

**~~DRAFT~~ BYLAWS FOR INTERNET CORPORATION
FOR ASSIGNED NAMES AND NUMBERS**

**A California Nonprofit
Public Benefit Corporation**

ARTICLE I: OFFICES AND SEAL

Section 1. OFFICES

The principal office for the transaction of the business of this corporation (the "Corporation") will be in the County of Los Angeles, State of ~~California.~~ California, United States of America. The Corporation may also have an additional office or offices within or outside the United States of America as the Board of Directors (the "Board") may from time to time establish.

Section 2. SEAL

The Board may adopt a corporate seal and use the same by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE II: MEMBERSHIP

(This Article is reserved for use should the Corporation elect to have members in the future.)

ARTICLE III: TRANSPARENCY AND PROCEDURES

Section 1. GENERAL

The Corporation and its subordinate entities shall operate to the maximum extent feasible in an open and transparent manner and consistent with procedures designed to ensure fairness. In addition to the specific procedures set forth in these Bylaws, the Initial Board shall investigate the development of additional policies and procedures designed to provide information about, and enhance the ability of interested persons to provide input to, the Board and Supporting Organizations. Any such policies and procedures shall be widely publicized by the Board in draft form, both within the Supporting Organizations and on a publicly-accessible Internet World Wide Web site maintained by the Corporation (the "Web Site"). Any such policies and procedures may be adopted only after a process for receiving and evaluating comments and suggestions has been established by the Board, and after due consideration of any comments or suggestions received by the Board.

Section 2. ACCESS TO INFORMATION

The Board shall publish, at least annually, a report describing its ~~activities and~~ activities. including an audited financial statement and describing any payments made by the Corporation to Directors (other than reimbursements of expenses). All minutes of meetings of the Board,

Supporting Organizations (and any councils thereof) and Committees shall be approved promptly and immediately following approval shall be made publicly available immediately following approval by the Board on the Web Site and otherwise. ~~Minutes shall be made available immediately following approval by the Board~~; provided, however, that any minutes relating to personnel or employment matters, legal matters (to the extent the Board determines is necessary or appropriate to protect the interests of the Corporation), matters that the Corporation is prohibited by law or contract from disclosing publicly and other matters that the Board determines are not appropriate for public distribution shall not be ~~disclosed. included in the minutes made publicly available.~~ For any matters that the Board determines not to disclose, the Board shall describe in generic terms the reason for such nondisclosure.

Section 3. NOTICE AND COMMENT PROVISIONS

(a) The Board shall post on the Web Site (i) periodically a calendar of scheduled meetings for the upcoming year, and (ii) in advance of each Board meeting, a notice of the fact and time that such meeting will be held and, to the extent known, an agenda for the meeting. If reasonably practicable the Board shall post notices of special meetings of the Board at least fourteen (14) days prior to the meetings.

(b) Prior to adoption of any policies that substantially affect the operation of the Internet or third parties, the Board will:

(i) provide public notice on the Web Site explaining what policies are being considered for adoption and why;

(ii) provide a reasonable opportunity for parties to comment on the adoption of the proposed policies, to see the comments of others, and to reply to those comments; and

(iii) after a reasonable comment period, take action on the proposed policies, establishing an effective date, and publishing the adopted reasons for the action taken.

(c) As appropriate, the Board will facilitate the translation of final published documents into various appropriate languages.

Section 4. BOARD RECONSIDERATION

The Board shall adopt policies and procedures through which a party affected by an action of the Board can seek reconsideration of any Board that action. These policies and procedures may include threshold standards or other requirements to protect against frivolous or non-substantive use of the reconsideration process. The Board may, in its sole discretion, provide for an independent review process by a neutral third party.

ARTICLE IV: POWERS

Section 1. GENERAL POWERS

(a) Except as otherwise provided in the Articles of Incorporation or these Bylaws (including Section 1(c) of Article VI which sets forth responsibilities of Supporting Organizations), the powers of the Corporation will be exercised, its property controlled and its business and affairs conducted by or under the direction of the Board. Unless otherwise provided herein or by law, the Board, other than the Initial Board (as defined in Article V, Section 1 of these Bylaws), may act by a majority vote of Directors present at the meeting, subject to the quorum requirements in Section 17 of Article V. Unless otherwise provided herein or by law, the Initial Board may act by a vote of two-thirds of all members of the Board. Any references herein to a vote of the Board shall consider only those members present at the meeting unless otherwise provided herein by reference to "all of the members of the Board."

(b) The Corporation shall not act as a Domain Name System Registry or Registrar or IP Address Registry in competition with entities affected by the policies of the Corporation. Nothing in this Section 1(b) is intended to prevent the Corporation from taking whatever steps are necessary to protect the operational stability of the Internet in the event of financial failure of a Registry or Registrar or other emergency.

