Introduction: Holacracy® Constitution

(Version 4.0)

What is this document?

This Constitution documents the core rules, structure, and processes of the Holacracy "operating system" for governing and managing an organization. It provides a critical foundation for an organization wishing to use Holacracy, by anchoring the shift of power required in concrete and documented "rules of the game", which everyone involved can reference and rely upon.

How is this document intended to be used?

This Constitution is intended to be referenced by whatever declaration or agreement captures the decision to organize using the Holacracy system. That may be a formal set of legal bylaws or similar operating agreement, or a simple board resolution or CEO policy declaration similar to the sample one attached at the end of this document. See Article V for key adoption-related matters, and note also that this explanatory page and the sample declaration at the end are included for informative purposes but do not constitute part of the core Constitution document.

What isn't this document?

This document is not a complete set of legal bylaws or a formal operating agreement, although HolacracyOne separately publishes its own operating agreement as an example of a legal governing document that references and incorporates this Constitution (find it on holacracy.org). Nor is this document for learning to actually use the Holacracy system – like the rulebook for a nuanced sport, it can serve as a critical reference at times, but reading it will not teach you how to play the game.

Legal Disclaimer

HolacracyOne is not a law firm. The information contained herein is documentation of Holacracy's rules and processes, and should not be construed as legal advice to be applied to any specific factual situation. You should not rely upon the materials provided in this document in a legal capacity or for legal needs without first consulting an attorney with respect to your specific situation. This document is provided "as-is", without warranty or condition of any kind whatsoever. HolacracyOne does not warrant this document's quality, accuracy, timeliness, completeness, merchantability, or fitness for use or purpose. To the maximum extent provided by law, HolacracyOne and its agents and members shall not be liable for any damages whatsoever arising from the use of this document.

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Holacracy One
Exquisite Organization

HOLACRACY® CONSTITUTION (v4.0)

PREAMBLE

THIS HOLACRACY CONSTITUTION (the "***Constitution***") defines the fundamental rules, processes, and other constructs of the Holacracy system for organizational governance and operations, thereby allowing its formal use by an organizational entity, 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 directors, managers, founders, or other agents with the due authority to so adopt this Constitution as the basis of authority for the Organization (such agents being the "***Ratifiers***" of this Constitution), and duly enacted by those agents engaged by the Organization to govern and execute its work under the terms of this Constitution (each such agent a "***Partner***" of the Organization, whether legally a partner, employee, contractor, volunteer, director, or otherwise).

ARTICLE I

ENERGIZING ROLES

1.1 Definition of Role. A "***Role***" is an organizational entity meant to be filled and energized by one or more duly-assigned Partners of the Organization, in order to (a) express certain capacities or potentials, perform certain functions, and/or pursue certain results on behalf of the Organization (such Role's "***Purpose***"); and (b) control and regulate certain property, functions, processes, domains, or areas on behalf of the Organization (each a "***Domain***" of such Role); and (c) perform or otherwise manage and effect the execution of certain ongoing activities for the Organization (each an "***Accountability***" of such Role).

1.2 Responsibilities of Role-Filling. A Partner duly filling a Role shall have the responsibilities documented in this Section 1.2, until such Partner enacts whatever resignations or other due-process may be necessary to cause their removal from such Role assignment.

1.2.1 Processing Tensions. A Partner duly filling a Role shall regularly compare the current expression of such Role's Purpose and enactment of its Accountabilities to such Partner's sense of an ideal potential expression of such Purpose and enactment of such Accountabilities, to identify gaps between the current reality and such a sensed potential (each such gap a "***Tension***"). For each Tension so identified, such Partner shall attempt to reduce such Tension by identifying and enacting one or more appropriate courses of action given the authorities and other mechanisms available to such Partner under this Constitution.

1.2.2 Processing Accountabilities. A Partner duly filling a Role shall regularly review all Accountabilities of such Role and determine, in service of expressing each such Accountability, (a) specific actions that could be executed immediately by such Partner and would be useful to the Organization to have promptly executed in the absence of competing priorities (each a "***Next-Action***"), and (b) specific outcomes that require multiple sequential actions to achieve and that would be useful to the Organization to work towards realizing in the absence of competing priorities (each such outcome a "***Project***").

1.2.3 Processing Projects. A Partner duly filling a Role shall regularly assess which of the Projects tracked for such Role are important enough to focus such Partner's available attention and other resources towards enacting presently or imminently (each a "***Current Project***"). For each Current Project, such Partner shall further determine and capture any Next-Action(s) reasonably necessary or desirable at that point in time to move towards enacting such Project.

1.2.4 Tracking Projects & Next-Actions. A Partner duly filling a Role shall (a) explicitly capture and track, in a database or similar tangible form readily transmittable to or reviewable by another Partner, all Projects and Next-Actions identified by such Partner for such Role, and (b) regularly review, update, and maintain such database such that it remains reflective of the current state of the actual and potential work of such Role.

1.2.5 Directing Attention & Resources. Except as otherwise constrained by the terms of this Constitution or the outputs of its processes, a Partner duly filling a Role shall have the ongoing responsibility to consciously consider all of the Next-Actions and other potential activities that could be executed upon in service of such Role, as well as such Partner's available time, attention, energy, and any other resources duly available for use by such Role, and to continually assess which such activities are most appropriate to deploy such resources towards in service of such Role and the Organization, and to so deploy such resources and execute such Next-Actions and other activities.

1.3 Authority Over Domains. A Partner duly filling a Role shall have the authority to control and regulate each Domain assigned to such Role, by (a) assessing specific requests for permission to take actions that impact such a Domain, and approving or denying such requests, and (b) defining or amending ongoing grants of authority allowing others to exert control or cause a material impact within such a Domain, as well as limits or constraints on how others may do so when otherwise authorized (each such grant or constraint of authority a "***Policy***"), which shall be valid and binding once published in a forum freely and conveniently accessible to all Partners who may be impacted by such a Policy; provided, however, that the authorities granted under this Section 1.3 shall be further limited by and subject to any constraints duly operating upon such Role itself or such Domain per the terms of Sections 2.1.4.

1.4 Authority to Act. A Partner duly filling a Role shall have the authority to execute any Next-Actions reasonably necessary or desirable for the expression of such Role's Purpose or the enactment of such Role's Accountabilities, provided that such a Next-Action (a) does not violate a constraint of authority duly affecting such Role under the terms of Section 2.1.4; and (b) does not exert control or cause a material impact within a Domain duly assigned to another Role of the Organization or otherwise owned by another sovereign entity, unless (i) such Partner has received permission to so exert control or cause such an impact by a representative of such other Role or entity with the due authority to allow such control or impact within such a Domain, or (ii) relevant Policies in effect for such a Domain allow such action and such Role-Filler follows such Policies in so acting.

ARTICLE II

CIRCLE STRUCTURE

2.1 Circle Basics. A "***Circle***" is a Role that is duly-authorized, as provided for herein, to (a) further differentiate and organize the expression of its Purpose, control of its Domain, and enactment of its Accountabilities, by defining and evolving its own contained Roles through its own governance process (those not already defined in this Constitution being its "***Defined Roles***"), and (b) coordinate and integrate the work activity of those persons energizing such Roles or otherwise appointed to such Circle as provided for herein (its "***Circle Members***").

2.1.1 Role Definition. The Roles of a Circle may only be defined or amended through the due governance process defined in Article III of this Constitution, except for the limited exceptions granted under the terms of Section 5.3, and under no circumstances may anyone or any process cause or grant authority for a Circle's Roles to be so defined or amended through any means other than such due-process.

2.1.2 Policy Definition. Policies granting or limiting authority within a Domain duly controlled by a Circle may only be defined or amended through the due governance process defined in Article III of this Constitution, except to the extent otherwise allowed under the terms of Section 2.2.1. Further, solely for the purpose of defining Policies that limit authority of its contained Roles, a Circle shall be deemed to hold a Domain controlling all of the functions and activities performed by such Roles, whether or not explicitly defined as a Domain of such Circle.

