

Version 32 – 16 May 2022

BYLAWS OF AMERICAN REGISTRY FOR INTERNET NUMBERS, LTD.

(Formed under the Virginia Nonstock Corporation Act)

ARTICLE I: Organization

The name of this corporation is American Registry for Internet Numbers, Ltd. (hereafter "ARIN").

ARTICLE II: Purpose, Missions, and Methodology

Section 1. Purpose

ARIN shall be operated exclusively for nonprofit educational, charitable, and scientific purposes, including, without limitation, the purposes stated in ARIN's Articles of Incorporation. Policies and processes followed by ARIN for the allotment of Internet numbering resources and for appeals of allotment decisions will be made publicly available and readily accessible on ARIN's website.

Section 2. Mission and Methodology

ARIN supports the operation of the Internet through the management of Internet number resources throughout its service region; coordinates the development of policies by the community for the management of Internet Protocol number resources; and advances the Internet through informational outreach. ARIN will continue to utilize an open, transparent multi-stakeholder process for registry policy development.

ARTICLE III: Offices

The principal office of ARIN shall be in the Commonwealth of Virginia. It may also have offices at such other places as the Board of Trustees may, from time to time, designate.

ARTICLE IV: Composition of ARIN

ARIN shall consist of its membership, Board of Trustees, officers, Advisory Council, and employees as are needed to effect its purposes and objects.

ARTICLE V: Membership

Section 1. Membership Types.

The membership of ARIN shall have three classes of members: Trustee Members, General Members, and Service Members.

a. Trustee Members

Trustees are individuals who may be, but are not required to be, Service Members, General Members or

representatives of General Members, as defined below. Trustee Members shall consist of ARIN's elected and appointed individuals to the Board of Trustees and the President of ARIN, hereafter known and referred to as Trustees.

b. General Members

General Members shall consist of entities wishing to participate in Internet number resource policy development that have a valid ARIN registration services agreement (RSA or LRSA) for Internet number resources, and that meet any eligibility requirements and pay subscription fees or membership fees as the Trustees may establish from time to time.

c. Service Members

Service Members shall consist of entities that have a valid ARIN registration services agreement (RSA or LRSA) for Internet number resources, that pay subscription fees or membership fees as the Trustees may establish from time to time, and that either do not have an interest in participation as a General Member or do not meet the eligibility requirements established by the Board of Trustees for General Members. Service Members do not have the right to vote in ARIN elections.

Section 2. ARIN Meetings

ARIN will hold Public Policy and Members Meetings biannually and in person when possible. ARIN's Annual Meeting is held annually and may coincide with an ARIN Public Policy and Members Meeting. Special meetings may be called by the President and may be held in person or by virtual meeting using electronic communications that extends over a period not in excess of twenty-four hours. Formal notice of all such special meetings shall be delivered to each General Member and Service Member via email between 10 and 60 days in advance of the announced meeting date.

Section 3. Membership Rights

a. Rights of Trustee Members

All Trustees shall have the right to participate in members-only discussions. Any Trustee that also serves as the voting contact for a General Member in good standing is also entitled to vote in ARIN elections.

b. Rights of General Members in Good Standing

A General Member in Good Standing is defined as an entity that is current on all fee payments due and payable to ARIN. All General Members in good standing shall have the right to vote in ARIN elections, and participate in members-only discussions. They shall also be entitled to any future rights the Board of Trustees may, from time to time, grant to General Members. Each General Member shall designate a voting contact to vote on its behalf in any ARIN general election for the Board of Trustees and Advisory Council and other matters related to ARIN.

c. Rights of Service Members in Good Standing

A Service Member in Good Standing is defined as an entity that is current on all fee payments due and payable to ARIN. All Service Members in good standing shall have the right to participate in specified mailing lists and discussions, and to exercise such additional rights as the Board of Trustees confers from time to time.

