

ARTICLE 7 BOARD OF DIRECTORS

Section 7.1. COMPOSITION OF THE BOARD

The ICANN Board of Directors ("**Board**") shall consist of sixteen voting directors ("**Directors**"). In addition, four non-voting liaisons ("**Liaisons**") shall be appointed for the purposes set forth in [Section 7.9](#). Only Directors shall be included in determining the existence of quorums, and in establishing the validity of votes taken by the Board.

Section 7.2. DIRECTORS AND THEIR SELECTION; ELECTION OF CHAIR AND VICE-CHAIR

(a) As of the effective date of the amendment and restatement of these Bylaws on 1 October 2016, the EC shall be the sole designator of ICANN and shall designate, within the meaning of Section 5220 of the CCC, all Directors except for the President ex officio. The EC shall notify promptly the Secretary in writing of the following designations:

- (i) Eight Directors nominated by the Nominating Committee to be designated as Directors by the EC. These seats on the Board are referred to in these Bylaws as Seats 1 through 8.
- (ii) Two Directors nominated by the ASO to be designated as Directors by the EC. These seats on the Board are referred to in these Bylaws as Seat 9 and Seat 10.
- (iii) Two Directors nominated by the ccNSO to be designated as Directors by the EC. These seats on the Board are referred to in these Bylaws as Seat 11 and Seat 12.
- (iv) Two Directors nominated by the GNSO to be designated as Directors by the EC. These seats on the Board are referred to in these Bylaws as Seat 13 and Seat 14.
- (v) One Director nominated by the At-Large Community to be designated as Directors by the EC. This seat on the Board is referred to in these Bylaws as Seat 15.

In addition to the Directors designated by the EC, the President shall serve ex officio as a Director. The seat held by the President on the Board is referred to in these Bylaws as Seat 16.

(b) In carrying out its responsibilities to nominate the Directors for Seats 1 through 8 for designation by the EC, the Nominating Committee shall:

(i) ensure that the Board is composed of Directors who, in the aggregate, display diversity in geography, culture, skills, experience, and perspective, by applying the criteria set forth in [Section 7.3](#), [Section 7.4](#) and [Section 7.5](#).

(ii) ensure that at least three of Directors nominated to fill Seats 1 through 8 on the Board qualify as “unaffiliated Directors” as that term is defined in the Nominating Committee Operating Procedures. Director qualification as “unaffiliated” is measured upon the beginning of the Director’s term, as set forth in Section 7.8. Unless otherwise specified in Transition Article 27.xx, only Directors initially nominated as “unaffiliated” Directors may be nominated for consecutive subsequent terms of service as “unaffiliated” Directors.

(iii) assess the geographic diversity of the Board. At no time when it makes its nomination shall the Nominating Committee nominate a Director to fill any vacancy or expired term whose designation would cause the total number of Directors (not including the President) from countries in any one Geographic Region to exceed five; and the Nominating Committee shall ensure when it makes its nominations that the Board includes at least one Director who is from a country in each ICANN Geographic Region ("**Diversity Calculation**"). For purposes of this [Section 7.2\(b\)](#), if any candidate for director maintains citizenship of more than one country, or has been domiciled for more than five years in a country of which the candidate does not maintain citizenship ("**Domicile**"), that candidate may be deemed to be from either country and must select in his or her Statement of Interest the country of citizenship or Domicile that he or she wants the Nominating Committee to use for Diversity Calculation purposes. For purposes of this [Section 7.2\(b\)](#), a person can only have one Domicile, which shall be determined by where the candidate has a permanent residence and place of habitation.

Section 7.4. ADDITIONAL QUALIFICATIONS

(a) Notwithstanding anything herein to the contrary, no official of a national government or a multinational entity established by treaty or other agreement between national governments may serve as a Director. As used herein, the term "official" means a person (i) who holds an elective governmental office or (ii) who is employed by such government or multinational entity and whose primary function with such government or entity is to develop or influence governmental or public policies.

(b) No person who serves in any capacity (including as a liaison) on any Supporting Organization Council shall simultaneously serve as a Director or Liaison to the Board. If such a person is identified by, or presents themselves to, the Supporting Organization Council or the At-Large Community for consideration for nomination to serve as a Director, the person shall not thereafter participate in any discussion of, or vote by, the Supporting Organization Council or the committee designated by the At-

Large Community relating to the nomination of Directors by the Council or At-Large Community, until the Council or committee(s) specified by the At-Large Community has nominated the full complement of Directors it is responsible for nominating. In the event that a person serving in any capacity on a Supporting Organization Council is considered for nomination to serve as a Director, the constituency group or other group or entity that selected the person may select a replacement for purposes of the Council's nomination process. In the event that a person serving in any capacity on the At-Large Advisory Committee is identified as or accepts a nomination to be considered for nomination by the At-Large Community as a Director, the Regional At-Large Organization or other group or entity that selected the person may select a replacement for purposes of the At-Large Community's nomination process.

(c) Persons serving in any capacity on the Nominating Committee shall be ineligible for nomination or designation to positions on the Board as provided by [Section 8.8](#).

(d) No person who serves on the EC Administration while serving in that capacity shall be considered for nomination or designated to the Board, nor serve simultaneously on the EC Administration and as a Director or Liaison to the Board.

(e) As specified at Section 7.3(b)(ii) above, at least three of the Directors nominated by the Nominating Committee shall qualify as “unaffiliated Directors” as that term is defined in the Nominating Committee Operating Procedures. Any change to the definition of “unaffiliated Directors” shall require public comment and ICANN Board approval. Acceptance of compensation for service as an ICANN Board Director shall not disqualify any candidate from meeting the definition of “unaffiliated”.

ARTICLE 8 NOMINATING COMMITTEE

Section 8.1. DESCRIPTION

There shall be a Nominating Committee of ICANN ("**Nominating Committee**"), responsible for nominating all Directors except the President and those Directors nominated by Decisional Participants; for nominating two directors of PTI (in accordance with the articles of incorporation and bylaws of PTI); and for such other selections as are set forth in these Bylaws. Notification of the Nominating Committee's Director nominations shall be given by the Nominating Committee Chair in writing to the EC Administration, with a copy to the Secretary, and the EC shall promptly act on it as provided in [Section 7.25](#). Notification of the Nominating Committee's PTI director nomination shall be given to the Secretary.

Section 8.2. COMPOSITION

The Nominating Committee shall be composed of the following persons:

- (a) A non-voting Chair, appointed by the Board;
- (b) A non-voting Chair-Elect, appointed by the Board as a non-voting advisor;
- (c) One voting delegate each selected by the following entities:
 - i. The Address Council of the Address Supporting Organization established by Section 9.2;
 - ii. The Council of the Country Code Names Supporting Organization established by Section 10.3;
 - iii. The Governmental Advisory Committee established by Section 12.2(a)
 - iv. The Security and Stability Advisory Committee established by Section 12.2(b);
 - v. The Root Server System Advisory Committee established by Section 12.2(c);
and
 - vi. The Internet Engineering Task Force.

~~A non-voting liaison appointed by the Root Server System Advisory Committee established by Section 12.2(c);~~

~~(d) A non-voting liaison appointed by the Security and Stability Advisory Committee established by Section 12.2(b);~~

~~(e) A non-voting liaison appointed by the Governmental Advisory Committee;~~

~~(df) Five voting delegates selected by the At-Large Advisory Committee established by Section 12.2(d);~~

~~(eg) Seven voting delegates to the Nominating Committee shall be selected from the Generic Names Supporting Organization established by Article 11, as follows:~~

- ~~(i) One delegate from the Registries Stakeholder Group;~~
- ~~(ii) One delegate from the Registrars Stakeholder Group;~~
- ~~(iii) Two delegates from the Business Constituency, one representing small business users and one representing large business users;~~
- ~~(iv) One delegate from the Internet Service Providers and Connectivity Providers Constituency (as defined in Section 11.5(a)(iii));~~
- ~~(v) One delegate from the Intellectual Property Constituency; and~~

(vi) One delegate from consumer and civil society groups, selected by the Non-Commercial Users Constituency.

~~(h) One voting delegate each selected by the following entities:~~

~~(i) The Council of the Country Code Names Supporting Organization established by Section 10.3;~~

~~(ii) The Council of the Address Supporting Organization established by Section 9.2; and~~

~~(iii) The Internet Engineering Task Force.~~

(fi) A non-voting Associate Chair, who may be appointed by the Chair, at his or her sole discretion, to serve during all or part of the term of the Chair. The Associate Chair may not be a person who is otherwise a member of the same Nominating Committee. The Associate Chair shall assist the Chair in carrying out the duties of the Chair, but shall not serve, temporarily or otherwise, in the place of the Chair.

Section 8.3. TERMS

(a) ~~The term for e~~Each voting delegate shall ~~be serve a one~~two-year term. No individual A delegate may serve as a delegate for more than two at most two successive one-year terms. In addition, no individual may serve in consecutive terms, regardless of the entity selecting them to the Nominating Committee. An individual will only be eligible to serve a second term as a delegate on the Nominating committee if a minimum of two years has elapsed between the end of their first term and the beginning of the term for which they are being selected., after which at least two years must elapse before the individual is eligible to serve another term.

(b) The regular term of each voting delegate shall begin at the conclusion of an ICANN annual meeting and shall end at the conclusion of the ~~immediately following~~ ICANN annual meeting in two years, subject to the Transition Article Section 27.xx.

~~(c) Non-voting liaisons shall serve during the term designated by the entity that appoints them.~~The Chair, the Chair-Elect, and any Associate Chair shall serve as such until the conclusion of the next ICANN annual meeting.

(d) It is anticipated that upon the conclusion of the term of the Chair-Elect, the Chair-Elect will be appointed by the Board to the position of Chair. However, the Board retains the discretion to appoint any other person to the position of Chair. At the time of appointing a Chair-Elect, if the Board determines that the person identified to serve as

Chair shall be appointed as Chair for a successive term, the Chair-Elect position shall remain vacant for the term designated by the Board.

(e) Vacancies in the positions of delegate, ~~non-voting liaison, Chair or Chair-Elect~~ shall be filled by the entity entitled to select the delegate, subject to the details in the approved Nominating Committee Standard Operating Procedures, ~~non-voting liaison, Chair or Chair-Elect involved~~. If a delegate is selected to fill a vacancy and less than eight months have elapsed in that term, the delegate will be considered to have served a full term for the purposes of Section 8.3(a). If more than eight months have elapsed in the term at the time the delegate is selected to fill a vacancy, such service will not be considered a full term pursuant to Section 8.3(a).

(f) For any vacancy in the position of Chair, the Board shall appoint a replacement. For any term that the Chair-Elect position is vacant pursuant to Section 8.3(d), or until any other vacancy in the position of Chair-Elect can be filled, a non-voting advisor to the Chair may be appointed by the Board from among persons with prior service on the Board or a Nominating Committee, including the immediately previous Chair of the Nominating Committee. A vacancy in the position of Associate Chair may be filled by the Chair in accordance with the criteria established by Section 8.2(i).

~~(g)~~ The existence of any vacancies shall not affect the obligation of the Nominating Committee to carry out the responsibilities assigned to it in these Bylaws.

Section 8.4. CRITERIA FOR SELECTION OF NOMINATING COMMITTEE DELEGATES

Delegates to the ICANN Nominating Committee shall be:

(a) Accomplished persons of integrity, objectivity, and intelligence, with reputations for sound judgment and open minds, and with experience and competence with collegial large group decision-making;

(b) Persons with wide contacts, broad experience in the Internet community, and a commitment to the success of ICANN;

(c) Persons whom the selecting body is confident will consult widely and accept input in carrying out their responsibilities;

(d) Persons who are neutral and objective, without any fixed personal commitments to particular individuals, organizations, or commercial objectives in carrying out their Nominating Committee responsibilities;

(e) Persons with an understanding of ICANN's mission and the potential impact of ICANN's activities on the broader Internet community who are willing to serve as volunteers, without compensation other than the reimbursement of certain expenses; and

(f) Persons who are able to work and communicate in written and spoken English.

Section 8.5. DIVERSITY

In carrying out its responsibilities to nominate Directors to fill Seats 1 through 8 (and selections to any other ICANN bodies as the Nominating Committee is responsible for under these Bylaws), the Nominating Committee shall take into account the continuing membership of the Board (and such other bodies), and seek to ensure that the persons it nominates to serve as Director and selects shall, to the extent feasible and consistent with the other criteria required to be applied by [Section 8.4](#), be guided by [Section 1.2\(b\)\(ii\)](#).

Section 8.6. ADMINISTRATIVE AND OPERATIONAL SUPPORT

ICANN shall provide administrative and operational support necessary for the Nominating Committee to carry out its responsibilities.

Section 8.7. PROCEDURES

The Nominating Committee shall adopt such operating procedures as it deems necessary, which shall be published on the Website. [The Nominating Committee and the NomCom Standing Committee, while ensuring confidentiality, will ensure that they maintain transparency and accountability to the ICANN Community for all their processes.](#)

Section 8.8. INELIGIBILITY FOR SELECTION BY NOMINATING COMMITTEE

No person who serves on the Nominating Committee in any capacity shall be eligible for nomination by any means to any position on the Board or any other ICANN body having one or more membership positions that the Nominating Committee is responsible for filling, until the conclusion of an ICANN annual meeting that coincides with, or is after, the conclusion of that person's service on the Nominating Committee.

Section 8.9. INELIGIBILITY FOR SERVICE ON NOMINATING COMMITTEE

No person who is an employee of or paid consultant to ICANN (including the Ombudsman) shall simultaneously serve in any of the Nominating Committee positions described in [Section 8.2](#).

ARTICLE 12 ADVISORY COMMITTEES

Section 12.2. SPECIFIC ADVISORY COMMITTEES

There shall be at least the following Advisory Committees:

(c) Root Server System Advisory Committee

(i) The role of the Root Server System Advisory Committee ("**Root Server System Advisory Committee**" or "**RSSAC**") is to advise the ICANN community and Board on matters relating to the operation, administration, security, and integrity of the Internet's Root Server System. It shall have the following responsibilities:

(A) Communicate on matters relating to the operation of the Root Servers and their multiple instances with the Internet technical community and the ICANN community. The RSSAC shall gather and articulate requirements to offer to those engaged in technical revision of the protocols and best common practices related to the operation of DNS servers.

(B) Communicate on matters relating to the administration of the Root Zone with those who have direct responsibility for that administration. These matters include the processes and procedures for the production of the Root Zone File.

(C) Engage in ongoing threat assessment and risk analysis of the Root Server System and recommend any necessary audit activity to assess the current status of root servers and the root zone.

(D) Respond to requests for information or opinions from the Board.

(E) Report periodically to the Board on its activities.

(F) Make policy recommendations to the ICANN community and Board.

(ii) The RSSAC shall be led by a chair. ~~The RSSAC chair and members shall be appointed by the Board.~~

(A) RSSAC membership appointment shall be for a three-year term, commencing on 1 January and ending the second year thereafter on 31 December. Members may be re-appointed, and there are no limits to the number of terms the members may serve. ~~The RSSAC chair shall provide recommendations to the~~

Board regarding appointments to the RSSAC. If the Board declines to appoint a person nominated by the RSSAC, then it will provide the rationale for its decision. The RSSAC chair shall stagger appointment recommendations so that approximately one-third (1/3) of the membership of the RSSAC is considered for appointment or re-appointment each year. The Board shall also have the power to remove RSSAC appointees as recommended by or in consultation with the RSSAC.

(B) The RSSAC shall recommend the appointment of the chair to the Board following a nomination process that it devises and documents.

(iii) The RSSAC shall annually appoint a Liaison to the Board according to Section 7.9(a)(ii)jm.

ARTICLE 27 TRANSITION ARTICLE

Section 27.xx Nominating Committee ~~Two-Year Term Transition Period~~ Delegate Terms

(a) For the Nominating Committee with a term commencing at the conclusion of the ICANN General Meeting in 202[], the delegates shall be selected in accordance with Section 8.3 of these Bylaws as adopted on [insert date of adoption]. To effectuate the introduction of the two-year terms and support the goal of staggering delegate terms, the following delegates will serve a one-year term:

- i. The delegates appointed pursuant to:
 - i. Section 8.2.(c)(i) (ASO);
 - ii. Section 8.2 (c)(iii) (GAC); and
 - iii. Section 8.2 (c)(v) (RSSAC).
- ii. Three of the delegates appointed by the At-Large Advisory Committee pursuant to Section 8.2(d).
- iii. Three of the delegated appointed by the Generic Names Supporting Organization pursuant to Section 8.2(e).

(b) The At-Large Advisory Committee and the Generic Names Supporting Organization are responsible for identifying which delegates are assigned to the one-year terms identified above.

(c) All other seats identified at Section 8.2 of these Bylaws shall be seated for two-year terms.

(d) No person who served on either or both of the two prior Nominating Committees (with terms ending at the ICANN Annual General Meeting in 20[] or 20[]) is eligible for appointment to the Nominating Committee term commencing at the conclusion of the ICANN General Meeting in 202[].

(e) For the Nominating Committee with a term commencing at the conclusion of ICANN General Meeting in 202[+1], only those seats as identified in this Section 27.x(a)(1)-(iii) shall be filled, each for a two-year term. No person who served on either or both of the Nominating Committees with terms ending at the ICANN Annual General Meeting in 202[] or 202[] shall be eligible for appointment to this term.

Commented [SE1]: Insert the year commensurate with when the Bylaws amendments are approved.

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(f) For the purposes of calculating and filling vacancies under Section 8.3(e), the following rules shall apply for the one-year terms specified in this Transition Article:

- i. Service in all or part of a one-year term shall not be counted towards the total time served on the Nominating Committee, and the persons remain eligible to serve two two-year terms pursuant to Section 8.3.
- ii. One-year terms vacated with less than four months remaining in the term shall not be replaced, regardless of the reason for vacancy. The seat shall remain vacant until the commencement of the Nominating Committee with a term commencing with the conclusion of ICANN's Annual General Meeting in 202[+1].

Section 27.xy Directors and Their Selection, incorporating "Unaffiliated Directors"

(a) To effectuate the introduction of "unaffiliated Directors" as specified in Section 7.2(b)(ii) of the Bylaws as adopted on [insert effective date], the Nominating Committee shall apply the following:

- a. The Nominating Committee shall nominate a single "unaffiliated Director" within each nomination cycle for the 202[x], 202[x+1] and 202[x+2] nominating cycles.
- b. The Nominating Committee may, within its discretion, nominate additional "unaffiliated Directors" within each of these cycles.
- c. Starting in 202[x+3], the Nominating Committee shall be required to assess its compliance with Section 7.2(b)(ii) without limitation or impact from this Transition Article.
- d. Directors serving on the ICANN Board prior to [Bylaws effective date] and seeking a successive consecutive term on the Board are not eligible to qualify as an "unaffiliated Director".