(c) The Corporation shall not apply its standards, policies, procedures or practices inequitably or single out any particular party for disparate treatment unless justified by substantial and reasonable cause.

~~(d) The Corporation shall recognize and abide by the terms of any agreements entered into between the United States of America and Network Solutions Inc. and between the United States of America and the University of Southern California and between the United States of America and the Corporation in connection with the creation of this Corporation and the transition to the Corporation of various coordination and other responsibilities related to the Internet.~~

~~(e) The Corporation shall not knowingly apply any standard or policy in a manner that it knows will disproportionately and unjustifiably destroy a substantial property or contractual right of a particular party. If the Corporation complies with the notice and comment procedures contained in Section 3(b) of Article III of these Bylaws, any party that did not notify the Corporation in writing during the notice or comment period of a potential violation of this Section is barred from asserting any rights under this Section. If the Board posts on the Web Site any standard or policy approved by the Board and such posting on the Web Site occurs at least 30 days prior to the effective date of the standard or policy, then any claim with respect to this Section must be properly filed in a court of competent jurisdiction prior to such effective date. Any party that seeks to assert a claim for relief under this Section shall have the burden of proving each and every element of the claim.~~

Section 2. FEES AND CHARGES

The Board shall set fees and charges for the services, rights and benefits provided by the Corporation ~~which shall be published on the WebSite. The~~ to the Supporting Organizations ~~shall constitute a primary funding source for the Corporation. Each Supporting Organization shall propose a structure of fees and charges that will be remitted to the Corporation with respect to matters within its scope (as defined by the Board in its recognition of such Supporting Organization), but all such fees and charges shall beset by the Board, with the goals and others,~~ with the goal of fully recovering the reasonable costs of the operation of the Corporation and establishing reasonable reserves for future expenses and contingencies reasonably related to the legitimate activities of the Corporation. Such fees and charges shall be fair and non-discriminatory, and shall be published on the Web Site in a sufficiently detailed manner so as to be readily accessible.

ARTICLE V: STRUCTURE OF THE BOARD OF DIRECTORS

Section 1. INITIAL BOARD

The initial Board of Directors of the Corporation ("Initial Board") shall consist of nine At Large members, the president (when appointed) and those directors that have been nominated in accordance with these bylaws by any Supporting Organization(s) that is recognized by the Board pursuant to Section 3(b) of Article VI. The At Large members of the Initial Board shall serve until September 30, 1999, unless by a two-thirds (2/3) vote of all the members of the Board that term is extended for some or all of the At Large members of the Initial Board for an additional period, to expire no later than September 30, 2000. The members of the Initial Board (other than the At Large members) shall serve the terms specified in Section 9(d) of this Article. No At Large member of the Initial Board shall be eligible for additional service on the Board until two years have elapsed following the end of his or her term on the Initial Board.

Section 2. INITIAL BOARD MEMBERS SELECTED BY THE SUPPORTING ORGANIZATIONS

Immediately upon the recognition of a Supporting Organization by the Board pursuant to Section 3(b) of Article VI, the Board shall request that such Supporting Organization nominate three persons to be directors. Upon receipt of such nominations, the Board shall elect such persons as members of the Initial Board.

Section 3. NUMBER OF DIRECTORS AND ELECTION OF CHAIR

- (a) The authorized number of Directors shall be no less than nine (9) and no more than nineteen (19).
- (b)
- (b) The Board shall elect a Chair from among the Directors, not including the President.

Section 4. QUALIFICATION OF DIRECTORS AFTER THE INITIAL BOARD

(a) Each Board after the Initial Board shall be comprised as follows:

(i) Three (3) Directors nominated by the Address Supporting Organization, as defined in Article VI;

(ii) Three (3) Directors nominated by the Domain Name Supporting Organization, as defined in Article VI;

(iii) Three (3) Directors nominated by the Protocol Supporting Organization as defined in Article VI;

(iv) Nine (9) At Large Directors, selected pursuant to a process to be established by a majority vote of all the At Large Board members of the Initial Board; and

(v) The person who shall be, from time to time, the President of the Corporation.

(b) The Initial Board, after soliciting and considering suggestions from all interested parties, and after widely publicizing through the Internet Web Site and otherwise its tentative conclusions and considering comments thereon, and taking into consideration the principles of balanced international representation set forth in Section 6 of this Article V, shall establish ~~a final~~ the ongoing composition formula for those Boards following the Initial Board, and the processes by which members of those Boards shall be selected and removed, by amendment to these Bylaws, provided that this action shall not be taken prior to the time that the directors selected by the Supporting Organizations have been seated, or before June 1, 1999, whichever is sooner.

