

# Bylaws of the Noncommercial Users Constituency

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## I. Mission and Principles

A. The [Noncommercial Users Constituency](#) (NCUC) of the Internet Corporation for Assigned Names and Numbers ([ICANN](#)) is a Constituency of the [Non-Commercial Stakeholders Group](#) (NCSG), which is organized under the Generic Name Supporting Organization (GNSO) as specified by Article 11, Sections 3 and 5 of the ICANN [Bylaws](#).

B. The purpose of the Noncommercial Users Constituency is to represent individuals and organizations that use the domain name system (DNS) for noncommercial purposes. The primary purpose of the Constituency is to protect noncommercial online communications, which includes expression for political, personal, research, educational and recreational purposes. The NCUC gives voice and representation in ICANN processes to nonprofit organizations that serve noncommercial interests such as nonprofit educational and philanthropic organizations, human

rights and public interest policy advocacy groups, and families or individuals who register domain names for noncommercial personal use and are primarily concerned with the noncommercial, public interest aspects of domain name policy.

C. The NCUC is accountable to its constituents through elections, term limits, consultation, transparency, and review and redress mechanisms, which are described in these bylaws and in its other procedural documents.

## **II. Organization and Structure**

A. The Noncommercial Users Constituency shall consist of three distinct parts: the Membership, the Executive Committee, and the Policy Committee.

B. The Membership shall consist of NCSG member organizations and individuals that meet the membership criteria, complete the processes set out in the NCSG Charter, and choose the NCUC. The NCUC Executive Committee reserves the right to review and approve NCSG members who decide to join the NCUC.

C. The Executive Committee (EC), directed by the Chair, shall be responsible for the administration of the Constituency, including arrangements for meetings, website communications, mailing lists, and teleconferences. The selection process of the Executive Committee, along with the EC's powers and duties, are defined in Section IV below.

D. The Policy Committee shall consist of the NCUC Chair, elected GNSO Council Representatives who are also NCUC members, and any active NCUC members who volunteer for the Policy Committee, such as those involved in policy development process (PDP) working groups, after review by the NCUC EC, within the limits set out in Section V.B. The Policy Committee should also have a vice chair. The Policy Committee's selection process and duties are set out in Section V below.

## **III. Membership**

A. Eligible organizations.

An organization that meets the following criteria is eligible for membership in the Constituency:

1. The organization has been accepted for membership by the NCSG;

2. The organization is incorporated as a noncommercial entity (in countries that have such a provision in their commercial code) or, if unincorporated or if operating in a country without provisions for noncommercial incorporation, that operates on a not-for-profit basis primarily for noncommercial purposes; and
3. The organization is the exclusive user of at least one domain name. This can be verified by:
  - (1) The individual or organization being listed as the registrant and/or administrative contact in the [WHOIS](#) data of the domain name;
  - (2) The name resolving to a website controlled by and representing the member organization; or
  - (3) Other indications that prove to the NCUC-EC that the prospective member organization is the primary user of a domain name; and
4. The organization is engaged in online activities that are primarily noncommercial, including, for example, those related to advocacy, education, religion, human rights, charity, science, and the arts.
5. In the case of a membership-based organization, the organization should not only be noncommercial itself, but should have a primarily noncommercial focus, and the membership should also be primarily composed of noncommercial members (for example, while a chamber of commerce may be a noncommercial organization itself and may even have some noncommercial members, if it is primarily composed of commercial organizations and has a commercial focus, it would be ineligible for membership).

B. Ineligible organizations.

The membership of the NCUC specifically excludes:

1. Political organizations whose primary purpose is to hold government office and/or elect government officials;
2. Commercial organizations and associations that advocate for the benefit of commercial entities (even if the organizations are nonprofit in form);
3. Organizations that are represented in ICANN through another Supporting Organization specified in the ICANN Bylaws or GNSO Stakeholder Group;

4. Organizations that provide, or have provided, services under contract or Memorandum of Understanding with ICANN within the past six (6) months;
5. Government organizations or government-run organizations; and
6. Intergovernmental organizations fully or partially composed of nation states.

