Holacracy Constitution – v5.0 Beta

Preamble

The "Ratifiers" are adopting 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 Constitution’s rules and processes, except for any powers that the Ratifiers lack the authority to delegate. The Ratifiers and all other "Partners" the Organization has engaged to take part in its governance and operations must do so under the authorities and constraints defined herein.

Any existing policies and systems the Organization has in effect before adopting this Constitution continue in full force after adoption, even if they include authorities or constraints that were not created under the Constitution’s processes. However, these legacy policies and systems may not be expanded or modified, and lose all weight and authority as soon as this Constitution’s processes create something that replaces or contradicts them.

The Ratifiers or their successors may amend this Constitution or repeal it using whatever process they relied upon to adopt it. Amendments must be in writing and published where all Partners can access them.

Article 1: Organizational Structure

1.1 Roles

The Organization’s Partners will perform its work while acting in explicitly defined Roles. A "Role" definition has 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 contain "Policies", which are grants or constraints of authority, or special rules that apply to operations within that Role.

1.2 Role Assignment

A Role may control assignments into another Role as a Domain. Anyone filling a Role with such a Domain may assign people to fill the target Role or remove people from that Role at any time. Anyone so assigned becomes the "Role Lead" for that Role. When a Role is unfilled, the Role Leads of the assigning Role are automatically considered the Role Leads of the unfilled Role as well.

1.2.1 Eligibility

A Role may only be assigned to a Partner of the Organization, or to someone who has agreed to enact the duties required of the assignment. A Policy may
further constrain Role assignments or assignment removals.

1.2.2 Focusing an Assignment

A Role assigner may focus an assignment on only a specific area or context, if all fields in the Role definition are still relevant within that focus. When a focus is used, each assignment focus is treated like an entirely separate Role, and the Role's Purpose, Accountabilities, and Domains apply only within the focus specified for each assignment.

1.2.3 Resigning from Roles

As a Partner, you may decline a Role assignment or resign from a Role at any time, unless you’ve agreed otherwise.

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”. No one may change a Circle’s Governance except through its “Governance Process”, described in Article 3.

1.3.1 Breaking Down Roles

Every Role is also a Circle internally. A Role's inner Circle can hold Roles and Policies to break down and organize the work of that Role. This does not apply to the Roles defined in Appendix A, which may not be further broken down.

A Role and its inner 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 Process. However, the Circle that delegated the Domain retains the right to define its own Policies governing that Domain. Any such Policies trump 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 has no Super-Circle, and holds all authorities and Domains of the Organization. The Anchor Circle may change its own Purpose or Accountabilities via a Policy adopted in its Governance Process.

The Ratifiers may define an initial structure and other Governance within the Anchor Circle upon adopting this
1.3.4 Linking Into Circles

A Role may opt to link into another Circle if a Policy of that other Circle or any Super-Circle thereof invites it. A Role must accept such an invitation if a Policy of its own Super-Circle or any Super-Circle thereof demands it.

Once linked into another Circle, a Role is considered part of the Governance of that other Circle. That Circle’s Governance Process 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 nor may another Circle 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 Creating Circles Across Roles

Two or more Roles may create a new Circle at any time to govern a shared Purpose across the Roles. To do so, the founding Roles must agree on an initial Purpose and any Accountabilities for the new Circle. The new Circle starts with the founding Roles linked into it, and a Policy inviting those links. A Circle created this way has no Super-Circle and no Domains, and may change its own Purpose or Accountabilities via a Policy. Such a Circle is immediately dissolved if it has no Roles linked into it at any point.

1.4 Circle Leads

Any Partner serving as a Role Lead for a Role also automatically fills a “Circle Lead Role” within that Role’s internal Circle, and is thus a “Circle Lead” while acting in that capacity. The Circle Lead Role has the definition given in Appendix A. A Circle with no Super-Circle has no Circle Leads, unless a Policy of the Circle says otherwise.

