

# Governance Rules of the X.Org Project

Tue, 30 Apr 2024 18:08:03 -0400

BE IT ENACTED AND IT IS HEREBY ENACTED as a Governance Rules of the X.Org Project (hereinafter called "X.Org") as follows:

## Article 0 PURPOSE

The purpose of the X.Org Project shall be to:

- (i) Research, develop, support, organize, administrate, standardize, promote, and defend a free and open accelerated graphics stack. This includes, but is not limited to, the following projects: Direct Rendering Manager, Mesa, Wayland and the X Window System,
- (ii) Support, educate, organize and participate in the community of developers of this graphics stack, and
- (iii) Support and educate the general community of users of this graphics stack.
- (iv) Support free and open source projects through the freedesktop.org infrastructure. This includes, but is not limited to: Administering and providing project hosting services.

## Article 1 INTERPRETATION

### 1.1. Definitions

In this Article and all other Articles of these Governance Rules:

- (i) "Project" means the X.Org Project;
- (ii) "Leadership Member" means a Member that has been elected to serve on the X.Org Governance Committee;
- (iii) "Governance Rules" means the Governance Rules of X.Org, as amended and in force from time to time;
- (iv) "Administrative Member" means a Member that has been appointed by the X.org Governance Committee to serve in the role of an Administrative Member as defined in these Governance Rules;
- (v) "Equipment" means such equipment as may be needed from time to time to operate and extend X.Org and which is an asset owned by X.Org;
- (vi) "Member" means an individual who has duly executed a Membership Agreement and is in good standing; and
- (vii) "Membership Agreement" means the X.Org Project Membership Agreement, as in force and amended from time to time.

- (viii) "Records" refer to any material in, but not limited to, any written, printed or electronic form which is property of X.Org.
- (ix) "SFC" refers to the Software Freedom Conservancy.<sup>1</sup>

## 1.2. Number

In this Article and all other Articles of the Governance Rules:

- (i) Words importing the singular number include the plural and vice-versa;
- (ii) Any reference to a percentage of Members or Leadership Members quorum and other voting purposes shall mean the smallest whole number that is not less than the relevant percentage of Members or Leadership Members indicated.

## 1.3. Notices

In this Article, and all other Articles of these Governance Rules:

- (i) Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Governance Rules or otherwise to a Member shall be sufficiently given if sent via e-mail by X.Org to the last known electronic address, or if delivered to their last address as recorded in the books of X.Org, or if mailed by prepaid ordinary mail or airmail addressed to them at their last address as recorded in the books of X.Org, or if sent to them at their said address by means of facsimile, or recorded communication. The Authorized Representative may change the address on X.Org's books of any Member with any information believed by them to be reliable. A notice so delivered shall be deemed to have been received when it is delivered at the address aforementioned. A notice sent by any means of e-mail, facsimile, or recorded communication shall be deemed to have been given when sent and a notice so mailed by prepaid ordinary mail or airmail shall be deemed to be received ten business days after mailing;
- (ii) Email shall be considered the default form of notice for X.Org. Other forms as described above may be used at the discretion of the Authorized Representative;
- (iii) In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be included and the date of the meeting or other event shall be excluded;
- (iv) In computing the hour when notice must be given under any provision requiring a specified number of hours' notice of any meeting or other event, the hour of giving the notice shall be included and the hour of the meeting or other event shall be excluded;
- (v) The accidental omission to give any notice to any member or the non-receipt of any error in any notice, or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon; and
- (vi) Any member may waive any notice required to be given to them under any provision of the Governance Rules and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

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<sup>1</sup>Software Freedom Conservancy: <https://sfconservancy.org/>

## **Article 2**

### **MEMBERS**

#### **2.1. Membership**

The Members of X.Org shall be designated as Members in good standing who have executed a Membership Agreement and who have elected to actively participate in the activities of X.Org.

#### **2.2. Membership Agreement**

Additional requirements and rights of membership are specified in the Membership Agreement. The Membership Agreement may be repealed or amended as defined by the Special Voting Requirements in section 3.8.

