Companion Guide for JDFP Series Membership Agreement Package v6.0

Welcome to Joint Development Foundation Projects!

We're proud to host your project (the "Project") at Joint Development Foundation Projects, LLC ("JDF Projects"). This companion guide for the JDF Projects Series Membership Agreement Package v6.0 helps you understand and weigh the different options available when establishing a Project for the first time, or when evaluating potential changes to an existing Project. The document provides contextual background for discussions you will have with your business stakeholders, legal partners, and the JDF Projects formation team, but it's intended to supplement, not replace, those valuable conversations or provide legal advice. If you have any questions along the way, check out the FAQ on our website or just ask!

What's in the Agreement Package

The Membership Agreement Package includes multiple, linked documents:

- The **Membership Agreement** is executed by Members and the Project and binds Members to the terms of the Package.
- The **Project Charter** establishes the Project and includes the governance and legal terms for the Project and its Steering Committee.
- One or more **Working Group Charters** which establish the governance, scope and intellectual property terms for each Working Group under the Project.
- The **Project Sponsorship Agreement** is executed by the Member and the Linux Foundation in the case when a funding project of the Linux Foundation (a "Directed Fund") is established to support the Project.

Also included in the package are boilerplate forms for collecting Non-Member input on specifications, documents, source code, data, and other artifacts being developed by the Project (Appendix C) and Exclusion Notices (Appendix D).

Understanding Project Sponsorship Options

One of the first, and most important choices a new Project will make is whether to fund their Project's development activities. You can always change your mind, but this is a strategic choice that should be weighed carefully. The Membership Agreement package provides three funding-related options from which to choose:

- **No Sponsorship Fees** is the appropriate selection if you don't intend to finance project activities through a vendor-neutral vehicle, such as assessment of Participation Fees.
- The most common option for Projects is **Financial Support of the Project**, which assesses annual Participation Fees to join certain membership classes. This option implements a required annual fee at the rate you define in the Project Sponsorship Agreement (page 27). The JDF Projects formation team can provide you with guidance and information about how to set effective dues for each level and what to expect when funding your project via Participation Fees.
- **Alternative or Additional Funding** is not common, but may be the appropriate selection if your Project is grant funded, financially supported by a "parent" Project, or is launching with a single, large sponsorship. Please let the JDF Projects formation team know if you're considering this option, as there are additional factors that might determine whether we can support this option for your Project.

Funding for JDF Projects (Directed Funds) is managed by The Linux Foundation as a project of The Linux Foundation. Membership in The Linux Foundation is required to join a Directed Fund.

Membership Levels and Benefits

There are three Membership Levels - Steering, General, and Contributor - defined in the Membership Agreement, which describe what rights those levels have in the Project's Working Groups. The rights described in the Membership Agreement for these levels can't be changed, however the Project may set reasonable policies for certain Membership Levels, such as the requirement to complete a Membership Application questionnaire or a limitation on the number of representatives.

Projects can offer additional benefits to specific membership levels, especially paid tiers.If you are funding your project, we recommend that you consider what additional benefits you want to offer as you set Participation Fees. For example, you might offer discounts on events or other paid Programs for paid Membership tiers, opportunities for Member blogs, or leadership roles on key committees. Sponsorship Benefits should be clearly displayed on the Project's website.

What about Not-for-Profits? Non-profit organizations may have their Participation Fee waived or discounted. Non-profit organizations participating in a Directed Fund supporting a project of JDF Projects will join The Linux Foundation as Associate Members (free of charge).

Creating the Steering Committee

Forming your Project's Steering Committee may be done in one of two ways. The Steering Committee composition is often **Designated by Steering Member** - meaning that any organization joining at the Steering Committee level will have the right to designate a participant from their organization to serve on the Steering Committee. Another common approach that mirrors how many open source foundations establish their Governing Boards is **Designated by Steering Committee Consensus**. This option enables the Project to hold nomination and selection or election processes from the chosen Membership classes, however Steering Members will waive their right to appoint a representative to the Steering Committee.

The Steering Committee will also choose a Chairperson, typically from a Steering Member organization, during project instantiation. The Project may further refine its goals for the Steering Committee and/or requirements for Chairperson selection process, which should be documented and accessible in the Steering Committee's official document workspace. The Chairperson also serves as the official Project Series Manager and is responsible for organizing meetings and votes, tracking Working Group progress, managing finances, and other activities approved by the Steering Committee.