2.1.3 Roles May Impact Circle Domain. Extending the terms of Section 1.4, each Role within a Circle shall hold the further authorization to exert control or cause a material impact within any Domain duly controlled by such Circle itself, or which such Circle otherwise has a grant of authority to so impact, subject to any limitations or constraints duly acting upon such Circle itself or defined by Policy of such Circle; provided, however, that the authority granted under this Section 2.1.3 shall exclude the authority to control or regulate such a Domain under the terms of Section 1.3, or to transfer or otherwise dispose of or significantly limit any rights of such Circle to such Domain or any assets or other significant property within such Domain, unless explicitly authorized by someone otherwise holding such authority.

2.1.4 Delegation of Control. A Circle may delegate the authority to regulate such Circle's Domains or any part or aspect thereof to a Role within such Circle by defining a Domain upon such a Role, and such a delegation shall remove such Circle's control of and authority within such Domain to the extent such control and authority is so placed on such Role, except such Circle shall retain the right to amend or remove any such delegations, or to define or modify Policies further granting or constraining such Role's authority within such Domain; all provided, however, that any such delegation (a) shall be limited by whatever authority such Circle itself duly enjoys, and (b) shall exclude the authority to externally transfer from such Circle or to otherwise dispose of or significantly limit any rights of such Circle to such Domain or any assets or other significant property within such a Domain, unless such authority is explicitly included by a Policy of such Circle.

2.2 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

Section 2.2 (the person so appointed to fill such Lead Link Role, while acting in such capacity, being the Circle's "***Lead Link***").

2.2.1 Holds Undifferentiated Functions. A Circle's Lead Link shall be deemed to hold any Accountabilities and control any Domain defined on such Circle itself just as if such a Circle were only a Role and such Lead Link filled such Role, but only to the extent that such Accountabilities or control of such Domain, or any part or aspect thereof, have not been defined upon a Role within such Circle or otherwise delegated within such Circle as provided for herein; provided, however, that such Lead Link shall not have the authority to define Policies outside the governance process of such Circle that limit the authority of such Circle's Roles to impact such a Domain.

2.2.2 Defines Priorities & Strategies. A Circle's Lead Link shall, upon request of any Circle Member of such Circle, assess the relative priority of any Project, Next-Action, or other current potential usage of such Circle's resources vs. any other such potential usage, and specify which of such potential usages holds higher value to apply such Circle's resources towards at the then-present time. A Circle's Lead Link may further specify heuristics, or remove or amend any previously specified, to guide such Circle's Roles in self-identifying and aligning with such priorities on an ongoing basis, with each such heuristic expressed as one potentially-valuable activity, emphasis, focus, or goal to generally prioritize over another potentially-valuable activity, emphasis, focus, or goal (each such heuristic a "***Strategy***" of such Circle).

2.2.3 Amending Lead Link Role. No Circle may add Accountabilities or other functions to its own Lead Link Role, or modify such Role's Purpose. No Circle may remove its Lead Link Role entirely, however a Circle may remove any Accountabilities, Domains, authorities, or functions of such Circle's Lead Link Role, whether so held per the terms of Section 2.2.1 or defined by this Constitution. Such delegation shall be enacted through such Circle's due governance process by either placing such elements on another Role within the Circle, or by defining an alternate means of enacting such elements. To the extent any such elements are so delegated, such placement shall 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.

2.3 Circle Participation & Governance.

2.3.1 Core Circle Members. Except as otherwise specified in this Constitution, the persons authorized to participate in the governance process defined in Article III for a Circle (its "***Core Circle Members***") shall be:

(a) each Partner filling a Defined Role of such Circle;

(b) the Lead Link of such Circle, as defined in Section 2.2;

(c) each Rep Link elected to such Circle, as defined in Section 2.6.5;

(d) and each Cross Link into such Circle, as defined in Section 2.7.

2.3.2 Exclusion for Multi-Filled Roles. A Circle may enact a Policy, as otherwise provided for herein, limiting how many Partners filling a particular Defined Role may be Core Circle Members due to that particular assignment, provided that such a Policy (i) must allow at least one of the Partners filling each Defined Role to serve as Core Circle Members during any governance of such Circle, and (ii) must specify how such Partner or Partners shall be determined. To the extent there are Partners filling such a Role who are not Core Circle Members of such Circle as a result of such a Policy, then, unless an alternate pathway is provided by such Policy for such Partners to process Tensions about such Role's work, each Core Circle Member filling such Role shall be deemed to also hold the Purpose and Accountabilities of a Rep Link, as defined in **APPENDIX A**, with the Circle referenced therein meaning such Role, and the Circle Members referenced therein meaning those Partners filling such Role who are not Core Circle Members of such Circle.

2.3.3 Exclusion for De Minimis Allocation. The Lead Link of a Circle may exclude a Partner from serving as a Core Circle Member of such Circle when (i) such Partner would only otherwise serve as a Core Circle Member due to filling Defined Roles of such Circle, and (ii) such Partner only has a de minimis amount of time or attention allocated to such Roles, as reasonably judged by such Lead Link. If such a Partner is so excluded, unless otherwise delegated as allowed by Section 2.2.3, the Lead Link of such Circle shall automatically be deemed to also hold the Purpose and Accountabilities of a Rep Link, as defined in **APPENDIX A**, with the Circle referenced therein meaning such Roles, and the Circle Members referenced therein meaning each such excluded Partner.

2.3.4 Special Appointments of Core Members. Additional persons beyond those required per the terms of this Section 2.3 may be specially appointed to also serve as Core Circle Members of a Circle from time to time. Such an appointment may be enacted by the Lead Link of a Circle or granted via a Policy of a Circle, and any such appointments shall endure until removed by whatever authority or process so enacted it, provided that neither the Lead Link nor a Policy may cause the removal of someone as a Core Circle Member while such status is otherwise granted under other terms of this Section 2.3.

2.4 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.

2.4.1 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 Partner has been duly assigned to such Role.

2.4.2 Assigning Roles to Multiple People. A Defined Role may be assigned to multiple persons only to the extent that assigning more than one person would not decrease the clarity of who shall hold the Accountabilities and authorities of the Role within each specific context or instance of work facing such Role. As one possible method of meeting the preceding criteria, a person duly-assigning multiple persons to a single Defined Role shall have the further authority to specify, along with each such assignment, a specific context, area, or similar subset of the Role's possible focus (such assignment's "***Focus***"), in which case the Purpose,

Accountabilities, and Domain defined for such Role shall be interpreted as applying specifically and only within the Focus so specified for each such assignment.

2.4.3 Resignation from Roles. A Partner 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, if such Lead Link no longer holds the authority to assign Partners to Roles of such Circle, then to whoever holds such authority. Any such resignation shall take effect upon the conveyance of such notice or at any later time specified in such notice, and, unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective; provided, however, that constraints on resignations may be defined as terms of the relationship between a Partner and the Organization, and any such additional terms shall prevail over those specified in this Section 2.4.3.

2.5 Elected Roles. Except as otherwise provided herein, each Circle shall include, in addition to its Defined Roles, 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).

2.5.1 Elections & Eligibility. Except as otherwise specified herein, each Circle shall hold regular elections to elect a Core Circle Member of such Circle into each of the Elected Roles for such Circle, using the process and rules defined in Article III. Any Core Circle Member of a Circle shall be eligible for such an election and each Core Circle Member may hold multiple Elected Roles, except that the Core 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.

2.5.2 Election Terms & Revisiting. Each election for an Elected Role shall carry a term defined during the election process, after which a new regular election for such Elected Role shall be held. However, even before a term has expired, any Core 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, as provided for in Article III.

2.5.3 Amending Elected Roles. A Circle may add Accountabilities or Domains 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, Domain, Accountabilities, or authorities granted to such Elected Roles by this Constitution, and a Circle may only add to its own Rep Link Role and not to a Rep Link Role appointed to such Circle under the terms of Section 2.6.5.

2.5.4 Surrogates for Elected Roles. For the duration an Elected Role is unfilled for any reason, or to the extent the Core Circle Member filling an Elected Role is not present within a relevant meeting of such Circle or feels unable or unwilling to enact such Role's duties, then, until such Role can be normally filled and executed as called for herein, such Role shall be deemed to be filled on an interim basis by: (a) an alternate person specified in advance or at the time by the person then-acting in such Role, provided such alternate accepts such appointment; or, if there is no such alternate specified or present, then by (b) the acting Facilitator of such

Circle; or, if there is no acting Facilitator so elected or present, then by (c) the acting Secretary of such Circle; or, if there is no acting Secretary so elected or present, then by (d) the Lead Link of such Circle; or, if there is no Lead Link of such Circle duly appointed or present, then by (e) the first Core Circle Member of such Circle who so declares themselves as filling such Role.

