



ICANN Bylaws Amendments Related to GNSO Restructuring: Complete Side-By-Side Comparison [Version: 31 July 2009]

Table of Contents

HOW TO READ THIS BYLAWS COMPARISON DOCUMENT.....	3
ARTICLE VII: NOMINATING COMMITTEE.....	4
SECTION 2. COMPOSITION	4
ARTICLE X: GENERIC NAMES SUPPORTING ORGANIZATION	6
SECTION 1. DESCRIPTION	6
SECTION 2. ORGANIZATION.....	6
SECTION 3. GNSO COUNCIL.....	7
SECTION 4. STAFF SUPPORT AND FUNDING	15
SECTION 5. CONSTITUENCIES STAKEHOLDER GROUPS	15
SECTION 6. POLICY DEVELOPMENT PROCESS	17
ARTICLE XX: TRANSITION ARTICLE.....	18
SECTION 5. GENERIC NAMES SUPPORTING ORGANIZATION	18
ANNEX A: GNSO POLICY-DEVELOPMENT PROCESS.....	23
SECTION 1. RAISING AN ISSUE.....	23
SECTION 2. CREATION OF THE ISSUE REPORT.....	24
SECTION 3. INITIATION OF PDP.....	25
SECTION 4. COMMENCEMENT OF THE PDP.....	25
SECTION 5. COMPOSITION AND SELECTION OF TASK FORCES	26
SECTION 6. PUBLIC NOTIFICATION OF INITIATION OF THE PDP	26

SECTION 7. TASK FORCES 27
SECTION 8. PROCEDURE IF NO TASK FORCE IS FORMED 31
SECTION 9. PUBLIC COMMENTS TO THE TASK FORCE REPORT OR INITIAL REPORT 32
SECTION 10. COUNCIL DELIBERATION 33
SECTION 11. COUNCIL REPORT TO THE BOARD..... 34
SECTION 12. AGREEMENT OF THE COUNCIL 35
SECTION 13. BOARD VOTE..... 36
SECTION 14. IMPLEMENTATION OF THE POLICY 37
SECTION 15. MAINTENANCE OF RECORDS..... 37
SECTION 16. ADDITIONAL DEFINITIONS 38

How to Read This Bylaws Comparison Document

In the following tables, the leftmost column displays the original Bylaws language edited using strikethrough and colored new or replacement text; whereas, the rightmost column shows the language as it would appear in a clean revised version (formatting excepted).

Articles VII, VII, and XX only show partial sections of the Bylaws where revisions have been identified as applicable to GNSO Restructuring.

Article X and Annex A are shown in their entirety for the sake of completeness and to ensure that no GNSO provision has been inadvertently overlooked. In the event that no change was made to any particular paragraph in Article X or Annex A, both left and right columns will show the same text.

As a final measure before approval and publication, all embedded internal document links, including bookmarks, will be cross-checked for accuracy and properly hyperlinked to their correct sections. In addition, certain sections and paragraphs may be renumbered to remove empty content as a result of these amendments.

Note: if using Microsoft Word, this document may be easier to read by temporarily setting the review/tracking option to show all changes inline vs. in external margin balloons. A PDF version has also been created which shows all changes inline using colored text and strikethrough font.

ARTICLE VII: NOMINATING COMMITTEE

SECTION 2. COMPOSITION

7. ~~Two~~ Voting delegates, ~~one representing small business users and one representing large business users,~~ to the Nominating Committee shall be selected ~~by the Business Users Constituency~~ from the Generic Names Supporting Organization, established by [Article X of these Bylaws](#), as follows;

- a. One delegate from the Registries Stakeholder Group;
- b. One delegate from the Registrars Stakeholder Group;
- c. Two delegates from the Business Constituency, one representing small business users and one representing large business users;
- d. ~~One delegate from t~~The Internet Service Providers Constituency ~~of the Generic Names Supporting Organization established by Article X of these Bylaws;~~
- e. ~~One delegate from t~~The Intellectual Property Constituency ~~of the Generic Names Supporting Organization established by Article X of these Bylaws;~~ and
- h. ~~One delegate from c~~Consumer and civil society groups, selected by the Non-Commercial Users Constituency ~~of the Generic Names Supporting Organization established by Article X of these Bylaws.;~~

7. Voting delegates to the Nominating Committee shall be selected from the Generic Names Supporting Organization, established by [Article X of these Bylaws](#), as follows:

- a. One delegate from the Registries Stakeholder Group;
- b. One delegate from the Registrars Stakeholder Group;
- c. Two delegates from the Business Constituency, one representing small business users and one representing large business users;
- d. One delegate from the Internet Service Providers Constituency;
- e. One delegate from the Intellectual Property Constituency; and
- f. One delegate from consumer and civil society groups, selected by the Non-Commercial Users Constituency.

8. One voting delegate each selected by the following entities:

- ~~a. The gTLD Registry Constituency of the Generic Names Supporting Organization established by Article X of these Bylaws; [Moved to 7. Above]~~
- ~~b. The gTLD Registrars Constituency of the Generic Names Supporting Organization established by Article X of these Bylaws; [Moved to 7. Above]~~
- e.a. The Council of the Country Code Names Supporting Organization established by ~~Article IX of these Bylaws;~~Article IX of these Bylaws (link TBD);
- ~~d. The Internet Service Providers Constituency of the Generic Names Supporting Organization established by Article X of these Bylaws; [Moved to 7. Above]~~
- ~~e. The Intellectual Property Constituency of the Generic Names Supporting Organization established by Article X of these Bylaws; [Moved to 7. Above]~~
- ~~f.b. The Council of the Address Supporting Organization established by Article VIII of these Bylaws;Article VIII of these Bylaws (link TBD);~~
- ~~g.c. An entity designated by the Board to represent academic and similar organizations;~~
- ~~h. Consumer and civil society groups, selected by the Non-commercial Users Constituency of the Generic Names Supporting Organization established by Article X of these Bylaws; [Moved to 7. Above]~~
- i.d. The Internet Engineering Task Force; and
- ~~j.e. The ICANN Technical Liaison Group established by Article XI-A of these Bylaws;Article XI-A of these Bylaws (link TBD).~~

8. One voting delegate each selected by the following entities:

- a. The Council of the Country Code Names Supporting Organization established by Article IX of these Bylaws (link TBD);
- b. The Council of the Address Supporting Organization established by Article VIII of these Bylaws (link TBD);
- c. An entity designated by the Board to represent academic and similar organizations¹;
- d. The Internet Engineering Task Force; and
- e. The ICANN Technical Liaison Group established by Article XI-A of these Bylaws (link TBD).

¹ Staff recommendation to SIC/Board: consider assigning this “academic” seat to the Non-Commercial Stakeholder Group (NCSG) for selection.

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.

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.

SECTION 2. ORGANIZATION

The GNSO shall consist of:

- (i) ~~various~~ A number of Constituencies ~~representing particular groups of stakeholders, if anywhere applicable,~~ organized within the Stakeholder Groups as described in ~~Section 5 of this Article~~ 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(10) of this Article (link TBD); and ~~(ii)~~
- (iv) a GNSO Council responsible for managing the policy development process of the GNSO, as described in Section 3 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~~² with the approval of their members and of the ICANN Board of Directors.

The GNSO shall consist of:

- (i) A number of Constituencies, where applicable, 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(10) of this Article (link TBD); and
- (iv) a GNSO Council responsible for managing the policy development process of the GNSO, as described in Section 3 of this Article (link TBD).

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

² The SIC did not give permission that Houses and SGs could change their names; however, this was the language that the Council DT recommended.

SECTION 3. GNSO COUNCIL

1. Subject to the provisions of ~~the Transition Article of these Bylaws~~, 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 ~~each of the Constituencies described in Section 5 of this Article~~, and three persons 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)10 of this Article [link TBD]) by the Nominating Committee.

No ~~two representatives selected by~~ an 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 ~~shall be citizens of the same country or of countries located in the same Geographic Region~~, sector, ability and gender.

There may also be ~~two~~ liaisons to the GNSO Council, ~~one appointed by each of the Governmental Committee and the At Large Advisory Committee from time to time, who shall not be members of or entitled to vote on the GNSO Council, but otherwise shall be entitled to participate on equal footing with members of the GNSO Council.~~ The appointing ~~Advisory Committee~~ organization shall designate, revoke, or change its liaison ~~(or revoke or change the designation of its liaison)~~ on the GNSO Council by providing written notice to the Chair of the GNSO Council and to the ICANN Secretary. ~~The GNSO Council may also have observers as described in paragraph 9 of this Section~~³ 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.

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 Registrars 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(10) of this Article [link TBD]) by the Nominating Committee.

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.

³ The previous reference to GNSO observers was deleted since the paragraph it referred to (9) has been targeted for removal from the Bylaws.

