

Introduction: Holacracy™ Constitution

(v3.0)

What is this document?

This Constitution documents the core rules, structure, and processes of the Holacracy Organizational Operating System. It enables an organization wishing to use the Holacracy system to anchor that intention in a concrete and detailed set of rules, and ensures everyone has access to the “rules of the game”.

How is this document intended to be used?

Rather than a stand-alone document, this Constitution is intended to be referenced by whatever document or agreement captures the decision to organize using the Holacracy system. That may be a simple board decision or policy statement, or a more formal bylaws document or operating agreement. The individuals so-adopting this Constitution are referred to as the Ratifiers – see Article 5 for requirements related to their adoption of this Constitution. Note also that this explanatory page is not intended to be part of the Constitution; consider removing it before use.

What isn't this document?

This document is not a stand-alone device; it is not a complete set of legal bylaws or a formal operating agreement (HolacracyOne offers a sample operating agreement as well, which is not included in this document). Nor is this document for learning to actually use the Holacracy system. Like the owner's manual for a car, a detailed explanation may be helpful at times, but reading it will not teach you how to drive.

Legal Disclaimer

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HOLACRACY™
CONSTITUTION

Version 3.0

HOLACRACY™ CONSTITUTION (v3.0)

PREAMBLE

THIS HOLACRACY CONSTITUTION documents the rules, processes, and structures of the Holacracy organizational operating system (this document being the “**Constitution**”), and thus enables an organizational entity to use such system as its governance and operational foundation, whether such entity is a corporation, partnership, trust, association, joint venture, limited liability company, or other entity, or a team, department, business unit, function, or other subset of such an entity (the entity or subset thereof so adopting this Constitution being the “**Organization**”), when duly adopted by one or more of its directors, managers, founders, or other agents with the due authority to so require such Organization to abide by the terms of this Constitution (such agents the “**Ratifiers**” of this Constitution).

Once the Ratifiers duly adopt this Constitution to govern the Organization, they thereby cede all authority to directly govern and control such Organization into the governance process defined by this Constitution, except for those authorities retained per the terms of Article 5, and all duly-designated agents of such Organization shall gain the authorities documented herein or granted hereunder as if directly granted by such Ratifiers (each such agent, whether a partner, employee, contractor, volunteer, director, or otherwise, being a “**Partner**” of the Organization).

ARTICLE 1

ROLES & ROLE-FILLERS

1.1 Definition of Role. A “**Role**” is an organizational entity which (a) exists to express certain capacities or potentials, perform certain functions, and/or pursue certain results (its “**Purpose**”); and (b) may be intended to control and regulate activity within certain organizational functions, processes, domains, or other areas or spheres of activity (each such area a “**Scope**”); and (c) may be intended to perform or otherwise manage and effect the execution of certain ongoing activities (each such activity an “**Accountability**”).

1.2 Responsibilities of Role-Fillers. Whenever a person is duly assigned to fill a Role (such Role’s “**Role-Filler**”), such service shall confer upon such Role-Filler those certain responsibilities and authorities documented in this Article 1, which Role-Filler shall be deemed to have accepted and agreed to enact on behalf of the entity which defined such Role until such time as such Role-Filler effects whatever resignations or other due-process may be necessary to cause their removal from such Role; provided, however, that any authorities conveyed hereunder may only be enacted in service of the Purpose of the entity which defined such Role, and never to the detriment of such Purpose, as reasonably assessed in good faith by such Role-Filler.

1.3 Sensing & Processing Tensions. Each Role-Filler duly assigned to fill one or more Roles of the Organization shall, for each such Role, monitor the current state and operational activity (the “**Current Reality**”) within the Scope of such Role, as well as within the immediate context which holds such Role, and shall regularly compare such Current Reality to the Purposes of such Role and such context, to identify gaps between the Current Reality and

either such Purpose (each such gap a “***Tension***”). For each Tension so identified which a Role-Filler believes has the potential to be reduced by evolving the Current Reality to more fully match or express the relevant Purpose, such Role-Filler shall process such Tension to effect such evolution by identifying and enacting one or more appropriate courses of action given the authorities and other mechanisms available to such Role-Filler.

1.4 Processing Accountabilities. Each Role-Filler duly assigned to fill one or more Roles of the Organization shall, for each such Role, regularly review any Accountabilities duly-assigned to such Role and reasonably determine, in service of expressing each such Accountability on behalf of the entity which holds such Role, (a) any specific actions which could be executed immediately and would be desirable to execute immediately in the absence of competing priorities (each a “***Next-Action***”), and (b) any specific outcomes which would be desirable to work towards realizing in the absence of competing priorities, and which would take multiple sequential Next-Actions to achieve, with each subsequent Next-Action being useful to define in the course of pursuing such outcome based on the results of the work up until such point (each such outcome a “***Project***”).

1.5 Prioritizing Projects. Each Role-Filler shall regularly review all Projects tracked by such Role-Filler and shall further prioritize and categorize each such Project as either a Project to actively and presently direct attention and resources towards enacting (a “***Current Project***”), or a Project to revisit or reconsider in the future and not actively work towards enacting at present (a “***Potential Future Project***”).

1.6 Processing Projects. Each Role-Filler shall regularly review the Current Projects tracked by such Role-Filler, and for each such Current Project shall determine what Next-Action(s) are reasonably necessary or desirable at that point in time to move towards completing such Current Project. Each Role-Filler shall also occasionally review the Potential Future Projects tracked by such Role-Filler, to identify any Potential Future Projects which should at that time be re-categorized as Current Projects.

1.7 Tracking Projects & Next-Actions. For each Project or Next-Action identified by a Role-Filler according to the terms of this Article 1 and within such Role-Filler’s authority to execute upon, such Role-Filler shall explicitly capture and track such Project or Next-Action in a database or similar material system which could be readily transmitted to or reviewed by another person if any due-process caused such a requirement, and shall further regularly maintain such system to keep it reflective of the current state of such Role-Filler’s actual and potential work.

1.8 Defining Policies. Each Role-Filler duly assigned to fill one or more Roles of the Organization shall, for each such Role, have the authority to control and regulate each Scope assigned to such Role, by (a) assessing and responding to specific requests for permission to take actions which impact such Scope, as provided in Section 1.10; and (b) defining specific grants of authority which allow others to take actions which exert control or have a material impact within such Scope, as well as limits or due-processes constraining such authority or how such authority may be exercised (each such grant or constraint of authority a “***Policy***” of such Role), provided however that before any such Policy shall be valid and binding, such Role-Filler must first document and publish such Policy in a forum freely and easily accessible to whomever is likely to use and apply such Policy.

1.9 Directing Attention & Resources. Given the various Accountabilities, Projects, Next-Actions, and other potential activities a Role-Filler could act upon, each Role-Filler shall have the responsibility and authority to continually assess and decide how and where among such potential activities to focus and apply their attention, energy, and efforts available, as well as any budgets or other resources duly authorized and available for such Role-Filler to so apply, provided however that such Role-Filler shall always use best efforts to incorporate and honor in such assessment any prioritization decisions or strategies specified by any Role-Filler, process, or other mechanism with the due authority to so specify such direction.

1.10 Executing Next-Actions. Each Role-Filler shall have the authority to execute any Next-Actions reasonably necessary or desirable for the performance of any Accountabilities assigned to any Role held by such Role-Filler, provided that such Next-Action (a) does not violate any Policy duly defined by or acting upon the entity which contains such Role; and (b) exerts or effects control only within any Scopes duly-controlled by such Role, by the entity which contains such Role, or by the entity which contains such entity, recursively, and not within any Scopes duly-controlled by any other Role or entity, unless (i) relevant Policies published by such other entity allow such action and such Role-Filler follows such Policies in so acting, or (ii) such Role-Filler received such other entity's permission to proceed with such action.

