

Overview:

This is an attempt to simplify the bylaws, making them more readable, organized, and internally consistent. In most cases the intent is to leave the meaning of the existing bylaws unchanged, with exceptions noted below.

It is divided into three broad sections.

The first section (articles 1-3) is introductory, with articles on the preamble, name, and mission. The current bylaws were used as the basis for these except as noted.

The second section (articles 4-11) describes the organizational structure, with articles on the board, officers, membership, elections, etc.

The third and final section (articles 12-16) includes the necessary legal boilerplate, to ensure continuing 501(c)(3) nonprofit status and indemnification of directors and volunteers.

Substantive changes from the existing Bylaws are:

- Articles 4 and 11: Changed “eligible voters” to “members”, since the term wasn’t defined elsewhere.
- Article 5: ~~Officers must now be chosen from among the elected Board members. The ability to appoint outside officers was a holdover from the boilerplate used to form the initial bylaws, and has never been used.~~ After further discussion, the flexibility to point an outside Treasurer or Secretary seems like a good idea. That is restored to this section. Also, changed to gender-neutral “Chair” and “Vice Chair”.
- Article 6: Defined “member in good standing.”
- Article 7: The board may appoint non-members to ad-hoc committees (e.g. an outside subject-matter expert), and ad-hoc committee chairs are no longer ex-officio board members. Renamed “Membership and Development” as “Development”, to highlight the committee’s primary purpose.
- Article 8: Many of the details of conference and mailing list operation have been removed, as they more properly belong in “Policies and Procedures” documents rather than corporate Bylaws. Community meetings are no longer mandated. Member meetings are mandated at conferences during elections.

The following changes have been made based on advice from our attorney:

- 4.3: Specify staggered terms for directors.
- 4.5: Change “conference call” to “teleconference” to allow for new-fangled Internet technology. Allow for written consent of board actions taken without a formal meeting.
- 5.6, 5.7: (new): Specifies procedures for selecting officers and dealing with vacancies.

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## 1. Preamble

NewNOG, Inc. (hereinafter referred to as "NANOG") exists to promote dialog concerning the creation, maintenance and operation of Internet Protocol networks.

NANOG is not itself a network operator. Rather, it is a facilitator of discussion, learning, and technical communication between networking professionals. NANOG provides a forum where people from the network research community, the network operator community and the network vendor community can come together to identify and solve the problems that arise in operating and growing the Internet.

## **2. Name**

The name of this corporation is NewNOG, Inc., doing business as "NANOG".

## **3. Mission**

The purpose of NANOG is to provide forums in the North American region for education and the sharing of knowledge for the Internet operations community.

NANOG is a venue in which technical matters pertaining to network operations and network technology deployment in Internet providers may be discussed among experts. Such discussions have in the past focused on, but are certainly not limited to, experiences with new protocols and backbone technologies, implications of routing policies on the Internet as a whole, measurement techniques and measurements of Internet health and performance, areas in which inter-provider cooperation can be mutually beneficial (such as NOC coordination or security incident response), and maintaining a competitive and level business environment.

NANOG serves as a bridge between the technical staff of leading Internet providers close to network operations, technical communities such as standards bodies, and the academic community. NANOG has consistently worked to maintain a high level of technical content in conferences and all related activities. In striving to achieve these goals, all tutorials and presentations, including BOF presentations, are reviewed in advance and are limited to those entirely of a general technical nature, explicitly prohibiting material that relates to any specific product or service offerings. For similar reasons, equipment exhibits are limited to specified special events at each conference.

Notwithstanding any other provision of these Bylaws, NANOG shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future United States Internal Revenue Code).

## **4. Board of Directors**

### **4.1 General Powers**

The property, affairs and business of NANOG shall be managed and controlled by its Board of Directors. The Board of Directors may, by general resolution, delegate to officers of NANOG and to Committees or Working Groups, such powers as provided for in these Bylaws.

#### **4.1.1 Liaison with Other Organizations**

The Board of Directors will facilitate communications between the NANOG community and other organizations with similar goals including ARIN, RIPE, APNIC, APRICOT, AfNOG, NORDNOG, and SANOG.

#### **4.2 Number**

There shall be seven (7) voting members of the Board of Directors, six (6) of whom will be elected and one of whom will be the Executive Director.

#### **4.3 Term of Office**

The term of office for all elected Directors shall be two (2) years. No Director may serve more than two consecutive terms. After two consecutive terms, a Director may be re-elected to a Director position after a one-year absence. Terms shall be staggered such that three (3) terms expire each year.

