

~~Draft – Not yet approved.~~

v1.10 - History at end of document.

# MicroProfile Working Group Charter

## Vision and Scope

The MicroProfile Working Group will continue driving the evolution and broad adoption of technologies derived from or related to the MicroProfile project. MicroProfile is an open source, vendor neutral, collaborative, initiative that creates technical specifications, APIs, and technology compatibility kits (TCKs) for Java runtimes that enables the development, deployment, and management of cloud-native microservices. The MicroProfile community owns the responsibility to collaborate on and release open source specifications, and to promote, evangelize and market MicroProfile in the marketplace.

The MicroProfile community values the following principles:

- **Limited processes.** MicroProfile abides by the Eclipse Development Process and the Eclipse Foundation Specification Process. Any additional processes specific to MicroProfile are created only when necessary.
- **Experiment and innovate.** MicroProfile as a community provides an industry proving ground to incubate and experiment with well-established problems needing cross-platform APIs, gather user feedback, adapt and iterate at a fast pace.
- **No backwards compatibility guarantee.** Major versions of a specification developed within MicroProfile may break backwards compatibility.
- **Implementation first.** MicroProfile specifications are released only after an implementation has been created and both the specification and implementation has had sufficient time for community review.
- **Encourage brand adoption.** Define guidelines that would allow usage of the MicroProfile brand without charge in a way that is consistent with the Eclipse Foundation Trademark Guidelines.
- **Openness.** Transparency, inclusiveness and eliminating barriers to participate are highly-valued principles. Public meetings and lists are preferred. Lists are favored for key decisions. Specifications have been managed in a way that provides open access to all MicroProfile committers.
- **Low barrier to entry.** It is MicroProfile's intent to operate a low-cost Working Group. Budget will be evaluated annually and as membership changes for opportunities to maintain low fees and costs.

Additionally, the working group will:

- Promote the MicroProfile brand and its value in the marketplace.
- Ensure the consistency of logo usage and other marketing materials.

- Manage the use of the Eclipse Foundation Specification Process to formalize the specifications that are defined within the scope of this working group.
- Leverage Eclipse Foundation-defined licensing and intellectual property flows that encourage community participation, protect community members, and encourage usage.
- Manage the overall technical strategies and its related open source projects.

~~All Members of the working group must be parties to the Eclipse Foundation Membership Agreement, including the requirement set forth in Section 2.2 to abide by and adhere to follow the Bylaws and then-current policies of the Eclipse Foundation, including but not limited to the Intellectual Property and Antitrust Policies.~~

**Comment [1]:** This paragraph moved to Governance Section.

## Governance and Precedence

### Applicable Documents

The following governance documents are applicable to this charter, each of which can be found on the Eclipse Foundation Governance Documents page or the Eclipse Foundation Legal Resources page

- Eclipse ~~Foundation~~ Bylaws
- Eclipse Foundation Working Group Process
- Eclipse Foundation Working Group Operations Guide |
- Eclipse ~~Foundation~~ Membership Agreement
- Eclipse ~~Foundation~~ Intellectual Property Policy
- Eclipse ~~Foundation~~ Antitrust Policy
- Eclipse ~~Foundation~~ Development Process
- ~~Eclipse Foundation Specification Process~~ Eclipse Foundation Specification Process

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**Comment [2]:** The Operations Guide has recently been approved, and captures details regarding how we implement the Working Group Process.

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#### Eclipse Foundation Technology Compatibility Kit License

- Eclipse Foundation Technology Compatibility Kit License
- ~~Eclipse Foundation Specification License~~ Eclipse Foundation Specification License
- ~~Eclipse Foundation Trademark Usage Guidelines~~ Eclipse Foundation Trademark Usage Guidelines

~~All Members of the working group must be parties to the Eclipse Foundation Membership Agreement, including the requirement set forth in Section 2.2 to abide by and adhere to the Bylaws and then-current policies of the Eclipse Foundation, including but not limited to the Intellectual Property and Antitrust Policies.~~

In the event of any conflict between the terms set forth in this ~~w~~Working ~~g~~Group's ~~c~~Charter and the Eclipse Foundation Bylaws, Membership Agreement, ~~Eclipse~~ Development Process, ~~or~~ ~~Eclipse~~-Working Group Process, or any policies of the Eclipse Foundation, the terms of the

Eclipse Foundation Bylaws, Membership Agreement, ~~or~~ process, [or policy](#) shall take precedence.

## Membership

With the exception of Guest members as described below, an entity must be at least a [ContributingSolutions Member](#) of the Eclipse Foundation, have executed the MicroProfile Participation Agreement ~~once defined~~, and adhere to the requirements set forth in this Charter to participate.