1.11 Individual Action. Even beyond those actions already authorized by Section 1.10, each Role-Filler shall have the further authority to execute any Next-Actions reasonably necessary or desirable to address a Tension sensed according to the terms of Section 1.3, whether or not such action is for the performance of assigned Accountabilities, provided that such action-taking still meets the other criteria contained in Section 1.10, or, to the extent it does not, that the potential value of such action is tactical in nature and seeking to meet such criteria before so acting would risk such value and leave more Tension for the overall Organization than would violating such criteria, in the reasonable judgment of the Role-Filler taking such action (taking such action under the additional authority of this Section 1.11 being taking "**Individual Action**").

1.11.1 Corollary Requirements. For a Next-Action which would not be authorized under the terms of Section 1.10 to be considered authorized under the terms of this Section 1.11 and thus count as Individual Action, the Role-Filler must, commensurate with or promptly following such action, (a) to the extent such action exerts or effects control within the Scope of any Role, explicitly alert such Role's Role-Filler that Individual Action was so taken as well as the nature and outcome of such action; and (b) to the extent such action has become or is reasonably likely to become a recurring need or pattern of action, or in any case promptly after receiving an explicit request from any Partner of the Organization, take whatever additional actions are reasonably needed or useful to remove the perceived need for taking such Individual Action outside of regularly defined authorities.

1.11.2 Resource Allocation Excluded. No Role-Filler shall have the authority to make any decisions or execute any Next-Actions under this Section 1.11 which would cause or commit the Organization to financial expenditures beyond a level which such Role-Filler has otherwise been explicitly authorized to cause or commit to, and any such action so taken beyond such level shall not be considered authorized as Individual Action. For the purposes of this Section 1.11.2, any decisions or Next-Actions which cause or commit the Organization to accept lower prices for its products or services than those such Role-Filler otherwise had the explicit

authority to extend shall also be considered as causing an expenditure of an amount equal to the amount such prices are below the lowest pricing such Role-Filler was otherwise authorized to so extend.

ARTICLE 2

CIRCLE STRUCTURE

2.1 Definition of Circle. A “***Circle***” is a Role which also (i) harnesses, coordinates, and integrates the efforts, energies, and attention of multiple people designated to work towards its Purpose or within its Scope through the governance and operational processes defined in this Constitution (each a “***Circle Member***” of such Circle), and (ii) may itself contain Roles, defined by its Circle Members through the governance process defined in this Constitution, which further differentiate and organize the expression of its Purpose, control of its Scope, and enactment of its Accountabilities (such Circle’s “***Defined Roles***”).

2.2 Circle Members. The Circle Members of a Circle shall include:

- (a) the Lead Link of such Circle, as defined in Section 2.3;
- (b) Rep Links elected to such Circle, per the terms of Section 2.8.4;
- (c) each Cross Link into such Circle, per the terms of Section 2.9;
- (d) each Partner of the Organization duly-assigned to fill one or more Defined Roles of such Circle, excluding any Partner focusing only a de minimis amount of time and attention on such Roles, as reasonably judged by such Circle’s Lead Link; and
- (e) persons appointed by such Circle’s Lead Link, per Section 2.3.1.

2.3 Circle Lead Link. In addition to any Defined Roles, each Circle shall have a “***Lead Link Role***” with the definition given in APPENDIX A and as further defined in this Constitution (the person so appointed to fill such Lead Link Role, while acting in such capacity, being the Circle’s “***Lead Link***”).

2.3.1 Circle Member Appointments. The Lead Link of a Circle may appoint additional persons to serve as Circle Members of a Circle beyond those required to be so designated per the terms of this Constitution, and may further remove such a person from such an appointment, provided such person is not also automatically designated as a Circle Member of such Circle by virtue of another appointment, process, or rule defined in this Constitution.

2.3.2 Lead Link Holds Undifferentiated Functions. A Circle’s Lead Link Role shall also be deemed to hold any Accountabilities and control any Scope defined on such Circle itself, but only to the extent that such Accountabilities or Scope, or any part or aspect thereof, has not been defined upon a Role within such Circle; provided, however, that such Circle’s Lead Link shall not have the authority to define Policies for a Scope granted by virtue of this Section 2.3.2 outside of the governance process of such Circle as detailed in Section 2.5.

2.3.3 Amending Lead Link Role. No Circle shall be permitted to add Accountabilities, Scope, or authorities to its own Lead Link Role, however the entity or process which defined such Circle may add such elements to such Circle itself, which may then be inherited by such Circle's Lead Link's per Section 2.3.2 until further differentiated. A Circle may remove any Accountabilities, Scope, authorities, or other elements granted to such Circle's Lead Link Role, whether so granted by virtue of such Circle's definition or by this Constitution, by placing such elements on a different Role within such Circle through its due governance process. To the extent any such elements are so delegated, such placement shall automatically preempt and remove such elements from the Lead Link Role, and such Circle may further amend, move, or remove any such delegation through its due governance process. Beyond such ability to delegate any or all elements of a Lead Link Role, no Circle may remove its Lead Link Role entirely.

2.4 Defining Roles. Except as otherwise provided herein, a Circle's Circle Members may define or amend such Circle's Defined Roles through the due governance process defined in Article 3 of this Constitution; provided, however, that no Circle nor any Circle Member of a Circle shall have the authority (i) to cause or grant authority for such governance to happen through any means except via such due-process, or (ii) to define a Scope upon any Role which falls outside the Scope granted to such Circle itself to control, or to otherwise grant more authority to a Role than such Circle itself holds.

2.5 Defining Policies. Policies controlling a Circle's Scope may be defined or modified by such Circle's Circle Members only through the due governance process defined in Article 3 of this Constitution; provided, however, that to the extent a Circle has delegated control within its Scope by defining Scopes on its Roles, such Roles shall instead control such Scopes as specified in Section 1.8, and such Circle's governance process shall no longer have the authority to define or modify Policies within such a delegated Scope. Such Circle shall always, however, retain the authority to remove or amend such Scope delegation via its due governance process and thereby regain such authority.

2.6 Role Assignment. The Lead Link of a Circle shall have the authority to assign one or more Partners of the Organization or other appropriate persons to fill and execute upon any of such Circle's Defined Roles, subject to any relevant Policies of such Circle or of any other duly-authorized Role or Circle of the Organization.

2.6.1 Unfilled Roles. Whenever a Defined Role is unfilled for any reason, such Circle's Lead Link shall automatically be deemed to fill such Role until such time as at least one person has been duly assigned to such Role. Notwithstanding the foregoing, a Circle may specify an alternate treatment to that specified in this Section 2.6.1 via a Policy defined through the governance process of such Circle.

2.6.2 Assigning Roles to Non-Partners. Whenever a Defined Role is assigned to a person who is not a Partner of the Organization, the Lead Link of such Circle shall automatically be deemed to hold an Accountability for "Monitoring for and addressing Tensions relevant to the Circle which surface through the work and work processes of non-Circle Members who fill Defined Roles". Notwithstanding the foregoing, a Circle may specify an

alternate treatment to that specified in this Section 2.6.2 via a Policy defined through the governance process of such Circle.

2.6.3 Assigning Roles to Multiple People. A Defined Role may be assigned to multiple persons only if (a) a process or similar mechanism exists to differentiate and clarify which of the persons filling such Role shall hold the Accountabilities and authorities of such Role within each specific context or instance of work facing such Role, such that ambiguity of authority is not increased by assigning multiple persons to such Role; or (b) the person duly-assigning multiple persons to a Defined Role specifies, along with each person assigned to such Role, a specific context, area, or similar subset of the Role's possible focus (a "***Focus***") which such person is intended to enact such Role within and which prevents such ambiguity, in which case the Purpose, Accountabilities, and Scope defined for such Role shall be interpreted as applying specifically and only within the Focus so specified for each such assignment, as if such Focus had been written into the definition of each such element of such Role to so constrain such Role's definition.

