

EXHIBIT _____

MEMBER-RELATED MODIFICATIONS & ADDITIONAL CLEANUP TO ARIN BYLAWS

ARTICLE V: Membership

Section 1. Membership Types. The membership of ARIN shall have three classes of members: Trustee Members, General Members, and Service Members.

- a. Trustee Members. Trustees are individuals who may be, but are not required to be, Service Members. General Members or representatives of General Members, as defined below. Trustee Members shall consist of ARIN's elected and appointed individuals to the Board of Trustees and the President of ARIN, hereafter known and referred to as Trustees.
- b. General Members. General Members shall consist of entities wishing to participate in Internet number resource policy development that have a valid ARIN registration services agreement (RSA or LRSA) for Internet number resources, and that meet any eligibility requirements and pay subscription fees or membership fees as the Trustees may establish from time to time.
- c. Service Members. Service Members shall consist of entities that have a valid ARIN registration services agreement (RSA or LRSA) for Internet number resources, that pay subscription fees or membership fees as the Trustees may establish from time to time, and that either do not have an interest in participation as a General Member or do not meet the eligibility requirements established by the Board of Trustees for General Members. Service Members do not have the right to vote in ARIN elections.

Section 2. ARIN Meetings. ARIN Public Policy and Members Meetings are held biannually and in person when possible. ARIN's Annual Meeting is held annually and may coincide with an ARIN Public Policy and Members Meeting. Special meetings may be called by the President and may be held in person or by virtual meeting using electronic communications that extends over a period not in excess of twenty-four hours. Formal notice of all such special meetings shall be delivered to each General Member and Service Member via email between 10 and 60 days in advance of the announced meeting date.

Section 3. Membership Rights.

- a. Rights of Trustee Members. All Trustees shall have the right to submit nominations to any ARIN nominating committee, attend ARIN Public Policy and Members Meetings, and participate in members-only discussions. Any Trustee that also serves as the voting contact for a General Member in good standing is also entitled to vote in ARIN elections.

Deleted:

Deleted: ¶
¶
Proposed Article V Redline

Deleted: two

Deleted: person

Deleted: .

Deleted: free of charge

Deleted:

Deleted: mailing lists and

b. Rights of General Members in Good Standing. A General Member in Good Standing is defined as an entity that is current on all fee payments due and payable to ARIN. The Board of Trustees shall determine the timeframe that constitutes "current." All General Members in good standing shall have the right to submit nominations to any ARIN nominating committee, vote in ARIN elections, attend ARIN Public Policy and Members Meetings, and participate in members-only. They shall also be entitled to any future rights the Board of Trustees may, from time to time, grant to General Members. Each General Member shall designate a voting contact to vote on its behalf in any ARIN general election for the Board of Trustees and Advisory Council and other matters related to ARIN.

Deleted: free of charge

Deleted: mailing lists and discussions in accordance with the Mailing List Acceptable Use Policy

c. Rights of Service Members in Good Standing. A Service Member in Good Standing is defined as an entity that is current on all fee payments due and payable to ARIN. The Board of Trustees shall determine the timeframe that constitutes "current." All Service Members in good standing shall have the right to attend ARIN Public Policy and Members Meetings and participate in specified mailing lists and discussions. They shall also be entitled to any future rights the Board of Trustees may, from time to time, grant to Service Members.

Formatted: Font:

Formatted: Font:

Deleted: free of charge

Deleted: in accordance with the Mailing List Acceptable Use Policy

ARTICLE VI: Board of Trustees, Advisory Council and Committees

Section 7. Interim Appointments and Partial Terms.

When a vacancy occurs during the unexpired term of an elected or appointed individual, the body in which the vacancy occurs may, at its discretion, upon majority vote of the remaining members, appoint an interim member to fill the vacancy until the end of the then-current calendar year and succeeded by an individual elected at the next general election, as set forth in Article VIII. The seat of any such interim appointment shall be included in the first general election process that starts after the appointment. An individual elected as a successor to a vacancy serves the remainder of the unexpired term. The candidates with the highest vote total in the general election shall be elected to the three-year terms, and the next highest vote total shall be elected as successor to the vacancy for the remainder of the unexpired term.

