Thunderbird Council Bylaws

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Definitions

- **Bylaws:** The present rules governing the Thunderbird Council.
- **Council:** The Thunderbird Council composed of elected members of the Thunderbird project
- **Members:** the term *Members* signifies all people recognized as such by the present Bylaws.
- **MZLA:** MZLA Technologies Corporation
- **Thunderbird:** The Thunderbird project.
- **CPG**: Mozilla's Community Participation Guidelines

Mandate

The Thunderbird Council is the governing body for the Thunderbird project. The detailed duties and powers of the Thunderbird Council are described in the [Thunderbird Operational Rules Term Sheet].

Election Procedure

The Thunderbird Council shall meet immediately after their election for the purpose of electing its new officers.

The current election process is detailed below.

1. A list of persons eligible to vote (the "electors") shall be established by the existing Thunderbird Council, based on the section entitled "Membership Eligibility" below for how this is done. The names of the electors will be made public.
2. The list of electors will be entered into a private mailing list (currently known as tb-election) that will be created for the purpose of managing the Thunderbird Council election. All people with voting rights will be added to that list, and any discussion of the nominees and candidates, and any specific instructions on how to vote, will be distributed through that list and only through that list. Once the discussion period has started, all members of the list can post freely to the list (subject only to moderation for abusive posts) to discuss any issues relevant to the election.
3. Persons on the electorate list who desire to stand for election should send their self-announcement to the list, titled: "Standing for Election:", stating in the body of the email:
   a. name;
   b. current professional affiliation (if any);
   c. a statement summarizing their contributions to Thunderbird; and
   d. a personal statement.
4. It is the responsibility of the person desiring to stand to make sure their message makes it to the list. No late self-announcements will be accepted for any reason.

5. In the case there are more than two people nominated from the same professional affiliation, a pre-election will take place first, and the two winners will continue to the real election. The 'Mozilla Corporation', the 'Mozilla Foundation', and 'MZLA Technologies' are (considered) separate companies for purposes of "professional affiliation".

6. Electors shall vote for Thunderbird Council members from the list of those standing for election, with the specific method and process selected by a neutral third-party observer.

7. The voting process shall select a Thunderbird Council of seven members, each with a one-year term as described in sections "Composition" and "Term". Voting will occur on an external, secure voting-as-a-service platform. If more than seven people stand for election, voting will be done using "ranked choice", with conversion of the individual choices into an elected Thunderbird Council done using the Scottish STV method.

8. If fewer than or equal to the nominal number of Councilors stand for election, then the voting shall consist of a simple yes or no to accept or decline the entire slate as the elected Thunderbird Council. If the answer is no, the election process is repeated until a slate is elected.

[NOTE]

- Election
    - Electors
    - Observer
    - Electoral roll
    - Nominations
    - Nominee Q&A Period
    - Voting

[/NOTE]

Thunderbird Project Election Observer

Description:

The primary functions of the election "observer" during the election process are as follows:

1. Be an impartial party.
2. Privately or publicly raise concerns if any person - participant, election manager, or Thunderbird Council - acts improperly. And may also directly communicate with the Thunderbird Council and the public.
3. Approve the documented election process as proposed by the Thunderbird Council as being fair and correct.
4. Assures that the documented election process is actually properly applied throughout the election period.
5. Works closely with the Thunderbird Council appointed election manager(s).
6. The observer should setup, run and moderate the election mailing list to be able to fulfill their responsibility of observing and ensuring the process is properly and fairly applied. They may request the assistance of Thunderbird Council appointed "manager(s)" to setup, build, implement, and manage the election process, but the observer must have all the powers that the managers have AND be able to see all the moderation activity, all emails and all communications - to be able to fulfill their responsibility of observing and ensuring the process is properly and fairly applied.

7. (In this step, the observer is the primary driver) Be the ONLY person to administer the voting service, and run the vote. There must be no possibility for any other person to influence the election.
8. Announces the vote result.

It should also be noted that the CPG is to be observed throughout the process. It is not the observer's job to enforce the CPG, but it would be entirely proper to be involved in determining if CPG violations have occurred. The observer will need to engage with the CPG team if and when necessary during the process.

The number of hours:

This depends on the amount of discussion and controversy, if any, during the election period.

