

Introduction: Holacracy™ Constitution

(v2.1)

What is this document?

This Constitution documents the core rules, structure, and processes of the Holacracy™ Organizational Operating System. It enables an organization wishing to use the Holacracy™ system to anchor that intention in a concrete and detailed set of rules, and ensures everyone has access to the “rules of the game”.

How is this document intended to be used?

Rather than a stand-alone document, this Constitution is intended to be referenced by whatever document or agreement captures the decision to organize using the Holacracy™ system. That may be a simple board decision or policy statement, or a more formal bylaws document or operating agreement. The individuals so-adopting this Constitution are referred to as the Ratifiers – see Article 5 for requirements related to their adoption of this Constitution. Note also that this explanatory page is not intended to be part of the Constitution; consider removing it before use.

What isn't this document?

This document is not a stand-alone device; it is not a complete set of legal bylaws or a formal operating agreement (HolacracyOne offers a sample operating agreement as well, which is not included in this document). Nor is this document for learning to actually use the Holacracy™ system. Like the owner's manual for a car, a detailed explanation may be helpful at times, but reading it will not teach you how to drive.

Legal Disclaimer

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HOLACRACY™
CONSTITUTION

Version 2.1

(Formerly “Version 2011-07”)

ARTICLE 1

DEFINITIONS AND RULES OF CONSTRUCTION

1.1 Capitalized Terms. Capitalized terms used in this Constitution shall have the meanings set forth in this Article 1 of this Constitution unless a capitalized term is otherwise defined in a particular Section of this Constitution in which it is used.

1.2 Definitions.

1.2.1 The following terms, as used herein, shall have the following meanings:

“**Accountability**” means a possible activity which may from time to time need to be carried out on behalf of a Circle or other authoritative body of the Organization in service of such body fulfilling its duties and pursuing its aims.

“**Circle**” has the meaning set forth in Section 2.1.

“**Circle-Defined Role**” means a Role defined by a Circle as provided herein, excluding the Structural Roles defined by this Constitution.

“**Circle Member**” has the meaning set forth in Section 2.2.

“**Circle Member Role**” has the meaning set forth in Section 2.5.1.

“**Constitution**” means this document, as amended or restated from time to time.

“**Elected Role**” has the meaning set forth in Section 2.5.3.

“**Facilitator**” means the Person filling the Facilitator Role.

“**Facilitator Role**” has the meaning set forth in Section 2.5.3.

“**Governance Meeting**” has the meaning set forth in Section 3.1.

“**Integrative Decision-Making Process**” means the decision-making process specified in **APPENDIX B**.

“**Integrative Election Process**” means the election process specified in **APPENDIX C**.

“**Lead Link**” means the Person filling the Lead Link Role.

“**Lead Link Role**” has the meaning set forth in Section 2.5.2.

“**Objection**” has the meaning set forth in Section 3.7.4.

“**Organization**” means the group or entity that is adopting this Constitution, whether a group of individuals, or a corporation, partnership, trust, association, joint venture,

limited liability company, estate, or other entity, whether or not a legal entity, or any subset thereof, whether a team, department, business unit, function, or other grouping.

“**Partner**” means a person designated as such by the Partnership Circle, or by another Circle with due authority to do so, who may be assigned to Roles within the Organization and thus become actively involved in the work of the Organization, whether as a partner, employee, contractor, volunteer, or any other similar relationship.

“**Partnership Circle**” has the meaning set forth in Section 5.2.

“**Person**” means and includes individuals, Roles, Circles, corporations, partnerships, trusts, associations, joint ventures, limited liability companies, estates and other entities, whether or not legal entities, and governments and agencies and political subdivisions thereof, whether domestic or foreign.

“**Purpose**”, as it relates to a Circle has the meaning set forth in Section 2.1, and as it relates to a Role has the meaning set forth in Section 2.3.1.

“**Ratifiers**” means the Person or Persons who are duly authorizing and requiring the Organization to abide by the terms of this Constitution.

“**Rep Link**” means the Person filling the Rep Link Role.

“**Rep Link Role**” has the meaning set forth in Section 2.5.3.

“**Role**” has the meaning set forth in Section 2.3.1, and confers upon a Person or Persons duly assigned to fill such Role the authorities specified in Section 2.3.2.

“**Scope**”, as it relates to a Circle has the meaning set forth in Section 2.1, and as it relates to a Role has the meaning set forth in Section 2.3.1.

“**Secretary**” means the Person filling the Secretary Role.

“**Secretary Role**” has the meaning set forth in Section 2.5.3.

“**Significant Deficiency**” has the meaning set forth in Section 3.10.

“**Structural Role**” means a Role defined in this Constitution as existing in each Circle; specifically, the Lead Link Role, Rep Link Role, Facilitator Role, Secretary Role, or Circle Member Role.

“**Sub-Circle**” has the meaning set forth in Section 2.6.

“**Super-Circle**” has the meaning set forth in Section 2.6.

