

## **Exhibit B**

### **The LF Edge Foundation Charter**

The Linux Foundation

As of June 6, 2019

#### **1) Mission and Scope of the LF Edge Foundation.**

- a) The primary mission of the LF Edge Foundation (the “Directed Fund”) is to raise, budget and spend funds in support of various open source projects relating to development of an edge computing software stack, including infrastructure and support initiatives related thereto (each a “Technical Project”) in accordance with the provisions of this charter (the “Charter”). The governance of each Technical Project is as set forth in the applicable charter for each Technical Project.
- b) The Directed Fund supports the Technical Projects. The Directed Fund operates under the guidance of the Governing Board of the Directed Fund (the “Governing Board”) and The Linux Foundation (the “LF”) as may be consistent with The Linux Foundation’s tax-exempt status.
- c) The Governing Board manages the Directed Fund. The Directed Fund will also have an Outreach Committee, Technical Advisory Counsel, Budget Committee, Legal Committee and other working groups, councils, committees and similar bodies (collectively, “Committees”) that may be established by the Governing Board. These committees report to the Governing Board.

#### **2) Membership.**

- a) The Directed Fund will be composed of Premier, General and Associate Members (each, a “Member” and, collectively, the “Members”) in Good Standing. All Members must be current corporate members of the LF (at any level) to participate in the Directed Fund as a member. All participants in the Directed Fund, enjoy the privileges and undertake the obligations described in this Charter, as from time to time amended by the Governing Board with the approval of the LF. During the term of their membership, all members will comply with all such policies as the LF Board of Directors and/or the Directed Fund may adopt with notice to members.
- b) Premier Members will be entitled to appoint a representative to the Governing Board and any Committee.
- c) General Members, acting as a class, will be entitled to annually elect one representative to the Governing Board (the “General Member Representative”) for every 10 General Members, up to a maximum of 3 General Member Representatives, provided that there shall always be at least 1 General Member Representative, even if there are less than 10

General Members. The Governing Board determines the election process.

- d) The Associate Member category of membership is limited to Associate Members of The Linux Foundation and requires approval by the Governing Board, or, if the Governing Board sets additional criteria for joining the Directed Fund as an Associate Member, the meeting of such criteria. If the Associate Member is a membership organization, Associate Membership in the Directed Fund does not confer any benefits or rights to the members of the Associate Member.
- e) Members will be entitled to:
  - i) participate in Directed Fund general meetings, initiatives, events and any other activities; and
  - ii) identify themselves as members of LF Edge supporting the LF Edge Project community.

### **3) Governing Board**

- a) The Governing Board voting members will consist of:
  - i) one representative appointed by each Premier Member;
  - ii) the elected General Member Representative(s); and
  - iii) one representative determined as follows:
    - (1) prior to the establishment of the Technical Advisory Council by the Governing Board pursuant to the provisions of Section 7, the chairperson or other designee to the Governing Board of the Technical Steering Committee of the LF Edge Project; or
    - (2) following the establishment of the Technical Advisory Council by the Governing Board pursuant to the provisions of Section 7, the TAC Representative (as defined herein).
- b) If any two or more Members are together part of a group of Related Companies (as defined in Section 9), up to two such Members of that group of Related Companies may each appoint, as a Premier Member under Section 2.b., or nominate for election as a General Member Representative under Section 2.c., a representative on the Governing Board. Except as provided in the preceding sentence, and excluding having an employee serve as the TAC Representative, no single Member, company or set of Related Companies will be entitled to appoint or nominate for Membership class election more than one representative for the Governing Board.
  - i) Please note that it will be acceptable for one Member to appoint or nominate a representative to the Governing Board and have another employee of their Related Companies serve as the TAC Representative on the Governing Board.

c) Conduct of Meetings

- i) Governing Board meetings will be limited to the Governing Board representatives, the Outreach Committee Chair, invited guests and LF staff.
- ii) Governing Board meetings follow the requirements for quorum and voting outlined in this Charter. The Governing Board may decide whether to allow one named representative to attend as an alternate.
- iii) The Governing Board meetings will be private unless decided otherwise by the Governing Board. The Governing Board may invite guests to participate in consideration of specific Governing Board topics (but such guest may not participate in any vote on any matter before the Governing Board).

d) Officers

- i) The officers (“Officers”) of the Directed Fund as of the first meeting of the Governing Board will be a Chairperson (“Chair”) and a Treasurer. Additional Officer positions may be created by the Governing Board.
- ii) The Chair will preside over meetings of the Governing Board, manage any day-to-day operational decisions, and will submit minutes for Governing Board approval.
- iii) The Treasurer will assist in the preparation of budgets for Governing Board approval, monitor expenses against the budget and authorize expenditures approved in the budget.

e) The Governing Board will be responsible for overall management of the Directed Fund, including:

