



# Holacracy Constitution

Version 5.0

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# Preamble

The “**Ratifiers**” hereby adopt this “**Constitution**” as the formal authority structure of the specified “**Organization**”. In so doing, the Ratifiers cede their power to govern and run the Organization into the rules and processes herein, except for any powers that the Ratifiers lack the authority to delegate. The Ratifiers or their successors may amend this Constitution or repeal it using whatever authority they relied upon to adopt it, provided that any amendments are made in writing.

Any existing policies and systems the Organization had in effect before adopting this Constitution continue in full force after adoption, however they may not be expanded upon or modified except by the authorities and processes defined herein. These legacy policies and systems further lose all weight and authority as soon as this Constitution’s processes create something that replaces or contradicts them.

The Organization may designate other “**Partners**” in addition to the Ratifiers to assist with its governance and operations, provided any such Partners have also agreed to abide by all relevant terms of this Constitution. Within that constraint, the Organization may define how it grants or removes Partner status, unless otherwise specified by the Ratifiers, and the Ratifiers may specify the initial Partners for the Organization.

Each Partner may rely upon the authorities granted by this Constitution to the full extent that the Ratifiers held such authorities before adopting it. All of the responsibilities and constraints on a Partner come from this Constitution and the outputs of its processes, and from any legal duties the Partner has to the Organization and while acting on its behalf. No implicit expectations or constraints have any power over a Partner, and nor do any dictates issued outside the authority granted by this Constitution.

# Article 1: Organizational Structure

## 1.1 Role Definition

A **“Role”** is an organizational construct that a person can fill and then energize on behalf of the Organization. Whoever fills a Role is a **“Role Lead”** for that Role.

A Role definition consists of a descriptive name and one or more of the following:

- a) a **“Purpose”**, which is a capacity, potential, or goal that the Role will pursue or express.
- b) one or more **“Domains”**, which are assets, processes, or other things the Role may exclusively control and regulate as its property, for its purpose.
- c) one or more **“Accountabilities”**, which are ongoing activities the Role will manage and enact in service of other Roles or to support its Purpose.

A Role may also hold **“Policies”**, which are grants or constraints of authority, or special rules that apply within that Role.

## 1.2 Responsibilities of Role Leads

As a Role Lead, you have the following responsibilities:

### 1.2.1 Processing Tensions

You are responsible for comparing the actual expression of your Role’s Purpose and Accountabilities to your vision of their ideal potential, to identify gaps between the two (each gap is a **“Tension”**). You are then responsible for trying to resolve those Tensions.

### 1.2.2 Processing Purpose & Accountabilities

You are responsible for regularly considering how to enact your Role’s Purpose and each Accountability, by defining:

- a) **“Next-Actions”**, which are useful actions that you could take immediately, at least in the absence of competing priorities; and
- b) **“Projects”**, which are specific outcomes that would be useful to work towards, at least in the absence of competing priorities.

### 1.2.3 Breaking Down Projects

You are responsible for regularly defining Next-Actions for each of your Role's active Projects.

### 1.2.4 Tracking Projects, Next-Actions, & Tensions

You are responsible for capturing and tracking all Projects and Next-Actions for your Role in written lists. You must also track Tensions you intend to resolve, at least until you process them into Projects or Next-Actions. You are also responsible for regularly reviewing and updating these lists, to maintain them as a trusted source of the Role's potential work.

### 1.2.5 Executing Next-Actions

Whenever you have time available to act in a Role, you are responsible for considering the Next-Actions you could take, and executing whichever would add the most value to the Organization.

## 1.3 Circles

A "*Circle*" is a container for organizing Roles and Policies around a common Purpose. The Roles and Policies within a Circle make up its acting "*Governance*".

### 1.3.1 Breaking Down Roles

The inside of every Role is a Circle. This Circle can hold its own Roles and Policies to break down and organize its work. This does not apply to the Roles defined in this Constitution, which may not be further broken down.

A Role's internal Circle is considered a "*Sub-Circle*" of the broader Circle that holds the Role, while that broader Circle is its "*Super-Circle*".

### 1.3.2 Delegating Domains

When a Circle grants a Domain to one of its Roles, any Role Lead for that Role may control that Domain on behalf of the Circle. A Circle may only grant Domains to its Roles that fall within the Circle's own Domains, or that are only relevant within its own internal processes.

Once a Role controls a Domain, it may create Policies governing that Domain within its own Governance. However, the Circle that delegated the Domain retains the right to define its own Policies governing that Domain as well. Any such Policies supersede those defined by the Role in the event of a conflict.

Granting a Domain to a Role does not delegate any rights the Circle has to control spending of money or assets, unless explicitly specified.

### 1.3.3 Anchor Circle

The broadest Circle that holds the Purpose of the whole Organization is its “**Anchor Circle**”. The Anchor Circle holds all authorities and Domains that the Organization itself controls, and has no Super-Circle. The Anchor Circle may change its own Purpose or clarify its own Accountabilities via a Policy.

The Ratifiers may define an initial structure and other Governance within the Anchor Circle upon adopting this Constitution.

### 1.3.4 Linking Into Circles

A Role may link into another Circle if a Policy of that other Circle or any Super-Circle thereof invites it.

