

DRAFT
August 7, 1997

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 Protocol numbers and for appeals of allotment decisions will be made publicly available and readily accessible on ARIN's Internet homepage.

ARTICLE III

Membership

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

Section 2. Trustee Members. Trustee members shall consist of ARIN's directors, hereafter known and referred to as Trustees, who shall have the right to vote as herein provided.

Section 3. General Members. General members shall be dues paying members. 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.

Section 4. Other Classifications of Membership, Dues, Fees. The voting Trustees of ARIN shall have the power to establish and designate such other classifications of memberships, and such dues formulae, fees or other charges as may be needed to support and maintain the purposes, activities, and programs of 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 the Corporation

ARIN shall consist of its Board of Trustees and its Advisory Council 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. The Board of Trustees that shall constitute the whole Board of Trustees and shall consist of seven (7) Trustees. The seven (7) Trustees shall include five (5) voting Trustees and two (2) ex officio non-voting Trustees. Trustees, with the exception of ex officio Trustees, shall be elected at the organization meeting and at each annual meeting thereafter of ARIN.

Section 3. Ex Officio Trustees. The President of ARIN and the Director of Internet Assigned Numbers Authority shall serve as ex officio non-voting members of the Board of Trustees.

Section 4. Term of Trustees. 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 successive terms. The terms of the initial Trustees elected at the organizational meeting shall be staggered as follows: the terms of two (2) Trustees shall expire after three (3) years, two (2) shall expire after two (2) years, and one (1) shall expire after one (1) year.

Section 5. Nominations and Vacancies. When a vacancy or vacancies occur upon the expiration of the term of office of a voting Trustee or Trustees, the voting Trustees whose terms do not expire shall, at the annual meeting, elect the successor Trustee or Trustees to fill the vacancies. In selecting successor Trustees, the Board of Trustees will consider only those candidates (up to three (3) candidates) recommended by the Advisory Council only for each such vacancy or vacancies. Vacancies shall be filled by the affirmative vote of a majority of the voting members of

the then Board of Trustees, though less than a quorum of the voting Trustees. When vacancies occur during the unexpired terms of Trustees, Trustees shall be elected only to the unexpired terms of the predecessor Trustees. Vacancies filled for the unexpired terms of Trustees shall take place only at a Special Meeting of the voting Trustees called for that purpose.

Section 6. Quorum. At all meetings of the Trustees, three (3) of the five (5) voting Trustees shall constitute a quorum for the transaction of business. Decisions of the Board of Trustees shall be made by the concurring vote of a majority of voting members of the Board of Trustees present and voting. If at any meeting there is less than a quorum present, the Board shall transact no business and the only motion that the Trustees shall consider shall be a motion to adjourn.

Section 7. Delegation of Duties. It is not intended that the Board of Trustees shall engage in the day to day duties incidental to the actual management of the affairs of ARIN, nor is it intended that the Board of Trustees will delegate all of its duties or abdicate its powers. It is contemplated that the Board of Trustees will establish the basic procedures for the operation of ARIN and will assign the responsibility of implementing such procedures to the President.

Section 8. Resignation. Any Trustee may resign at any time by giving written notice to the President of the Board of Trustees. Any such resignation shall take effect at the time specified therein, or if the time is not specified therein, upon its acceptance by the President.

Section 9. Meetings. The Board of Trustees shall meet at least twice annually. Officers shall be elected by the Board of Trustees at the annual meeting of the Board of Trustees which shall be held in October of each year.

Regular 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. Special meetings of the Board may be called for any purpose at any time by the President of the Board or by any three (3) Trustees of the Board. Special Meetings shall be held at the principal office of ARIN.

Section 10. Telephonic Meetings Permitted. Meetings may be held by means of conference telephone calls or other telephonic or telecommunications means by which all voting Trustees participating in the meeting can simultaneously hear each other. Voting Trustees participating in such meetings shall be deemed to be present in person at the meetings.

Section 11. Informal Action by Trustees. Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if all voting members of the Board of Trustees consent in writing to such action. Such action shall be evidenced by one or more written consents stating the action taken, signed by each voting Trustee either before or after the action taken. Such written consents shall be recorded in the minutes reflecting the action taken.

Section 12. Notice of Meetings. Notice of all meetings of the Board, both regular and special, shall be given to each Trustee of the Board by Internet or written mail at least ten (10) calendar days before the meeting. Notice of any special meeting shall state the purpose of the meeting. Notice of a meeting of the Board of Trustees may be waived by a voting Trustee who submits a signed, written waiver of notice whether before or after the date and time stated in such notice. A voting 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 voting 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.

Section 13. Compensation. Trustees shall not receive any compensation for their services as Trustees but this shall not preclude any Trustee from serving ARIN as an employee and receiving reasonable compensation for services rendered. Trustees shall, at their request, be reimbursed for actual and necessary travel and subsistence expenses incurred by them in the performance of their duties. Trustees may also be compensated for special services performed at the request of and on behalf of ARIN, aside from their duties as Trustees.

Section 14. Rules and Regulations. The Board of Trustees may adopt rules and regulations not inconsistent with these Bylaws or with the Articles of Incorporation, and may alter, amend, or repeal any such rule or regulation adopted.

Section 15. Removal. Any Trustee may be removed from office, with or without cause, by the affirmative vote of a majority of the voting members of the full Board of Trustees, meeting in person, at a special meeting called for that purpose. Any such Trustee proposed to be removed shall be entitled to at least ten (10) days notice and shall be entitled to appear before and be heard at such meeting.

Section 16. Conflicts. No Trustee may vote on any matter in which that Trustee, or any entity with which that Trustee is affiliated, has a financial or legal interest.

