

**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**

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.

**ARTICLE III**  
**Membership**

Section 1. Membership Types. The membership of ARIN shall have two classes of members: Trustee Members and General Members.

a. Trustee Members. Trustees are individuals who may be, but are not required to be, General Members or representatives of General Members, as defined below. Trustee members shall consist of ARIN's elected representatives 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 that pay subscription fees or membership fees as the Trustees may establish from time to time. Any entity from one of the following categories may be a General Member: all persons, Internet Service Providers, associations, corporations, firms, educational and research institutions, and governmental organizations wishing to participate in open system protocol network activities. A General Member in good standing is defined as an entity that is current on all membership and/or resource fee payments. The Board of Trustees shall determine the timeframe of what constitutes "current."

c. Other Classifications of Membership, Dues, and Fees. The Board of Trustees shall have the power to establish and designate other classifications of memberships, dues formulae, fees, or other charges.

Section 2. ARIN Meetings. ARIN Public Policy and Members Meetings are held biannually in person in the second and fourth quarters of ARIN's fiscal year. 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 via e-mail 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 submit nominations to any ARIN nominating committee, attend ARIN Public Policy and Members Meetings free of charge, and participate in members-only mailing lists and discussions. Any Trustee that also serves as the designated member representative for a General Member in good standing is also entitled to vote in ARIN elections.

b. Rights of General Members in Good Standing. All General Members in good standing shall have the right to submit nominations to any ARIN nominating committee, vote in ARIN elections, attend ARIN Public Policy and Members Meetings free of charge, and participate in members-only mailing lists and discussions in accordance with the Mailing List Acceptable Use Policy. 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 name one designated member representative to vote on its behalf in any ARIN general election for the Board of Trustees and Advisory Council and other matters related to ARIN.

**ARTICLE IV**  
**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 V**  
**Composition of ARIN**

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

**ARTICLE VI**  
**Board of Trustees**

Section 1. 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.

Section 2. Board of Trustees Composition. The Board of Trustees shall consist of seven (7) voting members. Six (6) of these members shall be elected in accordance with Section 4 of this Article VI. The President of ARIN is the seventh member of the Board of Trustees.

Section 3. Terms. The term of office of elected Trustees shall be three (3) years or until their successors have been elected and assume office. Trustees may be elected to serve multiple terms.

Section 4. Nomination and Election of Trustees. The Board of Trustees 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 to the Board of Trustees. Any person may be nominated ("Nominees"), but not all Nominees may be considered as Candidates. All Nominees are subject to the ARIN Nomination and Appointment Conflict of Interest List approved by the Board of Trustees and made publicly available on the ARIN website.

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

b. Nomination of Candidates. Prior to the fourth quarter Members Meeting and in accordance with published documentation, any Trustee or General Member in good standing may make up to three nominations for each open Board of Trustees position. The number of qualified Candidates shall exceed the number of Trustees to be elected. If Candidates withdraw from the election, causing the number of qualified 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.

c. Nomination Committee. The Board shall annually appoint a Nomination Committee consisting of seven (7) persons, including: two (2) members of the Board of Trustees, two (2) members of the Advisory Council, and three (3) volunteer General Members in good standing. The Nomination Committee shall be selected following a procedure approved by the Board and made publicly available on the ARIN website. Any member of the Nomination Committee may be removed by a majority vote of the Board of Trustees. The Nomination Committee shall be responsible for identifying, recruiting, and certifying a properly selected slate of Candidates to be placed in nomination before the membership for election. The Nomination Committee shall, following evaluation of Nominees' experiences and qualifications, submit its list of selected Candidates to the President of ARIN prior to the fourth quarter Members Meeting. No person may be a member of the Nomination Committee and also be a Candidate for election to a Trustee position in the same year.

