

Proposed Bylaws Amendments to Modify Board Terms

Section 8. TERMS OF DIRECTORS

1. The regular term of office of Director Seats 1 through 15 shall begin as follows:

a. The regular terms of Seats 1 through 3 shall begin at the conclusion of ICANN's annual meeting in 2003 and each ICANN annual meeting every third year after 2003;

b. The regular terms of Seats 4 through 6 shall begin at the conclusion of ICANN's annual meeting in 2004 and each ICANN annual meeting every third year after 2004;

c. The regular terms of Seats 7 and 8 shall begin at the conclusion of ICANN's annual meeting in 2005 and each ICANN annual meeting every third year after 2005;

d. The terms of Seats 9 and 12 shall continue until the conclusion of ICANN's Mid-year Meeting after ICANN's annual meeting in 2011. The next terms of Seats 9 and 12 shall begin at the conclusion of the Mid-year Meeting occurring after the 2011 ICANN annual meeting, and each ICANN annual meeting every third year after 2011;

e. The terms of Seats 10 and 13 shall continue until the conclusion of ICANN's Mid-year Meeting after the 2012 ICANN annual meeting. The next terms of Seats 10 and 13 shall begin at the conclusion of the Mid-year Meeting occurring after the 2012 ICANN annual meeting and each ICANN annual meeting every third year after 2012; and

f. The terms of Seats 11 and 14 shall begin at the conclusion of ICANN's Mid-Year Meeting after the 2010 ICANN annual meeting, and each ICANN annual meeting every third year after 2010.

g. The first regular term of Seat 15 shall begin at the conclusion of ICANN's Mid-year Meeting after the 2010 ICANN annual meeting and each ICANN annual meeting every third year after 2010. (Note: In the period prior to the beginning of the term of Seat 15, Seat 15 shall remain vacant. Through a process coordinated by the At Large Advisory Committee, the At-Large Community shall make the selection of a Director to fill the vacant Seat 15 and shall give the ICANN Secretary written notice of its selection. The vacant Seat 15 may only be filled at the conclusion of the ICANN annual general meeting in 2010, with a term to conclude upon the commencement of the first regular term specified for Seat 15 in accordance with this Section of the Bylaws, and shall give the ICANN Secretary written notice of its Selection. Until the conclusion of the ICANN annual general meeting in 2010, there will be a non-voting Liaison appointed by the At Large Advisory Committee who shall participate as specified at Sections 9(3) and 9(5) of this Article.)

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h. For the purposes of this Section, the term “Mid-year Meeting” refers to the first ICANN Public Meeting occurring no sooner than six and no later than eight months after the conclusion of ICANN’s annual general meeting. In the event that a Mid-year Meeting is scheduled and subsequently cancelled within six months prior to the date of its commencement, the term of any seat scheduled to begin at the conclusion of the Mid-year Meeting shall begin on the date the Mid-year Meeting was previously scheduled to conclude. In the event that no Public Meeting is scheduled during the time defined for the Mid-year Meeting, the term of any seat set to begin at the conclusion of the Mid-year Meeting shall instead begin on the day six months after the conclusion of ICANN’s annual meeting.

2. Each Director holding any of Seats 1 through 15, including a Director selected to fill a vacancy, shall hold office for a term that lasts until the next term for that Seat commences and until a successor has been selected and qualified or until that Director resigns or is removed in accordance with these Bylaws.

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3. At least two months before the commencement of each annual meeting, the Nominating Committee shall give the Secretary of ICANN written notice of its selection of Directors for seats with terms beginning at the conclusion of the annual meeting.

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4. At least two months before the date specified for the commencement of the term as specified in paragraphs 1.d-g above, any Supporting Organization or the At-Large community entitled to select a Director for a Seat with a term beginning that year shall give the Secretary of ICANN written notice of its selection.

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5. Subject to the provisions of the Transition Article of these Bylaws, no Director may serve more than three consecutive terms. For these purposes, a person selected to fill a vacancy in a term shall not be deemed to have served that term. Any prior service in Seats 9, 10, 11, 12, 13 and 14 as such terms were defined in the Bylaws as of [insert date before amendment effective], so long as such service was not to fill a vacancy, shall be included in the calculation of consecutive terms under this paragraph.

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