**Comment [3]:** Reflects the change in the name of the class of membership.

There are three classes of MicroProfile working group membership - Corporate, Committer, and Guest. Each of these classes is described in detail below.

The participation fees associated with each of these membership classes are shown in the tables in Schedule A.

The fees associated with membership in the Eclipse Foundation are separate from any working group membership fees, and are decided as described in the Eclipse [Foundation](#) Bylaws and detailed in the Eclipse [Foundation](#) Membership Agreement.

## Classes of MicroProfile Working Group Membership

### Corporate members

Corporate Members are organizations that view open technical communication standards and technologies as strategic to their organization and are investing significant resources to sustain and shape the activities of the MicroProfile Working Group.

Corporate Members of the MicroProfile Working Group must be at least a [ContributingSolutions Member](#) of the Eclipse Foundation.

### Committer Members

Committer Members are individuals who through a process of meritocracy defined by the Eclipse Development Process are able to contribute and commit to the Eclipse Foundation projects included in the scope of this Working Group. Committers may be members by virtue of working for a member organization, or may choose to complete the membership process independently if they are not. For further explanation and details, see the [Eclipse Committer Membership page](#).

## Guest Members

Guest Members are organizations which are [Associate members](#) of the Eclipse Foundation who have been invited for one year, renewable, by the Steering Committee to participate in particular aspects of the activities of the Working Group. Typical guests include Java user groups, R&D partners, universities, academic research centers, etc.

Guests may be invited to participate in committee meetings at the invitation of the respective committee, but under no circumstances do Guest members have voting rights. Guest members are required to execute the MicroProfile Participation Agreement [once defined](#).

## Membership Summary

	Corporate Member	Committer Member	Guest Member
<b>Member of the Steering Committee *</b>	Appointed	Elected	Invitation Only

*\*MicroProfile WG Steering Committee and Specification Committee are combined into a single committee called Steering Committee. See the Governance section.*

All matters related to Membership in the Eclipse Foundation and the MicroProfile Working Group will be governed by the Eclipse Foundation Bylaws, Membership Agreement and [Eclipse Working Group Process](#). These matters include, without limitation, delinquency, payment of dues, termination, resignation, reinstatement, and assignment.

## Governance

This MicroProfile working group is designed as:

- a member driven organization,
- a means to foster a vibrant and sustainable ecosystem of components and service providers,
- a means to organize the community of each project or component so that users and developers define the roadmap collaboratively.

In order to implement these principles, the following governance bodies have been defined (each a "Body"):

- Steering Committee that includes the responsibilities of the Specification Committee as defined in the Eclipse Foundation Specification Process.

# Steering Committee

## Powers and Duties

Steering Committee members are required to:

- Define and manage the strategy of the working group.
- The Steering Committee will take on the role and fulfill the obligations of the Specification Committee as defined/required under the Eclipse Foundation Specification Process.
- Define and manage which Eclipse Foundation projects are included within the scope of this working group. This will require adoption of the specification process by these projects.
- Define and manage the roadmaps.
- Define and approve this charter.
- Define, review and approve the trademark policy to ensure compatibility of independent implementations of specifications.
- Define ~~the annual and approve the budget and~~ fees for all classes of working group membership.
- **Approve the annual budget based upon funds received through fees.**
- Invite Guest members to participate in the working group.
- Ensure that all specification projects operate in an open, transparent, and vendor-neutral fashion in compliance with the specification process.
- Approve specifications for adoption by the community.

**Comment [4]:** We are clarifying the expectation that fees, once established, do not and should not necessarily need to be revisited each year.

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## Composition

- Corporate Members. Each Corporate Member of the Working Group has one seat on the Steering Committee.
- Committer Representative. At least one Committer Representative is elected by the MicroProfile project committers themselves. Procedures governing elections of Representatives may be established pursuant to resolutions of the Steering Committee provided that such resolutions are not inconsistent with any provision of this Charter or Eclipse Foundation ~~B~~ylaws.

## Common Dispositions

The dispositions below apply to all governance bodies for this working group, unless otherwise specified. For all matters related to membership action, including without limitation: meetings, quorum, voting, electronic voting action without meeting, vacancy, resignation or removal, the respective terms set forth in ~~Section 6 of~~ the Eclipse Foundation Bylaws apply.

## Good Standing

A representative shall be deemed to be in Good Standing, and thus eligible to vote on issues coming before the Body they participate in, if the representative has attended a minimum of three (3) of the last four (4) Body meetings (if there have been at least four meetings).