1.4.1 Defining Priorities & Strategies

A Circle Lead may judge the relative value of potential Circle efforts, to help clarify and align priorities 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.

1.4.2 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 does not require using the Governance Process of any Circle.

1.4.3 Amending the Circle Lead Role

A Circle may not add Accountabilities or other functions to its own Circle Lead Role, nor change the Role’s
Purpose, nor remove the Role. A Circle may remove any Accountabilities, Domains, authorities, or functions of its 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 element from the Circle Lead Role, for as long as the delegation remains in place.

1.5 Circle Members

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

A Circle's Circle Members include all 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.

1.5.1 Circle Reps

Any Circle Member of a Circle may call for the selection of a "Circle Rep" to help represent that Circle within any broader Circle containing it. The selected Circle Rep fills the Circle Rep Role in the Circle, as defined in Appendix A.

The Circle Rep becomes a Circle Member of any broader Circle containing that Circle's outer Role, with the authority to represent that Role just like a Role 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.

Selecting a Circle Rep happens via the election process and rules defined in Article 3, unless a Policy defines an alternate process. The only candidates eligible to serve as a Circle's Circle Rep are those Partners filling Roles within the Circle. Anyone serving as a Circle Lead for a 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.

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 or any Accountabilities on the Circle Rep Role, nor remove the Role.

1.6 Facilitator and Secretary

Any Circle with more than one Circle Member includes a "Facilitator Role" and a "Secretary Role", as defined in Appendix A. The person acting in each becomes the Circle's "Facilitator" and "Secretary" respectively.

1.6.1 Elections & Eligibility

Upon request of a Circle Member, a Circle's Facilitator will hold an election to elect someone to fill its Facilitator Role or Secretary Role. No Role or Policy may assign these Roles or remove an assignment via any other means, nor change the required process. Normally, the only candidates eligible for these elections are a Circle's Circle Members. However, a Policy of the Circle or any Super-Circle may add or limit eligible candidates.

1.6.2 Election Term
During the election process, the Facilitator must specify a term for each election. After a term expires, the Secretary must trigger a new election for that Role. Even before a term has expired, any Circle Member may trigger a new election at any time.

1.6.3 Amending Facilitator or Secretary

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, Domain, or any Accountabilities on either Role, nor remove the Role.

1.6.4 Surrogates

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 for a meeting, 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.

Article 2: Operations

2.1 Authority of Role-Fillers

When filling a Role, 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.

2.1.1 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.

2.1.2 Don’t Impact 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 advance 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 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 further change or constrain this process.

2.1.3 Don't Spend Money

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

To get authorized to spend, you must announce your intent to spend in writing to the Circle you’re seeking authorization from. You must share this announcement where all Circle Members of that Circle 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. You may not proceed with the spending if escalated, however a Circle Lead of that Circle 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 Circle you got authorization from in turn looses this control, however a Circle Lead of that Circle 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.

2.2 Responsibility of Role-Fillers

When filling a Role, you have the following responsibilities:

2.2.1 Processing Tensions

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

2.2.2 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.

2.2.3 Breaking Down Projects
You are responsible for regularly defining Next-Actions for each of your Role’s active Projects.

### 2.2.4 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.

### 2.2.5 Prioritizing Your Attention

Whenever you have time available to act in a Role, you are responsible for considering the Next-Actions you could take, and executing whichever you believe would add the most value to the Organization. In assessing that, you must integrate any relative prioritizations and Strategies of the Circle holding your Role, as well as any acting upon that Circle itself. If you intend to prioritize in a way that is substantially opposed to these priorities, you must notify the relevant Circle Leads of your intent.

If the Governance of a Circle includes a deadline specifying when something must be done by, you do not necessarily have to meet that deadline. Instead, you must interpret it as an official Circle prioritization of any actions needed to hit that deadline over any other actions for that Circle. A Circle Lead or another Role or process with the authority to judge Circle priorities may overrule this prioritization.