- i) approve a budget directing the use of funds raised by the Directed Fund from all sources of revenue;
- ii) nominate and elect Officers of the Directed Fund;
- iii) approving, in addition to TAC approval, of projects as Technical Projects;
- iv) oversee all Directed Fund business and community outreach matters and work with the LF on any legal matters that arise;
- v) adopt and maintain policies or rules and procedures for the Directed Fund (subject to LF approval);
- vi) establish ad-hoc committees to resolve a particular matter or establish additional committees, in support of the mission of the Directed Fund;
- vii) establish any conformance programs and solicit input (including testing tools) from the applicable governance body of any Technical Project for defining and

administering any programs related to conformance with any Technical Project, (a “Compliance Program”);

- viii) publish use cases, user stories, websites and priorities to help inform the ecosystem and technical community;
- ix) establish and maintain end-user advisory councils to support one or more Technical Projects;
- x) approve procedures for the nomination and election of any Officer or other positions created by the Governing Board and of the General Member Representative; and
- xi) vote on all decisions or matters coming before the Governing Board.

#### **4) Outreach Committee**

- a) The Outreach Committee will include one appointed voting representative from each Premier Member. Representatives of General Members may observe and participate on a non-voting basis in Outreach Committee meetings.
- b) The Outreach Committee will be responsible for the design, development and execution of community outreach efforts on behalf of the Governing Board. The Outreach Committee is expected to coordinate closely with the Governing Board and technical communities to maximize the outreach and visibility of the Technical Projects throughout the industry.
- c) The Governing Board may appoint a chairperson of the Outreach Committee or delegate responsibility for selecting a chairperson to the Outreach Committee. The Outreach Committee chairperson will be responsible for reporting progress back to the Governing Board. The Outreach Committee chairperson may attend meetings of the Governing Board, but, unless the Outreach Committee chairperson is a member of the Governing Board, the Outreach Committee chairperson will not attend as a voting member of the Governing Board.

#### **5) Legal Committee**

- a) The Legal Committee will consist of members of the Governing Board that wish to participate on the Legal Committee together with their legal counsel. Participation on the Legal Committee is voluntary, and the makeup of the Legal Committee will be determined annually or as otherwise directed by the Governing Board.
- b) The responsibilities of the Legal Committee include the creation of recommendations to the Governing Board in response to questions submitted to the Legal Committee by the Governing Board or the TAC.
- c) The Legal Committee will select, from among those Governing Board representatives that are participating on the Legal Committee, a chairperson of the Legal Committee who will call meetings, drive the agenda and communicate findings or recommendations of

the Legal Committee to the Governing Board.

## **6) Budget Committee**

- a) The Budget Committee will consist of representatives of the Governing Board that volunteer to be a named participant on the Budget Committee.
- b) The responsibilities of the Budget Committee include:
  - i) assisting the Treasurer in preparation of annual budgets that adhere to the principles and guidelines established by the Governing Board;
  - ii) developing and reporting metrics for the allocation of budget in relation to meeting the priorities of the Governing Board;
  - iii) reviewing the progress of the Directed Fund against the annual budget;
  - iv) preparing forecasts for future financial needs of the Directed Fund; and
  - v) such other matters related to finance and the financial operation of the Directed Fund as may be directed to the Budget Committee by the Governing Board.
- c) The Treasurer shall be chairperson of the Budget Committee.

## **7) Technical Advisory Council**

- a) The role of the TAC is to facilitate communication and collaboration among multiple Technical Projects. Technical oversight of each Technical Project is the responsibility of each Technical Project's technical steering committee (or similar governance body). The TAC will be responsible for:
  - i) coordinating collaboration among Technical Projects, including development of an overall technical vision for the community;
  - ii) making recommendations to the Budget Committee of resource priorities for Technical Projects;
  - iii) electing annually a chairperson to preside over meetings, set the agenda for meetings, ensure meeting minutes are taken and who will also serve on the Governing Board as the TAC's representative (the "TAC Representative");
  - iv) creating, maintaining and amending project lifecycle procedures and processes, subject to the approval of the Governing Board; and
  - v) such other matters related to the technical role of the TAC as may be communicated to the TAC by the Governing Board.
- b) The voting members of the TAC consist of:

- i) one representative appointed by each Premier Member; and
  - ii) one representative appointed by the technical oversight body (e.g., a technical steering committee) of each TAC Project (as defined herein).
- c) One representative of any Member may observe meetings of the TAC. Any committers from a TAC Project may observe meetings of the TAC. The TAC may change this at any point in time, including: (a) opening meetings to a broader community; (b) holding closed meetings; and (c) holding meetings open to the public.
  - d) Any Technical Project can become a TAC Project through the approval of the Technical Project's technical oversight body, the TAC (by a two-third's vote), and the Governing Board. The TAC and the Governing Board may approve a project lifecycle policy that will address the incubation, archival and other stages of TAC Projects.
  - e) The TAC representatives will elect a chair to preside over meetings, ensure minutes are taken and drive the TAC agenda with input from the TAC representatives.
  - f) Only one Member that is part of a group of Related Companies (as defined in Section 9) may appoint a representative on the TAC.