Section 5. ADDITIONAL QUALIFICATIONS

Notwithstanding anything herein to the contrary, no official of a national government or a multinational entity established by treaty or other agreement between national governments may serve as a Director. As used herein, the term "official" means a person (a) who is elected by citizens of a nation or (b) who is employed by such government or multinational entity and whose primary function with such government or entity is to develop or influence governmental or public policies.

Section 6. INTERNATIONAL REPRESENTATION

In order to ensure broad international representation on the Board, no more than one-half (1/2) of the total number of At Large Directors serving at any given time shall be residents of any one Geographic Region, and no more than two (2) of the Directors nominated by each Supporting Organization shall be residents of any one Geographic Region. As used herein, each of the following shall be a "Geographic Region": Europe; Asia/Australia/Pacific; ~~South America/Central Latin~~ South America/Central Latin America/Caribbean Islands; Africa; North America; ~~Elsewhere.~~ This The specific countries included in each Geographic Region shall be determined by the Board, and this Section shall be reviewed by the Board from time to time (but at least every three years) to determine whether any change is appropriate.

Section 7. CONFLICT OF INTEREST

The Board, through a committee designated for that purpose, shall require a statement from each Director not less frequently than once a year setting forth all business and other affiliations which relate in any way to the business and other affiliations of the Corporation. Each Director shall be responsible for disclosing to the Corporation any matter that could reasonably be considered to make such Director an "interested director" within the meaning of Section 5233 of the California Nonprofit Public Benefit Corporation Law ("CNPBCL"). In addition, each Director shall disclose to the Corporation any relationship or other factor that could reasonably be considered to cause the Director to be considered to be an "interested person" within the meaning of Section 5227 of the CNPBCL. The Board may adopt a policy specifically addressing Director and Officer conflicts of interest. No Director shall vote on any matter in which he or she has a material and direct interest that will be affected by the outcome of the vote.

Section 8. DUTIES OF DIRECTORS

Directors shall serve as individuals who have the duty to act in what they reasonably believe are the best interests of the Corporation and not as representatives of their Supporting Organizations, employers or any other organizations or constituencies.

Section 9. ELECTION AND TERM

(a) Directors (other than the Initial Directors) shall be elected at each annual meeting of the Board to hold office until the end of their terms pursuant to the procedures described in this Section. If an annual meeting is not held or the Directors are not elected at the annual meeting, they may be elected at any special meeting of the Board held for that purpose. Each Director, including a member of the Initial Board and a Director elected to fill a vacancy or elected at a special meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. Notwithstanding the foregoing, each time a person is appointed as President of the Corporation, the Board shall, at the time of such appointment, elect such person to the Board to serve for as long as, but only as long as, such person holds the office of President.

(b) Each Supporting Organization shall (i) select the Board members to be nominated by that Supporting Organization through a process determined by the Supporting Organization and ratified by the Board, and (ii) notify the Board and the Secretary of the Corporation in writing of those selections at least 30 days prior to the date on which the Board votes on such nominee(s). The Board shall elect as Directors the persons properly nominated by the Supporting Organizations.

(c) At Large Board members other than those serving on the Initial Board shall be elected by a process to be determined by a majority vote of all At Large members of the Initial Board, following solicitation of input from all interested parties and consideration of all such suggestions. At a minimum, such a process shall consist of nominations from Internet users, industry participants, and organizations, and should give consideration to such nominees. Unless

a majority vote of the At Large members of the Initial Board determines that it is not ~~practically feasible to define a possible to create a workable~~ membership structure, such process shall call for election of At Large directors by one or more categories of members of the Corporation admitted pursuant to qualifications established by majority vote of the At Large members of the Initial Board. Any process for election by members shall provide an initial means for determining adequate support for any nominee and establish qualifications for submission to the membership.

(d) The regular term of office of a Director (other than (i) the person holding the office of President, who shall serve for as long as, and only for as long as, such person holds the office of President, and (ii) a member of the Initial Board, who shall serve for the period specified in these bylaws) shall be three (3) years. No Director may serve for more than two (2) terms. Notwithstanding the foregoing, the three original Directors nominated by any Supporting Organization shall be elected for terms of one (1) year, two (2) years, and three (3) years, respectively, with each term considered to have begun on October 1, 1998 regardless of when those original Directors actually take office. Unless otherwise specified by the Board pursuant to Section 4(B) of this Article, the terms of the first At Large Directors elected to replace the At Large members of the Initial Board shall be as follows: three such At Large Directors shall serve a term of one (1) year, three such At Large Directors shall serve a term of two (2) years, and three such At Large Directors shall serve a term of three (3) years.

(e) Resources of the Corporation will not be expended in support of any nominee's campaign.