Once linked into another Circle, a Role is considered part of the Governance of that other Circle. That Circle may add to the Role and later change what it adds. However, it may not delete the Role nor change anything added by another Circle, and another Circle may not change or remove anything it adds. The authority to add or change assignments into the Role stays with its source Circle. The Circle a Role links into is not considered its Super-Circle, and nor is the Role’s inner Circle considered its Sub-Circle.

A Circle may unlink a Role by removing the Policy that invited it to link, or by another mechanism defined in that Policy. A Role may also opt to remove itself from a Circle it linked into, unless a Policy within or acting upon the Role’s Super-Circle says otherwise. Once unlinked from a Circle, any Governance added to the Role by that Circle is automatically removed.

### 1.3.5 Facilitator & Secretary Roles

Any Circle may appoint someone as the Circle’s “**Facilitator**”. The selected Facilitator fills a “**Facilitator Role**” in the Circle, with a Purpose of “Circle governance and operational practices aligned with the Constitution”.

Any Circle may appoint someone as the Circle’s “**Secretary**”. The selected Secretary fills a “**Secretary Role**” in the Circle, with a Purpose of “Stabilize the Circle’s constitutionally-required records and meetings”.

A Circle may add Accountabilities or Domains to its own Facilitator or Secretary Role, as well as amend or remove those additions. No Circle may amend or remove the Purpose of either Role, nor any Accountabilities or Domains placed on those Roles by this Constitution.

## 1.4 Circle Leads

Serving as a Role Lead also means serving as a “*Circle Lead*” within that Role’s internal Circle, and thus filling the “*Circle Lead Role*” within. The Circle Lead Role holds the overall Purpose of that broader Role, and all Accountabilities on that Role to the extent they are not covered by other Roles or processes within the Circle.

The Anchor Circle has no Circle Leads, unless a Policy of the Circle says otherwise.

### 1.4.1 Assigning Roles

A Circle Lead controls the Circle’s Role assignments and may assign any Role within the Circle to anyone willing to fill it, including to multiple people at the same time. Anyone so assigned may later resign from filling the Role, unless they’ve agreed otherwise. A Circle Lead may also revoke an assignment to any Role within the Circle at any time.

A Circle Lead may further focus a Role assignment on only a specific context. To do so, the entire Role definition must still be relevant within that context. When a focus is used, each assignment focus behaves like a separate Role. The Role’s Purpose, Domains, and Accountabilities all still apply, but only within the focus of the assignment.

No one other than a Circle Lead may assign a Role or revoke a Role assignment within the Circle, unless the Circle has delegated control of Role assignments to a different Role or process. A Policy may further constrain Role assignments or removals.

### 1.4.2 Covering Unfilled Roles

Whenever a Role in a Circle is unfilled, each Circle Lead is automatically considered a Role Lead of the unfilled Role.

When a Role is filled only by people who are not Partners of the Organization, then each Circle Lead is automatically considered a Role Lead of that Role as well. However, this default assignment only applies to the extent that the non-Partners are not actively fulfilling relevant responsibilities and duties that a Partner would hold.

### **1.4.3 Defining Priorities & Strategies**

A Circle Lead may judge the relative value of potential Circle efforts to resolve priority conflicts across Roles. A Circle Lead may also define a “*Strategy*” for the Circle, or many Strategies, which are heuristics that guide prioritization in the Circle.

### **1.4.4 Routing External References**

Whenever Governance outside the Circle references the Circle itself or any Role in the Circle, a Circle Lead may update that reference to instead refer to another Role in the Circle. This clarification is not considered a change to that Circle’s Governance.

### **1.4.5 Amending the Circle Lead Role**

A Circle may not modify the Purpose of its Circle Lead Role, nor remove the Role.

A Circle may add Accountabilities or Domains to the Circle Lead Role, and later remove these additions. However, any additions automatically apply to every Sub-Circle’s Circle Lead Role as well, recursively. A Circle may not add Accountabilities or Domains just to its own Circle Lead Role, or any only relevant within that Circle.

A Circle may remove any Accountabilities, Domains, authorities, or functions of its own Circle Lead Role. It can do this either by placing them on another Role in the Circle, or by defining an alternate means of enacting them. Doing this automatically removes the relevant authority or element from the Circle’s Circle Lead Role, for as long as the delegation remains in place.

# Article 2: Rules of Cooperation

## 2.1 Duty of Transparency

As a Partner, you have the duty to provide transparency to Role Leads in the Organization upon their request, as follows:

- a) **Projects & Next-Actions:** You must share any Projects and Next-Actions you are tracking for the Organization.
- b) **Relative Priority:** You must share your judgment of the relative priority of any of your Projects or Next-Actions vs. anything else competing for your attention.
- c) **Projections:** You must provide a projection of when you expect to complete any of your Projects or Next-Actions. A rough estimate is enough, considering your current context and priorities. Detailed analysis or planning is not required, and this projection is not a commitment in any way. Unless Governance says otherwise, you have no duty to track the projection or follow-up with the recipient if it changes.
- d) **Checklist Items:** You must verify completion of any recurring actions that you perform for your Roles or as a Partner of the Organization. If requested, you must continue to share these verifications regularly, until you believe they are no longer useful.
- e) **Metrics:** You must share any metrics you collect in your Roles or as a Partner of the Organization. If requested, you must continue to share these metrics regularly, until you determine they are no longer useful.
- f) **Progress Updates:** You must share a summary of progress you've made in your Roles or towards any of your Projects since the last update you shared. If requested, you must continue to share these updates regularly, until you determine they are no longer useful.
- g) **Other Information:** You must share any other information that's readily available to you and won't cause harm to share.

