

The Bylaws of the ICANN GNSO Registrar Constituency

Version 3, Revision 0, Draft 1

April 30, 2003

1. Constitution

- 1.1. The Registrar Constituency of ICANN's Generic Name Supporting Organization (GNSO) is constituted according to Article 5, Section 1, Part B of the Bylaws of the Internet Corporation for Assigned Names and Numbers.
- 1.2. The purpose of the Registrar Constituency is to represent the views and interests of professional domain name registrars within ICANN's Supporting Organizations and other relevant ICANN bodies in all matters and issues of its responsibility according to the procedures set forth in the ICANN Bylaws.
- 1.3. For the purposes of this document, the term "ICANN-Accredited Registrar" shall mean those companies, individuals or entities that have been accredited by ICANN to act as Registrars. For the purpose of establishing credentials for any purposes described by these bylaws, the Registrar Constituency shall defer to the authoritative list of Accredited Registrars maintained by ICANN. As of April 1, 2003, this list can be found at <http://www.icann.org/registrars/accredited-list.html>
- 1.4. The Registrar Constituency shall neither act as a Registrar Trade Association nor represent collective registrar views or interests in any other forum than those noted in section 1.2 of this document.
- 1.5. The Registrar Constituency shall refrain from facilitating, promoting or otherwise knowingly allowing collusion or other forms of anti-competitive behavior by member registrars.

2. Membership

- 2.1. Eligibility - Only ICANN Accredited Registrars are eligible for membership in the Registrar Constituency ("Members"). In keeping with the selective membership criteria of other GNSO constituencies, the Registrar Constituency represents the interests of a specific sector, specifically those of ICANN Accredited Registrars. Therefore to avoid conflicts of interest, this typically excludes entities whose primary relationship with ICANN is as a TLD Registry Operator.
- 2.2. Registered Representative – Upon obtaining membership in the Registrar Constituency, the Member shall designate a Registered Representative who will act as a representative of the firm and have the authorization to speak and vote on behalf of the Member concerning Constituency matters. Each Member shall only appoint one such representative. Only the Registered Representative will be allowed to vote or speak formally on behalf of the Member. The Member may change its appointed Registered Representative at any time with notice to the Constituency Secretary.

- 2.3. Non-Registered Representatives – Each Member may appoint additional representatives to the Constituency. These additional representatives will be known as “Non-Registered Representatives”. There shall be no limit as to the number of Non-Registered Representatives that a Member may appoint. Non-Registered Representatives will be afforded the same privileges as Observers; however the participation of Non-Registered Representatives will not be limited as per section 2.7 of these bylaws.
- 2.4. Publication of Membership - Contact details for each Member, and Registered Representatives shall be published on the Registrar Constituency web site. Contact details for Registered Representatives will be protected in such a manner that they are only available to Members and Registered Representatives. This publication will constitute the formal membership of the Constituency. Only Representatives listed in this publication will be able to vote or otherwise fully participate in the business of the Constituency unless the Member has appointed a new representative per Section 2.2 and 2.3 of these bylaws
- 2.5. The Registrar Constituency may levy reasonable dues on the Members, based an annual budget approved by a majority vote of the Members, to recoup the cost of providing services to Members. Members that have not paid dues for 60 days or more after such dues are published on the Constituency mailing list will not be eligible to vote, sponsor an Elected Member, or to appoint Registered or Non-Registered Representatives.
 - 2.5.1. Services to Members may be defined from time to time by the Registrar Constituency Executive Committee or the Member.
 - 2.5.2. Unanticipated expenditures in excess of 10% of the approved annual budget shall be subject to approval by a majority vote of the Members.
- 2.6. Transparency - The Registrar Constituency, when appropriate, feasible or not contrary to the best interests of the Registrar Constituency or its Members, shall endeavor to make its activities open to the public.
- 2.7. Observers - Registrar Constituency meetings and deliberations are open to Observers pursuant to section 2.6. The Executive Committee of the Registrar Constituency may, in its sole discretion, choose to suspend any observer’s access to Registrar Constituency meetings and deliberations for portions of, or for the entire duration of meetings and deliberations, if the Executive Committee deems that having observers present is inappropriate, not feasible or contrary to the best interests of the Registrar Constituency. Any such actions will be noted in the minutes or official record of the meeting or deliberations.

