

seL4[®] Center of Excellence (CoE) – Bylaws

15 Nov 2020

Assumptions

- This governance document is for an initial “bootstrap” CoE organization, which if successful, will transition to a more permanently chartered legal entity (e.g., in the form of a not for profit corporation).
- A flat and simple organization structure is more desirable at startup, which may evolve to something more complex as needs arise.
- In the interim and until a legal CoE corporate entity is formed, the Griffiss Institute will serve as a not-for-profit center for any CoE funding (e.g., donations, membership fees, or advertising revenue).

Definitions

- **seL4[®]**: a formally verified kernel that has been released by the seL4 Foundation.
- **Board** means the Board of Directors of the seL4 CoE.
- **Committee** means the initial Organizing Committee for the seL4 CoE.
- **Director(s)** means an individual(s) serving in a Director position on the Board of Directors in accordance with these Bylaws.
- **Officer(s)**: an officer is a high-level management official of the CoE, hired by the board of directors, such as an *Executive Director*, vice president, secretary, or treasurer. Officers serve at the pleasure of the Board of Directors.
- **Initial Period** means a period of no longer than two (2) years commencing on 20 May 2019 and ending no later than 19 May 2021.
- **Member** means a signatory to the seL4 CoE Member Agreement, that has been accepted for membership by the Board of Directors in accordance with the provisions stated below . A Member in good standing is a member (organization or individual) that is not in probation by having violated the member agreement and has its/his/her current dues paid.
- **seL4 CoE Member Agreement** means the agreement, as in effect and as amended from time to time, by and among (a) seL4 CoE and each Platinum, Gold, Silver and Associate Members individually as a Member, (b) seL4 CoE and each Auditor individually as a Member, and (c) seL4 CoE and each Individual individually as a Member.
- **Technical Committee** means the committee appointed by the Board to receive submissions or other disclosures of any technical information, proposed designs or improvements, recommendations, comments and other materials by a Member with respect to the seL4 CoE.

Mission Statement

The mission of the CoE is to lower barriers to adoption and facilitate the principled development and deployment of trustworthy systems based on seL4. Addressing the needs of the U.S. DoD and DoD contractor community will be a focus for the CoE.

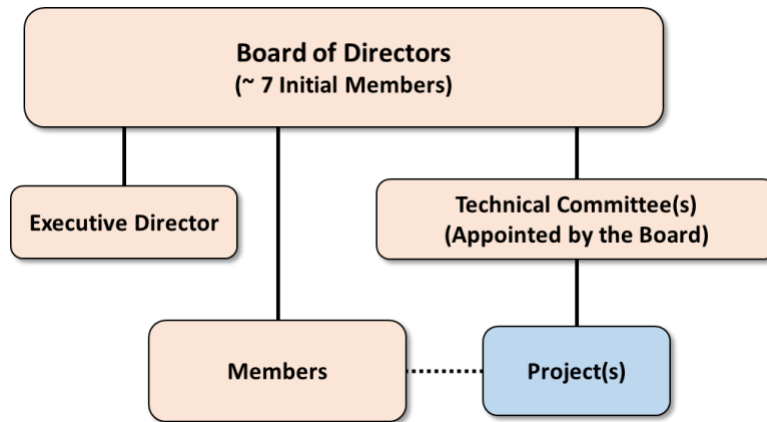
[®] seL4 is a trademark of LF Projects, LLC.

The CoE will complement the separate seL4 Foundation (<https://sel4.systems/Foundation>). While the seL4 Foundation will focus on creating, maintaining and supporting the code and proofs of the seL4 kernel itself, as well as user-level frameworks, libraries, components and reference architectures, the CoE will focus on emphasizing the development, maintenance and dissemination of software distributions; which are curated collections of software (e.g., kernel, libraries, drivers, components, configurations, frameworks, and proofs) that form the basis of a stable and supported platform on which to build trustworthy systems. The CoE will work closely with the seL4 Foundation to avoid forking of the seL4 microkernel code base and contribute changes back to origin repositories wherever possible.

This is accomplished by:

- Creating, hosting and supporting curated collections of seL4-based software (i.e., *software distributions*), as described above; providing support (in the form of documentation, discussion forums, training, consulting engagements, etc.) for CoE software distributions
- Maintaining a U.S.-based private code repository for the U.S. defense community and U.S. commercial sectors where high assurance systems are paramount, and code may be subject to distribution limitations (e.g., U.S. export control restrictions)
- Promoting the adoption of seL4 through documentation, training and certification of CoE distributions, in coordination with the documentation, training and certification provided by the seL4 Foundation
- Organizing conferences for researchers and developers of trustworthy systems
- Moderating restricted U.S.-only forums for seL4 collaboration, where subject matter cannot be shared with the international research community
- Advocate for the use of CoE distributions and promote best practices for the development of trustworthy systems
- Coordinating third party support, development, and maintenance for CoE distributions
- Fund raising and redistributing funds to third parties to perform any of the above

