

Amended and restated By-Laws of the Internet Society

As of _____, 2012

The Internet Society's mission is to promote the open development, evolution, and use of the Internet for the benefit of all people throughout the world.

Article I - Offices

Section 1. Principal Office.

The principal office of The Internet Society (the "Society") shall be in the Area of Metropolitan Washington, the District of Columbia, U.S.A.

Article II - Board of Trustees

Section 1. Number of Trustees.

The affairs of the Society shall be directed by the Board of Trustees (the "Board"). The Board shall consist of not less than three (3) and not more than fifteen (15) voting Trustees.

Trustees serve in the interest of the Internet Society as a whole. With the exception of the President, all Trustees shall be elected or otherwise selected as follows:

- (a) A total of four (4) Trustees shall be elected by votes cast by the Organizational Members according to the Procedures for Selecting Trustees as set forth by Resolution of the Board, with the vote being by plurality (the nominee(s) with the highest number of votes being elected),
- (b) A total of four (4) Trustees shall be designated by votes cast by the Chapters according to the Procedures for Selecting Trustees as set forth by Resolution of the Board, with the vote being by plurality (the nominee(s) with the highest number of votes being elected),
- (c) A total of four (4) Trustees shall be designated by the Internet Engineering Task Force following a process of their own choice, and

- (d) A maximum of three (3) Trustees may be appointed by the Board. The appointment of a Board-appointed Trustee requires a 2/3rd-majority vote of the Trustees then in office. Each appointment shall be for a maximum term of three years, but the Board may decide on a case-by-case basis how long each term shall be (factoring in the By-Law restriction for consecutive terms).

Section 2. Term of Trustees

Each elected Trustee and each designated Trustee shall hold office commencing at the start of the Annual General Meeting (AGM) following their election or selection, and continuing until the start of the AGM three years later, or until their earlier resignation, removal or death; provided, however, that when filling a vacancy a Trustee shall serve a term as defined in Article II Section 3.

Section 3. Resignation, Removal and Vacancies.

Any Trustee may resign at any time by giving written notice to the Chair of the Board. Any such resignation shall take effect at a date specified in the notice or, if such date is not specified, when the notice of resignation is delivered.

Trustees may be removed with or without cause by a vote of two-thirds of the Trustees then in office.

Any vacancy for a Board seat filled by election shall be filled by including the open seat in the next regular election or selection process for that seat after the vacancy occurs, so long as a call for nominations has not been announced. If an election includes seats with terms or remaining terms that are unequal in length, then the seat with the longest term shall be filled by the candidate receiving the most votes, the seat with the next longest term shall be filled by the candidate receiving the next most votes, and so on.

Any vacancy for a board seat filled by the Internet Engineering Task Force shall be filled by the Internet Engineering Task Force using a process of their own choosing.

Any Trustee elected or selected by the above processes to fill a vacancy will hold office commencing at the start of the Annual General Meeting (AGM) following their election or selection.

Should the number of elected Trustees fall below five (5) because elected, or appointed, Trustees have ceased to serve, or have notified the Board of their intention to resign, Trustees sufficient to maintain a minimum of five (5) elected Trustees in office may be appointed by the Board. The appointments will be made to replace Trustees beginning with the shortest remaining term and proceeding until the number of regularly elected Trustees plus appointed Trustees totals five (5). All Trustees appointed by the Board in this manner shall be by the affirmative vote of at least two-thirds of the members of the Board of Trustees then in office and shall take office immediately upon appointment.

The term of all Trustees elected or selected under this Article II section 3 will be for the remainder of the term being filled except in the case where only one third of the term being filled remains, in which case the new term shall be the remainder of the original term plus a full term. A Trustee may serve additional terms provided that the number of successive terms shall not exceed two, except that a partial term of one third of a regular term or less shall not be counted as a term.

Section 4. Compensation of Trustees.

The Trustees shall not receive any compensation (apart from reimbursement of expenses) for their services as Trustees, but this shall not preclude reasonable compensation for services rendered to the Society by a Trustee in some other capacity.

Section 5. Board Meetings.

Meetings of the Board shall be held at least annually and at times and places designated by the Board. The Board shall designate one meeting per year as the Annual General Meeting ("AGM"). Any time after announcement of the final results of the annual election of Trustees, and prior to the call to order for the AGM, the Board shall meet, either in person or by telephone and/or electronic means. At that meeting, the Board will consider acceptance of the annual audit, and receive the reports from the Audit and Elections Committees,

and any other business of the Board. Meetings of the Board shall be held in person and/or by any means of electronic communication by which all persons participating in the meeting are able to communicate contemporaneously with one another and hear one another (or are otherwise accommodated). Participation via electronic communication shall constitute presence in person at the meeting.