Section 10. RESIGNATION

Subject to Section 5226 of the CNPBCL, any Director may resign at any time, either by oral tender of resignation at any meeting of the Board (followed by prompt written notice to the Secretary of the Corporation) or by giving written notice thereof to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The successor shall be elected pursuant to Section 12 of this Article.

Section 11. REMOVAL OF A DIRECTOR

Any Director ~~or Directors~~ may be removed following notice and a three-fourths (3/4) majority vote of all members of the Board; provided, however, that the Director ~~or Directors~~ who are is the subject of the removal action shall not be entitled to vote on such an action or be counted as a member of the Board when calculating the required three-fourths (3/4) vote; and provided further, ~~however, that in no event shall a Director be removed unless such removal is approved by not less than a majority of all members of the Board. that each vote to remove a Director shall be a separate vote on the sole question of the removal of that particular Director.~~ A Director nominated by a Supporting Organization can be recommended for removal by that Supporting Organization through procedures adopted by that Supporting Organization and ratified by the Board. Upon such recommendation for removal, the Board shall vote to remove such Director. If the Board seeks to remove more than one Director nominated by a Supporting Organization or more than one At Large Director within a four-month period, the Board must show reasonable cause for its action.

Section 12. VACANCIES

A vacancy or vacancies in the Board of Directors shall be deemed to exist in the case of the death, resignation or removal of any Director, if the authorized number of Directors is increased, if a Supporting Organization shall fail to nominate its Directors (other than Directors on the Initial Board) in accordance with Section 9 of this Article, or if a Director has been declared of unsound mind by a final order of court or convicted of a felony or incarcerated for more than 90 days as a result of a criminal conviction or has been found by final order or judgment of any court to have breached a duty under Sections 5230 et seq. of the CNPBCL. Any vacancy occurring on the Board of Directors shall be filled in accordance with Section 9 of this Article at any meeting of the Board occurring after such vacancy. A Director elected to fill a vacancy on the Board shall serve for the unexpired term of his or her predecessor in office and until a successor has been selected and qualified. The replacement need not hold the office, if any, of the removed Director. No reduction of the authorized number of Directors shall have the effect of removing a Director prior to the expiration of the Director's term of office.

Section 13. ANNUAL MEETING OF THE BOARD OF DIRECTORS

Annual meetings of the Board will be held for the purpose of electing Directors, Officers and for the transaction of such other business as may come before the meeting. The first annual meeting will be held the last week of September 1999 or on such other date as may be set by the Board. Subsequent annual meetings shall be held as set by the Board not less than ten (10) nor more than thirteen (13) months after the annual meeting held the prior year. In the absence of designation, the annual meeting will be held at the principal office of the Corporation. The annual meeting will be open to the public, and to the extent practicable, should be held in different locations around the world on a regular basis. If the Board determines that it is practical, the annual meeting should be distributed in real-time and archived video and audio formats on the Internet.

Section 14. REGULAR MEETINGS

Regular meetings of the Board will be held on dates to be determined by the Board. In the absence of other designation, regular meetings will be held at the principal office of the Corporation.

Section 15. SPECIAL MEETINGS

Special meetings of the Board may be called by or at the request of one-quarter (1/4) of the members of the Board or by the Chairperson of the Board or the President. A call for a special meeting will be made in writing by the Secretary of the Corporation. In the absence of designation, special meetings will be held at the principal office of the Corporation.

Section 16. NOTICE OF MEETINGS

Notice of time and place of all meetings will be delivered personally or by telephone or by electronic mail to each Director, or sent by first-class mail (air mail for addresses outside the United States) or facsimile, charges prepaid, addressed to each Director at the Director's address as it is shown on the records of the Corporation. In case the notice is mailed, it will be deposited in the United States mail at least fourteen (14) days before the time of the holding of the meeting, and the Secretary of the Corporation shall cause each Director to be notified by telephone or electronic mail within four (4) days after the notice is mailed. In case the notice is delivered personally or by telephone or facsimile or electronic mail it will be delivered personally or by telephone or facsimile or electronic mail at least seven (7) days before the time of the holding of the meeting. Notwithstanding anything in this Section 16 to the contrary, notice of a meeting need not be given to any Director who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 17. QUORUM

At all annual, regular and special meetings of the Board, a majority of the total number of Directors then in office shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, unless otherwise provided herein or by law. If a quorum shall not be present at any meeting of the Board, the Directors present thereat may adjourn the meeting from time to time to another place, time or date. If the meeting is adjourned for more than twenty-four (24) hours, notice shall be given to those Directors not at the meeting at the time of the adjournment.