2. Subject to the provisions of the ~~Transition Article of these Bylaws:~~ ~~(a) 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; ~~(b) the. The regular term of one representative~~ two representatives selected ~~by each Constituency~~ from Stakeholder Groups with three Council seats shall begin in ~~an~~ even-numbered ~~year~~ years and the regular term of the other representative selected ~~by the Constituency~~ from that Stakeholder Group shall begin in ~~an~~ odd-numbered ~~year~~ years. The regular term of three representatives selected from Stakeholder Groups with six Council seats shall begin in even-numbered years and ~~(c) the~~ 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.

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 Operating Procedures.

~~3. A GNSO Council member may resign at any time by giving written notice to the ICANN Secretary. A GNSO Council member selected by a Constituency may be removed by that Constituency according to its published procedures. A GNSO Council member selected by the Nominating Committee may be removed for cause stated by a three-fourths (3/4) vote (see Section 5(2) of this Article) of all members of the GNSO Council (excluding the member to be removed), subject to approval by the ICANN 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 ~~involved~~ by the appropriate Nominating Committee ~~giving the ICANN Secretary written notice of its selection, unless or~~ Stakeholder Group that selected the member holding the position before the vacancy occurred ~~was selected~~ 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 ~~Constituency~~, in 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~~ each Houses in the case ~~that Constituency~~ of the non-voting Nominating Committee appointee (see Section 3(10) of this Article (link TBD)). Such removal shall ~~fill the unexpired term by giving the ICANN Secretary written notice of its selection~~. be subject to reversal by the ICANN Board on appeal by the affected GNSO member.

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 each House in the case of the non-voting Nominating Committee appointee (see Section 3(10) of this Article (link TBD)). Such removal shall be subject to reversal by the ICANN Board on appeal by the affected GNSO member.

<p>4. The GNSO Council is responsible for managing the policy development process of the GNSO. It shall adopt such procedures (the “GNSO Operating Procedures”) as it sees fit to carry out that responsibility, provided that such procedures are approved by a majority vote by of each House. The GNSO Operating Procedures shall be effective upon the expiration of twenty-one (21) day public comment period, and further provided that, until shall be subject to Board oversight and review. 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.</p>	<p>4. The GNSO Council is responsible for managing the policy development process of the GNSO. It shall adopt such procedures (the “GNSO Operating Procedures”) as it sees fit to carry out that responsibility, provided that such procedures are approved by a majority vote of each House. The GNSO Operating Procedures shall be effective upon the expiration of twenty-one (21) day public comment period, and shall be subject to Board oversight and review. Until any modifications are recommended by the GNSO Council, the applicable procedures shall be as set forth in Section 6 of this Article.</p>
<p>5. No more than one officer, director or employee of any particular corporation or other organization (including its subsidiaries and affiliates) shall serve on the GNSO Council at any given time.</p>	<p>5. No more than one officer, director or employee of any particular corporation or other organization (including its subsidiaries and affiliates) shall serve on the GNSO Council at any given time.</p>

6⁴. 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. ~~Each of the two GNSO-voting Houses of the GNSO, as described in Section 3(10) of this Article (link TBD), shall make a selection to fill one of two ICANN Board seats, as outlined below; any such selection must have affirmative votes comprising a majority of the votes~~ ~~comprising sixty percent (60%) of all the respective voting hHouse members of:~~

- a. the Contracted Party House shall select a representative to fill Seat 13; and
- b. the Non-Contracted Party House shall select a representative to fill Seat 14.

Election procedures are defined in the GNSO ~~Council~~ ~~Operational Rules and Procedures approved by the Board.~~

~~Both seats shall not be held by individuals who are employed by, an agent of, or receive any compensation from an ICANN accredited registry or registrar nor shall both seats be held by individuals who are the elected or appointed representatives to one of the four GNSO Stakeholder Groups or any Constituency.~~ Notification of the ~~GNSO Council's~~ 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).~~

7. The GNSO Council shall select the GNSO Chair for a term the GNSO Council specifies, but not longer than one year, ~~by written ballot or by action at.~~ Each House (as described in Section 6 of this Article) shall select a ~~meeting. Any such selection must have affirmative votes comprising~~ Vice-Chair, who will be a ~~majority~~ Vice-Chair of the ~~votes of all the members~~ 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.

6. The GNSO shall make selections to fill Seats 13 and 14 on the ICANN Board by written ballot or by action at a meeting. Each of the two voting Houses of the GNSO, as described in [Section 3\(10\) of this Article \(link TBD\)](#), shall make a selection to fill one of two ICANN Board seats, as outlined below; any such selection must have affirmative votes comprising sixty percent (60%) of all the respective voting House members:

- a. the Contracted Party House shall select a representative to fill Seat 13; and
- b. the Non-Contracted Party House shall select a representative to fill Seat 14

Election procedures are defined in the GNSO Operating Procedures.

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\(1\)](#).

7. 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 Operating Procedures. 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.

⁴ This paragraph is consistent with the Board resolution approved 30 July 2009.

<p>8⁵. Except as provided by paragraph 6 of this Section, the GNSO Council shall act at meetings.</p> <p>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 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.</p>	
<p>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 5(2) of this Article concerning the number of votes that GNSO Council members may cast.)</p>	
<p>e. 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.</p>	
<p>d. Advance notice of such meetings shall be posted on the Website, if reasonably practicable, at least 7 days in advance of the meeting.</p>	

⁵ Note: Paragraph 8(a-f) is recommended for removal from the Bylaws and relocated to Council Operating Rules & Procedures.

<p>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.</p>	
<p>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.</p>	
<p>9⁶. The GNSO Council may agree with the Council of any other ICANN Supporting Organization to exchange observers. Such observers shall not be members of or entitled to vote on the GNSO Council, but otherwise shall be entitled to participate on equal footing with members of the GNSO Council. The appointing Council shall designate its observer (or revoke or change the designation of its observer) on the GNSO Council by providing written notice to the Chair of the GNSO Council and to the ICANN Secretary.</p>	

⁶ Note: Paragraph 9 is recommended for removal from the Bylaws and relocated to GNSO Operating Procedures.

~~10. The number of votes that members of the GNSO Council may cast shall be equalized so that the aggregate number of votes of representatives selected by the Constituencies (currently the gTLD Registries and Registrars) that are under contract with ICANN obligating them to implement ICANN adopted policies is equal to the number of votes of representatives selected by other Constituencies. Initially, each member of the GNSO Council selected by the gTLD Registries Constituency or the Registrars Constituency shall be entitled to cast two votes and all other members (including those selected by the Nominating Committee) shall be entitled to cast one vote. In the event that there is a change in the Constituencies that are entitled to select voting members of the GNSO Council, the Board shall review the change in circumstances and by resolution revise the procedure for equalization of votes in a manner consistent with this paragraph 2.~~

10⁷.. 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 Registrars 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 Parties 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.

Except as otherwise specified in these Bylaws, Each member of a voting House is entitled to cast one vote in each separate matter before the GNSO Council.

10. 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 Registrars 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 Parties 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.

Except as otherwise specified in these Bylaws, each member of a voting House is entitled to cast one vote in each separate matter before the GNSO Council.

⁷ Note: the language in this paragraph was originally located in Section 5(2); however, since it applies to Council level voting and not, specifically, to Stakeholder Groups, it has been moved and rewritten as Section 3(10).

11⁸. Except as otherwise specified in these Bylaws, Annex A hereto, or the GNSO Operating Procedures, 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 an affirmative vote of more than 25% vote of ~~both each Hhouses~~ or majority of one Hhouse;
- b. Initiate a Policy Development Process (“PDP”) Within Scope as described in Annex A [link TBD]: requires an affirmative vote of more than 33% ~~vote of both each Hhouses~~ or more than 66% ~~vote of one Hhouse~~;
- c. Initiate a PDP Not Within Scope: requires an affirmative vote of more than 75% of one Hhouse and a majority of the other Hhouse (“GNSO Super Majority”);
- d. Approve a PDP Recommendation Without a GNSO Super Majority: requires an affirmative vote of a majority of ~~both each Hhouses~~ and further requires that one GNSO Council member representative of at least 3 of the 4 Stakeholder Groups supports the Recommendation;-
- e. Approve a PDP Recommendation With a GNSO Super Majority: requires an affirmative vote ~~greater than 75% majority in one Hhouse and majority in the other Hhouse (of a GNSO Super Majority)~~; and
- f. Approve a PDP Recommendation Imposing New Obligations on Certain Contracting Parties: where an ICANN contract provision specifies that “a two-thirds vote of the council” demonstrates the presence of a consensus, the GNSO Super Majority vote threshold will have to be met or exceeded with respect to any contracting party affected by such contract provision. ~~;-and~~

