
HOLACRACY™
CONSTITUTION

Version 2010-03

ARTICLE 1

DEFINITIONS AND RULES OF CONSTRUCTION

1.1 Capitalized Terms. Capitalized terms used in this Constitution shall have the meanings set forth in this Article 1 of this Constitution unless a capitalized term is otherwise defined in a particular Section of this Constitution in which it is used.

1.2 Definitions.

1.2.1 The following terms, as used herein, shall have the following meanings:

“**Accountability**” means a possible activity which may from time to time need to be carried out on behalf of a Circle or other authoritative body of the Organization in service of such body fulfilling its duties and pursuing its aims.

“**Circle**” has the meaning set forth in Section 2.1.

“**Circle-Defined Role**” means a Role defined by a Circle as provided herein other than a Role defined in this Constitution.

“**Circle Member**” has the meaning set forth in Section 2.2.

“**Circle Member Role**” has the meaning set forth in Section 2.2.1.

“**Constitution**” means this document, as amended or restated from time to time.

“**Core Role**” means a Role defined in this Constitution as existing in each Circle; specifically, the Lead Link Role, Rep Link Role, Facilitator Role, Secretary Role, or Circle Member Role.

“**Elected Role**” means a Core Role which is defined by this Constitution as filled with the Integrative Election Process; specifically, the Rep Link Role, Facilitator Role, or Secretary Role.

“**Facilitator**” means the Person filling the Facilitator Role.

“**Facilitator Role**” has the meaning set forth in Section 2.4.1.

“**Governance Meeting**” has the meaning set forth in Section 3.1.

“**Integrative Decision-Making Process**” means the decision-making process and associated rules set forth in Section 3.6.

“**Lead Link**” has the meaning set forth in Section 2.6.1.

“**Lead Link Role**” has the meaning set forth in Section 2.3.1.

“**Objection**” has the meaning set forth in Section 3.6.5.

“Organization” means the group or entity that is adopting this Constitution, whether a group of individuals, or a corporation, partnership, trust, association, joint venture, limited liability company, estate, or other entity, whether or not a legal entity, or any subset thereof, whether a team, department, business unit, function, or other grouping.

“Person” means and includes individuals, Roles, Circles, corporations, partnerships, trusts, associations, joint ventures, limited liability companies, estates and other entities, whether or not legal entities, and governments and agencies and political subdivisions thereof, whether domestic or foreign.

“Purpose”, as it relates to a Circle, has the meaning set forth in Section 2.1.

“Ratifiers” means the Person or Persons who are duly authorizing and requiring the Organization to abide by the terms of this Constitution.

“Rep Link” has the meaning set forth in Section 2.6.2.

“Rep Link Role” has the meaning set forth in Section 2.4.3.

“Role” means a grouping of related Accountabilities, and, optionally, an explicit overall purpose or aim, which, when such Role is assigned through due authority to one or more Persons, confers upon the Person or Persons so assigned both (i) the responsibility to monitor the need for each of the Accountabilities of the Role and to reasonably decide if, when, how, and to what extent each such Accountability should be performed given the purpose, goals, and current context of the Circle or group which defined the Role; and (ii) the authority to perform such Accountabilities on behalf of the Circle or group which defined the Role, within the scope of such Circle or group, and within any other defined policies, processes, grants or limits of authority, or other constraints then in effect.

“Scope”, as it relates to a Circle, has the meaning set forth in Section 2.1.

“Secretary” means the Person filling the Secretary Role.

“Secretary Role” has the meaning set forth in Section 2.4.2.

“Significant Deficiency” has the meaning set forth in Section 3.9.

“State of Integration” has the meaning set forth in Section 3.6.6

“Sub-Circle” has the meaning set forth in Section 2.6.

“Super-Circle” has the meaning set forth in Section 2.6.

1.3 Rules of Construction. Unless the context otherwise requires, references to the plural shall include the singular and the singular shall include the plural, and the words “hereof,” “herein,” “hereunder” and similar terms in this Constitution refer to this Constitution as a whole and not to any particular provisions of this Constitution. Any use of the masculine, feminine or neuter in this Constitution shall be deemed to include a reference to each other gender.