Meetings of the Board shall be held according to Robert's Rules of Order. Except as noted in Article III, Section 3 of these By-laws, meetings of the Board will be chaired by the Chair of the Board unless the Chair designates another Trustee as chair of the meeting. The President may designate a Trustee to chair a duly called meeting if the Chair is not available and has not designated a Trustee to chair the meeting.

Meetings of the Board are normally open to observers, but the Board may close the meeting, or any session, to non-Board members at its discretion. Although meetings may be open to observers, such observers have no right to attend or otherwise participate in such meetings.

Section 6. Special Board Meetings.

Special meetings of the Board may be called at any time by the Executive Committee, by the Chair of the Board, by the President of the Society, or by a majority of the members of the Board then in office. Special meetings may be held at such place as may be designated in the call for a meeting; in the absence of such designation in the call for a meeting, the Chair of the Board may designate the place of the special meeting

Section 7. Notice of Meetings; Waiver of Notice.

Notice of the place, date and time of each meeting of the Board shall be served on each Trustee by Internet, postal mail or by other written notice at least 7 days before the date of the meeting.

Whenever any notice is required to be given, a waiver thereof in writing by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting except where a Trustee

attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Except as otherwise expressly required under the laws of the District of Columbia, U.S.A, the Society's Articles of Incorporation, or these By-Laws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 8. Action of the Board.

At all meetings of the Board, a majority of the Trustees then in office shall constitute a quorum for the transaction of business. Unless a greater affirmative vote is expressly required for an action under the laws of the District of Columbia, U.S.A., the Society's Articles of Incorporation, or these By-laws, the affirmative vote of a majority of the Trustees present at any meeting at which a quorum is present shall be an act of the Board. Absentee voting and voting by proxy shall not be permitted. If a quorum shall not be present at any meeting of the Board, the Trustees present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 9. Electronic Vote.

Unless a voting member of the Board objects, any action required to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken by electronic vote without a meeting. Any voting member of the Board can act as Vote Administrator ("VA") for such an electronic vote. The VA is responsible for posting a call for a vote to the Board email list in the form of a motion to be considered, along with a time limit, not less than 7 days, during which electronic votes will be accepted. All electronic votes must be sent to the Board mailing list in order to be counted. Any voting member of the Board may veto an electronic vote for any reason by sending an email indicating such a veto to the Board mailing list before the voting time limit has passed. The VA is responsible for tracking the vote and announcing the result to the Board mailing list and to the Secretary after the time limit has passed. According to the requirements of the laws of the District of

Columbia, U.S.A., any electronic vote that is deemed to pass by the VA has no binding force until it is confirmed by a vote at a duly constituted meeting of the Board unless unanimously confirmed with written signatures.

Section 10. Meeting Minutes.

Minutes shall be produced for meetings of the Board. Minutes shall normally consist of a record of the decisions taken by the Board, a summary of discussions held, and any comments explicitly requested by Trustees for inclusion. The minutes will contain an action list with names of persons responsible for the actions. Draft minutes shall be distributed to the Board for comment as soon after a meeting of the Board as possible. The minutes shall be approved at a formal meeting of the Board. The minutes, or a summary thereof, shall be posted on the Society's website as soon as possible after approval.

Section 11. Committees.

The Board may form Committees to consider, investigate or take action on certain matters. The Board shall determine when Committees are needed and shall have the power at any time to designate a member of a Committee as its chair, fill vacancies, or change the membership of a Committee. Any Committee may be terminated by the affirmative vote of at least two-thirds of the members of the Board then in office. Each established Committee shall serve at the pleasure of the Board, operate according to a charter approved by the Board and report regularly to the Board. The designation of any Committee and the delegation thereto of authority shall not alone relieve the Board, or any individual Trustee, of his or her responsibilities. The President shall serve as a non-voting, ex-officio member of all Committees, except the Audit Committee and the Compensation Committee. With the exception of the President (who serves in an ex officio capacity) and, unless otherwise specified by resolution of the Board, members of a Board Committee shall serve until the start of the AGM following their appointment, until their earlier resignation, removal or death, or until the termination of the Committee if the Committee shall sooner be terminated.

Any Committee member may resign at any time by giving written notice to the Chair of the Committee or to the Chair of the Board. Any such resignation shall take effect at a date specified in the notice

or, if such date is not specified, when the notice of resignation is delivered. Any vacancy in a Committee may be filled by the Board, and any Committee member may be removed from a Committee by the Board with or without cause.