### 2.3 Duties to Other Role-Fillers

As a Role Lead, you have the following duties to all others filling Roles in the Organization. These duties only apply when the other party is acting on behalf of one of their own Roles in the Organization, and names that Role on request.

#### 2.3.1 Duty of Transparency

You have a duty to provide transparency in any of the following areas upon request:

- **(a) Projects & Next-Actions:** You must share any Projects and Next-Actions you are tracking for your Roles.
- **(b) Relative Priority:** You must share your judgment of the relative priority of any of your Role’s 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 Role’s 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 a Role or towards any of your Role's 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.

### 2.3.2 Duty of Processing

You have a duty to promptly process messages and requests, as follows:

- **(a) Requests for Processing:** Others may ask you to process the Purpose or any Accountability or Project of a Role you fill. 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 on before you can take a Next-Action. If the Next-Action or waiting-on you share is part of a broader outcome for your Role to pursue, you must also capture and communicate that as a Project.

- **(b) Requests for Projects & Next-Actions:** Others may ask you to take on a specific Next-Action or Project in one of your Roles. You must accept and track it if you believe it would make sense to work towards in your Role, at least in the absence of competing priorities. If you don't, then you must either explain your reasoning, or suggest something else that 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 Objections to the request, as defined in Article 3. If you do, you must explain any Objections to the requester.

- **(d) Requests for Information:** Others may ask you questions or request information. You must respond in good faith with at least brief answers or relevant information that's readily available to you.

### 2.3.3 Duty of Prioritization

You have a duty to prioritize your attention in alignment with the following:

- **(a) Processing Over Execution:** You must generally prioritize processing inbound messages from other Roles 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 section, 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 Over Execution:** You must prioritize attending any meeting defined in this Constitution over executing your own Next-Actions, but only if this prioritization was explicitly requested for a specific meeting. You may still decline the request if you already have plans scheduled over the meeting time.

### 2.4 Tactical Meetings

In service of a Role, any Partner may convene a *Tactical Meeting* to engage other Roles in their responsibilities and duties.

#### 2.4.1 Attendance

The Partner convening a Tactical Meeting must name the Roles desired in that meeting. All Role Leads of those Roles are then invited to attend, unless the convener narrows the invite to include only a subset of Role Leads for a Role. The convener may choose the Facilitator of any relevant Circle to run the meeting.
2.4.2 Facilitation & Process

Unless a Policy says otherwise, anyone facilitating a Tactical 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 Role or Project 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:** 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 after this step, between the processing of any existing agenda items.
- **(f) Triage Tensions:** To process each agenda item, the agenda item owner may make requests of the other participants. However, the agenda item owner may only make requests to serve a Role they were invited to represent in the meeting. Further, each participant only has duties that come from Roles they were invited to represent in the meeting, or that exist regardless of the Roles they fill. The Facilitator manages the time allowed for each agenda item to allow space for processing every item on the agenda. To that end, the Facilitator may cut off the processing of any item after its due share of the 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.

2.4.3 Surrogate for Absent Members

If an unelected Role invited to a Tactical Meeting is unrepresented in the meeting for any reason, a Circle Lead of that Role’s Super-Circle may instead represent the Role during the meeting.

2.5 Individual Initiative

As a Partner of the Organization, in some cases you are authorized to act beyond the authority of your Roles, or break the rules of this Constitution. By acting under this extended authority you are taking "Individual Initiative", and you are bound by the following rules:

2.5.1 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**
• (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.

2.5.2 Communication & Restoration

Upon taking Individual Initiative, you must explain your action to any Role Leads who may be significantly affected. 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 3: Governance

3.1 Scope of Governance

Within a Circle’s Governance Process, the Circle may:

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

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

3.1.1 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 the 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.

3.2 Changing Governance

Any Circle Member of a Circle may propose changing its Governance. The “Proposer” may do this by circulating a “Proposal” to all other Circle Members. Those other Circle Members must then have the opportunity to 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”. 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.

If no Objections are raised 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 then be given an opportunity to raise Objections again.