1.3 Rules of Construction. Unless the context otherwise requires, references to the plural shall include the singular and the singular shall include the plural, and the words “hereof,” “herein,” “hereunder” and similar terms in this Constitution refer to this Constitution as a whole

and not to any particular provisions of this Constitution. Any use of the masculine, feminine or neuter in this Constitution shall be deemed to include a reference to each other gender.

ARTICLE 2

ORGANIZATIONAL STRUCTURE

2.1 Definition of Circle. A “**Circle**” is an organizational construct which (a) exists to express a specific purpose (the Circle’s “**Purpose**”); (b) has a defined span of control (the Circle’s “**Scope**”); (c) may have one or more defined Accountabilities to execute upon; and (d) has the autonomy and authority, subject to the constraints and due-process defined in this Constitution or by its Super-Circle, to organize, govern, and execute within its Scope in service of its Purpose.

2.2 Circle Members. Each Circle shall have one or more Persons designated who shall engage in the governance of such Circle under the terms of this Constitution (each a “**Circle Member**” of such Circle). A Circle’s Circle Members shall automatically include (a) the Person appointed to serve as Lead Link to the Circle by its Super-Circle; (b) each Person elected to such Circle to serve as a Rep Link for such Circle’s Sub-Circles, if any so exist; and (c) each Partner of the Organization actively filling a Role within such Circle. Additional Persons may be added to a Circle’s Circle Members, or removed from a Circle’s Circle Members, by a Person or process which has or may be given the explicit authority to do so under the terms of this Constitution. Notwithstanding the foregoing, a Person serving as a Circle Member of a Circle by virtue of appointment or election by such Circle’s Super-Circle or Sub-Circle, as specified in this Section 2.2, may not be removed except through due-process or due-authority within such Circle’s Super-Circle or Sub-Circle, as the case may be.

2.3 Role Delineation. The Circle Members of a Circle shall, through a Governance Meeting of such Circle as described in Article 3, further breakdown and organize the activities needed to express such Circle’s Purpose by defining one or more Roles within such Circle’s Scope.

2.3.1 Definition of Role. A “**Role**” is an organizational construct which (a) exists to express a specific purpose (the Role’s “**Purpose**”), which may or may not be explicitly specified; (b) may have a defined span of control associated with it (the Role’s “**Scope**”); and (c) includes one or more Accountabilities.

2.3.2 Authority of Role-Fillers. When a Role is assigned through due authority to one or more Persons, it shall confer upon the Person or Persons so assigned (a) the responsibility to monitor the need for each of the Accountabilities of such Role and to reasonably decide if, when, how, and to what extent each such Accountability should be performed given the Purpose, Scope, and current context of the Circle which defined such Role; (b) the authority to perform each of the Accountabilities of such Role on behalf of the Circle which defined such Role; (c) in service of the performance of the various Accountabilities of such Role, the authority to distribute across such Accountabilities and to spend any time, money, or other resources which have been allocated or otherwise made available for such Role’s use; and (d) if a Scope is defined for such Role, the authority to create policies which may regulate activity of others to the

extent needed to mitigate any negative impact of such activity upon or within such Role's Scope. However, notwithstanding the foregoing, all authority attached to a Role and granted to the Person or Persons filling such Role shall always be limited: (i) by the overall Scope of authority of the Circle which defined such Role, such that the authority of a Role shall never exceed the overall authority of the Circle which defined it; (ii) by any policies or constraints defined by or duly operating upon the Circle which defined such Role; and (iii) to acts that do not have a direct material impact within the Scope of any other Role or Circle within the Organization, unless (x) relevant policies published by such other entity or entities allow such acts and are followed in so acting; or, if no such policies exist, (y) such entity or entities were given a reasonable opportunity to raise Objections to such act and all such Objections so raised were addressed to the reasonable satisfaction of the entity raising each Objection.

2.3.3 Role Amendment. Roles and Accountabilities defined by a Circle may be amended or removed by such Circle from time to time as it deems necessary or desirable given its Purpose. Notwithstanding the foregoing, all such creation, amendment, or removal of Roles or Accountabilities shall take place in a Governance Meeting of such Circle, and no Circle shall have the authority to cause such creation, amendment, or removal to happen through any means other than a Governance Meeting of the Circle which contains or will contain such Roles or Accountabilities, except as a temporary measure as provided for in Article 4.

2.4 Role Assignment. Each Circle shall assign one or more Partners of the Organization or other appropriate Persons to fill and execute upon each of such Circle's Circle-Defined Roles. Such assignment shall be made via the due-authority of such Circle's Lead Link, as defined in Section 2.5.2, or via other such authority or process as the Circle may define from time to time in its Governance Meetings as provided for herein, and within any constraints defined by a Super-Circle of such Circle or by the Partnership Circle or a duly-authorized Sub-Circle thereof.

