

**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 six (6) Trustees who shall be voting Trustees. Trustees shall be elected at the organization meeting and at each annual meeting thereafter of ARIN. The President of ARIN is an unelected member of the Board of Trustees.

Section 3. 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 4. 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 a vacancy or vacancies occur during the unexpired term of a voting Trustee or Trustees, the Board of Trustees may, at its discretion, upon majority vote of the remaining voting Trustees then in office appoint an interim voting Trustee or Trustees to fill the Trustee vacancy or vacancies until the next annual meeting of the Board of Trustees. Such vacancy or vacancies filled by appointment are interim and the vacancy or vacancies shall become part of the election process for Trustees at the next annual meeting.

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.

Section 5. Quorum. At all meetings of the Trustees, four (4) of the six (6) voting Trustees shall constitute a quorum for the transaction of business. Unless otherwise stated in these Bylaws, 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 6. 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 7. Resignation. Any 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 future or, at the discretion of the President of ARIN, when the notice of resignation is delivered to the President.

Section 8. 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 Chairman of the Board or by any three (3) Trustees of the Board. Special Meetings shall be held at the principal office of ARIN.

Section 9. Telephonic Meetings Permitted. Meetings of the Board of Trustees 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 10. 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 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 may be registered with the President of ARIN by an electronic identifier, such as an electronic signature, within the meaning of Section 59.1-467 of the Code of Virginia, as now in effect or as may hereafter be amended, which is intended by the voting member of the Board of Trustees making, executing, or adopting it to authenticate and validate the action taken. Such written consents shall be recorded in the minutes reflecting the action taken.

Section 11. 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 email or by regular first class mail at least ten (10) calendar days before the meeting. Notice of any special meeting shall state the purpose of the meeting. A voting Trustee who submits a signed, written waiver of notice whether before or after the date and time stated in such notice may waive notice of a meeting of the Board of Trustees. 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 12. Compensation and Reimbursement. No Trustee, except the President of ARIN, shall receive any compensation for services rendered. Trustees, however, shall, at their request, be reimbursed for actual and necessary travel and subsistence expenses incurred by them in the performance of their duties.

Section 13. 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 14. Removal. Any elected 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 15. 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 16. 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. Advisory Council. There shall be an Advisory Council consisting of no more than fifteen (15) persons.

Section 2. Terms. The term of office for Advisory Council members shall be three (3) years. Any Advisory Council member may be elected to succeed himself or herself. The terms of Council members shall be staggered as follows: the terms of five (5) Council members shall expire after three (3) years; five (5) Council members shall expire after two (2) years; five (5) Council members shall expire after one (1) year. Members of the Advisory Council may not simultaneously serve as Trustees.

Section 3. Function. It shall be the function of the Advisory Council to act in an advisory capacity to the Board of Trustees on matters as the Board of Trustees may, from time to time, request involving IP allocation policies and related matters. Between meetings of the Advisory Council, the President of ARIN shall be the point of contact between the Advisory Council and the Board of Trustees.

Section 4. Compensation and Reimbursement. No Advisory Council member shall receive any compensation for services rendered or be reimbursed for travel and subsistence expenses incurred in the performance of their duties.

Section 5. Nominations and Vacancies.

a. Vacancies upon regular expiration of terms. When a vacancy or vacancies occur upon the expiration of the term of office of an Advisory Council member or members, the Advisory Council members whose terms do not expire shall seek nominees to fill each vacancy or vacancies from among the general membership of ARIN. The general membership shall at an annual meeting, or by an electronic vote process defined for that purpose, elect the successor Advisory Council member or members to fill each vacancy or vacancies from the nominee or nominees so submitted. Each member from the general membership shall have one (1) vote for each vacancy. If vacancies are being filled that have varying terms to them, the nominees with the highest number of popular votes would fill the longer terms. If two (2) or more nominees receive the same number of votes for vacancies for dissimilar terms the assignment of terms shall be determined by lot. If there is a tie for the last vacancy, a runoff election shall determine the winner. The Board of Trustees shall confirm the results of the election process at its next meeting.

b. Vacancies occurring during an unexpired term. When a vacancy or vacancies occur during the unexpired term of an Advisory Council member or members, the Advisory Council may, at its discretion, upon majority vote of the remaining Advisory Council members then in office, appoint an interim Advisory Council member or members to fill the

vacancy or vacancies. Such Advisory Council vacancy or vacancies filled by appointment are interim and the vacancy or vacancies shall become part of the election process for Advisory Council members at the next annual meeting or annual electronic vote of the membership held for the purpose of filling expired Advisory Council terms. The Board shall confirm the results of the appointment process at its next meeting.

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

Section 6. Quorum. At all meetings of the Advisory Council, a majority of Advisory Council members then in office shall constitute a quorum for the transaction of business. Unless otherwise stated in these Bylaws, decisions of the Advisory Council shall be made by the concurring vote of a majority of Advisory Council members present and voting. If at any meeting there is less than a quorum present, the Advisory Council shall transact no business and the only motion that the Advisory Council shall consider shall be a motion to adjourn.

Section 7. 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. All meetings of the Advisory Council, other than telephonic meetings, require the physical presence of members in attendance to conduct the business of the meeting.

Section 8. Telephonic Meetings Permitted. Meetings may be held by means of conference telephone calls or other telephonic or telecommunications means by which all Advisory Council members participating in the meeting can simultaneously hear each other. Advisory Council members participating in such meetings shall be deemed to be present in person at the meetings.

Section 9. Notice of Meetings. For all telephonic meetings of the Advisory Council notice shall be given to each Advisory Council member by Internet email at least three (3) business days before the meeting. For all other meetings of the Advisory Council permitted hereunder notice shall be given by Internet email or regular first class mail at least thirty (30) days before the meeting unless Advisory Council members agree to a shorter time notice period. Notice of a meeting of the Advisory Council may be waived by a member who submits a signed, written waiver of notice whether before or after the date and time stated in such notice. 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

Section 10. Advisory Council 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 11. Recommendation for Removal By Advisory Council. Upon the affirmative vote of the majority of all Advisory Council members then in office, the Advisory Council may recommend to the Board of Trustees the removal of any Advisory Council member from office at any time with or without cause at a meeting of the Advisory Council. Any Advisory Council member proposed to be removed shall be given ten (10) days notice by Internet email or written mail and shall be entitled to participate in such a meeting.

Section 12. Removal By Trustees. Any member of the Advisory Council may be removed from office by the affirmative vote of four-fifths of all the voting Trustees then in office at any time with or without cause at a regular meeting or special meeting of the Board of Trustees called for that purpose.

Section 13. Resignation. Any member of the Advisory Council may resign at any time by giving written notice to the President of ARIN at the offices of ARIN. Any such resignation shall take effect at a date specified in the future or, at the discretion of the President of ARIN, when the notice of resignation is delivered to the President.

## **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.

Effective August 28, 1997

Amended September 12, 1997

Amended June 30, 1998

Amended December 18, 1998