Section 18. ACTION BY TELEPHONE MEETING

Members of the Board or any Committee of the Board may participate in a meeting of the Board or Committee of the Board through use of conference telephone or similar communications equipment, provided that all Directors participating in such a meeting can speak to and hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting. The Corporation shall be required to make available at the place of any meeting of the Board the telecommunications equipment necessary to permit members of the Board to participate by telephone.

Section 19. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board or a Committee of the Board may be taken without a meeting if all of the Directors entitled to vote thereat shall individually or collectively consent in writing to such action. Such written consent shall have the same force and effect as the unanimous vote of such Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 20. ELECTRONIC MAIL

If permitted under applicable law, communication by electronic mail shall be considered equivalent to any communication otherwise required to be in writing, except a written consent authorized by Section 19 of this Article. The Corporation shall take such steps as it deems appropriate under the circumstances to assure itself that communications by electronic mail are authentic.

Section 21. RIGHTS OF INSPECTION

Every Director shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind ~~except where confidentiality would be violated~~, and to inspect the physical properties of the Corporation. The Corporation shall establish reasonable procedures to protect against the inappropriate disclosure of confidential information.

Section 22. COMPENSATION

The Directors shall receive no compensation for their services as Directors. The Board may, however, authorize the reimbursement of actual and necessary reasonable expenses incurred by Directors performing duties as Directors.

Section 23. PRESUMPTION OF ASSENT

A Director present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

Section 24. RULES OF PROCEDURE

The rules of procedure at meetings of the Board and committees of the Board and Supporting Organizations shall be rules contained in "Roberts' Rules of Order on Parliamentary Procedure," newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

Section 25. ANNUAL BUDGET

The Board shall prepare an annual budget, which shall be published on the Web Site.

ARTICLE VI: SUPPORTING ORGANIZATIONS

Section 1. POWERS

(a) The Supporting Organizations shall serve as advisory bodies to the Board and shall have such powers and duties as may be prescribed by the Board and these Bylaws. The Board may add additional Supporting Organizations by a two-thirds (2/3) majority vote of all members of the Board and in such event shall, by such two-thirds (2/3) vote, reallocate the positions on the Board set forth in Section 4 of Article V. A Supporting Organization may not have obligations to any other entity inconsistent with its duties to the Corporation.

(b) Each Supporting Organization shall be responsible for nominating Directors for election to those seats on the Board designated to be filled by each Supporting Organization.

(c) The Supporting Organizations shall be delegated the primary responsibility for developing and recommending substantive policies and procedures regarding those matters within their individual scope (as defined by the Board in its recognition of each such Supporting Organization). Any such recommendation forwarded to the Board by a Supporting Organization shall be simultaneously transmitted to all other Supporting Organizations so that they each Supporting Organization may comment to the Board ~~on such proposals regarding the implications of such a recommendation on activities within their individual scope.~~ The Board shall accept the recommendations of a Supporting Organization if the Board finds that the recommended action, policy or procedure (1) complies with the Articles and Bylaws, (2) was arrived at through fair and open processes (including permitting participation by representatives of other Supporting Organizations if requested), (3) is not reasonably opposed by any of the other Supporting Organizations, and (4) furthers the purposes of the Corporation. If the Board declines to accept any such recommendation of a Supporting Organization, it shall return the recommendation to the Supporting Organization for further consideration, along with an explanation of the reasons it declines to accept the recommendation. If, after reasonable efforts, the Board does not receive a recommendation from a Supporting Organization that meets the foregoing standards or, after attempting to mediate any disputes or disagreements between Supporting Organizations, receives conflicting recommendations from Supporting Organizations, and the Board finds that there is a justification for prompt action, the Board may initiate, amend or modify and then approve a specific action, policy or procedure. Nothing in this Section 1 is intended to limit the general powers of the Board or the Corporation to act on matters not within the scope of a Supporting Organization or that the Board finds are necessary or appropriate to further the purposes of the Corporation.

Section 2. QUALIFICATION FOR MEMBERSHIP IN A SUPPORTING ORGANIZATION

The Board shall review and, ~~to the extent if~~ consistent with the purposes of the Corporation and its Articles and Bylaws and the purposes of the Supporting Organization, ratify any qualifications for membership adopted by each of the Supporting Organizations. Participation in a Supporting Organization shall be open to any ~~Any~~ individual or organization that ~~wishes to participate in a Supporting Organization may do so provided it~~ meets the minimum qualifications adopted by the Supporting Organization and ratified by the Board. Each Supporting Organization may adopt membership structures, including open or multiple classes or categories of members, that it deems appropriate for its effective functioning, consistent with the foregoing. ~~Each~~

~~organization that qualifies to participate in a given Supporting Organization shall designate one individual as its representative.~~

Section 3. DESCRIPTION AND QUALIFICATIONS

(a) There shall at least be the following Supporting Organizations:

(i) The Address Supporting Organization shall be composed of representatives from regional Internet address registries and ~~any entities~~ others with legitimate interests in these issues, as determined by the Address Supporting Organization consistent with Section 2 of this Article and approved by the Board. The Address Supporting Organization shall create an Address Council to make recommendations to the Board regarding the operation, assignment and management of Internet addresses and other related subjects;

(ii) The Domain Name Supporting Organization shall be composed of representatives from name registries and registrars of top-level domains ("TLDs"), businesses and any other entities that are users of the Internet and ~~any other entities~~ others with legitimate interests in these issues, as determined by the Domain Name Supporting Organization consistent with Section 2 of this Article and approved by the Board. The Domain Name Supporting Organization shall create a Names Council to make recommendations regarding TLDs, including operation, assignment and management of the domain name system and other related subjects; and

(iii) The Protocol Supporting Organization shall be composed of representatives from Internet protocol organizations and ~~any entities~~ others with legitimate interests in these issues, as determined by the Protocol Supporting Organization consistent with Section 2 of this Article and approved by the Board. The Protocol Supporting Organization shall create a Protocol Council to make recommendations regarding the operation, assignment and management of protocol parameters, such as port numbers, enterprise numbers, other technical parameters and related subjects.

(b) The Board shall review ~~the an~~ application ~~of any entity that seeks to be recognized for recognition~~ as one of the Supporting Organizations referred to in Section 3(a) of this Article VI, and, after requesting ~~comments from~~ and considering ~~the~~ comments ~~of existing organizations representing from~~ parties interested in matters within the scope of the proposed Supporting Organization, shall approve such application if ~~# the Board~~ finds that it has been organized in accordance with these Bylaws, that it will fairly and adequately reflect the full range of views of all interested parties, and that its recognition would be in the best interest, and serve the purposes, of the Corporation. The application shall include, but not be limited to, a description of the following in form and substance acceptable to the Board (and a commitment to implement the matters described in the application): (i) membership or participation criteria, (ii) methods for developing substantive Internet policies to be recommended to the Board and selecting Board

nominees, (iii) open, transparent, fair and non-discriminatory processes (including procedures for public attendance at appropriate meetings of the Supporting Organization and for the participation of interested persons who may not be members of the Supporting Organization in advisory committees of the Supporting Organization), (iv) policies to ensure international and diverse participation, (v) policies for disclosure to the Corporation by members of or participants in a Supporting Organization council of conflicts of interest or other financial interests in matters within the scope of the Supporting Organization (such conflicts or interests, however, not necessarily requiring abstention from action), and (vi) methods for funding the Supporting Organization and providing funding for the Corporation (consistent with Article IV, Section 2 of these Bylaws). If more than one application to be a particular Supporting Organization is received by the Board, it shall encourage, to the extent possible and reasonable, such competing applicants to resolve any differences, and shall not approve any application that does not meet the criteria set forth in this Section 3.

ARTICLE VII: COMMITTEES

Section 1. COMMITTEES GENERALLY

(a) The Board may establish one or more committees. Committees are of two kinds: those having legal authority to act for the Corporation, known as Committees of the Board, and those that do not have that authority, known as Advisory Committees. Except where otherwise stated in these Bylaws, committee members shall be appointed by the Board. [Committee members may be removed from a committee at any time by a two-thirds (2/3) majority vote of all members of the Board; provided, however, that if a Director or Directors are the subject of the removal action, such Director or Directors shall not be entitled to vote on such an action or be counted as a member of the Board when calculating the required two-thirds (2/3) vote; and, provided further, however, that in no event shall a Director be removed from a committee unless such removal is approved by not less than a majority of all members of the Board.] The Board may delegate to Committees of the Board all legal authority of the Board except with respect to:

- (i) The filling of vacancies on the Board or on any committee;
- (ii) The amendment or repeal of Bylaws or the Articles of Incorporation or the adoption of new Bylaws or Articles of Incorporation;
- (iii) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (iv) The appointment of committees of the Board or the members thereof; or
- (v) The approval of any self-dealing transaction, as such transactions are defined in Section 5233(a) of the CNPBCL.

(b) The Board shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless these

Bylaws, the Board or such committee shall otherwise provide, the regular and special meetings shall be governed by the provisions of Article V applicable to meetings and actions of the Board. Each committee shall keep regular minutes of its proceedings and shall report the same to the Board from time to time, as the Board may require.

Section 2. COMMITTEES OF THE BOARD

Only Directors may be appointed to a Committee of the Board. If a person appointed to a Committee of the Board ceases to be a Director, such person shall also cease to be a member of any Committee of the Board. Each Committee of the Board shall consist of two or more Directors. The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee. The Board may terminate any Committee of the Board.