2.4.1 Unfilled Roles. Whenever a Circle-Defined Role is unfilled for any reason, such Circle's Lead Link shall automatically be deemed to fill such Role until such time as at least one Person has been duly assigned to such Role. Notwithstanding the foregoing, a Circle may specify an alternate treatment to that specified in this Section 2.4.1 via a policy defined in a Governance Meeting of such Circle.

2.4.2 Assigning Roles to Non-Members. Whenever a Circle-Defined Role is assigned to a Person who is not a Partner of the Organization, the Lead Link of such Circle shall automatically be deemed to hold an Accountability for "Monitoring for and addressing tensions relevant to the Circle which surface through the work and work processes of non-Circle Members who fill Circle-Defined Roles". Notwithstanding the foregoing, a Circle may specify an alternate treatment to that specified in this Section 2.4.2 via a policy defined in a Governance Meeting of such Circle.

2.4.3 Assigning Roles to Multiple People. A Circle-Defined Role may be assigned to multiple Persons only if (a) a process or similar mechanism exists to differentiate and clarify which of the Persons filling such Role shall hold the Accountabilities and authorities of such Role within each specific context or instance of work facing such Role, such that ambiguity of accountability or authority is not increased by assigning multiple Persons to such Role; or (b)

the Person duly-assigning multiple Persons to a Circle-Defined Role specifies, along with each Person assigned to such Role, a specific focus, context, area, subset of the Circle's work, or similar differentiation which such Person shall hold and enact such Role within, such that ambiguity of accountability or authority is not increased by assigning multiple Persons to such Role.

2.4.4 Resignation from Roles. A Person so assigned to a Role of a Circle under this Section 2.4 may resign from such assignment at any time by giving notice to the Lead Link of such Circle, or to such other Role as may be given Accountability by such Circle for assigning Persons to Roles, as the case may be. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Notwithstanding the foregoing, the Partnership Circle may impose constraints or requirements on such resignations as it sees fit, and in the event of a conflict between such terms and those specified in this Section 2.4.4, those of the Partnership Circle shall prevail.

2.5 Structural Roles. In addition to the Circle-Defined Roles, a Circle shall also automatically include the Structural Roles defined and filled as specified in this Section 2.5 in support of the structure and processes defined in this Constitution.

2.5.1 Circle Member Role. Each Circle shall have a "**Circle Member Role**", with the definition given in **APPENDIX A**, which shall automatically be filled by all Circle Members of such Circle.

2.5.2 Lead Link Role. Each Circle shall have a "**Lead Link Role**" with the definition given in **APPENDIX A**. A Circle's Lead Link Role shall also be deemed to hold any Accountabilities defined on such Circle within its Super-Circle, but only to the extent that such Accountabilities have not been placed on a Role within such Circle, in whole or in part, by such Circle's governance process as defined herein. Except as otherwise provided in this Constitution, the Person filling a Circle's Lead Link Role shall be appointed by such Circle's Super-Circle as detailed in Section 2.6.1.

2.5.3 Elected Roles. Each Circle shall have a "**Facilitator Role**", a "**Secretary Role**", and a "**Rep Link Role**" (collectively, the "**Elected Roles**"), with the definitions given in **APPENDIX A**, and shall hold regular elections to elect a Circle Member of such Circle into each of the Elected Roles for such Circle. Such elections shall take place in a Governance Meeting of such Circle and shall use the Integrative Election Process. Any Circle Member of a Circle shall be eligible for election into any Elected Role of such Circle and each Circle Member may hold multiple roles, except that the Circle Member filling the Lead Link Role for a Circle shall not be eligible for election into the Facilitator Role or the Rep Link Role for such Circle.

2.5.4 Election Terms and Revisiting. Each election for an Elected Role shall carry a term defined in the election process, after which a new regular election for such Elected Role shall be held. Even before a term has expired however, any Circle Member of a Circle shall have the authority to call for and cause a new election to be held for any of the Elected Roles of such Circle during any Governance Meeting of such Circle.

2.5.5 Amendments to Structural Roles. The Facilitator Role of a Circle may not be added to or amended in any way except by amendment to this Constitution as provided herein. A Circle may add to or amend the Scope and Accountabilities of its Circle Member Role, Lead Link Role, Rep Link Role, and Secretary Role from time to time in a Governance Meeting of such Circle, in which case such modifications shall apply only within such Circle, provided however that no Circle may remove such Roles or amend the Purpose of such Roles except by amendment to this Constitution as provided herein.

2.6 Sub-Circles. A Circle may further delegate authority within its Scope by authorizing, in a Governance Meeting, any Circle-Defined Role within such Circle to expand into a full Circle itself, with all of the associated autonomy, requirements, and authorities defined herein (the newly-formed Circle thus becomes a “Sub-Circle” of the existing Circle, while the existing Circle becomes the “Super-Circle” of the newly-formed Circle). A Sub-Circle to a Super-Circle shall also still remain a Circle-Defined Role within such Super-Circle for all matters described herein, and the Purpose, Scope, and Accountabilities defined for such Role, as may be amended from time to time by the Super-Circle, shall define the Purpose, Scope, and Accountabilities of such Sub-Circle.