ARTICLE VI: Board of Trustees, Advisory Council and Committees

Section 1. Board of Trustees

a. Authority and Responsibilities

The power, authority, property, and affairs of ARIN shall at all times be exclusively exercised, controlled, and conducted by or under the authority of the Board of Trustees subject to any limitations set forth in the Articles of Incorporation and in accordance with the Virginia Nonstock Corporation Act as it now exists or hereafter may be amended. The Board of Trustees shall retain continuing oversight authority of the nomination, appointment, election, and removal process of individuals to ARIN and non-ARIN bodies and organizations.

b. Composition

The Board of Trustees shall consist of seven (7) voting members. Six (6) of these members shall be elected or appointed in accordance with Article VIII. The President of ARIN is the seventh voting member of the Board of Trustees.

Starting with the 2022 ARIN Board of Trustees Election, the number of elected Board seats will be expanded with additional seats filled via the normal election mechanisms. At the conclusion of this expansion, the Board will consist of ten (10) voting members, nine (9) of these being elected.

- I. In 2022, an additional open seat will be available for the 2022 Board of Trustees election, increasing the number of open seats to at least three (3). The term of this seat will start 1 January 2023.
- II. In 2023, an additional open seat will be available for the 2023 Board of Trustees election, increasing the number of open seats to at least three (3). The term of this seat will start 1 January 2024 .
- III. In 2024, an additional open seat will be available for the 2024 Board of Trustees election, increasing the number of open seats to at least three (3). The term of this seat will start 1 January 2025.

c. Document Requirements

Annually, at or before, the Board's first meeting of the year, each Trustee shall complete and sign a set of documents which will attest to the Trustee's agreement to comply with ARIN Board policies and procedures. These documents shall be approved in advance by the Board which will, from time to time, review and revise these documents, or add or delete documents, from the adopted list of documents.

d. Trustee Conflict of Interest

Should conflicts of interest arise between a Trustee's personal interest and their professional obligations to ARIN, the Board of Trustees shall follow the established Conflict of Interest Policy, which shall be made publicly available on the ARIN website. The Board, from time to time, may review and revise the Conflict of Interest Policy.

e. Eligibility

No person may assume the office of Trustee while employed by, having a consulting relationship with, or receiving material compensation from, or engaged in material financial association with, the employer or related corporate organization of a sitting Trustee.

Section 2. Advisory Council

a. Function

The Advisory Council shall act in an advisory capacity to the Board of Trustees on matters as the Board of Trustees may, from time to time, request involving Internet numbering resource policies and related matters. The President of ARIN shall be the primary point of contact between the Advisory Council and the Board of Trustees.

b. Composition

The Advisory Council shall consist of no more than fifteen (15) persons, each elected in accordance with Article VIII. In addition, the President of ARIN is a non-voting ex officio member of the Advisory Council. The Chair of the Advisory Council shall be elected annually in January, by the Advisory Council members from among its membership, at or before its first meeting of the year.

Section 3. Committees, Working Groups and Task Forces

Committees, working groups, and tasks forces (hereafter known and referred to as committees) may be formed to consider, investigate, or take action on certain matters. The Board of Trustees shall determine when committees are needed and how members shall be elected or appointed. The President of ARIN serves as an ex-officio member of all committees, unless stated otherwise in the committee charter. When forming a committee, the Board of Trustees shall determine the terms of service for its members.

a. Standing Committees

Standing committees shall perform a continuing function, as described and outlined in a Board-approved charter for each committee, and have a continuous and on-going duration.

The Standing Committees shall consist of the following:

- i. Compensation Committee;
- ii. Finance Committee;
- iii. Governance Committee;
- iv. Mailing List Acceptable Use Policy Committee;
- v. Nomination Committee;
- vi. Risk & Cybersecurity Committee; and
- vii. Other committees as the Board may constitute and define.

b. Special Committees

Special committees shall be appointed to carry out a specified task, as specified in a Board-approved committee charter. At the completion of the task or within a time-period specified in its charter, special committees shall be dissolved.

c. Committee Governance

Unless otherwise specified with accompanying reasons in a committee's charter, each committee shall meet at least quarterly; circulate to all committee members an agenda in advance of each meeting; and shall maintain records of attendance and of recommendations and decisions to the Board.

