



# ARIN Bylaws Change

John Curran, President and CEO

# ARIN Bylaws Change - Status



## Situation

- On 29 February 2016, the ARIN Board of Trustees proposed changes to the ARIN Bylaws. The proposed changes include:
  - Improving language for appointment of a Trustee for purposes of improving overall Board diversity of skills or background
  - Clarifying the staggering of terms for Trustee and Advisory Council members
  - Modifying the Trustee removal process to make removals by the Board of Trustees subject to membership ratification
  - Clarifying the process for interim appointments and partial terms
  - Changing the processes for Bylaws changes and Articles of Incorporation changes so all changes are sent to community consultation before final adoption by the Board of Trustees.
- From 3 March to 2 April 2016, ARIN conducted a community consultation to obtain feedback on the proposed set of Bylaws changes -  
[https://www.arin.net/participate/acsp/community\\_consult/03-03-2016\\_bylaws.html](https://www.arin.net/participate/acsp/community_consult/03-03-2016_bylaws.html)
- Community consultation yielded one comment on consultation process itself (regarding the use of the public “arin-consult” mailing list rather than ARIN member-only list) and one typo (missing period in removal provisions)
- Materials comments on substance of the Bylaws changes and significant related responses are summarized on the table that follows -

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	Source	Issue	Comments	Related Comments
1	Lee Howard (03/03/2016)	Board Member Composition	(1) Supports diversity but does not believe "lawyer" is a class for diversification. (2) Wants to see better geographic diversity. (3) Also wants to see racial and gender diversity. (4) Observes that the NomCom proposes diverse candidates but none have been elected.	L. Howard's follow up comment (03/05/2016), in response to J. Curran's response (03/03/2016), included suggestion to add another elected Board seat. B. Woodcock provided (03/05/2016) proposed breakdown chart of Board seats on a regional level
2	David Huberman (03/03/2016)	Board Member Composition	Opinion that Article VI, Section 1(b) and its statement that the term of an appointed 8 <sup>th</sup> voting member as to not exceed one year may or may not preclude the Board from appointing successive terms	After J. Curran's response (03/03/2016), D. Huberman (03/03/2016) confirmed support for virtue of proposed changes and no objection to redline text as-is.
3	Owen DeLong (03/07/2016)	Board Member Composition	Supports the idea of sub-region diversification (1 from CA, 1 from US, 1 from Caribbean) plus 3 elected at large and the CEO. Also wants for any sub-region board members to be resident of the specified sub-region and elected by members within the specified sub-region based on Org address in db. Does raise questions about Antarctica, US minor outlying islands, etc.	
4	Andrew Dul (03/07/2016)	Board Member Composition	Suggests consideration of additional, appointed non-voting members of the Board	Owen DeLong (03/07/2016) – opposed suggestion
5	David Huberman (03/03/2016)	Interim Appointments	Comment that potential conflict or confusion arises when reading Article VI, Section 7 along with proposed Article VI, Section 1(b) with the use of the term "appointed."	After J. Curran's response (03/03/2016), D. Huberman (03/03/2016) confirmed support for virtue of proposed changes and no objection to redline text as-is.

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## Recommendation

- The majority of comments received in consultation are with regard to the diversification of Board representation, and that is an open topic (since January 2016) that the ARIN Governance Committee will be working on this week and putting together a recommendation for the Board to review
- The changes to the Bylaws are an improvement from the present bylaws and proceeding with them is recommended.
- There were two comments regarding the optional 8<sup>th</sup> trustee seat (which could be appointed for diversity) that may warrant further consideration before Board adoption –
  1. The 8<sup>th</sup> seat appointment will be “for a term not to exceed one (1) year” – Does the Board wish to make it explicit that the same individual may not be appointed for successive terms or further that they may not be reappointed for even multiple but non-consecutive terms?
  2. The 8<sup>th</sup> seat appointment changes greatly expand the potential reasons for appointment, but we received a query specifically about the merits of an appointment for reasons of legal background – Does the Board wish to revisit this and not expand the appointment background to include “or law”, or leave as proposed?

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*Discussion?*