

PROPOSAL FOR
DOMAIN NAME SUPPORTING ORGANIZATION

Under Article VI, Section 3(b) of the by-laws of the *Internet Corporation for Assigned Names and Numbers* (ICANN), an application for recognition as a Supporting Organization shall include, but not be limited to, a description of the following:

- 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 cooperation and consensus-building 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 by-laws).

Article I. ARTICLE I NAME

The name of this organization shall be “The Domain Name Supporting Organization.”

Article II. ARTICLE II OBJECTIVES

The DNSO Objectives shall be:

- To coordinate the root zone
- Generation of a coherent DNS root zone
- Encouraging TLD disputants to resolve their differences
- Overseeing operation of the root servers

The goal of the DNSO is to fulfill these purposes using the following governing principles:

- Fairness: The DNSO will strive to treat all parties fairly.
- Diversity: The DNSO will foster and respect diversity of opinions.
- Consensus: The DNSO will work towards rough consensus on all issues.
- Stability: The DNSO will maintain stability in the DNS root zone.
- Coherence: The DNSO will strive to create and maintain coherence across the entire DNS root zone
- Openness: The DNSO will conduct all of its business in an open manner.
- Security: The DNSO will foster security in the DNS root zone.

Article III. MEMBERSHIP

Section 3.01 Classes

The Domain Name Supporting Organization (DNSO) shall be composed of any individual, firm, association, corporation or other entity who is the holder of a second level domain (SLD) in any top level domain (TLD) (Hereinafter "Domain Name Holder").

Section 3.02 Method of Election

Any Domain Name Holder shall become a member of the DNSO upon submission of an informational membership form and payment of the membership dues.

Section 3.03 Methods for funding the DNSO

The DNSO shall obtain funding from membership dues levied on its members. The total annual dues of all members shall be determined by the Names Council but shall in no case be greater than \$50.00 US per year. New members' dues liability shall commence on the first of the month next following receipt of its application for membership, and its dues shall be pro-rated from that date to the end of the calendar year. No member shall have the right to vote until it has paid its dues in full. The annual dues of all members for each calendar year shall be due and payable before the second of February of that year. Notice to this effect shall be sent via electronic mail to the electronic mail address on record, to each member whose dues remain unpaid at the end of thirty days thereafter.

Any member whose annual dues remain unpaid 30 days after February 2 shall be deemed to be delinquent and the rights of such members as members shall cease forthwith. Written notice to that effect shall be sent promptly to such member, and any member whose dues remain unpaid on April 2 shall be dropped automatically from membership and promptly notified thereof. Members who have been so dropped may re-apply for membership on payment of any delinquency, and such application will be handled in accordance with Section 2 of this Article.

Section 3.04 Resignations

Any member may resign its membership at any time by giving written notice thereof to the Names Council, accompanied by payment of any outstanding indebtedness to the DNSO. Said resignation shall take effect as of its date unless some other date is specified therein. The acceptance of such resignation will not be necessary to make it effective. No dues previously paid by such resigning member shall be refunded by the DNSO unless such dues were not due and payable until after the resignation was received by the DNSO.

Article IV. NAMES COUNCIL

The Names Council is delegated the task of effecting cooperation and consensus on policies regarding TLDs, including operation, assignment and management of the domain name system and other related subjects, and, in accordance with Article VI, Section 3(a)(ii) of the Corporation's Bylaws, the Names Council shall make recommendations on such subjects to the Board of ICANN.

The Names Council shall seek input and review of its recommendations and Board nominations from all Members.

The DNSO, the Names Council and the Membership will establish on-line methods of meeting, cooperating, and gauging and effecting consensus and conducting ballots. However, until some confidence is gained in these on-line methods, the Names Council may choose to utilize more traditional methods of voting.

The processes of the Names Council shall be governed by open and transparent non-discriminatory processes. A general mechanism for review of conflicts and grievances will be developed, and the Names Council shall appoint a Fair Hearing Panel which will, among other responsibilities delegated to it by the Names Council, hear appeals pursuant to Article 6. of this application.

