

Network Working Group
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ISOC Board of Trustees
ISOC
April 1997

Internet Society By-Laws

Status of this Memo

This memo provides information for the Internet community. This memo does not specify an Internet standard of any kind. Distribution of this memo is unlimited.

Abstract

These are the by-laws of the Internet Society, as amended, as of June 1996. They are published for the information of the IETF community at the request of the poisson working group. Please refer to the ISOC web page (www.isoc.org) for the current version of the by-laws.

1. Internet Society By-Laws

ARTICLE I - OFFICES

Section 1.

The principal office of The Internet Society shall be in the Area of Metropolitan Washington, D.C., U.S.A.

Section 2.

The Society may also have offices at such other places as the Board of Trustees may from time to time determine or the affairs of the Society may require.

ARTICLE II - BOARD OF TRUSTEES

Section 1.

The Board of Trustees of the Society shall consist of not more than twenty Trustees unless and until such number is changed by action of the Board of Trustees. Each Trustee appointed or elected shall hold office for a term of three years, except when some shorter term is specified by the Board of Trustees with respect to the appointment or election of a particular Trustee. Only Regular Individual Members of the Society shall be eligible to serve on the Board of Trustees.

Section 2.

The Board of Trustees is authorised from time to time, to make arrangements for the election of voting Trustees by the Regular Individual Members of the Society (as defined in Article VI, Section 3, Clause (1), of these By-Laws), such that the total number of Trustees shall not exceed twenty.

The President shall serve ex-officio as a non-voting Trustee.

With the exception of the President, all Trustees shall be elected by the Regular Individual Members of the Society or shall be appointed by the Board to fill a vacancy which arises because an elected Trustee has ceased to serve.

Any vacancy which arises because an elected or appointed Trustee has ceased to serve may be fill by appointment by the Board until a new Trustee is elected to fill this position for the remainder of the term, in an election of Trustees by the Regular Individual Members of the Society.

All Trustees appointed by the Board shall be by the affirmative vote of at least four-fifths of the members of the Board of Trustees then in office.

The Board shall seek to among the Trustees representative individuals from industry, from educational and nonprofit organisations and from government. The Board may also make such arrangements as it deems appropriate for the terms of Trustees to be staggered. A Trustee may serve additional terms provided that the number of successive terms shall not exceed two, except that service as an appointed Trustee prior to July 1995 shall not be counted in this computation.

Section 3.

All actions taken by the Board pursuant to Sections 1 and 2 of this Article II shall require the affirmative vote of at least four-fifths of the members of the Board of Trustees then in office.

Section 4.

The Trustees shall not receive any compensation (apart from reimbursement of expenses) for their services as Trustees, but this shall not preclude reasonable compensation for services rendered to the Society by a Trustee in some other capacity.

Section 5.

The affairs of the Society shall be directed by its Board of Trustees. The President of the Society shall submit to the Board, at least one month prior to the beginning of each fiscal year, a budget for the Society's coming fiscal year, for the Board's consideration and approval.

Section 6.

Meetings of the Board of Trustees shall be held at least annually and at any place designated by the Board.

Section 7.

Special meetings of the Board of Trustees may be called at any time by the Board, or by the Executive Committee if one be constituted, or by vote at a meeting of the Board, or by the Chairman, or by the President of the Society, or by a majority of the members of the Board of Trustees then in office. Special meetings may be held at such place or places as may be designated from time to time by the Board; in the absence of such designation, such meetings shall be held at such place or places as may be designated in the call.

Section 8.

Notice of the place and time of each meeting of the Board shall be served on each Trustee, by Internet mail or by oral, telegraphic or other written notice, duly served on or sent or mailed to him or her at least thirty days before the date of the meeting, except that if a meeting is held pursuant to Section 9 of this Article then seven calendar days notice shall suffice.

Section 9.

Any or all of the Trustees may participate in a meeting of the Board of Trustees, or of a committee of the Board, by means of conference telephone or by any means of electronic communication by which all persons participating in the meeting are able to communicate contemporaneously with one another, and such participation shall constitute presence in person at the meeting.

Section 10.