2.6.4 Resignation from Roles. A person so assigned to a Role of a Circle under this Section 2.4 may resign from such assignment at any time by giving notice to the Lead Link of such Circle, or to such other Role as may be given Accountability by such Circle for assigning persons to Roles, as the case may be. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Notwithstanding the foregoing, any Circle granted the due authority to appoint Partners of the Organization may impose constraints or requirements on any such resignations from such Partners, and in the event of a conflict between such terms and those specified in this Section 2.6.4, those of such Circle shall prevail.

2.7 Elected Roles. In addition to any Defined Roles which may be created, each Circle shall have a "***Facilitator Role***", a "***Secretary Role***", and a "***Rep Link Role***" with the definitions given in **APPENDIX A** and as further defined in this Constitution (collectively, the "***Elected Roles***", with "***Facilitator***", "***Secretary***", and "***Rep Link***" meaning the person filling each such Elected Role, respectively, when acting in such capacity).

2.7.1 Elections & Eligibility. Except as otherwise specified herein, each Circle shall hold regular elections to elect a Circle Member of such Circle into each of the Elected Roles for such Circle in a Governance Meeting of such Circle, using the process and rules defined in Article 3. Any Circle Member of a Circle shall be eligible for such an election and each Circle Member may hold multiple Elected Roles, except that the Circle Member filling the Lead Link Role for a Circle shall not be eligible for election into either the Facilitator Role or the Rep Link Role for such Circle.

2.7.2 Election Terms & Revisiting. Each election for an Elected Role shall carry a term defined in the election process, after which a new regular election for such Elected Role shall be held. Even before a term has expired however, any Circle Member of a Circle shall have the authority to call for and cause a new election to be held for any of the Elected Roles of such Circle during any Governance Meeting of such Circle, as provided for in Article 3.

2.7.3 Amending Elected Roles. A Circle may add Accountabilities or Scope to its Elected Roles from time to time through the governance process of such Circle, as well as amend or remove any such additions; provided, however, that no Circle may remove such Elected Roles nor amend or remove any Purpose, Scope, Accountabilities, or authorities granted to such Elected Roles by this Constitution, except as expressly allowed herein, and any additions made by a Circle to its Elected Roles shall apply only to the Elected Roles within such Circle and not to those of any other Circle.

2.7.4 Surrogates for Elected Roles. To the extent an Elected Role is temporarily unfilled for any reason, or to the extent a Circle Member filling an Elected Role is not present or feels unable or unwilling to enact such Role's duties within a relevant meeting of such Circle, then an alternate person may be appointed to fill such Role on an interim basis, for the duration of such Role being so unfilled or effectively unfilled. Such a temporary appointment may be enacted or removed by the Circle Member currently elected to fill such Elected Role, or, if there is no Circle Member so elected or if such elected Circle Member is not present at a relevant meeting and has not arranged for such an alternate appointment prior to such meeting, then by (a) the acting Facilitator of such Circle; or, (b) if there is no acting Facilitator so elected or present, then by the acting Secretary of such Circle; or, (c) if there is no acting Secretary so elected or present, then by the Lead Link of such Circle; or, (d) if there is no Lead Link of such Circle duly appointed or present, then by any Circle Member of such Circle. Further, while an Elected Role is unfilled, the person so authorized to make a temporary appointment as provided for in this Section 2.7.4 shall automatically be deemed to fill such Elected Role until such an appointment is so made or the Elected Role is otherwise filled via the election process defined herein.

2.8 Sub-Circles. A Circle may contain one or more Defined Roles which are themselves Circles as well, subject to the terms of this Section 2.8 (each Circle contained within another Circle being a "**Sub-Circle**" in relation to such containing Circle, with such containing Circle being the "**Super-Circle**" of each such Sub-Circle).

2.8.1 Formation of Sub-Circles. A Circle may cause or permit the formation of a Sub-Circle by, through its due governance process, either (a) authorizing any Defined Role within such Circle to itself expand into a full Circle; or (b) creating a new Defined Role to encompass and integrate one or more other Defined Roles already contained within such Circle, in which case such new Defined Role shall be a Circle and such other Defined Roles shall move into such new Circle upon its formation and thus be removed from direct containment within such original Circle, provided however that for such act to be valid, the new Circle must have a Scope defined broadly enough to contain the Scope of all such Roles so being encompassed.

2.8.2 Removal of Sub-Circles. A Circle may remove, through due governance process, any Sub-Circle contained within such Circle at any time, by (a) removing such Sub-Circle entirely, in which case all of such Sub-Circle's Roles, including further Sub-Circles, recursively, shall also be terminated, however any Policies defined for such Sub-Circle's Scope shall be retained by such Circle unless otherwise specified through such Circle's governance process; or (b) collapsing such Sub-Circle back into a Role which is not itself a Circle, in which case all of such Sub-Circle's Roles shall be automatically terminated, including any further Sub-Circles, recursively, but such Role so collapsing shall itself be retained, as shall any Policies

defined for such Role's Scope; or (c) dissolving the Sub-Circle's boundary without removing its contents, in which case such Sub-Circle shall be removed, however all Policies and Roles within such Sub-Circle, including further Sub-Circles, shall be retained within the Circle so dissolving such boundary.

2.8.3 Lead Link to Sub-Circle. A Circle containing a Defined Role which is also a Sub-Circle may appoint a person to fill such Defined Role using the same process and authority as for any other Defined Role of such Circle, including revoking or changing such appointment as-desired, and the person so appointed to fill such Role shall also automatically fill the Lead Link Role within such Sub-Circle for the duration of such appointment.

2.8.4 Rep Link to Super-Circle. The Rep Link of a Circle shall automatically become a Circle Member of such Circle's Super-Circle for the duration of their appointment to such Rep Link Role; provided, however, that, unless otherwise specified in a Policy of such Super-Circle, a Rep Link of any Circle which is composed entirely of Circle Members who serve as Lead Links or Cross Links into such Circle from other Circles shall not become a Circle Member of such Super-Circle, and an election into such Rep Link Role need not be conducted, until such Sub-Circle has Circle Members other than those filling such Lead Link or Cross Link Roles.

2.9 Cross Links. Through due governance process, a Super-Circle may require one of its Sub-Circles to accept and integrate into such Sub-Circle a representative of another Circle, which other Circle may be the Super-Circle itself or any of its other Sub-Circles, or a further Sub-Circle thereof due to such other Sub-Circle's further delegation (such representative becomes a "**Cross Link**" from the specified "**Source Circle**" into the specified "**Target Circle**").

2.9.1 Cross Link Role Definition. A Source Circle so authorized to appoint a Cross Link to a Target Circle may enact such right by designating one of such Source Circle's Roles to act as a representative within such Target Circle (the "**Cross Link Role**"), and further giving such Role any Accountabilities that may be appropriate for achieving the goals of such representation. Any such Cross Link Role designation and Accountability definition shall happen through the governance process of such Source Circle, and once so defined such Source Circle may appoint a Role-Filler into such Role as otherwise provided for herein; provided, however, that unless otherwise specified by the Circle which duly-authorized a Cross Link, such Cross Link's Source Circle may only have one Role-Filler appointed at any given time to fill such Role for each such Target Circle so authorized.