Section 4.01 *Initial Names Council*

The initial Names Council shall consist of five members, elected by the Membership. The members of the initial Names Council shall elect a Chairperson from among their ranks. Members of the initial Names Council shall serve a one-year term or until the first Annual Meeting of the DNSO, whichever occurs first, unless such term is extended for an additional period. Members of the initial Names Council shall not be eligible for additional service on the Names Council at the end of the member's term on the initial Names Council. In no case shall any extension go beyond the second annual meeting of the DNSO.

(a) Powers and Responsibilities

The powers and responsibilities of the initial Names Council shall be limited to establishing the DNSO and ratifying its By-laws, making it financially solvent, effecting arrangements for a secretariat, appointing three members to the initial Board of ICANN, and responding to requests for advice and comment from the Board of ICANN.

(i) Term limitations

Members of the Initial Names Council of the DNSO shall not be qualified to serve as a DNSO representative for the initial ICANN Board for a period including their time on the Initial Names Council and for one year thereafter.

(ii) Compensation

Members of the Names Council shall serve without compensation, provided, however, that members of the Names Council may be reimbursed by the DNSO for out of pocket expenses incurred in connection with their function if the expense is objectively necessary, and if the member seeking reimbursement can document the expense. Such reimbursements shall be brought up as an agenda item at the appropriate names council meeting, and documented along with the minutes of that meeting for review by the membership.

(iii) Eligibility and Powers of Council Members After the Initial Council

The control and management of the DNSO shall be vested in the Names Council consisting of a Chairperson and eleven (11) council members, each of whom shall have one vote. The Names Council shall be elected by the Membership.

(b) Election

Names Council members shall be elected only at an Annual meeting of the DNSO. At least 120 days prior to said Annual meeting, the Names Council shall set a 30 day period in which DNSO members may be nominated for membership to the Names Council, and shall give all DNSO members 30 days notice of such nomination period. No DNSO member may nominate more than one Names Council member nominee. All nominations must be submitted to the Names Council with a statement clearly and concisely documenting the DNSO member's (a) involvement with respect to the objectives of the DNSO, and (b) legitimate interests in these objectives. Nominations not submitted in a timely manner, for Names Council membership, shall not be considered. Upon the close of the nomination period, the Names Council shall notify all DNSO members of the nominees. Those receiving the majority of the votes therefor shall be elected.

(c) Term

The term of membership on the Names Council shall be two years.

(d) Meetings

The members of the Names Council shall be required to meet at least four (4) times per year. The Chairperson of the Names Council shall select the time and place of this meeting. The place of each meeting shall change to accommodate the international composition of the Names Council. Special or emergency meetings may be held at such times and places (1) as the Names Council may decide, (2) at the call of the Chairperson, or (3) on the written requests of the majority of the member of the Names Council.

At least one yearly meeting must be physical, while the other three may be held by teleconference, providing that a quorum must be met. Teleconference Meetings must be announced at least 30 days in advance, while physical meetings must be announced at least 90 days in advance.

All meetings are "on the record" and minutes will be published within 15 days.

(e) Vacancies

In the event of a Names Council member's death, resignation, ineligibility or inability to perform the duties of a member of the Names Council, a majority of the Names Council then in office shall have the power to designate a successor to serve for the remainder of the term of such Names Council member.

(f) Quorum

A majority of the entire Names Council shall constitute a quorum for the purpose of any meetings of the Names Council.

(g) Selection of DNSO Representatives

Selection of DNSO Representatives for the ICANN Board Pursuant to Article V, Section 4 of the ICANN By-laws, the DNSO is accorded three (3) seats on the ICANN Board. Selection of the DNSO representatives for the ICANN Board shall rest with the Membership. The Names Council shall ensure the fairness of any general election by the Membership of the three seats allocated to the DNSO. [NOTE: There is no consensus that the SOs should nominate board members at all...]