At all meetings of the Board, a majority of the voting members of the Board of Trustees then in office shall constitute a quorum for the transaction of business and the act of the majority of the Trustees present at any meeting at which a quorum is present shall be the act of the Board. However, with respect to any action for which, under the Society's Articles of Incorporation or By-Laws, a greater affirmative vote is expressly required, such express provisions shall control; and it is to be noted that such requirements are contained in Article 6 of the Articles of Incorporation relating to amendment of the Articles of Incorporation, and in these By-Laws in Article II, Sections 1, 2, 3 and 13, relating to certain actions by the Board of Trustees, and in Article IV, Sections 1, 2, 3, 4 and 7, involving certain provisions relating to officers, and in Article VII, Section 1, relating to amendment of the By-Laws. If a quorum shall not be present at any meeting of the Board, the Trustees present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 11.

Any action required to be taken at a meeting of the Board of Trustees, or any action which may be taken at a meeting of the Board of Trustees, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be obtained from all of the Trustees; and such consent shall have the same force and effect as a unanimous vote, and may be stated as such.

Section 12.

Actions of the Board of Trustees, whether taken at a meeting or otherwise, shall be duly recorded in minutes and retained in the Society's records.

Section 13.

The Board of Trustees, by resolution adopted by the affirmative vote of at least four-fifths of the members of the Board of Trustees then in office, may designate three or more Trustees to constitute an Executive Committee. The Executive Committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Trustees in the management of the affairs of the Society (except for those matters which, under the Society's Articles of Incorporation or By-Laws, expressly require the affirmative vote of at least a majority, or more than a majority, of the members of the Board of Trustees then in office). The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the full Board when required. The affirmative vote of a majority of the members of the Board of Trustees then in office may terminate the Executive Committee.

Section 14.

The Board of Trustees may establish such other Committees (other than an Executive Committee) as it deems appropriate to facilitate the activities of the Society, provided that no such Committee shall take actions reserved to the Board of Trustees or to the Executive Committee.

ARTICLE III - NOTICES

Section 1.

Whenever any notice whatever is required to be given, a waiver thereof in writing by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 2.

Attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as otherwise expressly required in the Society's Articles of Incorporation or By-Laws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Trustees need be specified in the notice or waiver of notice of such meeting.

ARTICLE IV - OFFICERS

Section 1.

The officers of the Society shall, at a minimum, consist of a Chairman, a President, a Treasurer and a Secretary, Except for the President, who shall be appointed as set forth in Section 4 below, each officer shall be elected for a one-year renewable term by the affirmative vote of at least a majority of the members of the Board of Trustees then in office. The Chairman shall be selected from among the members of the Board of Trustees who have been elected by the Regular Individual Members of the Society. A person shall not hold more than one office at a time.

Section 2.

Any vacancy in an officer position shall be filled by an individual elected by the affirmative vote of at least a majority of the members of the Board of Trustees then in office.

Section 3.

The Board of Trustees, by the affirmative vote of at least a majority of the members of the Board of Trustees then in office, may appoint such additional officers as it shall deem necessary.

Section 4.

The Chairman of the Society, with the approval of the affirmative vote of at least a majority of the members of the Board of Trustees then in office, shall have the authority to appoint the President of the Society, who shall function as the Society's Chief Executive Officer and shall be responsible for the day-to-day conduct of the Society's activities. The President shall perform his duties subject to the direction of the Board of Trustees, and for such compensation and on other terms and conditions as the Board of Trustees shall determine.

Section 5.

The President shall serve ex officio as a non-voting member of the Board of Trustees.

Section 6.

The officers of the Society shall not receive any compensation (apart from reimbursement of expenses) for their services as officers, but this shall not preclude reasonable compensation for services rendered to the Society by an officer in some other capacity.

Section 7.

Except for the President of the Society, who shall be compensated as determined by the Board of Trustees under Section 4 above, the officers of the Society shall hold office until their respective successors are chosen and qualify. Any officer of the Society may be removed by the Board of Trustees, by the affirmative vote of at least four-fifths of the members of the Board of Trustees then in office, whenever in their judgment the best interests of the Society will be served thereby. The President may be removed by the vote of a majority of members of the Board of Trustees then in office, and in accordance with the termination provisions of the President's employment contract.