d. Nominations by Petition. The President of ARIN shall notify the membership of the procedures for nominating Candidates by petition and procedures for completing the petition process, and shall provide for at least seven (7) calendar days to receive petition intent and another fourteen (14) calendar days to receive the necessary signatures. The number of signatures required for petition nominations shall be at least five percent (5%) of General Members in good standing as of the established opening date of the nomination period. Only one signature per General Member in good standing, via its designated member representative, shall count toward the petitioner's signature requirement.

e. Notifying Members of Nominations. The President of ARIN shall, at least ten (10) calendar days prior to the date designated as the fourth quarter Members Meeting, mail electronically to the membership a final list of Candidates, including successful nominations by petition. Candidates' nominee questionnaires shall be posted on the ARIN website.

f. Attendance at the Fourth Quarter Members Meeting. Candidates for Trustee positions are permitted, but are not required, to appear before the membership at the fourth quarter Members Meeting for the purpose of introducing themselves. Candidates that are not General Members in good standing may attend the fourth quarter Members Meeting for this purpose free of charge.

g. Voting. Each General Member in good standing, through its designated member representative, shall be entitled to cast one (1) vote for each Trustee vacancy. Quorum shall be defined as the portion of the eligible General Members in good standing which has been offered, by electronic or postal delivery, during the Election Period, the opportunity to vote. The President shall certify a list of eligible voters and the Secretary shall confirm the President's review. Eligible voters shall vote electronically using a procedure approved by the Board of Trustees and made publicly available on the ARIN website.

h. Election Period. The Election Period shall begin on the day of the fourth quarter Members Meeting. The membership shall have 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 or the member's proxy. Votes received by ARIN after the close of the Election Period shall not be counted.

i. Election Results. The President and one member of the Board of Trustees shall, in cooperation with ARIN's General Counsel, certify that the election was held following the approved voting procedures and confirm the vote tally. The Candidates receiving the plurality of votes cast shall be the winners. 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.

j. Tiebreak. In the event of a tie for the final available open seat, the President of ARIN shall select the winner by random lot, following a procedure approved by the Board and made publicly available on the ARIN website.

k. Commencement of Term. The term of office of elected Trustees shall commence on the first day of January following the completion of the election process.

l. Failure of an Elected Candidate to Assume a Vacant Position. In the event of the failure of any elected Candidate to assume his or her position, the vacancy created shall be filled by the non-elected Candidate for Trustee having the next highest number of votes cast and that Trustee so elected shall assume office.

Section 5. Quorum. A majority of the Trustees shall constitute a quorum for the transaction of business. Decisions of the Board of Trustees shall be made by the concurrence of a majority of members of the Board of Trustees present and voting. Absentee voting and voting by proxy shall not be permitted. The Board may, at its discretion, take action without meeting as set forth in Section 6(b) below. If at any meeting there is no quorum present, the Board must not transact business.

Section 6. Meetings. The Board of Trustees shall meet at least twice annually.

a. Meeting Types, Methods, and Notice. Meetings of the Board may be held from time to time at such intervals and at such places as may be fixed by the Board. Meetings of the Board may be held only in person or via teleconference. Notice of all regular meetings of the Board shall be delivered to each Trustee by e-mail 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 Chairman of the Board or by any three (3) Trustees. Notice of any special meeting shall state the purpose of the meeting. A Trustee may waive notice of a meeting of the Board of Trustees by submitting a signed, written waiver of notice, either before or after the meeting. A Trustee'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 Trustee 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. Actions Taken By the Board of Trustees Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if all Trustees consent in writing to such action. Such action shall be evidenced by written consent from each Trustee approving the lack of a meeting.

Section 7. Compensation and Reimbursement. No Trustee, except the President, shall receive any compensation for his or her services as a Trustee. Trustees 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 8. 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 9. Resignation. Any elected or appointed Trustee 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 10. Removal. Any elected Trustee may be removed from office, with or without cause, by a vote of the General Members in good standing following a procedure approved by the Board and publicly available on the ARIN website. Such a vote shall be conducted in a specially called and held meeting that follows the electronic voting procedure used for general elections as outlined on the ARIN website. Any such Trustee 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 publish a public statement on the ARIN website. Removal may proceed without the Trustee's participation.