## 2.2 Duty of Processing

As a Partner, you have the duty to promptly process messages and requests from Role Leads in the Organization, as follows:

- a) **Requests to Clarify:** Others may ask you to clarify the next steps for any of your Projects or for any Accountability of your Roles. You must then determine and communicate a Next-Action to move it forward, if there are any you could take. If there are not, you must instead share what you're waiting for before you can take a Next-Action.
- b) **Requests for Projects & Next-Actions:** Others may ask you to take on a specific Next-Action or Project. You must accept and track it if you believe it would make sense to work

towards in one of your Roles or as a Partner of the Organization, at least in the absence of competing priorities. If you don't, then you must either explain your reasoning, or suggest something else you believe will meet the requester's goal instead.

- c) **Requests to Impact Domain:** Others may ask to impact a Domain controlled by one of your Roles. You must allow the impact if you see no reason it will reduce your capacity to enact your Role's Purpose or Accountabilities. If you do see such a reason, you must explain it to the requester.

## 2.3 Duty of Prioritization

As a Partner, you have a duty to prioritize your attention in alignment with the following:

- a) **Processing:** You must generally prioritize processing inbound messages to your Roles from other Role Leads over executing your own Next-Actions. However, you may delay processing messages until you can batch process at a convenient time, as long as your processing is still prompt. Processing includes engaging in any duties in this Article, and then sharing how you processed the message upon request. Processing does not include executing upon any Next-Actions or Projects you capture.
- b) **Meetings:** You must prioritize attending any meeting defined in this Constitution over executing your own Next-Actions, but only when another Partner explicitly requests this prioritization for a specific meeting. You may still decline the request if you already have plans scheduled over the meeting time.
- c) **Circle Priorities:** When choosing what to work on in a Role, you must consider any official Strategies or relative prioritizations of that Role, of any Circle holding that Role, and of any Super-Circle thereof. You must then treat these official priorities as more important to the Organization than your own individual priorities or your own judgment of the Organization's priorities. Official priorities of a Circle are those defined by a Circle Lead, or by any other Roles or processes with the authority to resolve priority conflicts and define Strategies for that Circle.
- d) **Deadlines:** If the Governance or any official Strategy or prioritization of a Circle includes a deadline specifying when something must be done by, no one may interpret that as a mandate to meet that deadline regardless of the impact of doing so. Instead, you must interpret that as an official prioritization of any actions needed to hit that deadline over any other actions for that Circle, and act accordingly. A Circle Lead or another Role or process with the authority to resolve priority conflicts across Roles may overrule this prioritization.

## 2.4 Relational Agreements

As a Partner, you may have “*Relational Agreements*” with other Partners. These are agreements about how you will relate together while working in the Organization, or about how you will fulfill your general functions as Partners of the Organization. They may add to or clarify the duties in this Article, but they may not conflict with them.

Relational Agreements must remain focused on shaping behaviors that generally underpin work; they may not set expectations of work to do in a Role, nor expectations about how a Partner will prioritize across different Roles. Further, they may only specify concrete acts to do or behavioral constraints to honor; they may not include promises to achieve specific outcomes or embody abstract qualities.

As a Partner, you may request a Relational Agreement of another Partner for your own personal preferences or to serve a Role you fill. That Partner may accept or reject the requested Relational Agreement based on their own personal preferences. Unless otherwise agreed, either party may later terminate the Relational Agreement by notifying the other party.

As a Partner, you have a duty to align your behavior with any written Relational Agreements you have made. Anyone facilitating a meeting or process for the Organization may also enforce these Relational Agreements during that meeting or process, as long as they don't conflict with anything defined in this Constitution.

## Article 3: Tactical Meetings

Any Partner may convene a “*Tactical Meeting*” to assist Partners in engaging each other in their responsibilities and duties. In addition, the Secretary of each Circle is accountable for scheduling regular Tactical Meetings for the Circle.

### 3.1 Attendance

For regular Tactical Meetings convened by a Circle’s Secretary, all of the Circle’s Roles are invited unless a Policy says otherwise. For other Tactical Meetings, the Partner convening the meeting must specify the Roles invited to that meeting. All Partners serving as Role Leads of those Roles are then invited to attend and represent those Roles, unless the convener narrows the invitation to include only a subset of Role Leads for a Role.

### 3.2 Meeting Process

The Facilitator of a Circle is accountable for facilitating the Circle’s regular Tactical Meetings, and its Secretary is accountable for capturing and publishing Tactical Meeting outputs. For Tactical Meetings convened by someone other than a Circle’s Secretary, the Partner convening a Tactical Meeting must facilitate it and capture its outputs, or appoint another volunteer or appropriate Role to do so.