(h) Removal of DNSO Representatives

Removal of DNSO Representatives for the ICANN Board If, in the opinion of the Names Council, a member of the ICANN Board elected by the DNSO is no longer capable of fulfilling his or her responsibilities, or is no longer operating in the best interest of the DNSO, the Names Council may, by 2/3 vote, call a Special Referendum of the Membership asking for removal of that Board member. If 2/3 of the Membership then votes for removal, the Board Member will then be removed.

In the event of removal of one or more DNSO elected members of the ICANN Board, the Names Council will appoint one or more Members (who is/are not also currently serving on the Names Council), as a temporary measure. A 2/3 vote of the Names Council shall be necessary for such appointment. The Names Council will then immediately seek nominations from the Membership for a replacement to serve out the remainder of the removed Board member's term. No Board member who has been removed will be eligible for nomination. A Special Election of the Membership shall be held as soon as practicable from the nominees submitted to the Names Council.

Article V. OFFICERS, COUNSEL AND EMPLOYEES

Section 5.01 Election and Duties

The officers of the DNSO shall be a President, who shall also be Chairperson of the Names Council, an Executive Vice President, not more than 3 other Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected from DNSO members at the Annual meeting by a majority vote to serve until the next Annual meeting or until a successor shall have assumed the duties of the office. No one shall be eligible to serve successive terms as President. The Names Council may likewise elect such other officers as it may from time to time deem advisable, and they shall perform such duties as the Names Council may prescribe.

Section 5.02 President

The President shall preside at all meetings of the DNSO, and shall be the executive head of the DNSO, directly responsible to the Board of ICANN for the conduct of all DNSO operations and activities. The President shall have the authority to delegate to Name Council members or Committee Chairpersons such duties as seem appropriate for the administration thereof under the President's general supervision. The President shall submit at each annual meeting of the DNSO a report of the activities of the DNSO during the proceeding year.

Section 5.03 Vice President

In the event of the absence or inability of the President to perform the duties of the office, the Executive Vice President shall, except in the event of absence or inability to serve, become Acting President and exercise the authority and perform the duties of the office. In the event of the absence or inability of both the President and the Executive Vice President to perform the duties of the office of President, the Vice President who has seniority shall become Acting President and exercise the authority and perform the duties of the office.

If no Vice President has seniority, the Names Council shall designate a Vice President as Acting President who shall exercise the authority and perform the duties of the office.

If the President is absent or is unable to preside at a meeting of the DNSO, such meeting shall be presided over by the Executive Vice President, if present and able to act, otherwise by the Vice President having seniority who is present and able to act.

As used in this Section the term “seniority” means the greatest number of years of service as a member of the DNSO and the term “unable” and “inability” comprise death, physical disability, mental disability, resignation and removal from office.

Section 5.04 Secretary

The Secretary shall be responsible for the minutes of all meetings of the DNSO, and shall be the custodian of the seal and records of the DNSO. The Secretary shall perform such other duties as may be delegated by the Names Council.

Section 5.05 Treasurer

The Treasurer shall have the custody of all monies and securities of the DNSO and shall place same in appropriate financial vehicles and repositories in accordance with guidelines established, at least on an annual basis, by the Names Council. The Treasurer shall keep proper books of account and sign checks and give such surety bonds as the Names Council may require. The Treasurer shall make reports on the financial condition of the DNSO at each Annual Meeting of the DNSO and, whenever called upon to do so, at other meetings of the DNSO and the ICANN Board. The Treasurer shall also perform such other duties as may be delegated by the Names Council. All duties performed by the Treasurer shall be subject to the supervision and direction of the Names Council. All financial and other records in the custody of the Treasurer shall be open to the Names Council and the ICANN Board at all times for inspection or audit. On ceasing to hold office, the Treasurer shall surrender all records, files, and books of account, monies; securities and other property of the DNSO to a successor or to such other person as shall be designated by the Names Council.

Section 5.06 Counsel

Unless otherwise directed by the ICANN Board, the Names Council shall retain a Counsel to serve as legal adviser to the Names Council. This legal counsel may be replaced at any time by a majority vote of the Names Council. Counsel shall give such legal opinions as may be requested by the President or the Names Council.