C. Notification.

An organizational member of the NCSG shall take the following steps to notify the NCUC of its desire to join:

1. Upon or after joining the NCSG, designate the NCUC as a choice of Constituency.
2. Notify the NCUC Chair via email.
3. Designate its Official Representative (as defined in paragraph III.D) and any Additional Representatives to the NCUC.
4. Membership shall become complete upon notification of acceptance by the NCUC Chair or his/her agent.

D. Official Representative.

Each prospective Member organization, in its application, shall appoint an individual to serve as its Official Representative to the NCUC. This representative will have the privilege of voting and speaking publicly for the Member within proceedings and discussions of the Constituency. The Official Representative must be formally authorized to represent the Member Organization by a responsible official of that organization. In addition to verification by the NCSG, the NCUC EC may also make inquiries to the Member Organization to verify their selection if necessary. Members can change the designated Official Representative in two ways:

1. The Chief Executive or Executive Director of the Member Organization can notify the NCUC EC in writing of the change; or
2. The existing Official Representative can resign and submit to the NCUC EC in writing the name of the new Official Representative. The newly designated Official Representative must have the delegated authority to represent the Member Organization as described above. If an Official Representative holds an elected office in the NCUC and is subsequently replaced as organizational representative, the elected office will be vacated and filled by the NCUC EC according to the procedures generally applicable for

filling a vacancy in that position.

E. Additional Representatives.

Each Member may also designate one or more individuals to serve as Additional Representative(s) to the Constituency. Additional Representative(s) may not vote, but otherwise may participate in the Constituency mailing list, discussions, and meetings. In case an Official Representative resigns without notifying the NCUC of a new Official Representative from the organization, the Additional Representative automatically becomes the representative of the organization within the NCUC. The Executive Committee shall, at its discretion, determine limits to the total number of Additional Representatives that an organization may appoint (provided that the limit shall apply to all Constituency Members equally).

G. Eligible Individuals.

A natural person who has been accepted as an Individual Member of the NCSG (NCSG Charter and who meet the following criteria are eligible to join the NCUC as an "Individual Member" subject to the following additional requirements:

1. An individual Internet user who has one or more registered domain names for personal, family, or other noncommercial use; is concerned with the noncommercial aspects of domain name policy; and is not represented in ICANN through membership, personally or by his or her full-time employer, through membership in another Supporting Organization, or through membership in a GNSO Stakeholder Group. Representatives in the Government Advisory Committee (GAC), or those working for a state-supported top-level domain (TLD) registry operator may not join the NCUC as individual members. Those employed in government departments and intergovernmental organizations who are not directly involved in ICANN-related work may be eligible to join at the discretion of the NCUC EC. Individuals should provide a disclosure statement in accordance with paragraph III.I with their application. Failure to do so at the time of application could be grounds for an ineligibility finding by the EC.
2. An individual Internet user who is primarily concerned with the noncommercial aspects of domain name policy, and is not represented in ICANN personally or by his or her employer through membership in another Advisory Committee or Supporting Organization and their stakeholder groups.
3. An individual who is employed by or a member of a non-member noncommercial organization (such as a university, college, or large nongovernmental organization (NGO)) can join the NCSG in an individual capacity if his or her organization has not

already joined the NCSG. The Executive Committee shall, at its discretion, determine limits to the total number of Individual Members who can join from any single organization (provided the limit shall apply to all organizations, of the same size category, equally).