Section 4. Terms of Office

The standard term of office of elected Trustees and Advisory Council members shall be three (3) years and commence on the first day of January following the completion of the election process. Seats of the Board of Trustees and Advisory Council with a pending vacancy due to term expiration shall, unless the Board otherwise determines, be filled by the normal election process in rotating serial order each year. Trustees and

Advisory Council members may be elected to serve multiple terms.

a. Limits on Terms of Office

At the end of calendar year 2025 henceforth, any individual who has served three (3) consecutive and complete terms of office on the Board of Trustees must take a two (2) year break in service before being able to serve again on the Board of Trustees.

Section 5. Resignation

Any elected or appointed Trustee, Advisory Council member, or committee member may resign at any time by giving written notice to the President at the offices of ARIN. Any such resignation shall take effect at a date specified in the notice or when the notice of resignation is delivered.

Section 6. Removal from Office

a. Process For Removing a Trustee

A Trustee may be removed by a vote as described in 6(a) III. Such a vote can occur after a successful petition process as described in 6(a) (I), or after recommendation of removal of a Trustee by the Board of Trustees as described in 6(a) II.

- I. Petition to Remove Trustee: A Trustee may be removed from office, with or without cause, by a successful recall petition and vote process initiated by the General Members. Upon receipt of a recall petition signed by at least 10% of the General Members in good standing, the President shall verify the petition and schedule the recall vote to be held in accordance with Article VIII, Section 4 ("Voting and Results") within ninety (90) days of verification. While a single petition can name multiple Trustees, only one Trustee shall be subject to recall at any time.
- II. The Board of Trustees May Propose that the General Members Remove a Trustee. The Board of Trustees can recommend to the General membership that a Trustee be removed. The Trustee who is the subject of such a proposed removal must be provided with ten (10) calendar days notice prior to the Board of Trustees vote, and shall be entitled to appear before and be heard at such telephonic or in person meeting. Removal may proceed without the affected Trustee's participation or response. A unanimous vote of the remaining unaffected Trustees is required to make the report. The Board of Trustees may provide the General Membership with such statement as it sees fit for its recommendation. A vote by the General Membership shall take place thirty (30) to forty (40) days after the Board of Trustees report to the General Membership. No petition process is needed for such a vote.
- III. Removal Vote. The Trustee proposed to be removed under either (I) or (II) shall be entitled to publish a public statement on the ARIN website. Removal may proceed without the Trustee's participation. The trustee shall be removed if a majority of those ballots cast call for recall of the Trustee, so long as quorum and election requirements are met. If the removal is successful, the seat is declared vacant and shall be filled according to the Board interim appointment process described in Section 7, below. The Board may not reappoint a Trustee who has been removed by the membership.

b. Removal of an Advisory Council Member

- I. Removal by Recommendation of the Advisory Council. Any member of the Advisory Council may be removed from office, with or without cause, by the affirmative vote of two-thirds of the members of the full Advisory Council. Any such member proposed to be removed shall be entitled to at least ten (10) calendar days' notice prior to the voting period and shall be entitled to appear before and be heard at such meeting. Removal may proceed without the member's participation. The Board of Trustees shall confirm the results of the removal process at its next meeting.
- II. Removal by Trustees. Any member of the Advisory Council may be removed from office with or

without cause by the affirmative vote of two-thirds of all the Trustees present and voting at any time at a meeting of the Board of Trustees. Any member proposed to be removed shall be entitled to at least ten (10) calendar days' notice prior to the voting period and shall be entitled to appear before and be heard at such meeting. Removal may proceed without the member's participation.