2.6.1 Lead Link to Sub-Circle. The Person appointed to fill a Circle-Defined Role which has expanded into a Sub-Circle, as such appointment may change from time to time, shall automatically fill the Lead Link Role within such Sub-Circle.

2.6.2 Rep Link from Sub-Circle. Each Sub-Circle of a Super-Circle shall elect one of its Circle Members to fill its Rep Link Role, as described in Section 2.5.3, and such Rep Links shall automatically become Circle Members of such Super-Circle for the duration of their appointment as the Rep Link of a Sub-Circle to such Super-Circle.

2.6.3 Removal of Sub-Circles. A Circle may at any time, through due process in a Governance Meeting, either remove entirely a Role of such Circle which has expanded into a Sub-Circle, or collapse such Role from a full Sub-Circle back into a simple non-Circle Role within such Circle. In either event, the Sub-Circle and all Sub-Circles below it, recursively, are disbanded and terminated.

ARTICLE 3

GOVERNANCE MEETINGS

3.1 Scope of Meetings. Each Circle shall hold regular meetings to (a) create, amend, or remove policies which govern operations within the Circle’s Scope; (b) create, amend, or remove Roles within the Circle’s Scope, and Accountabilities of said Roles, including authorizing a Role to expand into a full Sub-Circle as specified in Section 2.6; and (c) fill the Elected Roles of a Circle as specified in Section 2.5.3 (these meetings being “*Governance Meetings*”).

3.2 Frequency of Meetings. Each Circle shall hold regular Governance Meetings in alignment with any relevant policies of the Circle. Further, each Circle shall hold special Governance Meetings at the request of any Circle Member of that Circle, and such special

meetings may be used for any purposes that would otherwise be valid in a regular Governance Meeting.

3.3 Attendance. Each Circle Member shall be entitled to attend and fully participate in discussions and decision-making in any or all Governance Meetings of that Circle, including without limitation adding agenda items and making proposals within such meetings. Except as otherwise stated within this Constitution, other Persons may attend or participate in a Governance Meeting of a Circle only if (a) they were explicitly invited by a Circle Member of such Circle to do so, and (b) every Circle Member of such Circle was given an opportunity to raise Objections to such invitation before such Governance Meeting, and no Objection was so raised which still remains, in the sole judgment of the Circle Member raising such Objection.

3.4 Quorum. Unless otherwise specified in a policy of the Circle there shall be no quorum requirement for Governance Meetings and the decisions of such meetings shall be valid regardless of the number of Circle Members in attendance so long as notice of such meeting was duly given by the Secretary of the Circle in alignment with any relevant policies defined by the Circle.

3.5 Outputs of Meetings. The formal outputs of a Governance Meeting, which shall be recorded by the Secretary in the minutes of the meeting and compiled into the Circle's governance logs, shall be limited to (a) new and amended policies; (b) definition of Roles and Accountabilities, including amendments to the same; and (c) the results of Circle elections (all of the preceding being "***Governance Outputs***"). A participant may, however, raise a topic or proposal for processing within a Governance Meeting which is not initially expressed in the form of a Governance Output, provided that the purpose of such processing shall be for the sake of reaching Governance Outputs which address the matter, and only such outputs shall be allowed from the Integrative Decision-Making Process and recorded within the Circle's governance records. Without limiting any of the foregoing, to the extent it is done within due process as determined in good faith by the Facilitator, the Circle or any participant may cause or create other outputs within a Governance Meeting which they otherwise have the authority to so cause or create, including making specific operational decisions or creating or assigning new operational projects or actions, provided, however, that the Secretary shall not capture such outputs in the formal governance records of the Circle and such outputs shall have no more or less weight or authority than if they were so decided, created, or assigned by the Circle Members so involved outside of a Governance Meeting.

3.6 Agenda Building. The agenda for a Governance Meeting shall be built within such meeting and not beforehand, by the Facilitator soliciting agenda items at the beginning of such meeting from meeting participants and capturing each item so raised on the formal agenda.

3.6.1 Valid Agenda Items. Meeting participants may add an agenda item solely to attempt processing a tension they sense into new or amended Governance Outputs, provided that such tension must be relevant to the capacity of the Circle's structure, pattern, or process to manifest such Circle's Purpose, and not solely due to such tension being a personal tension relevant to the individuals working within such Circle.

3.6.2 Agenda Item Format. A meeting participant shall add an agenda item by providing only a short label which references the tension such participant intends to address or the proposal such participant intends to make, and shall not engage in explanation or discussion regarding such tension or proposal until processing begins on such agenda item as provided for herein.