ARTICLE 2

CIRCLE STRUCTURE AND ROLES

2.1 Circle. A “**Circle**” is an organizational construct which (a) is organized around a specific purpose (its “**Purpose**”); (b) has a defined span of authority given to it (its “**Scope**”); (c) includes two or more Circle Members working within its Scope towards its Purpose; and (d) has the autonomy and authority, subject to any constraints defined by this Constitution or by its Super-Circle, to organize, govern, and execute within its Scope in service of its Purpose.

2.2 Circle Membership. The membership of a given Circle (“**Circle Members**”) shall include, at a minimum, each Person filling a Circle-Defined Role defined by that Circle, the Lead Link appointed to that Circle by its Super-Circle, the Rep Link elected from that Circle to its Super-Circle, and one Rep Link elected to that Circle from each Sub-Circle. Additional Circle Members may be added to or removed from the Circle by a Circle Member filling a Role on the Circle which has or may be given the explicit authority to do so, provided that (i) no Role may be given the authority to remove from a Circle any Circle Member who was duly elected into that Circle as a Sub-Circle’s Rep Link except as provided in Section 2.6.2; and (ii) any Role with the authority to remove a Circle Member from a Circle shall also have an Accountability for seeking and following relevant directions from the Super-Circle of that Circle, or, if no such directions are generally published, then from the Lead Link to such Super-Circle, before removing any Circle Member who is not a member of any other Circles of the Organization.

2.2.1 Circle Member Role. Each Circle Member shall automatically fill a “**Circle Member Role**” in that Circle, which shall have as its purpose to energize and lead within assigned roles while helping the whole Circle pursue its aim, and which shall further have the following Accountabilities:

(a) Regularly addressing recurring tensions through Governance Meetings and operational channels to remove constraints and harness opportunities for moving the Circle towards its purpose;

(b) Working beyond assigned Roles and Accountabilities as appropriate in service of the purpose and goals of the Circle and the Organization, and finding/taking mutually acceptable restorative action upon request if tension develops for others while operating outside of assigned Roles and Accountabilities;

(c) Working collaboratively with other Circle Members, including: (i) sharing needs and goals of Role(s) you fill and asking other Circle Members to take appropriate actions to facilitate your work; (ii) accommodating other Circle Members’ requests for the same to the extent practical by seeking mutually acceptable solutions to cross-Role integration issues; and (iii) when a direct cross-Role integration is not adequately achieved, mutually referring the matter to an appropriate meeting of the Circle or to the Circle’s Lead Link to seek further resolution;

(d) Collecting data for published metrics linked to each Role the member fills and reporting that data regularly to the Circle;

(e) Regularly reviewing Roles assigned to them and proposing the removal of Accountabilities that such Circle Member believes are no longer relevant for the Circle's current needs.

2.2.2 Modifications to Circle Member Role. Accountabilities on the Circle Member Role may be added, removed, or amended from time to time in a Governance Meeting of a Circle, in which case such modifications shall apply only to that Circle.

2.3 Circle Lead Link. Except as otherwise provided in this Constitution, the Lead Link to a Circle shall be appointed by its Super-Circle by way of the Super-Circle assigning one of its members to the Role which was expanded into the Circle, as detailed in Section 2.6.1.

2.3.1 Lead Link Role. The Lead Link to a Circle shall automatically fill a "Lead Link Role" within that Circle, which shall have as its purpose to align the Circle with the strategic direction of the Super-Circle while shepherding the Circle towards its aim, and which shall further have the following Accountabilities:

(a) Allocating resources of the Circle, including prioritizing projects and selecting projects for each iteration of work;

(b) Discovering and publishing the metrics necessary for measuring the operational performance of the Circle ("**Key Performance Indicators**"), and linking each metric to the most-appropriate role in the Circle to collect data for that metric;

(c) Reporting a summary of the Circle's Key Performance Indicators in regular meetings of the Super-Circle;

(d) Appointing People into the Circle to serve as Circle Members;

(e) Assigning Circle-Defined Roles to Circle Members;

(f) Monitoring fit between Circle Members and their Roles;

(g) Offering feedback and coaching to Circle Members to help enhance their fit with their Roles; and

(h) Removing Circle Members from the Circle as-needed.

2.3.2 Modifications to Lead Link Role. Accountabilities on the Lead Link Role may be added, removed, or amended from time to time in a Governance Meeting of a Circle, in which case such modifications shall apply only to that Circle.

