



# ICANN Bylaws Amendments Related to GNSO Restructuring: FINAL CLEAN Version 3 25 August 2009

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## **How to Read This Bylaws Amendments Document**

The following text represents a CLEAN Version of the Bylaws Amendments updated from Version 2 to include, among other sources, input from the Public Comments Forum that closed effective 24 August 2009.

Articles VII and XX only show partial sections of the Bylaws where revisions have been identified as applicable to GNSO Restructuring. Article X and Annex A are shown in their entirety for the sake of completeness and to ensure that no GNSO provision has been inadvertently overlooked.

As a final measure before publication, all embedded internal document links, including bookmarks, will be cross-checked for accuracy and properly hyperlinked to their correct sections. In addition, certain sections and paragraphs may be renumbered to remove empty content (e.g. “Intentionally Left Blank”) as a result of these amendments.

# ARTICLE VII: NOMINATING COMMITTEE

## SECTION 2. COMPOSITION

7. Voting delegates to the Nominating Committee shall be selected from the Generic Names Supporting Organization, established by [Article X of these Bylaws](#), as follows:
  - a. One delegate from the Registries Stakeholder Group;
  - b. One delegate from the Registrars Stakeholder Group;
  - c. Two delegates from the Business Constituency, one representing small business users and one representing large business users;
  - d. One delegate from the Internet Service Providers Constituency;
  - e. One delegate from the Intellectual Property Constituency; and
  - f. One delegate from consumer and civil society groups, selected by the Non-Commercial Users Constituency.
8. One voting delegate each selected by the following entities:
  - a. The Council of the Country Code Names Supporting Organization established by Article IX of these Bylaws (link TBD);
  - b. The Council of the Address Supporting Organization established by Article VIII of these Bylaws (link TBD);
  - c. An entity designated by the Board to represent academic and similar organizations;
  - d. The Internet Engineering Task Force; and
  - e. The ICANN Technical Liaison Group established by Article XI-A of these Bylaws (link TBD).

# **ARTICLE X: GENERIC NAMES SUPPORTING ORGANIZATION**

## **SECTION 1. DESCRIPTION**

There shall be a policy-development body known as the Generic Names Supporting Organization (GNSO), which shall be responsible for developing and recommending to the ICANN Board substantive policies relating to generic top-level domains.

## **SECTION 2. ORGANIZATION**

The GNSO shall consist of:

- (i) A number of Constituencies, where applicable, organized within the Stakeholder Groups as described in Section 5 of this Article (link TBD);
- (ii) Four Stakeholder Groups organized within Houses as described in Section 5 of this Article (link TBD);
- (iii) Two Houses within the GNSO Council as described in Section 3(10) of this Article (link TBD); and
- (iv) a GNSO Council responsible for managing the policy development process of the GNSO, as described in Section 3 of this Article (link TBD).

Except as otherwise defined in these Bylaws, the four Stakeholder Groups and the Constituencies will be responsible for defining their own charters with the approval of their members and of the ICANN Board of Directors.

## **SECTION 3. GNSO COUNCIL**

1. Subject to the provisions of Transition Article XX, Section 5 of these Bylaws (link TBD) and as described in Section 5 of Article X (link TBD), the GNSO Council shall consist of:
  - a. three representatives selected from the Registries Stakeholder Group;
  - b. three representatives selected from the Registrars Stakeholder Group;
  - c. six representatives selected from the Commercial Stakeholder Group;
  - d. six representatives selected from the Non-Commercial Stakeholder Group; and
  - e. three representatives selected by the ICANN Nominating Committee, one of which shall be non-voting, but otherwise entitled to participate on equal footing with other members of the GNSO Council including, e.g. the making and seconding of motions and of serving as Chair if elected. One Nominating Committee Appointee voting representative shall be assigned to each House (as described in Section 3(10) of this Article [link TBD]) by the Nominating Committee.

No individual representative may hold more than one seat on the GNSO Council at the same time.

Stakeholder Groups should, in their charters, ensure their representation on the GNSO Council is as diverse as possible and practicable, including considerations of geography, GNSO Constituency, sector, ability and gender.

There may also be liaisons to the GNSO Council from other ICANN Supporting Organizations and/or Advisory Committees, from time to time. The appointing organization shall designate, revoke, or change its liaison on the GNSO Council by providing written notice to the Chair of the GNSO Council and to the ICANN Secretary. Liaisons shall not be members of or entitled to vote, to make or second motions, or to serve as an officer on the GNSO Council, but otherwise liaisons shall be entitled to participate on equal footing with members of the GNSO Council.

2. Subject to the provisions of the Transition Article XX, and Section 5 of these Bylaws (link TBD), the regular term of each GNSO Council member shall begin at the conclusion of an ICANN annual meeting and shall end at the

conclusion of the second ICANN annual meeting thereafter. The regular term of two representatives selected from Stakeholder Groups with three Council seats shall begin in even-numbered years and the regular term of the other representative selected from that Stakeholder Group shall begin in odd-numbered years. The regular term of three representatives selected from Stakeholder Groups with six Council seats shall begin in even-numbered years and the regular term of the other three representatives selected from that Stakeholder Group shall begin in odd-numbered years. The regular term of one of the three members selected by the Nominating Committee shall begin in even-numbered years and the regular term of the other two of the three members selected by the Nominating Committee shall begin in odd-numbered years. Each GNSO Council member shall hold office during his or her regular term and until a successor has been selected and qualified or until that member resigns or is removed in accordance with these Bylaws.

Except in a “special circumstance,” such as, but not limited to, meeting geographic or other diversity requirements defined in the Stakeholder Group charters, where no alternative representative is available to serve, no Council member may be selected to serve more than two consecutive terms, in such a special circumstance a Council member may serve one additional term. For these purposes, a person selected to fill a vacancy in a term shall not be deemed to have served that term. A former Council member who has served two consecutive terms must remain out of office for one full term prior to serving any subsequent term as Council member. A “special circumstance” is defined in the GNSO Operating Procedures.

3. A vacancy on the GNSO Council shall be deemed to exist in the case of the death, resignation, or removal of any member. Vacancies shall be filled for the unexpired term by the appropriate Nominating Committee or Stakeholder Group that selected the member holding the position before the vacancy occurred by giving the GNSO Secretariat written notice of its selection. Procedures for handling Stakeholder Group-appointed GNSO Council member vacancies, resignations, and removals are prescribed in the applicable Stakeholder Group Charter.

A GNSO Council member selected by the Nominating Committee may be removed for cause: i) stated by a three-fourths (3/4) vote of all members of the applicable House to which the Nominating Committee appointee is assigned; or ii) stated by a three-fourths (3/4) vote of all members of each House in the case of the non-voting Nominating Committee appointee (see Section 3(10) of this Article (link TBD)). Such removal shall be subject to reversal by the ICANN Board on appeal by the affected GNSO Council member.

4. The GNSO Council is responsible for managing the policy development process of the GNSO. It shall adopt such procedures (the “GNSO Operating Procedures”) as it sees fit to carry out that responsibility, provided that such procedures are approved by a majority vote of each House. The GNSO Operating Procedures shall be effective upon the expiration of twenty-one (21) day public comment period, and shall be subject to Board oversight and review. Until any modifications are recommended by the GNSO Council, the applicable procedures shall be as set forth in [Section 6 of this Article](#).
5. No more than one officer, director or employee of any particular corporation or other organization (including its subsidiaries and affiliates) shall serve on the GNSO Council at any given time.
6. The GNSO shall make selections to fill Seats 13 and 14 on the ICANN Board by written ballot or by action at a meeting. Each of the two voting Houses of the GNSO, as described in [Section 3\(10\) of this Article \(link TBD\)](#), shall make a selection to fill one of two ICANN Board seats, as outlined below; any such selection must have affirmative votes comprising sixty percent (60%) of all the respective voting House members:
  - a. the Contracted Party House shall select a representative to fill Seat 13; and
  - b. the Non-Contracted Party House shall select a representative to fill Seat 14

Election procedures are defined in the GNSO Operating Procedures.

Notification of the Board seat selections shall be given by the GNSO Chair in writing to the ICANN Secretary, consistent with Article VI, Sections [8\(4\)](#) and [12\(1\)](#).

7. The GNSO Council shall select the GNSO Chair for a term the GNSO Council specifies, but not longer than one year. Each House (as described in Section 6 of this Article) shall select a Vice-Chair, who will be a Vice-Chair of the whole of the GNSO Council, for a term the GNSO Council specifies, but not longer than one year. The procedures for selecting the Chair and any other officers are contained in the GNSO Operating Procedures. In the event that the GNSO Council has not elected a GNSO Chair by the end of the previous Chair's term, the Vice-Chairs will serve as Interim GNSO Co-Chairs until a successful election can be held.
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10. Except as otherwise required in these Bylaws, for voting purposes, the GNSO Council (see Section 3(1) of this Article) shall be organized into a bicameral House structure as described below:
  - a. the Contracted Parties House includes the Registries Stakeholder Group (three members), the Registrars Stakeholder Group (three members), and one voting member appointed by the ICANN Nominating Committee for a total of seven voting members; and
  - b. the Non Contracted Parties House includes the Commercial Stakeholder Group (six members), the Non-Commercial Stakeholder Group (six members), and one voting member appointed by the ICANN Nominating Committee to that House for a total of thirteen voting members.

Except as otherwise specified in these Bylaws, each member of a voting House is entitled to cast one vote in each separate matter before the GNSO Council.

11. Except as otherwise specified in these Bylaws, Annex A hereto, or the GNSO Operating Procedures, the default threshold to pass a GNSO Council motion or other voting action requires a simple majority vote of each House.

The voting thresholds described below shall apply to the following GNSO actions:

- a. Create an Issues Report: requires an affirmative vote of more than 25% vote of each House or majority of one House;
- b. Initiate a Policy Development Process (“PDP”) Within Scope (as described in Annex A [link TBD]): requires an affirmative vote of more than 33% of each House or more than 66% of one House;
- c. Initiate a PDP Not Within Scope: requires an affirmative vote of more than 75% of one House and a majority of the other House (“GNSO Super Majority”);
- d. Approve a PDP Recommendation Without a GNSO Super Majority: requires an affirmative vote of a majority of each House and further requires that one GNSO Council member representative of at least 3 of the 4 Stakeholder Groups supports the Recommendation;
- e. Approve a PDP Recommendation With a GNSO Super Majority: requires an affirmative vote of a GNSO Super Majority; and
- f. Approve a PDP Recommendation Imposing New Obligations on Certain Contracting Parties: where an ICANN contract provision specifies that “a two-thirds vote of the council” demonstrates the presence of a consensus, the GNSO Super Majority vote threshold will have to be met or exceeded with respect to any contracting party affected by such contract provision.

## **SECTION 4. STAFF SUPPORT AND FUNDING**

1. A member of the ICANN staff shall be assigned to support the GNSO, whose work on substantive matters shall be assigned by the Chair of the GNSO Council, and shall be designated as the GNSO Staff Manager (Staff Manager).
2. ICANN shall provide administrative and operational support necessary for the GNSO to carry out its responsibilities. Such support shall not include an obligation for ICANN to fund travel expenses incurred by GNSO participants for travel to any meeting of the GNSO or for any other purpose. ICANN may, at its discretion, fund travel expenses for GNSO participants under any travel support procedures or guidelines that it may adopt from time to time.

## **SECTION 5. STAKEHOLDER GROUPS**

1. The following Stakeholder Groups are hereby recognized as representative of a specific group of one or more Constituencies or interest groups and subject to the provisions of the Transition Article XX, Section 5 of these Bylaws (link TBD):
  - a. Registries Stakeholder Group representing all gTLD registries under contract to ICANN;
  - b. Registrar Stakeholder Group representing all registrars accredited by and under contract to ICANN;
  - c. Commercial Stakeholder Group representing the full range of large and small commercial entities of the Internet; and
  - d. Non-Commercial Stakeholder Group representing the full range of non-commercial entities of the Internet.

Each Stakeholder Group is assigned a specific number of Council seats in accordance with Section 3(1) of this Article (link TBD).

3. Each Stakeholder Group identified in paragraph 1 of this Section (link TBD) and each of its associated Constituencies, where applicable, shall maintain recognition with the ICANN Board. Recognition is granted by the Board based upon the extent to which, in fact, the entity represents the global interests of the stakeholder communities it purports to represent and operates to the maximum extent feasible in an open and transparent manner consistent with procedures designed to ensure fairness. Stakeholder Group and Constituency Charters may be reviewed periodically as prescribed by the Board.
4. Any group of individuals or entities may petition the Board for recognition as a new or separate Constituency in the Non-Contracted Parties House. Any such petition shall contain:
  - a. A detailed explanation of why the addition of such a Constituency will improve the ability of the GNSO to carry out its policy-development responsibilities;
  - b. A detailed explanation of why the proposed new Constituency adequately represents, on a global basis, the stakeholders it seeks to represent;
  - c. A recommendation for organizational placement within a particular Stakeholder Group; and
  - d. A proposed charter that adheres to the principles and procedures contained in these Bylaws.

Any petition for the recognition of a new Constituency and the associated charter shall be posted for public comment.

5. The Board may create new Constituencies as described in Section 5(3) (link TBD) in response to such a petition, or on its own motion, if the Board determines that such action would serve the purposes of ICANN. In the event

the Board is considering acting on its own motion it shall post a detailed explanation of why such action is necessary or desirable, set a reasonable time for public comment, and not make a final decision on whether to create such new Constituency until after reviewing all comments received. Whenever the Board posts a petition or recommendation for a new Constituency for public comment, the Board shall notify the GNSO Council and the appropriate Stakeholder Group affected and shall consider any response to that notification prior to taking action.

## **SECTION 6. POLICY DEVELOPMENT PROCESS**

The policy-development procedures to be followed by the GNSO shall be as stated in Annex A to these Bylaws. These procedures may be supplemented or revised in the manner stated in Section 3(4) of this Article.

# ARTICLE XX: TRANSITION ARTICLE

## SECTION 5. GENERIC NAMES SUPPORTING ORGANIZATION

1. *Intentionally Left Blank*
2. The Generic Names Supporting Organization ("GNSO"), upon the adoption of this Transition Article, shall continue its operations; however, it shall be restructured into four new Stakeholder Groups which shall represent, organizationally, the former Constituencies of the GNSO, subject to ICANN Board approval of each individual Stakeholder Group Charter:
  - a. The gTLD Registries Constituency shall be assigned to the Registries Stakeholder Group;
  - b. The Registrars Constituency shall be assigned to the Registrars Stakeholder Group;
  - c. The Business Constituency shall be assigned to the Commercial Stakeholder Group;
  - d. The Intellectual Property Constituency shall be assigned to the Commercial Stakeholder Group;
  - e. The Internet Services Providers Constituency shall be assigned to the Commercial Stakeholder Group; and
  - f. The Non-Commercial Users Constituency shall be assigned to the Non-Commercial Stakeholder Group.
3. Each GNSO Constituency described in paragraph 2 of this subsection shall continue operating substantially as before and no Constituency official, working group, or other activity shall be changed until further action of the Constituency, provided that each GNSO Constituency described in paragraph 2 (c-f) shall submit to the ICANN Secretary a new or revised Charter inclusive of its operating procedures, adopted according to the Constituency's processes and consistent with these Bylaws Amendments, no later than the ICANN meeting in October 2009, or another date as the Board may designate by resolution.
4. Prior to the commencement of the ICANN meeting in October 2009, or another date the Board may designate by resolution, the GNSO Council shall consist of its current Constituency structure and officers as described in Article X, Section 3(1) of the Bylaws (link TBD). Thereafter, the composition of the GNSO Council shall be as provided in these Bylaws, as they may be amended from time to time. All committees, task forces, working groups, drafting committees, and similar groups established by the GNSO Council and in existence immediately before the adoption of this Transition Article shall continue in existence with the same charters, membership, and activities, subject to any change by action of the GNSO Council or ICANN Board.
5. Beginning with the commencement of the ICANN Meeting in October 2009, or another date the Board may designate by resolution (the "Effective Date of the Transition"), the GNSO Council seats shall be assigned as follows:
  - a. The three seats currently assigned to the Registry Constituency shall be reassigned as three seats of the Registries Stakeholder Group;
  - b. The three seats currently assigned to the Registrar Constituency shall be reassigned as three seats of the Registrars Stakeholder Group;
  - c. The three seats currently assigned to each of the Business Constituency, the Intellectual Property Constituency, and the Internet Services Provider Constituency (nine total) shall be decreased to be six seats of the Commercial Stakeholder Group;
  - d. The three seats currently assigned to the Non-Commercial Users Constituency shall be increased to be six seats of the Non-Commercial Stakeholder Group;
  - e. The three seats currently selected by the Nominating Committee shall be assigned by the Nominating Committee as follows: one voting member to the Contracted Party House, one voting member to the Non-Contracted Party House, and one non-voting member assigned to the GNSO Council at large.

Representatives on the GNSO Council shall be appointed or elected consistent with the provisions in each applicable Stakeholder Group Charter, approved by the Board, and sufficiently in advance of the October 2009 ICANN Meeting that will permit those representatives to act in their official capacities at the start of said meeting.

6. The GNSO Council, as part of its Restructure Implementation Plan, will document: (a) how vacancies, if any, will be handled during the transition period; (b) for each Stakeholder Group, how each assigned Council seat to take effect at the 2009 ICANN annual meeting will be filled, whether through a continuation of an existing term or a new election or appointment; (c) how it plans to address staggered terms such that the new GNSO Council preserves as much continuity as reasonably possible; (d) the effect of Bylaws term limits on each Council member.

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11. As soon as practical after the commencement of the ICANN meeting in October 2009, or another date the Board may designate by resolution, the GNSO Council shall, in accordance with Article X, Section 3(7) (linkTBD) and its GNSO Operating Procedures, elect officers and give the ICANN Secretary written notice of its selections.

# ANNEX A: GNSO Policy-Development Process

The following process shall govern the GNSO policy development process ("PDP") until such time as modifications are recommended to and approved by the ICANN Board of Directors ("Board"). [Note: this Annex includes amendments that were needed on an interim basis to allow the GNSO to operate while community and Board discussions continue on revised policy development and operating procedures].

## SECTION 1. Raising an Issue

An issue may be raised for consideration as part of the PDP by any of the following:

- a. *Board Initiation.* The Board may initiate the PDP by instructing the GNSO Council ("Council") to begin the process outlined in this Annex.
- b. *Council Initiation.* The GNSO Council may initiate the PDP by a vote of at least twenty-five percent (25%) of the members of the Council of each House or a majority of one House.
- c. *Advisory Committee Initiation.* An Advisory Committee may raise an issue for policy development by action of such committee to commence the PDP, and transmission of that request to the GNSO Council.

## SECTION 2. Creation of the Issue Report

Within fifteen (15) calendar days after receiving either (i) an instruction from the Board; (ii) a properly supported motion from a Council member; or (iii) a properly supported motion from an Advisory Committee, the Staff Manager will create a report (an "Issue Report"). Each Issue Report shall contain at least the following:

- a. The proposed issue raised for consideration;
- b. The identity of the party submitting the issue;
- c. How that party is affected by the issue;
- d. Support for the issue to initiate the PDP;
- e. A recommendation from the Staff Manager as to whether the Council should initiate the PDP for this issue (the "Staff Recommendation"). Each Staff Recommendation shall include the opinion of the ICANN General Counsel regarding whether the issue proposed to initiate the PDP is properly within the scope of the ICANN policy process and within the scope of the GNSO. In determining whether the issue is properly within the scope of the ICANN policy process, the General Counsel shall examine whether such issue:
  1. is within the scope of ICANN's mission statement;
  2. is broadly applicable to multiple situations or organizations;
  3. is likely to have lasting value or applicability, albeit with the need for occasional updates;
  4. will establish a guide or framework for future decision-making; or
  5. Implicates or affects an existing ICANN policy.
- f. On or before the fifteen (15) day deadline, the Staff Manager shall distribute the Issue Report to the full Council for a vote on whether to initiate the PDP, as discussed below.

## SECTION 3. Initiation of PDP

The Council shall initiate the PDP as follows:

- a. *Issue Raised by the Board.* If the Board directs the Council to initiate the PDP, then the Council shall meet and do so within fifteen (15) calendar days after receipt of the Issue Report, with no intermediate vote of the Council.

- b. *Issue Raised by Other than by the Board.* If a policy issue is presented to the Council for consideration via an Issue Report, then the Council shall meet within fifteen (15) calendar days after receipt of such Report to vote on whether to initiate the PDP. Such meeting may be convened in any manner deemed appropriate by the Council, including in person, via conference call or via electronic mail.
- c. *Vote of the Council.* A vote of more than 33% of the Council members of each House or more than 66% vote of one House in favor of initiating the PDP within scope will suffice to initiate the PDP; unless the Staff Recommendation stated that the issue is not properly within the scope of the ICANN policy process or the GNSO, in which case a GSNO Super Majority Vote as set forth in Article X, Section 3, paragraph 11(c) [link TBD] in favor of initiating the PDP will be required to initiate the PDP.

#### **SECTION 4. Commencement of the PDP**

At the meeting of the Council initiating the PDP, the Council shall decide, by a majority vote of members of each House, whether to appoint a task force to address the issue. If the Council votes:

- a. In favor of convening a task force, it shall do so in accordance with the provisions of [Item 7 below](#).
- b. Against convening a task force, then it will collect information on the policy issue in accordance with the provisions of [Item 8 below](#).

#### **SECTION 5. Composition and Selection of Task Forces**

- a. Upon voting to appoint a task force, the Council shall invite each of the Constituencies and/or Stakeholder Groups of the GNSO to appoint one individual to participate in the task force. Additionally, the Council may appoint up to three outside advisors to sit on the task force. (Each task force member is referred to in this Annex as a "Representative" and collectively, the "Representatives"). The Council may increase the number of Representatives per Constituency or Stakeholder Group that may sit on a task force in its discretion in circumstances that it deems necessary or appropriate.
- b. Any Constituency or Stakeholder Group wishing to appoint a Representative to the task force must submit the name of the Constituency or Stakeholder Group designee to the Staff Manager within ten (10) calendar days after such request in order to be included on the task force. Such designee need not be a member of the Council, but must be an individual who has an interest, and ideally knowledge and expertise, in the area to be developed, coupled with the ability to devote a substantial amount of time to task force activities.
- c. The Council may also pursue other options that it deems appropriate to assist in the PDP, including appointing a particular individual or organization to gather information on the issue or scheduling meetings for deliberation or briefing. All such information shall be submitted to the Staff Manager within thirty-five (35) calendar days after initiation of the PDP.

#### **SECTION 6. Public Notification of Initiation of the PDP**

After initiation of the PDP, ICANN shall post a notification of such action to the Website. A public comment period shall be commenced for the issue for a period of twenty (20) calendar days after initiation of the PDP. The Staff Manager, or some other designated representative of ICANN shall review the public comments and incorporate them into a report (the "Public Comment Report") to be included in either the Preliminary Task Force Report or the Initial Report, as applicable.

#### **SECTION 7. Task Forces**

- a. *Role of Task Force.* If a task force is created, its role will generally be to (i) gather information detailing the positions of the Stakeholder Groups and the formal constituencies and provisional constituencies, if any, within the GNSO; and (ii) otherwise obtain relevant information that will enable the Task Force Report to be as complete and informative as possible.

The task force shall not have any formal decision-making authority. Rather, the role of the task force shall be to gather information that will document the positions of various parties or groups as specifically and comprehensively as possible, thereby enabling the Council to have a meaningful and informed deliberation on the issue.

b. *Task Force Charter or Terms of Reference.* The Council, with the assistance of the Staff Manager, shall develop a charter or terms of reference for the task force (the "Charter") within ten (10) calendar days after initiation of the PDP. Such Charter will include:

1. the issue to be addressed by the task force, as such issue was articulated for the vote before the Council that commenced the PDP;
2. the specific timeline that the task force must adhere to, as set forth below, unless the Board determines that there is a compelling reason to extend the timeline; and
3. any specific instructions from the Council for the task force, including whether or not the task force should solicit the advice of outside advisors on the issue.

The task force shall prepare its report and otherwise conduct its activities in accordance with the Charter. Any request to deviate from the Charter must be formally presented to the Council and may only be undertaken by the task force upon a vote of a majority of each house of the Council members.

c. *Appointment of Task Force Chair.* The Staff Manager shall convene the first meeting of the task force within five (5) calendar days after receipt of the Charter. At the initial meeting, the task force members will, among other things, vote to appoint a task force chair. The chair shall be responsible for organizing the activities of the task force, including compiling the Task Force Report. The chair of a task force need not be a member of the Council

d. *Collection of Information.*

1. *Constituency and Stakeholder Group Statements.* The Representatives of the Stakeholder Groups will each be responsible for soliciting the position of their Stakeholder Groups or any of their constituencies, at a minimum, and other comments as each Representative deems appropriate, regarding the issue under consideration. This position and other comments, as applicable, should be submitted in a formal statement to the task force chair (each, a "Constituency/Stakeholder Group Statement") within thirty-five (35) calendar days after initiation of the PDP. Every Constituency/Stakeholder Group Statement shall include at least the following:
  - (i) If a Super Majority Vote was reached, a clear statement of the constituency's or Stakeholder Group's position on the issue;
  - (ii) If a Super Majority Vote was not reached, a clear statement of all positions espoused by constituency or Stakeholder Group members;
  - (iii) A clear statement of how the constituency or Stakeholder Group arrived at its position(s). Specifically, the statement should detail specific constituency or Stakeholder Group meetings, teleconferences, or other means of deliberating an issue, and a list of all members who participated or otherwise submitted their views;
  - (iv) An analysis of how the issue would affect the constituency or Stakeholder Group, including any financial impact on the constituency or Stakeholder Group; and
  - (v) An analysis of the period of time that would likely be necessary to implement the policy.
2. *Outside Advisors.* The task force, should it deem it appropriate or helpful, may solicit the opinions of outside advisors, experts, or other members of the public, in addition to those of constituency or Stakeholder Group members. Such opinions should be set forth in a report prepared by such outside advisors, and (i) clearly labeled as coming from outside advisors; (ii) accompanied by a detailed statement of the advisors' (A) qualifications and relevant experience; and (B) potential conflicts of interest. These reports should be submitted in a formal statement to the task force chair within thirty-five (35) calendar days after initiation of the PDP.

- e. *Task Force Report.* The chair of the task force, working with the Staff Manager, shall compile the Constituency/Stakeholder Group Statements, Public Comment Report, and other information or reports, as applicable, into a single document ("Preliminary Task Force Report") and distribute the Preliminary Task Force Report to the full task force within forty (40) calendar days after initiation of the PDP. The task force shall have a final task force meeting within five (5) days after the date of distribution of the Preliminary Task Force Report to deliberate the issues and try and reach a Super Majority Vote. Within five (5) calendar days after the final task force meeting, the chair of the task force and the Staff Manager shall create the final task force report (the "Task Force Report") and post it on the Comment Site. Each Task Force Report must include:
1. A clear statement of any Super Majority Vote position of the task force on the issue;
  2. If a Super Majority Vote was not reached, a clear statement of all positions espoused by task force members submitted within the twenty-day timeline for submission of constituency or Stakeholder Group reports. Each statement should clearly indicate (i) the reasons underlying the position and (ii) the constituency(ies) or Stakeholder Group(s) that held the position;
  3. An analysis of how the issue would affect each constituency or Stakeholder Group of the task force, including any financial impact on the constituency or Stakeholder Group;
  4. An analysis of the period of time that would likely be necessary to implement the policy; and
  5. The advice of any outside advisors appointed to the task force by the Council, accompanied by a detailed statement of the advisors' (i) qualifications and relevant experience; and (ii) potential conflicts of interest.

## **SECTION 8. Procedure if No Task Force is Formed**

- a. If the Council decides not to convene a task force, the Council will request that, within ten (10) calendar days thereafter, each constituency or Stakeholder Group appoint a representative to solicit the constituency's or Stakeholder Group's views on the issue. Each such representative shall be asked to submit a Constituency/Stakeholder Group Statement to the Staff Manager within thirty-five (35) calendar days after initiation of the PDP.
- b. The Council may also pursue other options that it deems appropriate to assist in the PDP, including appointing a particular individual or organization to gather information on the issue or scheduling meetings for deliberation or briefing. All such information shall be submitted to the Staff Manager within thirty-five (35) calendar days after initiation of the PDP.
- c. The Staff Manager will take all Constituency/Stakeholder Group Statements, Public Comment Statements, and other information and compile (and post on the Comment Site) an Initial Report within fifty (50) calendar days after initiation of the PDP. Thereafter, the PDP shall follow the provisions of Item 9 below in creating a Final Report.

## **SECTION 9. Public Comments to the Task Force Report or Initial Report**

- a. The public comment period will last for twenty (20) calendar days after posting of the Task Force Report or Initial Report. Any individual or organization may submit comments during the public comment period, including any Constituency or Stakeholder Group that did not participate in the task force. All comments shall be accompanied by the name of the author of the comments, the author's relevant experience, and the author's interest in the issue.
- b. At the end of the twenty (20) day period, the Staff Manager will be responsible for reviewing the comments received and adding those deemed appropriate for inclusion in the Staff Manager's reasonable discretion to the Task Force Report or Initial Report (collectively, the "Final Report"). The Staff Manager shall not be obligated to include all comments made during the comment period, including each comment made by any one individual or organization.
- c. The Staff Manager shall prepare the Final Report and submit it to the Council chair within ten (10) calendar days after the end of the public comment period.

## **SECTION 10. Council Deliberation**

- a. Upon receipt of a Final Report, whether as the result of a task force or otherwise, the Council chair will (i) distribute the Final Report to all Council members; and (ii) call for a Council meeting within ten (10) calendar days thereafter. The Council may commence its deliberation on the issue prior to the formal meeting, including via in-person meetings, conference calls, e-mail discussions or any other means the Council may choose. The deliberation process shall culminate in a formal Council meeting either in person or via teleconference, wherein the Council will work towards achieving a Successful GNSO Vote to present to the Board.
- b. The Council may, if it so chooses, solicit the opinions of outside advisors at its final meeting. The opinions of these advisors, if relied upon by the Council, shall be (i) embodied in the Council's report to the Board, (ii) specifically identified as coming from an outside advisor; and (iii) be accompanied by a detailed statement of the advisor's (x) qualifications and relevant experience; and (y) potential conflicts of interest.

## **SECTION 11. Council Report to the Board**

The Staff Manager will be present at the final meeting of the Council, and will have five (5) calendar days after the meeting to incorporate the views of the Council into a report to be submitted to the Board (the "Board Report"). The Board Report must contain at least the following:

- a. A clear statement of any Successful GNSO Vote recommendation of the Council;
- b. If a Successful GNSO Vote was not reached, a clear statement of all positions held by Council members. Each statement should clearly indicate (i) the reasons underlying each position and (ii) the constituency(ies) or Stakeholder Group(s) that held the position;
- c. An analysis of how the issue would affect each constituency or Stakeholder Group, including any financial impact on the constituency or Stakeholder Group;
- d. An analysis of the period of time that would likely be necessary to implement the policy;
- e. The advice of any outside advisors relied upon, which should be accompanied by a detailed statement of the advisor's (i) qualifications and relevant experience; and (ii) potential conflicts of interest;
- f. The Final Report submitted to the Council; and
- g. A copy of the minutes of the Council deliberation on the policy issue, including the all opinions expressed during such deliberation, accompanied by a description of who expressed such opinions.

## **SECTION 12. Agreement of the Council**

A Successful GNSO Vote of the Council members will be deemed to reflect the view of the Council, and may be conveyed to the Board as the Council's recommendation. In the event a GNSO Supermajority Vote is not achieved, approval of the recommendations contained in the Final Report requires a majority of both houses and further requires that one representative of at least 3 of the 4 Stakeholder Groups supports the recommendations. Abstentions shall not be permitted; thus all Council members must cast a vote unless they identify a financial interest in the outcome of the policy issue. Notwithstanding the foregoing, as set forth above, all viewpoints expressed by Council members during the PDP must be included in the Board Report.

## **SECTION 13. Board Vote**

- a. The Board will meet to discuss the GNSO Council recommendation as soon as feasible after receipt of the Board Report from the Staff Manager.
- b. In the event that the Council reached a GNSO Super Majority Vote, the Board shall adopt the policy according to the GNSO Super Majority Vote recommendation unless by a vote of more than sixty-six (66%) percent of the Board determines that such policy is not in the best interests of the ICANN community or ICANN.

- c. In the event that the Board determines not to act in accordance with the GNSO Super Majority Vote recommendation, the Board shall (i) articulate the reasons for its determination in a report to the Council (the "Board Statement"); and (ii) submit the Board Statement to the Council.
- d. The Council shall review the Board Statement for discussion with the Board within twenty (20) calendar days after the Council's receipt of the Board Statement. The Board shall determine the method (e.g., by teleconference, e-mail, or otherwise) by which the Council and Board will discuss the Board Statement.
- e. At the conclusion of the Council and Board discussions, the Council shall meet to affirm or modify its recommendation, and communicate that conclusion (the "Supplemental Recommendation") to the Board, including an explanation for its current recommendation. In the event that the Council is able to reach a GNSO Super Majority Vote on the Supplemental Recommendation, the Board shall adopt the recommendation unless more than sixty-six (66%) percent of the Board determines that such policy is not in the interests of the ICANN community or ICANN.
- f. In any case in which the Council is not able to reach GNSO Super Majority vote, a majority vote of the Board will be sufficient to act.
- g. When a final decision on a GNSO Council Recommendation or Supplemental Recommendation is timely, the Board shall take a preliminary vote and, where practicable, will publish a tentative decision that allows for a ten (10) day period of public comment prior to a final decision by the Board.

#### **SECTION 14. Implementation of the Policy**

Upon a final decision of the Board, the Board shall, as appropriate, give authorization or direction to the ICANN staff to take all necessary steps to implement the policy.

#### **SECTION 15. Maintenance of Records**

Throughout the PDP, from policy suggestion to a final decision by the Board, ICANN will maintain on the Website, a status web page detailing the progress of each PDP issue, which will describe:

- a. The initial suggestion for a policy;
- b. A list of all suggestions that do not result in the creation of an Issue Report;
- c. The timeline to be followed for each policy;
- d. All discussions among the Council regarding the policy;
- e. All reports from task forces, the Staff Manager, the Council and the Board; and
- f. All public comments submitted.

#### **SECTION 16. Additional Definitions**

"Comment Site" and "Website" refer to one or more web sites designated by ICANN on which notifications and comments regarding the PDP will be posted.

"Super Majority Vote" means a vote of more than sixty-six (66) percent of the members present at a meeting of the applicable body, with the exception of the GNSO Council.

"Staff Manager" means an ICANN staff person(s) who manages the PDP.

"GNSO Super Majority Vote" shall have the meaning set forth in the Bylaws (link TBD).

A "Successful GNSO Vote" is an affirmative vote of the GNSO Council that meets the relevant voting thresholds set forth in Article X, Section 3(11) (Link TBD) including, without limitation, a GNSO Super Majority Vote.