2.9.2 Cross Link Authority. Once a Cross Link Role has been duly defined and appointed to its Target Circle, the Role-Filler of such Role shall automatically have the authority to take actions within the Scope of such Target Circle as if such Circle directly contained such Role, per the terms of Section 1.10; provided, however, that the Source Circle defining such Cross Link Role may not grant such Role a Scope which such Source Circle does not itself otherwise have the authority to so control.

2.9.3 Cross Link as Circle Member. The Role-Filler appointed to fill a Cross Link Role shall further become a Circle Member of such Cross Link's Target Circle for the duration of such appointment, and may use all avenues available to such a Circle Member to

process Tensions and otherwise express the Purpose of such Cross Link Role; provided, however, that a Cross Link may only use the governance process of a Target Circle to (a) process Tensions arising from such Target Circle's expression of its own Purpose, or (b) to prevent or remove constraints within such Target Circle on the Source Circle's capacity to express such Source Circle's Purpose; but not to (c) build capacity or place Accountabilities within such Target Circle which are primarily for expressing such Source Circle's Purpose, unless the Super-Circle of such Target Circle has separately placed relevant Accountabilities for doing so upon such Target Circle.

2.9.4 Additions to Cross Link by Target Circle. The Target Circle of a Cross Link may not amend or remove any Accountabilities or other constructs defined for such Cross Link Role by the Source Circle that so created it; however, such Target Circle may add Accountabilities or authorities to such Cross Link Role which such Target Circle otherwise has the authority to so specify, and later amend or remove the same, through such Circle's governance process.

ARTICLE 3

GOVERNANCE PROCESS

3.1 Domain of Governance. Each Circle's governance process shall be enacted under the rules and processes of this Article 3 in order to (a) create, amend, or remove Roles, including defining or amending the Purpose, Scopes, and Accountabilities associated with such Roles; (b) create, amend, or remove Policies which govern within such Circle's Scope; (c) fill its Elected Roles as specified in Section 2.7; (d) create, authorize, amend, or remove Sub-Circles, as further specified in Section 2.8; and (e) authorize Cross-Links, or amend or remove such authorization, as further specified in Section 2.9 (such activities constituting the "**Governance Activities**", and the indicated outputs of such activities the "**Governance Outputs**"). No outputs aside from the Governance Outputs shall be considered due-governance of a Circle, and the Secretary of such Circle shall only capture Governance Outputs in the official governance records of a Circle or in the minutes of any meeting or other due-process enacting such Governance Activities.

3.2 Threshold for Governance Changes. Any Circle Member of a Circle may propose new or amended Governance Outputs for such Circle, using any process allowed per this Article 3, in order to resolve or reduce a Tension sensed by such Circle Member; provided, however, that such Tension must relate to the Purpose of such Circle or any Role within. Any such proposal so made shall be duly adopted as formal and binding Governance Output for such Circle only once every Circle Member of such Circle is given an opportunity to raise Objections to adopting such proposal, in its then-current form if modified from its original language, and no such Objections are so raised.

3.2.1 Criteria for Valid Objections. An "**Objection**" to a proposal put forth for a Circle to consider shall be defined as a Tension which would be caused by adopting such proposal, when such Tension either meets all of the standard criteria defined in (a) through (c) below, or meets the special criteria defined in (d) below:

(a) if the Tension were unaddressed the current capacity of such Circle to express its Purpose would actually degrade, thus the Tension is not simply a potential for further improvement but a step backwards in current capacity (for the purposes of this criteria, any degradation in the clarity of such Circle's acting governance or the expectations or authorities granted thereunder shall count as a degradation of capacity); and

(b) it is a Tension that does not already exist for such Circle in its present severity even in the absence of such proposal, thus it would be created or increased specifically by adopting such proposal; and

(c) the Tension is surfaced by presently-known data or events without regard to predicted data or events, provided that an opportunity is likely to exist in the future to sense and respond if and when such predictions begin to manifest;

or, regardless of all of the above criteria, if

(d) the Tension is caused because the proposal would infringe upon the rules defined in this Constitution or prompt such Circle to act outside of the authority granted to it through the due process defined hereunder, or would otherwise hinder such Circle or its Circle Members from operating within the rules, processes, or authorities defined herein or granted hereunder.

3.2.2 Judging Validity of an Objection. Except as expressly provided otherwise in this Constitution, the Circle Member raising a potential Objection to a proposal shall determine the validity of such potential Objection, provided that, for a potential Objection to be considered valid, the Circle Member so raising such Objection must be able to provide a reasonable argument for why such Objection meets the criteria contained in Section 3.2.1.

3.2.3 Linked Circles Integrated. For the purposes of this Section 3.2, any governance proposals or potential Objections to such proposals raised to a Circle by a Circle Member who serves as a Lead Link or Cross Link to such Circle shall further be considered valid and allowed to the extent they would otherwise be valid within the Circle originating such link, except as limited by Section 2.9.3.

3.3 Governance Meetings. Each Circle shall hold regular meetings, in alignment with any relevant Policies of such Circle, specifically to enact the Governance Activities of such Circle according to the terms of this Constitution (the "***Governance Meetings***" of such Circle). A Circle shall further hold a special Governance Meeting promptly upon the request of any Circle Member of such Circle, and such special Governance Meeting may be used for any purposes that would otherwise be valid in a regular Governance Meeting.

3.3.1 Facilitation of Meetings. The Facilitator of a Circle shall convene, preside over, and facilitate the Governance Meetings of such Circle in alignment with the rules and processes specified in this Section 3.3.

3.3.2 Attendance. Each Circle Member of a Circle shall be entitled to attend and fully participate in the Governance Meetings of such Circle. Other persons who are not Circle Members may attend and participate in a Governance Meeting of such Circle only if (a)

they were explicitly invited by a Circle Member of such Circle to do so, and (b) every Circle Member of such Circle was given an opportunity to raise Objections to such participation in advance of such Governance Meeting, and no Objection was so raised which still remains, in the sole judgment of the Circle Member who raised such Objection; if such criteria are met, such invited participant may participate as if a Circle Member of such Circle for the duration of such Governance Meeting.

3.3.3 Quorum. Unless otherwise specified in a Policy of a Circle, (i) there shall be no quorum requirement for Governance Meetings of such Circle, (ii) the Governance Outputs of such meetings shall be valid regardless of the number of Circle Members in attendance, and (iii) for the purposes of Section 3.2, any Circle Members not in attendance at a Governance Meeting shall automatically be deemed to have been given a chance to raise Objections to any proposals made within such meeting and further deemed to have raised no such Objections; all provided, however, that notice of such meeting was given to all Circle Members by the Secretary of such Circle, in alignment with any relevant Policies defined by such Circle or, in the absence of such Policies, in alignment the Secretary's good-faith judgment of reasonable notice practices.

3.3.4 Agenda Building. The agenda for a Governance Meeting shall be built within such meeting and not beforehand, by the Facilitator soliciting and capturing agenda items on the formal agenda for such meeting at or near the beginning of each such meeting. Agenda items shall be solicited from all meeting participants in the case of a general meeting, or, in the case of a special meeting, from just the participant who called such special meeting, unless such participant chooses to allow additional agenda items from other participants. Notwithstanding the foregoing, the Facilitator may add items to the formal agenda from any participant at any time during a Governance Meeting after the initial agenda building has concluded, however, in the case of a special meeting, may not proceed with processing such newly-added items until after all originally-added items have been completed, unless the participant who called such special meeting so allows.

(a) Valid Agenda Items. Meeting participants may add agenda items solely to attempt processing Tensions per the terms of Section 3.2; provided, however, that a participant may nonetheless add an agenda item for which such participant does not initially have a proposal expressed in the form of Governance Output, and processing such an agenda item shall include seeking such a proposal per the process defined in this Section 3.3.