2.4 Elected Roles. Each Circle shall hold regular elections to elect a Circle Member into each of the Elected Roles for that Circle. Such elections shall take place in a Governance Meeting of the Circle and shall use the Integrative Election Process. Any Circle Member shall be eligible for election into any Elected Role and each Circle Member may hold multiple roles, except that the Circle Member filling the Lead Link Role for the Circle shall not be eligible for election into the Facilitator Role or the Rep Link Role for that Circle.

2.4.1 Facilitator Role. The “Facilitator Role” shall be an Elected Role within each Circle, which shall have as its purpose to align the Circle’s governance and operational practices with the core rules and processes expressed in this Constitution, and which shall further carry the following Accountabilities:

- (a) Facilitating the Circle’s Governance Meetings and integrative decision-making process, including stopping and redirecting behaviors of Circle Members which are not aligned with the rules and processes expressed in this Constitution;
- (b) Delegating facilitation temporarily when significantly involved in the specific content of an agenda item and called to do so by any member of the Circle;
- (c) Ruling on matters of process, procedure, and authority relating to this Constitution that come before the Circle, both within and outside of formal meetings; and
- (d) Auditing Sub-Circle meetings and records to assess alignment with this Constitution as-needed, including at a minimum when prompted to do so by the Rep Link from a Sub-Circle, and officially declaring a Significant Deficiency for a Sub-Circle; notwithstanding the foregoing, this Accountability may instead vest in another Circle Member in certain instances as specified in Section 3.9.

2.4.2 Secretary Role. The “Secretary Role” shall be an Elected Role within each Circle, which shall have as its purpose to stabilize the Circle’s governance over time as a steward of the Circle’s formal records and record-keeping process, and which shall further carry the following Accountabilities:

- (a) Maintaining official governance records for the Circle, including capturing the outputs of each Governance Meeting (minutes), and maintaining a compiled list of all governance decisions currently in effect for the Circle;
- (b) Scheduling regular Governance Meetings for the Circle in alignment with this Constitution and the Circle’s relevant policies, if any;
- (c) Scheduling special Governance Meetings as soon as practical after receiving a request for such by a Circle Member; and
- (d) Notifying Circle Members of all Governance Meetings in alignment with this Constitution and the Circle’s relevant policies, if any.

2.4.3 Rep Link Role. The “Rep Link Role” shall be an Elected Role within each Circle, which shall have as its purpose to remove constraints within the Super-Circle on the Circle’s ability to sustainability pursue its aim, and which shall further carry the following Accountabilities:

- (a) Meeting with the Lead Link of the Super-Circle regularly to provide feedback about the operations of the Circle;

(b) Discovering and publishing the metrics necessary for measuring the sustainability of production capacity of the Circle (“**Key Health Indicators**”), and linking each metric to the most-appropriate role in the Circle to collect data for that metric;

(c) Reporting a summary of Key Health Indicators for the Circle in regular meetings of the Super-Circle;

2.4.4 Modification of Elected Roles. Neither the Facilitator Role nor the Secretary Role may be added to or amended in any way except by amendment to this Constitution as provided herein. Accountabilities on the Rep Link Role may be added, removed, or amended from time to time in a Governance Meeting of a Circle, in which case such modifications shall apply only to that Circle.

2.4.5 Election Terms and Revisiting. Each election shall carry a term defined as part of the election process, after which a new regular election for that Elected Role shall be held. Even before a term has expired however, any Circle Member shall have the authority to call for and cause a new election to be held for any of the Elected Roles during any Governance Meeting. Additionally, any Circle Member may raise, in a Governance Meeting, an Objection about the continued service in an Elected Role of the individual filling that Elected Role. Whenever such an Objection is raised, the Circle shall deliberate in an attempt to reach a State of Integration around an appropriate course of action to address the specific Objection raised. In the event a State of Integration has not been reached after reasonable effort, the Facilitator may then choose to cut-off the deliberation and instead hold a new election for that Elected Role.