#### H. Participation Rights.

The Membership shall have the following participation rights in regard to the administration and policy development processes of the Constituency:

1. Vote in elections for the NCUC Chair and Regional Representatives.;
2. Nominate candidates for elected positions and receive timely notifications on all elections as well as full list of nominated candidates to the public NCUC mailing list.
3. Initiate proposals for policy development positions and/or Constituency responses to ICANN Public Comments within the Constituency and obtain expressions of support for it on the public discussion list.
4. Be given timely notice of all statements/positions drafted by the Policy Committee and afforded an opportunity to comment on them via the public list
5. Submit agenda items for consideration at Constituency meetings and Executive Committee meetings.
6. Propose bylaw amendments. A petition of five (5) percent of the active members shall be sufficient for putting a bylaw amendment on the ballot for consideration at the next regular election.

#### I. Financial Disclosure Statements.

A disclosure statement should be provided by an individual or an organization who is receiving an individual or group research grant, funding, or consulting fee from ICANN, another Supporting Organization or GNSO Stakeholder Group, governments, or commercial entities involved in ICANN-related activities, unless the funding or the relationship with the donor are the subject of a non-disclosure privilege. This should be done in a form and manner prescribed by the Executive Committee, which will be published and disclosed on NCUC online communication channels. Members can request the EC to keep parts of the disclosure statement confidential; however, the EC will decide, at its own discretion, whether to approve the confidentiality request. The list should be updated periodically and old disclosures removed. The EC will follow up on any disclosures they believe require further consideration. Failure to disclose financial support within three months of having been granted financial support will result in the reconsideration of membership.

J. In the event that a complaint is received or it becomes known to the Chair and the EC that there is an overt and deliberate effort by one or more organization(s) or chapters<sup>1</sup> to control or dominate the Constituency; then, by majority vote of the EC, the identified organization(s) should be subject to a membership review. Remedies may include (a) cessation of the dominating/controlling behaviors, (b) suspension of membership, or (c) limiting, in a nondiscriminatory manner, the membership eligibility of chapters and sub-units and/or individuals affiliated with the affected organization(s).

## IV. Executive Committee

A. The Constituency shall have an Executive Committee (EC).

B. The EC shall consist of the Chair, a Vice Chair, a Treasurer, and Regional Representatives (one for each of the [geographic regions](#) recognized by ICANN). If the Chair of the NCSG is an NCUC member, at the EC's discretion, she or he may serve in an observer capacity on the NCUC Executive Committee.

C. The Executive Committee shall create operating rules for existing members to maintain their membership eligibility, and shall review and, when justified, expel members whose status has changed in ways that no longer make them eligible for membership under the criteria stated in sections III.A for eligible organizations or III.G for eligible individuals.

D. The Chair is elected by the NCUC membership and is responsible for the overall administration of the Constituency. Specific duties include:

1. Overseeing the establishment and management of the email lists required by the Bylaws;
2. Arranging meetings and their facilities;
3. Establishing and managing the Constituency website;
4. Overseeing membership recruitment, processing, and retention;
5. Preparing budget requests, as necessary, for approval by the EC.
6. Managing general communication with ICANN on matters outside the Policy Committee's responsibility.
7. Issuing announcements to the Constituency regarding in-person meetings and

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<sup>1</sup> *ISOC Chapters*

publishing agendas within 15 days of the meetings.

8. Issuing announcements for calls within seven (7) days of their scheduled time.
9. Soliciting nominations from Constituency Members and representatives to be elected by the EC to fill positions that open from time-to-time in the ICANN process.
10. Establishing ballots for review by the EC.
11. Organizing and chairing Constituency meetings and teleconferences, overseeing the timely publication of meeting notes, and acting as a Constituency spokesperson on matters outside the Policy Committee's responsibility.
12. Providing oversight of the Policy Committee's process and regular communication with the Constituency membership.
13. Managing communication to the Constituency announce mailing list. The Chair may delegate this task to one of the Regional Representatives.
14. Whenever EC votes are required by these Bylaws but inaction by other members of the EC prevents tasks and duties required by the Bylaws to be executed, the Chair is empowered to act to further the interests of the Constituency. In the event of a tie vote on the EC, the Chair shall act as tiebreaker.