#### **2.3. Relationship to Membership Agreement**

Where any provision of these Governance Rules is found to be in contradiction to the Membership Agreement, these Governance Rules will be held to be the correct interpretation for the transaction of X.Org affairs.

#### **2.4. Qualifications for Membership**

In order to qualify as a Member, a person must, at the time of their application and during the tenure of their membership:

- (i) Be actively involved in the activities relating to the technologies of X.Org as set forth in the Membership Agreement and who, in the consideration of the X.Org Governance Committee, supports the objects, purposes, aims and objectives of X.Org; and
- (ii) Maintain current and accurate contact information as may be needed for delivery of Notices.

#### **2.5. Member Declaration of Affiliations**

It shall be the duty of all individual Members at the time of application for membership, and at any time there is a change of circumstances for the Member during their membership in X.Org, to declare any relevant affiliation to a company or other institution.

#### **2.6. Notification**

The Authorized Representative shall promptly notify each member upon their admission to membership in X.Org.

#### **2.7. Transfer of Membership**

Membership in X.Org is not transferable and ceases upon the death or withdrawal of the Member.

#### **2.8. Revocation of Membership**

Any Member may be expelled from X.Org for good cause by a seventy-five percent (75%) majority vote of the X.Org Governance Committee. Good cause shall be determined by the Governance Committee and shall include, among other causes, the following:

- (i) A breach of any of the terms and conditions of the Governance Rules or any agreement with X.Org, which the Member in question is a party to or bound by;

- (ii) A failure to observe any of the rules or regulations of X.Org or the operational requirements of X.Org and after having received 30 days' notice of such failure, the failure to rectify their behavior or procedures to the satisfaction of the X.Org Governance Committee;
- (iii) A finding by the X.org Governance Committee that the Member in question permitted or tolerated a criminal act by its or their agents or employees involving the use or abuse of X.Org or the Equipment;
- (iv) A failure to carry out such duties or responsibilities as are necessary and are their responsibility and within their powers for the maintenance or preservation of X.Org; and
- (v) A finding by the X.Org Governance Committee that the Member supplied false information when executing the Membership Agreement.
- (vi) A violation of the Code of Conduct.

No resolution for expulsion shall be put before the Governance Committee until after the Member in question has been notified of the cause and afforded an opportunity for a hearing before the Governance Committee. The Governance Committee shall notify the Member in question of the reason for the expulsion and of the time and place of the meeting of the X.Org Governance Committee at which the Member will be heard. Such notice shall be given at least two (2) weeks prior to such meeting, and the meeting will be limited in attendance to only the X.Org Governance Committee and the Member should the Member request it. The Authorized Representative of the X.Org Governance Committee will publish to the Members a summary of the Meeting and any Resolutions voted upon.

## **2.9. Resignation of Membership**

A Member's resignation will be effective upon delivery of a written letter or electronic communication of resignation to the Authorized Representative of X.Org.

## **2.10. Termination of Membership**

Membership in X.Org terminates automatically upon the happening of any of the following events:

- (i) If the Members fails to renew their membership within 30 days of receiving notification requesting renewal;
- (ii) If the Member is expelled from X.Org pursuant to the Governance Rules; or
- (iii) If the Member resigns, following the process described above, as a Member of X.Org.

## **2.11. Liability of Terminated Members**

A Member whose membership is terminated:

- (i) Shall have no further rights after the effective date of termination; and
- (ii) Shall deliver any Equipment or other assets in their possession and transfer title to any such Equipment or other assets free of encumbrance, to such party or parties as are designated in accordance with a direction from the Authorized Representative and shall discharge in full their share of the outstanding liabilities of X.Org as of the date of termination.

## **2.12. Member Declaration of Interest**

It shall be the duty of every Member who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with X.Org, to declare such interest and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement.

### **2.13. Accordance with SFC conflict of interest policy**

Every member shall meet the rules and regulations defined in the SFC conflict of interest policy located at <https://sfconservancy.org/projects/policies/conflict-of-interest-policy.html>

## **Article 3 MEMBERSHIP MEETINGS**

### **3.1. Annual Meeting**

An annual meeting of the Members shall be held each year at a time, place and date determined by the Members, for the purpose of:

- (i) Receiving the reports and statements required by the Governance Rules to be placed before the Members at an annual meeting; and
- (ii) Transacting any other business properly brought before the meeting.