2.6 Sub-Circles. Any of a Circle's Defined Roles may be further authorized to act as a Circle, subject to the terms of this Section 2.6 (a Circle contained within another Circle being a "***Sub-Circle***" in relation to such containing Circle, and such a containing Circle being the "***Super-Circle***" in relation to its Sub-Circles).

2.6.1 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 Domain defined broadly enough to contain the Domain of all such Roles so being encompassed.

2.6.2 Modification of Sub-Circles. A Circle may modify the Purpose, Domain, or Accountabilities defined upon its Sub-Circles through its due governance process in the same manner as for any other Defined Role of such Circle, and may further refine the boundary between its own functions and those of such a Sub-Circle by moving Defined Roles or Policies into such Sub-Circle from such Circle or vice-versa, provided that any Defined Roles or Policies so moved must be otherwise permitted and valid within the target Circle of such a move under the rules of this Constitution.

2.6.3 Removal of Sub-Circles. A Circle may remove, through its 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 Domain 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 that is not authorized to serve as 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 Domain; 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.

2.6.4 Lead Link to Sub-Circle. A Circle containing a Defined Role that 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 and become a Circle Member of such Sub-Circle for the duration of such appointment.

2.6.5 Rep Link to Super-Circle. The Rep Link elected by a Circle shall automatically become a Circle Member of such Circle's Super-Circle for the duration of such appointment; provided, however, that, unless otherwise specified in a Policy of such Super-Circle, a Rep Link of any Circle lacking any Core Circle Members beyond those serving as Lead Link or Cross Links into such Circle 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 Core Circle Members beyond those serving as Lead Link or Cross Links.

2.7 Cross Linking. By enacting a Policy as otherwise allowed herein, a Circle may allow any other entity or group, whether external to the Organization or a Role or Circle within the Organization (in any case, the "***Linked Entity***"), to appoint a representative to participate within the governance and operations of such Circle or any Sub-Circle of such Circle (whichever is so specified being the "***Target Circle***"), in which case the terms of this Section 2.7 shall further govern such representation to the extent not otherwise specified in the Policy so allowing such representation (such Policy being the "***Cross Link Policy***").

2.7.1 Cross Link Role. Upon the enactment of a Cross Link Policy, the Linked Entity and the Target Circle shall be deemed connected by a special Rep Link Role as defined in **APPENDIX A**, but with the Circle referenced therein being the Linked Entity and the Super-Circle being the Target Circle (such a special Rep Link Role being a "***Cross Link Role***", with the person filling such Role when acting in such capacity being the "***Cross Link***"); however, if the Linked Entity is not a Circle, then the functions of a Cross Link Role shall be considered functions of the Linked Entity itself rather than a separate Role within such Linked Entity, and its Circle Members shall be considered anyone duly-energizing or otherwise operating within such Linked Entity. Further, if the Linked Entity is not a Role governed by this Constitution, then the Cross Link Policy shall further define the Linked Entity so represented and the Purpose and Accountabilities held by its Cross Link Role within the Target Circle.

2.7.2 Cross Link Assignment. A Cross Link Role may be duly filled by (a) the Linked Entity appointing the single person already duly-energizing the Linked Entity within its own context to fill such Role, to the extent such a single person so exists; or by (b) the Linked Entity appointing a single person to fill such Role using whatever authority and due-process such Linked Entity may otherwise have and use for enacting similar appointments to its other Defined Roles or similar work functions; or (c) to the extent the Linked Entity represents a group with no single nexus of authority to directly appoint a representative to energize the Cross Link Role, then by whatever process may be defined by the Cross Link Policy or the Target Circle for filling such Role with such a representative on behalf of the Linked Entity. For the duration a Cross Link Role is unfilled for any reason, such Cross Link Role shall be deemed non-existent and shall have no default assignment or effect.

2.7.3 Cross Link Authority. A Cross Link shall be considered a Circle Member of the Target Circle and may use all authorities available to such a Circle Member to process Tensions sensed on behalf of the Cross Link Role; provided, however, that a Cross Link may not use such authorities within the Target Circle to build or enact capacities for the Linked Entity beyond those which would also help such Target Circle express its own Purpose or Accountabilities.

2.7.4 Additions to Cross Link Role. A Linked Entity may add to or amend its Cross Link Role through its own due governance process, and such Role shall further inherit any Accountabilities required on such a Role by a Policy duly operating upon the Linked Entity; in either case, any Accountabilities so added shall apply in both the Linked Entity and the Target Circle unless otherwise specified through the governance process of the Linked Entity or in the Cross Link Policy. A Target Circle may add Domains or Accountabilities to a Cross Link Role through its own due governance process, and may later amend or remove the same, however any such additions shall apply only to the Cross Link Role within such Target Circle and not to or within the Linked Entity, and a Cross Link may not allocate any resources of the Linked Entity to enact Accountabilities added to the Cross Link Role within the Target Circle, except to the extent such allocations would otherwise benefit the Linked Entity given its own Purpose and Accountabilities.

2.7.5 Boundaries and Delegation. To the extent a Circle defines a Cross Link Policy referencing a Role of the Organization as the Linked Entity, such Role must be directly contained within such Circle or any Super-Circle of such Circle, recursively. However, either a Linked Entity or a Target Circle so referenced by a Cross Link Policy may further delegate such designation by specifying one of its own contained Roles or Circles, as the case may be, to act as the Linked Entity or Target Circle for the purposes of such Cross Link Policy. Any such delegation shall happen via a Policy enacted by the entity so delegating, which may later be amended or removed, all as otherwise allowed herein. Upon such a delegation, all terms and effects defined herein shall transfer to the newly specified Linked Entity or Target Circle, as the case may be, including the authority to further delegate such a designation.

ARTICLE III

GOVERNANCE PROCESS

3.1 Scope of Governance. Each Circle's governance process shall be enacted under the rules and processes of this Article III, in order to:

(a) create, amend, or remove Roles of such Circle; and

(b) create, amend, or remove Policies of such Circle; and

(c) hold elections for Elected Roles, as specified in Section 2.5; and

(d) authorize, amend, or dissolve Sub-Circles, per Section 2.6.

The activities defined in this Section 3.1 shall constitute the "***Governance Activities***" of a Circle, and the then-current acting results of such activities its "***Governance***". No outputs or decisions aside from those defined in this Section 3.1 shall be considered due Governance of a Circle, and the Secretary of a Circle shall only capture such allowed outputs in the official Governance minutes or records of such Circle.

3.2 Threshold for Governance Changes. Any Core Circle Member of a Circle may propose new or amended Governance or other changes for such Circle using one of the processes

defined in Sections 3.3 or 3.4 hereof (a "***Proposal***"), and such Proposal shall be considered and processed via such process and given the rules and requirements defined in this Section 3.2.

3.2.1 Criteria for Valid Proposals. A Proposal shall only be considered and processed to the extent that it would resolve or reduce a Tension sensed by the Core Circle Member making such Proposal, by:

(a) building capacity for or removing a constraint to the expression of the Purpose or enactment of an Accountability of a Role of such Circle filled by such Core Circle Member; or by

(b) building such capacity or removing such a constraint for a Role of such Circle filled by another Core Circle Member, when such other Circle Member also senses such Tension and would otherwise be allowed to process such Proposal, and has granted permission for another to process on behalf of one of their Roles, which such permission may be withdrawn anytime; or by

(c) evolving such Circle's explicit Governance to more clearly incorporate activity already happening within such Circle; or by

(d) triggering a new election for any of such Circle's Elected Roles.

A Proposal shall be deemed to meet the criteria defined in this Section 3.2.1 to the extent the Core Circle Member making such Proposal can present an actual, specific, and reasonable present or past situation that, were such Proposal in place, would trigger or would have triggered less of the Tension such Proposal seeks to resolve via one of the means required herein, in the reasonable judgment of such Core Circle Member.