Section 11. Interim Appointments. When a vacancy occurs during the unexpired term of a Trustee, the Board of Trustees may, at its discretion, upon majority vote of the remaining Trustees, appoint an interim Trustee to fill the vacancy until the next general election.

Section 12. Trustee Conflict of Interest.

a. As set forth in Section 12(c) below, a Trustee of ARIN who has a personal interest in a transaction, as defined below, may not participate in any discussion of that transaction by the Trustees of ARIN and may not vote to determine whether to authorize, approve, or ratify that transaction except as specifically described below. For purposes of these Bylaws, a "personal interest" is defined as any act that will provide, directly or indirectly, a financial benefit or a disparate benefit individually to the Trustee, or to a company he or she is employed by, has a significant financial interest in, or represents in any fashion. However, policies under consideration by ARIN are likely to have an impact on the business of every Trustee. It is expected that most policy decisions will have a direct or indirect impact on the Trustee's company, but such a non-individualized interest does not constitute a "personal interest" as used in these Bylaws. A "transaction" with ARIN for purposes of these Bylaws is a contract or consultancy in which the Trustee has a direct or indirect financial benefit, or a policy under consideration that will have a disparate and unusual impact on a business with which the Trustee is directly or indirectly associated.

b. The mere existence of a personal interest by a Trustee of ARIN in a transaction with ARIN shall not invalidate ARIN's ability to enter that transaction so long as the following conditions are met: (i) the material facts of the personal nature of the transaction with ARIN and the Trustee's interest in the transaction with ARIN are fully disclosed to the Board of Trustees of ARIN, either by the Trustee having a direct or indirect personal interest in the transaction with ARIN, or are brought to the attention of the Board by a third party; or (ii) the Board of Trustees of ARIN, by a vote of the disinterested Trustees of ARIN vote to authorize, approve, or ratify a transaction with ARIN; or (iii) the transaction with ARIN in which the direct or indirect personal interest of an ARIN Trustee was disclosed to the Board of Trustees of ARIN and was determined by the Board of Trustees of ARIN entitled to vote on the matter is determined by the Board of Trustees voting to be in ARIN's interests, notwithstanding the personal interest of the non-voting Trustee.

c. In determining whether a conflict of interest exists, the Board of Trustees of ARIN has the prerogative, upon review of all facts and circumstances, to make its own determination of whether a conflict of interest exists and how it is appropriate to proceed. A Trustee who perceives the possibility of a conflict of interest for him or herself, or for another Board member, may raise this issue at any point prior to a vote on any issue. Any Trustee who perceives a possible conflict of interest may present justification with respect to whether or not a conflict of interest exists, but the entire Board, with the exception of the Trustee having the potential conflict of

interest, shall make the final determination to proceed in such a matter. If the Board of Trustees finds there is a conflict of interest, the Trustee with the conflict may be excluded by the Chair of the Board from that portion of any meeting where a substantive discussion or decision to engage or not in such a transaction is made, except that he or she may provide any information that will assist the Trustees in such a matter before leaving such a meeting.

Section 13. Approval of Meeting Minutes. Minutes of the Board of Trustees must be approved via a procedure adopted by the Board and publicly available on the ARIN website.

Section 14. Document Requirements. Annually, at or before, the Boards' first meeting of the year, each member of the ARIN Board of Trustees 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.

## **ARTICLE VII** **Officers**

Section 1. Number. The officers of ARIN shall include a Chairman of the Board, a President, a Treasurer, a Secretary, and such other inferior officers 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. All other officers, with the exception of the President, shall be elected by the Board of Trustees from among such persons as the Board of Trustees may consider for election. Officers shall be elected during the first meeting of the Board after January 1, and shall take office immediately upon election. Officers may be, but are not required to be, ARIN members. Elected Officers that are not Trustee Members or General Members are not entitled to any membership rights. 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 at a regular meeting or special meeting called for that purpose; 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. No Trustee shall simultaneously serve the position of more than two officers.

