

**MINUTES OF A PRELIMINARY MEETING OF PROPOSED DIRECTORS FOR A NEW
ORGANIZATION
WEDNESDAY, JANUARY 8, 1997**

The meeting began at 12:00pm. Those proposed directors in attendance for all or part of the meeting included Kim Hubbard, Network Solutions, Inc. ("NSI"), John Curran, BBN Planet, Scott Bradner, Harvard University and Randy Bush, World-Net Access, Inc.. One proposed Director, Don Telage, President, NSI, was unavailable. Others in attendance included Phil Sbarbaro, NSI General Counsel and Dennis Molloy, counsel on behalf of the corporation to be formed. Arthur McKey, Esq. was present as an observer.

The first two and a half hours were spent reviewing and editing the proposed Articles of Incorporation and modifying the proposed corporate Bylaws. The Articles of Incorporation were reviewed in detail, with members discussing the necessary for inclusion of e-mail voting; waiver of notice; the definition of "notice"; delegation of salary determinations to the executive director; Board responsibility for the general budget; notice requirements; check signing authority; whether officers need to be trustees; and rights of inspection of books and records or budgets by the General Membership.

The proposed Board also discussed increasing Board membership from five to six members in order to include another member from South America. Raymundo Vega Augilar was discussed as a proposed sixth member of the Board. Long-term, the proposed Board discussed increasing the Board to seven. It was agreed there be six trustees, with four for a quorum.

Much discussion ensued concerning the possibility of litigation and limiting the liability of the Board and the corporation. Initial concerns also were raised by Board members about the method of reappointment of Board members. The structure, as proposed, was agreed upon, but will be reevaluated. For now, members believed that organizational stability requires the selection of trustees as presently stated.

As an initial proposition, it was also determined that Advisory Council members would be selected by the Board. The Board will appoint the initial Advisory Council members (from the community) to serve for the first year. One of the Advisory Council's initial issues, however, will be the selection or process for electing the next Advisory Council from among the membership. The selection of Advisory Council members, in the future, may be nominated by the General Membership and voted upon by Board. It was determined that all organizational initiatives will be reviewed by the Advisory Council and other members of General Membership. Board members resolved that the Advisory Council should be increased in size to twelve members.

Following discussion the proposed director members suggested the following persons be the officers of the new organization: President - Kim Hubbard, Treasurer - Randy Bush, Secretary - Scott Bradner, and John Curran as Chairman.

There was considerable discussion about other facets of the proposed organization as well as matters contained in the roll out schedule. Among topics discussed were:

- the function of the organization,
- the funding of the organization,
- the activities the organization would provide,
- demographics of proposed members,
- dues and fees of proposed members,
- revenue projections.

Following discussion John Curran volunteered to draft an initial funding plan keeping in mind the nonprofit requirements of a 501(c)(6) organization.

The date for the next meeting was set for Tuesday, February 4 in Boston. There being no further business the meeting concluded at approximately 4:15pm.