Section 5.07 Succession

In the event of the death, resignation, removal from office or inability of any Officer, other than the President, to perform the duties of the office, the Names Council shall elect a successor to serve until the next Annual Meeting of the DNSO or until a successor shall have been elected and shall have assumed the duties of the office.

Section 5.08 Compensation

The Names Council shall call for a vote of the Membership to determine whether Officers of the DNSO shall receive salary beyond reasonable reimbursement of expenses.

Section 5.09 *Executive Director*

The DNSO may employ a full-time [or part-time] executive with the title Executive Director who may be the chief staff executive and who may be responsible to the President and to the Names Council. The employment or discharge of an Executive Director may be by the Names Council.

The Executive Director may participate in the recommendation, formulation and implementation of policies and programs for the DNSO; may be responsible for the development and implementation of administrative plans and procedures, for the administrative operation of the office and the supervision of all staff personnel; and may, in conjunction with the Names Council, develop and implement a budget for the DNSO.

The Executive Director shall not have a vote on the Names Council.

Section 5.10 *Employees*

The Executive Director may, with the advice and consent of the Names Council, hire additional employees on an as needed basis.

Article VI. COMMITTEES

Given the importance of having a global consensus on the policies and procedures developed by DNSO, as well as expertise relating to the objectives of the DNSO, the Names Council may create committees for such terms and with such powers and duties, as it shall deem appropriate. The nomination of members to each committee and their election by the Names Council shall be conducted in the same manner as members of the Names Council are nominated under Article IV. Each committee shall consist of the best possible experts in the given area, and thus shall not be class specific. Once formed, each committee shall nominate and vote for a Chairperson from within the committee. The nominee with the most votes shall be elected Chairperson for a term of one year. A Chairperson shall be eligible for re-election for another one-year term, but shall not again be eligible for election as Chairperson for a period of one year thereafter unless nominated for an additional term by a unanimous vote of the committee. The members of each committee shall be appointed for a term of one year, and shall be eligible for re-appointment for two successive subsequent terms of one year each. All committees shall be responsible to the Names Council for the performance of their duties, unless the Names Council shall otherwise direct. The duties of the committees shall be those indicated by their titles or as may be otherwise assigned to them by the Names Council.

Regular meetings of each committee may be held without the giving of notice if the committee for such meetings will have established a day of the week, a time, and a place. A majority of the members of each committee must be present, either in person or by telephone, radio, television or similar means of communication, at each meeting of such committee in order to constitute a quorum for the transaction of business. The act of a majority of the members so present at a meeting at which a quorum is present will be the act of such committee. Each committee will maintain a record, which need not be in the form of complete minutes, of the action taken by it at each meeting, which record shall include the date, time, and place of the meeting, the names of the committee members present and absent, the action considered, and the number of votes cast for and against the adoption of the action considered. All such records will be available to the membership within 10 days of their creation, and shall be available via the World Wide Web, or by the request of any member.

All action by each committee shall be reported to the Names Council at its meeting next succeeding such action for a vote.

Article VII. MEETINGS

Section 7.01 Annual Meeting

The Annual Meeting of the DNSO for the election of officers and Names Council and for the transaction of such other business as may come before the meeting shall be held at a time and place determined by the Names Council.

Section 7.02 Special Meetings

Special meetings of the DNSO shall be held at such times and places, as the Names Council shall determine. Special Meetings shall also be called by the President upon the request in writing of not less than 15 percent of the DNSO Members, who shall specify in their request the business which they desire to be considered at the proposed meeting.

Section 7.03 Access to Information

The DNSO shall publish, at least annually, a report describing its activities and including an audited financial statement and describing any payments made by the DNSO to Directors (other than reimbursements of expenses). Draft minutes of all DNSO meetings shall be published no later than 48 hours. The Names Council at its next regular meeting will formally approve minutes. All minutes, meetings, materials, and communications of the DNSO (and any committees thereof) shall be made publicly available immediately following approval by the Names Council, provided, however, that any minutes, materials, or communications relating to personnel or employment matters, legal matters (to the extent the Names Council determines is necessary or appropriate to protect the interests of the DNSO), and matters that the DNSO is prohibited by law or contract from disclosing publicly shall not be included in the minutes made publicly available. For any matters that the Names Council determines not to disclose, the Names Council shall describe in generic terms in the relevant minutes the reason for such nondisclosure.