Unless a Policy says otherwise, the person facilitating the meeting must use the following process:

- a) **Check-in Round:** Each participant in turn shares their current state, or offers another opening comment for the meeting. Responses are not allowed.
- b) **Checklist Review:** Each participant verifies completion of any recurring actions that they are regularly reporting on for their Roles in the meeting.
- c) **Metrics Review:** Each participant shares any metrics that they are regularly reporting on for their Roles in the meeting.
- d) **Progress Updates:** Each participant highlights progress in any Project or other initiative that they are regularly reporting on for their Roles in the meeting. Participants may only share progress made since a prior report, and not the general status of any work.
- e) **Build Agenda:** Participants build an agenda of items to process within the meeting. Each participant may add as many agenda items as desired by providing a short label for each, with no explanation or discussion allowed. Participants may add more agenda items after this step, between the processing of any existing agenda items.
- f) **Triage Items:** To process each agenda item, the agenda item owner may make requests of another participant, either in that participant’s general capacity as a Partner, or to a Role

that participant represents in the meeting. However, requests to a Role may only be made in service of a Role the requester represents in the meeting. The person facilitating the meeting manages the time allowed for each agenda item to allow space for the entire agenda, and may cut off processing any item after its due share of meeting time.

- g) **Closing Round:** Each participant in turn shares a closing reflection on the meeting. Responses are not allowed.

A Policy of a Circle may specify an alternate process or amend this default process for Tactical Meetings called by any of the Circle's Roles.

## Article 4: Distributed Authority

As a Role Lead, you have the authority to take any action or make any decision to enact your Role's Purpose or Accountabilities, as long as you don't break a rule defined in this Constitution. When prioritizing and choosing among your potential actions, you may use your own reasonable judgment of the relative value to the Organization of each.

### 4.1 Constraints on Authority

As a Role Lead, you must honor the following constraints on your authority.

#### 4.1.1 Don't Violate Policies

While acting in a Role, you may not violate any Policies of the Role itself or of any Circle containing the Role.

#### 4.1.2 Get Permission Before Impacting Domains

In service of your Role, you have the authority to impact and control your Role's Domains.

You may also impact any Domain held by a Circle containing your Role and not further delegated, or any Domain such a Circle itself may impact. But if you believe your impact will be substantially difficult or expensive to undo, you need to get permission.

You may not exert control or cause a material impact on a Domain delegated to a Role or Circle that doesn't contain your Role, unless you get permission. Nor may you do so on a Domain owned by another sovereign entity without permission.

When you need permission to impact a Domain, you may get it from whomever controls that Domain. You may also get permission by announcing your intent to take a specific action, and inviting anyone with a relevant Domain to object. You must then wait a reasonable time to allow responses. If no one objects in that time, you then have permission to impact any Domains owned by any Role in the Organization that your announcement reached. You may assume a written announcement has reached anyone who typically reads messages in the channel you used. Any permission so granted only applies while taking the specific action you announced. A Policy may change or constrain this process.

#### 4.1.3 Get Authorization Before Spending Money

You may not spend any money or other assets unless you first get authorized to do so. This authorization must come from a Role that already has control of those resources for spending purposes. It counts as spending if you dispose of significant property of the Organization, or significantly limit any of its rights.

To get authorized to spend, you must announce your intent to spend in writing to the Role you're seeking authorization from. You must share this announcement where all Partners serving as Role Leads of that Role or within that Role will typically see it. Your statement must include the reason for the spending, and the Role you'll spend from. You must then wait a reasonable time to allow consideration and responses. Any recipient of your announcement may escalate the spending for extra consideration, and you may not proceed with the spending if escalated. However, a Role Lead of the Role you're seeking authorization from may reverse an escalation, as may the person who escalated it. Once a reasonable time has passed and no escalations stand, your Role gains control of those resources. You may spend them for your stated purpose, or further authorize others to. The Role you got this authorization from also loses this control, however a Role Lead of that Role may revoke the authorization at any time.

A Policy may change this process in any way, or directly authorize a Role to control spending of the Circle's resources.

## **4.2 Interpretation Authority**

As a Partner, you may use your reasonable judgment to interpret this Constitution and anything under its authority. You may further interpret how these apply within any specific situation you face, and act based on your interpretations. However, you must interpret all Governance in the context of the Purpose and Accountabilities of the Circle containing it, and within any official interpretation rulings of that Circle or any Super-Circle thereof. You may not use any interpretations that conflict with that context or those rulings.

### **4.2.1 Conflicts of Interpretation**

As a Partner, your interpretation of this Constitution and the Organization's Governance may sometimes conflict with another Partner's. When that happens, either party may ask the Secretary of any affected Circle to rule on which interpretation to use, and the Secretary is accountable for interpreting the Constitution and anything under its authority upon request. After a Secretary responds, everyone must align with that Secretary's ruling until the relevant text or context changes.

After ruling on an interpretation, a Secretary may publish the ruling and the logic behind it. If published, the Secretary of that Circle and any contained Circles must attempt to align with that

logic in any future rulings. However, a Secretary may still contradict it once a compelling new circumstance renders the logic obsolete.

You may appeal a Secretary's interpretation to the Secretary of any Super-Circle. A Super-Circle Secretary may overrule the interpretation of any Sub-Circle Secretary.