## **8) Voting**

- a) Quorum for Governing Board and Committee meetings will require fifty percent of the voting representatives. If advance notice of the meeting has been given per normal means and timing, the Governing Board may continue to meet even if quorum is not met, but will be prevented from making any decisions at the meeting.
- b) Ideally decisions will be made based on consensus. If, however, any decision requires a vote to move forward, the representatives of the Governing Board or Committee, as applicable, will vote on a one vote per voting representative basis.
- c) Except as provided in Section 16.a., decisions by vote at a meeting will require a simple majority vote, provided quorum is met. Except as provided in Section 16.a., decisions by electronic vote without a meeting will require a majority of all voting representatives.
- d) In the event of a tied vote with respect to an action that cannot be resolved by the Governing Board, the Chair may refer the matter to the LF for assistance in reaching a decision. If there is a tied vote in any Committee that cannot be resolved, the matter may be referred to the Governing Board.

## **9) Subsidiaries and Related Companies**

- a) Definitions:
  - i) "Subsidiaries" means any entity in which a Member owns, directly or indirectly, more than fifty percent of the voting securities or membership interests of the entity in question, excluding any such entity with respect to which a Member has announced

- an agreement to sell or otherwise divest its entire interest in such entity;
- ii) “Related Company” means any entity which controls or is controlled by a Member or which, together with a Member, is under the common control of a third party, in each case where such control results from ownership, either directly or indirectly, of more than fifty percent of the voting securities or membership interests of the entity in question; and
  - iii) “Related Companies” are entities that are each a Related Company of a Member.
- b) Only the legal entity which has executed a Participation Agreement and its Subsidiaries will be entitled to enjoy the rights and privileges of such Membership; provided, however, that such Member and its Subsidiaries will be treated together as a single Member.
  - c) If a Member is itself a foundation, association, consortium, open source project, membership organization, user group or other entity that has members or sponsors, then the rights and privileges granted to such Member will extend only to the employee-representatives of such Member, and not to its members or sponsors, unless otherwise approved by the Governing Board in a specific case.
  - d) Directed Fund Membership is non-transferable, non-salable and non-assignable, except a Member may transfer its current Membership benefits and obligations to a successor of substantially all of its business or assets, whether by merger, sale or otherwise that is, or upon such transfer becomes, a member of The Linux Foundation.

## **10) Good Standing**

- a) The Linux Foundation’s Good Standing Policy is available at <https://www.linuxfoundation.org/good-standing-policy> and will apply to Members of this Directed Fund.

## **11) Trademarks**

- a) Any trademarks relating to the Directed Fund or any Technical Project, including without limitation any mark relating to any Conformance Program, must be transferred to and held by LF Projects, LLC and available for use pursuant to LF Projects, LLC’s trademark usage policy, available at [www.lfprojects.org/trademarks/](http://www.lfprojects.org/trademarks/).

## **12) Antitrust Guidelines**

- a) All Members must abide by The Linux Foundation’s Antitrust Policy available at <http://www.linuxfoundation.org/antitrust-policy>.
- b) All Members must encourage open participation from any organization able to meet the membership requirements, regardless of competitive interests. Put another way, the Governing Board will not seek to exclude any member based on any criteria, requirements or reasons other than those that are reasonable and applied on a non-

discriminatory basis to all members.

### **13) Budget**

- a) The Governing Board will approve an annual budget and never commit to spend in excess of funds raised. The budget and the purposes to which it is applied must be consistent with both (a) the non-profit and tax-exempt mission of The Linux Foundation and (b) the aggregate goals of the Technical Projects.
- b) The Linux Foundation will provide the Governing Board with regular reports of spend levels against the budget. Under no circumstances will The Linux Foundation have any expectation or obligation to undertake an action on behalf of the Directed Fund or otherwise related to the Directed Fund that is not covered in full by funds raised by the Directed Fund.
- c) In the event an unbudgeted or otherwise unfunded obligation arises related to the Directed Fund, The Linux Foundation will coordinate with the Governing Board to address gap funding requirements.

### **14) General & Administrative Expenses**

- a) The Linux Foundation will have custody of and final authority over the usage of any fees, funds and other cash receipts.
- b) A General & Administrative (G&A) fee will be applied by the Linux Foundation to funds raised to cover Finance, Accounting, and operations. The G&A fee will be 9% of the Directed Fund's first \$1,000,000 of gross receipts each year and 6% of the Directed Fund's gross receipts each year over \$1,000,000.

### **15) General Rules and Operations.** The Directed Fund activities must:

- a) engage in the work of the project in a professional manner consistent with maintaining a cohesive community, while also maintaining the goodwill and esteem of The Linux Foundation in the open source community;
- b) respect the rights of all trademark owners, including any branding and usage guidelines;
- c) engage or coordinate with The Linux Foundation on all outreach, website and marketing activities regarding the Directed Fund or on behalf of any Technical Project that invoke or associate the name of any Technical Project or The Linux Foundation; and
- d) operate under such rules and procedures as (i) the Linux Foundation may from time to time adopt or (ii) may be approved by the Governing Board and confirmed by The Linux Foundation.

### **16) Amendments**



- a) This Charter may be amended by a two-thirds vote of the entire Governing Board, subject to approval by The Linux Foundation.