~~fg. Election of officers: The voting thresholds for electing Council officers are contained in the GNSO Council Operating Rules and Procedures approved by the Board.~~

11. Except as otherwise specified in these Bylaws, Annex A hereto, or the GNSO Operating Procedures, 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 an affirmative vote of more than 25% vote of each House or majority of one House;
- b. Initiate a Policy Development Process (“PDP”) Within Scope (as described in Annex A [link TBD]): requires an affirmative vote of more than 33% of each House or more than 66% of one House;
- c. Initiate a PDP Not Within Scope: requires an affirmative vote of more than 75% of one House and a majority of the other House (“GNSO Super Majority”);
- d. Approve a PDP Recommendation Without a GNSO Super Majority: requires an affirmative vote of a majority of each House and further requires that one GNSO Council member representative of at least 3 of the 4 Stakeholder Groups supports the Recommendation;
- e. Approve a PDP Recommendation With a GNSO Super Majority: requires an affirmative vote of a GNSO Super Majority; and
- f. Approve a PDP Recommendation Imposing New Obligations on Certain Contracting Parties: where an ICANN contract provision specifies that “a two-thirds vote of the council” demonstrates the presence of a consensus, the GNSO Super Majority vote threshold will have to be met or exceeded with respect to any contracting party affected by such contract provision.

⁸ This paragraph was originally intended for Article XX, but was relocated to Section 3(11) by the GNSO Council Drafting Team. It did not exist in the original Bylaws but, for consistency, it is shown in the left column in order to reflect the changes that have been made and to permit clean text on the right.

SECTION 4. STAFF SUPPORT AND FUNDING

<p>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).</p>	<p>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).</p>
<p>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. ICANN may, at its discretion, fund travel expenses for GNSO participants under any travel support procedures or guidelines that it may adopt from time to time.</p>	<p>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. ICANN may, at its discretion, fund travel expenses for GNSO participants under any travel support procedures or guidelines that it may adopt from time to time.</p>

SECTION 5. CONSTITUENCIES ~~STAKEHOLDER GROUPS~~

1. The following ~~self-organized Constituencies~~ Stakeholder Groups are hereby recognized as representative of a specific ~~and significant~~ group of ~~stakeholders and, one or more Constituencies or interest groups, approved by the Board,~~ and subject to the provisions of the Transition Article of these Bylaws, shall ~~each select two representatives to the GNSO Council~~; Transition Article XX, Section 5 of these Bylaws (link TBD):

- a. ~~gTLD-Registries~~ (Stakeholder Group representing all gTLD registries under contract to ICANN);;
- b. ~~Registrars~~ (Registrar Stakeholder Group representing all registrars accredited by and under contract to ICANN);;
- e. ~~Internet Service and Connectivity Providers (representing all entities providing Internet service and connectivity to Internet users);~~
- ~~d.~~c. Commercial ~~and Business Users~~ (Stakeholder Group representing ~~both the full range of large and small commercial entity users~~ entities of the Internet);; and
- ed. Non-Commercial Users (Stakeholder Group representing the full range of non-commercial ~~entity users of the Internet~~); and entities of the Internet.
- f. ~~Intellectual Property Interests (representing the full range of trademark and other intellectual property interests relating to the DNS).~~

Each Stakeholder Group is assigned a specific number of Council seats in accordance with Section 3(1) of this Article (link TBD).

1. The following Stakeholder Groups are hereby recognized as representative of a specific group of one or more Constituencies or interest groups 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).

<p>2⁹. The number of votes that members of the GNSO Council may cast shall be equalized so that the aggregate number of votes of representatives selected by the Constituencies (currently the gTLD Registries and Registrars) that are under contract with ICANN obligating them to implement ICANN adopted policies is equal to the number of votes of representatives selected by other Constituencies. Initially, each member of the GNSO Council selected by the gTLD Registries Constituency or the Registrars Constituency shall be entitled to cast two votes and all other members (including those selected by the Nominating Committee) shall be entitled to cast one vote. In the event that there is a change in the Constituencies that are entitled to select voting members of the GNSO Council, the Board shall review the change in circumstances and by resolution revise the procedure for equalization of votes in a manner consistent with this paragraph 2.</p>	
<p>3. Each Constituency Stakeholder Group identified in paragraph 1 of this Section paragraph 1 of this Section (link TBD) and each of its associated Constituencies, where applicable, shall maintain its recognition, and thus its ability with the ICANN Board. Recognition is granted by the Board based upon the extent to select GNSO Council representatives, only so long as it which, in fact, the entity represents the global interests globally of the stakeholder communities it purports to represent and shall operate 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. No individual or entity shall excluded from participation in a Constituency merely because of participation in another Constituency¹⁰. Stakeholder Group and Constituency Charters may be reviewed periodically as prescribed by the Board.</p>	<p>3. Each Stakeholder Group identified in paragraph 1 of this Section (link TBD) and each of its associated Constituencies, where applicable, 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 procedures designed to ensure fairness. Stakeholder Group and Constituency Charters may be reviewed periodically as prescribed by the Board.</p>

⁹ Note: this section was moved to become Section 3, Par. 10 since it applies to Council level voting and not, specifically, Stakeholder Groups, which is the new title of this section. If accepted, paragraphs 3-4 below should be renumbered.

¹⁰ Rationale: Staff recommends deleting this text. In its role of reviewing Stakeholder Group and Constituency Charters, the Board should ensure that membership and voting procedures are designed to preserve fairness, participation, and inclusiveness while minimizing undesirable consequences that might occur due to multiple memberships.

<p>4. Any group of individuals or entities may petition the Board for recognition as a new or separate Constituency in the Non-Contracted Parties House. Any such petition shall contain a detailed explanation of:</p> <ul style="list-style-type: none"> a. Why 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; and b. Why b. A detailed explanation of why the proposed new Constituency would adequately representrepresents, 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. <p>Any petition for the recognition of a new Constituency and the associated charter shall be posted for public comment.</p>	<p>4. Any group of individuals or entities may petition the Board for recognition as a new or separate Constituency in the Non-Contracted Parties House. Any such petition shall contain:</p> <ul style="list-style-type: none"> 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. <p>Any petition for the recognition of a new Constituency and the associated charter shall be posted for public comment.</p>
<p>5. The Board may create new Constituencies within any Stakeholder Group in response to such a petition or on its own motion as described in Section 3 (link TBD), if itthe Board determines that such action would serve the purposes of ICANN. In the event the Board is considering acting on its own motion it shall post a detailed explanation of why such action is necessary or desirable, set a reasonable time for public comment, and not make a final decision on whether to create such new Constituency until after reviewing all comments received. Whenever the Board posts a petition or recommendation for a new Constituency for public comment, itthe Board shall notify the GNSO Council and the appropriate Stakeholder Group affected and shall consider any response to that notification prior to taking action.</p>	<p>5. The Board may create new Constituencies in response to such a petition or on its own motion as described in Section 3 (link TBD), if the Board determines that such action would serve the purposes of ICANN. In the event the Board is considering acting on its own motion it shall post a detailed explanation of why such action is necessary or desirable, set a reasonable time for public comment, and not make a final decision on whether to create such new Constituency until after reviewing all comments received. 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.</p>

SECTION 6. POLICY DEVELOPMENT PROCESS

<p>Initially, 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.</p>	<p>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.</p>
--	--

ARTICLE XX: TRANSITION ARTICLE

SECTION 5. GENERIC NAMES SUPPORTING ORGANIZATION

<p>1. The Domain Name Supporting Organization shall cease operations upon the adoption of this Transition Article, except that the Names Council of the Domain Name Supporting Organization may act for the limited purpose of authorizing the transfer of any funds it has collected to the benefit of the GNSO.</p>	
---	--

2. The Generic Names Supporting Organization ("GNSO") ~~shall commence operations~~"), upon the adoption of this Transition Article, ~~and the following six DNSO constituencies~~ shall continue its operations; however, it shall ~~automatically become constituencies~~ be restructured into four new Stakeholder Groups which shall represent, organizationally, the former Constituencies of the GNSO, ~~initially under their existing charters~~ subject to ICANN Board approval of each individual Stakeholder Group Charter:

- a. The ~~commercial and business entities constituency of the DNSO shall become the Commercial and Business Users constituency of the GNSO.~~ gTLD Registries Constituency shall be assigned to the Registries Stakeholder Group;
- b. ~~The gTLD registries constituency of the DNSO shall become the gTLD Registries constituency of the GNSO.~~
- c. ~~The ISP and connectivity providers constituency of the DNSO shall become the Internet Service and Connectivity Providers constituency of the GNSO.~~
- d. ~~The non-commercial domain name holders constituency of the DNSO shall become the Non-Commercial Users constituency of the GNSO.~~
- e. ~~The registrars constituency of the DNSO shall become the Registrars constituency of the GNSO.~~
- f. ~~The trademark, other intellectual property and anti-counterfeiting interests constituency of the DNSO shall become the Intellectual Property Interests constituency of the GNSO.~~ b. The Registrars 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. 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 Registries Constituency shall be assigned to the Registries Stakeholder Group;
- b. The Registrars Constituency shall be assigned to the Registrars 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.