Section 3. ADVISORY COMMITTEES

The Board may appoint one or more Advisory Committees. Advisory Committee membership may consist of Directors only, Directors and nondirectors, or nondirectors only, and may also include nonvoting members and alternate members. Advisory Committees shall have no legal authority to act for the Corporation, but shall report their findings and recommendations to the Board.

There shall be at least the following Advisory Committees:

(a) There shall be a Governmental Advisory Committee. The initial chair of the Governmental Advisory Committee shall be appointed by the Board and shall hold that position until the election of his or her successor; subsequent chairs shall be elected by the members of the Governmental Advisory Committee pursuant to procedures adopted by such members. Members of the Governmental Advisory Committee shall be representatives of national governments, multinational governmental organizations and treaty organizations, each of which may appoint one representative to the Committee. The Governmental Advisory Committee should consider and provide advice on the activities of the Corporation as they relate to concerns of governments, particularly matters where there may be an interaction between the Corporation's policies and various laws, and international agreements. The members Board will notify the chair of the Governmental Advisory Committee ~~should also provide a of any liaison function between their governments or multinational governmental organizations and the Corporation.~~ proposal for which it seeks comments under Article III, Section 3(b) and will consider any response to that notification prior to taking action.

(b) There shall be a DNS Root Server System Advisory Committee. The initial chair of the DNS Root Server System Advisory Committee shall be appointed by the Board; subsequent chairs shall be elected by the members of the DNS Root Server System Advisory Committee pursuant to procedures adopted by the members. The responsibility of the Root Server System Advisory Committee shall be to advise the Board about the operation of the root name servers of the domain name system. The Root Server System Advisory Committee should consider and

provide advice on the operational requirements of root name servers, including host hardware capacities, operating systems and name server software versions, network connectivity and physical environment. The Root Server System Advisory Committee should examine and advise on the security aspects of the root name server system. Further, the Root Server System Advisory Committee should review the number, location, and distribution of root name servers considering the total system performance, robustness, and reliability.

Section 4. TERM OF OFFICE

The chairperson and each member of a committee shall serve until his or her successor is appointed, or until such committee is sooner terminated, or until he or she is removed, resigns, or otherwise ceases to qualify as a member of the committee.

Section 5. QUORUM; MEETINGS

A majority of the members of the committee shall constitute a quorum at any meeting of that committee. Each committee shall meet as often as is necessary to perform its duties.

Section 6. VACANCIES

Vacancies on any committee shall be filled in the same manner as provided in the case of original appointments.

Section 7. COMPENSATION

The Board Shall not authorize compensation for service as a member of a committee except by a two-thirds (2/3) vote of all members of the Board, but in any event no such compensation shall be authorized for a Director. The Board may, however, authorize the reimbursement of actual and necessary expenses incurred by committee members, including Directors, performing their duties as committee members.

ARTICLE VIII: OFFICERS

Section 1. OFFICERS

The officers of the Corporation will be a President (who will serve as Chief Executive Officer), a ~~Chief Technology Officer, a Vice President, a~~ Secretary, ~~and~~ a Treasurer/Chief Financial Officer, and a Chief Technical Officer. The Corporation may also have, at the discretion of the Board, ~~a Vice Chairperson, a General Counsel, one or more additional Vice~~ any additional officers that it deems appropriate. Any person, other than the President, Presidents, one or more additional Assistant Secretaries, and one or more Assistant Treasurers. Any person may hold more than one office, except that ~~neither the Chairperson of the Board nor the President may serve concurrently as the Secretary or the Treasurer/Chief Financial Officer or Chief Technical Officer. no member of the Board (other than the President) shall simultaneously serve as an~~ officer of the Corporation.

Section 2. ELECTION OF OFFICERS

The officers of the Corporation will be elected annually by the Board, pursuant to the recommendation of the President. Each such officer shall hold his or her office until he or she resigns, is removed, is otherwise disqualified to serve, or his or her successor is elected.

Section 3. REMOVAL OF OFFICERS

Any Officer may be removed, either with or without cause, by a two-thirds (2/3) majority vote of all the members of the Board. Should any vacancy occur in any office as a result of death, resignation, removal, disqualification or any other cause, the Board may delegate the powers and duties of such office to any Officer or to any Director until such time as a successor for the office has been elected.

Section 4. PRESIDENT

The President will be the Chief Executive Officer (CEO) of the Corporation in charge of all of its activities and business. All other officers and staff shall report to the President or his or her delegate. The President shall serve as a member of the Board, and shall be entitled to attend any meeting of any committee. The President shall report annually to the Board on the current state of the Corporation and plans for the future. The President shall submit to the Board the annual budget of the Corporation for the next fiscal year at least three (3) months prior to the commencement of the fiscal year. The President will be empowered to call special meetings of the Board as set forth herein, and shall discharge all other duties as may be required by these Bylaws and from time to time may be assigned by the Board.

