ARTICLE 6 EMPOWERED COMMUNITY

Section 6.1. COMPOSITION AND ORGANIZATION OF THE EMPOWERED COMMUNITY

(a) The Empowered Community ("**EC**") shall be a nonprofit association formed under the laws of the State of California consisting of the ASO, the ccNSO, the GNSO, the ALAC and the GAC (each a "**Decisional Participant**" or "associate," and collectively, the "**Decisional Participants**").

(b) ~~These Bylaws~~This Article 6 shall constitute the articles of association of the EC and shall be considered the "governing document" (as defined in Section 18008 of the CCC) of the EC ("**EC Governing Document**") and the terms contained herein relating to the EC shall be the EC's "governing principles" (as defined in Section 18010 of the CCC), which may only be amended as set forth in Section 25.2. Where necessary for purposes of interpretation of these Bylaws, an "associate" shall be deemed to be a "member" of the EC as defined in Section 18015 of the CCC.   Any change in the number and/or identity of Decisional Participants for any reason (including the resignation of any Decisional Participant or the addition of new Decisional Participants as a result of the creations of additional Supporting Organizations or Advisory Committees), and any corresponding changes in the voting thresholds for exercise of the EC's rights described in Annex D of these Bylaws, will only be effective following the completion of the process for amending Fundamental Bylaws described in Section 25.2 and Annex D. The EC may not be dissolved except upon the completion of the process for amending Fundamental Bylaws described in Section 25.2 and Annex D.

(c) The sole purpose of the EC is to exercise its rights and perform its obligations under ICANN's Articles of Incorporation, these Bylaws~~,~~ and ~~the~~this EC ~~shall only take actions in accordance with these Bylaws~~Governing Document. The EC shall have no other powers or rights except as expressly provided ~~in these Bylaws and shall not take any actions except~~ in accordance with these Bylaws~~, and any act not taken in accordance with these Bylaws shall not be effective.~~therein. Any act taken that is not in accordance with ICANN's Articles of Incorporation, these Bylaws and this EC Governing Document shall be ineffective. The EC may pursue an action in any court with jurisdiction over ICANN to enforce its rights under ICANN's Articles of Incorporation, these Bylaws and this EC Governing Document. Neither ICANN nor the Board shall assert as a defense that prior filing or completion of a Reconsideration Request or an IRP Claim was a prerequisite to an action in court regarding the EC's power to remove, recall or designate a member of the Board.

(d) The EC shall not acquire, hold, manage, encumber or transfer any interest in real or personal property, nor have any directors, officers or employees.

The EC shall not merge with or into another entity nor shall it dissolve, except with the approval of the Board and as part of a Fundamental Bylaw Amendment.

(e) Decisional Participants shall not transfer their right to be an associate of the EC. Any attempted transfer by any Decisional Participant of its right to be an associate of the EC shall be void ab initio.

(f) The location and street address of the EC shall be the principal office of ICANN.

(g) Each Decisional Participant shall, except as otherwise provided in Annex D, adopt procedures for exercising the rights of such Decisional Participant pursuant to the procedures set forth in Annex D, including (i) who can submit a petition to such Decisional Participant, (ii) the process for an individual to submit a petition to such Decisional Participant, including whether a petition must be accompanied by a rationale, (iii) how the Decisional Participant determines whether to accept or reject a petition, (iv) how the Decisional Participant determines whether an issue subject to a petition has been resolved, (v) how the Decisional Participant determines whether to support or object to actions supported by another Decisional Participant, and (vi) the process for the Decisional Participant to notify its constituents of relevant matters.

Section 6.2. POWERS AND ACKNOWLEDGMENTS

(a) The EC shall have the powers and rights, as set forth more fully elsewhere in these Bylaws, to:

    (i) Appoint and remove individual members of the ICANN Board of Directors (other than the President);

    (ii) Recall the entire ICANN Board of Directors;

    (iii) Reject ICANN Budgets, IANA Budgets, Operating Plans and Strategic Plans;

    (iv) Reject amendments to ICANN Standard Bylaws;

    (v) Approve amendments to Fundamental Bylaws and the ICANN Articles of Incorporation, and approve a sale or other disposition of all or substantially all of ICANN's assets;

    (vi) Reject ICANN Board decisions relating to IFRs, and initiate the procedure to implement an IANA Naming Function Separation Process;

(vii)   Initiate a Community Reconsideration Request or IRP; and

(viii)   Take necessary and appropriate action to enforce its powers and rights, including through the community mechanism contained in Annex D or an action filed in a court of competent jurisdiction.

(b) (a) ICANN acknowledges the EC's legal personhood and shall not raise the EC's legal personhood as a defense in any proceeding between ICANN and the EC.

(c) (b) By nominating a Director for designation by the EC or exercising the community mechanism contained in the Annex D with respect to any rights granted to the EC pursuant to these Bylaws, the EC and its Decisional Participants shall be deemed to have agreed and consented to the terms of these Bylaws and the EC and each Decisional Participant intend to be legally bound hereby.

Section 6.3. EC CHAIRS COUNCIL

(a) The Decisional Participants shall act through their respective chairs or such other persons as may be designated by the Decisional Participants (the "**EC Chairs Council**"). Each Decisional Participant shall deliver annually a written certification from its chair or co-chairs to the Secretary designating the individual who shall represent the Decisional Participant on the EC Chairs Council.

(b) All communications and notices provided under these Bylaws by In representing a Decisional Participant shall be provided by the Decisional Participant's representative on the EC Chairs Council, who the individual designated by the Decisional Participant shall act solely as directed by the Decisional Participant in accordance with processes developed by such Decisional Participant in accordance with Section 6.1(g) of these Bylaws. All communications and notices provided under these Bylaws by

(c) the EC or In acting as the EC Chairs Council shall be provided by one of, the individuals serving on the EC Chairs Council, who shall act solely as directed by the EC Chairs Council in accordance with processes developed by the EC Chairs Council. Unless otherwise required by a particular Bylaws provision, such communications or notices shall be provided to the Secretary

(d) (or other party required under these Bylaws), and to the Decisional Participants, with a copy to the Secretary for posting on the Website. The Secretary ICANN shall be entitled to rely on such notices notices from a Decisional Participant's representative or an individual serving on the EC Chairs Council delivered in accordance with Section 21.5 as evidence that the actions set forth therein have been approved by or are the actions of

the Decisional Participant or the EC Chairs Council, as the case may be, pursuant to and in compliance with the requirements of these Bylaws (including Annex D).

(e) (c) No person participating in the EC or a Decisional Participant shall be liable for any debt, obligation or liability of ICANN or the EC, other than in the case of a fraudulent act committed by such person.

Section 6.4. CONSENT TO BOARD-INITIATED REMOVAL OF DIRECTOR WITHOUT CAUSE

In the event the EC Chairs Council receives from the Secretary a valid notice described in Section 7.11(a)(i), indicating that the Board has voted to remove a Director without cause pursuant to Section 7.11(a)(i)(B), the EC shall provide its consent to such removal, and the EC Chairs Council shall provide notice to the Secretary of such consent.

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Changes:	
Add	57
Delete	22
Move From	10
Move To	10
Table Insert	0
Table Delete	0
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	99