#### **4.2.2 Striking Invalid Governance**

Any Partner may ask a Circle's Secretary to rule on the validity of any Governance within that Circle or any Sub-Circle thereof. If the Secretary concludes it violates the rules of this Constitution, the Secretary must strike it from the Circle's records. After doing so, the Secretary must promptly communicate what they struck and why to all Partners filling Roles within that Circle.

### **4.3 Individual Initiative**

As a Partner, in some cases you are authorized to take "*Individual Initiative*" by acting beyond the authority of your Roles or by breaking rules in this Constitution.

#### **4.3.1 Allowed Situations**

You may only take Individual Initiative when all of the following are true:

- a) You are acting in good faith to serve the Purpose or express the Accountabilities of some Role within the Organization.
- b) You believe your action would resolve or prevent more Tension for the Organization than it would likely create.
- c) Your action would not commit the Organization to any spending beyond what you're already authorized to spend.
- d) If your action would violate any Policies or Domains, you believe much value would be lost from delaying to get permission or change Governance.

#### **4.3.2 Communication & Restoration**

Upon taking Individual Initiative, you must explain your action to any Role Leads who you believe may be significantly impacted. Upon request of any such Role Lead, you must take further actions to help resolve any Tensions created by your Individual Initiative. You must also refrain from taking similar Individual Initiative upon request of any such Role Lead.

You must prioritize the communication and restoration required by this section over your regular work. However, a Circle Lead of a Circle that contains all Roles affected by your action may change this default priority.

## Article 5: Governance Process

Changing a Circle's Governance requires using the "***Governance Process***" defined herein.

### 5.1 Governance Participants

Each Circle has a group of "***Circle Members***" who may represent its Roles in its Governance Process.

A Circle's Circle Members are those Partners filling its Circle Lead Role, as well as each Partner serving as Role Lead for a Role in the Circle. If a Role has multiple Role Leads, a Circle may adopt a Policy to limit how many of them represent that Role as Circle Members in its Governance Process.

#### 5.1.1 Circle Reps

Any Circle Member of a Circle may request an election at any time to select or replace someone as the Circle's "***Circle Rep***" to help represent that Circle within any broader Circle containing it. The selected Circle Rep fills a "***Circle Rep Role***" in the Circle, with a Purpose of "Tensions relevant to process in a broader Circle channeled out and resolved", and the following Accountabilities:

- a) Seeking to understand Tensions conveyed by Role Leads within the Circle
- b) Discerning Tensions appropriate to process within a broader Circle that holds the Circle
- c) Processing Tensions within a broader Circle to remove constraints on the Circle

The Circle must use the Integrative Election Process defined herein to select a Circle Rep, unless a Policy defines an alternate process. Only a Circle's Circle Members are eligible to serve as its Circle Rep. Anyone serving as a Circle Lead for the Circle may not also serve as its Circle Rep. No more than one person may serve as a Circle's Circle Rep at a time, unless a Policy of a containing Circle allows it.

The selected Circle Rep becomes a Circle Member of any Circle containing that Circle, with the authority to represent their Circle just like a Circle Lead. A containing Circle may limit or prevent these Circle Reps from becoming its Circle Members via a Policy, but only if its Roles have another way to enjoy comparable representation within that Circle.

A Circle may add Accountabilities or Domains to its own Circle Rep Role, as well as amend or remove those additions. No Circle may amend or remove the Purpose of the Role, nor any Accountabilities placed on the Role by this Constitution.

### 5.1.2 Facilitator & Secretary

The Circle's Facilitator is accountable for facilitating its Governance Process. The Circle's Secretary is accountable for capturing and publishing the outputs of its Governance Process, and holds a Domain over the Circle's governance records.

Any Circle Member of a Circle may request an election at any time to select or replace someone as the Circle's Facilitator or Secretary. The Circle must use the Integrative Election Process defined herein to select a Facilitator or Secretary. No Role or Policy may assign the Facilitator Role or Secretary Role or remove an assignment via any other means, nor change this required process. Normally, the only candidates eligible for this election are a Circle's Circle Members. However, a Policy of the Circle or any Super-Circle may add or limit eligible candidates.

## 5.2 Scope of Governance

Within a Circle's Governance Process, its Circle Members may:

- a) define, amend, or remove the Circle's Roles; and
- b) define, amend, or remove the Circle's Policies; and
- c) move the Circle's own Roles or Policies into a Sub-Circle or any Sub-Circle thereof, but only if they enact the Purpose or Accountabilities of that Sub-Circle; and
- d) move Roles or Policies from within a Sub-Circle or any Sub-Circle thereof out into the Circle, but only if they are no longer relevant to enacting the Purpose or Accountabilities of that Sub-Circle; and
- e) hold elections for any elected Role within the Circle.

No other decisions are valid outputs from a Circle's Governance Process.

### 5.2.1 Scope of Policy

A Policy may only be one or more of the following:

- a) a constraint on the authority of one or more of the Circle's contained Roles; or
- b) a grant of an authority the Circle or Circle Lead holds to one or more Roles; or
- c) a grant of authority that allows people or Roles not otherwise authorized to control or impact one of the Circle's Domains, or a constraint on how they may do so when otherwise authorized; or
- d) a rule that changes a default rule or process in this Constitution, if that change is explicitly allowed.

