

**Unanimous Written Consent
of The Board of Directors of
WIRESHARK FOUNDATION**

May 1, 2024

The undersigned, being all of the directors of WIRESHARK FOUNDATION, a California non-profit corporation ("**Company**"), pursuant to authority to act without a meeting in accordance with the General Corporation Law of the State of California and the bylaws of the Company, consent to the taking of the actions and adopt the resolutions set out below. This written consent of the board of directors is in lieu of a special meeting of the Company's board of directors (the "**Board**"), and all of the actions taken and resolutions set forth below shall have the same force and effect as if they were taken or adopted at such special meeting. This written consent is executed on the dates written beside each director's name and shall be effective immediately upon the later of such dates, and shall be filed in the Company's minute book.

APPROVAL OF WIRESHARK OPEN SOURCE PROJECT

WHEREAS, the Company's Board of Directors (the "**Board**") have determined that it is in the best interest of the Company to launch its open source project (hereinafter "**Project**") and appoint the inaugural technical steering committee members to oversee the Project pursuant to the proposed charter attached hereto as **Exhibit A** (hereinafter "**Charter**");

NOW, THEREFORE, BE IT RESOLVED, that the attached Charter for the formation of the Wireshark Open Source Project is hereby adapted; and

FURTHER RESOLVED, that the named individuals thereto are approved as the inaugural technical steering committee members for the Project;

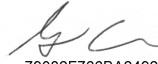
FURTHER RESOLVED, that the officers of the Company be, and each of them hereby is, authorized, directed, or otherwise, to prepare, negotiate and execute all such instruments, documents and certificates and to take all such other actions in connection with the resolutions adopted herein as they may deem necessary, advisable or proper in their exercise of their reasonable discretion to effectuate the intent and purposes of these resolutions, all such actions having heretofore been taken being hereby ratified, confirmed and approved.

FURTHER RESOLVED, that any action taken by the officers of the Company prior to the date of these resolutions that is otherwise within or related to the authority set forth by these resolutions be, and hereby is, ratified, confirmed and approved in all respects.

This unanimous written consent shall be filed with the Minutes of the Company and shall have the same force and effect as a vote of the Board of Directors pursuant to a duly noticed meeting.

IN WITNESS WHEREOF, the undersigned have executed this **ACTION BY WRITTEN CONSENT OF THE BOARD OF DIRECTORS** as of May 1, 2024.

DocuSigned by:



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Gerald Combs, Director

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Janice Spampinato, Director

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Loris Degioanni, Director

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Sharareh (Sheri) Najafi, Director

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Kay Rogers, Director

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Mark Stout, Director

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Japser Bongertz, Director

Wireshark Technical Steering Committee Charter

Adopted May 1, 2024

This Charter specifies the roles, responsibilities, and organization of the Wireshark open source project (the “Project”) as part of the Wireshark Foundation, a non-profit public benefit corporation (the “Foundation”).

1. Name.

- a. The committee shall be called the “Wireshark Technical Steering Committee” (the “Committee”).

2. Mission and Scope

- a. The mission for the Project is to deepen the understanding of computer communications as much as possible with the use of the Wireshark analyzer suite and associated websites.
- b. The scope of the Committee is to provide the technical direction required for the Project to fulfill its mission.
- c. The Foundation may host other open source projects in the future. They are outside the scope of the Committee and this charter.
- d. The Committee will be responsible for all technical oversight of the Project.