3.2.1 Criteria for Valid Proposals

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 the Facilitator becomes clear that a Proposal does not meet this criteria, the Facilitator must discard the Proposal.

3.2.2 Criteria for Valid Objections

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 a valid Objection if adopting the Proposal would violate a rule in this Constitution.

3.2.3 Testing Objections

The Facilitator may test the validity of a claimed Objection by asking the Objector if the Objection 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 the 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.

3.2.4 Rules of Integration

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

- **(a)** The Facilitator must test an Objection if requested by any participant. If it fails to meet the validity 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 participant 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.

3.3 Governance Meetings

The Secretary of a Circle is responsible for scheduling "Governance Meetings" to enact the Circle’s Governance Process. The Circle’s Facilitator is responsible for facilitating Governance Meetings in alignment with the rules herein.

In addition to any regular 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.

3.3.1 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.

3.3.2 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.

3.3.3 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 of the Constitution.

3.3.4 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" defined below. To process anything else, the Facilitator uses the "Integrative Decision-Making Process" defined below.

3.3.5 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 clarifying questions. These must be 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) Amend & 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 potential Objections to adopting the Proposal. The Facilitator must stop and disallow discussion or responses of any kind. The Facilitator may test Objections, and must capture any valid Objections. If there are no valid Objections, the Proposal is adopted.

- **(f) Integration:** If there are valid Objections, the Facilitator then focuses on each one, one at a time. For each, the participants brainstorm to find a potential change 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.

3.3.6 Integrative Election Process

The Facilitator must enact the Integrative Election Process as follows:

- **(a) Describe Role:** First, the Facilitator identifies the target Role and 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) Fill Out Ballots:** Each participant fills out a ballot to nominate the eligible candidate whom the participant believes is best for the Role. Each participant must label the ballot with his or her own name as well, and no one may abstain or nominate multiple people.

- **(c) Nomination Round:** During this step, the Facilitator shares the contents of each ballot, one at a time, with all participants. For each ballot, the nominator states why he or she believes their nominee would be a good fit for the Role. No one else speaks. The nominator may not comment on other potential candidates beyond their nominee.

- **(d) Nomination Change Round:** Once all nominations are shared, any participant may change their nomination. A participant making a change may explain the reason for the change, but the Facilitator must stop any other comments or discussion.

- **(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 participant who nominated someone other than a tied candidate to change that nomination to one of the tied candidates.

- **(f) Process Proposal:** The Facilitator moves to the Integrative Decision-Making Process to resolve the Proposal, but starts with the Objection round. If any Objections surface, the Facilitator may choose to process them normally, 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.

### 3.4 Asynchronous Governance

Circle Members may make Proposals asynchronously instead of waiting for a Governance Meeting. To do so, the Proposer must distribute a Proposal in writing to all other Circle Members. The Circle’s Secretary decides which communication channels are allowed for asynchronous Proposals. Each Circle Member may then ask clarifying questions, share reactions, or raise Objections. At any point before the process is complete, any Circle Member may stop the process by requesting the Proposal go to a Governance Meeting.

A Circle Member may also request the Facilitator run an election outside of a Governance Meeting. The Facilitator may do so by enacting the required election process asynchronously.

A Circle may adopt Policies to further constrain when or how Proposals or elections may happen outside of a Governance Meeting. However, no Policy may limit the right to stop asynchronous processing of a Proposal by requesting it go to a Governance Meeting.

A Circle may also adopt a Policy to define a time limit for responding to asynchronous Proposals or election nominations. After that time limit, anyone who has not responded is assumed to have declined to raise an Objection or provide a nomination.

### 3.5 Interpreting the Constitution & Governance
As a Partner, you may use reasonable judgment to interpret this Constitution and anything under its authority. You may also interpret how these apply within any specific situation you face, and act based on your interpretations.

You must interpret all Governance in the context of the Purpose and Accountabilities of the Circle containing it. You may not use any interpretation that conflicts with this context.