A Policy that grants or constrains authority applies in all Sub-Circles as well, recursively, unless otherwise stated. A Policy that changes a default rule or process in this Constitution applies only within the Circle that holds the Policy, or, if explicitly stated, within all Sub-Circles as well, recursively. In the latter case, a Sub-Circle may still override that Policy via one of its own, unless explicitly forbidden in the original Policy.

## 5.3 Changing Governance

Any Circle Member of a Circle may initiate its Governance Process by proposing a change to its Governance. To do so, the “**Proposer**” must first share a “**Proposal**” in writing with all other Circle Members, using any communication channel allowed by the Secretary. Those other Circle Members may then ask clarifying questions, share reactions, and raise concerns about adopting the Proposal. Each concern is an “**Objection**” if it meets the criteria herein, and the person who raised it is the “**Objector**”.

Once each Circle Member confirms they have no Objections to a Proposal, it is adopted and amends the Circle’s Governance. If Objections are raised, the Proposer and each Objector must find a way to address the Objections before the Circle adopts the Proposal. After any such effort, all Circle Members must be given another opportunity to raise Objections. A Circle may adopt a Policy to define a time limit for raising Objections, after which anyone who has not responded is assumed to have no Objections. At any point while the Circle is processing a Proposal asynchronously, any Circle Member may request the Proposer bring the Proposal to a meeting for real-time processing instead. Unless a Policy says otherwise, the asynchronous processing then stops and the Proposal is considered withdrawn until re-proposed at a meeting.

When making Proposals or raising Objections, a Circle Member may only represent the Roles in the Circle that they either fill as Role Lead or represent as Circle Rep. A Circle Member may also represent a Role that they have permission to temporarily represent from one of its Role Leads, until that permission expires or is withdrawn.

### 5.3.1 Proposal Requirements

For a Proposal to be valid, the Proposer must be able to:

- a) describe a Tension that the Proposal would address for one of the Proposer’s Roles; and
- b) share an example of an actual past or present situation illustrating that Tension; and
- c) give a reasonable explanation of how the Proposal would have reduced the Tension in that example.

If at any point it becomes clear to the Facilitator that a Proposal does not meet these criteria, the Facilitator must discard the Proposal.

### 5.3.2 Objection Requirements

A concern about adopting a Proposal only counts as an Objection if the Objector can provide a reasonable argument for why it meets **all** of the following criteria:

- a) The Proposal would reduce the capacity of the Circle to enact its Purpose or Accountabilities.
- b) The Proposal would limit the Objector's capacity to enact the Purpose or an Accountability of a Role the Objector represents in the Circle, even if the Objector filled no other Roles in the Organization.
- c) The concern does not already exist even in the absence of the Proposal. Thus, a new Tension would be created specifically by adopting the Proposal.
- d) The Proposal would necessarily cause the impact, or, if it might cause the impact, the Circle wouldn't have an adequate opportunity to adapt before significant harm could result.

However, regardless of the above criteria, a concern always counts as an Objection if adopting the Proposal would violate a rule in this Constitution.

### 5.3.3 Testing Potential Objections

The Facilitator may test whether a concern counts as an Objection by asking the Objector if the concern meets the required criteria, and how. When assessing responses, the Facilitator may only judge whether the Objector presented arguments for each criteria using logical reasoning. The Facilitator may not judge on the basis of an argument's accuracy or the importance of addressing it.

When an Objection is claimed because adopting a Proposal would violate this Constitution, the Facilitator may ask the Circle's Secretary to interpret if that's true. If the Secretary rules that it is not, the Facilitator must then dismiss the Objection.

### 5.3.4 Rules of Integration

While attempting to resolve an Objection, the following rules apply:

- a) The Facilitator must test an Objection if requested by any Circle Member. If it fails to meet the required criteria, the Facilitator must discard it.

- b) The Objector must attempt to find an amendment to the Proposal that will resolve the Objection and still address the Proposer's Tension. If the Facilitator believes the Objector is not making a good faith attempt to do so, the Facilitator must deem the Objection abandoned and drop it.
- c) Any Circle Member may ask the Proposer clarifying questions about the Tension behind the Proposal, or about any examples the Proposer shared to illustrate the Tension. If the Facilitator believes the Proposer is not answering them in good faith, the Facilitator must deem the Proposal dropped.
- d) The Objector may suggest an amended Proposal, and offer reasonable arguments for why it should resolve the Tension. Then, upon the Objector's request, the Proposer must present a reasonable argument for why the amended Proposal would fail to resolve the Tension in at least one of the examples the Proposer used to illustrate the Tension. If needed, the Proposer may add another example to illustrate why the amended Proposal would fail to resolve the Tension. If the Facilitator believes the Proposer is unable or unwilling to do so, the Facilitator must deem the Proposal dropped.