Appointed representatives on the Body may be replaced by the Member organization they are representing at any time by providing public notice to the Steering Committee. In the event a Body member is unavailable to attend or participate in a meeting of the Body, they may be represented by another Body member by providing written proxy to the Body's mailing list in advance ~~send a representative and may vote by proxy~~, which shall be included in determining whether the representative is in Good Standing. As per the Eclipse Foundation Bylaws, a representative shall be immediately removed from the Body upon the termination of the membership of such representative's Member organization.

## Voting

### Super Majority

For actions (i) requesting that the Eclipse Foundation Board of Directors approve a specification license; (ii) approving specifications for adoption; (iii) ~~amending the terms of the working group's Participation agreement~~; (iv) approving or changing the name of the working group; and (v) approving changes to annual Member contribution requirements; any such actions must be approved by no less than two-thirds (2/3) of the representatives in Good Standing represented at a committee meeting at which a quorum is present.

**Comment [5]:** Participation agreements are now standardized across all working groups, and are managed by the Eclipse Foundation staff.

## Term and Dates of Elections

Steering Committee representatives shall hold office until their respective successors are appointed. There shall be no prohibition on re-designation of any representative following the completion of that representative's term of office.

Elected representatives shall each serve one-year terms and shall be elected to serve from October 1 to September 30 of each calendar year, or until their respective successors are elected and qualified, or as otherwise provided for in this Charter.

### Corporate Members

Corporate Members representatives shall serve in such capacity on committees until the earlier of their removal by their respective appointing Member organization or as otherwise provided for in this Charter.

## Meetings Management

### Place of meetings

All meetings may be held at any place that has been designated from time-to-time by resolution of the corresponding Body. All meetings may be held remotely using phone calls, video calls or any other means as designated from time-to-time by resolution of the corresponding Body.

### Meeting schedule:

At least 1 meeting per quarter.

### Regular meetings

No Body meeting will be deemed to have been validly held unless a notice of the same has been provided to each of the representatives in Good Standing at least ~~fifteenthirty (1530)~~ calendar days prior to such meeting. No representative will be intentionally excluded from Body meetings and all representatives shall receive notice of the meeting as specified above; however, Body meetings need not be delayed or rescheduled merely because one or more of the representatives cannot attend or participate so long as at least a quorum of the Body is represented at the Body meeting. Public meetings must be held at least every 90 calendar days. Electronic voting shall be permitted in conjunction with any and all meetings of the Body the subject matter of which requires a vote of the Body to be delayed until each such representative in attendance thereat has conferred with his or her respective Member organization as set forth in section [Voting](#) above.

**Comment [6]:** The notice period for meetings has been shortened in the Bylaws, so changed in charters for consistency.

### Actions

The Body may undertake an action only if it was identified in a Body Meeting notice or otherwise identified in a notice of special meeting.

### Invitations

The Body may invite any Eclipse Foundation Member to any of its meetings. These invited attendees have no right of vote.

## Schedule A - MicroProfile Working Group Fees

The following fees have been established by the MicroProfile Steering Committee. These fees are in addition to each participant's membership fees in the Eclipse Foundation.

Corporate members are required to execute the MicroProfile [Working Group](#) Participation Agreement, and to ~~pay~~begin paying the fees shown below ~~effective October 1, 2020. NOTE: For Members joining prior to January 1, 2021, their fees for 2020 will be prorated through to~~

~~December 31, 2020, and they will pay the full annual fee beginning January 1, 2021, and on each subsequent January 1st.~~

<b>Corporate Revenue</b>	<b>Annual Fees</b>
Annual Corporate Revenues greater than \$1 billion	\$25,000
Annual Corporate Revenues greater than \$100 million but less than or equal to \$1 billion	\$20,000
Annual Corporate Revenues greater than \$10 million but less than or equal to \$100 million	\$15,000
Annual Corporate Revenues less than or equal to \$10 million	\$5,000
Annual Corporate Revenues less than \$1 million and < 10 employees	\$1,500

### **MicroProfile Committer Member Annual Participation Fees**

Committer members pay no annual fees, but are required to execute the MicroProfile [Working Group](#) Participation Agreement.

### **MicroProfile Guest Member Annual Participation Fees**

Guest members pay no annual fees, but are required to execute the MicroProfile [Working Group](#) Participation Agreement.

### **Charter Version History**

v0.1 created April 06, 2020

V0.2 started upon v0.1 delivery to the MP Forum, thread [HERE](#).

V0.3 5/12 decided after the Community Hangout

V0.4 Added Working Group Fees June 23rd

V0.5 Added openness and budget verbiage. Frozen for membership review. Jul 14, 2020

V.0.6 Aug 4th committer adjustments

V.0.7 Aug 18th committer adjustments

V1.0 Sept 1st- submitted as Final to the Foundation

[V1.1 Nov 24th- Updates in support of the Eclipse Foundation corporate restructuring](#)