3. Organization and Structure

- 3.1. Constituency Composition - The Registrar Constituency shall consist of:
 - 3.1.1. Members, consisting of all ICANN Accredited Registrars as defined in Section 1.3, that have paid all associated dues and fees in full;

- 3.1.2. Four Elected Officers, including a Chairman, Secretary, Treasurer, and Technology Officer with the functions described in Section 3.4. Collectively, these officers comprise the Registrar Constituency Executive Committee (the “Executive Committee”);
 - 3.1.3. Two GNSO Council Representatives;
 - 3.1.4. And Constituency Task Force Representatives.
- 3.2. Elected Representatives
 - 3.2.1. The term “Elected Members” shall mean all representatives as described in section 3.1.2, 3.1.3 and 3.1.4.
 - 3.2.2. For the purpose of this document, the term “Elected Officer” shall only mean the positions of Constituency Chair, Secretary, Treasurer and Vice Chair as described in Section 3.1.2
 - 3.2.3. The term “Constituency Representatives” shall only mean representatives as described in Sections 3.1.3 and 3.1.4.
 - 3.2.4. Elected Members will act impartially, treat all registrars equivalently and be accountable to the Constituency for the conduct of the Constituency’s business.
- 3.3. Term of Office.
 - 3.3.1. The term of office of an Elected Officer is one year. An Elected Officer may only serve three consecutive terms for the same position. The term of a Constituency Representatives vary depending on the position.
 - 3.3.2. The term of a GNSO Council Representative is two years. A GNSO Council Representative may only serve two consecutive terms for the same position.
 - 3.3.3. The term of a Task Force Representative shall be equal to the duration of the Task Force that they have been appointed to, or two years, whichever comes first. There are no limits to the number of consecutive terms that a Task Force Representative may be re-elected to.
- 3.4. Duties of Office. The Elected Officers and their duties are described as follows:
 - 3.4.1. The Chair, who shall
 - 3.4.1.1. Act as a neutral facilitator of Constituency meetings and teleconferences, provide Constituency leadership and act as spokesperson for the Constituency;
 - 3.4.1.2. Facilitate the development of Constituency consensus on various issues, as appropriate; and
 - 3.4.1.3. Represent the Constituency on Constituency policies and other items that have been deemed to be the official position of the Constituency by the Membership; and
 - 3.4.1.4. Report activities of interest and importance to the Constituency on a regular basis, but no less than every ninety (90) days.
 - 3.4.2. The Secretary, who shall
 - 3.4.2.1. Take, maintain and publish in a timely manner minutes of Constituency meetings and facilitate communications of the Registrar Constituency.