Section 7. Interim Appointments and Partial Terms

When a vacancy occurs during the unexpired term of an elected or appointed individual, the body in which the vacancy occurs may, at its discretion, upon majority vote of the remaining members, appoint an interim member to fill the vacancy until the end of the then-current calendar year and succeeded by an individual elected at the next general election, as set forth in Article VIII. The seat of any such interim appointment shall be included in the first general election process that starts after the appointment. An individual elected as a successor to a vacancy serves the remainder of the unexpired term. The candidates with the highest vote totals in the general election shall be elected to the three-year terms, and the candidate(s) with the next highest vote total(s) shall be elected as successor(s) to the vacancy for the remainder of any unexpired term.

Section 8. Meetings

The Board of Trustees shall meet at least twice annually. The Advisory Council shall meet at least once annually.

a. Meeting Types, Methods, and Notice

Meetings of the Board, Advisory Council and committees may be held from time to time at such intervals and at such places as may be fixed by the Board, Advisory Council or committee. Meetings may be held only in person or remotely in accordance with the Virginia Nonstock Corporation Act. Notice of all regular meetings shall be delivered to each member by email or by postal mail at least ten (10) calendar days before the meeting. Special meetings of the Board may be called for any purpose at any time by the Chair of the Board or by any three (3) Trustees. Special meetings of the Advisory Council may be called for any purpose at any time by the Chair or by any five (5) members. Notice of any special meeting shall state the purpose of the meeting. A Trustee, Advisory Council member, or committee member may waive notice of a meeting by submitting a signed, written waiver of notice, either before or after the meeting. A member's attendance at or participation in a meeting waives any required notice of the meeting unless at the start of such meeting or promptly upon arrival the member objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

b. Quorum

A majority of the Trustees, Advisory Council members, or committee members shall constitute a quorum for the transaction of business. Decisions of the Board of Trustees, Advisory Council or committee shall be made by the concurrence of a majority of members present and voting. Absentee voting and voting by proxy shall not be permitted. The Board or Advisory Council may, at its discretion, take action without meeting as set forth in Section 8(c) below. If at any meeting there is no quorum present, the Board or Advisory Council must not transact business.

c. Actions Taken Without Meeting

Any action required or permitted to be taken at any meeting of the Board of Trustees or Advisory Council may be taken without a meeting if all members consent in writing to such action. Such action shall be evidenced by written consent from each member approving the lack of a meeting.

d. Approval of Meeting Minutes

Minutes of the Board of Trustees and Advisory Council must be approved via a procedure adopted by the body and publicly available on the ARIN website.

ARTICLE VII: Officers

Section 1. Number

The Officers of ARIN shall include a Chair of the Board, a President, a Treasurer, a Secretary, and such inferior Officers, including a Vice Chair, as the Board of Trustees may determine.

Section 2. Election, Term of Office, and Qualifications

The Chair of the Board of Trustees shall be elected by the Board of Trustees from among its members. The Vice Chair shall be appointed or elected from among the Board of Trustees' members as described in Section 7 of this Article. All other officers, with the exception of the President, shall be individuals elected by the Board of Trustees.

The Chair, Secretary, and Treasurer shall be elected during the first meeting of the Board after January 1, shall take office immediately upon election, and shall hold office until their successor is duly elected.

The Vice Chair shall be appointed or elected prior to or during the second meeting of the Board after January 1, shall take office immediately upon election, and shall hold office until his or her successor is duly appointed or elected. Elected Officers that are not Trustee Members or General Members are not entitled to any membership rights.

A majority vote of the Trustees in office is required to elect a candidate to an officer position. If there are more than two candidates for an office, and if no candidate has a vote that is equal to or greater than a majority of Trustees in office, then the two candidates receiving the highest number of votes will go to a new ballot, and a new vote will be called. In the event that three or more candidates tie for the highest number of votes, all such candidates will go into a new ballot. No Trustee shall simultaneously serve the position of two officers unless elected to do so by the affirmative two-thirds vote of the Trustees then in office; this restriction does not apply to the ability of officers to serve as such other inferior officers that may have been determined by the Board of Trustees.