3.2.2 Criteria for Valid Objections. A Proposal shall be adopted as formal and binding Governance for such Circle only once every Core Circle Member of such Circle is given an opportunity to raise Objections to adopting such Proposal, in its then-current form if modified from the originally-proposed language, and no such Objections are so raised. An "***Objection***" to a Proposal shall be defined as a Tension for a Core Circle Member that would be caused by adopting such Proposal, when such Tension either meets all of the standard criteria defined in (a) through (d) below, or meets the special criteria defined in (e) below:

(a) if the Tension were unaddressed the current capacity of such Circle to express its Purpose or enact its Accountabilities 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 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; and

(d) if the Proposal were adopted, the Tension would otherwise be a valid Tension for such Core Circle Member to process under the terms of this Section 3.2;

or, regardless of all of the above criteria, if

(e) 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.

3.2.3 Discerning Objections. Except as expressly provided otherwise in this Constitution, a Tension raised by a Core Circle Member as a claimed Objection to a Proposal for a Circle shall be deemed to meet the criteria defined in Section 3.2.2, and thus be considered an actual Objection, to the extent such Core Circle Member can present a reasonable and specific argument for why such a claimed Objection meets each such specific criterion.

3.2.4 Representing Linked Circles. For the purposes of this Section 3.2, the following rules shall also apply with regard to Proposals or Objections raised by a Role linked into a Circle from another Circle or similar entity:

(a) From a Lead Link. Any Proposals for a Circle or claimed Objections to such Proposals raised by the Lead Link of such Circle shall further be considered valid to the extent they would otherwise be valid if raised within such Circle's Super-Circle or any Super-Circle thereof, recursively, by any relevant Core Circle Member of such a Super-Circle.

(b) From a Rep Link. For the purposes of assessing Proposals for a Circle or claimed Objections to such Proposals raised by a Rep Link to such Circle from a Sub-Circle, such Rep Link shall be considered to fill the whole Sub-Circle Role within such Circle, exactly as does the Lead Link appointed to such Sub-Circle.

(c) From a Cross Link. Any Proposals for a Circle or claimed Objections to such Proposals raised by a Cross Link to such Circle shall further be considered valid to the extent they would otherwise be valid within a Governance Meeting of the Linked Entity such Cross Link represents, except as limited by Section 2.7.3.

3.3 Governance Meetings. The Secretary of a Circle shall regularly schedule and convene meetings specifically to enact the Governance Activities of such Circle, which the Facilitator of such Circle shall preside over and facilitate, all in alignment with the rules of this Section 3.3 and any relevant Policies of such Circle (its "***Governance Meetings***"). In addition to any regularly-scheduled Governance Meetings, the Secretary of a Circle shall further convene a special Governance Meeting of such Circle promptly upon the request of any of its Core Circle

Members, and such special Governance Meeting may be used for any purposes that would otherwise be valid in a regularly-scheduled Governance Meeting.

3.3.1 Attendance. All Core Circle Members of a Circle shall be entitled to fully participate in all Governance Meetings of such Circle, as shall the acting Facilitator and Secretary of such Circle even if not Core Circle Members; further, the Lead Link and any Rep Links or Cross Links to such Circle may each invite up to one additional person into each Governance Meeting of such Circle, solely to aid in the processing of a specific Tension affecting the source of such link, and such invited participant shall be treated as a Core Circle Member of such Circle for the duration of such a Governance Meeting. No other persons may participate in the Governance Meetings of a Circle unless explicitly allowed by Policy of such Circle.

3.3.2 Quorum. Unless otherwise specified in a Policy of a Circle, (i) there shall be no quorum requirement for Governance Meetings of such Circle, (ii) any Governance changes enacted within such meetings shall be valid regardless of the number of Core Circle Members in attendance, and (iii) for the purposes of Section 3.2, any Core 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 Core 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.

3.3.3 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 Core Circle Members present at a general Governance Meeting, or, in the case of a special Governance Meeting, from just the Core Circle Member who called such special meeting, unless such Core Circle Member chooses to allow additional agenda items from other participants. The Facilitator may add further items to the formal agenda from any participant at any time during a Governance Meeting, even after the initial agenda building has concluded, however, in the case of a special meeting, the Facilitator may not proceed with processing such newly-added items until after all originally-added items have been completed, unless the Core Circle Member who called such special meeting so allows.

(a) Agenda Item Format. Each agenda item shall represent one Tension to process, sensed by the participant who raised such agenda item. Each participant shall add such agenda items by providing only a short label as a reference to the Tension such participant intends to address, and shall not engage in explanation or discussion regarding such Tension or a Proposal until processing begins on such agenda item as provided for herein.

(b) 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 calling 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.

(c) Processing Agenda Items. Once the order of the agenda has been determined, the Core Circle Members participating in a Governance Meeting shall process each additional agenda item, one at a time, using the process defined in Section 3.3.5 for agenda items calling for election of an Elected Role (the "***Integrative Election Process***"), and the process defined in Section 3.3.4 for all other agenda items (the "***Integrative Decision-Making Process***").

3.3.4 Integrative Decision-Making Process. The Integrative Decision-Making Process shall be enacted as follows, but solely within the context of and for the purpose of resolving or reducing the Tension represented by the agenda item so being processed, only as sensed and judged by the Core Circle Member who raised such agenda item (the "***Proposer***"):

(a) Present Proposal. To begin processing the agenda item, the Facilitator shall give the Proposer space to describe the Tension represented by such agenda item, if so desired by the Proposer, and to present a Proposal to address such Tension, which the Secretary shall capture. To the extent the Proposer desires assistance in crafting such a Proposal, the Facilitator may choose to grant space for discussion or allow another process requested by the Proposer, but any such discussion or process must be used solely for the purpose of helping the Proposer craft an initial Proposal to address such Proposer's Tension, and not to seek Proposals to address other Tensions nor for any integration-related purposes.

(b) Clarifying Questions. Once a Proposal is presented by the Proposer, the Facilitator shall allow clarifying questions from other participants for the sole purpose of better understanding the intent or meaning of the Proposal. The Proposer shall be entitled but not required to provide an answer to each such question, and the Facilitator shall disallow any reactions or similar opinions expressed about the Proposal, or discussion of any kind. Any participant may further ask the Secretary to read the captured Proposal or clarify the Organization's existing Governance, during this step or at any other step or time in this process during which such participant is otherwise allowed to speak, and the Secretary shall so clarify.

(c) Reaction Round. Once there are no further clarifying questions, the Facilitator shall allow each participant except the Proposer, one at a time, to share reactions to the Proposal, which may use only first-person or third-person language, without engaging the Proposer in a second-person exchange. The Facilitator shall immediately stop and disallow any out-of-turn discussion or responses, any reactions to other reactions instead of to the Proposal, and any reactions conveyed via a second-person exchange.

(d) Amend & Clarify. After concluding the reaction round, the Facilitator shall give the Proposer space, if desired, to share comments or clarifications in response to any reaction, or to make any desired amendments to such Proposal, provided that any such amendments must be primarily for the sake of better addressing such Proposer's Tension and not Tensions raised by other participants. The Facilitator shall immediately stop and disallow any discussion or comments by anyone other than the Proposer.

(e) Objection Round. After the Proposer concludes presenting any clarifications and amendments, the Facilitator shall allow each participant one at a time, including the Proposer, to raise claimed Objections to adopting the Proposal as then-currently amended. Objections shall be presented without discussion or responses of any sort allowed,

provided that the Facilitator may test Objections as detailed in Section 3.3.7, and the Facilitator shall capture for later processing any Objections presented that do not fail such test. If no such Objections are so presented, the Proposal shall be adopted as valid Governance for the Circle and the agenda item shall be considered processed and done. If one or more such Objections are so presented and captured, the Facilitator shall instead move on to the following step.

(f) Integration. For each Objection captured during the previous step, the Facilitator shall facilitate a discussion to seek an amended Proposal that would still address the intended Tension without raising such Objection. During such process, the Proposer shall assess whether any amended Proposals so suggested would still address the intended Tension, and the participant who raised such Objection shall assesses whether any amended Proposals so suggested would still give rise to such Objection, all subject to the further rules of integration detailed in Section 3.3.8. After crafting an amended Proposal that addresses both the original Tension and all Objections captured in the prior step, such amended Proposal shall become the new working Proposal and the Facilitator shall move back to the prior step in this process.