- 3.4.2.2. Encourage new registrars to join the Constituency.
- 3.4.2.3. Monitor, report and make recommendations regarding legislation and regulations affecting the registrar community
- 3.4.2.4. Manage the Registrar Constituency web site as appropriate.
- 3.4.2.5. Report activities of interest and import to the Constituency on a regular basis, but no less than every ninety (90) days.
- 3.4.3. The Treasurer, who shall
 - 3.4.3.1. Manage Constituency bookkeeping and accounting
 - 3.4.3.2. Report on a monthly basis to the Constituency regarding the state of the Constituency budget
 - 3.4.3.3. Report on a quarterly basis to the Constituency the list of the Constituency Members in good standing
 - 3.4.3.4. Make recommendations for and prepare an annual Constituency budget
 - 3.4.3.5. Act as liaison with ICANN and Names Council budget staff and the Budget Committee;
 - 3.4.3.6. Collect dues and fees; and
 - 3.4.3.7. Report activities of interest and import to the Constituency on a regular basis, but no less than every ninety (90) days.
- 3.4.4. The Vice Chair & Technology Officer, who shall
 - 3.4.4.1. Monitor and report to the Constituency on technical issues relating to the domain name system, including registries' compliance with registry service level agreements,
 - 3.4.4.2. Monitor developments within the Internet Engineering Task Force (IETF), and other technical developments, as appropriate.
 - 3.4.4.3. Facilitate the development of Constituency consensus on technology issues.
 - 3.4.4.4. Report activities of interest and import to the Constituency on a regular basis, but no less than every ninety (90) days; and
 - 3.4.4.5. Act as Chairperson in situations when the Chairperson is temporarily unavailable to do so.
- 3.5. The Elected Members and their duties are described as follows:
 - 3.5.1. Two GNSO Council Representatives, who shall, under the general direction of the Executive Committee;
 - 3.5.1.1. Act as Registrar Constituency representatives and not as those of their respective entities or organizations. As far as it is practical, GNSO Council representatives shall consult on all relevant matters and decisions with the Registrar Constituency;
 - 3.5.1.2. If unable to participate in a scheduled GNSO Council meeting or call, provide a proxy to another Constituency GNSO Council Representative and notify the GNSO Council Secretariat, and forward a copy of the notice to the Secretary of the Registrar Constituency. The Registrar Constituency Secretary shall endeavor to receive all relevant proxies twenty-four (24) hours prior to a GNSO Council teleconference; and

- 3.5.1.3. Report activities of interest and import to the Constituency on a regular basis, but no less than every thirty (30) days.
- 3.5.2. Task Force Representatives, who shall, under the general direction of the Executive Committee;
 - 3.5.2.1. Represent the interests and position(s) of the Constituency in various task forces, working groups and industry forum as specified by and per guidance from the Executive Committee;
 - 3.5.2.2. Consult with the Members on an ongoing basis to ensure that the consensus views of the Constituency Members are appropriately tabled for consideration by the task force, working group or forum;
 - 3.5.2.3. Track the relevant issues to ensure that the Constituency position and consensus view remain appropriate and timely; and
 - 3.5.2.4. Report activities of interest and importance to the Constituency on a regular basis, but no less than every thirty (30) days.
 - 3.5.2.5. Elected Members shall not have a role in the governance of the Constituency except as Members.

4. Constituency Processes

- 4.1. The Executive Committee may divide its duties and responsibilities among the Members as it sees fit and conduct its business as it finds necessary.

Responsibilities of the Executive Committee shall include:

- 4.1.1. Coordinators; Sub-Committees. The Executive Committee may appoint "Coordinators" charged with functional supervision of activities such as membership.
- 4.1.2. Management of Constituency Facilities. The Executive Committee shall be responsible for the management of Constituency property and equipment.
- 4.1.3. Annual Budget. The Executive Committee shall prepare and present an annual budget to the Members for approval and submit it for review by the Membership 30 days prior to a vote by the Members.
- 4.1.4. Policy Recommendations. The Executive Committee shall be charged with broadly considering Constituency policies and making appropriate recommendations to the Members.
- 4.1.5. Standing Committees. The Executive Committee shall appoint, direct, and coordinate the work of all of its standing administrative committees, except those appointed directly by ICANN or the GNSO.
- 4.1.6. Conventions, Conferences, and Meetings. The Executive Committee may authorize Registrar Constituency conventions, conferences, and meetings and approve their dates and locations.
- 4.1.7. Long-term Constituency Operating Plan. The Executive Committee shall have oversight responsibility for the implementation of the Long-term Constituency Operating Plan

4.2. Meetings

- 4.2.1. The Registrar Constituency meetings should be held, as far as possible, in conjunction with scheduled ICANN meetings. In addition, the Constituency may hold other meetings at other times as the Constituency sees fits. Where

possible, forty-five (45) days advance notice will be provided to Members of any upcoming physical meeting.

