC and will serve until their resignation or replacement by the TSC. The TSC Chair may be replaced upon a vote of at least 66% of all TSC Members, excluding the TSC Chair. The TSC Chair, or any other TSC member so designated by the TSC, will serve as the primary communication contact between the Project and the SONiC Fund of The Linux Foundation.
- g. Project Management. The TSC may (1) establish work flow procedures for the submission, approval, and closure/archiving of Working Groups, (2) set requirements for the promotion of Contributors to Committer status, as applicable, and (3) amend, adjust, refine and/or eliminate the roles of Contributors, and Committers, and create new roles, and publicly document any TSC roles, as it sees fit.
- h. TSC Responsibilities. The TSC will be responsible for all aspects of oversight relating to the Project, including the ability to delegate those responsibilities, which may include:

- i. Coordination. Coordinating the technical direction of the Project;
- ii. Roadmaps. Providing guidance on project strategy and roadmaps (including, but not limited to, incubation, deprecation, and changes to a sub-project's scope);
- iii. Releases.
  - 1. Framework. Owning and driving the release plan framework as well as the release plan for each release. Ensuring SONiC ships on time, meeting the security and quality bar.
  - 2. Release Managers. Appointing release managers as needed for upcoming releases;
- iv. Working Group Creation and Dissolution. Creating and dissolving Working Groups;
- v. Sub-committee Creation and Dissolution. Creating sub-committees to focus on cross-project technical issues and requirements, and dissolving sub-committees;
- vi. Liaisons. Appointing representatives to work with other open source or open standards communities;
- vii. Leadership and Communication. Establishing community norms, workflows, issuing releases, and security issue reporting policies. Coordinating any marketing, events, or communications regarding the Project with the Directed Fund Governing Board;
- viii. Policies. Approving and implementing policies and processes for contributing (to be published in the CONTRIBUTING file) and resolving matters or concerns that may arise as set forth in Section 8 of this Charter;
- ix. Cross Working Group Functions. Discussing, seeking consensus, and where necessary, voting on technical matters relating to the code base that affect multiple projects;
- x. Conflict Resolution. Serving as arbiter in conflicts that arise under the Project.

### 3. TSC Decision Making.

- a. Decision Making. While the Project aims to operate as a consensus-based community, if any TSC decision requires a vote to move the Project forward, the TSC Members will vote on a one-vote-per-TSC-Member basis. Except as otherwise provided in this Charter, 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 TSC Members. The TSC Chair has a veto prerogative that can be

exercised discretionally. The TSC Members may override the TSC Chair's veto upon 66% vote of all TSC Members.

- b. Quorum. Quorum for TSC meetings requires at least fifty percent of all TSC Members to be present. The TSC may continue to meet if quorum is not met but will be prevented from making any decisions at the meeting.
- c. Escalation to Governing Board. In the event a vote cannot be resolved by the TSC, any TSC Member may refer the matter to the Governing Board for assistance in reaching a resolution.

#### 4. Working Groups.

- a. Working Groups. The Project consists of multiple Working Groups and organizes the work through the creation, operation, and dissolution of the Working Groups as approved by the TSC.
- b. Working Group Leader. The Working Group will select a Working Group Leader, subject to TSC approval, to facilitate discussions among participants and drive Working Group projects to completion.
- c. Participation. Participation in the Working Groups through becoming a Contributor and Committer is open to anyone so long as they abide by the terms of this Charter. The TSC may adopt or modify roles so long as the roles are documented in the CONTRIBUTING file.
- d. Creating a Working Group. Requests for creating a new Working Group must be made in the SONiC Community Meeting forum and will be assessed by TSC Committee and SONiC community members for formation. Alternatively, proposals for creating new Working Group can be emailed to [sonicproject@googlegroups.com](mailto:sonicproject@googlegroups.com) and will be subject to assessment. All requests to create a Working Group must meet the following conditions:
  - 1. Working Group must have clear entry and exit criteria defined.
  - 2. Working Group must identify key stakeholders for the project.
  - 3. Working Group must have a Working Group Leader. Working Group Leader must create an open access group alias established in coordination with the TSC.
  - 4. Working Group Leader must setup meeting cadence (weekly/bi-weekly) as needed.
  - 5. Working Group Leader must send out agenda and meeting notes.
  - 6. Working Group Leader must send out periodic updates about their work to the community members.
- e. Dissolve a Working Group. The TSC can merge or dissolve Working Groups. For dissolving the working group,

1. The Working Group Leader must send an email to the designated email alias and TSC notifying status of completion.
2. Upon TSC approval of the dissolution, the Working Group Leader will send cancelation for Working Group meeting invites to the members.
3. The Working Group Leader will arrange for the archiving of all email discussions in a publicly available location.