Section 17. Grants. Making grants or discretionary contributions shall be within the sole discretion of the Board of Trustees.

ARTICLE VII

Officers

Section 1. Number. The officers of the ARIN shall include a Chairman of the Board, a President, a Treasurer, a Secretary, and such other officers as the Board of Trustees may determine.

Section 2. Election, Term of Office and Qualifications. All officers, with the exception of the President, shall be elected at the annual meeting of the Board of Trustees from among such persons as the Board of Trustees may consider for election. Trustees may be officers. Elected officers shall take office immediately upon election.

Section 3. Vacancies. In case any office of the corporation becomes vacant by death, resignation, retirement, disqualifications, or any other cause, the majority of the voting 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 and serve until the next annual meeting of the Board of Trustees.

Section 4. Chairman of the Board. The Chairman of the Board shall preside at all of the meetings of ARIN and act as Chairman of the Board of Trustees. The Chairman shall be the point of contact between the Board of Trustees and the President.

Section 5. President. The President shall be the Chief Executive and Administrative Officer and will be elected by a majority vote of the voting 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. 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 complete supervision of the work of ARIN, including hiring, discharging, and fixing the compensation and fees of all employees and agents and further shall exercise such other powers as usually pertain to the chief elected official of an organization.

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 such payments as may be necessary or proper to be made on behalf of the corporation. He or she shall enter 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 the corporation 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 to the President or a designated member of the President's staff.

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 attend and keep 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, and shall do and perform such other duties as may be assigned to him or her by the Board of Trustees or the Chairman of the Board of Trustees. Certain duties of the Secretary as may be specified by the Board of Trustees may be delegated to the President or a designated member of the President's staff.

Section 8. Removal. Any officer may be removed from office by the affirmative vote of the majority of all the voting Trustees then in office at any time with or without cause at a regular meeting or special meeting called for that purpose, with or without cause. Any officer proposed to be removed shall be entitled to at least five (5) 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. Number. There shall be an Advisory Council consisting of no more than fifteen (15) persons.

Section 2. Duties. It shall be the function of the Advisory Council to act purely in an advisory capacity to the Board of Trustees on matters involving the interest, activities, and operation

of ARIN and to perform such other duties as the Trustees may direct. The President of ARIN shall be the point of contact between the Advisory Council and the Board of Trustees.

Section 3. Election, Term of Office and Qualifications. The composition of the first Advisory Council shall be persons nominated and elected by the Board of Trustees of ARIN. Within twelve (12) months of the date of incorporation of ARIN, the Board of Trustees will submit to the general membership of ARIN a revised Advisory Council selection process, not inconsistent with these Bylaws, for general membership approval including the nomination and election of the Advisory Council by the ARIN general membership. The selection process will be balanced, consider the interest of the ARIN general membership and Internet users, and the continued operability of ARIN. The Advisory Council may include non-members of ARIN to represent the public interest and the broader community affected by the Internet. The Board of Trustees shall retain continuing oversight authority of the nomination and election process of Council members. Members of the Advisory Council may not simultaneously serve as Trustees.

Section 4. Nominations and Vacancies. Pursuant to Article VII, Section 3 above, the procedure for nominations and vacancies will be determined by the initial Advisory Council.

Section 5. Meetings. The Advisory Council shall meet not less than once annually at such time and place as shall be designated by the President of ARIN.

Section 6. Chairman. The Advisory Council shall, at each annual meeting, elect by majority vote of those Advisory Council members present and voting, one Advisory Council member as Advisory Council Chairman. The person so elected shall serve until the next annual meeting of the Advisory Council. In the event a vacancy shall occur, for any reason, in the Advisory Council

Chairman's term of office, members of the Advisory Council shall elect, by majority vote, one member of the Advisory Council as Chairman of the Advisory Council.

Section 7. Terms of Office. The term of office for Advisory Council members is three (3) years. Any Advisory Council member may be elected to succeed himself or herself. The terms of the initial members of the Advisory Council shall be staggered as follows: the terms of five (5) Members shall expire after three (3) years, five (5) shall expire after two (2) years, and five (5) shall expire after one (1) year. Advisory Council members shall determine their initial terms.

ARTICLE IX

Miscellaneous

Section 1. Fiscal Year. The fiscal year of ARIN shall be from July 1 to June 30.

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 and countersigned by one other officer.

Section 4. Deposits. All funds of ARIN shall be deposited from time to time to the credit of the ARIN in such banks or other depositories as the Board of Trustees may select.

Section 5. Gifts. The Board of Trustees may accept 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 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. All books and records of ARIN may be inspected by any Trustee for any proper purpose at any reasonable time.

Section 7. 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 8. 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 any trustee, officer

employee or agent 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 9. 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 the corporation, in such manner, or to such organization or organizations organized exclusively for charitable, educational, religious, 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 of 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 10. 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 Roberts Rules of Order.

Section 11. Amendment of Articles of Incorporation. The Articles of Incorporation may be amended by the voting 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.

Section 12. Amendment or Repeal of Bylaws. These Bylaws may be amended by the voting members of the Board of Trustees at any regular or special meeting of the Trustees 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.

6/24/97

The NSF approves plan which establishes the American Registry for Internet Numbers (ARIN). [NSF press release.](#)

The American Registry for Internet Numbers (ARIN) is a proposed non-profit organization which would be established for the purpose of administration and registration of Internet Protocol (IP) numbers to the geographical areas currently managed by Network Solutions (InterNIC). Those areas include, but are not limited to, North America, South America, South Africa and the Caribbean.

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