3. Wireshark Technical Community

- a. The Wireshark technical community (the “Community”) maintains and improves the Project.
- b. There are many ways to engage with the technical community:
 - i. Contributing code and participating in technical discussions
 - ii. Contributing documentation and translating
 - iii. Speaking at SharkFest events
 - iv. Promoting Wireshark throughout the community
- c. Participation in the Project is open to anyone who abides by the Wireshark Code of Conduct at https://gitlab.com/wireshark/wireshark/-/blob/master/CODE_OF_CONDUCT.adoc. Committee members and Core Members must additionally abide by this Charter.
- d. The Community defines three forms of participation:
 - i. A Core Member is a member, who has made significant contributions to the Project and has been recognized for their engagement within the community.
 - ii. A Contributor is somebody who has contributed at least once.
 - iii. A User is anyone who uses Wireshark. They might be completely passive or might actively participate in the community through online discussions, attending conferences, or other avenues.
- e. Core Members of the project are selected by nomination through other Core Members or by requesting to become a Core Member themselves.

- i. If a request for membership has been made, the decision for awarding a Core Membership lies solely in the responsibility of the Core Members themselves.
- ii. Any discussion about the membership request is private and will not be done in public.
- iii. A decision is communicated to the requestor.
- iv. If a person has requested membership and the membership request was denied, reapplication is possible with a cooldown period of at least six months between each request.

4. Membership and Voting Process

- a. Committee terms begin on July 1 and end on June 30 of each calendar year.
- b. The inaugural Committee for the partial term starting with the adoption of this charter and ending on June 30, 2024 and the Committee for the first full term from July 1, 2024 to June 30, 2025 shall be composed of the people listed in Appendix A.
- c. For the first full term and for succeeding terms the following shall apply:
 - i. Six months before term ends, a voting commission shall be formed by the Committee, including the Committee chair and three Core Members, which must not be part of the Committee.
 - ii. All decisions of the voting commission must be done by majority. The chairman shall have no vote.
 - iii. The role of the voting commission is to ensure that
 - 1. Enough people have applied to be voted on
 - 2. No duplicate or illegal votes have been cast
 - 3. A suitable timeline is established adhered to
 - iv. Those Core Members who seek to be part of the Committee or wish to reapply to be part of the Committee, may submit their request to the voting commission
 - v. If not enough persons have applied for a seat on the Committee, all current members of the Committee are automatically selected, except if they opt to drop out voluntarily.
 - vi. At least 9 applicants must be available for to be voted on
 - vii. 8 seats will be available on the Committee.
 - viii. Only persons who have applied for a seat may be voted on, i.e. there can be no write-in candidates.
 - ix. Beginning one month before a term ends, voting will be opened to Contributors who have been active throughout the preceding two years up to this date.
 - x. A single person may only vote once.
 - xi. Voting may require an account on a third-party service such as Gitlab.
 - xii. All votes shall be anonymous, except for the purpose of counting each vote only once (hence the third party account requirement in the previous item).

- d. After voting has completed the results will be made available through the wireshark-announce mailing list, as well as published on the Project website.
- e. The first meeting of the newly elected Committee should happen in the first month of the term, i.e. in January.
- f. The Committee may elect a Committee Chair, who will preside over Committee meetings. The Committee Chair will serve the same term as other Committee members.
 - i. The Committee Chair may or may not be a Committee member.
 - ii. The Committee Chair must be a Core Member.
- g. Any meetings of the Committee are intended to be open to the public as much as practicable and may be conducted in person, via teleconference, or other electronic medium as appropriate.
- h. All meeting minutes will be published online.
- i. No more than three Committee Members may work for the same company or otherwise be strongly affiliated (e.g. primarily employed as a 3rd-party contractor, trainer, tutor, sales partner of said company).
- j. Failure to adhere to the membership rules will result in a vote for expulsion from the Committee and Core Member status if applicable.