2.5 Circle-Defined Roles. In addition to the Accountabilities of the Core Roles defined in this Section 2.5, a Circle shall define additional Accountabilities within its Scope which are necessary or desirable given its Purpose, and delegate authority for enacting such Accountabilities by creating one or more Circle-Defined Roles and assigning one or more such Accountabilities to each such Role. The Circle defining such Roles and Accountabilities may amend or remove the same from time to time as it deems necessary or desirable given its Purpose. Notwithstanding the foregoing, all such creation, amendment, or removal of Roles or Accountabilities shall take place in a Governance Meeting of the Circle, and no Circle shall have the authority to cause such creation, amendment, or removal to happen through any means other than a Governance Meeting of the Circle which contains or will contain such Roles or Accountabilities, except as a temporary measure as provided for in Article 5.

2.6 Sub-Circles. A Circle may further delegate authority within its Scope by authorizing, in a Governance Meeting, any Circle-Defined Role to expand into a full Circle with all of the associated autonomy, requirements, and authorities defined herein (the newly-formed Circle thus becomes a “Sub-Circle” of the existing Circle, while the existing Circle becomes the “Super-Circle” of the newly-formed Circle). The Sub-Circle shall also still remain a Circle-Defined Role within the Circle for all matters described herein, and the purpose and Accountabilities defined for such Role, as may be amended from time to time by the Circle, shall define the Purpose and Scope of the Sub-Circle unless otherwise specified by the Circle.

2.6.1 Lead Link to Sub-Circle. The Person appointed to fill a Circle-Defined Role which has expanded into a Sub-Circle, as such appointment may change from time to time, shall automatically become the “Lead Link” to that Sub-Circle.

2.6.2 Rep Link from Sub-Circle. Each Sub-Circle of a Circle shall elect a “Rep Link” to that Circle, as described in Section 2.4. Any Circle Member may raise, in a Governance Meeting, an Objection about the continued service of the Rep Link. Whenever such an Objection is raised, the Circle shall deliberate in an attempt to reach a State of Integration around an appropriate course of action to address the specific Objection raised. In the event a State of Integration has not been reached after reasonable effort, the Facilitator may then choose to cut-off the deliberation and instead ask the Sub-Circle in question to elect a new Rep Link to replace the current Rep Link.

2.6.3 Removal of Sub-Circles. A Circle may at any time, through due process in a Governance Meeting, either remove a Role which has expanded into a Sub-Circle entirely, or collapse that role from a full Sub-Circle back into a normal Role in the Circle. In either event, the Sub-Circle and all Sub-Circles below it, recursively, are disbanded and terminated.

ARTICLE 3

GOVERNANCE MEETINGS

3.1 Scope of Meetings. Each Circle shall hold regular meetings to (a) create, amend, or remove policies which govern operations within the Circle’s Scope; (b) create, amend, or remove Roles within the Circle’s Scope and Accountabilities of said Roles, including authorizing a Role to expand into a full Circle as specified in Section 2.6; and (c) fill the Elected Roles of a Circle as specified in Section 2.4 (these meetings being “*Governance Meetings*”).

3.2 Frequency of Meetings. Each Circle shall hold its regular Governance Meetings in alignment with any relevant policies of the Circle. Further, each Circle shall hold special Governance Meetings at the request of any Circle Member of that Circle, and such special meetings may be used for any purposes that would be otherwise be valid in a regular Governance Meeting.

3.3 Attendance. Each Circle Member shall be entitled to attend and fully participate in discussions and decision-making in any or all Governance Meetings of that Circle, including without limitation adding agenda items and making proposals within such meetings. Except as otherwise stated within this Constitution, other parties may attend or participate in a Governance Meeting of a Circle only if every Circle Member attending said Governance Meeting is first given an opportunity to raise Objections to such attendance or participation and the Circle reaches a State of Integration in response to any Objections so raised.

3.4 Quorum. Unless otherwise specified in a policy of the Circle there shall be no quorum requirement for Governance Meetings and the decisions of such meetings shall be valid regardless of the number of Circle Members in attendance so long as notice of such meeting was duly given by the Secretary of the Circle in alignment with any relevant policies defined by the Circle.

