

**Version 30 – 20 May 2016**

## **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 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 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 pay subscription fees or membership fees as the Trustees may establish from time to time.

Section 2. ARIN Meetings. ARIN Public Policy and Members Meetings are held biannually in person. 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 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 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 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 Member in Good Standing is defined as an entity that is current on all fee payments due and payable to ARIN. The Board of Trustees shall determine the timeframe that constitutes "current." 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 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.

## **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. An additional voting member (potentially bringing the Board to 8 voting seats) may be appointed by the Board at its discretion (for a term not to exceed one (1) year) to provide diversity to the Board's membership, including but not limited to one or several of the following criteria: (i) a background in financial management or law; (ii) geographic diversity in the ARIN region; (iii) gender diversity; or (iv) a specific technology background to supplement the existing Board of Trustees.
- c. Document Requirements. Annually, at or before, the Board's 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.
- d. Trustee Conflict of Interest. Conflicts of interest may arise from time to time between a Trustee's personal interest and his or her 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 compensation from the employer or a 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 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. 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 and CEO 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 and remain in existence permanently.
  1. Compensation Committee. A Compensation Committee shall be appointed by the Board during the first meeting of the year. The committee shall consist of the Chair of the Board along with two elected members of the Board. The Compensation Committee shall be responsible for reviewing the performance of the President and determining the President's compensation. The Compensation Committee may at its discretion designate a temporary Acting President upon the death of the President, in a case where the President has in writing indicated a period where the President cannot undertake his/her official duties, or if the Compensation Committee determines that the President cannot perform the duties of the office. The Board shall convene as soon as practical after any such designation to review the decision and determine the best course of action. The Compensation Committee shall have such other duties as determined by the Board.
  2. Nomination Committee. The Board shall annually appoint a Nomination Committee consisting of two members of the Board and individual representatives of General Members, as described in the Nomination Committee Charter approved by the Board and published on the ARIN website. The Nomination Committee shall evaluate Nominees' experience and qualifications and submit the list of eligible Candidates to the President of ARIN. No person may be a member of the Nomination Committee and also be a Candidate for election in the same year.
- b. Special Committees. Special committees shall be appointed to carry out a specified task. At the completion of the task, special committees shall be dissolved.

Section 4. Terms of Service. The standard term of office of elected Trustees and Advisory Council members shall be three (3) years and shall commence on the first day of January following the completion of the election process. Two (2) of the six (6) elected seats of the Board of Trustees shall be elected in rotating serial order each year and the AC seats shall be similarly in serial classes. Trustees and Advisory Council members may be elected to serve multiple terms.

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 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 serves the remainder of the unexpired term. The candidates with the highest vote total in the general election shall be elected to the three year terms, and the next highest vote total to the remainder 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 via teleconference. 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 Chairman 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 Chairman 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 Chairman of the Board, a President, a Treasurer, a Secretary, and such inferior Officers, including a Vice Chairman, as the Board of Trustees may determine.

Section 2. Election, Term of Office, and Qualifications. The Chairman of the Board of Trustees shall be elected by the Board of Trustees from among its members. The Vice Chairman 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 Chairman, 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 Chairman 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. 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 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 chief operating official 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 his/her 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. 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 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 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. 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 Chairman of the Board. The office of the Vice Chairman shall be an inferior office. The Vice Chairman of the Board of Trustees will act as the Chairman of the Board of Trustees when designated to do so by the Chairman, or in the case of a vacancy, absence, or incapacitation in the office of Chairman, until such time as the Board of Trustees elects a new Chairman. The Vice Chairman is elected by the Board from among its members; or, the Board may request by majority vote that the Chair appoint a Vice Chairman.

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 his or her 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 List.
- 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. Prior to the final Public Policy and Members Meeting of the year, 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 and Advisory Council position. The number of qualified Candidates for each body shall exceed the number of open positions. 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.

- a. Nomination Committee. The Nomination Committee shall be responsible for identifying, recruiting, and certifying a properly selected slate of Trustee and Advisory Council Candidates to be placed in nomination before the membership for election. Prior to the final General Meeting of the year, and in accordance with the Nomination Committee Charter, any Trustee or General Member may nominate individuals for Trustee and Advisory Council positions. The Nomination Committee shall evaluate Nominees' experience and qualifications and submit its list of eligible Candidates to the President of ARIN in accordance with the process described in the Nomination Committee Charter. 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. The President of ARIN shall provide the membership with at least seven (7) calendar days to receive 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 eligible voters from organizations as of the established opening date of the nomination period. Only one signature per eligible voter, via its voting contact, shall count toward the petitioner's signature requirements. The President of ARIN shall add any member who meets these 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 final Public Policy and Members Meeting of the year, 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 are 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 free of charge.

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 his or her 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 his or her 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