3.3.5 Integrative Election Process. The Integrative Election Process shall be enacted as follows:

(a) Describe Role. The Facilitator shall start by summarizing the function of the Role so being elected into, and selecting and announcing a term for the election.

(b) Fill Out Ballots. Each participant shall fill out a ballot of the form "[nominator's name] nominates [nominee's name]", within which each such participant shall nominate the person so eligible for such election who such participant believes is the best fit for the Role. Everyone participating in an election shall have a duty to select one nominee without abstaining or nominating multiple persons. Before and during this step, the Facilitator shall promptly stop all comments or discussion about potential candidates for the election.

(c) Nomination Round. Once all ballots are collected, the Facilitator shall read aloud each ballot, one at a time, and the nominator thereon shall state why such nominator believes the person so nominated would be a good fit for the Role. The Facilitator shall stop any responses or other comments, as well as any comments by the nominator about any other potential candidate aside from the nominee so named.

(d) Nomination Change Round. Once all nominations have been so explained, the Facilitator shall allow each participant the opportunity to change such participant's nomination based on the new information presented during the previous step. The Facilitator shall note any such changes and allow anyone so changing to explain the reasoning for such change, but shall stop any other comments or discussion of any kind.

(e) Make a Proposal. Once all changes are noted, the Facilitator shall count the nominations and make a Proposal to elect the candidate with the most nominations for the term previously stated. If there is a tie for the most nominations, then the Facilitator shall do one of the following, at the Facilitator's sole option: (i) blindly select one of the tied nominees randomly, and propose that person; or (ii) if the Circle Member currently holding the Role is among those tied, propose that person; or (iii) if one and only one of the tied candidates has

nominated themselves, propose that person; or (iv) go back to the previous step and require each participant who nominated a candidate 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.

(f) Process Proposal. Once the Facilitator makes a Proposal to elect a candidate, the Facilitator shall move to the Integrative Decision-Making Process to further resolve such Proposal, starting directly with the Objection round of such process described in Section 3.3.4(e). When surfacing Objections within such process, if the proposed candidate is so present, the Facilitator shall always ask such candidate for Objections last. Further, if Objections do surface or at any point during the integration step, the Facilitator shall retain the option of throwing out such Proposal and going back to the prior step in this process to select another nominee to Propose, while ignoring the nomination count for the prior candidate.

3.3.6 Testing Proposals. The Facilitator may test whether a Proposal put forth during a Governance Meeting is allowed for processing by requesting the Proposer describe the Tension such Proposal would address and present an actual, specific, and reasonable example situation as required under the terms of Section 3.2.1. During such testing, the Facilitator shall have the limited authority to judge whether such a Tension and situation has been presented, but not the validity or accuracy of such Tension or such situation, nor whether such Proposal would address such Tension or change such situation. Testing of Proposals by the Facilitator may be done when a Proposer initially presents a Proposal or during the integration step of the Integrative Decision-Making Process, and the Facilitator shall always engage in such testing if called upon to do so during such integration step by any Core Circle Member participating in such process. Upon discovering a Proposal is disallowed under the terms of Section 3.2.1, the processing of such Proposal shall immediately cease and the agenda item representing such Proposal shall be struck from the agenda.

3.3.7 Testing Objections. To the extent any Objections are claimed while processing a Proposal, the Facilitator may test whether any such claimed Objection constitutes an actual Objection by requesting that a Core Circle Member so raising a claimed Objection (the "***Objector***") provide the reasonable and specific arguments required under the terms of Section 3.2.3. During such testing, the Facilitator shall have the limited authority to judge whether such an argument has been presented for each criterion, but not the validity or accuracy of such an argument; provided that, for Objections claimed on the basis of Section 3.2.2(e), the Facilitator may ask the Secretary of the Circle for an interpretation under the terms of Section 3.5 of such claimed Objection's accuracy, and may dismiss any such claimed Objection deemed inaccurate by such Secretary. Testing of claimed Objection by the Facilitator may be done when an Objector initially claims an Objection or anytime thereafter until the Proposal is resolved, and in any case the Facilitator shall always engage in such testing if called upon to do so during the integration step of the Integrative Decision-Making Process or Integrative Election Process, as the case may be, by any Core Circle Member participating in such process.

3.3.8 Rules of Integration. During the integration step of processing a Proposal, while attempting to resolve an Objection raised by an Objector, the following additional rules shall apply:

(a) The Objector shall have the burden of seeking an amendment to the Proposal in good faith that would resolve the Objection and still address the Proposer's Tension, and may solicit and receive help in so doing from any other participant in such process; provided, however, that the Objector may first and simultaneously seek to verify such Tension meets the thresholds required for processing as provided for herein. To the extent an Objector declines to or ceases seeking such an amended Proposal in good faith after being alerted of the burden to do so, in the reasonable judgment of the Facilitator, then the Facilitator may deem such Objection abandoned and continue processing the Proposal as if such Objection had not been raised.

(b) Any Core Circle Member participating in such process may ask the Proposer clarifying questions about the Tension behind the Proposal, or about any specific situation presented by the Proposer to illustrate such Tension under the terms of Section 3.2.1, in a good faith effort to better understand such Tension. To the extent the Proposer declines or ceases to provide answers in good faith to any such questions asked by the Objector, in the reasonable judgment of the Facilitator, the Facilitator may declare processing such Tension to be presumed invalid and cease such processing, just as if such Tension had been tested under the terms of Section 3.3.6 and failed to meet the required threshold.

(c) To the extent an Objector has suggested an amended Proposal that would resolve the Objection, and reasonable arguments for why such Proposal would resolve or prevent such Tension in each specific situation presented by the Proposer to illustrate such Tension under the terms of Section 3.2.1, then, for such Tension to be considered to continue meeting the criteria required therein for processing, upon request of any participant, such Proposer must either (i) present a reasonable argument for why such Proposal would fail to remove or prevent the Tension in at least one such specific situation already presented, or (ii) present an additional situation that meets the criteria of Section 3.2.1, along with a reasonable argument for why such Proposal would fail to remove or prevent the Tension in that situation, or (iii) present another amended Proposal that would address such Tension and that such Objector agrees would resolve the Objection. In any case, the Facilitator shall have the limited authority to judge whether reasonable arguments as required under this paragraph have been so presented, but not the validity or accuracy of such an argument.

3.3.9 Operational Decisions in Governance Meetings. Without limiting any of the terms of this Article III, to the extent it is done in good faith and does not violate any term of this Section 3.3 or 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 operational decisions made within a Governance Meeting shall not 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 made outside of any meeting by the Core Circle Member so making such decision.

3.4 Governance Outside of Meetings. Unless otherwise constrained by relevant Policies, a Circle may conduct any of its Governance Activities, except holding elections, outside

of a formal Governance Meeting of such Circle, by any of its Core Circle Members distributing a valid Proposal to all other Core Circle Members of such circle via any typically-used channel for such Circle's communications. Such Proposal shall be considered adopted as formal Governance for such Circle upon each Core Circle Member responding to the Secretary of such Circle with an explicit acknowledgement that such Core Circle Member sees no Objections to adopting such Proposal. A Circle may, however, define a Policy to (i) further constrain or eliminate the ability to make Proposals outside of such Circle's Governance Meetings; or (ii) institute 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 Core Circle Members, provided however that all Core 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. Whenever necessary or convenient in their service for the Organization, any Partner affected by the Governance of a Circle, including of Policies defined by such Circle's Roles, may (i) use their reasonable judgment to interpret the meaning of such Governance, including reasonably inferring the extent or limits of any authorities or requirements defined by such Governance, or (ii) 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 that defined such Governance or holds the Role that defined such Governance, and, in the case of Governance applied to or affecting another Circle, such other Circle's Secretary as well. In any case, a Partner may use and act based upon such an interpretation, 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 Governance conflicts with an interpretation made by the Secretary of a Circle, such Secretary's interpretation shall trump and rule within such Circle, and, upon becoming aware of such interpretation, all Partners shall incorporate such Secretary's interpretation into their own reasonable interpretation process while acting on behalf of any Roles of such Circle; provided, however, that a Secretary's interpretation shall be null and void upon any relevant Governance underlying such an 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 any relevant Governance underlying such an 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, (i) 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 (ii) 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.