3.6.3 Ordering the Agenda. Once all agenda items for a Governance Meeting have been surfaced and captured, the Facilitator shall determine the order in which to process such agenda items using any process the Facilitator deems appropriate, provided that any agenda item or items which call for an election of any of the Circle's Elected Roles must be placed before all other agenda items upon the request of any meeting participant.

3.7 Processing Agenda Items. Once the order of the agenda has been determined, the meeting participants shall proceed through processing each agenda item one at a time using the rules specified in this Section 3.7 and the Integrative Decision-Making Process, unless such agenda item is an election, in which case it shall be resolved using the Integrative Election Process.

3.7.1 Focus of Each Item. The goal and focus while processing an agenda item shall be solely to resolve the tension represented by such agenda item and solely as sensed by and judged by the Person who raised such agenda item (the "**Proposer**").

3.7.2 Getting to a Proposal. In service of processing an agenda item, the Proposer shall have the option to either make a proposal immediately to address the tension represented by such agenda item, or to start with an open discussion or other process as may be allowed by the Facilitator in order to generate one or more such proposals. In either case, the Facilitator shall use the Integrative Decision-Making Process to further process and resolve any proposals put forth by the Proposer, until such Proposer confirms the tension represented by their agenda item has been adequately addressed for the present time and forum.

3.7.3 Decision-Making Criteria. A proposal made while processing an agenda item shall be considered duly adopted by the Circle as formal governance once everyone participating in the Governance Meeting has been given the opportunity to raise an Objection to such proposal and no Objections have so surfaced.

3.7.4 Definition of Objection. An "**Objection**" to a proposal shall be defined as a tension that would be created by adopting such proposal, when such tension also meets all of the following criteria: (a) if unaddressed it would degrade the existing capacity of the Circle to express its Purpose; and (b) it is a tension that does not already exist for the Circle even in the absence of such proposal, thus it would be created specifically by adopting such proposal; and (c) it is based on presently-known data or events rather than predicted data or events, provided that an opportunity is likely to exist in the future to sense and respond if and when such predictions begin to manifest; and (d) it would otherwise be a valid tension to address. Notwithstanding the foregoing, a tension shall still be considered a valid Objection even when failing to meet the criteria defined in Section 3.7.4(a) if such tension meets the other criteria defined in Section 3.7.4 and regards the proposal infringing upon the rules defined in this

Constitution or otherwise hindering the capacity of the Circle or its Circle Members to operate within the rules, processes, or authorities defined herein or granted hereunder.

3.7.5 Judging Validity of an Objection. Except as expressly provided otherwise in this Constitution, the participant raising a potential Objection to a proposal shall determine the validity of such potential Objection, provided that, for a potential Objection to be considered valid, the participant so raising such Objection must provide a reasonable argument for why such Objection meets the criteria contained in Section 3.7.4 upon request of the Facilitator.

3.8 Revisiting Decisions. Any decision made in a Circle's Governance Meeting can be revisited at any time by any participant later in that Governance Meeting or in a future Governance Meeting, by the participant so inclined raising an agenda item and presenting a new proposal to amend, add to, or remove such decision, and such new proposal shall be treated just like any other proposal using the decision-making rules and process defined herein.

3.9 Decision-Making Failure. In the event a Circle starts processing an agenda item in a Governance Meeting but fails to reach a final accepted proposal with no Objections after reasonable time and effort to do so, the Secretary of the Circle shall then schedule another Governance Meeting for at least forty-eight (48) hours after the start of the meeting which failed to resolve such agenda item, in which meeting the Circle shall make another attempt to resolve such item. If such additional attempt also fails, the Facilitator of the Circle shall then notify the Facilitator of the Super-Circle, or, if the Facilitator of the Super-Circle is also the Lead Link or Facilitator of the Circle, then such other Person exactly as is described in Section 3.10. The Person so notified shall then either facilitate a resolution of the specific failure, including, at their option, facilitating and participating in another Governance Meeting of the Circle, or, if such resolution does not resolve the failure within a reasonable timeframe, or if such Person believes such efforts are not likely to result in a resolution, then such Person shall declare a Significant Deficiency in the Circle.

3.10 Significant Deficiency. The Facilitator of a Circle shall have the Accountability for auditing a Sub-Circle's meetings and records as-needed, as further specified in **APPENDIX A**, except that if such Facilitator is also the Lead Link or Facilitator of the Sub-Circle, then such Accountability, with regard to that specific Sub-Circle, shall instead be placed on the Rep Link of the Circle, or, if such Rep Link is also the Lead Link or Facilitator of the Sub-Circle, then to the Secretary of the Circle, or, if such Secretary is also the Lead Link or Facilitator of the Sub-Circle, then to the longest-term continuous Circle Member of the Circle who is not also the Lead Link or Facilitator of the Sub-Circle nor the Lead Link of the Circle. If such Person with such Accountability determines that a Sub-Circle so audited evidences behavior conflicting with the processes and rules described in this Constitution (a "**Significant Deficiency**"), such Person shall declare such to his or her fellow Circle Members, and such declaration shall trigger the restoration process described in Section 3.10.1.