Section 3. Chair of the Board

The Chair of the Board shall preside at all member meetings of ARIN. The Chair shall be the principal point of contact between the Board of Trustees and the President between meetings. If the Chair is not available to preside over a meeting, the Vice Chair shall preside at that meeting only.

Section 4. President

The President shall be the Chief Executive and Administrative Officer and will be hired by the elected members of the Board of Trustees. The President shall serve as an ex officio non-voting member of all committees created by the Board of Trustees other than the Compensation Committee. The President shall serve pursuant to a written agreement setting forth compensation and terms and conditions of employment. The President shall act in an advisory capacity to all other officers and Trustees. Within the limits established by the Board of Trustees the President shall: execute contracts on behalf of ARIN, have full authority over the administration and management of ARIN, and further shall exercise such other powers as usually pertain to the CEO of an organization. In the case of the death of the President, or a case where the President has, in writing, indicated a period where the President cannot undertake their official duties, the official duties of the President shall be performed following the process defined in the adopted ARIN succession plan, until such a

time that the Compensation Committee can meet.

Section 5. Treasurer

The Treasurer shall have the custody of all funds, property, and securities of ARIN, subject to such regulations as may be imposed by the Board of Trustees. They may be required to give bond for the faithful performance of his or her duties, in such sum and with such sureties as the Board of Trustees may require or as required by law, whichever is greater. When necessary or proper, they may endorse on behalf of ARIN for collection, checks, notes and other obligations, and shall deposit same to the credit of ARIN at such bank or banks or depository as the Board of Trustees may designate. They shall make or cause to be made such payments as may be necessary or proper to be made on behalf of ARIN. They shall enter or cause to be entered regularly on the books of ARIN to be kept by them for that purpose, full and accurate account of all monies and obligations received and paid or incurred by them for or on account of ARIN, and shall exhibit such books at all reasonable times to any Trustee on application at the offices of ARIN incident to the Office of Treasurer, subject to the control of the Board of Trustees. Certain duties of the Treasurer as may be specified by the Board of Trustees may be delegated by the Treasurer to the President or a designated member of the ARIN staff. Notwithstanding the provisions of Article VII, Section 2, in the event the office of Treasurer is vacated, the Chair shall assume the duties of Treasurer until such time as the Board of Trustees shall elect a new Treasurer.

Section 6. Secretary

The Secretary shall have charge of such books, records, documents, and papers as the Board of Trustees may determine, and shall have custody of the corporate seal. The Secretary shall keep, or cause to be kept, the minutes of all meetings of the Board of Trustees. The Secretary may sign, with the President, in the name and on behalf of ARIN, any contracts or agreements, and they may affix the corporate seal of ARIN. The individual serving as Secretary, in general, performs all the duties incident to the Office of Secretary, subject to the supervision and control of the Board of Trustees. Certain duties of the Secretary, as may be specified by the Board of Trustees, may be delegated by the Secretary to the President or a designated member of the ARIN staff.

Section 7. Vice Chair of the Board

The office of the Vice Chair shall be an inferior office. The Vice Chair of the Board of Trustees will act as the Chair of the Board of Trustees when designated to do so by the Chair, or in the case of a vacancy, absence, or incapacitation in the office of Chair, until such time as the Board of Trustees elects a new Chair. The Vice Chair is elected by the Board from among its members; or, the Board may request by majority vote that the Chair appoint a Vice Chair.

Section 8. Vacancies

a. Removal

Any officer may be removed from office by the affirmative two-thirds vote of the Trustees then in office at any time with or without cause at a regular meeting or special meeting called for that purpose. Any officer proposed to be removed shall be entitled to at least ten calendar (10) days' notice, in writing, by mail, of the meeting of the Board of Trustees at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Trustees at such meeting.

b. Interim Officer Elections

In case any elected officer position of ARIN becomes vacant, the majority of the Trustees in office, although less than a quorum, may elect an officer to fill such vacancy at the next meeting of the Board of Trustees, and

the officer so elected shall hold office and serve the remainder of the term until their successor is duly elected.