E. Regional EC Representatives:

1. Shall be elected on an annual basis by Constituency members.
2. Shall each serve no more than three consecutive terms on the EC. There must be at least one (1) annual term before former EC members who have served three (3) consecutive terms are eligible to run again.
3. Shall consist only of Individual Members or designated Official Representatives of Organizational Members.
4. No two EC members may be the employees of the same organization or be representatives to the NCUC of different chapters or sub-units of the same organization.

F. Responsibilities of the Regional Representatives:

1. Recruiting new members from their regions and periodically report their activities to the members.



2. Working with new and current members from their region to help them understand the structure of ICANN and encourage them to participate in the Constituency and ICANN processes.
3. Voting in the EC on the matters listed in section IV.G. All EC votes called by the Chair must be responded to within seven (7) days.
4. Attend EC meetings.
5. Ensure that members from their region are made aware of and respond to calls for comments by members of the Policy Committee, Working Groups, GNSO Council, and other ICANN policy development activities. Regional Representatives must provide a reply to all such requests from the Policy Committee.

G. The Executive Committee shall have the following duties:

1. Hold official meetings, which are transcribed and recorded, either in person or by teleconference, at least four times a year.
2. Establish, maintain, and support procedures, policies, and governing rules concerning the management and operation of the Constituency. Each elected Executive Committee, no later than six (6) months after taking office, is required to start reviewing the operating rules that need to be established and revised and finish reviewing by the end of their term.
3. Approve all election ballots for online elections.
4. Review and approve by voting the budgets and expenditures submitted by the Chair.
5. Appoint NCUC representatives to the ICANN Nominating Committee by majority vote, with at least four members voting.
6. Appoint a Constituency representative to the Public Interest Registry Advisory Council (.ORG) by majority vote, with at least four members voting.
7. Appoint representatives to fill any position in the NCSG, GNSO, or ICANN that requires Constituency representation by majority vote, with at least four members voting.

8. Fill temporary vacancies, per section VII, in the Chair position, and oversee elections, as appropriate, for the Chair or Regional EC Representatives for violation of ICANN's standards of behavior or nonparticipation.
9. Appoint a delegate(s) to serve on the NCSG Executive Committee. Any NCSG Executive Committee delegates shall also serve in an ex-officio (non-voting) capacity on the NCUC Policy Committee and the NCUC Executive Committee.
10. Appoint the Chair and Vice Chair of the NCUC Policy Committee.

#### H. Challenging EC Decisions

Any decision by the NCUC EC regarding removal of an officer or a member due to an eligibility change or approval of a ballot can be appealed by requesting a full vote of the NCUC membership. The appeal shall be preceded by a request for review:

1. Request for review

Requests for review shall be submitted to the NCUC Executive Committee by at least fifteen (15) NCUC members with organizational and individual members counting as one each. The NCUC EC must take requests under consideration and respond within ten (10) days. If, after consideration of any documentation and reasoning provided by those requesting review, the NCUC EC does not reverse its decision, the NCUC EC and those making the request for review should attempt to negotiate a mutually agreeable solution within ten (10) days.

2. Appeal

An appeal against the NCUC Executive Committee decisions shall be launched if the NCUC EC and those making the request for review cannot reach a mutually acceptable agreement on the decision within ten (10) days. In this case, those making the request shall file an appeal within ten (10) days.

If an appeal is launched, a vote of the NCUC membership on the appeal will be scheduled no later than sixty (60) days after the appeal is made, unless there is a general election scheduled no more than ninety (90) days from the day when the appeal process started. In this case, the voting can take place at the next general election.

3. Outcome of the appeal

For the appeal to succeed, sixty percent (60%) of all active NCUC members must vote

to approve the appeal as defined in Section VI. If the appeal is approved, the NCUC EC must take all necessary steps to reverse its challenged decision within seven (7) days of the vote.