3.10.1 Process Restoration. Once a Person so authorized declares to a Circle that one of its Sub-Circles evidences a Significant Deficiency, the following shall occur until due process is restored, as reasonably assessed by the Person authorized to declare a Significant Deficiency in such Sub-Circle: (i) the Person authorized to declare a Significant Deficiency in the Sub-Circle shall automatically become the Facilitator of such Sub-Circle for the sole purpose

of restoring due process; (ii) the authority to reasonably judge the validity of an Objection raised during the Integrative Decision-Making Process within such Sub-Circle, which typically vests in the Person raising the Objection, shall instead vest in the Facilitator of such Sub-Circle; (iii) the Lead Link of the Sub-Circle shall be replaced, upon request by the Facilitator of such Sub-Circle, which request shall be made solely for the purpose of restoring due process, by any Person selected through due authority and process of the Circle, provided that the Facilitator of the Sub-Circle accepts the Person so selected as workable for the purpose of restoring due process.

3.10.2 Escalation of Break-Down. If a Significant Deficiency in a Sub-Circle is not cured within a reasonable timeframe, such failure to restore due process shall be considered a Significant Deficiency of the Circle containing the Sub-Circle for the purposes of any audit conducted by an authorized member of its Super-Circle or any other duly authorized party.

3.10.3 Process Restoration Considered In-Process. Any Significant Deficiency which is identified and declared as provided herein, or which reasonably would be identified and declared in due course, shall not be considered a breach of this Constitution or a failure on the part of any party to uphold the terms of this Constitution, unless such Significant Deficiency escalates as provided herein to the Ratifiers and the Ratifiers fail to restore due process within a reasonable timeframe.

ARTICLE 4

INDIVIDUAL ACTION

4.1 Individual Action. If a Circle Member of a Circle performs an Accountability which has not been explicitly defined and delegated to a Role within such Circle, such action shall not be considered a Significant Deficiency of such Circle provided that: (i) the action is reasonably necessary to carry out work within the Circle's Scope on behalf of the Circle's Purpose; (ii) the action was taken in a good-faith attempt to support the interests and goals of the Circle and the Organization; and (iii) promptly after receiving an explicit request or a significant expression of tension from any Circle Member within the Organization, the Person taking such action raises the matter in a Governance Meeting to further clarify and define the Organization's structure. After such a request or significant expression of tension is received and until such time as the Accountability in question is explicitly delegated or addressed in a Governance Meeting, the authority to carry out such Accountability and make decisions related to such Accountability shall immediately vest with the Lead Link of the Circle whose Scope covers said Accountability, or, if a dispute arises about which Circle's Scope said Accountability falls within, then to the Lead Link of the lowest-level Circle which includes all of the Circles so disputed. Notwithstanding the foregoing, such Lead Link may autocratically delegate such authority to other Circle Members or Roles within such Circle, provided that such autocratic delegation is used only as a temporary measure until the matter can be resolved through the due-process for delegating authority described in this Constitution.

ARTICLE 5

ADOPTION MATTERS & RATIFIER AUTHORITY

5.1 Anchor Circle. The Ratifiers of this Constitution shall, commensurate with the adoption of such Constitution, define a single initial Circle with the broadest Scope so authorized and required to govern and execute the operational work of the Organization under the terms of this Constitution (the “**Anchor Circle**”). Such definition shall include: (i) a name for the Anchor Circle, (ii) the Purpose of the Anchor Circle, and (iii) the Scope of the Anchor Circle. The Ratifiers may change such definition from time to time subject to the terms in this Article 5.

5.2 Partnership Circle. The Ratifiers of this Constitution shall designate a Circle, which may be the Anchor Circle or another Circle, to serve as the “**Partnership Circle**” for the Organization. The Partnership Circle shall have within its Scope (i) all matters governing the intersection of the Organization and its Partners, except with regards to the Seed Partners, including matters related to grants of such membership, compensation for such membership, and removal from such membership. Further, the Partnership Circle shall be deemed to have an Accountability for (a) building a pool of Partners for the Organization well-suited to expressing its purpose.

5.2.1 Seed Partners. The Ratifiers shall themselves grant Partner status to a group of People who shall automatically serve as Circle Members of the Partnership Circle (the “**Seed Partners**”), and the Scope of the Partnership Circle shall exclude all matters related to the Seed Partners, which such excluded Scope shall be retained by the Ratifiers.

5.3 Ratifiers as Super-Circle. The Ratifiers shall be considered the Super-Circle of both the Anchor Circle and the Partnership Circle, as well as the Lead Link of both the Anchor Circle’s Lead Link and the Partnership Circle’s Lead Link, for the purposes of any Accountabilities, authorities, procedures, or other matters discussed in this Constitution that make reference thereto.

5.3.1 Lead Links from Ratifiers. The Ratifiers shall appoint a Lead Link to the Anchor Circle and, if a different Circle, then to the Partnership Circle as well, which such appointment(s) may be changed by the Ratifiers from time to time.