Organization Structure



Board of Directors

- The CoE will be governed by a Board of Directors, comprised initially of seven members. The board of Directors will have a constitution initially defined by these bylaws and its modifications will require an amendment of the bylaws. The constitution of the Board of Directors is defined as seven members where four (4) positions are reserved for organizations as described below, and three (3) others are to be elected amongst the representatives of members in good standing. The composition of the Board of Directors is presented as:
 - 2 Directors indicated by The United States government → Such directors should be representatives from departments or agencies of the US Government which are members of the CoE.
 - 1 Director from the seL4 Foundation → The foundation has a permanent Director position in order to keep the alignment of the CoE with the Foundation. This director should be a representative of the Foundation, which is also a member in good standing of the CoE.
 - 1 Director from the CoE host entity → As the initial host of the CoE, the Griffiss Institute (GI) is assigned a permanent position at the board. If in the future the host of the CoE changes, this position shall be granted to the new host entity of the CoE.
 - 3 Directors to be selected from the membership → these three positions on the board shall be elected from the representatives of members in good standing, for a term of two (2) years. To avoid a complete turnover of elected board members in any single election cycle, one of the three initial elected director positions will be designated for a special 1-year term. Thereafter, all elected directors will serve a 2-year term.
- The board sets policy and appoints officers (if any); and delegates responsibility for specific policy or operational areas to each officer.
- The Board shall appoint such committees, committee chairs and vice chairs as the Board from time to time deems necessary or appropriate to conduct the business, to address issues concerning the CoE, and to further the specific purpose of the CoE.

- The Board shall have the final vote of approval of recommendations (specification changes, roadmap updates, etc.) put forward by the Committees. The Board shall retain the right to limit the powers and duties of any Committee that it has created and to disband any such Committees in its sole discretion.
- The Board shall have the power to amend Bylaws by an affirmative supermajority two-thirds (2/3) vote of all Directors.
- Following an initial startup period (*not to exceed 2 years*), an election will be held annually to fill any openings in the member-elected Director positions, in accordance with these bylaws.
- The representatives of permanent positions at the Board can be replaced by their organizations after a period of 30 days' notice to the board of directors. In order to prevent the Board from being rendered ineffective, this substitution cannot be exercised within 60 days of the election of Directors related to the membership at large.
- In the event of a vacancy on the Board, the remaining Directors, except as otherwise provided by law or these By-laws, may exercise the powers of the full Board until the vacancy is filled. The board may also indicate a representative from a member in good standing to occupy the vacancy until the next period of elections.
- An elected board member may be removed through a supermajority two-thirds (2/3) vote of the Board. Once a board member has been removed, the open position will be treated as a vacancy.
- **The Chairperson is to be selected from one of the two representatives of the United States Government.** The **Chairperson** shall have all the powers normally associated with the role of chief executive officer and preside at all meetings of the Board, in addition to any other power granted the Chairperson under these By-laws or by applicable law. The Chairperson shall oversee the management of the business of the CoE and see that all orders and resolutions of the Board are carried into effect.

Executive Director

- The Executive Director (*initially from the Griffiss Institute*) shall preside over the day-to-day affairs of the CoE under the direction of the Board and the Chairperson and perform such other duties and have such other powers as the Board or the Chairperson may from time to time prescribe.

Committees

- The Board may appoint such Committees as the Board from time to time deems necessary or appropriate to conduct the business and further the Specific Purpose of the CoE.
- The Board shall retain the right to limit the powers and duties of any Committee that it has created and to disband any such Committees in its sole discretion. The Committee Chair shall report back at a frequency defined by the Board.
- The Board shall have the final vote of approval of the recommendation of the Committees. Votes associated with Committees require approval of the Board *by majority*.

The initial committee appointed by these bylaws is the **Organizing Committee** responsible to establish the CoE and transfer power to the initially elected Board of Directors. This committee was selected from current organizations involved in the development of the CoE, and it is composed as such:

- Chairperson, representative of DARPA: Dr. Raymond Richards
- Representative of AFRL: Dr. E. Paul Ratazzi
- Representative of the seL4 Foundation: Dr. June Andronick
- Representative of GI: Mr. Jerry Dussault
- Representative of membership (IAI): Dr. Renato Levy
- Representative of membership (Siege Technologies) : Dr. Jason Li
- Representative of membership (DornerWorks): Mr. Robert VanVossen
- Representative of membership (Adventium Labs): Mr. Todd Carpenter

During the initial period and until such time as a Board of Directors is established, the Organizing Committee will have the authority of the Board of Directors, hold its functions and assume the duties and responsibilities of the Directors. Decisions of the committee will be reached through consensus. Where consensus cannot be reached and it is a time-sensitive matter that must be decided, the Chairperson can call for an affirmative majority vote of committee members to reach a decision. Once the CoE is established and operational with an elected and functioning Board of Directors, the committee will transfer its executive powers to the elected board and be automatically dissolved.