#### **4.4 Selection**

The Board of Directors shall be elected by an open nomination and election process from among the NANOG membership, as described in Article 10. All candidates must be Members in Good Standing of NANOG.

#### **4.5 Meetings and Quorum**

The Board of Directors will meet in person at every NANOG conference, and may meet in person or via teleconference on a more regular basis. All in person meetings must be announced by the Chair at least 30 days in advance. All teleconferences must be announced by the Chair at least 7 days in advance.

No action may be taken by the Board of Directors unless at least four voting members of the Board of Directors are present. Unless otherwise specified in these Bylaws, those items on which the Board of Directors votes will be decided by absolute majority. No procedural change may be enacted without agreement of five members of the Board of Directors.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all voting members consent in writing to such action. Such action shall be evidenced by written consent from each voting member approving the lack of a meeting.

#### **4.6 Vacancies**

If a Board of Directors member resigns or a Board of Directors seat otherwise becomes vacant more than two months before the next election, the remaining members of the Board of Directors will appoint a replacement to serve until the next election, at which point if there is any additional time remaining in the term a member will be elected to fill the vacancy. If a vacancy occurs less than two months before an election, the seat will remain vacant until the election.

For every two vacancies on the Board of Directors, the quorum requirement will be reduced by one.

#### **4.7 Removal of Board of Directors Members**

A Board of Directors member who misses three or more meetings in a row and who does not attend any Board of Directors meetings for three months may be removed. A Board of Directors member who meets these conditions may be removed if at least four members of the Board of Directors vote to remove the person. If multiple Board of Directors members qualify for removal, the removal may take place if supported by all but one of the Board of Directors members not meeting these removal criteria.

Elected Board of Directors members may also be removed by a recall vote held during a regular annual election. To be placed on the ballot, a recall petition must be signed by at least 30 members, or 1% of members, whichever is greater, and presented to the Election Committee at least 7 days prior to the start of the election. Upon passage of the recall vote by a 2/3 super-majority vote, the position shall become vacant, and a replacement selected from the candidates according to the process in Article 10.3.3.

#### **4.8 Conference Attendance and Membership**

Board of Directors members must attend at least two out of every three NANOG conferences. Board of Directors members must remain Members in Good Standing of NANOG throughout their terms.

### **5. Officers**

The officers of the corporation shall consist of a Chairman of the Board, a Vice-Chairman of the Board, a Secretary, a Treasurer, and an Executive Director. The Board of Directors shall select all officers. No individual may hold more than one officer position simultaneously. Officers not currently serving as voting Directors shall be non-voting ex-officio members of the Board of Directors.

#### **5.1 Chair**

The Board of Directors shall select one of its members as Chair. The Chair shall preside at all meetings, and, with the advice and counsel of the Executive Director shall oversee the implementation of the policies and directives of the Board of Directors.

## **5.2 Vice Chair**

The Board of Directors shall select one of its members as Vice Chair. The Vice Chair shall act as Chair in the absence of the Chair and when so acting shall have the power and authority of the Chair.

## **5.3 Secretary**

The Board of Directors shall select a Secretary. The Secretary shall be responsible for the keeping and reporting of adequate records of all transactions and of all minutes of all meetings of the Board of Directors.

## **5.4 Treasurer**

The Board of Directors shall select a Treasurer. The Treasurer shall be responsible for the finances of the corporation and its fiscal records, and shall supervise any fiscal agent. The Treasurer shall report to the Board at least once annually and more frequently upon request.

## **5.5 Executive Director**

The elected members of the Board of Directors shall appoint an Executive Director. The Executive Director will handle the day to day affairs of NANOG, under the direction of the Board. The Executive Director will also serve as a member of the Board. The Executive Director will serve at the pleasure of the elected members of the Board, and may be removed with or without cause at any time. The Executive Director may be paid a salary, to be determined by the elected members of the Board.

## **5.6 Selection and Term of Office**

The Chair, Vice Chair, Secretary, and Treasurer shall be selected during the first meeting of the Board of Directors after each annual election, shall take office immediately upon selection, and shall hold office until their successor is duly selected.

## **5.7 Resignations and Vacancies**

Any officer position vacancy shall be filled at the next meeting of the Board of Directors.

An officer who is also an elected Board of Directors member may resign the officer position while continuing their term on the Board of Directors.

# **6. Membership**

## **6.1 Membership Qualifications**

Membership in NANOG is open to any individual with an interest in Internet operations, engineering, or research and who wishes to further education and knowledge sharing within the Internet operations community. Any individual may become a member of NANOG by completing an application and payment of dues. All members who have paid the required dues and whose membership terms have not expired shall be considered “members in good standing”.