#### 4. Suspension of the challenged decision

A decision that is challenged under procedures described in this section shall not be executed until the review or appeal process is finalized unless the circumstances require immediate execution of the decision.

### I. The Vice Chair

1. A member of the EC may be designated as Vice Chair by a majority vote of the EC.
2. The Vice Chair will take over the duties of the Chair when:
  - a. The Chair delegates those responsibilities to him or her for a temporary period.
  - b. The Chair is incapacitated or unaccountably absent for thirty (30) days or more.
  - c. The Chair resigns.

### J. The Treasurer

1. The EC shall elect a Treasurer to assist in the management of the Constituency. The Treasurer will be nominated to the EC by the Chair, with notification to the membership, and must be approved by a majority vote of the EC with at least four members voting. If four EC members fail to vote within two weeks of the nomination, the Chair shall appoint the Treasurer.
2. The Treasurer shall be responsible for depositing any contributions, managing the Constituency bookkeeping and accounting, and regularly reporting to the EC regarding finances and accounts.
3. If the Treasurer is not an EC member already, he or she shall be a nonvoting member of the EC, and shall be expected to participate in all EC meetings.

## **V. The Policy Committee**

A. The Constituency shall have a Policy Committee (PC). The PC shall have a Chair and a Vice Chair. The Chair of the Policy Committee shall be responsible for facilitating the formulation of Constituency positions on public comment requests, on matters of domain name

policy and on ICANN corporate governance, and providing them in a timely manner to the Generic Names Supporting Organization (GNSO) of ICANN, the GNSO Council, and any other ICANN committees and working groups.

B. The Chair and the Vice Chair of the Policy Committee shall be appointed by the EC and the Chair shall also serve on the NCSG Policy Committee. The PC shall include the NCUC Chair, any elected NCUC GNSO Council Representatives who are also NCUC members, and any active NCUC member, such as a member serving in a PDP working group who volunteers to serve in the Policy Committee upon review of the NCUC EC. The Policy Committee shall not exceed ten (10) members in size.

C. The Executive Committee appoints the NCUC members of the Policy Committee.

D. If a PC member appointed by the Executive Committee as a volunteer fails to perform his or her duties, the Executive Committee can take a decision to remove the member and perform a re-appointment. Before the removal decision is taken, the Executive Committee must notify the person in question under the same procedure as outlined in section VII.

E. The Policy Committee Chair shall:

1. Attend and/or participate remotely in NCSG Policy Committee Meetings.
2. Organize regular meetings of the Committee at face-to-face ICANN meetings and through teleconference.
3. Work with Constituency Members to find appropriate and expert members of the broader noncommercial community to serve in policy development activities initiated by ICANN's Board, President, or staff; GNSO Council committees or working groups; and any other groups open to Constituency participation.
4. Consult with the Constituency to develop policy positions. The Policy Committee may also start an NCUC working group and policy process on its own initiative or at the request of a bona fide member. The initiation of such working groups and policy processes should be done with the agreement of the EC.

F. The Policy Committee Chair shall also work with the NCUC Chair to help inform the Constituency, via mailing lists, the announcement list, the website, and other appropriate communication media regarding:

1. ICANN Public Comment solicitations of general interest to Constituency members;
2. ICANN Public Comment solicitations on matters of significant interest to Constituency members and for which member comments might play a role in influencing policy and protecting noncommercial interests;

3. Positions developed by the NCUC Policy Committee; and
  4. Issues that are being or have been recently considered by the GNSO Council, and the positions taken by Constituency representatives on those issues.
- G. Other individuals shall be invited to participate in the deliberations of the NCUC Policy Committee, including:
1. Members (or their Official Representatives) who are serving on GNSO Working Groups, ICANN Advisory Committees, presidential committees, and other policy bodies (standing or ad hoc) within ICANN; and
  2. Any NCUC delegates to the NCSG Policy Committee (in an *ex officio* capacity).