Technical Steering Committee (TSC)

When established by the Board, the TSC serves a technical advisory role to the Board of Directors. Subject to such policies as may be set by the Board, the TSC is responsible for technical development within the CoE, to include:

- CoE Technical direction (software distributions and roadmap)
- Establishing release dates
- Coding and Release Quality Standards
- Project governance and processes
- Mediating technical conflicts

The TSC will be composed of at least three (3) members. Memberships on the TSC is not time-limited. The size is expected to vary in order to ensure adequate coverage of important areas of expertise, balanced with the ability to make decisions efficiently.

Each Platinum member in good standing will be automatically granted at least one (1) position on the Technical Steering Committee.

Projects

- Projects are the unit of activity by which the CoE accomplishes its stated mission.
- They can be downward directed by the board or emerge from the needs of the membership, with a majority approval of the board.
- Approved projects may be assigned to an existing committee, or a new committee may be established to oversee and coordinate a project.

- Projects are not limited to pure software development activities, and may include any activities that support the mission of the CoE as described above (e.g., documentation, conferences, etc.)

Membership and Membership Classes

Members

All members shall acknowledge and comply with the CoE Member Agreement, and pay their dues to be considered in good standing. Any breach of the Member Agreement will be first indicated to the member by the Executive Director, and the member will be given sixty (60) days to apply remedies to the non-compliance. After sixty (60) calendar days, the member shall automatically be considered in probation and have its rights as a member revoked until compliance with the membership terms is established, or a waiver from the Board of Directors is obtained.

During the initial 60 days, a non-complaint member may request a waiver from the Board of Directors, and if such waiver is granted, the automatic probation period is no longer in effect. Any waivers given over non-compliance issues are at the sole discretion of the board and of a fixed duration, as well as be revoked at any point by the board with a simple majority vote. After the expiration of a waiver the non-compliant member will have a period no longer than 30 (thirty) calendar days to re-establish compliance, or it will be considered automatically into probation with its rights revoked.

Membership Classes

There shall be six classes of membership in this organization: (1) Platinum Member; (2) Gold Member; (3) Silver Member; (4) Auditor; (5) Associate; and (6) Individual. As used herein, the term Member may be used to refer generically to a Platinum Member, Gold Member, Silver Member, Auditor, Associate or Individual.

- **Platinum Members.** A Platinum Member shall pay the annual membership dues as specified in the CoE Membership Fee Schedule, shown below. A Platinum member can appoint up to 10 individuals as representative of the member to the COE. A Platinum Member shall have the right to complimentary registrations for CoE workshops and events during the year of membership for its appointed representatives. Such members shall also have the most prominent display of company logos in CoE online and print materials. Platinum Members are entitled to cast 10 votes on any matter presented to the Members (including the election of Directors). Platinum members are entitled to appoint at least one (1) representative to fill a position on the CoE Technical Steering Committee. Platinum Members are eligible to serve as Chair or Vice Chair of Committees.
- **Gold Members.** A Gold Member shall pay the annual membership dues as specified in the CoE Membership Fee Schedule, shown below. A Gold member can appoint up to 5 individuals as representatives of the member to the COE. A Gold Member shall have the right to complimentary registrations for CoE workshops and events during the year of membership for its appointed representatives. Such Members shall also have prominent display of company logos in CoE online and print materials. Gold Members are entitled to cast two votes on any

matter presented to the Members (including the election of Directors). Gold Member are eligible to serve as Chair or Vice Chair of Committees.

- Silver Members. A Silver Member shall pay the annual membership dues as specified in the CoE Membership Fee Schedule, shown below. A Silver member can appoint two individuals as representative of the member to the COE. A Silver Member shall have the right to two complimentary registrations for CoE workshops and events during the year of membership for its appointed representative. Such Members shall also have display of company logos in CoE online and print materials. Silver Members are entitled to cast one vote on any matter presented to the Members (including the election of Directors).
- Auditors. Auditors shall pay the annual membership dues as specified in the CoE Membership Fee Schedule, shown below. Auditors can appoint a single individual as representative of the member to the COE. Auditors shall also have their names listed in CoE online and print materials. Auditors do not have voting privileges.
- Associate Members. Associate membership is reserved for government, academic, and not-for-profit entities that are approved by the Board of Directors. Associates do not have voting rights, unless they have a representative who serves on the Board of Directors.
- Individuals. Individuals can become Members of the CoE at an initial rate as specified in the CoE Membership Fee Schedule, shown below. Individuals do not have voting rights, unless they are elected to serve on the Board of Directors.

CoE Membership Fee Schedule

Membership Level	# Individual Representatives	# Votes	Annual Dues* (\$ U.S.)
Platinum	10	10	10,000
Gold	5	2	5,000
Silver	2	1	2,000
Auditor**	1	0	500
Associate**	1	0	n/a
Individual**	1	0	150

*At the sole discretion of the Board of Directors, a member’s annual dues may be reduced or eliminated in lieu of technical contributions to the CoE, of approximately equivalent value.

**Auditor, Associate, and Individual members will receive discounts for seL4 CoE sponsored events, but not a full complementary registration.

All individuals who serve as members of the CoE, whether they be individual members or representatives of an organization with a paid membership at one of the other designated classes, shall agree to and comply with the CoE Member Agreement.