<p>3. Notwithstanding the adoption or effectiveness of the New Bylaws, Each GNSO constituency Constituency described in paragraph 2 of this Section 5 paragraph 2 of this subsection shall continue operating substantially as before and no constituency Constituency official, task force working group, or other activity shall be changed until further action of the constituency Constituency, provided that each GNSO constituency Constituency described in paragraph 2 (c-f), shall submit to the ICANN Secretary a new charter and statement of revised Charter¹¹ (which may itself of necessity be a transitional Charter) inclusive of its operating procedures, adopted according to the constituency's Constituency's processes and consistent with the New these Bylaws Amendments, no later than 15 July 2003 the ICANN meeting in October 2009, or another date as the Board may designate by resolution.</p>	<p>3. Each GNSO Constituency described in paragraph 2 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 described in paragraph 2 (c-f) shall submit to the ICANN Secretary a new or revised Charter 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.</p>
<p>4. Until Prior to the conclusion commencement of the ICANN annual meeting meetings in 2003 October 2009, or another date the Board may designate by resolution, the GNSO Council shall consist of three representatives of each constituency of the GNSO plus, upon their selection by the Nominating Committee, three persons selected by that committee. It may also have liaisons appointed by the Governmental Advisory Committee its current Constituency structure and (Interim) At Large Advisory Committee, officers as provided in Article X, Section 3(1) of the New Bylaws described in Article X, Section 3(1) of the Bylaws as amended effective 29 May 2008 (link TBD). Thereafter, the composition of the GNSO Council shall be as provided in the New Bylaws as provided in these Bylaws, as they may be amended from time to time, without regard to this Transition Article. All committees, task forces, working groups, drafting committees, and similar groups established by the DNSO Names GNSO Council and in existence immediately before the adoption of this Transition Article shall continue in existence as groups of the GNSO Council with the same charters, membership, and activities, subject to any change by action of the GNSO Council or ICANN Board.</p>	<p>4. Prior to the commencement of the ICANN meetings⁵ 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 (link TBD). 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 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.</p>

¹¹ It is proposed that the Constituencies in the Contracted Parties House will be subsumed into the new Stakeholder Groups. As a result, only those Constituencies in paragraph 2 (c-f) are required to prepare revised Charters per the terms of this paragraph. The Constituencies are not expected to have “transitional” charters although that may be the case for one or more Stakeholder Groups.

5. ~~Upon~~ Beginning with the ~~adoption~~ commencement of ~~this~~ the ICANN Meetings in October 2009, or another date the Board may designate by resolution (the “Effective Date of the Transition ~~Article~~,”), the ~~three~~ representatives on the ~~Domain Generic Name Supporting Organization (“DNSO”) NamesGNSO”) Council~~ from each of the existing six ~~DNSO constituencies~~ Constituencies shall be ~~seated as representatives of constituencies on the GNSO~~ appointed or elected consistent with the number of Council, ~~as follows~~ seats allocated by its respective Stakeholder Group in Section 5 [Link TBD] subject to the following:

- a. The three ~~representatives of the commercial and business entities constituency~~ seats currently assigned to the Registry Constituency shall be reassigned as three seats of the ~~DNSO~~ 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 and Business Users constituency of the GNSO~~ Stakeholder Group;
- ~~b. The three representatives of the gTLD registries constituency of the DNSO shall be seated as representatives of the gTLD Registries constituency of the GNSO.~~
- ~~e. The three representatives of the ISP and connectivity providers constituency of the DNSO shall be seated as representatives of the Internet Service and Connectivity Providers constituency of the GNSO.~~
- d. The three representatives of the non-commercial domain name holders ~~constituency of the DNSO~~ shall be seated as representatives of ~~seats currently assigned to the Non-Commercial Users constituency of the GNSO~~ Constituency shall be increased to be six seats of the Non-Commercial Stakeholder;
- e. The three ~~representatives of~~ seats currently selected by the ~~registrars constituency of the DNSO~~ Nominating Committee shall be ~~seated~~ assigned by the Nominating Committee as ~~representatives of~~ follows: one voting member to the ~~Registrars constituency of~~ Contracted Party House, one voting member to the Non-Contracted Party House, and one non-voting member assigned to the GNSO Council at large.
- ~~f. The three representatives of the trademark, other intellectual property and anti-counterfeiting interests constituency of the DNSO shall be seated as representatives of the Intellectual Property Interests constituency of the GNSO.~~

5. Beginning with the commencement of the ICANN Meeting in October 2009, or another date the Board may designate by resolution (the “Effective Date of the Transition”), the representatives on the 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 in Section 5 [link TBD] 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 Registrars 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.

<p>6¹². The terms of the GNSO Council members described in paragraph 5 of this Section 5 shall last for the remainder of their terms under the Old Bylaws, except that the terms of all of those GNSO Council members shall end at the conclusion of the ICANN annual meeting in 2003. Any vacancy occurring before that time in a position on the GNSO Council described in paragraph 5 of this Section 5 shall be filled by the constituency that the vacant position represents for the remainder of the term lasting until the conclusion of the ICANN annual meeting in 2003. In selecting three persons to serve on the GNSO Council, the initial Nominating Committee shall designate one to serve a term until the conclusion of the ICANN annual meeting in 2004 and the other two to serve terms until the conclusion of the ICANN annual meeting in 2005.</p> <p>6. The GNSO Council, as part of its Restructure Implementation Plan, will document: (a) how vacancies, if any, will be handled during the transition period; (b) for each Stakeholder Group, how each assigned Council seat to take effect at the 2009 ICANN annual meeting will be filled, whether through a continuation of an existing term or a new election or appointment; (c) how it plans to address staggered terms such that the new GNSO Council preserves as much continuity as reasonably possible; (d) the effect of Bylaws term limits on each Council member.</p>	<p>6. The GNSO Council, as part of its Restructure Implementation Plan, will document: (a) how vacancies, if any, will be handled during the transition period; (b) for each Stakeholder Group, how each assigned Council seat to take effect at the 2009 ICANN annual meeting will be filled, whether through a continuation of an existing term or a new election or appointment; (c) how it plans to address staggered terms such that the new GNSO Council preserves as much continuity as reasonably possible; (d) the effect of Bylaws term limits on each Council member.</p>
<p>7. Promptly after the adoption of this Transition Article, the Generic Names Supporting Organization shall, through the GNSO Council, make selections of Directors to fill Seats 13 and 14 on the New Board, with terms to conclude upon the commencement of the first regular terms specified for each of those Seats in Article VI, Section 8(1)(d) and (e) of the New Bylaws, and shall give the ICANN Secretary written notice of its selections.</p>	
<p>8. In the absence of further action on the topic by the New Board, each of the GNSO constituencies shall select two representatives to the GNSO Council no later than 1 October 2003, and shall provide the ICANN Secretary written notice of its selections. Each constituency shall designate one of those representatives to serve a one year term, and one to serve a two year term. Each successor to those representatives shall serve a two year term.</p>	

¹² Note: this paragraph should contain the transition procedures prepared by the GNSO Council as part of its Restructure Implementation Plan. It should contain, inter alia, provisions concerning vacancies, how staggered terms will be managed, whether all new elections should be held (and, if so, when), how term limits will be implemented, and time frames for various tasks/activities.

<p>9. Upon the adoption of this Transition Article, and until further action by the ICANN Board, the GNSO Council shall assume responsibility for the DNSO General Assembly e-mail announcement and discussion lists.</p>	
<p>10. Each of the constituencies identified in paragraph 5 of this Section 5 that are designated to select a delegate to the Nominating Committee under Article VII, Section 2 of the New Bylaws shall promptly, upon adoption of this Transition Article, notify the ICANN Secretary of the person(s) selected to serve as delegates.</p>	
	<p>11. As soon as practical after the commencement of the ICANN meeting in October 2009, or another date the Board may designate by resolution, the GNSO Council shall, in accordance with Article X, Section 3(7) (linkTBD) and its GNSO Operating Procedures, elect officers and give the ICANN Secretary written notice of its selections.</p>

ANNEX A: GNSO Policy-Development Process

SECTION 1. Raising an Issue

An issue may be raised for consideration as part of the PDP by any of the following:

- a. *Board Initiation.* The Board may initiate the PDP by instructing the GNSO Council ("Council") to begin the process outlined in this Annex.
- b. *Council Initiation.* The GNSO Council may initiate the PDP by a vote of at least twenty-five percent (25%) of the members of the Council of each house or a majority of one house ~~present at any meeting in which a motion to initiate the PDP is made.~~
- c. *Advisory Committee Initiation.* An Advisory Committee may raise an issue for policy development by action of such committee to commence the PDP, and transmission of that request to the GNSO Council.