3.5.1 Interpretation Conflicts

Your interpretation may sometimes conflict with another Partner’s. If that happens, you may ask the Secretary of any affected Circle to rule on which interpretation to use. All Partners must then align with that ruling until the relevant text or context changes. 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.

3.5.2 Interpretation Precedents

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.

3.5.3 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 of that Circle’s Circle Members.

3.6 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.

3.6.1 Breakdown from Failed Governance

A Circle’s Facilitator may also declare a Process Breakdown in the Circle if a Proposal made in a Governance Meeting fails to reach a resolution. If the Proposer specially requested the meeting, then the Proposer may also declare the Process Breakdown. In either case, the participants must first spend a reasonably long time trying to find a resolution.

3.6.2 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 accuracy 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 trumps and prevents any conflicting decision 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.

### 3.6.3 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.

### Article 4: People & Partnership

#### 4.1 Partner Relationships

The Organization may grant Partner status to anyone who has agreed to abide by this Constitution while working on its behalf. This creates a "**Partner Relationship**" between that person and the Organization. Any promises either party makes to the other in conjunction with the grant of Partner status are part of that Partner Relationship. Unless otherwise agreed, each party needs the other’s consent to change these agreements. However, either party may still end the Partner Relationship without the consent of the other. Doing so immediately ends that person's rights and responsibilities as a Partner.

#### 4.2 Working Agreements

The Organization's Partners may make "**Working Agreements**" with each other. These are agreements about how the Partners will relate together or fulfill their general functions as Partners. They must focus 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 Working Agreement of another Partner for your own personal preferences or to serve a Role you fill. That Partner may accept or reject the requested Working Agreement based on their own personal preferences. Either party may later terminate the agreement without the consent of the other party, unless otherwise agreed.

As a Partner, you have a duty to align your behavior with any Working Agreements you have made. A Facilitator may also enforce Working Agreements while facilitating meetings, as long as they don't conflict with the processes and rules in this Constitution.

#### 4.3 Power Shift
All of your responsibilities and constraints as a Partner of the Organization come from this Constitution and the Governance and Working Agreements it empowers, or from your legal duties to the Organization or while acting on its behalf. No implicit expectations or constraints carry any weight or authority. Nor do any dictates issued under the Organization's old power structure before it adopted this Constitution. As a Partner, you may rely upon the authorities granted by this Constitution to the full extent the Ratifiers held such authorities before adopting it.

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**Appendix A**

### Circle Lead

**Purpose:** The Circle Lead holds the Purpose of the overall Circle.

**Domains:**

- Role assignments for the Circle's Roles

**Accountabilities:**

- Defining Roles and/or Policies via the Circle's Governance Process to enact its Purpose and Accountabilities
- Assigning Partners to the Circle's Roles, monitoring the fit, and re-assigning Roles to other Partners to optimize fit
- Judging the relative value of Circle efforts on request to resolve priority conflicts across Roles

The Circle Lead also holds all Accountabilities on the Circle to the extent they are not covered by the Circle’s Roles or processes.

### Circle Rep

**Purpose:** Tensions relevant to process in a broader Circle channeled out and resolved.

**Accountabilities:**

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

### Facilitator

**Purpose:** Circle governance and operational practices aligned with the Constitution.

**Accountabilities:**

- Facilitating the Governance Process and Tactical Meetings of the Circle or for its Roles
- Coaching other Circle Members on the Constitution's rules and processes, either on request or when
needed for effective meetings

- Auditing the meetings and records of Sub-Circles on request, and declaring a Process Breakdown if one is discovered

### Secretary

**Purpose:** Steward the Circle’s governance records and stabilize its record-keeping process.

**Domains:**

- All governance records of the Circle

**Accountabilities:**

- Scheduling Governance Meetings and Tactical Meetings of the Circle
- Capturing and publishing the outputs of Governance Meetings and Tactical Meetings
- Interpreting the Constitution and anything under its authority upon request

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