## VI. Voting

A. The EC Chair shall be responsible for ballots, agendas, and meeting schedules. If the Chair is a candidate in the election, then the Executive Committee may appoint, if deemed necessary, a replacement in charge of ballots, agendas, and meeting schedules from among members of the Executive Committee.

1. Announcement to the Constituency regarding elections shall take place at least thirty (30) days prior to their commencement.
2. The Chair shall submit the nomination, campaigning and election schedules, as well as the ballot to be used in the election, to the EC for review and approval.

### B. Voting Members

1. The Chair shall publish on the website a list of the Official Representatives of all active Member Organizations and a list of active, eligible Individual Members thirty (30) days prior to the election.
2. Voting lists will be made available to be reviewed by the entire NCUC membership.
3. The following individuals are ineligible to serve as the Official Representative of their organization (for the purposes of voting):
  - a. An individual who holds the power to vote in another Constituency, Stakeholder Group, or on the ICANN Board, except those in the NCSG.
  - b. An individual who holds any form of permanent or temporary paid position with ICANN, including independent contractors who have served ICANN in paid

positions within the last six months. If such an individual is identified at any time by any Member or officer, then the Chair shall provide notice to the Member Organization requesting a replacement Official Representative who satisfies the criteria in Section III. If such a replacement is not named at least seven (7) days prior to any vote or election, the Member Organization will be ineligible to participate in that vote or election.

4. The check-in process: Before each annual election, the NCUC Chair shall send an email to all Members, active or suspended, asking them to update their contact information before the election. If the NCSG has conducted the check-in prior to the NCUC elections, the process should not be repeated; those who are listed as inactive by the NCSG will be recognized as inactive by the NCUC. If the check-in takes place by the NCUC and no response is received by the requested deadline, an attempt will be made to reach the Member by other means, e.g., telephone calls or requests through other contacts. If, after reasonable attempts fail to reach a member or its representative and confirmation of contact information cannot be completed, that Member's status will be changed to inactive and an announcement will be made on the public discussion list. An inactive member will not be included in the membership count required to establish election results. An inactive member can be reinstated to active status by updating its contact information. An inactive member may remain on the inactive list indefinitely.
5. Members who respond to the NCUC check-in process are deemed active members.

#### C. Voting Weights (Active Members Only)

To foster full and fair representation of both large and small organizations, as well as independent chapters, the Constituency shall consider:

1. Organizations that have more than fifty (50) employees, or are membership organizations with more than five hundred (500) individual members, shall be classified as "large organizations" and shall have four votes.
2. Organizations that are composed of ten (10) or more organizational members that qualify as "large" shall be classified as "large organizations" and shall have four votes.
3. Organizations that do not qualify as large organizations and have more than one member shall be classified as "small organizations" and shall have two votes.
4. Individual persons who are Members shall have one vote.

D. The Executive Committee shall, as needed, determine further procedures for nomination and voting. Such procedures shall be provided to the Constituency on the website.

E. The votes of members shall be kept confidential. The EC may appoint a trusted

Constituency member who is not a candidate, or an impartial nonmember ICANN or GNSO officer, to audit any election or proceeding in which Member votes are solicited. The circumstances under which an audit might be conducted will be elaborated in NCUC operating rules.

## **VII. Leaving Office**

A. An elected officer or appointed committee member of the NCUC may submit an email or notice of resignation to the Chair whenever circumstances call for such an action.

B. In the event of the resignation of the Chair, the Vice Chair shall finish the term of the departing Chair.

C. Elected or appointed officers and representatives of the Constituency can be removed for nonparticipation as stipulated in section VII D and E.

D. Regional representatives who fail to attend more than three (3) meetings in a row are considered to have resigned their office. If they send apologies for their absence, after three (3) times, they will be treated as per section IV.E.6 below.