(b) Agenda Item Format. A meeting participant shall add an agenda item by providing only a short label which references the Tension such participant intends to address or the proposal such participant intends to make, and shall not engage in explanation or discussion regarding such Tension or proposal until processing begins on such agenda item as provided for herein.

(c) Ordering the Agenda. Once all agenda items for a Governance Meeting have been surfaced and captured, the Facilitator shall determine the order in which to process such agenda items using any process the Facilitator deems appropriate, provided that any agenda item or items which call for an election of any of the Circle's Elected Roles must be placed before all other agenda items upon the request of any meeting participant.

3.3.5 Processing Agenda Items. Once the order of the agenda has been determined, the meeting participants shall proceed through processing each agenda item one at a time, and the goal and focus while processing such an agenda item shall be solely to resolve or reduce the Tension represented by such agenda item, and solely as sensed and judged by the person who raised such agenda item (the “*Proposer*”).

(a) Getting to a Proposal. In service of processing an agenda item, the Proposer shall have the option to either make a proposal immediately to address the Tension represented by such agenda item, or to start with an open discussion or other process as may be allowed by the Facilitator in order to generate one or more such proposals.

(b) Decision-Making Process. Once a proposal is put forth for an agenda item by the Proposer, the Facilitator shall use the process described in **APPENDIX B** (the “*Integrative Decision-Making Process*”) to further process and resolve such proposal, unless such agenda item is a call for an election, in which case the Facilitator shall use the process described in **APPENDIX C** (the “*Integrative Election Process*”).

(c) Testing Objections. To the extent any Objections are raised while processing a proposal, the Facilitator may test the validity of any such Objection by requesting that the participant so raising the Objection provide the reasonable argument required per the terms of Section 3.2.2 explaining why such Objection meets the required criteria, and such Objection shall be dismissed unless such an argument is so presented. Such testing of an Objection by the Facilitator may be done when a participant initially states an Objection or anytime thereafter until the proposal is resolved, and in any case the Facilitator shall always engage in such a test if called upon to do so during the integration phase of the Integrative Decision-Making Process or Integrative Election Process, as the case may be, by any participant in such process.

3.3.6 Operational Decisions in Governance Meetings. Without limiting any of the terms of this Article 3, to the extent it is done in good faith and does not distract from the intended focus of a Governance Meeting, any participant may cause or agree to take on Projects or Next-Actions during such a meeting, or make other operational decisions outside the scope of the Circle’s Governance Activities, provided that such participant otherwise has the authority to do so outside of such meeting. Any such operational decision which happens to be so made within a Governance Meeting shall not under any circumstances constitute formal output of such meeting, shall not be captured by the Secretary in the minutes of such meeting nor the formal governance records of the Circle conducting such meeting, and shall carry no more or less weight or authority than if such decision were so made outside of any Circle meeting by the Circle Member so making such decision.

3.4 Governance Outside of Meetings. Unless otherwise constrained by relevant Policies, a Circle may conduct Governance Activities outside of a formal Governance Meeting of such Circle, by any of its Circle Members distributing a valid governance proposal to all other Circle Members of such circle via any typically-used channel for such Circle’s communications. Such proposal shall be considered adopted as formal Governance Output upon each Circle Member responding to the Secretary of such Circle with an explicit acknowledgement that such Circle Member sees no Objections to such proposal. A Circle may, however, define a Policy

which (a) further constrains or eliminates this ability to make proposals outside of such Circle's Governance Meetings; or (b) institutes a time limit upon which any proposal so distributed shall automatically be accepted even in the absence of receiving explicit acknowledgement of no Objections from all Circle Members, provided however that all Circle Members shall always retain the right to stop the processing or acceptance of such a proposal made outside of a Governance Meeting by notifying such Circle's Secretary, within any time limits specified by Policy of such Circle, of the desire to instead process such proposal within a Governance Meeting of such Circle.

3.5 Interpretation of Governance. Each Partner so affected by the Governance Outputs of a Circle may, whenever necessary or convenient in their service for the Organization, (a) use their reasonable judgment to interpret such governance, including reasonably inferring the extent or limits of any authorities or requirements defined by such governance, or (b) ask the Secretary of a relevant Circle to provide such an interpretation, in which case such Secretary shall promptly respond with such an interpretation; for the purposes of this clause, relevant Secretaries shall include the Secretary of the Circle which defined such governance, and, in the case of governance applied to or acting upon another Circle, such other Circle's Secretary as well. In any case, such Partner may use and act based upon any such interpretation as if valid Governance Output itself, subject to the further terms specified in this Section 3.5.

3.5.1 Secretary Interpretation Trumps. To the extent any Partner's interpretation of the Governance Output of a Circle conflicts with an interpretation made by the Secretary of such Circle, such Secretary's interpretation shall trump and rule and all Partners shall incorporate such Secretary's ruling into their own reasonable interpretation process upon becoming aware of such ruling; provided, however, that such ruling shall be null and void upon the relevant governance underlying such interpretation changing through the due-process herein, or upon being otherwise reversed or overruled as provided for herein.

3.5.2 Super-Circle Interpretation Trumps. To the extent an interpretation made under this Section 3.5 by the Secretary of a Circle conflicts with an interpretation made by the Secretary of any of such Circle's Super-Circles, recursively, such Super-Circle interpretation shall trump and rule, and all Partners and Sub-Circle Secretaries shall incorporate such Super-Circle's ruling into their own reasonable interpretation process upon becoming aware of such ruling; provided, however, that such ruling shall be null and void upon the relevant governance underlying such interpretation changing through the due-process herein, or upon being otherwise reversed or overruled as provided for herein.

3.5.3 Published Interpretations as Common Law. A Secretary of a Circle may further choose to document and publish any interpretations so made by such Secretary under this Section 3.5 in the governance records of such Circle. To the extent any such interpretations are so published, (a) all Partners shall align their own interpretations of such Circle's governance with such published interpretations to the extent reasonably practical, without requiring the burden of significant research, as if such interpretations were themselves valid governance of such Circle, and (b) when making formal interpretations as provided for herein, such Circle's Secretary shall consider such standing published interpretations of such Circle, and of any Super-Circle of such Circle, and shall endeavor to avoid conflict with such prior interpretations to the extent reasonable and practical under the then-current circumstances, provided however that such

Secretary may contradict and thus change a standing interpretation of such Circle when a compelling new argument exists for such reversal, so long as such new interpretation does not conflict with a published interpretation of a Super-Circle of such Circle.

3.6 Process Breakdown. In the event a Circle evidences a pattern of behavior or outputs which conflict with the rules and processes defined in this Constitution, as determined according to the terms of this Section 3.6 (such Circle is thus experiencing a “**Process Breakdown**”), then such Process Breakdown shall trigger the restorative process, special rules, and extended authorities defined in this Section 3.6 until such Process Breakdown is resolved as provided for herein.

3.6.1 Failed Governance. In the event a Circle (i) starts processing a Proposer’s agenda item in a Governance Meeting but fails to reach a final accepted proposal after reasonable time and effort, and (ii) such Proposer then calls a separate special Governance Meeting for the purpose of again attempting to resolve such item, and (iii) such additional attempt also fails; then, at the sole discretion of each, such Proposer or such Circle’s Facilitator may declare a Process Breakdown and trigger the restorative process described in Section 3.6.3.