3.5 Outputs of Meetings. The allowed outputs of a Governance Meeting, which shall be recorded by the Secretary in the minutes of the meeting and compiled into the Circle's governance logs, shall be limited to (a) new and amended policies; (b) Roles and Accountabilities, including amendments to the same; and (c) the results of Circle elections (all of the preceding being "***Governance Outputs***"). Any participant may raise any topic or proposal in a Governance Meeting with the intent of reaching one or more Governance Outputs, including, without limitation, proposals which initially do not propose such outputs, however only Governance Outputs shall be allowed final outputs from the Integrative Decision-Making Process and recorded as such in the Circle's governance records. Without limiting any of the foregoing, to the extent it is done within due process as determined in good faith by the Facilitator, the Circle or any participant may cause or create other outputs within a Governance Meeting which they otherwise have the authority to so cause or create, including making specific operational decisions or creating or assigning new operational projects or actions, provided, however, that the Secretary shall not capture such outputs in the formal governance records of the Circle and such outputs shall have no more or less weight or authority than if they were so decided, created, or assigned by the Circle Members so involved outside of a Governance Meeting.

3.6 Decision-Making Process. The Circle's Facilitator or his or her designee shall use the following process and rules to resolve any proposals put forth by a participant within a Governance Meeting (the "***Integrative Decision-Making Process***"):

3.6.1 Present Proposal. The participant making the proposal states his or her proposal and, if he or she wishes, the tension(s) he or she is attempting to resolve by making the proposal.

3.6.2 Clarifying Questions. The Facilitator solicits clarifying questions for the purpose of understanding the proposal; any reactions expressed to the proposal or discussion about the proposal is cut off by the Facilitator, as are any questions which the Facilitator believes are conveying information or a reaction as opposed to seeking to clarify the proposal. The participant making the proposal responds to each clarifying question, or, at his or her option, states that the answer is not specified in the proposal.

3.6.3 Reaction Round. The Facilitator asks each meeting participant in turn to provide a short reaction to the proposal, and stops any other discussion or responses of any sort.

3.6.4 Amend or Clarify. The participant making the proposal has a chance, optionally, to clarify any aspects of the proposal or to make small amendments to the proposal based on the reactions. The Facilitator stops any discussion or reactions by anyone other than the participant making the proposal.

3.6.5 Objection Round. The Facilitator asks each meeting participant in turn if he or she knows of any legitimate reason why the proposed decision is not workable for the Circle, at least for the time being, given the Purpose, Scope, goals, constraints, and present state of the Circle, and the ability to revisit the decision in the future as provided herein (each such reason presented being an "***Objection***"). For the avoidance of doubt, for a stated Objection to be considered valid it must concern workability from the perspective of the Circle as an entity in

itself, composed of its Roles, and as an organ of the broader Organization, without regard to the needs, preferences, or desires of the individual Persons filling its Roles except in their capacity as representatives of the Circle's Roles. Further, such Objection must be why the proposal is not workable, not simply a better idea or an attempt to add to or improve upon an already-workable proposal. Notwithstanding all of the foregoing, except as expressly provided otherwise herein, the participant raising a potential Objection shall determine whether his or her potential Objection is a valid Objection according to the criteria contained herein, provided that such participant must provide a reasonable argument of why such Objection meets these criteria if asked to do so by the Facilitator for such Objection to be considered valid. The Facilitator charts all Objections raised during this round and stops any other discussion or reactions of any kind. Once all participants have had a chance to raise Objections the decision is considered made if no Objections surfaced, in which case the decision-making process stops here; otherwise, the Facilitator moves on to the next step.

3.6.6 Integration. The Facilitator leads an open discussion about how to add to or amend the proposal such that the tension behind the original proposal is still addressed, as reasonably assessed solely by the participant making the proposal, but in a way which does not give rise to the Objections charted, as reasonably assessed for each Objection solely by the participant who raised that Objection as provided in Section 3.6.5. Once the Facilitator has an amended proposal which he or she believes may achieve this result, the Facilitator terminates discussion and moves the decision-making process back to the preceding step (Objection Round) using the newly amended proposal, and this process continues until a proposal passes the preceding step (Objection Round) with no Objections raised (a "*State of Integration*").

3.7 Revisiting Decisions. Any decision made in a Circle's Governance Meeting can be revisited at any time by any participant in a future Governance Meeting of such Circle, by the participant so inclined either (i) presenting a new proposal to amend, add to, or remove the output of a previous decision-making process, in which case such new proposal is treated just like any other proposal using the decision-making process described herein; or (ii) raising a valid Objection to a currently-enacted governance decision, in which case the Facilitator shall either appoint the most appropriate participant to act as the original participant making the proposal of the current decision for purposes of the Integrative Decision-Making Process and begin said process at the Integration step given the Objection raised, or, if no most appropriate participant can be readily identified, or if the Facilitator otherwise believes it more beneficial, the Facilitator may alternatively ask the participant raising such Objection to instead make a new proposal which would address it.