Section 7.04 Notice The Names Council shall post on the a public World Wide Web Site:

(a) Periodically a calendar of scheduled meetings for the upcoming year and (b) in advance of each DNSO 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 Names Council shall post notices of special meetings of the DNSO and of the Names Council at least fourteen (14) days prior to the meetings.

Prior to adoption of any policies that substantially affect the operation of the Internet or third parties, including all substantive information of any kind that is before any person or body within DNSO (except as required by law or legal privilege) the Names Council will:

(a) provide public notice on the Web Site explaining what policies are being considered for adoption and why; (b) 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 (c) After a reasonable comment period, take action on the proposed policies, establishing an effective date, and publishing the reasons for the action taken.

As appropriate, the Names Council will facilitate the translation of final published documents into various appropriate languages.

Section 7.05 *on-line Participation*

To ensure international and diverse participation, the proceedings of the DNSO and the Names Council, as well as all Committees of the DNSO, shall to the fullest extent possible, be conducted on-line.

Section 7.06 *Names Council Reconsideration.*

The Names Council shall adopt policies and procedures through which a party affected by an action of the DNSO (either directly or indirectly) can seek reconsideration of that action. A court of competent jurisdiction shall have the power to review claims of injury by the DNSO's policies, and to order relief therefrom.

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.

The Names Council shall promulgate Fair Hearing Panels to ensure openness, accountability, and transparency in its dealings with membership, potential membership and other members of the Internet community. The fair hearing panel shall be comprised of members appointed by the relevant classes subject to oversight by the Names Council.

The Fair Hearing Panel shall be charged with collecting information from all interested parties, investigating where warranted, and presenting a report to the Names Council and to within a reasonable period of time.

The Names Council shall accept the recommendations of a Fair Hearing Panel if the Names Council finds that the recommended action, policy or procedure: (a)Complies with these By-laws, (b)Was arrived at through fair and open processes, (c)Furtheres the purposes of the DNSO.

If the Names Council declines to accept such recommendation of a Fair Hearing Panel, it shall return the recommendation to the Fair Hearing Panel for further consideration, along with an explanation of the reasons it declines to accept the recommendation. If, after reasonable efforts, the Names Council does not receive a recommendation from a Fair Hearing Panel that meets the foregoing standards or, after attempting to mediate any disputes or disagreements between participants, receives conflicting recommendations from Fair Hearing Panels, and the Names Council finds that there is a justification for prompt action, the Names Council may initiate, amend or modify and then approve a specific action, policy or procedure. Nothing in this Clause is intended to limit the general powers of the Names Council or the DNSO to act on matters not within the scope of a Fair Hearing Panel or that the Names Council finds are necessary or appropriate to further the purposes of the DNSO.

Members (and others) must have open access to the DNSO through open Fair Hearing Panels process via email, WWW contributions, formal (face to face) hearings and will at all times operate under ex parte procedures.

Section 7.07 *Names Council - Voting on Record*

A process in which the position and views of every participant shall be recorded in the minutes shall decide every matter before the DNSO.

Section 7.08 *Quorum*

A majority of the members represented in person or by proxy shall constitute a quorum at all meetings, and the act of a majority of the members present at any such meetings at which there is a quorum will be the act thereof, unless the vote of a greater number is required by law, the Certificate of Incorporation or the by-laws, in which case the vote of such greater number shall be requisite to constitute the act thereof.

Section 7.09 *Voting by the Membership*

Members may vote in person or by written proxy dated not more than xx days before the meeting named therein. Proxies shall be filed with the Secretary before being voted. Except as otherwise limited therein, proxies shall entitle the member named therein to vote at any meeting or adjournment of such meeting but shall not be valid after the final adjournment of such meeting. A proxy purporting to be executed by a member shall be deemed valid unless challenged at or prior to its exercise, and the burden of proving invalidity shall rest on the challenger.