The chair of any Committee is authorized, with the support of other members of the Committee, to invite guests to participate in some or all of the Committee's work, but such guests shall not have the right to vote on any matters considered by the Committee.

The Board may establish the following Standing Committees: an Executive Committee, an Audit Committee, a Finance Committee, a Compensation Committee, a Nominations Committee, and an Elections Committee. The Nominations Committee and the Elections Committee may consist of individuals who are not Trustees, and those Committees shall not have any powers of the Board. The Board may establish such other Committees as it deems appropriate to facilitate the activities of the Society, provided that no such Committee shall take actions reserved to the Board or to any Standing Committee. The vote of the majority of Trustees in office shall be required to form any committee that has the powers of the Board. Only Trustees may serve on committees that have the powers of the Board.

Committees shall have the duties, responsibilities and authorities designated by the Board, including in charters approved by the Board. A Committee designated by the Board may make, alter and repeal rules for the conduct of its business. Meetings of a Committee may be held at such place within or outside the District of Columbia as the Committee shall determine, and may be held in person and/or by any means of electronic communication by which all persons participating in the meeting are able to communicate contemporaneously with one another and hear one another (or are otherwise accommodated). Participation via electronic communication shall constitute presence in person at the meeting. In the absence of a contrary provision by the Board or in rules adopted by any such Committee, Sections 7 through 10 of this Article shall apply to such Committees.

Section 12. Budget.

Unless otherwise directed by the Board, the President shall submit to the Board, at least one month prior to the beginning of each fiscal year, a budget for the Society's coming fiscal year, for the Board's consideration and approval.

Article III. Organizational Members

Organizational Members of the Internet Society shall consist of any organization that supports the Society's commitment to an open and accessible Internet, both through payment of Organizational Membership dues and furtherance of the Internet Society's mission and principles. Each Organizational Member shall act through its duly authorized representative(s).

Section 1. Rights of Organizational Members.

Organizational Members shall have the right to elect Trustees as provided in Article II, Section 1 so long as they meet the qualifications of membership as defined above. The board shall annually establish an elections schedule including a date by which a determination is made of the Organizational Members entitled to vote in the election, such a date shall be no greater than sixty (60) days before the close of the voting. Organizational Members shall not have any other rights with respect to any other matter regarding the Society except as provided by resolution of the Board of Trustees.

Section 2. Resignation.

An Organizational Member may resign from membership in the Society by providing written notice to the Society. The resignation shall be effective upon the receipt of the written notice.

Section 3. Organizational Membership Meetings.

A meeting of the Organizational Members shall be held annually. The Organizational Members present shall appoint a member to preside as chair.

Organizational Members may also hold regular or special meetings. Regular and special meetings shall be held at the time and place (in or outside the District of Columbia) as is stated in the notice of the meeting. Special meetings of the Organizational Members may be

called by the President, the Board, or on the request of not less than one-fourth of the Organizational Members.

An annual, regular or special meeting of Organizational Members does not need to be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with their occurrence, vote on matters submitted to the members, pose questions, and make comments. At all meetings of the Organizational Members, the presence in person or by electronic communications of ten percent (10%) of the Organizational Members will constitute a quorum.

At an annual, regular or special meeting, Organizational Members may take such action as assigned in Section 1 of this Article III.

Section 4. Notice of Meetings.

Written or printed notice stating the place, day and hour of any meeting of a class of members shall be delivered to each member of that class, not less than ten days nor more than sixty days before the date of such meeting, by or at the direction of the persons calling the meeting. In the case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice.

Article IV Chapters

Internet Society Chapters are groups organized by ISOC individual members (Article V) who share an interest and belief in the Society's principles and mission, acting according to the Society's standards of performance.

Chapters are formed for the expressed purpose of aggregating individual member interests, expertise and creativity in order to pursue the ISOC mission. Chapters form a community that takes on a variety of programmes and activities. These programmes and activities may include one or more of the following: educational events, community programmes, public policy programmes, networking events and others consistent with the mission and principles of the Society.

Chapters shall have the right to designate Trustees as provided in Article II, Section 1. To be eligible to vote in the election of Trustees, a Chapter must be certified by the Society and meet the standards of performance for a Chapter. The Board shall annually establish an elections schedule including a date by which a determination is made of the Chapters entitled to vote in the election, such a date shall be no greater than sixty (60) days before the close of the voting. Other rights of Chapters, if any, may be specified by resolution of the Board of Trustees.

Article V. Individual Members

Individual members shall consist of individuals who share the Society's commitment to the mission and principles of the Society.

Section 1. Rights of Individual Members.