## **6.2 Membership Classes**

There shall be only one class of membership, with all the rights and privileges specified in these Bylaws.

## **6.3 Membership Dues**

The Board of Directors shall specify the cost of annual membership dues. The Board may establish discounts for members meeting certain criteria, or for members wishing to pay for more than one year in advance.

## **6.4 Rights and Benefits of Members**

Members in good standing shall be entitled to these privileges:

- Vote in all NANOG elections.
- Run as a candidate for the Board of Directors
- Serve on an Standing Committee, as defined in Article 7.1
- Other privileges as specified by the Board of Directors

## **6.5 Policies and Procedures**

The Board of Directors shall establish and publish policies and procedures for implementation of the membership program.

# **7. Committees**

The Board of Directors will create three standing committees to fulfill the NANOG mission. Those committees will be the Program Committee, the Communication Committee, and the Development Committee. The Board may also at its discretion create ad hoc committees to carry out other functions as needed.

## **7.1 Standing Committees**

All members of Standing Committees must be Members in Good Standing of NANOG. The chair of each committee will serve ex officio in a non-voting role on the Board of Directors, in order to facilitate communication between the groups.

Each Standing Committee membership term shall be for two years, with the terms staggered such that as close to half of possible of the terms expire each year. No member will serve more than two consecutive terms, although additional terms may be served after a one-year interval.

Immediately after each annual election, the Board of Directors will appoint new or returning Standing Committee members to fill each position with an expiring term, and all other vacant positions. The Board of Directors may at any time appoint a new member to serve the remaining term of a vacant position.

Each Standing Committee shall select a chair after each annual selection cycle.

A Standing Committee member may be removed before the expiration of his or her term if at least five members of the Board of Directors vote for the removal.

No elected member of the Board of Directors may serve concurrently on any Standing Committee. The Board of Directors may appoint a Board member as liaison to each Standing Committee, to observe committee activities and facilitate communication between the committee and the Board.

### **7.1.1 Program Committee**

The Program Committee will be responsible for the programs at all NANOG Conferences. The Program Committee chair shall moderate all NANOG conferences.

There shall be sixteen Program Committee members, with eight terms ending each year.

To be eligible to be appointed as a member of the Program Committee, an individual must have attended one NANOG conference within the prior calendar year (12 months).

### **7.1.2 Communications Committee**

The Communications Committee will be responsible for the NANOG mailing list, and other forms of electronic communication among the NANOG community as agreed with the Board of Directors.

The Communications Committee will consist of at least three members selected by the Board of Directors.

### **7.1.3 Development Committee**

The Development Committee will be responsible for the recruitment of NANOG's membership, sponsorship, and other fundraising necessary to keep NANOG in operation.

The Development Committee will consist of at least three members selected by the Board of Directors.

## **7.2 Ad Hoc Committees**

The Board of Directors may from time to time create ad hoc committees and appoint members as needed to carry out specific functions.

# **8. Activities**

## **8.1 Conferences**

One of the primary functions of NANOG is the administration of multiple conferences per year. Conference programs will be determined by the Program Committee. The number and location of conferences shall be determined by the Board of Directors, with all meetings to be held in North America.

### **8.1.1 Member Meetings**

All conferences held during a NANOG election shall include a members meeting, during which candidates will be given an opportunity to make short presentations, any bylaws amendments will be presented by a Board member or petitioner, and members will have an opportunity to participate in open discussion.

Members meetings may be held at other conferences or events at the discretion of the Board.

## **8.2 Mailing List**

One of the primary functions of NANOG is the maintenance of a mailing list (the NANOG list).

The Communications Committee will be responsible for the administration and minimal moderation of the NANOG list.

### **8.2.2 Eligibility**

The NANOG list will be open to anyone to subscribe.

### **8.2.3 Acceptable Use Policy**

The NANOG List Acceptable Use Policy will be publicly available on the NANOG web site. Any changes to the Acceptable Use Policy must be approved by the Board of Directors.

## **8.3 Other Activities**



The Board of Directors may authorize other NANOG-sponsored events and activities in keeping with the educational mission of NANOG.

## **9. Offices**

NANOG shall maintain an office in a place determined by the Board.

## **10. Elections**

### **10.1 Annual Elections**

Annual elections will occur at the last NANOG conference in a given calendar year, for the purpose of voting on candidates for the Board of Directors and any proposed bylaws amendments.