E. If an EC member consistently fails to meet his/her responsibilities, the other EC members shall notify the person in question and discuss how to rectify the situation. If performance does not improve to satisfactory levels within three (3) months, the other EC members besides the person in question may, on a unanimous vote, remove the member from office.

F. Regional representatives who fail to vote within 7 days three times in a row are considered to have resigned their office.

G. When any member of the EC or any other NCUC committee has failed to meet participation criteria as specified in as specified in the bylaws and has been removed by the EC, the Chair, after consulting with members, may appoint a temporary replacement to finish the remaining term. If the remaining term of the resigning or removed elected representative(s) is greater than six (6) months, a new election shall be organized.

H. The standards for performing the duties of NCUC leadership positions include impartiality,

accountability, and avoidance of conflicts of interest. NCUC officers are expected to be fair and responsible stewards of the NCUC's activities. The Chair, in particular, is expected to look after the general interests of the NCUC and to be responsive to all members and officers in their requests for information. Term limits and regular elections, as well as removal procedures for corrupt officers or officers who fail to perform their responsibilities, are intended to keep officers accountable and responsive. The NCUC Executive Committee shall draft detailed operating rules for removal of officers who fail to meet these standards within six (6) months of the approval of the Bylaws by the Board.

## **VIII. NCUC Participation in the ICANN Empowered Community**

A. Any Member of the Constituency may request materials included per Section 22.7 of the ICANN Bylaws, Inspection of ICANN's accounting books and records, by making such a request to any member of the Executive Committee. Such request shall include, minimally:

1. The name and contact information of the requestor;
2. Specific information for which access is requested; and
3. Confirmation that such request is for a purpose permitted per Section 22.7 (a) of the ICANN Bylaws.

The Executive Committee shall act on any such request within thirty (30) days of receipt. If approved by a majority vote of the Executive Committee, the Chair shall within 5 business days submit the request to the GNSO Representative of the Empowered Community for forwarding to the Secretary of ICANN. If the Executive Committee declines to approve such a request, a rationale for said action must be provided to the Member.

B. Requests for reconsideration, per Section 4.2 of the ICANN Bylaws, may be initiated by a majority vote of either the Executive Committee or of the Policy Committee. Upon being notified of such a vote by either Committee, the Executive Committee Chair shall take appropriate action to file such request directly with the Board Governance Committee or, if so requested by the initiating Committee, to follow any and all procedures established by the GNSO that would cause said request to be filed as a Community Reconsideration Request, per Annex D, Section 4.3, of the ICANN Bylaws.

C. The Executive Committee, by majority vote, may initiate a petition to commence proceedings under the Independent Review Process, per Section 4.3 of the ICANN Bylaws. This shall include approval by majority vote of the Executive Committee for participation in any and all conditions precedent for participating in an Independent Review Process (IRP) proceeding, including the petitioning for commencement of a Cooperative Engagement Process



(CEP) action. Upon notification of an Executive Committee vote initiating action related to or for a direct petition for an Independent Review Process proceeding, the Chair shall: (1) File said petition directly with the IRP provider, and/or (2) Take any action necessary and as directed by the Executive Committee, including filing for a Cooperative Engagement Process proceeding or engaging representation for the Constituency, to commence the IRP action. If the Executive Committee intends its petition to be a Community Independent Review Process action, per Annex D, section 4.2 of the ICANN Bylaws, it shall indicate this when approving the petition. Upon such action, the Chair shall follow any and all procedures established by the GNSO that would cause said IRP petition to be filed as such. In such instance, the Chair shall coordinate all Constituency participation in the required Mediation process, per section 4.7 of the ICANN Bylaws, and any subsequent processes related to the IRP requiring Constituency representation.