Typically it takes 5–10 hours in the 5–6 week period, if there are no election hurdles, but may take up to 15–20 hours

Pay:

This is a voluntary position, with non-monetary compensation.

Schedule & Timeline

Below is a rough timeline of the events that should happen, the community should be kept up-to-date for each of these events.

1. Electoral roll created and published
2. Announce the electoral roll
3. Self-nominations to electoral roll: 1 week
4. Voter list finalised & mailing list established
5. Self-nomination period: 1 week
6. Discussion period: 1 week
7. (Potentially) Pre-election voting emails sent out, if more than 2 nominations from the same professional affiliation
8. (Potentially) Pre-election voting is open: 1 week
9. Voting emails sent out
10. Voting is open: 1 week
11. Voting closes
12. Results announced
13. New Thunderbird Council takes effect

Membership

Eligibility

Contributors are eligible to vote in Thunderbird Council elections if they fulfill the following requirements:

Elector qualification is 10 hours of contribution per year of involvement in the project, with a three year look back. Thus, if someone first became involved: three years ago then the

expected contribution is at least 30 hours, if two years ago then at least 20 hours, and if one year ago or less then at least 10 hours. Contributors may self-nominate, and on request must submit examples that illustrate their level of involvement.

Thunderbird Council

Composition

The Thunderbird Council is composed of nominally seven (7) members elected at the Annual Election. There must be a minimum of four (4) members. The number of active members is the number of non-vacant seats on the Council.

Term

Each councilor is elected for a one year term during the Annual Election. After a one year term has expired the only remaining power the Thunderbird Council has is to hold Annual Elections.

Roles

Chairperson

Organize the work of the Thunderbird Council and encourage members to do the same

1. Working with MZLA Technologies to approve annual budgets
2. Primary interface with MZLA Technologies
3. Provide direction to the high level MZLA Technologies staff
4. Primary spokesperson for the project
5. Update the community about Thunderbird Council progress
6. Ensure proper handover to the new Thunderbird Council, all unresolved issues/tasks from prior term are transferred to the new Thunderbird Council
7. Represent the Thunderbird Council in MZLA Quarterly Board meetings
8. Prepare the agenda based on the input of other Councilors and run the Thunderbird Council meetings

Secretary

1. Run and record Thunderbird Council votes
2. Prepare and announce meetings
3. Ensure annual elections take place
4. Acting-chairperson in their absence

Councilors

1. Organize, promote and foster the Thunderbird project & community
2. Plan and develop the future of the Thunderbird product and community
3. Oversee at a high-level the structure and well-being of the Thunderbird project
4. Improve the structure and operation of the Thunderbird Council
5. Lead and participate in Thunderbird Council projects

6. Spokesperson for the project
7. Interface with MZLA Technologies
8. If chairperson and secretary are not present, a member may act as the chairperson for the duration of the meeting after a procedural vote.

Compensation

Councilors will not be paid for their services. However, the Thunderbird Council may, at any time, resolve to reimburse the Councilors for the expenses incurred in the exercise of their functions.

Indemnity

Members of the Council are indemnified under the bylaws of MZLA Technologies Corporation in their capacities as agents of the corporation.

Vacancies

Vacancies are filled at the next regular election by electing a person for a full new term. As such, vacancies may remain vacant for up to one year. A vacancy is created whenever there are fewer than the nominal number of Council members, including, but not limited to, an election resulting in fewer than the nominal number of members, a resignation or death of a Council member.

If the number of Councilors falls below the minimum number of Council members, a new election will occur.

Vacant positions are no longer counted as Council members for the purpose of calculating quorum.

Resignation

A Council member may resign by presenting their resignation in writing to the Thunderbird Council, which shall be effective upon acceptance by the Thunderbird Council.

Call for re-election

The Council may pass a motion for an immediate election to occur, including why the Council feels that a new election must occur. For the motion to pass, 2/3rds of the active Council members must vote in favor. The current Council remains in power until the election procedure has finished.

Dissolution

If the Council wishes to dissolve, the Council must adopt a motion recommending for the Council to be dissolved. This motion must have support from at least 75% of the Councilors. If the motion is adopted, the Council must organize a community referendum. During this referendum, all members of the electorate may vote on the resolution to dissolve the Council. A majority of 2/3 of the electorate is needed for the dissolution to occur.