4.2.2. Final agendas for the meetings should, by all reasonable efforts, be made available to the Constituency no less than twenty-one (21) days prior to the meeting.

4.2.3. Physical and teleconference meetings of the Executive Committee, Elected Representatives, committees and other organizational units of the Registrar Constituency shall conduct their business in accordance with Robert's Rules of Order (4th edition, www.rulesonline.com).

4.3. Eligibility for Elected Office

4.3.1. Any representative of any ICANN recognized gTLD Registry in the possession of, or with access to, Registry Proprietary Information or Registry Sensitive Information, as defined in the relevant ICANN/Registry contract is ineligible to represent the Constituency as a whole, either as an Elected Officer of the Constituency, as an Elected Representative, or as a participant on or delegate to a council, task force, or other GNSO or ICANN committee, working group or panel, for a period of one year since the last receipt of such information;

4.3.2. Only Registered Representatives of Members in good standing are eligible to be nominated to stand as a candidate for any Constituency election. Non-Registered Representatives of Members in good standing are also eligible to be nominated to stand as candidates for Constituency election to offices covered by Section 3.1.4.

4.3.3. Only Registered Representatives of Members in good standing may make nominations for any election of any Elected Member.

4.3.4. Each of the GNSO Council Representatives must be from separate geographic region in accordance with ICANN's by-laws.

4.3.5. One nominee - In cases where one nomination has been made and accepted as of the closing of the nomination process per Section II of the Registrar Constituency Rules of Procedure, the Constituency shall hold an election per such section. If the candidate does not receive at least 50% of the votes cast, such candidate shall not be declared the winner and the Constituency will open a second election process for such position(s).

4.4. Quorum.

4.4.1. Unless specified otherwise within these Bylaws, a meeting or teleconference with a majority of the Executive Committee, Elected Representatives or any committee of the Constituency in attendance shall constitute a quorum. An affirmative vote of at least one half plus one of all ballots cast, provided the total number of those voting is not less than ten percent of the total number of voting Members to a minimum of ten Members, in favor of an amendment is necessary for adoption.

4.5. Voting.

- 4.5.1. All voting of the Constituency shall be undertaken according to the applicable provisions of the then current “Registrar Constituency Rules of Procedure” which are determined in accordance with the following provisions;
 - 4.5.1.1. The Executive Committee shall cause the proposed ballot to be published for review and comment by the Membership prior to undertaking a vote on a substantive issue or election of a candidate. This review period shall take place for at least a three-day period and shall end at least two days before the ballots are to be cast.
 - 4.5.1.2. The Registrar Constituency shall use online voting systems to facilitate participation in the business of the Constituency.
 - 4.5.1.3. Members shall have one vote. Only Members in good standing shall have voting rights. Where 51% or more of the voting shares of more than one Member are owned by the same company, organization, or individual, including where a Member holds such ownership in another Member, such Members shall be limited to one (1) vote.
 - 4.5.1.4. The Constituency shall endeavor to provide a standard seven (7) day voting period.
 - 4.5.1.5. Non-payment by any Member of required Constituency fees for a period of sixty (60) days or more after the due date of such fees will result in the automatic suspension of the Member’s voting privileges, until such time as the Treasurer determines that the Constituency fees have been paid in full. The Treasurer will provide notice of such suspension to the Member at least 5 days prior to the suspension taking effect.

4.6. Conflict of Interest.

- 4.6.1. Any person nominated to be an Elected Member must declare potential conflicts of interest as follows:
 - 4.6.1.1. to the effect that such person has not been in possession of any Registry Proprietary or Sensitive Information during the 12 months prior to the announcement of any election that they have been nominated as a candidate in; and
 - 4.6.1.2. disclosure of any conflict of interest, including contracts of employment or personal services to a Member, any member of another ICANN Constituency, or other Observer to the Constituency. Such positions shall include, but not be limited to: officer, director, consultant, or employee.
 - 4.6.1.3. The timing of such declarations is prior to the commencement of the election process, and every six months after the election of such person. A statement of disclosure must also be made promptly at any other time that such Elected Member has reason to believe that a conflict has arisen, such person has become in possession of any Registry Proprietary or Sensitive Information, or such person has reasonable cause to know either circumstance is likely to occur within 30 days.