5.3.2 Rep Links to Ratifiers. The Ratifiers shall make reasonable efforts, to the extent practical, to provide the Rep Link(s) elected by the Anchor Circle and the Partnership Circle with visibility and input into matters that are beyond the Scope of the Anchor Circle, including, to the extent practical and requested by such Rep Link(s), access and participation in any general-purpose meetings or governance processes of the Ratifiers.

5.4 Initial Structure. Commensurate with or immediately following the adoption of this Constitution, the Ratifiers or their designees may also define initial Sub-Circles of the Anchor Circle and Partnership Circle, as well as Sub-Circles of such Sub-Circles, recursively, and any initial policies, Roles and Accountabilities, Role assignments, or other decisions within any such Circle, excluding the specification of Rep Links, which such Circle would otherwise be entitled to define for itself according to the terms of this Constitution (the “**Initial Structure**”).

The authority of the Ratifiers or their designees to specify an Initial Structure shall be limited only to the starting structure and related decisions connected to the adoption of this Constitution, and such initial authority shall not continue past such adoption except as otherwise provided for through the due process described herein.

5.5 Waiver of Authority. For all matters within the Scope of the Anchor Circle or Partnership Circle, upon adopting this Constitution the Ratifiers hereby waive any authority they may otherwise have to operate outside the terms of this Constitution or to supersede any authority, autonomy, or other governance granted by this Constitution or by the due process described herein, except for the limited ongoing authority provided in this Article 5, including the authority to amend or repeal this Constitution by the due process described herein, and any authority a Ratifier may otherwise have by virtue of serving in any Roles within any Circles of the Organization as provided for in this Constitution.

5.6 Amendments to Constitution. The Ratifiers may amend this Constitution in any way they see fit or remove this Constitution entirely using whatever authority or due process they otherwise enjoy, provided that any such amendment or repeal is promptly communicated to the Lead Link and Rep Link of the Anchor Circle. Without limiting the foregoing, the Ratifiers shall not have the authority to violate the terms of this Constitution or the governance resulting therefrom without first changing or repealing this Constitution accordingly.

5.7 Access to Constitution. The Ratifiers shall make a copy of this Constitution, as amended to date, readily available for review by any Partner of the Organization.

APPENDIX A

DEFINITION OF STRUCTURAL ROLES

Role: Circle Member

Purpose:

To energize assigned roles while helping the whole Circle express its purpose.

Accountabilities:

- Addressing recurring tensions through Governance Meetings and operational channels to remove constraints and harness opportunities for moving the Circle towards its purpose
- Working beyond assigned Roles and Accountabilities as appropriate in service of the purpose and goals of the Circle and the Organization, and taking appropriate restorative action upon request if tension develops as a result of operating outside of assigned Roles and Accountabilities
- Working collaboratively with other Circle Members, including: (i) sharing needs and goals of the Role(s) one fills and asking other Circle Members to take appropriate actions to facilitate one's work; (ii) accommodating other Circle Members' requests for the same to the extent practical by seeking mutually acceptable solutions to cross-Role integration issues; and (iii) when a direct cross-Role integration is not adequately achieved, mutually referring the matter to an appropriate meeting of the Circle or to the Circle's Lead Link to seek further resolution
- Collecting data for published metrics linked to each Role the Circle Member fills and reporting that data regularly to the Circle
- Reviewing assigned Roles regularly and proposing the update or removal of Accountabilities which are no longer relevant for the Circle's current needs

Role: Lead Link

Purpose:

To shepherd the Circle towards its purpose, in alignment with the needs and strategic direction of its Super-Circle.

Accountabilities:

- Assigning and removing People to/from Circle-Defined Roles
- Appointing People to serve as Circle Members of the Circle, and removing People from such appointments as-needed

- Monitoring fit between Circle Members and their Roles, and offering feedback and coaching to Circle Members to enhance fit with their Roles
 - Allocating resources of the Circle, including prioritizing the work of the Circle as-needed
 - Defining metrics useful for measuring the Circle's performance in expressing its purpose, and assigning appropriate roles in the Circle to collect data for each metric
-

Role: Rep Link

Purpose:

To remove constraints within the Super-Circle on the Circle's ability to sustainably pursue its purpose.

Accountabilities:

- Processing within the Super-Circle any tensions sensed during the operations of the Circle which are beyond such Circle's Scope to resolve.
 - Defining metrics useful for measuring the sustainability of production capacity of the Circle, and assigning appropriate roles in the Circle to collect data for each metric
 - Meeting with the Lead Link of the Super-Circle regularly to provide feedback about the operations of the Circle
-

Role: Facilitator

Purpose:

To align the Circle's governance and operational practices with the core rules and processes expressed in this Constitution.