ARTICLE VIII: Elections and Appointments

Section 1. Elections

The Board of Trustees and members of the ARIN Advisory Council shall be elected by an approval process. Persons who are eligible in accordance with these Bylaws and published ARIN documentation and who have agreed to run for office are known as "Candidates." The Candidates with the highest number of total votes will be elected. Any person may be nominated ("Nominees"), but not all Nominees may be considered as Candidates.

a. ARIN Representation to Outside Organizations

ARIN may elect or appoint members to outside organizations. Procedures for such elections and appointments shall be approved by the Board and publicly available on the ARIN website.

b. Nomination and Appointment Conflict of Interest

The Board of Trustees, from time to time, shall determine conflicts of interest related to candidacy for elected ARIN bodies and ARIN representation to outside organizations, either elected or appointed. Such determinations shall be publicly available on the ARIN website. All Nominees are subject to the ARIN Nomination and Appointment Conflict of Interest Requirements, as amended from time to time.

c. Procedure Approval and Publications

All nomination and election processes not contained in these Bylaws shall be approved by the Board of Trustees and publicly available on the ARIN website.

Section 2. Nomination of Candidates

During the established period, and in accordance with published documentation, eligible individuals wishing to be considered for candidacy for election to the Board of Trustees or the Advisory Council may submit their name and completed nominee questionnaire for review by the Nomination Committee. The number of Candidates on the slate for each body shall exceed the number of open positions. If Candidates withdraw from the election, causing the number of Candidates to be less than the number required, the Board of Trustees may, at its discretion, appoint the necessary number of Candidates for the requirement to be met.

a. Nomination Committee

No person may be a member of the Nomination Committee and also be a Candidate for election in the same year.

b. Nominations by Petition

Trustee and Advisory Council Candidates may be nominated by petition, and specific procedures for such petitions shall be approved by the Board and publicly available on the ARIN website. The President of ARIN shall provide eligible petitioners at least seven (7) calendar days to submit the expression of intent to petition, and another fourteen (14) calendar days to receive the necessary signatures. The number of signatures required for petition nominations shall be at least two percent (2%) of, but no less than one hundred (100), eligible General Members as of the established opening date of the nomination period. Only one signature per eligible General Member, via its voting contact, shall count toward the petitioner's signature requirements.

The President of ARIN shall add any petitioner who meets these and other documented petition requirements to the ballot.

Section 3. Notifying Members of Candidates

The President of ARIN shall, at least ten (10) calendar days prior to the first day of the election period, mail electronically to the membership a final list of Trustee and Advisory Council Candidates, including successful nominations by petition.

a. Nominee Questionnaires

Candidates' nominee questionnaires shall be posted on the ARIN website.

b. Attendance at the Final Public Policy and Members Meeting of the year

Candidates for Trustee and Advisory Council positions are permitted, but not required, to appear before the membership at the final Public Policy and Members Meeting of the year for the purpose of introducing themselves. Candidates who are not General Members in good standing may attend the final Public Policy and Members Meeting of the year for this purpose.

Section 4. Voting and Results

a. Voting

Each General Member of record and in good standing on such date that is forty-five (45) days before a ballot or election shall be eligible to vote (through its voting contact) in such ballot or election. Quorum is achieved by having ballots cast by at least 5% of the total eligible voters. The President shall certify a list of eligible voters, and a non-candidate Board member who shall be selected by the Board shall confirm the President's review. Eligible voters shall vote electronically using a procedure approved by the Board of Trustees and publicly available on the ARIN website. General Members cast one (1) vote for each Trustee and each Advisory Council vacancy and one vote for each ballot measure.