3.8 Decision-Making Failure. In the event a Circle fails to reach a State of Integration on a proposal after reasonable efforts to do so within a Governance Meeting, the Secretary of the Circle shall schedule another Governance Meeting for at least forty-eight (48) hours after the start of the meeting which failed to resolve the proposal, in which meeting the Circle shall make another attempt to reach a State of Integration around the proposal. If such additional attempt also fails the Facilitator of the Circle shall then notify the Facilitator of the Super-Circle, or, if the Facilitator of the Super-Circle is also the Lead Link or Facilitator of the Circle, then such other Person exactly as is described in Section 3.9. The Person so notified shall then either facilitate a resolution of the specific failure, including, at their option, facilitating and participating in another Governance Meeting of the Circle, or, if such resolution does not resolve

the failure within a reasonable timeframe, or if such Person believes such efforts are not likely to result in a resolution, then such Person shall declare a Significant Deficiency in the Circle.

3.9 Significant Deficiency. The Facilitator of a Circle shall have the Accountability for auditing a Sub-Circle's meetings and records as-needed, as specified in Section 2.4.1(d), except that if such Facilitator is also the Lead Link or Facilitator of the Sub-Circle, then such Accountability, with regard to that specific Sub-Circle, shall instead be placed on the Rep Link of the Circle, or, if such Rep Link is also the Lead Link or Facilitator of the Sub-Circle, then to the Secretary of the Circle, or, if such Secretary is also the Lead Link or Facilitator of the Sub-Circle, then to the longest-term Circle Member of the Circle who is not also the Lead Link or Facilitator of the Sub-Circle nor the Lead Link of the Circle. If such Person with such Accountability determines that a Sub-Circle so audited evidences behavior conflicting with the processes and rules described in this Constitution (a "**Significant Deficiency**"), such Person shall declare such to his or her fellow Circle Members, and such declaration shall trigger the restoration process described in Section 3.9.1.

3.9.1 Process Restoration. Once a Person so authorized declares to a Circle that one of its Sub-Circles evidences a Significant Deficiency, the following shall occur until due process is restored, as reasonably assessed by the Person authorized to declare a Significant Deficiency in such Sub-Circle: (i) the Person authorized to declare a Significant Deficiency in the Sub-Circle shall automatically become the Facilitator of such Sub-Circle for the sole purpose of restoring due process; (ii) the authority to reasonably judge the validity of an Objection raised during the Integrative Decision-Making Process within such Sub-Circle, which typically vests in the Person raising the Objection, shall instead vest in the Facilitator of such Sub-Circle; (iii) the Lead Link of the Sub-Circle shall be replaced, upon request by the Facilitator of such Sub-Circle, which request shall be made solely for the purpose of restoring due process, by any Person selected through due authority and process of the Circle, provided that the Facilitator of the Sub-Circle accepts the Person so selected as workable for the purpose of restoring due process.

3.9.2 Escalation of Break-Down. If a Significant Deficiency in a Sub-Circle is not cured within a reasonable timeframe, such failure to restore due process shall be considered a Significant Deficiency of the Circle containing the Sub-Circle for the purposes of any audit conducted by an authorized member of its Super-Circle or any other duly authorized party.

3.9.3 Process Restoration Considered In-Process. Any Significant Deficiency which is identified and declared as provided herein, or which reasonably would be identified and declared 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 of this Constitution, unless such Significant Deficiency escalates as provided herein to the Ratifiers and the Ratifiers fail to restore due process within a reasonable timeframe.

ARTICLE 4

INTEGRATIVE ELECTION PROCESS

4.1 Elections. The following process shall be used for all elections called for within this Constitution (the "**Integrative Election Process**"):

(a) Define the Role: The Facilitator describes the Role and states a term for the election.

(b) Fill Out Ballots: Each Circle Member present at the meeting 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 prior to and during this phase.

(c) 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.

(d) 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.

(e) Make a Proposal: The Facilitator chooses one of the nominee’s with the most nominations and proposes that Person fill the Role in question for the term specified.