Accountabilities:

- Facilitating the Circle's Governance Meetings and Integrative Decision-Making™ Process, including stopping and redirecting behaviors of Circle Members which are not aligned with the rules and processes expressed in this Constitution
- Delegating facilitation temporarily when significantly involved in the specific content of an agenda item and called to do so by another participant in a Governance Meeting
- Ruling on matters of process, procedure, and authority relating to this Constitution that come before the Circle, both within and outside of formal meetings
- Auditing Sub-Circle meetings and records to assess alignment with this Constitution as-needed, including at a minimum when prompted to do so by the Rep Link from a Sub-

Circle, and initiating a restorative process when a Sub-Circle acts outside the terms of this Constitution.

Role: Secretary

Purpose:

To stabilize the Circle's governance over time as a steward of the Circle's formal records and record-keeping process.

Accountabilities:

- Maintaining official governance records for the Circle, including capturing the outputs of each Governance Meeting, and maintaining a compiled list of all governance currently in effect for the Circle
- Scheduling regular Governance Meetings for the Circle in alignment with this Constitution and any relevant policies of the Circle
- Scheduling special Governance Meetings as soon as practical after receiving a request for such by a Circle Member
- Notifying Circle Members of all Governance Meetings in alignment with this Constitution and any relevant policies of the Circle

APPENDIX B

INTEGRATIVE DECISION-MAKING PROCESS

This structured process is used in Holacracy™ Governance Meetings, to resolve proposals about how the Circle shall organize in pursuit of its purpose.

Present Proposal

Who Speaks: Proposer Only

The proposer states their proposal and, optionally, the tension(s) it is attempting to resolve. No discussion or responding whatsoever.

Clarifying Questions

Who Speaks: Anyone Asks a Question, Proposer Answers; Repeat

The Facilitator solicits clarifying questions for the purpose of understanding the proposal, and the proposer either responds or says “not specified in the proposal”. Any reactions expressed to the proposal or discussion about the proposal is immediately cut off by the Facilitator, including any reactions disguised as clarifying questions.

Reaction Round

Who Speaks: Everyone in a Round, One at a Time, Except Proposer

The Facilitator asks each person in turn to react to the proposal, and stops any discussion or responses to the reactions of any sort.

Amend & Clarify

Who Speaks: Proposer Only

The proposer has a chance to clarify any aspects of the proposal or to make quick amendments to the proposal based on the reactions – the proposer does not need to address everything here, and should not attempt anything more than an obvious, quick change. The Facilitator cuts off any discussion or comments by anyone other than the proposer.

Objection Round

Who Speaks: Everyone in a Round, One at a Time, Including Proposer

The Facilitator asks each person in turn if they see any Objections to adopting the proposal. Objections are stated and captured by the Facilitator without discussion or questions, provided that the Facilitator may ask questions just for the purpose of helping a person raising an Objection verify that it meets the required criteria to be considered a valid Objection. Once the round is complete, if no Objections have surfaced the proposal is adopted and the process stops here.

Integration

Who Speaks: Anyone – Open Discussion

The Facilitator leads an open discussion, focused around each Objection one at a time, about how to add to or amend the proposal to make it a workable option for addressing just the tension behind the original proposal (and nothing more). The proposer assesses whether any potential amendment still addresses the original tension, and the person who raised each Objection assesses whether a potential amendment removes that specific Objection. Once a potential amended proposal is crafted, the Facilitator stops the discussion and goes back to the Objection Round with the amended proposal.

APPENDIX C

INTEGRATIVE ELECTION PROCESS

Describe the Role

The Facilitator describes the Role and states a term for the election.

Fill Out Ballots

Each Circle Member present at the meeting fills out a ballot of the form “(Nominator’s Name) nominates (Nominee’s Name)”, and nominates the Circle Member they feel is the best fit for the Role – no one is allowed to specify more than one nominee, and no one is allowed to abstain. The Facilitator promptly stops any and all comments or discussion about the election or potential candidates prior to and during this phase.

Nomination Round

The Facilitator reads aloud each ballot and asks each nominator in turn to state why he or she nominated the person shown on their ballot. Each person gives a brief statement as to why they believe the person he or she nominated may be the best fit for the Role.

Nomination Change Round

The Facilitator asks each nominator in turn if he or she would like to change his or her nomination, based on new insights that surfaced during the nomination round. The Facilitator notes changed nominations and makes visible a total count for each nominee.

Make a Proposal

The Facilitator chooses one of the nominee’s with the most nominations and proposes that Person fill the Role in question for the term specified.

Objection Round

The Facilitator asks each Circle Member present in turn if they see any Objections to the proposal, and charts any Objections raised. If any Objections exist, the Facilitator, at his or her option, either (i) facilitates a discussion to resolve the Objection, possibly by crafting an amended proposal, and then goes back to the preceding step (Make a Proposal) with the amended proposal; or (ii) chooses another nominee and immediately moves back to the preceding step (Make a Proposal) with the new proposal. Once no Objections are raised during this step, the election is complete.