### **10.2. Interim Elections**

The Board of Directors may by majority vote call an interim election for the purpose of voting on bylaws amendments, to be held during any NANOG conference where an annual election is not scheduled.

Interim elections shall be called and announced to the membership at least 60 days in advance.

### **10.3 Election Procedures**

Elections will be administered by a committee consisting of three members of NANOG. The committee will be appointed by a majority vote of the elected board members whose terms are not expiring, and will serve until the conclusion of the election.

Elections will be held via electronic voting on the NANOG web site during the NANOG conference, with voting to occur over a period of no less than 48 hours. The results will be announced at the conclusion of voting.

#### **10.3.1 Nominations and Biographical Information**

Nominations for candidates to the Board of Directors will be accepted from any member of the community via email to [nominations@nanog.org](mailto:nominations@nanog.org) for a period of 4 weeks, beginning 2 months before the last NANOG conference in a given calendar year. Candidates will then be listed on the NANOG web site, with biographies submitted by the candidates, from the end of the nomination period through the conclusion of the election. Members of NANOG will be able to post endorsements of candidates to the NANOG web site, to appear alongside candidate biographies. Candidates will have the opportunity to make a short presentation during a members meeting at the NANOG conference during which elections will occur.

#### **10.3.2 Affiliation of Candidates**

Each candidate must declare any and all affiliation(s) relevant to NANOG, which will include his or her main employer, as well as any other major relationships (for instance, if a candidate's primary employer is a nonprofit entity which is sponsored by a vendor, the candidate would declare both the nonprofit and the vendor as affiliations).

### **10.3.3 Voting Process for Board of Directors Selection**

Each year, three seats will be open due to the expiration of terms, while others may be open due to resignations or other departures of Directors. Voters will be permitted to cast one vote per open Board of Directors seat. The top three vote-getters will be elected to the open two year terms, while fourth and subsequent vote-getters will fill any other open seats for the remaining portion of those seats' terms.

## **11. Amendments**

Amendments to this charter may be enacted by a majority vote of members during an annual or interim election. An amendment may be put on the ballot by the Board of Directors, or by a petition signed by at least 30 members, or 1% of members, whichever is greater.

## **12. Prohibited Activities**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

## **13. Limitation of Personal Liability**

### **13.1 Liability to NANOG**

No incorporator, director or officer of NANOG shall be personally liable to NANOG for monetary damages for breach of fiduciary duty as a director, and officer, or both, except with respect to: (a) breach of the director's or officer's duty of loyalty to NANOG; (b) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law and (c) any transaction from which the director, officer or both derived improper personal benefit.

## **13.2 Liability to Third Parties**

Additionally, the incorporator, directors and officers of NANOG shall not be personally liable for any debt, liability or obligation of NANOG. All persons, corporations or other entities extending credit to, contracting with, or having any claim against NANOG may look only to the funds and property of NANOG for the payment of any debt, damages, judgment or decree or of any money that may otherwise become due or payable to them from NANOG.

## **14. Non-Discrimination Policy**

All individuals associated with the Entity shall recognize their responsibility to respect the legal rights of human dignity of others without regard to race, sex, religion, sexual orientation, socioeconomic status or age and shall uphold the guidelines, policies and procedures as set forth in the organization's By-Laws in compliance with Title VII, Civil Rights Act of 1964, amended by the Equal Employment Act of 1972, no individual will be denied the right to apply or be employed by the Entity due to race or national origin, gender, religion, age, sexual orientation or disability. In addition, no individual shall be excluded from participation in, be denied the benefits of, or be subjected to discrimination under any educational program or activity conducted by the Entity.

## **15. Pecuniary Benefit/Conflict of Interest**

### **15.1 Pecuniary Benefit**

NANOG shall not engage in pecuniary benefit transactions, including, but not necessarily limited to, transactions between NANOG and another party in which a Director or officer has a financial interest, direct or indirect, subject to certain reasonable exceptions which may be provided by statute.

### **15.2 Conflict of Interest**

Directors and Officers shall disclose to the entire Board any involvement or affiliation with any organization or association, prior to any discussions by the Board that implicate or relate to the organization with which they are involved or affiliated. Directors and Officers shall refrain from participating in any decision of the Board of Directors or Officers involving an organization with which they have an affiliation if a reasonable person would conclude that the affiliation could interfere with the Director's or Officer's exercise of independent judgment.

## **16. Dissolution Provision**

Upon the dissolution of NANOG, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Entity, dispose of all the assets of the Entity exclusively for the purposes of the Entity in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific

purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by appropriate judicial or executive authority in conformance with applicable law.

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