3.5.4 Striking Governance. To the extent a Secretary is duly requested to rule under this Section 3.5 on an interpretation of the Governance of such Secretary's Circle or any Role or Sub-Circle thereof, recursively, and such Secretary reasonably determines that such Governance or any part thereof conflicts with the rules and requirements of this Constitution, then such Secretary may strike such conflicting Governance from the acting Governance records of such circle. Any Secretary so striking Governance of a Circle must promptly communicate such action and the reasoning behind it to all Core Circle Members of such Circle.

3.6 Process Breakdown. In the event a Circle evidences a pattern of behavior or outputs that conflict with the rules and processes defined in this Constitution, as determined according to the terms of this Section 3.6 (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 Upon Failed Governance. A Process Breakdown shall be declared and the restorative process described in Section 3.6.3 shall be triggered in the event a Circle starts processing a Proposer's agenda item in a Governance Meeting but fails to complete such processing and seems unlikely to do so with reasonable additional time and effort, in the reasonable judgment of the Facilitator of such process; or, if such Governance Meeting was specially-called by such Proposer specifically for such processing, then in the reasonable judgment of such Proposer or such Facilitator.

3.6.2 Upon 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 such a Sub-Circle, then such Accountability with regard to such 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 Core 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 gain the authority but not the requirement to take over and themselves fill the Role of Facilitator or Secretary 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) extending the terms of Section 3.3, the Facilitator of such Circle shall gain the authority to judge the accuracy and validity of any arguments presented to validate Tensions or Objections.

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 identified and promptly resolved as provided for in this Section 3.6, or which reasonably would be so resolved in due course, shall not be considered a material breach of this Constitution.

ARTICLE IV

OPERATIONAL PROCESS

4.1 Scope of Operations. In addition to enacting all relevant responsibilities and authorities defined by Article I 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 IV (all such activities, including the enactment of those defined in Article I, constitute the "***Operational Process***" of such Circle).

4.2 Duties of Circle Members. Circle Members of a Circle shall have the further duties specified in this Section 4.2, to the extent requested or otherwise triggered by fellow Circle Members acting on behalf of other Roles of such Circle.

4.2.1 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 follows:

(a) 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 pursuant to Section 1.2.4 for potential execution in service of any Roles of such Circle or Accountabilities of such Roles, as may be requested by such requester.

(b) Relative Priority. For any Project or Next-Action held by a Circle Member of a Circle in service of Roles they fill for such Circle, 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 1.2.5, as compared with other potential activities to which such holder might otherwise allocate such attention or resources.

(c) Projections. For any Project or Next-Action held by a Circle Member of a Circle in service of Roles they fill for such Circle, 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.

(d) Checklist Items & Metrics. For each Role held by a Circle Member of a Circle, such Circle Member shall, within any forum established by such Circle for such purpose, (a) track and report any metrics assigned to such Role by such Circle's Lead Link, or by any other Role or process granted due authority to so specify such metrics, and (b) verify the completion of any recurring actions such Circle Member routinely performs in service of such Role's Accountabilities, to the extent another Circle Member so requested such regular verification. To the extent such a Role is a Sub-Circle, then the Circle Member deemed to fill such Role for such reporting and verification purposes shall be the Rep Link duly appointed by such Sub-Circle, or, in the absence of such Rep Link, the Lead Link of such Sub-Circle.

4.2.2 Duty of Processing. In addition to the processing duties required by Section 1.2, Circle Members of a Circle shall have the further duty to process messages and requests sent on behalf of other Roles of such Circle as follows:

(a) Requests for Processing. Each Circle Member of a Circle shall engage in any processing required under Section 1.2 promptly upon a request made by a fellow Circle Member to so process a specified Accountability or Project. To the extent the Circle Member receiving such a request has no Next-Actions tracked with respect to the specific Accountability or Project so requested for processing, such Circle Member shall continue processing until such a Next-Action is identified and captured, unless such Circle Member can instead reference (a) a specific Next-Action or Project explicitly captured and tracked by another Role that must be completed before any further Next-Actions are reasonably appropriate to enact the Accountability or advance the Project so requested for processing, or (b) a specific event or trigger condition beyond the reasonable influence of such Circle Member that must happen before any further Next-Actions will be reasonably able to enact the Accountability or advance the Project so requested for processing. In any case, a Circle Member so processing upon request shall inform such requester of the results of such processing.

(b) Requests for Projects & Next-Actions. Circle Members shall process, duly consider, and promptly respond to any request to take on a specific requested Next-Action or Project in one of their Roles and, to the extent such a Circle Member deems it a reasonable Next-Action or Project for one of their Roles according to the definitions given in Section 1.2.2, such Circle Member shall accept and track such a requested Next-Action or Project as required by Section 1.2.4. To the extent a Circle Member deems that a request made hereunder does not meet the definition of a Next-Action or Project for such Circle Member's

Roles, then such Circle Member shall either provide such requester with the reasoning behind that assessment, or capture and communicate an alternate Next-Action or Project that such Circle Member believes will meet the requester's stated or implied objective.

(c) Requests to Impact Domain. Circle Members shall promptly process and must further approve any requests made by a fellow Circle Member for permission to impact the Domain of a Role controlled by such a Circle Member per the terms of Section 1.3, unless such Circle Member senses and promptly communicates an Objection to such a request, as if such request were a Proposal made under the terms of Section 3.2.

4.2.3 Duty of Prioritization. A Circle Member's responsibility and authority under the terms of Section 1.2.5 for assessing where to deploy time, attention, and other resources available to such Circle Member shall be further constrained as follows:

(a) Processing Over Ad-Hoc Execution. Circle Members shall generally prioritize processing inbound messages and requests for their Roles, when sent on behalf of other Roles of the same Circle, over performing any Next-Actions or other work of such Circle, except work pre-arranged to be performed at a specific time, or that must be urgently performed at the then-present specific moment to prevent significant harm to such Circle in the reasonable judgment of such a Circle Member, or, to the extent such judgment is challenged by a fellow Circle Member, then in the reasonable judgment of such Circle's Lead Link (such exceptions being "***Time-Constrained Work***"). However, while the foregoing shall rule as a general prioritization direction, a Circle Member may nonetheless delay processing of newly-arrived messages or requests in order to batch the processing of such messages into a single block of time, or to shift such processing to a more convenient time or context, provided that any such delay will still allow for prompt processing of such requests and messages. In this context, processing shall mean the execution of the various duties described in this Section 4.2, as well as the identification, capture, and communication of appropriate Projects, Next-Actions, or other responses resulting from inbound messages; beyond those required to execute on the duties in this Section 4.2, processing shall exclude executing upon captured Projects and Next-Actions, the prioritization of which shall remain as defined in Section 1.2.5 except as otherwise modified in this Section 4.2.3.

(b) Requested Meetings Over Ad-Hoc Execution. Circle Members shall prioritize attending a specific instance of any meeting of a Circle required by this Constitution over performing any Next-Actions or other work of such Circle except for Time-Constrained Work, to the extent such attendance is requested by a fellow Circle Member of such Circle; provided, however, that any such request must reference specific meeting instances and not an ongoing series or pattern of such meetings. In the case of a direct conflict between a Circle Member attending such meetings or acting under a prioritization direction explicitly to the contrary issued under Section 4.2.3(c), the latter shall rule and be given first preference.

(c) Circle Needs Over Individual Goals. All Circle Members of a Circle shall integrate and align with any specific prioritizations or general Strategies duly specified under the terms of Section 2.2.2 hereof in assessing how to deploy time, attention, and other resources to the work of such a Circle Member's Roles of such Circle.

4.2.4 Links May Convey Duties. The Lead Link and any Rep Links or Cross Links to a Circle may each invite other persons to engage such Circle's Circle Members in the duties specified in this Section 4.2, to aid in the processing of specific Tensions affecting the source of such link, and such an invited person shall be treated as if a fellow Circle Member filling such link's Role, but solely for the purpose of engaging such duties and solely for the duration of and with regards to processing such a specific Tension; provided, however, that for any such invitation to carry such authority, such link must also (a) sense such Tension on behalf of such link's Role, and (b) remain engaged in such processing within such Circle. Any such invitation so extended may be withdrawn anytime by the link that extended such invitation.