b. Election Period

The Election Period shall begin during the final Public Policy and Members Meeting of the year for general elections and as established by the President for other votes. The membership shall receive electronic notice in advance of the deadline to establish voter eligibility and have at least seven (7) calendar days after the Election Period opens to electronically cast their votes, provided that any such electronic transmission shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member. Votes received by ARIN after the close of the Election Period shall not be counted.

c. Election Results

The President and one member of the Board of Trustees shall, in cooperation with ARIN's General Counsel, confirm the vote tally and certify that the election was held following the approved voting procedures. The Board of Trustees shall confirm the results of the election process and the President of ARIN shall formally announce the results of the voting as soon as possible, but not later than seven (7) calendar days following the close of the Election Period.

d. Tiebreak

In the event of a tie for the final available open seat in a general election, the President of ARIN shall select

the winner by random lot, following a procedure approved by the Board and publicly available on the ARIN website.

Section 5. Unfulfilled Positions and Partial Terms

a. Failure of an Elected Candidate to Assume a Vacant Position

In the event of the failure of any elected Candidate to assume their position, the vacancy created shall be filled by the non-elected Candidate having the highest number of votes cast for the position and who is willing to serve, and that individual so elected shall assume office.

b. Partial Terms

If a partial term is being filled during an election, the non-elected Candidate having the highest number of votes cast for the position and who is willing to serve shall assume office for the remainder of the unexpired term.

ARTICLE IX: Financial Administration

Section 1. Fiscal Year

The fiscal year of ARIN shall be from January 1 to December 31.

Section 2. Contracts, Checks, Deposits, and Funds

The Board of Trustees may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of ARIN; such authority may be general or confined to specific instruments.

Section 3. Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of ARIN shall be signed by such officer or officers, or agent or agents of ARIN and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination, such instruments may be signed by the Treasurer.

Section 4. Deposits

All funds of ARIN shall be deposited from time to time to the credit of ARIN in such banks or other depositories as the Board of Trustees may select.

Section 5. Gifts

The Board of Trustees may accept or reject on behalf of ARIN any contribution, gift, bequest, or devise for the general purposes or for any special purpose of ARIN.

Section 6. Compensation and Reimbursement

No Trustee, except the President, and no Advisory Council member shall receive any compensation for their services as a Trustee or Council member. Trustees and Council members shall, however, at their request, be reimbursed for actual, necessary, and reasonable travel and subsistence expenses incurred by them in the

performance of their duties.

Section 7. Indemnification and Insurance

Each person who at any time is or shall have been a Trustee, Advisory Council member, officer, employee, or agent of ARIN, or is or shall have been serving at the request of ARIN, as a Trustee, Advisory Council member, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by ARIN in accordance with and to the full extent permitted by the Virginia Nonstock Corporation Act as in effect at the time of adoption of these Bylaws or as amended from time to time. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any Bylaw, agreement, or vote of disinterested Trustees or otherwise. If authorized by the Board of Trustees, ARIN may purchase and maintain insurance on behalf of Trustees, Advisory Council members, officers, employees, or agents of ARIN to the full extent permitted by the Virginia Nonstock Corporation Act in effect at the time of the adoption of this Bylaw or as amended from time to time.

Section 8. Dissolution

In the event of dissolution or termination of ARIN, the Board of Trustees shall, after the payment of all the liabilities of ARIN, dispose of all of the assets of ARIN exclusively for the objectives of ARIN, in such manner, or to such organization or organizations organized exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE X: Miscellaneous

Section 1. Policies and Procedures

The Board of Trustees may adopt subsidiary policies and procedures consistent with these Bylaws or with the Articles of Incorporation, and may alter, amend, or repeal any such policy or procedure.

Section 2. Records

a. Maintenance

ARIN shall keep correct and complete books and records of account, Bylaws, Articles of Incorporation, written communications to members generally, annual reports, and shall also keep minutes of the proceedings of the Board of Trustees and shall keep at its registered office or principal office a record giving the names and addresses of all Trustees and officers.

b. Publication

The Bylaws, Articles of Incorporation, audit reports, and meeting minutes shall be publicly available on the ARIN website.

c. Inspection

All books and records of ARIN may be inspected at the ARIN principal office by any Trustee for any proper

purpose at any reasonable time.