Meetings

Quorum

Quorum shall be 51% of the Council members.

Frequency

The Council shall hold regularly scheduled meetings at least once a month.

Agenda

1. All Council members may propose items for the agenda, by bringing the item to the Council before the beginning of the meeting.
2. On request, the agenda may be adapted by a procedural vote at the beginning of the meeting.

Participants

External participants may be invited to attend Council meetings.

Minutes

The Thunderbird Council shall keep written minutes of its proceedings in its permanent records. The minutes will include, at the least, the date and time of the meeting, the names of all members present, discussions, motions proposed and voted upon, and any Councilor objections to motions/resolutions.

Community Updates

It is the duty of the Council to update the Community about ongoing discussions, allowing the community to participate and weigh in on a regular basis to encourage community participation. These updates must be free from confidential information, see [Confidentiality].

A summary of the meeting shall be shared with the Thunderbird community before the next regularly scheduled meeting.

Decision Making Process

The Council is empowered to make decisions representing the Thunderbird project and should act in the best interest of the Thunderbird project.

Voting

The Chairperson does not have any additional powers nor extra votes. Any references to Chair correspond to Chair or acting-Chair; and references to secretary correspond to the secretary or Chair.

Motion

A motion is a written proposal submitted at any time by a Council member.

Second to the motion: Another Council member seconds the motion, so that the motion may proceed to discussion. If a motion does not receive a second then the motion dies. (A second does not indicate the seconder favors the motion.)

Discussion: The Council discusses the motion during which the motion may be amended, tabled for a future date, withdrawn, or have a vote called.

Call for vote: The Chair shall call the vote. Any Council member may urge the Chair to call the vote. A procedural vote may be called by any Council member as to whether the motion should be voted on, a procedural vote passes if more than 50% of those making up the quorum vote in favor of the procedural vote.

The Chair declares vote in progress: The Chair shall ensure the motion is in writing in the Council minutes to ensure that the wording is finalized and understood by all attendees, and calls the vote.

Voting: The secretary shall ensure that each member has voted and members respond with a vote of YES, NO, or ABSTAIN. Council members may optionally attach an explanatory sentence to their vote.

Voting counted and concluded: A motion is accepted if more than 50% of those making up the quorum vote in favor of a motion.

Completed votes and motions shall be recorded in the minutes and shared publicly after redacting confidential or sensitive information. The complete public list of Council motions shall be published before the next regularly scheduled meeting including the final motion, the date, how Council members voted and their optional explanatory sentence, and a link to further discussion.

Confidentiality

Upon joining the Thunderbird Council, each Councilor, including the elected MZLA staff, shall sign an NDA with MZLA in order to access MZLA proprietary information. The Council discussions should primarily be considered privileged information that is not to be shared with the public. This is notwithstanding the "Community Updates" section, which describes how the community is kept updated of Council matters.

As defined by the [Thunderbird Operational Rules Term Sheet](#), Council members shall have access to information related to the Thunderbird project, including to MZLA proprietary information, but will not have access to personal information of individual employees.

Council members must use official communication channels, such as their thunderbird.net email address, when performing Council activities. Thunderbird.net emails are only for use while a member is actively on the Council.

Code of Conduct

The Thunderbird Council welcomes discussion, constructive criticism, and contributions from all members and aims to ensure that the effort being made by Council members is respected. The Thunderbird Council agrees to adhere to the [Mozilla Community Participation Guidelines](#).

As a group, we are all responsible for the speed of progress and need to hold each other accountable in a respectful way.

When making public statements about Thunderbird Council work, please consider what effect this will have on the public opinion, and what part you have contributed internally to resolve the situation.

Amendments to these bylaws

1. Proposed change to the bylaws shall be distributed to all Councilors in writing at least fourteen (14) days before the meeting where the change is to be voted on.
2. Modifying the bylaws requires a supermajority of two thirds (2/3) of the active Thunderbird Councilors.

Separability of Articles

In case any of the provisions contained in these bylaws or any application thereof shall be invalid, illegal or unenforceable in any respect, the validity, legality, and enforceability of the remaining provisions contained in this agreement shall not in any way be affected.