(f) Objection Round: The Facilitator asks each Circle Member present in turn if they see any Objections to the proposal, and charts any Objections raised. If any Objections exist, the Facilitator, at his or her option, either (i) facilitates a discussion to resolve the Objection, possibly by crafting an amended proposal, and then goes back to the preceding step (Make a Proposal) with the amended proposal; or (ii) chooses another nominee and immediately moves back to the preceding step (Make a Proposal) with the new proposal. Once no Objections are raised during this step, the election is complete.

ARTICLE 5

INDIVIDUAL ACTION

5.1 Individual Action. If a Circle Member of a Circle performs an Accountability which has not been explicitly defined and delegated to a Role within such Circle, such action shall not be considered a Significant Deficiency of such Circle provided that: (i) the action is reasonably necessary to carry out work within the Circle’s Scope on behalf of the Circle’s Purpose; (ii) the action was taken in a good-faith attempt to support the interests and goals of the Circle and the Organization; and (iii) promptly after receiving an explicit request or a significant expression of tension from any Circle Member within the Organization, the Person taking such action raises the matter in a Governance Meeting to further clarify and delegate Accountabilities of the Circle. After such a request or significant expression of tension is received and until such time as the Accountability in question is explicitly delegated or addressed in a Governance Meeting, the authority to carry out such Accountability and make decisions related to such Accountability shall immediately vest with the Lead Link of the Circle whose Scope covers said Accountability, or, if a dispute arises about which Circle’s Scope said Accountability falls

within, then to the Lead Link of the lowest-level Circle which includes all of the Circles so disputed. Notwithstanding the foregoing, such Lead Link may autocratically delegate such authority to other Circle Members or Roles within that Circle, provided that such autocratic delegation is used only as a temporary measure until the matter can be resolved through the due-process for delegating authority described in this Constitution.

ARTICLE 6

ADOPTION MATTERS & RATIFIER AUTHORITY

6.1 Anchor Circle. The Ratifiers shall, commensurate with the adoption of this Constitution, define a single initial Circle with the broadest Scope so authorized and required to govern and operate under the terms of this Constitution within the Organization (the “**Anchor Circle**”). Such definition shall include: (i) a name for the Anchor Circle, (ii) the Purpose of the Anchor Circle, (iii) the Scope of the Anchor Circle, and (iv) the Person who shall fill the Role of Lead Link to the Anchor Circle. The Ratifiers may change such definition from time to time subject to the terms in this Article 6.

6.1.1 Super-Circle of Anchor Circle. The Ratifiers shall be considered both the Super-Circle of the Anchor Circle and the Lead Link of the Anchor Circle’s Lead Link for the purposes of any Accountabilities, authorities, procedures, or other matters discussed in this Constitution that make reference thereto.

6.1.2 Anchor Circle Rep Link. The Ratifiers shall make reasonable efforts, to the extent practical, to provide the Rep Link elected by the Anchor Circle with visibility and input into matters that are beyond the Scope of the Anchor Circle, including, to the extent practical and requested by such Rep Link, access and participation in any general-purpose meetings or governance processes of the group one level removed or broader than the Anchor Circle.

6.2 Initial Structure. Commensurate with or immediately following the adoption of this Constitution, the Ratifiers or their designees may also define initial Sub-Circles of the Anchor Circle and Sub-Circles of such Sub-Circles, recursively, and any initial policies, Roles and Accountabilities, Role assignments, or other decisions within such Circles or within the Anchor Circle, excluding the specification of Rep Links, 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 within the Scope of the Anchor Circle 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.

6.3 Waiver of Authority. For all matters within the Scope of the 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, except for the limited ongoing authority provided in this Article 6, including the authority to amend or repeal

this Constitution by the due process described herein, and any authority a Ratifier may otherwise have by virtue of filling a Role defined as provided in this Constitution.

6.4 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 the 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.

6.5 Access to Constitution. The Ratifiers shall make a copy of this Constitution, as amended to date, readily available to any Circle Member of any Circle so governed by this Constitution, such that the Circle Member can review it without unreasonable delay or inconvenience.

6.6 Constraints on Ratifiers. All authorities and activities of the Ratifiers described herein shall only be enacted within whatever process, governance, or other constraints the Ratifiers are otherwise subject to, and only to the extent of whatever authority such Ratifiers are otherwise entitled to.