- 4.6.1.4. The disclosure shall be forwarded to the Secretary of the Constituency, who shall immediately publish it to the Registrars' Constituency website and the Registrar Constituency mailing list.
 - 4.6.1.5. Such person shall recuse him or herself from any decision or vote on a matter giving rise to such conflict.
 - 4.6.1.6. Failure to complete any such declaration will be deemed sufficient basis for the Constituency Executive Committee to invalidate the election or appointment of the candidate.
- 4.7. Vacation of Office. The office of an Elected Member shall be automatically vacated if;
- 4.7.1. an Elected Member resigns. The resignation shall be deemed effective at the time it is received by the Secretary or at the time specified in the resignation, whichever is later;
 - 4.7.2. a resolution that the Elected Member be removed from office is passed by two-thirds (2/3) of the voting Members pass in accordance with the Registrar Constituency Rules of Procedure;
 - 4.7.3. a Member recalls its designation of such Elected Member as its Registered Representative; or
 - 4.7.4. an Elected Member does not participate for three consecutive scheduled meetings or conference calls of the body that they have been elected to, or five scheduled meetings or conference calls of the body that they have been elected to, in any one term.
 - 4.7.5. An exception may be allowed if the Elected Member had provided adequate notice, as appropriate under the circumstances, as determined by a majority of the Executive Committee, and such Member's continued service to the Constituency is deemed to be important, not equally fulfilled by another available Registered Representative, and the majority of the Executive Committee has a reasonable belief that such Elected Member will be available for the forthcoming meetings.
 - 4.7.6. If an Elected Member cannot be located for whatever reason up to 48 hours prior to a scheduled meeting or conference call, the Executive Committee may designate such Elected Member's proxy to another Elected Member at the same level (i.e., Elected Officer or Elected Representative). Where the Elected Member is the only representative of the Constituency on such matter, the Executive Committee may designate a substitute from the Constituency for such meeting or call only for the duration of such meeting or call.
 - 4.7.7. Provided that if any vacancy shall occur for any reason, an election to fill the vacancy shall occur and that said election will be for the remainder of the Term un-served by such Elected Officer, GNSO Council Representative, or Task Force Representative, as the case may be. At the end of such Term, an election will be held. Such appointee will be eligible to stand for election and the service of such Term remainder shall not be deemed to be one of the consecutive Terms allowed for any Elected Representative under Subsection 3.3 of these Bylaws.

4.7.8. Elections shall proceed according to Section II of the Registrar Constituency Rules of Procedure

5. Funding

- 5.1. The Registrar Constituency Members shall arrange any necessary finance for the Constituency in a manner to be agreed by the Constituency.

6. Bylaws Amendments

- 6.1. Amendments to these bylaws shall be made by ballot of the Members. They may be proposed by the Executive Committee or by petition. A copy of such proposed amendment or amendments, if lawful, and a ballot shall be made available to each Member in good stand at least thirty (30) days before the date designated for counting the ballots. Balloting shall be in accordance with the Bylaws and the "Registrar Constituency Rules of Procedure."
- 6.2. A vote of at least two thirds of all ballots cast, provided the total number of those voting is not less than forty percent (40%) of the total number of voting Members or at least twenty (20) Members, whichever number is larger, in favor of an amendment is necessary for adoption. Voting Members shall be notified as soon as practicable by notice in a publication going to all Members in good standing.
- 6.3. Amendments to these bylaws shall take effect thirty (30) days after adoption, but if by amendment Elected Members are changed in status or the number of Elected Members is reduced, each Elected Member shall continue to serve until the term expires.