3.6.2 Process Auditing. The Facilitator of a Circle shall have the Accountability for auditing each Sub-Circle’s meetings and records, as further specified in **APPENDIX A**, except that if such Facilitator is also the Lead Link or Facilitator of a Sub-Circle, then such Accountability, with regard to that specific Sub-Circle, shall instead be placed on the Rep Link of such Circle; or, if such Rep Link is also the Lead Link or Facilitator of such Sub-Circle, then on the Secretary of such Circle; or, if such Secretary is also the Lead Link or Facilitator of such Sub-Circle, then on the longest-term continuous Circle Member of such Circle who is not also the Lead Link or Facilitator of such Sub-Circle nor the Lead Link of such Circle (such Circle’s “**Process Auditor**”). The Process Auditor for a Circle shall have the authority to determine when such Circle evidences a Process Breakdown and thus to trigger the restorative process described in Section 3.6.3.

3.6.3 Process Restoration. Once a Process Breakdown occurs within a Circle, the following shall occur until due process is restored, as reasonably assessed by such Circle’s Process Auditor: (i) the Process Auditor for such Circle shall automatically become the Facilitator of such Circle; and (ii) the Process Auditor for such Circle shall hold and energize a Project to seek restoration of due-process within such Circle; and (iii) the authority to reasonably judge the validity of an Objection raised during the governance process of such Circle, which typically vests in the person so raising an Objection as defined in Section 3.2.2, shall instead vest in the Facilitator of such Circle; and (iv) upon request of the Facilitator of such Circle, which request shall be made solely for the purpose of restoring due process, the Lead Link of such Circle shall be replaced by any person selected through due authority and process of such Circle’s Super-Circle, provided that the Facilitator of such Circle shall have the authority to approve such appointment given such Circle’s needs to aid in the restoration of due process.

3.6.4 Escalation of Process Breakdown. If a Process Breakdown in a Circle is not cured within a reasonable timeframe, as judged by the Process Auditor of such Circle’s Super-Circle, such failure to restore due process shall be considered a Process Breakdown of such Circle’s Super-Circle.

3.6.5 Process Restoration Considered In-Process. Any Process Breakdown which is identified and acted upon as provided for herein, or which reasonably would be identified and acted upon in due course, shall not be considered a breach of this Constitution or a failure on the part of any party to uphold the terms specified herein, unless such Process Breakdown escalates as provided herein to the Ratifiers and the Ratifiers fail to restore due process within a reasonable timeframe.

ARTICLE 4

OPERATIONAL PROCESS

4.1 Domain of Operations. In addition to enacting all relevant responsibilities and authorities of Role-Fillers granted in Article 1 herein, the Circle Members of a Circle shall further synchronize and align their work to assist each other in expressing the Purpose and Accountabilities of all Roles of such Circle, and of such Circle itself, by enacting the further responsibilities, authorities, and processes specified in this Article 4 (all such activities, including the enactment of those defined in Article 1, constitute the “*Operational Process*” of such Circle).

4.2 Duty of Transparency. Circle Members of a Circle shall have the responsibility to provide general transparency to their fellow Circle Members around their processing and workflow with respect to their work for such Circle and its Roles, as further specified in this Section 4.2.

4.2.1 Projects & Next-Actions. Each Circle Member of a Circle shall, promptly upon request of a fellow Circle Member of such Circle, provide such requester transparency into what Projects and Next-Actions such Circle Member is holding and tracking for potential execution pursuant to Section 1.7 for any Roles of such Circle.

4.2.2 Relative Priority. For any Project or Next-Action held by a Circle Member, promptly upon request of a fellow Circle Member, such holder shall provide their judgment of the relative priority of allocating attention or other resources to the execution of such Project or Next-Action, as provided for in Section 1.9, as compared with other potential activities to which such holder might otherwise allocate such attention or resources.

4.2.3 Projections. For any Project or Next-Action held by a Circle Member, promptly upon request of a fellow Circle Member, such holder shall provide a reasonable projection, without the burden of detailed analysis or planning, of the date upon which such Project or Next-Action is likely to be completed given the current knowledge, context, and priorities of the holder of such Project or Next-Action. Such projection shall not constitute a commitment in any way and shall be treated only as a rough current estimate subject to change at any time, and, unless otherwise provided in relevant governance, nor shall making such a projection confer any duty whatsoever of tracking such projection, managing work towards such projection, or following-up or notifying the recipient upon changes to such projection; provided, however, that such recipient may continue to request further updated projections from time to time as reasonably desired.

4.2.4 Checklist Items & Metrics. For each Role of a Circle held by a Circle Member of such Circle, such Circle Member shall, within such Circle's Tactical Meetings or any other forum which may be established by Policy of such Circle, (a) track and report any metrics assigned to such Role by such Circle's Lead Link, Rep Link, or any other Role which may be granted due authority to so specify such metrics, and (b) verify the completion of any recurring actions which such Circle Member routinely performs in service of such Role's Accountabilities and for which another Circle Member has so requested such regular verification.

4.3 Duty of Processing. In addition to the regular processing of Accountabilities and Projects required by Sections 1.4 and 1.6, each Circle Member of a Circle shall engage in such processing promptly upon request of a fellow Circle Member of such Circle, and shall inform such requester of the results of such processing, including any resulting Projects or Next-Actions so identified and tracked.

4.3.1 Incorporating Requests. While processing any Accountability or Project upon special request pursuant to this Section 4.3, a Circle Member so processing shall consider any Projects or Next-Actions which are specifically requested by such requester, if any, and shall incorporate them into such Circle Member's lists of potential Projects and Next-Actions to the extent such Circle Member deems them appropriate Projects or Next-Actions according to the definitions and terms specified in Section 1.4 or 1.6, or, to the extent such requested Projects or Next-Actions are not deemed so appropriate, such Circle Member shall provide such requester with the reasoning behind such assessment.

4.3.2 Prioritization Separate from Processing. Any Projects or Next-Actions defined by a Circle Member while processing upon request under the terms of this Section 4.3, including those considered and accepted upon request, shall nonetheless be subject to the prioritization and resource allocation processes and authority of such Circle Member pursuant to Sections 1.5 and 1.9, and such Circle Member shall have no obligation to incorporate requests for specific prioritization treatment of any such Project or Next-Action, except as otherwise provided for herein or through due-governance of the relevant Circle.

4.4 Duty of Consideration. When a Circle Member of a Circle requests permission to allow an action which impacts the Scope of a Role held by another Circle Member of such Circle, as provided for in Section 1.10, such other Circle Member shall have the responsibility to promptly and duly consider, evaluate, and respond to such request, and may only deny permission for such proposed action by offering an Objection to such action which meets the validity criteria defined in Section 3.2.1.

4.5 Duty of Alignment. Each Circle Member filling one or more Roles of a Circle shall, in the expression of their responsibilities and authorities as a Role-Filler for such Roles, use their best efforts and judgment in such expression to align with any prioritizations or strategies established by the Lead Link of such Circle, or any other Circle Member, process, or other mechanism which may be granted the authority to so specify such prioritizations or strategies through the due Governance Process of a duly-authorized Circle.

4.6 Tactical Meetings. Each Circle shall further hold regular meetings of its Circle Members as further defined in this Section 4.6 to facilitate such Circle's general Operational

Process (such Circle's "***Tactical Meetings***"), in addition to any other general or special-purpose meetings related to the operational work of such Circle which may be held from time to time.

4.6.1 Focus & Intent. The Tactical Meetings of a Circle shall include space for (a) surfacing recurring data points, metrics, and verifications which increase visibility of such Circle's Current Reality; (b) sharing progress updates on the movement of key work through the various Roles of such Circle; and (c) triaging Next-Actions or Projects needed to dissolve key constraints or facilitate cross-Role integration within such Circle, including allowing Circle Members to engage the duties and authorities of other Circle Members in their Roles, as defined herein and via the Governance Process of such Circle.