Deleted: to

Section 8. Meetings.

The Board of Trustees shall meet at least twice annually. The Advisory Council shall meet at least once annually.

- a. Meeting Types, Methods, and Notice. Meetings of the Board, Advisory Council and committees may be held from time to time at such intervals and at such places as may be fixed by the Board, Advisory Council or committee. Meetings may be held only in person or remotely in accordance with the Virginia Nonstock Corporation Act. Notice of all regular meetings shall be delivered to each member by email or by postal mail at least ten (10) calendar days before the

Formatted: Indent: Left: 0.5", Hanging: 0.5"

Deleted: via teleconference

meeting. Special meetings of the Board may be called for any purpose at any time by the Chairman of the Board or by any three (3) Trustees. Special meetings of the Advisory Council may be called for any purpose at any time by the Chairman or by any five (5) members. Notice of any special meeting shall state the purpose of the meeting. A Trustee, Advisory Council member, or committee member may waive notice of a meeting by submitting a signed, written waiver of notice, either before or after the meeting. A member's attendance at or participation in a meeting waives any required notice of the meeting unless at the start of such meeting or promptly upon arrival the member objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE VIII: Elections and Appointments

Section 2. Nomination of Candidates. During the established nomination period, and in accordance with published documentation, any Trustee or General Member in good standing may make up to three nominations for each open Board of Trustees and two nominations for each open Advisory Council position. The number of qualified Candidates for each body shall exceed the number of open positions. If Candidates withdraw from the election, causing the number of qualified Candidates to be less than the number required, the Board of Trustees may, at its discretion, appoint the necessary number of Candidates for the requirement to be met.

a. Nomination Committee. The Nomination Committee shall be responsible for identifying, recruiting, and certifying a properly selected slate of Trustee and Advisory Council Candidates to be placed in nomination before the membership for election. The Nomination Committee shall evaluate Nominees' experience and qualifications and submit its list of eligible Candidates to the President of ARIN in accordance with the process described in the Nomination Committee Charter. No person may be a member of the Nomination Committee and also be a Candidate for election in the same year.

b. Nominations by Petition. Trustee and Advisory Council Candidates may be nominated by petition. The President of ARIN shall provide the membership with at least seven (7) calendar days to receive the expression of intent to petition, and another fourteen (14) calendar days to receive the necessary signatures. The number of signatures required for petition nominations shall be at least two percent (2%) of but no less than one hundred (100), eligible General Members, as of the established opening date of the nomination period. Only one signature per eligible General Member, via its voting contact, shall count toward the petitioner's signature requirements. The President of ARIN shall add any petitioner who meets these petition requirements to the ballot.

Deleted: Prior to the final General Meeting of the year, and in accordance with the Nomination Committee Charter, any Trustee or General Member may nominate individuals for Trustee and Advisory Council positions.

Deleted: voters

Deleted: from organizations

Deleted: member

Section 3. Notifying Members of Candidates. The President of ARIN shall, at least ten (10) calendar days prior to the first day of the election period, mail electronically to the membership a final list of Trustee and Advisory Council Candidates, including successful nominations by petition.

Deleted: final Public Policy and Members Meeting of the year

a. Nominee Questionnaires. Candidates' nominee questionnaires shall be posted on the ARIN website.

Formatted: Indent: Left: 0.5", Hanging: 0.5"

Formatted: Underline

b. Attendance at the Final Public Policy and Members Meeting of the year.

Formatted: Underline

Candidates for Trustee and Advisory Council positions are permitted, but are not required, to appear before the membership at the final Public Policy and Members Meeting of the year for the purpose of introducing themselves. Candidates who are not General Members in good standing may attend the final Public Policy and Members Meeting of the year for this purpose.

Deleted: free of charge

Section 5. Unfulfilled Positions and Partial Terms.

a. Failure of an Elected Candidate to Assume a Vacant Position. In the event of the failure of any elected Candidate to assume their position, the vacancy created shall be filled by the nonelected Candidate having the highest number of votes cast for the position and who is willing to serve, and that individual so elected shall assume office.

Deleted: his or her