### **3.2. Special Meetings**

The X.Org Governance Committee may at any time call a special meeting of the Members for the transaction of any business, the special nature of which is specified in the notice calling the meeting.

### **3.3. Notice of Meetings**

Notice of the time, place and date of meetings of the Members and the specific nature of the business to be transacted shall be given at least 21 days before the date of the meeting to each Member. Regular meetings are excluded from this requirement provided the next meeting date is made public at the end of the meeting directly preceding it.

### **3.4. Meetings without Notice**

A meeting of the Members may be held at any time and place without notice if all the Members entitled to vote thereat are present in person or waive notice of, or otherwise consent to, such meeting being held, and at such meeting any matters may be considered which may be transacted at a meeting of the Members.

### **3.5. Persons Entitled to Participate**

The only persons entitled to participate in a meeting of the Members shall be Members and others who, although not entitled to vote, are entitled or required under any provision of Governance Rules to participate in the meeting. Any other individual may be allowed to participate only on the invitation of the X.Org Governance Committee.

### **3.6. Right to Vote**

Every Member shall be entitled to vote at any meeting of the Members.

### **3.7. Voting Generally**

All questions properly submitted before a meeting of the Members shall be decided by a majority of all eligible votes cast. For the purposes of calculating percentages in votes, votes of "abstention" will be excluded.

### **3.8. Special Voting Requirements**

No resolution of the X.Org Governance Committee or of the Members dealing with any of the following matters shall be effective unless and until such resolution is approved by a two-thirds majority vote of the Members:

- (i) Any amendment or supplement of the Governance Rules;
- (ii) Any action which may lead to, or result in, a material change in the nature of the business of X.Org;
- (iii) The entering into of an amalgamation, merger or consolidation with any other corporate body;
- (iv) The entering into of any agreement other than in the ordinary course of X.Org's business;
- (v) The distribution of substantially all of X.Org assets;
- (vi) The termination or dissolution of X.Org; or
- (vii) Any amendment or supplement of the Membership Agreement.

### **3.9. Conduct of Meetings**

X.Org recognizes that its Members are located throughout the world, and as such the holding of meetings in a single physical location attended by a significant number of the Members is impractical. For the purposes of these Governance Rules, a Meeting shall be considered to be a fixed period of time in which the business of X.Org and its Members is conducted. Communication at the meeting shall be conducted electronically using, but not limited to: telephone, e-mail, Internet Relay Chat, message forums and electronic audio or video transmissions.

- (i) Motions to be considered at a Meeting, including all supporting documentation, shall be presented to the Authorized Representative at least 72 hours prior to the meeting. The Authorized Representative shall present all motions, including the online location of all supporting documentation, to be considered to the Members at least 48 hours prior to the meeting.
- (ii) Discussion of a motion shall be open for at least 72 hours following the presentation of the motion to the Members to ensure all Members have adequate opportunity to participate. Discussion may continue beyond 72 hours. Discussion of a motion shall be closed by the Authorized Representative at their discretion after all relevant discussions has concluded. The discussion shall be considered closed 24 hours after the Authorized Representative's declaration if no reasonable objections are raised.
- (iii) Voting on motions shall be performed electronically. Ballots shall remain open for at least 24 hours. The beginning and ending times of the ballot shall be clearly communicated to the Members at least 24 hours prior to the opening of the ballot. Results of a ballot shall be communicated by the Authorized Representative using all forms of communications that were in use for the Meeting as is practical as determined by the X.Org Governance Committee.

Meetings may be held in other forms or schedules if all Members consent.

### **3.10. Informal Gatherings**

Decisions made at informal gatherings shall be non-binding until ratified by a motion at an Annual or Special meeting of the Members.

### **3.11. Quorum**

A quorum for the transaction of business at any meeting of the Members shall be twenty-five percent (25%) of the Members entitled to vote thereat. Quorum shall be calculated separately for each motion that is put to a vote of the Members.