4.6.2 Frequency & Attendance. Regular Tactical Meetings of a Circle shall be convened at a frequency specified by Policy of such Circle, or, in the absence of such a Policy, at a frequency determined by the Facilitator of such Circle. Each Circle Member shall be entitled to attend and fully participate in such Tactical Meetings, and there shall be no minimum quorum requirement for such meetings unless otherwise specified in a Policy of such Circle. Except as otherwise stated within this Constitution, other persons who are not Circle Members of a Circle may participate in the Tactical Meetings of such Circle only if (a) they were explicitly invited by a Circle Member of such Circle to do so, and (b) every Circle Member of such Circle was given an opportunity to raise Objections to such participation in advance of such participation, and no Objection was so raised which still remains, in the sole judgment of a Circle Member who raised such an Objection.

4.6.3 Facilitation & Process. The Facilitator of a Circle shall convene, preside over, and facilitate the regular Tactical Meetings of such Circle in alignment with the focus, intent, and rules defined herein and any further Policies or process defined via the Governance Process of such Circle. In the absence of due governance specifying otherwise, the Facilitator shall include distinct spaces for each of the intended foci of such meeting defined in Section 4.6.1, using the following further rules and processes:

(a) Surfacing Data. Once the Facilitator opens space for surfacing recurring data within a Tactical Meeting of a Circle, each Circle Member shall verify the completion of any regular and recurring actions, and report on any regular data points or metrics, which each such Circle Member has been duly assigned to so verify or report per the terms of Section 4.2.4.

(b) Progress Updates. Once the Facilitator opens space for progress updates within a Tactical Meeting of a Circle, each Circle Member shall highlight progress made since the last Tactical Meeting towards achieving any Project or expressing any Accountability duly-held by such Circle Member, which such progress update (a) such Circle Member believes relevant and useful to report to such meeting's participants, or (b) another Circle Member explicitly requests within such meeting or has requested on an ongoing basis within a prior Tactical Meeting. Any such requests for ongoing progress updates shall be captured and published by the Secretary of such Circle.

(c) Triage Issues. Once the Facilitator opens space for triaging issues within a Tactical Meeting of a Circle, the Facilitator shall form an agenda of issues to so triage

within such space and each participant shall be entitled to add any items they deem useful to triage to such agenda. For each such agenda item, the Facilitator shall allow the participant who raised such item to engage other participants as-needed in the duties and authorities held by such other participants, until such engagement has either addressed such participant's perceived need, or has resulted in the definition and ownership of one or more new Next-Actions or Projects which, once completed, would address such need. The participants shall endeavor to move as fast as possible in such processing to allow all such agenda items so raised to reach such a conclusion, and the Secretary shall record any Next-Actions or Projects so identified and promptly distribute such results to the participants after such meeting.

4.6.4 Lead Link as Surrogate. In order to effect the intended integration function of a Tactical Meeting, for the duration of such meeting, the Lead Link of the Circle holding such meeting shall be entitled to act within and exercise the authority of any Role of such Circle held by any Circle Member of such Circle who is not present at such meeting, and any decisions made or actions taken under such authority shall endure after such meeting just as if made or taken by such Role's Role-Filler, until otherwise specified or replaced by such Role-Filler.

ARTICLE 5

ADOPTION MATTERS & RATIFIER AUTHORITY

5.1 Anchor Circle(s). The Ratifiers of this Constitution shall, commensurate with the adoption of such Constitution, define one or more initial Circles so authorized and required to govern and execute the work of the Organization under the terms of this Constitution (each an "**Anchor Circle**"). Each such definition shall at a minimum include: (i) a name for the Anchor Circle, (ii) the Purpose of such Anchor Circle, and (iii) a Scope for such Anchor Circle. The Ratifiers may change such definitions from time to time subject to the terms in this Article 5.

5.2 Partnership Matters. The Ratifiers of this Constitution shall specify which Anchor Circle(s), if any, shall have the authority to designate and remove Partners of the Organization and govern matters related to such Partners' participation as Partners of the Organization, including defining compensation systems and other Partner-related systems and processes. To the extent the Ratifiers do not grant such authority to an Anchor Circle, the Ratifiers shall themselves be deemed to retain such authority.

5.2.1 Seed Partners. In addition to delegating or retaining the general authority for appointing Partners of the Organization, the Ratifiers shall, at a minimum, grant Partner status to one or more persons who shall form the initial Partners of the Organization and automatically serve as Circle Members of one or more specified Anchor Circles (the "**Seed Partners**"). Unless otherwise specified by the Ratifiers, even if the general authority for appointing and removing Partners has been delegated to an Anchor Circle as allowed herein, all control around matters related to the Partner status for such Seed Partners shall nonetheless be retained by the Ratifiers.

5.3 Ratifiers as Super-Circle. The Ratifiers shall be considered the Super-Circle of each Anchor Circle, as well as the Lead Link of each Anchor Circle's Lead Link, for the

purposes of any Accountabilities, authorities, procedures, or other matters discussed in this Constitution that make reference thereto.

5.3.1 Lead Links from Ratifiers. The Ratifiers shall appoint a Lead Link to each Anchor Circle, which such appointment(s) may be changed by the Ratifiers from time to time.

5.3.2 Rep Links to Ratifiers. The Ratifiers shall make reasonable efforts, to the extent practical, to provide the Rep Link(s) elected by each Anchor Circle with visibility and input into matters that are beyond the Scope of such Anchor Circle, including, to the extent practical and requested by such a Rep Link, access and participation in any general-purpose meetings or governance processes of the Ratifiers.

5.4 Initial Structure. Commensurate with or immediately following the adoption of this Constitution, the Ratifiers or their designees may also define initial Sub-Circles of each Anchor Circle, as well as Sub-Circles of such Sub-Circles, recursively, and any initial Roles, Policies, Role assignments, or other decisions within any such Circle, excluding the specification of Role-Fillers for Elected Roles, which such Circle would otherwise be entitled to define for itself according to the terms of this Constitution (the “*Initial Structure*”). The authority of the Ratifiers or their designees to specify an Initial Structure shall be limited only to the starting structure and related decisions connected to the adoption of this Constitution, and such initial authority shall not continue past such adoption except as otherwise provided for through the due process described herein.

5.5 Waiver of Authority. For all matters within the Scope of an Anchor Circle, upon adopting this Constitution the Ratifiers hereby waive any authority they may otherwise have to operate outside the terms of this Constitution or to supersede any authority, autonomy, or other governance granted by this Constitution or by the due process described herein; provided, however, that the Ratifiers shall retain (i) the limited ongoing authorities provided in this Article 5, including the authority to amend or repeal this Constitution by the due process described herein, (ii) any authorities otherwise held by the Ratifiers which are not within a Scope placed upon an Anchor Circle, and (iii) any authority a Ratifier may otherwise have by virtue of serving in any Roles within any Circles of the Organization as provided for in this Constitution.

5.6 Amendments to Constitution. The Ratifiers may amend this Constitution in any way they see fit or remove this Constitution entirely using whatever authority or due process they otherwise enjoy, provided that any such amendment or repeal is promptly communicated to the Lead Link and Rep Link of each Anchor Circle. Without limiting the foregoing, the Ratifiers shall not have the authority to violate the terms of this Constitution or the governance resulting therefrom without first changing or repealing this Constitution accordingly to allow such action.

5.7 Access to Constitution. The Ratifiers shall make a copy of this Constitution, as amended to date, readily available for review by any Partner of the Organization.

APPENDIX A

DEFINITION OF CORE ROLES

Role: Lead Link

Purpose:

[The Lead Link Role inherits the Purpose of the Sub-Circle defined by its Super-Circle.]

Scope:

[The Lead Link Role inherits any portion of the whole Sub-Circle's Scope, as defined by its Super-Circle, which hasn't yet been delegated via the Governance Process to a Role within the Sub-Circle; provided, however, that the Lead Link may only define Policies which further govern such Scope through the Sub-Circle's Governance Process.]