Individual members shall not have any voting rights with respect to the Society. Other rights of individual members, if any, may be specified by resolution of the Board of Trustees.

Section 2. Chapter Affiliation.

Individual members may form or join one or more Chapters, but are not required to do so to be considered an individual member of the Society.

Article VI - Officers

Section 1. Officers.

The officers of the Society shall consist of a Chair of the Board, a President, a Treasurer, a Secretary, and such other officers as the Board deems necessary. The officers of the Society shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the Board. A person shall not hold more than one office at a time.

Section 2. Election of Officers.

Except for the President and any officers appointed by the President, who shall be appointed as set forth in Section 4 of this Article, each

officer shall be elected by secret ballot by the Board during the AGM. With the exception of the President, officers shall serve until the start of the AGM following their election as an officer or until their earlier resignation, removal or death.

Section 3. Chair of the Board.

The Chair of the Board shall be elected by the Board from among the members of the Board as the first order of business of the AGM. The AGM shall be chaired by the Society's President until the Chair of the Board is elected.

Section 4. President.

The President, who may also be referred to as the Chief Executive Officer or CEO, shall be responsible for the day-to-day conduct of the Society's activities and shall have such other powers and perform such other duties as the Board may prescribe from time to time. The President shall be elected by the Board. The term of the President shall be from the end of the AGM at the time of election to the end of the AGM following such an election or until their earlier resignation, removal or death. The President may be re-elected to serve one or more additional terms. The President shall perform his or her duties subject to the direction of the Board, and for such compensation and on such other terms and conditions as the Board shall determine. The President may appoint one or more officers as designated by the Board.

The President shall serve as a non-voting member of the Board and shall not be included for purposes of determining the presence of a quorum at any meeting of the Board or Board committee or the number of Trustees then in office.

Section 5. Removal of Officers.

Any officer may be removed with or without cause by two-thirds of the Trustees then in office (for any officers appointed by the Board) or by the President (for any officers appointed by the President) whenever in their judgment the best interests of the Society would be served thereby. Such removal shall be without prejudice to such person's contract rights, if any, but the appointment of any person as an officer shall not of itself create contract rights.

Section 6. Officer Vacancy.

Any vacancy in an officer position may be filled by the Board or the President, as applicable.

Section 7. Agents and Employees.

The Board or the President may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board or the President. The Board or the President may remove any agent or employee it appoints at any time with or without cause. Removal shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Article VII - Indemnification

Section 1. Right to Indemnification.

The Society shall, to the maximum extent and in the manner permitted by applicable law, indemnify any person who is or was serving as a Trustee or officer of the Society against any and all expenses, judgments, fines, settlements, compromise payments and other amounts actually and necessarily incurred by such person in connection with the defense or disposition of any claim, action, suit, or proceeding (whether actual or threatened, pending or completed, civil, criminal, administrative or investigative, including appeals) to which such person may be or is made a party by reason of being or having been a Trustee or officer of the Society or, while a Trustee or officer of the Society, serves or served at the written request of the Society as a trustee, director, officer, employee or agent of another organization; provided, however, that as to any matter disposed of by a settlement or compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such Trustee or officer appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Society and the settlement or compromise payment is approved (i) by a majority vote of the Trustees who are not parties to such claim, action, suit, or proceeding, even though less than a quorum; or (ii) by

a majority vote of a committee of the Board consisting of all Trustees who are not parties to such claim, action, suit, or proceeding, even though less than a quorum; or (iii) if there are no such Trustees in office, or if such Trustees so direct, by independent legal counsel in a written opinion to the effect that the party to such claim, action, suit, or proceeding has met the applicable standard of conduct necessary for indemnification set forth in this Section 1 of Article VI; or (iv) by a court of competent jurisdiction.

Section 2. Indemnification of Employees and Agents.

The Society may, to the extent authorized from time to time by the Board in its sole discretion and subject to applicable law, provide rights to indemnification and to the advancement of expenses to employees and agents (other than officers and Trustees who are addressed in Section 1 of Article VI of these By-laws) against any and all expenses, judgments, fines, settlements, compromise payments and other amounts actually and necessarily incurred by such person in connection with the defense or disposition of any claim, action, suit, or proceeding (whether actual or threatened, pending or completed, civil, criminal, administrative or investigative, including appeals) to which such person may be or is made a party by reason of being or having been an employee or agent of the Society or serves or served at the written request of the Society as a director, officer, employee or agent of another organization.

Section 3. Right to Advancement of Expenses.