Section 3. Seal

The Board of Trustees may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of American Registry for Internet Numbers, Ltd. and the words "Corporate Seal, Commonwealth of Virginia." The seal shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of the instrument.

Section 4 Parliamentary Authority

All business meetings, including meetings of the Board of Trustees and the Advisory Council, meetings of any Committee established by the Board of Trustees and Advisory Council, and all Public Policy and Members Meetings, shall be conducted under the currently published edition of Robert's Rules of Order.

Section 5. Amendment of Articles of Incorporation

The Articles of Incorporation may be amended by the members of the Board of Trustees after General Membership Notice and Consultation in Section 6(b) at any regular or special meeting of the Board of Trustees upon any proposed amendment receiving the unanimous vote of the Trustees in office. Meeting notice and proposed amended text must be given at least 15 days in advance of a meeting called for this purpose.

Section 6. Amendment of Articles of Incorporation and Bylaws

a. Amendment of Bylaws by the Board of Trustees

Bylaws, except those specifically enumerated provisions identified in 6(b) below, may be amended by the members of the Board of Trustees at any regular or special meeting of the Trustees based upon any proposed amendment receiving the vote of four-fifths of the Trustees in office. No amendment to these Bylaws shall be made which is not in conformity with ARIN's Articles of Incorporation. Meeting notice and proposed amended text must be given at least 15 days in advance of a meeting called for this purpose.

b. Amendment of Articles of Incorporation and certain Bylaws by Board of Trustees Requiring General Membership Notice and Consultation

Article II, Section 1: Purpose; Article II, Section 2: Mission and Methodology; Article VI, Section 6: Removal from Office; and Article VIII, Section 4: Voting and Results, of the Bylaws and any Amendment of the Articles of Incorporation may only be amended by the Board of Trustees after the following procedures are completed:

- I. Motion by Board. Proposed amendments to the Articles of Incorporation or Bylaws listed in Section 6(b) must be initially approved by four-fifths motion by the Board of Trustees in office in order to trigger community notification and consultation.
- II. Community Notification. No amendment to the Articles of Incorporation or Bylaws listed in Section 6(b) shall be made without a notice of the proposed change and posting of the proposed text of the amendment being made publicly available on the ARIN website no less than thirty(30) calendar days, and no more than ninety(90) days, as specified by the Board of Trustees.
- III. Community Consultation. Members shall be afforded an opportunity to comment at a dedicated portion of ARIN's website regarding the proposed amendment, as well as at any appropriate portion of an ARIN public meeting held during the notification and consultation period.
- IV. Passage or Rejection of Bylaws by Board. Subsequent to the conclusion of the community notification and consultation process described above, the Board of Trustees may adopt or reject

changes to the enumerated bylaws by the same vote as described in paragraph 6(a).

- Effective 28 August 1997
- Amended 12 September 1997
- Amended 30 June 1998
- Amended 18 December 1998
- Amended 19 October 1999
- Amended 22 March 2001
- Amended 11 December 2001
- Amended 19 March 2002
- Amended 17 November 2002
- Amended 21 July 2003
- Amended 20 April 2004
- Amended 5 January 2005
- Amended 18 April 2005
- Amended 12 February 2006
- Amended 22 August 2007
- Amended 10 March 2008
- Amended 7 April 2008
- Amended 20 June 2008
- Amended 9 September 2008
- Amended 3 December 2008
- Amended 27 April 2009
- Amended 18 December 2009
- Amended 8 April 2010
- Amended 27 May 2010
- Amended 22 November 2010
- Amended 23 April 2012
- Amended 24 August 2012
- Amended 16 May 2014
- Amended 14 July 2015
- Amended 20 May 2016
- Amended 15 December 2021
- Amended 16 May 2022