### **3.12. Adjournment**

Any meeting of the Members, whether or not a quorum is present, may be adjourned from time to time and from place to place by the affirmative vote of a majority of the Members present.

## **Article 4 LEADERSHIP MEMBERS AND ADMINISTRATIVE MEMBERS**

### **4.1. Powers**

The X.Org Governance Committee operates within the boundaries given by the SFC, as set forth in the Fiscal Sponsorship Agreement between X.Org and SFC.

The X.Org Governance Committee shall possess and may exercise (subject to limitations imposed by the Act, SFC or otherwise by law) all the powers and responsibilities required to conduct the business and affairs of X.Org. Without limiting the generality of the foregoing, the X.Org Governance Committee shall have the authority to:

- (i) Establish, empower and dissolve lesser committees and working groups as it sees fit for the purpose of conducting the business and affairs of X.Org;
- (ii) Promulgate such rules and regulations as may be necessary or desirable for the operation of X.Org;
- (iii) Be responsible for the enhancement of the public image of X.Org;
- (iv) Determine the programs and activities of X.Org within the purposes set forth in Article 0;
- (v) Protect the use of the X.Org name and associated logos;
- (vi) Ensure effective organizational planning for X.Org;
- (vii) Conduct annual elections for the representatives of the X.Org Governance Committee;
- (viii) Act as a court of appeal for any issues raised by the Membership of X.Org; and
- (ix) Assess its own annual performance and report the results of the assessment to the Members.

Some powers are held by SFC only and shall not be possessed nor exercised by X.Org Governance Committee. These powers include:

- (i) Holding funds or intangible assets (trademarks or other Intellectual Property);
- (ii) Transferring funds or assets without the consent of SFC; and
- (iii) Signing contracts

### **4.2. Constitution**

The Governance Committee shall consist of no more than eight (8) Leadership Members, who are current Members, elected by the Membership. No more than two (2) Members who have declared affiliations with the same company or institution as required by Section 4 of Article 2 may serve as Leadership Members at any given time.

### **4.3. Annual Elections**

Annual elections will be held at a Meeting of the Members to elect Leadership Members so as to bring the total number of Leadership Members to eight (8). The four (4) Members receiving the highest vote totals from the annual election will be considered an elected Leadership Member and each such Leadership Member will hold office for a term of two (2) years. If more than four (4) Leadership Members are required to bring the total number of Leadership Members to eight (8), then each of the Members receiving the next highest vote totals from the annual election required to bring the total number of Leadership Members to eight (8) will be considered an elected Leadership Member and each such Leadership Member will hold office for a term of one (1) year.

### **4.4. Special Elections**

Special elections are defined to be the same as Annual Elections, with the following exceptions:

- (i) Special Elections may be held at any time when a vacancy exists unless the time of the Special election would fall within the one (1) months prior to the Annual Election; and
- (ii) Regardless of the number of Leadership Members required to bring the total number of Leadership Members to eight (8), the Leadership Member elected in a Special Election will hold office for a term of time until the next Annual Election.

### **4.5. Resignation**

A Leadership Member may resign at any time by delivering notice to the X.Org Governance Committee to the Authorized Representative of X.Org in either electronic or written form. The resignation is deemed to take effect immediately upon receipt by the X.Org Governance Committee or Authorized Representative of X.Org.

### **4.6. Terminations**

At any time and from time to time, the X.Org Governance Committee may remove any Leadership Member with a two-thirds (2/3) vote of the Leadership Members. The Leadership Member who is the subject of the removal action shall be entitled to participate in the meeting where the vote shall take place, but shall not be entitled to vote on such an action or be counted as a voting member of the X.Org Governance Committee when calculating the two-thirds (2/3) vote. When multiple Leadership Members are the subject of a removal action, each will be considered separately and each vote to remove a Leadership Member shall be a separate vote. The termination of a Leadership Member may be with or without cause.