Section 3. Vacancies. 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 for the remainder of the calendar year.

Section 4. Chairman of the Board. The Chairman of the Board shall preside at all member meetings of ARIN. The Chairman shall be the principal point of contact between the Board of Trustees and the President between meetings. If the Chairman is not available to preside over a meeting, the Vice Chair shall preside at that meeting only.

Section 5. 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 chief operating official of an organization. In case of a vacancy or incapacitation in the office of President, the official duties shall be performed by the Chairman of the Board of Trustees or a Trustee of his/her selection.

Section 6. 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. He or she 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, he or she 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. He or she shall make or cause to be made such payments as may be necessary or proper to be made on behalf of ARIN. He or she shall enter or cause to be entered regularly on the books of ARIN to be kept by him or her for that purpose, full and accurate account of all monies and obligations received and paid or incurred by him or her 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 Chairman shall assume the duties of Treasurer until such time as the Board of Trustees shall elect a new Treasurer.

Section 7. 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 he or she may affix the corporate seal of ARIN. He or she, in general, performs all the duties incident to the Office of Secretary, subject to the supervision and control of the Board of Trustees. The Secretary shall be the Vice Chairman of the Board of Trustees and will act as the Chairman of the Board of Trustees when designated to so by the Chairman or in the case of a vacancy or incapacitation in the office of Chairman, until such time as the Board of Trustees elects a new Chairman. A majority of the Board of Trustees may appoint a Secretary if the Vice Chair declines to act. 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 8. 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.

## **ARTICLE VIII** **Advisory Council**

Section 1. 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.

Section 2. Advisory Council Composition. The Advisory Council shall consist of no more than fifteen (15) persons, each elected in accordance with Section 4 of this Article VIII. In addition, the President of ARIN is a non-voting ex officio member of the Advisory Council. The Chairman 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. Terms. The term of office of elected Advisory Council members shall be three (3) years or until their successors have been elected and assume office. Advisory Council members may be elected to serve multiple terms.

Section 4. Nominations and Election of Advisory Council Members. 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 to the Advisory Council. Any person may be nominated ("Nominees"), but not all Nominees may be considered as Candidates. All Nominees are subject to the Nomination and Appointment Conflict of Interest List approved by the Board of Trustees and made publicly available on the ARIN website.

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

b. Nomination of Candidates. Prior to the fourth quarter Members Meeting and in accordance with published documentation, any Trustee or General Member in good standing may make up to three nominations for each open Advisory Council position. The number of qualified Candidates shall exceed the number of Advisory Council members to be elected. If Candidates withdraw from the election, causing the number of qualified 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.

c. Notifying Members of Nominations. The President shall, at least ten (10) calendar days prior to the date designated as the fourth quarter Members Meeting, mail electronically to the membership a final list of Candidates. Candidates' nominee questionnaires shall be posted on the ARIN website.

d. Attendance at the Fourth Quarter Members Meeting. Candidates for Advisory Council positions are permitted, but are not required, to appear before the membership at the fourth quarter Members Meeting for the purpose of introducing themselves. Candidates that are not General Members in good standing may attend the fourth quarter Members Meeting for this purpose free of charge.

e. Voting. Each General Member in good standing, through its designated member representative, shall be entitled to cast one (1) vote for each Advisory Council vacancy. Quorum shall be defined as the portion of the eligible General Members in good standing which has been offered, by electronic or postal delivery, during the Election Period, the opportunity to vote. The President shall certify a list of eligible voters and the Secretary shall confirm the President's review. Eligible voters shall vote electronically using a procedure approved by the Board of Trustees and made publicly available on the ARIN website.