An issue may be raised for consideration as part of the PDP by any of the following:

- a. *Board Initiation.* The Board may initiate the PDP by instructing the GNSO Council ("Council") to begin the process outlined in this Annex.
- b. *Council Initiation.* The GNSO Council may initiate the PDP by a vote of at least twenty-five percent (25%) of the members of the Council of each house or a majority of one house.
- c. *Advisory Committee Initiation.* An Advisory Committee may raise an issue for policy development by action of such committee to commence the PDP, and transmission of that request to the GNSO Council.

SECTION 2. Creation of the Issue Report

<p>Within fifteen (15) calendar days after receiving either (i) an instruction from the Board; (ii) a properly supported motion from a Council member; or (iii) a properly supported motion from an Advisory Committee, the Staff Manager will create a report (an "Issue Report"). Each Issue Report shall contain at least the following:</p> <ul style="list-style-type: none"> a. The proposed issue raised for consideration; b. The identity of the party submitting the issue; c. How that party is affected by the issue; d. Support for the issue to initiate the PDP; 	<p>Within fifteen (15) calendar days after receiving either (i) an instruction from the Board; (ii) a properly supported motion from a Council member; or (iii) a properly supported motion from an Advisory Committee, the Staff Manager will create a report (an "Issue Report"). Each Issue Report shall contain at least the following:</p> <ul style="list-style-type: none"> a. The proposed issue raised for consideration; b. The identity of the party submitting the issue; c. How that party is affected by the issue; d. Support for the issue to initiate the PDP;
<ul style="list-style-type: none"> e. A recommendation from the Staff Manager as to whether the Council should initiate the PDP for this issue (the "Staff Recommendation"). Each Staff Recommendation shall include the opinion of the ICANN General Counsel regarding whether the issue proposed to initiate the PDP is properly within the scope of the ICANN policy process and within the scope of the GNSO. In determining whether the issue is properly within the scope of the ICANN policy process, the General Counsel shall examine whether such issue: <ul style="list-style-type: none"> 1. is within the scope of ICANN's mission statement; 2. is broadly applicable to multiple situations or organizations; 3. is likely to have lasting value or applicability, albeit with the need for occasional updates; 4. will establish a guide or framework for future decision-making; or 5. implicates or affects an existing ICANN policy. f. On or before the fifteen (15) day deadline, the Staff Manager shall distribute the Issue Report to the full Council for a vote on whether to initiate the PDP, as discussed below. 	<ul style="list-style-type: none"> e. A recommendation from the Staff Manager as to whether the Council should initiate the PDP for this issue (the "Staff Recommendation"). Each Staff Recommendation shall include the opinion of the ICANN General Counsel regarding whether the issue proposed to initiate the PDP is properly within the scope of the ICANN policy process and within the scope of the GNSO. In determining whether the issue is properly within the scope of the ICANN policy process, the General Counsel shall examine whether such issue: <ul style="list-style-type: none"> 1. is within the scope of ICANN's mission statement; 2. is broadly applicable to multiple situations or organizations; 3. is likely to have lasting value or applicability, albeit with the need for occasional updates; 4. will establish a guide or framework for future decision-making; or 5. implicates or affects an existing ICANN policy. f. On or before the fifteen (15) day deadline, the Staff Manager shall distribute the Issue Report to the full Council for a vote on whether to initiate the PDP, as discussed below.

SECTION 3. Initiation of PDP

<p>The Council shall initiate the PDP as follows:</p> <ul style="list-style-type: none">a. <i>Issue Raised by the Board.</i> If the Board directs the Council to initiate the PDP, then the Council shall meet and do so within fifteen (15) calendar days after receipt of the Issue Report, with no intermediate vote of the Council.b. <i>Issue Raised by Other than by the Board.</i> If a policy issue is presented to the Council for consideration via an Issue Report, then the Council shall meet within fifteen (15) calendar days after receipt of such Report to vote on whether to initiate the PDP. Such meeting may be convened in any manner deemed appropriate by the Council, including in person, via conference call or via electronic mail.c. <i>Vote of the Council.</i> A vote of more than 33% of the Council members of each house or more than 66% vote of one house present in favor of initiating the PDP within scope will suffice to initiate the PDP; unless the Staff Recommendation stated that the issue is not properly within the scope of the ICANN policy process or the GNSO, in which case a GSNO Supermajority-Super Majority Vote as set forth in Section 3, paragraph 11(c) [link TBD] of the Council members present in favor of initiating the PDP will be required to initiate the PDP.	<p>The Council shall initiate the PDP as follows:</p> <ul style="list-style-type: none">a. <i>Issue Raised by the Board.</i> If the Board directs the Council to initiate the PDP, then the Council shall meet and do so within fifteen (15) calendar days after receipt of the Issue Report, with no intermediate vote of the Council.b. <i>Issue Raised by Other than by the Board.</i> If a policy issue is presented to the Council for consideration via an Issue Report, then the Council shall meet within fifteen (15) calendar days after receipt of such Report to vote on whether to initiate the PDP. Such meeting may be convened in any manner deemed appropriate by the Council, including in person, via conference call or via electronic mail.c. <i>Vote of the Council.</i> A vote of more than 33% of the Council members of each house or more than 66% vote of one house in favor of initiating the PDP within scope will suffice to initiate the PDP; unless the Staff Recommendation stated that the issue is not properly within the scope of the ICANN policy process or the GNSO, in which case a GSNO Super Majority Vote as set forth in Section 3, paragraph 11(c) [link TBD] in favor of initiating the PDP will be required to initiate the PDP.
---	--

SECTION 4. Commencement of the PDP

<p>At the meeting of the Council initiating the PDP, the Council shall decide, by a majority vote of members of each house present at the meeting, whether to appoint a task force to address the issue. If the Council votes:</p> <ul style="list-style-type: none">a. In favor of convening a task force, it shall do so in accordance with the provisions of Item 7 below.b. Against convening a task force, then it will collect information on the policy issue in accordance with the provisions of Item 8 below.	<p>At the meeting of the Council initiating the PDP, the Council shall decide, by a majority vote of members of each house, whether to appoint a task force to address the issue. If the Council votes:</p> <ul style="list-style-type: none">a. In favor of convening a task force, it shall do so in accordance with the provisions of Item 7 below.b. Against convening a task force, then it will collect information on the policy issue in accordance with the provisions of Item 8 below.
---	---

SECTION 5. Composition and Selection of Task Forces

<p>a. Upon voting to appoint a task force, the Council shall invite each of the Constituencies and/or Stakeholder Groups of the GNSO to appoint one individual to participate in the task force. Additionally, the Council may appoint up to three outside advisors to sit on the task force. (Each task force member is referred to in this Annex as a "Representative" and collectively, the "Representatives"). The Council may increase the number of Representatives per Constituency or Stakeholder Group that may sit on a task force in its discretion in circumstances that it deems necessary or appropriate.</p> <p>b. Any Constituency or Stakeholder Group wishing to appoint a Representative to the task force must submit the name of the Constituency or Stakeholder Group designee to the Staff Manager within ten (10) calendar days after such request in order to be included on the task force. Such designee need not be a member of the Council, but must be an individual who has an interest, and ideally knowledge and expertise, in the area to be developed, coupled with the ability to devote a substantial amount of time to task force activities.</p> <p>c. The Council may also pursue other options that it deems appropriate to assist in the PDP, including appointing a particular individual or organization to gather information on the issue or scheduling meetings for deliberation or briefing. All such information shall be submitted to the Staff Manager within thirty-five (35) calendar days after initiation of the PDP.</p>	<p>a. Upon voting to appoint a task force, the Council shall invite each of the Constituencies and/or Stakeholder Groups of the GNSO to appoint one individual to participate in the task force. Additionally, the Council may appoint up to three outside advisors to sit on the task force. (Each task force member is referred to in this Annex as a "Representative" and collectively, the "Representatives"). The Council may increase the number of Representatives per Constituency or Stakeholder Group that may sit on a task force in its discretion in circumstances that it deems necessary or appropriate.</p> <p>b. Any Constituency or Stakeholder Group wishing to appoint a Representative to the task force must submit the name of the Constituency or Stakeholder Group designee to the Staff Manager within ten (10) calendar days after such request in order to be included on the task force. Such designee need not be a member of the Council, but must be an individual who has an interest, and ideally knowledge and expertise, in the area to be developed, coupled with the ability to devote a substantial amount of time to task force activities.</p> <p>c. The Council may also pursue other options that it deems appropriate to assist in the PDP, including appointing a particular individual or organization to gather information on the issue or scheduling meetings for deliberation or briefing. All such information shall be submitted to the Staff Manager within thirty-five (35) calendar days after initiation of the PDP.</p>
--	--