Accountabilities:

- Assigning and removing Partners and other People to/from Defined Roles
 - Appointing People to serve as Circle Members of the Sub-Circle, and removing People from such appointments as-needed
 - Monitoring fit between the Sub-Circle's Defined Roles and those Role-Fillers holding such Roles, and offering feedback and coaching to such Role-Fillers to enhance their capacity to express such Roles' Purpose and enact such Roles' Accountabilities
 - Allocating resources granted by the Super-Circle or otherwise acquired by the Sub-Circle across the various Projects, Roles, or Circle Members of the Sub-Circle, including as-desired delegating such allocation to such Roles and Circle Members or to the owners of such Projects
 - Defining priorities, strategies, and other guiding constraints on the Operational Process of the Sub-Circle, to align and integrate its work to better express its Purpose and Accountabilities, and to align with any priorities, strategy, or direction of its Super-Circle
 - Defining metrics which provide visibility into the Sub-Circle's performance in expressing its Purpose, and assigning appropriate Roles of the Sub-Circle to collect data for each metric
-

Role: Rep Link

Purpose:

[The Rep Link Role inherits the Purpose of the Sub-Circle defined by its Super-Circle.]

Accountabilities:

- Removing constraints that limit the Sub-Circle's internal capacity to express its Purpose, but which fall outside of the Sub-Circle's span of control or are otherwise beyond its capacity to resolve unless changes are made within its Super-Circle or to the other entities within such Super-Circle
 - Seeking to understand Tensions conveyed to the Rep Link by any of the Sub-Circle's Circle Members, to identify those appropriate to process within the Super-Circle
 - Providing visibility to the Super-Circle into the health and sustainability of operations within the Sub-Circle
 - Defining metrics which provide visibility into the sustainability of the Sub-Circle's capacity to produce results which express its Purpose, and assigning appropriate Roles of the Sub-Circle to collect data for each metric
-

Role: Facilitator

Purpose:

Align the Circle's governance and operational practices with the core rules and processes expressed in this Constitution.

Accountabilities:

- Facilitating the Circle's Governance Meetings and Tactical Meetings in alignment with the rules of this Constitution, and enforcing such rules during such meetings as-needed
 - Auditing the meetings and records of the Circle's Sub-Circles to assess alignment with this Constitution, including at a minimum whenever prompted to do so by the Rep Link from a Sub-Circle, and initiating the restorative process defined in this Constitution if a Process Breakdown is discovered within a Sub-Circle
-

Role: Secretary

Purpose:

Stabilize the Circle's governance over time as a steward of the Circle's formal records and record-keeping process.

Scope:

- All records required of a Circle under this Constitution, and any record-keeping processes and systems required to create and maintain such records for the Circle

Accountabilities:

- Maintaining all records of a Circle required by this Constitution, including capturing the outputs of the Circle's Governance Process and Tactical Meetings, maintaining a compiled view of all governance currently in effect for the Circle, and maintaining a list of all operational elements currently being monitored in Tactical Meetings
 - Scheduling all regular and special meetings of the Circle which are explicitly required by this Constitution or by a Policy established by the Circle, in alignment with the terms of this Constitution and any relevant Policies of the Circle, and notifying all Circle Members of times and locations for meetings so scheduled
 - Interpreting the acting governance of the Circle upon request of a Circle Member as provided for in this Constitution, including ruling on matters of due process, procedure, and authority related to or granted under such governance or this Constitution itself
-

APPENDIX B

INTEGRATIVE DECISION-MAKING PROCESS

This structured process is used in Holacracy Governance Meetings, to resolve proposals about how the Circle shall organize in pursuit of its purpose.

Present Proposal

Who Speaks: Proposer Only

The proposer states their proposal and, optionally, the Tension(s) it is attempting to resolve. No discussion or responding whatsoever.

Clarifying Questions

Who Speaks: Anyone Asks a Question, Proposer Answers; Repeat

The Facilitator solicits clarifying questions for the purpose of understanding the proposal, and the proposer either responds or says “not specified in the proposal”. Any reactions expressed to the proposal or discussion about the proposal is immediately cut off by the Facilitator, including any reactions disguised as clarifying questions.

Reaction Round

Who Speaks: Everyone in a Round, One at a Time, Except Proposer

The Facilitator asks each person in turn to react to the proposal, and stops any discussion or responses to the reactions of any sort.

Amend & Clarify

Who Speaks: Proposer Only

The proposer has a chance to clarify any aspects of the proposal or to make quick amendments to the proposal based on the reactions – the proposer does not need to address everything here, and should not attempt anything more than an obvious, quick change. The Facilitator cuts off any discussion or comments by anyone other than the proposer.

Objection Round

Who Speaks: Everyone in a Round, One at a Time, Including Proposer

The Facilitator asks each person in turn if they see any Objections to adopting the proposal. Objections are stated and captured by the Facilitator without discussion or questions, provided that the Facilitator may ask questions just for the purpose of helping a person raising an Objection verify that it meets the required criteria to be considered a valid Objection. Once the round is complete, if no Objections have surfaced the proposal is adopted and the process stops here.

Integration

Who Speaks: Anyone – Open Discussion

The Facilitator leads an open discussion, focused around each Objection one at a time, about how to add to or amend the proposal to make it a workable option for addressing just the Tension behind the original proposal (and nothing more). The proposer assesses whether any potential amendment still addresses the original Tension, and the person who raised each Objection assesses whether a potential amendment removes that specific Objection. Once a potential amended proposal is crafted, the Facilitator stops the discussion and goes back to the Objection Round with the amended proposal.

APPENDIX C

INTEGRATIVE ELECTION PROCESS

Describe the Role

The Facilitator describes the Role and states a term for the election.

Fill Out Ballots

Each participant fills out a ballot of the form “(Nominator’s Name) nominates (Nominee’s Name)”, and nominates the Circle Member they feel is the best fit for the Role – no one is allowed to specify more than one nominee, and no one is allowed to abstain. The Facilitator promptly stops any and all comments or discussion about the election or potential candidates.

Nomination Round

The Facilitator reads aloud each ballot and asks each nominator in turn to state why he or she nominated the person shown on their ballot. Each person gives a brief statement as to why they believe the person he or she nominated may be the best fit for the Role.

Nomination Change Round

The Facilitator asks each nominator in turn if he or she would like to change his or her nomination, based on new insights that surfaced during the nomination round. The Facilitator notes changed nominations and makes visible a total count for each nominee.

Make Proposal

If a single person has the most nominations, then the Facilitator proposes that person as the nominee to fill the Role and moves on to the Objection Round. If there is a tie for the most nominations, then the Facilitator may, at their sole option, do any of the following:

1. Blindly select one of the tied nominees randomly (e.g. flip a coin), and propose that person.
2. If the current Role-Filler holding the Role is among those tied, propose that person.
3. If only one of the tied candidates has nominated themselves, propose that person.
4. Go back to the Nomination Change Round and require each participant who nominated a Circle Member who is not among the tied nominees to change their nomination to one of the tied nominees, then continue back to this step and re-apply its rules.

Objection Round

The Facilitator asks each participant in turn if they see any Objections to the proposed nominee filling the Role; the proposed nominee is asked last. If any Objections are raised, the Facilitator may either (a) go back to Make Proposal and select another nominee as specified therein, while ignoring the nomination count for the nominee so objected to; or (b) move to the next step to attempt to resolve the Objection. Once no Objections surface, the election is complete.

Integration

The Facilitator leads an open discussion, focused around each Objection one at a time, about how to add to or amend the proposal to make it a workable option for completing the election, given the process and rules identified for the Integrative Decision-Making Process.