### **4.7. Vacancy**

Vacancies of Leadership Member positions may arise from time to time and may be due to death, resignation, termination, completion of elected term or lack of electable candidates. Vacancies may be filled by Annual Elections or Special Elections of Leadership Members. In the event the Governance Committee has 4 or fewer Leadership Members, no new business may be conducted until the vacancies are filled. The Governance Committee may continue to conduct business, however, as necessary to satisfy existing obligations. If at any time, subject to the limits in 4.4.(i), there exists two (2) or more vacancies of Leadership Member positions on the X.Org Governance Committee, a Special Election shall be held.

### **4.8. Procedures**

The X.Org Governance Committee shall have power to fix its own rules of procedure from time to time. The X.Org Governance Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and at least a summary thereof shall be submitted to the Members at least annually.



#### **4.9. Quorum**

No business may be transacted by the X.Org Governance Committee except at a meeting of the leadership members at which a quorum of the Governance Committee is present. A Quorum of the Governance Committee shall be defined as a majority of the full X.Org Governance Committee.

#### **4.10. Annual Meeting**

An Annual Meeting of the X.Org Governance Committee shall take place at a time and place designated by the X.Org Governance Committee. The purpose of the Annual Meeting shall be to conduct the business of the organization, including but not limited to: appointing Administrative Members and organizing the Annual Election of Leadership Members.

#### **4.11. Special Meetings**

Special Meetings of the X.Org Governance Committee shall take place as deemed necessary by the majority of the Leadership Members. The purpose of such meetings shall be to conduct the business of the organization.

#### **4.12. Participation in Meetings**

Annual and Special Meetings of the X.Org Governance Committee may be held in person or by such means as telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and persons participating in such a meeting by such means shall be deemed present at that meeting.

#### **4.13. Notice of Meetings**

Notice of Annual or Special Meetings of the X.Org Governance Committee held in person shall be delivered to the Leadership Members by the Authorized Representative no less than one (1) month prior to the meeting. Notice of Annual or Special Meetings of the X.Org Governance Committee held by any means other than in person as described in Section 12 of Article 4 shall be delivered to the Leadership Members by the Authorized Representative no less than twenty-four (24) hours prior to the meeting.

#### **4.14. Voting**

Unless otherwise required by these Governance Rules, questions arising at any meeting of the X.Org Governance Committee shall be decided by a majority vote of the full X.Org Governance Committee. Each X.Org Governance Committee member is authorized to exercise one vote. At all meetings of the X.Org Governance Committee, a question shall be resolved by poll only if required by the Authorized Representative or requested by any X.Org Governance Committee member. A declaration by the Authorized Representative that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the resolution.

#### **4.15. Other Members Present**

Each Member shall be entitled to speak but not to vote at any meeting of the X.Org Governance Committee at which that person is present. Procedures for inviting of Members to appear at any meeting of the X.Org Governance Committee shall be determined by resolution of the X.Org Governance Committee.

#### **4.16. Committees**

The X.Org Governance Committee from time to time may appoint such lesser committee or committees as it deems necessary or appropriate for such purposes and with such powers as it shall see fit. The Chair of any such lesser committee or committees shall be a Member of X.Org. Any such committee may formulate its own rules of procedure, subject to the approval, regulations or directions such as the X.Org Governance Committee may from time to time make.

#### **4.17. Remuneration**

The X.Org Governance Committee and Administrative Members of X.Org shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office. Expenses arising from normal Leadership Member or Administrative Member duties shall be considered for reimbursement by the X.Org Governance Committee.

#### **4.18. Requirements**

The X.Org Governance Committee shall produce the following statements to the Members annually within sixty (60) days of the end of the fiscal year:

- (i) Annual financial report, prepared by the Financial Liaison and approved by the X.Org Governance Committee; and
- (ii) Annual State of the Organization report, prepared by the Authorized Representative and approved by the X.Org Governance Committee.

#### **4.19. Administrative Members**

The offices of Authorized Representative of X.Org and Financial Liaison of X.Org shall be required to exist at all times. Additional offices may be created or eliminated as needed by resolution of the X.Org Governance Committee. The Administrative Members holding each office shall be appointed from the current Members of X.Org and approved by resolution of the X.Org Governance Committee at its Annual Meeting or as required when office vacancies exist. Administrative Members will serve for a term of one (1) year or until the next Annual Meeting of the X.Org Governance Committee, whichever comes first.