Section 5. SECRETARY

The Secretary shall keep or cause to be kept the minutes of the Board in one or more books provided for that purpose, will see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, and in general perform all duties as from time to time may be prescribed by the President or the Board.

Section 6. TREASURER/CHIEF FINANCIAL OFFICER

The Treasurer/Chief Financial Officer ("CFO") shall be the chief financial officer of the Corporation. If required by the Board, the CFO shall give a bond for the faithful discharge of his or her duties in such form and with such surety or sureties as the Board shall determine. The CFO shall have charge and custody of all the funds of the Corporation and shall keep or cause to be kept, in books belonging to the Corporation, full and accurate amounts of all receipts and disbursements, and shall deposit all money and other valuable effects in the name of the Corporation in such depositories as may be designated for that purpose by the Board. The CFO shall disburse the funds of the Corporation as may be ordered by the Board or the President and, whenever requested by them, shall deliver to the Board and the President an account of all his or

her transactions as CFO and of the financial condition of the Corporation. The CFO shall be responsible for the Corporation's financial planning and forecasting and shall assist the President in the preparation of the Corporation's annual budget. The CFO shall coordinate and oversee the Corporation's funding, including any audits or other reviews of the Corporation or its Supporting Organizations. The CFO shall be responsible for all other matters relating to the financial operation of the Corporation.

Section 7. CHIEF ~~TECHNOLOGY~~ TECHNICAL OFFICER

The Chief ~~Technology~~ Technical Officer shall advise the Board and the President on engineering and other technical issues related to the matters which they consider.

Section 8. ~~ASSISTANT~~ ADDITIONAL OFFICERS

~~Officers and Assistant Officers, in addition to those hereinabove described, In addition to the officers described above, any additional or assistant officers~~ who are elected or appointed by the Board, shall perform such duties as will be assigned to them by the President or the Board.

Section 9. COMPENSATION AND EXPENSES

The compensation of any Officer of the Corporation shall be approved by the Board. Expenses incurred in connection with performance of their officer duties may be reimbursed to Officers upon approval of the President (in the case of Officers other than the President) or the Board.

ARTICLE IX: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

The Corporation shall, to maximum extent permitted by the CNPBCL, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Corporation. For purposes of this Article, an "agent" of the Corporation includes any person who is or was a Director, Officer, employee or any other agent of the Corporation; or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against that liability under the provisions of this Article.

ARTICLE X: GENERAL PROVISIONS

Section 1. CONTRACTS

The Board may authorize any Officer or Officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. In the absence of a contrary Board authorization, contracts and instruments may only be executed by the following Officers: President, any Vice President, or the CFO. Unless authorized or ratified by the Board, no other Officer, agent or employee shall have any power or authority to bind the Corporation or to render it liable for any debts or obligations.

Section 2. DEPOSITS

All funds of the Corporation not otherwise employed will be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 3. CHECKS

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation will be signed by such Officer or Officers, agent or agents, of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board.

Section 4. LOANS

No loans will be made by or to this Corporation and no evidences of indebtedness will be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances; provided, however, that no loans will be made by the Corporation to its Directors or Officers.

ARTICLE XI: ACCOUNTING YEAR AND TAX AUDIT

Section 1. ACCOUNTING

The fiscal year end of the Corporation shall be determined by the Board.

Section 2. AUDIT

At the end of the fiscal year, the books of the Corporation will be closed and audited by certified public accountants. The appointment of the fiscal auditors will be the responsibility of the Board.

Section 3. ANNUAL REPORT AND ANNUAL STATEMENT

The CFO shall cause the annual report and the annual statement of certain transactions as required by the CNPBCL to be prepared and sent to each member of the Board and to such other persons as the Board may designate, no later than one hundred twenty (120) days after the close

of the Corporation's fiscal year. The annual report and annual statement will also be made publicly available, on the Web Site and otherwise.

ARTICLE XII: AMENDMENTS

Except as otherwise provided in the Articles of Incorporation, the Articles of Incorporation or Bylaws of the Corporation may be altered, amended, or repealed and new Bylaws adopted only upon action by two-thirds (2/3) majority vote of all members of the Board, except that these Bylaws shall not be amended until the earlier of (i) June 1, 1999, or (ii) such date as all three Supporting Organizations described in Section 3(A) of Article VI have been formed, and Directors nominated by them have been seated, and further provided that any provision requiring a vote of more than two-thirds (2/3) of all members of the Board shall be changed only by such larger vote. These Bylaws will be reviewed at least annually, or more often if deemed necessary.