4.2.5 Further Duties & Expectations. With regards to how a Partner expresses the Purpose or Accountabilities of a Role or fulfills their duties as a Circle Member, the complete set of expectations and constraints that a Partner may be reasonably expected to align with shall be those established by this Constitution or in the Governance resulting therefrom, and no other expectations or constraints shall carry any weight or authority. To the extent a Partner acts to honor such other expectations or constraints beyond what would otherwise be useful just to serve the Purpose or Accountabilities of such Partner's Roles, then such Partner shall be deemed to be acting outside of the ordinary authority granted by filling a Role, but may nonetheless do so to the extent allowed by the further authority granted under Section 4.4.

4.3 Tactical Meetings. The Secretary of a Circle shall regularly schedule and convene meetings, in alignment with the rules of this Section 4.3 and any relevant Policies of such Circle, specifically to further facilitate such Circle's Operational Process (such Circle's "***Tactical Meetings***").

4.3.1 Focus & Intent. The Tactical Meetings of a Circle shall be for (a) surfacing recurring data points, metrics, and verifications to increase visibility of such Circle's Operational Process; (b) sharing progress updates about the work within such Circle; and (c) triaging Tensions sensed on behalf of the Roles of such Circle into Next-Actions, Projects, or other outcomes that would resolve or reduce such Tensions.

4.3.2 Attendance. All Core Circle Members of a Circle shall be entitled to fully participate in all Tactical Meetings of such Circle, as shall the acting Facilitator and Secretary of such Circle even if not Core Circle Members, and there shall be no minimum quorum requirement for such meetings; further, the links to such Circle may each invite up to one additional person at a time into a Tactical Meeting of such Circle to engage others on behalf of such a link under the terms and conditions of Section 4.2.4. No other persons may participate in the Tactical Meetings of a Circle unless otherwise allowed by Policy of such Circle.

4.3.3 Facilitation & Process. The Facilitator of such Circle shall preside over and facilitate such Circle's regular Tactical Meetings in alignment with the process and rules defined in this Section 4.3, provided that such process and rules may be changed, removed, or extended through the Governance of such Circle. In the absence of any such Governance indicating otherwise, the Facilitator shall include distinct spaces for each of the intended foci of such meeting defined in Section 4.3.1, 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 so attending shall verify the completion of any regular and recurring actions, and report on any regular data points or metrics, that such a Circle Member has been duly assigned to so verify or report per the terms of Section 4.2.1(d).

(b) Progress Updates. Once the Facilitator opens space for progress updates within a Tactical Meeting of a Circle, each Circle Member so attending shall highlight progress made since the last Tactical Meeting towards achieving any Project or expressing any Accountability duly-held by such Circle Member on behalf of a Role of such Circle, to the extent that (a) such Circle Member believes relevant and useful to report to such meeting's participants, or (b) another Circle Member explicitly requested updates for within a prior Tactical Meeting. To the extent such a progress update is provided on behalf of Projects or Accountabilities of a Sub-Circle, then the Rep Link duly appointed by such Sub-Circle shall be given the opportunity to add information to any updates given by such Sub-Circle's Lead Link.

(c) Triage Issues. Once the Facilitator opens space for triaging Tensions within a Tactical Meeting of a Circle, the Facilitator shall then build an agenda representing the Tensions to process, and each participant shall be entitled to add an agenda item for each Tension they deem useful to so triage. For each such agenda item, the Facilitator shall allow the participant who raised such item to engage other participants in the duties and authorities defined by Section 4.2 or held due to filling Roles of such Circle, until such engagement has either addressed such participant's Tension, or resulted in the definition and ownership of one or more Next-Actions or Projects that, once completed, would address such Tension. 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.

4.3.4 Surrogate for Absent Members. In order to effect the intended functions of a Circle's Tactical Meetings, for the duration of such a meeting, such Circle's Lead Link shall be entitled to act within and exercise any authority of any Defined Role of such Circle to the extent a Partner duly holding such authority is not present at such meeting, and any decisions so made or actions so taken shall endure just as if made or taken by such a Partner. In the absence of such Lead Link from such meeting as well, any participant may cause Next-Actions or Projects to be captured for any Roles of such Circle held by an absent Circle Member, and any such outputs so captured shall be treated as requests made pursuant to Section 4.2.2(b) hereof.

4.4 Individual Action. Even beyond the authority granted by Section 1.4 to execute Next-Actions, a Partner of the Organization shall have the further authority to execute any Next-Actions such Partner reasonably believes necessary or desirable for the expression of the Purpose or enactment of an Accountability of any Role within the Organization, to the extent such a Role would itself have such authority under the terms of Section 1.4; provided that, in the reasonable judgment of such Partner, (a) taking such action would resolve one or more Tensions for the Organization, or prevent the creation of new Tensions, that in total are more significant than any new Tensions taking such action would likely create, and (b) the potential value of taking such action would significantly diminish if delayed long enough to request any permissions normally

required under the terms of Section 1.4, if any, to exert control or impact a Domain beyond which such Partner is otherwise authorized to so control or impact under the terms of Section 1.3 or 2.1.3, and (c) taking such action would not cause, commit to, or allow the expenditure or disposition of the Organization's resources or other assets beyond those such Partner otherwise holds the authority to so cause or commit to (taking action authorized under the additional authority of this Section 4.4 being taking "***Individual Action***").

4.4.1 Communication & Restoration. Upon taking Individual Action, a Partner so acting shall (a) communicate such Individual Action, including its intent and outcomes, to any other Partner filling a Role that such Individual Action was intended to energize or that controls a Domain materially impacted by such Individual Action, and (b) upon request of such other Partner, take additional actions as reasonably requested to assist in resolving any Tensions created specifically by such Individual Action, and (c) upon request of such other Partner or of the Lead Link of any Circle containing such a Domain, refrain from further taking Individual Action that energizes such Role or impacts such Domain.

4.4.2 Clarifying Governance. To the extent a Partner takes Individual Action shown to be an instance of expressing a recurring activity or ongoing function for a Circle, and such activity or function is not already explicitly called for by an Accountability or Purpose of a Role within such Circle, excluding its Lead Link Role, then such Partner shall either (a) craft and pursue the enactment of a Proposal to encode such activity or function into such Circle's explicit Governance, or (b) take other steps to remove such pattern of activity happening outside of its explicitly-defined Governance.

4.4.3 Priority of Corollary Requirements. In the absence of an explicit prioritization judgment to the contrary made under Section 2.2.2, a Partner taking Individual Action shall consider enacting the corollary requirements defined in this Section 4.4 a higher priority than enacting any of such Partner's regular activities or taking further Individual Action. Failure of a Partner to abide by such requirements or prioritization shall suspend such Partner's authority to take further Individual Action on behalf of any Role controlling a Domain impacted by such action, until such Partner is again aligned with such requirements.

ARTICLE V

ADOPTION MATTERS

5.1 Constitution Adoption. Upon adopting this Constitution, the Ratifiers endow the rules and processes described herein, and any due-results therefrom, with the full weight and authority of the Ratifiers' office and station, to the full extent allowed by any legal governing constructs of the Organization or similar foundational constraints acting upon the Organization or the Ratifiers.

5.1.1 Ratifiers Cede Authority. Upon adopting this Constitution, the Ratifiers waive and release any authority they may otherwise have to control the Organization outside of 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 (a) the Ratifiers shall retain the limited ongoing authority to amend or repeal this Constitution as

described in Section 5.1.2, and (b) any authorities explicitly required by any legal governing constructs of the Organization or similar foundational constraints shall be retained as explicitly documented therein, but only to the extent that such requirements could not reasonably be met by defining and enacting appropriate Governance through the due-process defined in this Constitution.

5.1.2 Amendments to Constitution. The Ratifiers may amend this Constitution in any way they see fit, or remove or replace this Constitution entirely, using whatever authority or due process they used to cause the adoption of this Constitution, unless otherwise specified or delegated as part of such adoption or in the legal governing constructs of the Organization. Beyond the limited authority to amend or repeal this Constitution, 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.