SECTION 6. Public Notification of Initiation of the PDP

<p>After initiation of the PDP, ICANN shall post a notification of such action to the Website. A public comment period shall be commenced for the issue for a period of twenty (20) calendar days after initiation of the PDP. The Staff Manager, or some other designated representative of ICANN shall review the public comments and incorporate them into a report (the "Public Comment Report") to be included in either the Preliminary Task Force Report or the Initial Report, as applicable.</p>	<p>After initiation of the PDP, ICANN shall post a notification of such action to the Website. A public comment period shall be commenced for the issue for a period of twenty (20) calendar days after initiation of the PDP. The Staff Manager, or some other designated representative of ICANN shall review the public comments and incorporate them into a report (the "Public Comment Report") to be included in either the Preliminary Task Force Report or the Initial Report, as applicable.</p>
---	---

SECTION 7. Task Forces

<p>a. <i>Role of Task Force.</i> If a task force is created, its role will generally be to (i) gather information detailing the positions of the Stakeholder Groups and the formal constituencies and provisional constituencies, if any, within the GNSO; and (ii) otherwise obtain relevant information that will enable the Task Force Report to be as complete and informative as possible.</p> <p>The task force shall not have any formal decision-making authority. Rather, the role of the task force shall be to gather information that will document the positions of various parties or groups as specifically and comprehensively as possible, thereby enabling the Council to have a meaningful and informed deliberation on the issue.</p>	<p>a. <i>Role of Task Force.</i> If a task force is created, its role will generally be to (i) gather information detailing the positions of the Stakeholder Groups and the formal constituencies and provisional constituencies, if any, within the GNSO; and (ii) otherwise obtain relevant information that will enable the Task Force Report to be as complete and informative as possible.</p> <p>The task force shall not have any formal decision-making authority. Rather, the role of the task force shall be to gather information that will document the positions of various parties or groups as specifically and comprehensively as possible, thereby enabling the Council to have a meaningful and informed deliberation on the issue.</p>
<p>b. <i>Task Force Charter or Terms of Reference.</i> The Council, with the assistance of the Staff Manager, shall develop a charter or terms of reference for the task force (the "Charter") within ten (10) calendar days after initiation of the PDP. Such Charter will include:</p> <ol style="list-style-type: none"> 1. the issue to be addressed by the task force, as such issue was articulated for the vote before the Council that commenced the PDP; 2. the specific timeline that the task force must adhere to, as set forth below, unless the Board determines that there is a compelling reason to extend the timeline; and 3. any specific instructions from the Council for the task force, including whether or not the task force should solicit the advice of outside advisors on the issue. <p>The task force shall prepare its report and otherwise conduct its activities in accordance with the Charter. Any request to deviate from the Charter must be formally presented to the Council and may only be undertaken by the task force upon a vote of a majority of each house of the Council members present.</p>	<p>b. <i>Task Force Charter or Terms of Reference.</i> The Council, with the assistance of the Staff Manager, shall develop a charter or terms of reference for the task force (the "Charter") within ten (10) calendar days after initiation of the PDP. Such Charter will include:</p> <ol style="list-style-type: none"> 1. the issue to be addressed by the task force, as such issue was articulated for the vote before the Council that commenced the PDP; 2. the specific timeline that the task force must adhere to, as set forth below, unless the Board determines that there is a compelling reason to extend the timeline; and 3. any specific instructions from the Council for the task force, including whether or not the task force should solicit the advice of outside advisors on the issue. <p>The task force shall prepare its report and otherwise conduct its activities in accordance with the Charter. Any request to deviate from the Charter must be formally presented to the Council and may only be undertaken by the task force upon a vote of a majority of each house of the Council members.</p>

c. *Appointment of Task Force Chair.* The Staff Manager shall convene the first meeting of the task force within five (5) calendar days after receipt of the Charter. At the initial meeting, the task force members will, among other things, vote to appoint a task force chair. The chair shall be responsible for organizing the activities of the task force, including compiling the Task Force Report. The chair of a task force need not be a member of the Council.

c. *Appointment of Task Force Chair.* The Staff Manager shall convene the first meeting of the task force within five (5) calendar days after receipt of the Charter. At the initial meeting, the task force members will, among other things, vote to appoint a task force chair. The chair shall be responsible for organizing the activities of the task force, including compiling the Task Force Report. The chair of a task force need not be a member of the Council

d. *Collection of Information.*

1. *Constituency and Stakeholder Group Statements.* The Representatives of the Stakeholder Groups will each be responsible for soliciting the position of their Stakeholder Groups or any of their constituencies, at a minimum, and other comments as each Representative deems appropriate, regarding the issue under consideration. This position and other comments, as applicable, should be submitted in a formal statement to the task force chair (each, a "Constituency/Stakeholder Group Statement") within thirty-five (35) calendar days after initiation of the PDP. Every Constituency/Stakeholder Group Statement shall include at least the following:
 - (i) If a GNSO Super Majority Vote was reached, a clear statement of the constituency's or Stakeholder Group's position on the issue;
 - (ii) If a GNSO Super Majority Vote was not reached, a clear statement of all positions espoused by constituency or Stakeholder Group members;
 - (iii) A clear statement of how the constituency or Stakeholder Group arrived at its position(s). Specifically, the statement should detail specific constituency or Stakeholder Group meetings, teleconferences, or other means of deliberating an issue, and a list of all members who participated or otherwise submitted their views;
 - (iv) An analysis of how the issue would affect the constituency or Stakeholder Group, including any financial impact on the constituency or Stakeholder Group; and
 - (v) An analysis of the period of time that would likely be necessary to implement the policy.
2. *Outside Advisors.* The task force, should it deem it appropriate or helpful, may solicit the opinions of outside advisors, experts, or other members of the public, in addition to those of constituency or Stakeholder Group members. Such opinions should be set forth in a report prepared by such outside advisors, and (i) clearly labeled as coming from outside advisors; (ii) accompanied by a detailed statement of the advisors' (A) qualifications and relevant experience; and (B) potential conflicts of interest. These reports should be submitted in a formal statement to the task force chair within thirty-five (35) calendar days after initiation of the PDP.

d. *Collection of Information.*

1. *Constituency and Stakeholder Group Statements.* The Representatives of the Stakeholder Groups will each be responsible for soliciting the position of their Stakeholder Groups or any of their constituencies, at a minimum, and other comments as each Representative deems appropriate, regarding the issue under consideration. This position and other comments, as applicable, should be submitted in a formal statement to the task force chair (each, a "Constituency/Stakeholder Group Statement") within thirty-five (35) calendar days after initiation of the PDP. Every Constituency/Stakeholder Group Statement shall include at least the following:
 - (i) If a GNSO Super Majority Vote was reached, a clear statement of the constituency's or Stakeholder Group's position on the issue;
 - (ii) If a GNSO Super Majority Vote was not reached, a clear statement of all positions espoused by constituency or Stakeholder Group members;
 - (iii) A clear statement of how the constituency or Stakeholder Group arrived at its position(s). Specifically, the statement should detail specific constituency or Stakeholder Group meetings, teleconferences, or other means of deliberating an issue, and a list of all members who participated or otherwise submitted their views;
 - (iv) An analysis of how the issue would affect the constituency or Stakeholder Group, including any financial impact on the constituency or Stakeholder Group; and
 - (v) An analysis of the period of time that would likely be necessary to implement the policy.
2. *Outside Advisors.* The task force, should it deem it appropriate or helpful, may solicit the opinions of outside advisors, experts, or other members of the public, in addition to those of constituency or Stakeholder Group members. Such opinions should be set forth in a report prepared by such outside advisors, and (i) clearly labeled as coming from outside advisors; (ii) accompanied by a detailed statement of the advisors' (A) qualifications and relevant experience; and (B) potential conflicts of interest. These reports should be submitted in a formal statement to the task force chair within thirty-five (35) calendar days after initiation of the PDP.

e. *Task Force Report.* The chair of the task force, working with the Staff Manager, shall compile the Constituency/~~Stakeholder~~ Group Statements, Public Comment Report, and other information or reports, as applicable, into a single document ("Preliminary Task Force Report") and distribute the Preliminary Task Force Report to the full task force within forty (40) calendar days after initiation of the PDP. The task force shall have a final task force meeting within five (5) days after the date of distribution of the Preliminary Task Force Report to deliberate the issues and try and reach a ~~GNSO-Super M~~majority Vote. Within five (5) calendar days after the final task force meeting, the chair of the task force and the Staff Manager shall create the final task force report (the "Task Force Report") and post it on the Comment Site. Each Task Force Report must include:

1. A clear statement of any ~~GNSO-Super M~~majority Vote position of the task force on the issue;
2. If a ~~GNSO-Super M~~majority Vote was not reached, a clear statement of all positions espoused by task force members submitted within the twenty-day timeline for submission of constituency or Stakeholder Group reports. Each statement should clearly indicate (i) the reasons underlying the position and (ii) the constituency(ies) or Stakeholder Group(s) that held the position;
3. An analysis of how the issue would affect each constituency or Stakeholder Group of the task force, including any financial impact on the constituency or Stakeholder Group;
4. An analysis of the period of time that would likely be necessary to implement the policy; and
5. The advice of any outside advisors appointed to the task force by the Council, accompanied by a detailed statement of the advisors' (i) qualifications and relevant experience; and (ii) potential conflicts of interest.

e. *Task Force Report.* The chair of the task force, working with the Staff Manager, shall compile the Constituency/Stakeholder Group Statements, Public Comment Report, and other information or reports, as applicable, into a single document ("Preliminary Task Force Report") and distribute the Preliminary Task Force Report to the full task force within forty (40) calendar days after initiation of the PDP. The task force shall have a final task force meeting within five (5) days after the date of distribution of the Preliminary Task Force Report to deliberate the issues and try and reach a Super Majority Vote. Within five (5) calendar days after the final task force meeting, the chair of the task force and the Staff Manager shall create the final task force report (the "Task Force Report") and post it on the Comment Site. Each Task Force Report must include:

1. A clear statement of any Super Majority Vote position of the task force on the issue;
2. If a Super Majority Vote was not reached, a clear statement of all positions espoused by task force members submitted within the twenty-day timeline for submission of constituency or Stakeholder Group reports. Each statement should clearly indicate (i) the reasons underlying the position and (ii) the constituency(ies) or Stakeholder Group(s) that held the position;
3. An analysis of how the issue would affect each constituency or Stakeholder Group of the task force, including any financial impact on the constituency or Stakeholder Group;
4. An analysis of the period of time that would likely be necessary to implement the policy; and
5. The advice of any outside advisors appointed to the task force by the Council, accompanied by a detailed statement of the advisors' (i) qualifications and relevant experience; and (ii) potential conflicts of interest.

SECTION 8. Procedure if No Task Force is Formed

- | | |
|---|---|
| <p>a. If the Council decides not to convene a task force, the Council will request that, within ten (10) calendar days thereafter, each constituency or Stakeholder Group appoint a representative to solicit the constituency's or Stakeholder Group's views on the issue. Each such representative shall be asked to submit a Constituency/Stakeholder Group Statement to the Staff Manager within thirty-five (35) calendar days after initiation of the PDP.</p> <p>b. The Council may also pursue other options that it deems appropriate to assist in the PDP, including appointing a particular individual or organization to gather information on the issue or scheduling meetings for deliberation or briefing. All such information shall be submitted to the Staff Manager within thirty-five (35) calendar days after initiation of the PDP.</p> <p>c. The Staff Manager will take all Constituency/Stakeholder Group Statements, Public Comment Statements, and other information and compile (and post on the Comment Site) an Initial Report within fifty (50) calendar days after initiation of the PDP. Thereafter, the PDP shall follow the provisions of Item 9 below in creating a Final Report.</p> | <p>a. If the Council decides not to convene a task force, the Council will request that, within ten (10) calendar days thereafter, each constituency or Stakeholder Group appoint a representative to solicit the constituency's or Stakeholder Group's views on the issue. Each such representative shall be asked to submit a Constituency/Stakeholder Group Statement to the Staff Manager within thirty-five (35) calendar days after initiation of the PDP.</p> <p>b. The Council may also pursue other options that it deems appropriate to assist in the PDP, including appointing a particular individual or organization to gather information on the issue or scheduling meetings for deliberation or briefing. All such information shall be submitted to the Staff Manager within thirty-five (35) calendar days after initiation of the PDP.</p> <p>c. The Staff Manager will take all Constituency/Stakeholder Group Statements, Public Comment Statements, and other information and compile (and post on the Comment Site) an Initial Report within fifty (50) calendar days after initiation of the PDP. Thereafter, the PDP shall follow the provisions of Item 9 below in creating a Final Report.</p> |
|---|---|

SECTION 9. Public Comments to the Task Force Report or Initial Report

- a. The public comment period will last for twenty (20) calendar days after posting of the Task Force Report or Initial Report. Any individual or organization may submit comments during the public comment period, including any **C**onstituency **or Stakeholder Group** that did not participate in the task force. All comments shall be accompanied by the name of the author of the comments, the author's relevant experience, and the author's interest in the issue.
- b. At the end of the twenty (20) day period, the Staff Manager will be responsible for reviewing the comments received and adding those deemed appropriate for inclusion in the Staff Manager's reasonable discretion to the Task Force Report or Initial Report (collectively, the "Final Report"). The Staff Manager shall not be obligated to include all comments made during the comment period, including each comment made by any one individual or organization.
- c. The Staff Manager shall prepare the Final Report and submit it to the Council chair within ten (10) calendar days after the end of the public comment period.

- a. The public comment period will last for twenty (20) calendar days after posting of the Task Force Report or Initial Report. Any individual or organization may submit comments during the public comment period, including any Constituency or Stakeholder Group that did not participate in the task force. All comments shall be accompanied by the name of the author of the comments, the author's relevant experience, and the author's interest in the issue.
- b. At the end of the twenty (20) day period, the Staff Manager will be responsible for reviewing the comments received and adding those deemed appropriate for inclusion in the Staff Manager's reasonable discretion to the Task Force Report or Initial Report (collectively, the "Final Report"). The Staff Manager shall not be obligated to include all comments made during the comment period, including each comment made by any one individual or organization.
- c. The Staff Manager shall prepare the Final Report and submit it to the Council chair within ten (10) calendar days after the end of the public comment period.

SECTION 10. Council Deliberation

a. Upon receipt of a Final Report, whether as the result of a task force or otherwise, the Council chair will (i) distribute the Final Report to all Council members; and (ii) call for a Council meeting within ten (10) calendar days thereafter. The Council may commence its deliberation on the issue prior to the formal meeting, including via in-person meetings, conference calls, e-mail discussions or any other means the Council may choose. The deliberation process shall culminate in a formal Council meeting either in person or via teleconference, wherein the Council will work towards achieving a Successful ~~Supermajority~~GNSO ~~Supermajority~~ Vote to present to the Board. b. The Council may, if it so chooses, solicit the opinions of outside advisors at its final meeting. The opinions of these advisors, if relied upon by the Council, shall be (i) embodied in the Council's report to the Board, (ii) specifically identified as coming from an outside advisor; and (iii) be accompanied by a detailed statement of the advisor's (x) qualifications and relevant experience; and (y) potential conflicts of interest.

a. Upon receipt of a Final Report, whether as the result of a task force or otherwise, the Council chair will (i) distribute the Final Report to all Council members; and (ii) call for a Council meeting within ten (10) calendar days thereafter. The Council may commence its deliberation on the issue prior to the formal meeting, including via in-person meetings, conference calls, e-mail discussions or any other means the Council may choose. The deliberation process shall culminate in a formal Council meeting either in person or via teleconference, wherein the Council will work towards achieving a Successful GNSO Vote to present to the Board. b. The Council may, if it so chooses, solicit the opinions of outside advisors at its final meeting. The opinions of these advisors, if relied upon by the Council, shall be (i) embodied in the Council's report to the Board, (ii) specifically identified as coming from an outside advisor; and (iii) be accompanied by a detailed statement of the advisor's (x) qualifications and relevant experience; and (y) potential conflicts of interest.

SECTION 11. Council Report to the Board

The Staff Manager will be present at the final meeting of the Council, and will have five (5) calendar days after the meeting to incorporate the views of the Council into a report to be submitted to the Board (the "Board Report"). The Board Report must contain at least the following:

- a. A clear statement of any **Successful GNSO Supermajority** Vote recommendation of the Council;
- b. If a **Successful GNSO Supermajority** Vote was not reached, a clear statement of all positions held by Council members. Each statement should clearly indicate (i) the reasons underlying each position and (ii) the constituency(ies) **or Stakeholder Group(s)** that held the position;
- c. An analysis of how the issue would affect each constituency **or Stakeholder Group**, including any financial impact on the constituency **or Stakeholder Group**;
- d. An analysis of the period of time that would likely be necessary to implement the policy;
- e. The advice of any outside advisors relied upon, which should be accompanied by a detailed statement of the advisor's (i) qualifications and relevant experience; and (ii) potential conflicts of interest;
- f. The Final Report submitted to the Council; and
- g. A copy of the minutes of the Council deliberation on the policy issue, including the all opinions expressed during such deliberation, accompanied by a description of who expressed such opinions.

