

## 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.

## ARTICLE X: GENERIC NAMES SUPPORTING ORGANIZATION; SECTION 2. ORGANIZATION

The GNSO shall consist of:

- (i) A number of Constituencies, if any, 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(8) of this Article (link TBD);
- (iv) and a GNSO Council responsible for managing the policy development process of the GNSO, as described in Section 4 of this Article (link TBD).

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

## ARTICLE X: GENERIC NAMES SUPPORTING ORGANIZATION; 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 Registrar 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(8) of this Article [link TBD] by the Nominating Committee.

No more than one officer, director, employee, agent or consultant of any particular corporation or other organization (including its subsidiaries and affiliates) shall serve on the GNSO Council at any given time. 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 Council Operational Rules and Procedures approved by the Board.

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 both Houses in the case of the non-voting Nominating Committee appointee (see Section 3(8) of this Article (link TBD)). Such removal shall be subject to reversal by the ICANN Board on appeal by the affected GNSO member.

4. The GNSO Council is responsible for managing the policy development process of the GNSO. It shall adopt such procedures as it sees fit to carry out that responsibility, provided that such procedures are approved by the Board, and further provided that, until any modifications are recommended by the GNSO Council and approved by the Board,

the applicable procedures shall be as set forth in [Section 6 of this Article](#). In addition, the GNSO Council is responsible for managing open forums, in the form of mailing lists or otherwise, for the participation of all who are willing to contribute to the work of the GNSO; such forums shall be appropriately moderated to ensure maximum focus on the business of the GNSO and to minimize non-substantive and abusive postings.

5. The GNSO Council shall make selections to fill Seats 13 and 14 on the ICANN Board by written ballot or by action at a meeting <sup>1</sup> *placeholder regarding manner of selection – TBD by Board*. Election procedures are defined in the GNSO Council Operational Rules and Procedures approved by the Board. 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).

6. 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 Council Operating Rules and Procedures approved by the Board. In the event that the GNSO Council has not elected a GNSO Council 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.

7. Except as provided by [paragraph 5 of this Section](#), the GNSO Council shall act at meetings.

a. Members of the GNSO Council may participate in a meeting of the GNSO Council through use of (i) conference telephone or similar communications equipment, provided that all members participating in such a meeting can speak to and hear one another or (ii) electronic video screen communication or other communication equipment; provided that (a) all members participating in such a meeting can speak to and hear one another, (b) all members are provided the means of fully participating in all matters before the GNSO Council, and (c) ICANN adopts and implements means of verifying that (x) a person participating in such a meeting is a member of the

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<sup>1</sup> This revision is pending SIC approval.

GNSO Council or other person entitled to participate in the meeting and (y) all actions of, or votes by, the GNSO Council are taken or cast only by the members of the GNSO Council and not persons who are not members.

b. Members entitled to cast a majority of the total number of votes of GNSO Council members then in office shall constitute a quorum for the transaction of business, and acts by a majority vote of the GNSO Council members present at any meeting at which there is a quorum shall be acts of the GNSO Council, unless otherwise provided herein. (See Section 3(8) (link TBD) of this Article concerning the number of votes that GNSO Council members may cast.)

c. Absentee voting. Members that are absent from a meeting at the time of a vote on whether to initiate a PDP, forward a policy recommendation to the Board, or fill a position open for election may vote by absentee ballot. The GNSO Secretariat will provide reasonable means for transmitting and authenticating absentee ballots, which could include voting by telephone, e-mail, or web-based interface. Absentee ballots must be submitted within 72 hours following the start of the meeting in which a vote is initiated, except that in exceptional circumstances announced at the time of the vote the Chair may reduce this time to 24 hours or extend the time to 7 days.

d. Advance notice of such meetings shall be posted on the Website, if reasonably practicable, at least 7 days in advance of the meeting.

e. Except where determined by a majority vote (see [Section 5\(2\) of this Article](#)) of members of the GNSO Council present that a closed session is appropriate, meetings shall be open to physical or electronic attendance by all interested persons.

f. The GNSO Council shall transmit minutes of its meetings to the ICANN Secretary, who shall cause those minutes to be posted to the Website as soon as practicable following the meeting, and no later than 21 days following the meeting.

8. Typically 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 Registrar 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 Party 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.

Each member of a voting house is entitled to cast one vote in each separate matter before the GNSO Council.

9. Except as otherwise specified in these Bylaws, Annex A hereto, or the GNSO Council Operating Rules and Procedures approved by the Board, 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 more than 25% vote of both houses or majority of one house;
- b. Initiate a PDP Within Scope: requires more than 33% vote of both houses or more than 66% vote of one house;
- c. Initiate a PDP Not Within Scope: requires a vote of more than 75% of one house and a majority of the other house ("Super Majority");
- d. Approve a PDP Recommendation Without a Super Majority: requires a majority of both houses and further requires that one representative of at least 3 of the 4 Stakeholder Groups supports;
- e. Approve a PDP Recommendation With a Super Majority: requires greater than 75% majority in one house and majority in the other house;
- f. Election of officers: The voting thresholds for electing Council officers are contained in the GNSO Council Operating Rules and Procedures approved by the Board.

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

#### ARTICLE X: GENERIC NAMES SUPPORTING ORGANIZATION; SECTION 5. STAKEHOLDER GROUPS AND CONSTITUENCIES

1. The following Stakeholder Groups are hereby recognized as representative of a specific group of one or more Constituencies, approved by the Board, 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).

2. Each Stakeholder Group identified in paragraph 1 of this Section (link TBD) and each of its associated Constituencies 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 prevailing privacy laws and consistent with procedures designed to ensure fairness. Stakeholder Group and Constituency Charters may be reviewed periodically as prescribed by the Board.

3. Any group of individuals or entities may petition the Board for recognition as a new or separate Constituency. 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.

4. The Board may create new Constituencies within any Stakeholder Group in response to such a petition as described at Section 3 (link TBD), if the Board determines that such action would serve the purposes of ICANN. 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.

#### **ARTICLE X: GENERIC NAMES SUPPORTING ORGANIZATION; 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. 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 Registry Constituency shall be assigned to the Registries Stakeholder Group;



- b. The Registrar Constituency shall be assigned to the Registrar 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.

2. Each GNSO Constituency described in paragraph 1 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, shall submit to the ICANN Secretary a new or revised Charter (which may itself of necessity be a transitional Charter)<sup>2</sup> 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.

3. Prior to the commencement of the ICANN meetings 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 as amended effective 29 May 2008 <<http://www.icann.org/en/general/archive-bylaws/bylaws-29may08.htm#X-3.1>>. 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

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<sup>2</sup> It is proposed that the Constituencies in the Contracted Party House will be subsumed into the new Stakeholder Groups. As a result, a different approach will need to be agreed upon to replace the Constituency reconfirmation and recertification process.

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.

4. Beginning with the commencement of the ICANN Meetings in October 2009, or another date the Board may designate by resolution (the “Effective Date of the Transition”), the representatives on the Generic Name Supporting Organization (“GNSO”) Council from each of the existing six Constituencies shall be appointed or elected consistent with the number of Council seats allocated by its respective Stakeholder Group subject to the following:

- 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 Registrar 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;
- 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.

5. As soon as practical after the commencement of the ICANN meeting in October 2009, or another date the Board may designate by resolution, the Generic Names Supporting Organization Council shall, in accordance with Article X, Section 3(6) (link TBD) and its Operating Rules and Procedures, elect officers and give the ICANN Secretary written notice of its selections.