Section 7.10 *Action by Written Consent*

Any action required or permitted to be taken at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all necessary members.

Section 7.11 *Adjournment of Meetings*

At any meeting, if less than a quorum is present, a majority of the members present, either personally or by proxy, shall have the power to adjourn the meeting without notice other than announcement at the meeting until a quorum shall be present.

Section 7.12 *Rules of Order*

All meetings of the DNSO, Names Council and Committees shall be conducted in accordance with the most recently revised edition of Robert's Rules of Order, unless such conduct would be in conflict with these By-laws or any applicable provision of law in which case these By-laws or such applicable provision of law shall govern.

Article VIII. REMOVAL, SUSPENSION AND EXPULSION

Section 8.01 *Removal of Officers and Committee Chairpersons*

Any Officer or Committee Chairperson may be removed from office by a vote of two-thirds of the membership for failure or refusal to perform the duties of the office properly, or for conduct bringing the DNSO into disrepute. Absence of an Officer or Committee Chairperson from three consecutive meetings may be deemed by the Names Council to be failure to perform the duties of the office properly.

Section 8.02 *Term of Paid Employees*

Notwithstanding any provisions of these By-laws to the contrary, paid employees of the DNSO shall hold office and employment at the pleasure of the Names Council, and paid employees shall not be eligible to membership on the Names Council.

Section 8.03 *Suspension or Expulsion of a Member or Disqualification*

- A member may be suspended for a period or expelled for cause such as violation of any of the By-laws of the DNSO or for conduct prejudicial to the best interests of the DNSO.
- A member may be temporarily or permanently disqualified from serving as a member for cause, such as violation of any of the By-laws of the DNSO or for conduct prejudicial to the best interests of the DNSO.
- Suspension, expulsion or disqualification of a member shall be by a two-thirds vote of the entire membership provided that a statement of the charges shall have been mailed to the member under charges at the last recorded address at least fifteen (15) days before final action is to be taken thereon, accompanied by a notice of the time when and place where a Special Meeting shall be held. The Names Council shall receive input from any member who wishes at that time, and shall then vote as to whether a referendum shall be called for from the membership. The member shall be given an opportunity to be present at the time and place mentioned in such notice and to present a defense, including the right of representation by counsel and the right of cross-examination.

Article IX. CONFLICT OF INTEREST

Any contract or other transaction between the DNSO and any firm, corporation or association of which one or more of the DNSO members' are members, shareholders, directors, officers or employees, or in which they are interested, shall be valid, provided (i) the fact of such interest is previously disclosed or known to the DNSO, and (ii) the DNSO shall nevertheless authorize, approve and ratify such contract or transaction at a meeting of the DNSO by a vote of a majority of the members present, such interested member or members to be counted in determining whether a quorum is present, but not to

Be counted in calculating the majority of such quorum necessary to carry such vote. The awarding of contracts shall take place in a fair and non-discriminatory process.

Article X. INDEMNIFICATION

The DNSO shall indemnify all Officers and Committee Chairpersons for acts within their respective authorities to the full extent permitted by the Not-For-Profit Corporation Law of the State of California, and the DNSO shall indemnify, to the same extent as Officers and Committee Chairpersons, all Counsel, members of committees, other volunteers authorized to act on behalf of the DNSO and employees of the DNSO. Any question as to whether a person is eligible for indemnification in a specific matter shall be determined either by a special Committee of at least three Officers who are not parties to the matter and who are appointed by the Names Council, or in a written opinion by an independent legal counsel who shall be designated by the Names Council.

Article XI. AMENDMENTS

These By-laws may be amended at any meeting of the DNSO by a majority vote of the members, provided, that the Secretary shall have mailed notice in writing to all members, stating the proposed amendments in full, not less than twenty days prior to the meeting at which such amendments to these By-laws are to be voted upon.