### 5.3.5 Integrative Election Process

Any Circle Member may also initiate the Circle's Governance Process by calling for an election for a Circle Rep, Facilitator, or Secretary. The acting Facilitator must then enact the "*Integrative Election Process*" as follows:

- a) **Describe Role:** First, the Facilitator identifies the target Role and chooses a term for the election. The Facilitator may also present other information relevant to the election. During this step and the next, no one may comment on any potential candidates.
- b) **Nominate Candidates:** Each Circle Member uses a ballot or another private forum to name the eligible candidate whom the Circle Member believes is the best fit for the Role. Circle Members must label their ballot with their own name as well, and no one may abstain or nominate multiple people.
- c) **Nomination Sharing Round:** During this step, the Facilitator shares each nomination with all Circle Members. For each one, the nominator states why he or she believes their nominee would be a good fit for the Role, and no one else responds. The nominator may not comment on other potential candidates beyond their nominee.
- d) **Nomination Change Round:** Once all nominations are shared, any Circle Member may change their nomination and explain the reason for the change. No responses are allowed.
- e) **Make a Proposal:** The Facilitator counts the nominations, and makes a Proposal to elect the candidate with the most. If there is a tie, the Facilitator may do any one of the following: (i) if only one of the tied candidates has nominated himself or herself, propose that person; or (ii) if the person currently filling the Role is among those tied, propose that

person; or (iii) blindly select one of the tied candidates randomly, and propose that person; or (iv) go back to the previous step and ask each Circle Member who nominated someone other than a tied candidate to change that nomination to one of the tied candidates.

- f) **Objection Round:** The Facilitator asks each Circle Member if they see any Objections to the Proposal. If any Objections surface, the Facilitator may either allow discussion to attempt to resolve them, or discard the Proposal. If discarded, the Facilitator must then go back to the prior step in this process, ignore all nominations for the discarded candidate, and apply the rules of the prior step to select another candidate to propose instead.

A Circle may adopt a Policy to define a time limit for nominating a candidate or responding to a Proposal during the Integrative Election Process. After that time limit is reached, the Facilitator must exclude anyone who has not responded from the remainder of the process.

The Facilitator of a Circle is accountable for triggering new elections for the Circle's elected Roles after each election term expires.

### 5.3.6 Surrogates for Facilitator & Secretary

A surrogate may act as Facilitator or Secretary while the Role is unfilled. A surrogate may also fill in when the normal Facilitator or Secretary is unavailable when needed, or requests a surrogate for any reason.

Whenever a surrogate is needed, the surrogate is, in this order of precedence:

- a) someone specified by the person to be replaced; or
- b) for Facilitator, the acting Secretary of the Circle, and for Secretary, the acting Facilitator of the Circle;
- c) the Circle Lead of the Circle, or, if there are multiple Circle Leads, the first one to declare themselves acting as surrogate; or
- d) the first Circle Member to declare themselves acting as surrogate.

## 5.4 Governance Meetings

In addition to processing Proposals made asynchronously outside of meetings, each Circle will also hold regular **"Governance Meetings"** to enact the Circle's Governance Process in real time.

The Circle's Secretary is accountable for scheduling its Governance Meetings. In addition to any regularly-scheduled Governance Meetings of the Circle, the Secretary must schedule special Governance Meetings promptly upon request of any Circle Member. The requester may further specify an intention for a special Governance Meeting and any limits on what the meeting may

change. This may include focusing the meeting on a specific Tension, or limiting it to only modifying certain Roles. In that case, the authority of that special Governance Meeting is constrained to only processing Proposals for the stated intent, and only making changes within the stated limits.

#### **5.4.1 Attendance**

All Circle Members of a Circle may participate in its Governance Meetings. The acting Facilitator and Secretary may also participate even if they are not Circle Members of the Circle. In that case, they become temporary Circle Members for the duration of the meeting.

As a Circle Rep for a Circle, you may invite any Partner to join the Governance Meeting of any Circle immediately containing your Circle. You may only extend this invitation to one Partner at a time, and only to aid in the processing of a specific Tension affecting the Circle you represent. You must sense this Tension yourself as well, and believe it makes sense to process in the Circle. Your invited guest becomes a temporary Circle Member for the duration of the meeting, or until you withdraw the invitation. Your guest may represent your Circle along with you in the meeting, but only while processing that specific Tension.

Beyond the above, no one else may participate in a Circle's Governance Meetings.

#### **5.4.2 Notice & Duration**

A Circle may only conduct a Governance Meeting if the Secretary gave all Circle Members reasonable advance notice of the meeting. Beyond that, there is no quorum required for a Circle to conduct a Governance Meeting, unless a Policy specifies one.

Governance Meetings end once they reach the duration initially scheduled by the Secretary. The Secretary may choose to extend the duration within the meeting, but only if no Circle Member requests otherwise.

Any Circle Member who misses part or all of a Governance Meeting counts as having had a chance to raise concerns about any Proposals made therein. Thus, a Circle may adopt Proposals in a Governance Meeting without regard for absent members.

#### **5.4.3 Meeting Process**

The Facilitator must use the following process for Governance Meetings:

- a) **Check-in Round:** Each participant in turn shares their current state, or offers another opening comment for the meeting. Responses are not allowed.

- b) **Agenda Building & Processing:** The Facilitator builds an agenda of Tensions to process, then processes each agenda item in turn.
- c) **Closing Round:** Each participant in turn shares a closing reflection on the meeting. Responses are not allowed.

At any point during this process, a participant may request a “**Time Out**” pause. The Facilitator may choose to grant or deny this request. During the Time Out, participants may discuss administrative issues or the rules of this Constitution. They may not use the Time Out to work towards the resolution of a Tension, Proposal, or Objection. The Facilitator may end a Time Out at any point and resume the normal meeting process.