Alternatively, the TSC may, upon a majority vote, dissolve a Working Group.

- f. Working Group Decision Making Process. While consensus is one of the Project principles, we recognize conflicts may arise. TSC is the final conflict resolution body for all instances of the Project. Contributors are encouraged to find peer arbiters to help achieve consensus, without necessarily involving the TSC. Contributors may seek the input of Working Group Leaders and TSC as arbiters, when necessary, and try resolving the issue themselves before approaching the TSC. For example, if the parties are unable to reach consensus, then they should:
  1. Discuss. Discuss the issue within the Working Group, if any, and drive resolution.
  2. Summarize. Write a summary of the issue describing the technical question and points of contention, and email it to the involved members and the TSC.
  3. File Issue. File an issue in GitHub with a “Tech Review” label assigned to the issue.
  4. Resolve with TSC. Discuss the issue with the TSC for resolution.

5. Compliance with Policies.

- a. Linux Foundation. Contributors will comply with the policies of the Linux Foundation as may be adopted and amended by the Linux Foundation, including, without limitation the policies listed at <https://linuxfoundation.org/policies/>.
- b. Code of Conduct. The TSC will adopt a code of conduct (“CoC”) for the Project.
- c. Revision of Linux Foundation Policies. When amending or adopting any policy applicable to the Project, the Linux Foundation 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 the Linux Foundation, any such amendment is effective upon publication on the Linux Foundation’s web site.
- d. Contributions. 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 TSC, regardless of competitive interests. 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. Openness. 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 Collaborators. Any potential violations of this requirement should be reported immediately to the Linux Foundation.

## 6. Community Assets.

- a. Marks. The Linux Foundation will hold title to all trade or service marks developed by and specifically used for the Project (“Project Trademarks”), whether based on common law or registered rights. Project Trademarks will be transferred and assigned to the Linux Foundation to hold on behalf of the Project. Any use of any Project Trademarks by collaborators in the Project other than such uses that constitute fair use will be in accordance with the license from the Linux Foundation and inure to the benefit of the Linux Foundation. For the avoidance of any doubt, any TSC member company-specific trade or service marks will not be considered to be Project Trademarks and will not be transferred or assigned to the Linux Foundation without the TSC member company’s consent.
- b. Accounts, Domain Names, etc. The Project will develop and own all Project GitHub and social media accounts, and domain name registrations created by the Project community.
- c. Tax Status. Under no circumstances will the Linux Foundation be expected or required to undertake any action on behalf of the Project that is inconsistent with the tax-exempt status or purpose, as applicable, of the Linux Foundation.

## 7. 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 the Linux Foundation 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.

## 8. Intellectual Property Policy.

- a. Copyright. 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. Contributions. Except as described in Section 8.c., all contributions to the Project are subject to the following:
  - i. Inbound Code.

1. License. The Apache License, Version 2.0, available at <https://opensource.org/licenses/Apache-2.0> (the “Project License”), will be the primary license for the Project. Upon request of a contributor, the Working Group Leader may choose to accept code contributions under the MIT License, available at <https://opensource.org/licenses/MIT>.
  2. CLA. All new inbound code contributions are subject to the Apache Individual Contributor License Agreement v2.1 through a TSC-approved contribution process that will bind the authorized contributor and, if not self-employed, their employer to the applicable license;
    - ii. Outbound Code. All outbound code will be made available under the Project License, unless subject to another license.
    - iii. Documentation. 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/>).
    - iv. Data. To the extent a contribution includes or consists of data, any rights in such data shall be made available under the CDLA v2.0.
    - v. Upstream Projects. 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. Alternative Licenses. The TSC may approve the use of an alternative license or licenses for inbound or outbound contributions on an exception basis. To request an exception with the TSC, please describe the contribution to the TSC, 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 and by a majority vote of the Governing Board.
  - d. License Information/File Marking. Contributed files should contain license information, such as SPDX short form identifiers, indicating the open source license or licenses pertaining to the file.
9. Amendments. This charter may be amended by a two-thirds vote of the entire TSC and is subject to approval by the Linux Foundation and the Governing Board.