#### **4.20. Leaving office**

An Administrative Member may leave their office for a number of reasons, including but not limited to:

- (i) An Administrative Member may resign at any time by delivering notice to the X.Org Governance Committee in either electronic or written form. The resignation is deemed to take effect immediately upon receipt by the X.Org Governance Committee;
- (ii) At any time and from time to time, the X.Org Governance Committee may removed any Administrative Member, with or without cause, by a majority vote. The Administrative Member shall be entitled to participate in the discussion of the reasons for removal. If the Administrative Member is also a Leadership Member, they shall not be entitled to vote on the removal action or be counted as a voting member of the X.Org Governance Committee when calculating the majority vote; and
- (iii) An office, other than Authorized Representative or Financial Liaison, may be eliminated by resolution of the X.Org Governance Committee and the Administrative Member holding the eliminated position will be required to leave their office.

Upon leaving office, the Administrative Member shall transfer any Equipment, Records or other assets of X.Org required to perform their duties to such party or parties as are designated by the X.Org Governance Committee.

## **4.21. Duties of Administrative Members**

The duties of these Administrative Members shall be carried out in accordance with the procedures described in these Governance Rules and other resolutions enacted by the Governance Committee.

The duties of Authorized Representative shall include, but not be limited to:

- (i) Keeping the minutes and records of X.Org in one or more books provided for that purpose;
- (ii) Seeing that all notices are duly given and served to Members of X.Org;
- (iii) Be the official custodian of the records of X.Org;
- (iv) Maintain and keep the X.Org Governance Committee apprised of a list of all legal, contractual and fiduciary obligations of X.Org;
- (v) Submitting to the X.Org Governance Committee any communications or notifications which are addressed to the Authorized Representative of X.Org;
- (vi) Giving due notice of all meetings as directed by these Governance Rules;
- (vii) Preparing an annual report on the State of the Organization; and
- (viii) Carry out other such duties incident to their office as the X.Org Governance Committee may assign.

The duties of the Financial Liaison shall include, but not limited to:

- (i) Rendering at regular intervals, that the X.Org Governance Committee shall determine, a written account of the finances of X.Org;
- (ii) Making available the reports generated by SFC for inspection by the X.Org Governance Committee;
- (iii) Carrying out other such duties incident to their office as the X.Org Governance Committee may assign.

## **Article 5**

### **TRANSACTION OF THE AFFAIRS OF X.ORG**

#### **5.1. Financial Year**

The financial year of X.Org shall end on the 31st day of December in each year.

#### **5.2. Checks, Drafts, Notes, etc**

All requests to the SFC for payment above a minimum set by a resolution of the X.Org Governance Committee shall be approved by the X.Org Governance Committee.

#### **5.3. Books and Records**

The X.Org Governance Committee shall see that all necessary books and records of X.Org required by the Governance Rules or by any applicable law are regularly and properly kept.

#### **5.4. Banking Arrangements**

All monies of X.Org are treated as SFC assets in accordance with Financial Accounting Statement No. 136 issued by the Financial Accounting Standards Board.

### **5.5. Borrowing by X.Org**

Subject to the limitations set out in the Governance Rules, neither the Leadership Members nor the Administrative Members of X.Org may borrow money on the credit of X.Org.

### **5.6. Relationship to SFC Fiscal Sponsorship Agreement**

Where any provision of these Governance Rules is found to be in contradiction to SFC Fiscal Sponsorship Agreement, the Fiscal Sponsorship Agreement shall supersede. Changes to these Governance Rules must be submitted to SFC by the Authorized Representative and are not in force until receipt is recognized by SFC, excluding a vote to for termination under section 10 of the SFC Fiscal Sponsorship Agreement.

## **Article 6 AMENDMENT**

These Governance Rules may be altered, amended or repealed by an affirmative vote of at least two-thirds (2/3) of the Members of X.Org.

ENACTED as the Governance Rules by the Members of X.Org at a meeting duly called and regularly held and at which a quorum was present on the April 17th, 2024.