Section 8.

Except for the President, whose duties shall be prescribed by the Board of Trustees under Section 4 above and detailed in the employment contract, the officers of the Society shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the Board of Trustees or by the President of the Society.

Section 9.

Unless otherwise directed by the Board of Trustees, the Chairman of the Society, or in the event of the Chairman's inability to act, such other officer as may be designated by the Board or by the Chairman to act in the absence of the Chairman, shall have full power and authority on behalf of the Society to attend and to act and to vote at any meetings at which the Society may have a right to vote. The Board or the Chairman from time to time may confer like powers upon any other person or persons.

ARTICLE V - MEMBERS

Section 1.

The Society shall have two classes of members: Organizational Members and Individual Members.

Section 2.

The Society shall have the following categories of Organizational Members:

(1) Regular Organizational Members:

- (a) Each organization which contributes to the Society a total of at least \$10,000 during the Society's particular fiscal year; or, for years subsequent to the first year, such other amount as the Board of Trustees may specify for this class of member.
- (b) Each organization which is organized in the United States of America as a non-profit organization or is similarly organized in other countries, or is an agency of a national, regional or local government, may be a Regular Organizational Member of the Society at a 50% discount in annual contribution.

(2) Start-up Members:

A newly-formed organization may, during the first three years of its operation, be a member of the Society upon contributing a total of at least \$1,000 during the Society's particular fiscal year. The 50% discount does not apply to the Start-up Member rate.

Section 3.

The Society shall have the following categories of Individual Members:

(1) Regular Individual Members:

Each individual who contributes to the Society the sum of \$35 during the Society's particular fiscal year; or, for years subsequent to the first year, such other amount as the Board of Trustees may specify for this class of member.

(2) Student Members:

Each bona fide full-time student who contributes to the year; or, for years subsequent to the first year, such other amount as the Board of Trustees may specify for this class of member. Student Members shall be non-voting members of the Society.

Section 4.

The Society shall have the following special member designations:

(1) Founding Members:

- (a) Each for-profit organization which contributed to the Society a total of at least \$20,000 during the period ending December 31, 1993, as long as such organization thereafter continues to be a Regular Organizational Member of the Society.

(b) Each organization which was organized in the United States of America as a non-profit organization or is similarly organized in other countries, or is an agency of a national, regional or local government, and contributes a total of at least \$10,000 during the period ending December 31, 1993, as long as such organization thereafter continues to be a Regular Organizational Member of the Society.

(2) Pioneer Members:

Each Regular Individual Member and each Student Member who joined during the period June 1 - December 31, 1991, shall be designated a Pioneer Member and shall retain that designation so long as Individual Member status is maintained.

Section 5.

The Board of Trustees from time to time may establish additional classes and categories of members.

Section 6.

The Society shall have such meetings of its members as the Board of Trustees shall from time to time fix.

ARTICLE VI - MISCELLANEOUS

Section 1.

In the event of the dissolution of the Society, the assets of the Society shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the U.S. Internal Revenue Code (or corresponding section of any future U.S. Federal Tax Code.

Section 2.

The Chairman is authorized to establish an Advisory Council consisting of a representative of each Founding Member and each Regular Organizational Member of the Society.

Section 3.

The Society's fiscal year shall be the calendar year. The Society's official monetary unit shall be the United States dollar.

Section 4.

English shall be the official language of the Society.

Section 5.

The Society may maintain liaison with other professional societies and similar organizations, wherever located, on activities which further the objectives of the Society, on such terms as the Board of Trustees may approve.

ARTICLE VII - AMENDMENTS

Section 1.

These By-Laws may be altered, amended, or repealed by the affirmative vote of at least four-fifths of the members of the Board of Trustees then in office, at any meeting of the Board if notice of such proposed action be contained in the notice of such meeting.

2. Security Considerations

Documents of this type do not directly impact the security of the Internet infrastructure or its applications.

3. Author's Address

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