The right provided under Section 1 of Article VI, or if otherwise approved by the Board, shall include the right to be paid by the Society expenses (including attorney's fees) reasonably incurred in defending any claim, action, suit, or proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of such claim, action, suit, or proceeding shall be made only upon receipt of (i) an affidavit of such person of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under law and these By-laws, and (ii) an undertaking by such person to repay the Society the amounts so paid if it is ultimately determined that the indemnification for such expenses is not authorized by law or these By-laws. Such an undertaking may be accepted without reference to the financial ability of such recipient to make repayment.

Section 4. Non-Exclusivity of Rights.

The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, By-law, agreement, vote of the Board, or otherwise, and shall not restrict the power of the Society to make any indemnification or advancement of expenses permitted by law. Further, the provisions of this Article VI shall not be deemed to preclude the indemnification of any person who is not specified in this Article VI but who the Society has the power or obligation to indemnify under the provisions of the District of Columbia Nonprofit Corporation Act or otherwise.

Section 5. Insurance.

The Society shall have the power to purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the Society or is or was serving at the request of the Society as a Trustee, director, officer, employee or agent of another organization against any liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, whether or not the Society would have the power to indemnify that person against such liability under the provisions of this Article IV or applicable law.

Section 6. Limitation on Indemnification.

In no case shall the Society make any payment that (i) would adversely affect the Society's status as an organization described under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code") or (ii) would be treated as an excess benefit transaction under Section 4958 of the Code. Further, if at any time the Society is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, the Society shall not make any payment if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Sections 4941(d) and 4945(d), respectively, of the Code.

Section 7. Survival.

The provisions of this Article VI shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof. The rights to indemnity hereunder shall continue as to a person who has ceased to be a Trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The foregoing indemnification provisions shall be deemed to be a contract between the Society and each Trustee or officer who serves in any such capacity at any time while these provisions as well as relevant provisions of the District of Columbia Nonprofit Corporation Act are in effect and any repeal or modification thereof shall not affect any right or obligation then existing with respect to any state of facts then or previously existing or any claim, action, suit, or proceeding previously or thereafter brought or threatened based in whole or in part upon any such state of facts. Such a contract right may not be modified retroactively without the consent of such Trustee or officer.

Section 8. Severability.

If any part of this Article VI shall be found in any claim, action, suit, or proceeding to be invalid or ineffective, the validity and effectiveness of the remaining parts shall not be affected.

Section 9. Right of Claimant to Bring Suit.

If a claim under Section 1 or, to the extent an employee or agent is entitled to indemnification, Section 2 is not paid in full by the Society within thirty days after a written claim therefor has been received by the Society, the claimant may any time thereafter bring suit against the Society to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. In any such action, the burden of proof shall be on the Society to prove the claimant is not entitled to such payment.

Neither the failure of the Society to have made a determination prior to the commencement of such action that the claimant is entitled to indemnification or advancement under the circumstances, nor an actual determination by the Society that the claimant is not entitled to indemnification or advancement, shall be a defense to the action or

create a presumption that the claimant is not entitled to indemnification or advancement.

The right to be indemnified or to the reimbursement or advancement of expenses pursuant hereto (i) is a contract right based upon good and valuable consideration, pursuant to which the person entitled thereto may bring suit as if the provisions hereof were set forth in a separate written contract between the Society and the Trustee or officer, (ii) is intended to be retroactive and shall be available with respect to events occurring prior to the adoption hereof, and (iii) shall continue to exist after the rescission or restrictive modification hereof with respect to events occurring prior thereto.

Any Trustee or officer of the Corporation serving in any capacity, and any other person serving as a Trustee or officer of (i) another organization effectively controlled by the Society or (ii) any employee benefit plan of the Society or of any organization referred to in clause (i), shall be deemed to be doing so at the written request of the Board.

Article VIII - Miscellaneous

Section 1. Dissolution.

In the event of the dissolution of the Society, the assets of the Society shall be distributed in accordance with the Articles of Incorporation of the Society.

Section 3. Fiscal Year; Monetary Unit.

The Society's fiscal year shall be the calendar year. The Society's official monetary unit shall be the United States dollar.

Section 4. Official Language.

English shall be the official language of the Society.

Article IX - Amendments

Section 1. By-Laws Amendments.

These By-Laws will be altered, amended, or repealed solely by the affirmative vote of at least four-fifths of the members of the Board then in office, at any meeting of the Board provided notice of such

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proposed action is contained in the notice of such meeting. In the case where membership approval is required under the District of Columbia Nonprofit Corporation Act of 2010, as amended, the Organizational Members will be requested to ratify such amendment approved by the Board.

Draft - For Discussion Purposes