

## **Exhibit B**

### **The DENT Fund Charter** The Linux Foundation Effective [November 13, 2019]

#### **1) Mission and Scope of the DENT Fund.**

- a) The purpose of the DENT Fund (the “Directed Fund”) is to raise, budget and spend funds in support of the DENT Networking Project a Series of LF Projects, LLC (the “Technical Project,” or, alternatively, the “DENT Networking Project”), in accordance with the provisions of this Charter. The governance of the Technical Project is as set forth in the charter for the Technical Project.
- b) The Directed Fund supports the Technical Project. 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 Member Outreach 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 for every ten General Members, up to a maximum of three representatives, provided that there will always be at least one General Member

representative, even if there are less than ten 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. The Governing Board may set additional criteria for joining the Directed Fund as an Associate Member. 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 the DENT Fund supporting the DENT Networking Project community.

### **3) Governing Board**

- a) The Governing Board voting members will consist of:
  - i) one representative appointed by each Premier Member;
  - ii) the chair of the technical steering committee of the Technical Project (the “TSC”), or, in the absence of a chair and with the approval of the Governing Board, any active contributor to the Technical Project so designated by the TSC (such chair or designee the “TSC Representative”); and
  - iii) the elected General Member representative or representatives.
- b) Only one Member that is part of a group of Related Companies (as defined in Section 6) may appoint, or nominate for a membership class election, a representative on the Governing Board. No single Member, company or set of Related Companies will be entitled to: (i) appoint or nominate for Membership class election more than one representative for the Governing Board, or (ii) have more than two representatives on 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 of its employees, or an employee of one of its Related Companies, serve as the TSC Representative on the Governing Board.
- c) Conduct of Meetings
  - i) Governing Board meetings will be limited to the Governing Board representatives, the Member 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 named representatives (one per Member per Governing Board and per Committee) 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) oversee all Directed Fund business and community outreach matters and work with the LF on any legal matters that arise;
- iv) adopt and maintain policies or rules and procedures for the Directed Fund (subject to LF approval);
- v) establish advisory bodies, committees, programs or councils to resolve any particular matter or in support of the mission of the Directed Fund and/or Technical Project;
- vi) establish any conformance programs and solicit input (including testing tools) from the TSC for defining and administering any programs related to conformance with the Technical Project (each, a “Conformance Program”);
- vii) publish use cases, user stories, websites and priorities to help inform the ecosystem and technical community;
- viii) approve procedures for the nomination and election of any representative of the

General Members to the Governing Board and any Officer or other positions created by the Governing Board; and

- ix) vote on all decisions or matters coming before the Governing Board.

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

- a) The Member Outreach Committee, made up of Member company volunteers, will work with the Governing Board and the Linux Foundation marketing and communications team to focus on promotions and adoption of the Technical Project.

#### **5) Voting**

- a) Quorum for Governing Board and Committee meetings will require at least 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 13.a. or elsewhere in this Charter, decisions by vote at a meeting will require a simple majority vote, provided quorum is met. Except as provided in Section 13.a. or elsewhere in this Charter, 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.

#### **6) 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;
  - 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; provided that the transferee agrees to be bound by this Charter and the Bylaws and policies required by LF membership.

## **7) 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.

## **8) Trademarks**

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

## **9) 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.

## **10) 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 goals of the Technical Project.

- 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.

### **11) 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.

### **12) 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 the Technical Project that invoke or associate the name of the Technical Project or The Linux Foundation; and
- d) operate under such rules and procedures as may be approved by the Governing Board and confirmed by The Linux Foundation.

### **13) Amendments**

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