f. Election Period. The Election Period shall begin on the day of the fourth quarter Members Meeting. The membership shall have 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 or the member's proxy. Votes received by ARIN after the close of the Election Period shall not be counted.

g. Election Results. The President and one member of the Board of Trustees shall, in cooperation with ARIN's General Counsel, certify that the election was held following the approved voting procedures and confirm the vote tally. The Candidates receiving the plurality of votes cast shall be the winners. 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.

h. Tiebreak. In the event of a tie for the final available open seat, the President of ARIN shall select the winner by random lot, following a procedure approved by the Board and made publicly available on the ARIN website.

i. Commencement of Term. The term of office of elected Advisory Council members shall commence on the first day of January following the completion of the election process.

j. Failure of an Elected Candidate to Assume a Vacant Position. In the event of the failure of any elected Nominee to assume his or her position, the vacancy created shall be filled by the non-elected Candidate for Advisory Council having the next highest number of votes cast and that member so elected shall assume office.

k. Board of Trustees Oversight. The Board of Trustees shall retain continuing oversight authority of the nomination, appointment, election, and removal process of Advisory Council members.

Section 5. Quorum. A majority of the Advisory Council members shall constitute a quorum for the transaction of business. Decisions of the Advisory Council 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 Advisory Council may, at its discretion, take action without meeting as set forth in Section 6(b) below. If at any meeting there is no quorum present, the Advisory Council must not transact business.

Section 6. Meetings. The Advisory Council shall meet at least once annually.

a. Meeting Types, Methods, and Notice. Meetings of the Advisory Council may be held from time to time at such intervals and at such places as may be fixed by the Advisory Council. Meetings of the Advisory Council may be held only in person or via teleconference. Notice of all regular meetings of the Advisory Council shall be delivered to each Advisory Council member by e-mail or by postal mail at least ten (10) calendar days before the meeting. Special meetings of the Advisory Council may be called for any purpose at any time by the Chairman or by any five (5) members. Notice of any special meeting shall state the purpose of the meeting. A member may waive notice of a meeting of the Advisory Council 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. Actions Taken By the Advisory Council Without Meeting. Any action required or permitted to be taken at any meeting of the Advisory Council may be taken without a meeting if all Council members consent in writing to such action. Such action shall be evidenced by written consent from each Council member approving the lack of a meeting.

Section 7. Compensation and Reimbursement. No Advisory Council member shall receive any compensation for his or her services as an Advisory Council member. 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 8. Resignation. Any Advisory Council 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 9. Removal.

a. Recommendation for Removal by Advisory Council. Any member 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.

b. 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 10. Interim Appointments. When a vacancy occurs during the unexpired term of an Advisory Council member, the Advisory Council may, at its discretion, upon majority vote of the remaining members, appoint an interim Advisory Council member to fill the vacancy until the next general election. Such an appointment shall be made based on a procedure adopted by the Advisory Council and made publicly available on the ARIN website.

Section 11. Approval of Meeting Minutes. Minutes of the Advisory Council must be approved via a procedure adopted by the Council and publicly available on the ARIN website.

## **ARTICLE IX** **Miscellaneous**

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. Records. 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. 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 7. Nomination and Appointment Conflicts. 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 published by the Board of Trustees.

Section 8. 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 9. Indemnification and Insurance. Each person who at any time is or shall have been a Trustee, officer, employee, or agent of ARIN, or is or shall have been serving at the request of ARIN, as a Trustee, 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, 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 10. 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.

Section 11. Order of Business. All business meetings of the Board of Trustees and the Advisory Council of ARIN and all business meetings of any Committee established by the Board of Trustees and Advisory Council of ARIN shall be conducted under Robert's Rules of Order.

Section 12. Amendment of Articles of Incorporation. The Articles of Incorporation may be amended by the members of the Board of Trustees 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 25 days in advance of a meeting called for this purpose.

Section 13. Amendment of Bylaws. These Bylaws 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.

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