D. Except as otherwise provided in these Bylaws, the Executive Committee shall be the representative voice for the NCUC for all matters involving the ICANN Empowered Community (Article 6 of ICANN's Bylaws). Decisions on matters involving the Empowered Community shall be by majority vote of the Executive Committee. The Chair shall act as the NCUC representative to any forum or committees that result from the NCUC's role in the Empowered Community, unless otherwise provided for by the Executive Committee by majority vote.

## **IX. Changes to these Bylaws**

A. Amendments may be proposed by the Executive Committee, by majority vote, or by a petition of five (5) percent of the then-current active members. Any proposed amendment must be placed on a ballot for voting by the membership during the next regular election.

B. Bylaws amendments shall be passed if at least two-thirds of the votes cast in the election favor its adoption provided a quorum of 40% or more of the eligible Individual and Organizational Members cast a ballot in the election.

## **X. Communications**

A. The Executive Committee shall maintain at least the following four (4) mailing lists:

1. An email discussion list;
2. The official voting list;
3. An Executive Committee email list; and

#### 4. A Policy Committee email list.

Only active Official Representatives of Members and Individual Members shall be placed on the official voting list, which shall be used for membership check-in purposes and to establish quorum for elections and other proceedings.

Only Members shall have posting rights on the discussion list; participation in the discussion list shall be voluntary. The EC list is for official communications and deliberations among members of the Executive Committee. Posting to the EC list is restricted to EC members. The Policy Committee email list is open for posting to official Policy Committee members and observers.

B. Current archives of all NCUC-managed lists shall be made accessible to the general public as well as the NCUC's web presence(s).

C. The Chair will oversee the publication of membership lists on the Constituency website. The NCUC EC is required to publish the list of current Members of the Constituency.

D. The ballots for individual members will be sent to the members' email addresses listed on their membership application.

E. For Organizational Members, only Official Representatives listed on the Constituency official voting list will receive ballots and be allowed to vote in elections.

F. The EC Chair and EC should provide a channel for nonmembers to make comments to the members and officers of the Constituency.

## **XI. Dues**

A. On an annual basis, the Chair will consult with the EC and decide, by a two-thirds majority vote, whether to establish dues for the coming year including the appropriate fee levels for Individual and Organizational Members (large and small). The Executive Committee will also decide whether to approve procedures for waivers and reduction requests. Unless otherwise stipulated, the Chair shall be authorized to hear and approve/reject any waiver or reduction requests, which decisions may be appealed to the Executive Committee. In the event that dues are invoked, the EC will publish the amounts and all related procedures on the NCUC's web presence.

B. Altering membership dues does not constitute a Bylaws revision as per Section IX.

C. If dues are instated, unless a waiver or reduction has been extended, any Member that

fails to pay its assessed dues within \_\_\_\_ days of invoicing, will not be eligible to vote or run for elected office within the NCUC until such time as the dues are remitted.

D. Member organizations in countries with gross domestic product (GDP) per capita below 10,000 US dollars are eligible to apply to the EC for a waiver or reduction of the membership fee. The EC will manage the details of the application process, which may require information about the organization applying (such as budgetary information).

## **XII. Transparency**

A. The NCUC is committed to robust transparency and consultation, and strives to make its activities open to the public whenever possible, subject only to reasonable exceptions in line with the interests of the Constituency. Decisions to restrict access to information will be based on considerations of the potential harm from disclosure, for example where release of the information would negatively impact our engagement with a policy under discussion, or would harm internal decision-making processes.

B. The NCUC will also open its in-person meetings to the public whenever possible. However, the Executive Committee may choose to close one or more portions of a Constituency meeting if it determines that public access is not practically feasible or contrary to the best interests of the NCUC and its membership. The rationale behind any such decision will be shared with the membership as early as possible, and documented on the NCUC's web presence(s).

C. The Chair may deny any non-member's access, whether an organization or individual, to NCUC meetings and deliberations for portions or the entire duration if he/she determines that such presence is, contrary to the best interests of the NCUC and its membership. Any such decision to deny non-member access will be noted in the minutes or other official record of the proceeding.