A Policy of the Circle may add to this process, but may not conflict with any rules or requirements defined in this Article.

#### 5.4.4 Agenda Building

The Facilitator builds an agenda of Tensions to process by soliciting agenda items from all participants. The Facilitator must do this in the meeting and not beforehand. Each participant may add as many agenda items as desired by providing a short label for each, with no explanation or discussion allowed. Participants may add more agenda items during the meeting, between the processing of any existing agenda items.

For a regular Governance Meeting, the Facilitator may choose the order in which to process agenda items. However, on request of a meeting participant, any agenda item calling for an election must go before all others. For a special Governance Meeting scheduled on request of a participant, that participant may choose the agenda order.

Agenda items are processed one at a time. To process a request for an election, the Facilitator uses the Integrative Election Process. To process anything else, the Facilitator uses the Integrative Decision-Making Process defined below.

#### 5.4.5 Integrative Decision-Making Process

The Facilitator must enact the “**Integrative Decision-Making Process**” as follows:

- a) **Present Proposal:** First, the Proposer may describe the Tension and present a Proposal to address it. On the Proposer’s request, the Facilitator may allow others to help craft a Proposal. However, the Facilitator must focus this help solely on getting to an initial Proposal to address the Proposer’s Tension. The Facilitator must disallow discussing other Tensions or concerns about the Proposal.

- b) **Clarifying Questions:** Once the Proposer makes a Proposal, others may ask questions to better understand the Proposal or the Tension behind it. The Proposer may answer each question, or may decline to do so. The Facilitator must stop any reactions or opinions expressed about the Proposal, and prevent discussion of any kind. Participants may also ask the Secretary to read the Proposal or show any existing Governance, during this step or at any other time when the participant is allowed to speak, and the Secretary must do so.
- c) **Reaction Round:** Next, each participant except the Proposer may share reactions to the Proposal, one person at a time. The Facilitator must immediately stop any out-of-turn comments, any attempts to engage others in a dialog, and any reactions to other reactions instead of to the Proposal.
- d) **Option to Clarify:** Next, the Proposer may share comments in response to the reactions and make amendments to the Proposal. However, the primary intent of any amendments must be to better address the Proposer's Tension, and not Tensions raised by others. The Facilitator must immediately stop comments by anyone other than the Proposer or Secretary. Any engagement by the Secretary must focus solely on capturing the amended Proposal.
- e) **Objection Round:** Next, each participant, one at a time, may raise concerns about adopting the Proposal. The Facilitator must either capture these concerns as Objections, or test them to see if they meet the Objection criteria and capture any that do. If there are no Objections, the Proposal is adopted. While testing concerns and capturing Objections, the Facilitator must stop and disallow discussion or responses of any kind from anyone other than the Objector.
- f) **Integration:** If there are Objections, the Facilitator then focuses on each one, one at a time. For each, the participants brainstorm to find a potential amendment to the Proposal to resolve the Objection. The Facilitator marks an Objection resolved once the Objector confirms that the amended Proposal would not trigger the Objection, and the Proposer confirms that it still addresses the Tension. During this step, the Facilitator must apply the rules of integration described in this Article. Once all Objections are resolved, the Facilitator moves back to the Objection round with the amended Proposal.

## 5.5 Process Breakdown

A "**Process Breakdown**" occurs when a Circle shows a pattern of behavior or output that violates the rules of this Constitution. The Facilitator or Secretary of a Circle may declare a Process Breakdown in their own Circle or any Sub-Circle, using their reasonable judgment. Any concerned Partner may further request a Facilitator review a Sub-Circle to look for a potential Process Breakdown, and the Facilitator is accountable for auditing a Sub-Circle's meetings and records on request and declaring a Process Breakdown if one is discovered.

### 5.5.1 Breakdown from Failed Governance

A Circle's Facilitator may also declare a Process Breakdown in the Circle if a Proposal fails to reach a resolution after those involved spend a reasonable amount of time and effort seeking resolution.

### 5.5.2 Process Restoration

Whenever an authorized party declares a Process Breakdown within a Circle, the following occurs:

- a) the Facilitator gains the authority to judge the logic and relevance of any arguments made to validate Proposals or Objections in the Circle; and
- b) the Facilitator of the Super-Circle gains a Project to restore due-process within the Circle; and
- c) the Facilitator of the Super-Circle gains the authority to take over as Facilitator or Secretary of the Circle; and
- d) the Facilitator of the Super-Circle may assign an additional Circle Lead to the Circle for the duration of the Process Breakdown. Any decisions that person makes as Circle Lead supersede and prevent any conflicting decisions by another Circle Lead.

These authorities end as soon as due process is restored in the Circle, as assessed by the Facilitator of the Super-Circle.

If the Circle in Process Breakdown has no Super-Circle, then the powers above all vest with its own Facilitator instead.

### 5.5.3 Escalation of Process Breakdown

A Process Breakdown in one Circle is not automatically considered a Process Breakdown of its Super-Circle. However, if it remains unresolved for an unreasonable time, then the Super-Circle is also considered in a Process Breakdown.

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