5.1.3 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.

5.2 Anchor Circle. Upon adopting this Constitution, the Organization shall be deemed to have a single Circle that (a) has as its Purpose the Purpose of the overall Organization, as identified per the terms of Section 5.2.4, and (b) has as its Domain any and all Domains the Organization itself duly controls, and (c) holds a single Accountability for expressing the Purpose of the Organization (the Organization's "***Anchor Circle***").

5.2.1 No Super-Circle. There shall be no Super-Circle of the Anchor Circle, and no Rep Link elected from the Anchor Circle.

5.2.2 Links to Anchor Circle. Commensurate with adopting this Constitution, the Ratifiers shall either (a) appoint a Lead Link of the Anchor Circle, or (b) leave the Anchor Circle without a Lead Link and instead authorize one or more Cross Links to the Anchor Circle, per the terms of Section 2.7, in which case the Ratifiers shall further clarify the Linked Entity each Cross Link represents, a Cross Link Role to enact such representation, and any further constraints on such Roles or process to fill such Roles.

5.2.3 Alternate to Lead Link Authority. To the extent the Anchor Circle has no Lead Link, then, solely within the Anchor Circle, (a) Section 2.1.3 shall not apply, and thus no Role shall have the authority to impact any Domain of the Anchor Circle except to the extent delegated to such a Role or authorized by Policy, however (b) all authority which would otherwise vest in the Lead Link of the Anchor Circle, including the authority to impact any such Domain, may instead be exercised by any Core Circle Member of the Anchor Circle putting forth a Proposal to enact a specific decision using such authority, either within a Governance Meeting of the Anchor Circle or outside of such a meeting under the terms of Section 3.4, and such Proposal shall be processed as if a Governance change for the Anchor Circle, using the rules, processes, and required thresholds for such changes defined in Article III. Any such Proposal so processed and adopted shall be considered an operational decision made with due authority of the Lead Link Role, and shall be recorded as such by the Anchor Circle's Secretary.

5.2.4 Defining Purpose. The Lead Link of the Anchor Circle shall be deemed to hold (a) an Accountability for discovering and clarifying the deepest creative potential the Organization is best-suited to sustainably express in the world, given all of the constraints operating upon it and everything available for its use in such expression, including its history, current capacities, available resources, Partners, character, culture, business structure, brand, market awareness, and all other relevant resources or factors; and (b) the authority to define the result of such discovery and clarification as the Organization's Purpose and thus the Anchor Circle's Purpose, and to modify such definition from time to time. If the Anchor Circle has no Lead Link, as allowed by Section 5.2.2, then the Accountability described in this Section 5.2.4 shall instead reside on each Cross Link Role within the Anchor Circle, while the related authority shall vest with the alternate process defined in Section 5.2.3.

5.2.5 Partner Relationships. The Anchor Circle shall be deemed to control, as a Domain of the Anchor Circle, all Partner appointments of the Organization and all details surrounding the relationship between such Partners and the Organization, to the full extent the Ratifiers so controlled such Domain prior to the adoption of this Constitution. The Anchor Circle may further delegate control of such Domain as otherwise allowed herein.

5.2.6 Updating the Anchor Circle. The Lead Link of the Anchor Circle shall have the authority to specify a name for the Anchor Circle, to further specify the Anchor Circle's Purpose and Domains within the general characterizations given in this Section 5.2, and to add further Accountabilities to the Anchor Circle or amend any so added. Unless an alternate process is specified by the Ratifiers upon adopting this Constitution, the Lead Link of the Anchor Circle shall hold the further authority to modify the selection and appointment of links to the Anchor Circle made pursuant to Section 5.2.2 hereof.

5.3 Transition. To the extent the Organization was already engaged in ongoing operations upon the adoption of this Constitution, the transitional rules of this Section 5.3 shall apply until all such operations are brought into alignment with the rules and processes of this Constitution.

5.3.1 Initial Structure. Before a Circle is bound by the rules of this Constitution, under the exemption allowed by Section 5.3.2, the Lead Link of either such Circle or the Anchor Circle may define initially-acting Governance for such Circle, outside of the usual processes and authorities otherwise required by this Constitution, as well as any initial Role assignments for such Circle, and any so defined shall become effective upon such Circle's first Governance Meeting.

5.3.2 Transitional Authority. To the extent that (a) a Circle has not yet held any Governance Meetings under the terms of this Constitution, and (b) the Purpose of such Circle was already being enacted by the Organization before such Circle was explicitly defined, and (c) no other Circle has previously enacted valid Governance, in a Governance Meeting held under the terms of this Constitution, for the sake of expressing such Circle's Purpose or controlling such Circle's Domains; then, until such Circle holds its first Governance Meeting, (i) the work of such Circle may continue to be governed, managed, and enacted under whatever process or due-authority was in effect before the adoption of this Constitution, and (ii) all rules, requirements, duties, and due process required by this Constitution shall be suspended and deferred, solely

within such Circle, while any such constraints effective before the adoption of this Constitution shall instead continue in full force and effect; all provided, however, that any Partners or other agents of the Organization energizing the work of such Circle shall nonetheless be subject to the duties and constraints of this Constitution to the extent such work impacts a Domain governed by a Circle duly operating under the ordinary terms of this Constitution.

APPENDIX A

DEFINITION OF CORE ROLES

Role: Lead Link

Purpose:

The Lead Link Role shall be deemed to hold the Purpose of the overall Circle.

Domains:

- Role assignments within the Circle

Accountabilities:

- Differentiating and organizing the Circle's overall work into segmented Roles and other requisite Governance
- Assigning Partners to the Circle's Roles, monitoring fit between Partners and their Roles and offering feedback to enhance fit, and removing Partners from Roles when useful
- Allocating the Circle's available resources across its various Projects and/or Roles
- Assessing and defining priorities and Strategies for the Circle
- Defining and assigning metrics within the Circle that provide visibility into such Circle's expression of its Purpose and enactment of its Accountabilities

The Lead Link Role shall further inherit the overall Circle's Domains and Accountabilities to the extent any are not otherwise delegated to another Role or process within the Circle.

Role: Rep Link

Purpose:

Within the Super-Circle, the Rep Link Role shall be deemed to hold the Purpose of the overall Circle so represented; within such Circle, the Rep Link Role's Purpose shall be:

Tensions relevant to process in the Super-Circle channeled out and resolved.

Accountabilities:

- Removing constraints within the Super-Circle that limit the Circle's capacity to express its Purpose or Accountabilities
- Seeking to understand Tensions conveyed by any of the Circle's Circle Members, and discerning those appropriate to channel into the Super-Circle for processing
- Providing visibility to the Super-Circle into the health and sustainability of operations within the Circle, including reporting data within the Super-Circle for any metrics or checklist items assigned to the overall Circle

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Role: Facilitator

Purpose:

Circle governance and operational practices aligned with the core rules and processes of 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

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Role: Secretary

Purpose:

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

Domains:

- 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 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 Core 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

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CONSTITUTION ADOPTION DECLARATION

The Ratifier(s) signed below hereby adopt the Holacracy Constitution, attached hereto and incorporated by reference (the "Constitution"), as the governance and operating system within _____ (the "Organization"), and thereby cede their authority into the Constitution's processes and endow the due results therefrom with the weight and authority otherwise carried by the Ratifier(s), as further detailed in Section 5.1 thereof.

The Ratifier(s) further appoint the following representatives to the Organization's Anchor Circle:

☐ As a Lead Link (e.g. for an Anchor Circle governing an operating team):

- _____

OR

☐ As Cross Links (e.g. for an Anchor Circle acting as a multi-stakeholder board):

- Cross Link Role #1:
  From Entity/Group (the "Linked Entity"): _____
  Role Purpose: _____
  Role Filled By: _____

- Cross Link Role #2:
  From Entity/Group (the "Linked Entity"): _____
  Role Purpose: _____
  Role Filled By: _____

  Attached additional pages as-needed for further Cross Links

The Organization hereby adopts the Constitution this ____ day of _____, _____.

Ratifier(s) Signatures

x_____
Name:
Title:

x_____
Name:
Title:

x_____
Name:
Title:

x_____
Name:
Title: