

PROPOSED BYLAWS REVISION

ARTICLE VI: BOARD OF DIRECTORS

Section 22. COMPENSATION

The Chair of the ICANN Board shall be entitled to receive reasonable compensation for his/her services as a Director. The compensation committee shall be responsible for recommending a reasonable level of compensation for the Board Chair. Only those members of the Compensation Committee that are free from conflicts of interest with respect to the party for whom compensation is under consideration shall participate in the deliberations or voting on the recommendation to the Board. Only those members of the Board that are free from conflicts of interest with respect to the party for whom compensation is under consideration shall participate in the deliberations or voting on the approval of compensation for the Board Chair. At no time shall the Board Chair participate in deliberations or voting on compensation for the Board Chair. The Compensation Committee and the Board shall follow appropriate processes set forth in the United States Internal Revenue Code and applicable Treasury Regulations to ensure that there is a rebuttable presumption of reasonable compensation established for the Board Chair.

All Directors other than the Board Chair shall receive no compensation for their services as Directors. The Board may, however, authorize the reimbursement of actual and necessary reasonable expenses incurred by any Directors and non-voting liaisons performing their duties as Directors or non-voting liaisons.