Writing Effective Project Descriptions and Working Group Scopes

Your project description and working group scope are critical as they determine the intellectual property commitments members make when they join. If the scope is too broad, potential members may not be interested. If it is too narrow, your project may not be able to adjust its work in response to a new opportunity or issue. Focus on specific planned outcomes rather than aspirational goals. It's possible to change these in the future, but note that changes to scope require Steering Committee Approval and rechartering.

Working Group Deliverables

Working Groups are the smallest decision-making unit of a project of JDF Projects. Depending on the Project's goals, you may establish individual Working Groups to deliver certain components of a spec, or perhaps to organize requirements for different functions (e.g. for Hardware, Software, Cloud). Each Working Group will have its own Charter, which indicates whether it will create **specifications**, **source code**, **datasets**, or some combination of these. You can establish more than one Working Group during formation, and each Working Group can select different deliverables and licensing modes.

Options for Specification Deliverables

Most projects host with JDF Projects because they have a specification deliverable, and JDF Projects offers two operational "modes" for those deliverables. **Community Specification Mode** is ideal for projects that will do the majority of their work in public Git repositories, will work asynchronously, and/or will co-develop their specification and open source code interchangeably. You can learn more about the Community Specification framework and IP licensing regime at https://communityspec.dev. The policies found in Appendix B, Appendix C, and Appendix D are not applicable to the Community Specification Mode.

The **Traditional Mode** option for specifications is the default choice for Working Groups that want to operate like a Working Group or Sub Committee at a typical Standards Developing Organization. If your Project stakeholders are experienced with standards work, this mode will feel most familiar. It provides more flexibility of IP options, and more standards policy and guidelines as outlined in Appendix B, Appendix C, and Appendix D. If your Working Group chooses this mode, you must also select from the Copyright Licensing and Patent Licensing options (outlined in Appendix B). You may also optionally add policies for Exclusions.

Selecting license modes should be done with consideration, as you may also be subject to specific exclusion processes, including mandatory exclusion periods for some patent modes. These choices have binding legal implications and may include obligations like patent exclusions or continued licensing, even after withdrawal.

Choosing Licenses

JDF's templates provide a range of widely-accepted licensing options for patents, copyright, source code, and data, which have been selected based on compatibility with open source implementations. While we can't provide legal analysis, we can help you understand the requirements of your selected licenses. The right options for your Project will depend on a variety of factors and should be determined with the support of your Legal partners.

Policy Compliance Considerations

Members must comply with required policies of Joint Development Foundation Projects, LLC, including the Antitrust Policy, Code of Conduct, and Trademark Usage Guidelines. These apply automatically to all participants and are linked in the Project Charter.

Joint Development Foundation Projects, LLC retains ownership of all Project trademarks. If you are moving an existing project over to Joint Development Projects, LLC, the current owner of the Project name will need to execute a Contribution Agreement to transfer their existing trademark rights (registered and/or common law) to Joint Development Foundation Projects, LLC.

What Next?

After you've gone through these core options with your Launch partners, your legal counsel and made some decisions, the JDF Projects formation team will prepare your Membership Agreement draft for review. Your partners will need to send this document through their legal and business teams, who may come back with governance questions or scope clarifications. Once the draft is approved by the Launch partners, the JDF Projects team will create your Project Series and send Membership Agreements for signature. Additional aspects we'll help you consider during launch include securing contribution agreements for existing assets, whether to issue a press release or pursue marketing opportunities, and securing budget for Project services

and infrastructure.

More Support for a JDF Project Series

The JDF Projects team is here to help before, during, and after your Project Launch. At any time, your community can email support@jointdevelopment.org for help. We're also regularly expanding access to resources and training materials for communities. Some of the following resources we'll share with your community include:

- Antitrust and Open Projects Webinar
- Leading High Performance Working Groups Training
- IT Specification Basics Training
- Writing A Formal IT Specification
- LFX Open Profile and LFX Insights

The Joint Development Foundation is committed to your Project's success. This guide, along with our support team, is designed to empower you and help you make informed decisions throughout your Project's launch. We encourage you to use these great resources, and if you have any questions, just ask!