The Staff Manager will be present at the final meeting of the Council, and will have five (5) calendar days after the meeting to incorporate the views of the Council into a report to be submitted to the Board (the "Board Report"). The Board Report must contain at least the following:

- a. A clear statement of any Successful GNSO Vote recommendation of the Council;
- b. If a Successful GNSO Vote was not reached, a clear statement of all positions held by Council members. Each statement should clearly indicate (i) the reasons underlying each position and (ii) the constituency(ies) or Stakeholder Group(s) that held the position;
- c. An analysis of how the issue would affect each constituency or Stakeholder Group, including any financial impact on the constituency or Stakeholder Group;
- d. An analysis of the period of time that would likely be necessary to implement the policy;
- e. The advice of any outside advisors relied upon, which should be accompanied by a detailed statement of the advisor's (i) qualifications and relevant experience; and (ii) potential conflicts of interest;
- f. The Final Report submitted to the Council; and
- g. A copy of the minutes of the Council deliberation on the policy issue, including the all opinions expressed during such deliberation, accompanied by a description of who expressed such opinions.

SECTION 12. Agreement of the Council

A ~~Successful GNSO Supermajority~~ Vote of the Council members will be deemed to reflect the view of the Council, and may be conveyed to the Board as the Council's recommendation. **In the event a GNSO Supermajority Vote is not achieved, approval of the recommendations contained in the Final Report requires a majority of both houses and further requires that one representative of at least 3 of the 4 Stakeholder Groups supports the recommendations.** Abstentions shall not be permitted; thus all Council members must cast a vote unless they identify a financial interest in the outcome of the policy issue. Notwithstanding the foregoing, as set forth above, all viewpoints expressed by Council members during the PDP must be included in the Board Report.

A Successful GNSO Vote of the Council members will be deemed to reflect the view of the Council, and may be conveyed to the Board as the Council's recommendation. In the event a GNSO Supermajority Vote is not achieved, approval of the recommendations contained in the Final Report requires a majority of both houses and further requires that one representative of at least 3 of the 4 Stakeholder Groups supports the recommendations. Abstentions shall not be permitted; thus all Council members must cast a vote unless they identify a financial interest in the outcome of the policy issue. Notwithstanding the foregoing, as set forth above, all viewpoints expressed by Council members during the PDP must be included in the Board Report.

SECTION 13. Board Vote

- | | |
|---|--|
| <p>a. The Board will meet to discuss the GNSO Council recommendation as soon as feasible after receipt of the Board Report from the Staff Manager.</p> <p>b. In the event that the Council reached a GNSO Super Majority Vote, the Board shall adopt the policy according to the Council GNSO Super Majority Vote recommendation unless by a vote of more than sixty-six (66%) percent of the Board determines that such policy is not in the best interests of the ICANN community or ICANN.</p> <p>c. In the event that the Board determines not to act in accordance with the Council GNSO Super Majority Vote recommendation, the Board shall (i) articulate the reasons for its determination in a report to the Council (the "Board Statement"); and (ii) submit the Board Statement to the Council.</p> <p>d. The Council shall review the Board Statement for discussion with the Board within twenty (20) calendar days after the Council's receipt of the Board Statement. The Board shall determine the method (e.g., by teleconference, e-mail, or otherwise) by which the Council and Board will discuss the Board Statement.</p> <p>e. At the conclusion of the Council and Board discussions, the Council shall meet to affirm or modify its recommendation, and communicate that conclusion (the "Supplemental Recommendation") to the Board, including an explanation for its current recommendation. In the event that the Council is able to reach a GNSO Super Majority Vote on the Supplemental Recommendation, the Board shall adopt the recommendation unless more than sixty-six (66%) percent of the Board determines that such policy is not in the interests of the ICANN community or ICANN.</p> <p>f. In any case in which the Council is not able to reach GNSO Super Majority, a majority vote of the Board will be sufficient to act.</p> <p>g. When a final decision on a GNSO Council Recommendation or Supplemental Recommendation is timely, the Board shall take a preliminary vote and, where practicable, will publish a tentative decision that allows for a ten (10) day period of public comment prior to a final decision by the Board.</p> | <p>a. The Board will meet to discuss the GNSO Council recommendation as soon as feasible after receipt of the Board Report from the Staff Manager.</p> <p>b. In the event that the Council reached a GNSO Super Majority Vote, the Board shall adopt the policy according to the GNSO Super Majority Vote recommendation unless by a vote of more than sixty-six (66%) percent of the Board determines that such policy is not in the best interests of the ICANN community or ICANN.</p> <p>c. In the event that the Board determines not to act in accordance with the GNSO Super Majority Vote recommendation, the Board shall (i) articulate the reasons for its determination in a report to the Council (the "Board Statement"); and (ii) submit the Board Statement to the Council.</p> <p>d. The Council shall review the Board Statement for discussion with the Board within twenty (20) calendar days after the Council's receipt of the Board Statement. The Board shall determine the method (e.g., by teleconference, e-mail, or otherwise) by which the Council and Board will discuss the Board Statement.</p> <p>e. At the conclusion of the Council and Board discussions, the Council shall meet to affirm or modify its recommendation, and communicate that conclusion (the "Supplemental Recommendation") to the Board, including an explanation for its current recommendation. In the event that the Council is able to reach a GNSO Super Majority Vote on the Supplemental Recommendation, the Board shall adopt the recommendation unless more than sixty-six (66%) percent of the Board determines that such policy is not in the interests of the ICANN community or ICANN.</p> <p>f. In any case in which the Council is not able to reach GNSO Super Majority, a majority vote of the Board will be sufficient to act.</p> <p>g. When a final decision on a GNSO Council Recommendation or Supplemental Recommendation is timely, the Board shall take a preliminary vote and, where practicable, will publish a tentative decision that allows for a ten (10) day period of public comment prior to a final decision by the Board.</p> |
|---|--|

SECTION 14. Implementation of the Policy

<p>Upon a final decision of the Board, the Board shall, as appropriate, give authorization or direction to the ICANN staff to take all necessary steps to implement the policy.</p>	<p>Upon a final decision of the Board, the Board shall, as appropriate, give authorization or direction to the ICANN staff to take all necessary steps to implement the policy.</p>
---	---

SECTION 15. Maintenance of Records

<p>Throughout the PDP, from policy suggestion to a final decision by the Board, ICANN will maintain on the Website, a status web page detailing the progress of each PDP issue, which will describe:</p> <ul style="list-style-type: none">a. The initial suggestion for a policy;b. A list of all suggestions that do not result in the creation of an Issue Report;c. The timeline to be followed for each policy;d. All discussions among the Council regarding the policy;e. All reports from task forces, the Staff Manager, the Council and the Board; andf. All public comments submitted.	<p>Throughout the PDP, from policy suggestion to a final decision by the Board, ICANN will maintain on the Website, a status web page detailing the progress of each PDP issue, which will describe:</p> <ul style="list-style-type: none">a. The initial suggestion for a policy;b. A list of all suggestions that do not result in the creation of an Issue Report;c. The timeline to be followed for each policy;d. All discussions among the Council regarding the policy;e. All reports from task forces, the Staff Manager, the Council and the Board; andf. All public comments submitted.
--	--

SECTION 16. Additional Definitions

"Comment Site" and "Website" refer to one or more web sites designated by ICANN on which notifications and comments regarding the PDP will be posted.

"Super Majority Vote" means a vote of more than sixty-six (66) percent of the members present at a meeting of the applicable body, with the exception of the GNSO Council.

"Staff Manager" means an ICANN staff person(s) who manages the PDP.

"GNSO Super Majority Vote" shall have the meaning set forth in the Bylaws.

"Successful GNSO Vote" means an affirmative vote of the GNSO Council as determined in accordance with the Bylaws (link to Section 3(11) TBD), including, without limitation, a GNSO Super Majority Vote.

"Comment Site" and "Website" refer to one or more web sites designated by ICANN on which notifications and comments regarding the PDP will be posted.

"Super Majority Vote" means a vote of more than sixty-six (66) percent of the members present at a meeting of the applicable body, with the exception of the GNSO Council.

"Staff Manager" means an ICANN staff person(s) who manages the PDP.

"GNSO Super Majority Vote" shall have the meaning set forth in the Bylaws (link TBD).

"Successful GNSO Vote" means an affirmative vote of the GNSO Council as determined in accordance with the Bylaws (link to Section 3(11) TBD), including, without limitation, a GNSO Super Majority Vote.