5. Procedures and Rules

- a. Meetings for the Committee shall be held on a monthly basis
- b. The Committee may establish procedures and rules for the submission, approval, closure, and archiving of repositories and web sites relating to the Project.
- c. The Committee may set requirements for the promotion of Contributors to become Core Members.
- d. The Committee may establish new roles for the Project.
- e. Core Members have to be heard on all rules being set that affect the role of Core members. They do not have a veto or vote for adoption

6. Committee Roles and Responsibilities

- a. The Committee will be responsible for oversight of the Project, including:
 - i. The technical direction of the Project.
 - ii. Creating and removing sub-projects.
 - iii. Appointing representatives to work with other open source projects or open standards communities.
 - iv. Establishing community norms, workflows, release processes, and security issue reporting policies.
 - v. Approving and implementing policies for contributing to the Project.
 - vi. Approving and implementing the voting process for the committee itself
 - vii. Support and advise any marketing, events, or communications regarding the Project and the Foundation. No Committee member will be required to endorse any sponsors. The Committee may veto any marketing or communications with a two-thirds majority vote.

7. Committee Voting

- a. While the Project is consensus-based, each voting Committee member will have one vote for any Committee decision that requires a vote.

- b. In the case of a tie vote, the Committee Chair may cast a tie breaking vote.
- c. Quorum for Committee meetings requires at least fifty percent of all voting members of the Committee to be present. The Committee may continue to meet if quorum is not met, but may not make any decisions at the meeting.

8. Policies

- a. All Collaborators must allow open participation from any individual or organization meeting the requirements for contributing under this Charter and any policies adopted for all Collaborators by the Committee, regardless of competitive interests. Put another way, the Project community must not seek to exclude any participant based on any criteria, requirement, or reason other than those that are reasonable and applied on a non-discriminatory basis to all Collaborators in the Project community.
- b. The Project will operate in a transparent, open, collaborative, and ethical manner. The output of all Project discussions, proposals, timelines, decisions, and status should be made open and easily visible to all. Any potential violations of this requirement should be reported immediately to the Foundation executive director.

9. Project Assets

- a. The Wireshark Foundation will hold all trade and service marks used by the Project ("Project Trademarks") on behalf of the Project. The Foundation may license Project Trademarks for use by third parties.
- b. Under no circumstances will the Foundation be expected or required to undertake any action on behalf of the Project that is inconsistent with the tax-exempt status or purpose of the Wireshark Foundation.

10. General Rules

- a. The Project will operate in a professional manner and maintain a cohesive community, while also maintaining the goodwill of the Project, the Foundation, and other partner organizations in the open source community.
- b. The Project will respect the rights of all trademark owners, including any branding and trademark usage guidelines.
- c. All conflicts in regard to trademarks or copyrights will be reviewed at the earliest possible meeting.

11. Intellectual Property Policy

- a. Copyright in all new contributions will be retained by the copyright holder as independent works of authorship and no Contributor or copyright holder will be required to assign copyrights to the Project.
- b. It is the Contributor's obligation to ensure, all required questions in regard to copyright and/or licensing have been answered, before the contribution is made to the project. Failure to do so will result in the removal of the contribution.
- c. It is the Contributor's responsibility to ensure all copyrightable works for its contribution is their own original work and does not infringe upon the intellectual property rights of any 3rd party. Upon notice by any 3rd party of any potential infringement, the Foundation reserves the right to remove the contribution immediately.

- d. Contributions to the Project are subject to the following:
 - i. The Project is licensed under the GNU General Public License, Version 2.0 (Software Package Data Exchange identifier GPL-2.0-or-later).
 - ii. All new inbound code contributions to the Project must be made using GPL-2.0-or-later or one of the compatible licenses listed in the “Code Requirements” section of the Wireshark Developer’s Guide at <https://www.wireshark.org/docs/>.
 - iii. All outbound code will be made available under the GNU General Public License, Version 2.0.
- e. Contributed files should contain license information, such as SPDX short form identifiers, indicating the open source license or licenses pertaining to the file.

12. Amendments

- a. This Charter may be amended by a two-thirds vote of the Committee.

Appendix A

Inaugural Wireshark Technical Steering Committee Members

Graham Bloice
Sake Blok
Jasper Bongertz
Anders Broman
Jaap Keuter
Roland Knall
Pascal Quantin
Peter Wu