

ICANN BYLAWS

REVISIONS TO APRIL 20, 2016 DRAFT BYLAWS

Section	Revision	Notes
<i>Revisions to Reflect CCWG Comments</i>		
Section 1.1(c)	Revise as marked: “ICANN shall not regulate (i.e., impose rules and restrictions on) services that use the Internet’s unique identifiers or the content that such services carry or provide, outside the express scope of Section 1.1(a). For the avoidance of doubt, ICANN does not hold any governmentally authorized regulatory authority; and nothing in the preceding sentence should be construed to suggest that it does have authority to impose such regulations. ”	CCWG Recommendation #1
Section 1.1(d)(ii)	Revise as marked: “Notwithstanding any provision of the Bylaws to the contrary, the terms and conditions of the documents listed in subsections (A) and through (B) below... (A) ...; and (B) any agreement, letter of intent, memorandum of understanding, agreement in principle, or other similar agreement between ICANN and the Address Supporting Organization (“ASO”), the Number Resource Organization (“NRO”), the IETF, or one or more RIRs in force on [1 October 2016]; (C) any agreement, letter of intent, memorandum of understanding, agreement in principle, or other similar agreement between ICANN and a third party identified by ICANN relating to the root zone maintainer function (the “Root Zone Maintainer”), in force on [1 October 2016]; (D) the IANA Naming Function Contract between ICANN and PTI effective [1 October 2016]; (E) ICANN’s Five Year Strategic Plan and Five Year Operating Plan existing on [1 October 2016]; and (F) any renewals of agreements described in subsections (A)–(D) pursuant to their terms and conditions for renewal. ”	CCWG Recommendation #2
Section 1.2(b)(viii)	Revise as marked: “Subject to the limitations set forth in Section 27.3, within the scope of its Mission and other Core Values, respecting internationally recognized	CCWG Recommendation #4; Sidley/Adler recommended

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	human rights as required by applicable law. This Core Value does not create, and shall not be interpreted to create, any additional obligations for on ICANN <u>outside its Mission, or beyond obligations found in applicable law. This Core Value does and shall</u> not obligate ICANN to <u>enforce its human rights obligations, or the human rights obligations of other parties, against such other parties</u> respond to or consider any complaint, request or demand seeking the enforcement of human rights by ICANN, except as provided herein.	revisions
Section 4.6(b)(ii)	Revise as marked: “The issues that the review team for the Accountability and Transparency Review (the “ Accountability and Transparency Review Team ”) may assess include <u>are</u> the following...”	CCWG Recommendation #6
Section 7.12(b)	Revise as marked: “This Section 7.12(b) shall apply to Board vacancies occurring when all Directors (other than the President) are recalled as provided by Section 7.11(a)(iii). <u>Concurrently with delivery of any EC Board Recall Notice (as defined in Section 3.3(f) of Annex D)</u> Within five days following the date such Directors are removed, the EC Administration shall provide written notice of the EC’s designation of individuals to fill such vacancies (each such individual, an “ Interim Director ”) to the Decisional Participants and to the Secretary, who shall cause such notice to be promptly posted to the Website....”	CCWG Recommendation #9
Section 22.8	Revise as marked: “If three or more Decisional Participants deliver to the Secretary a joint written certification from the respective chairs of each such Decisional Participant that the constituents of such Decisional Participants have, <u>pursuant to the internal procedures of such Decisional Participants</u> by consensus, determined that there is a credible allegation that ICANN has committed fraud or that there has been a gross mismanagement of ICANN’s resources, ICANN shall retain a third-party, independent firm to investigate such alleged fraudulent activity or gross mismanagement....”	CCWG Recommendation #10
Section 22.8	Revise as marked: “...The Board shall consider the recommendations and findings set forth in such report. Such report shall be posted on the Website, which may be in a redacted form as determined by the Board, including in order to preserve attorney-client privilege, work product doctrine or other legal privilege or where such information is confidential, in which case ICANN will provide the Decisional Participants that submitted the certification a written rationale for such	CCWG Recommendation #11

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	redactions.”	
Section 27.3(a)	Revise as marked: “The Core Value set forth in Section 1.2(b)(viii) shall have no force or effect unless and until a framework of interpretation for human rights (“FOI-HR”) is approved by (i) <u>approved for submission to the Board by</u> the CCWG-Accountability as a consensus recommendation in Work Stream 2, <u>with the CCWG Chartering Organizations having the role described in the CCWG Charter, and</u> (ii) each of the CCWG-Accountability’s chartering organizations and (iii) <u>approved by</u> the Board, (in the each case of the Board, using the same process and criteria used by the Board to consider the <u>as for</u> Work Stream 1 Recommendations).”	CCWG Recommendation #12
Annex D, Section 1.2	Revise as marked: “...Any Approval Action Board Notice relating to a Fundamental Bylaw Amendment <u>or Articles Amendment</u> shall include a statement, if applicable, that the Fundamental Bylaw Amendment <u>or Articles Amendment, as applicable,</u> is based solely on the outcome of a PDP, citing the specific PDP and the provision in the Fundamental Bylaw Amendment <u>or Articles Amendment, as applicable,</u> subject to the Approval Action Board Notice that implements such PDP (<u>as applicable, a “PDP Fundamental Bylaw Statement” or “PDP Articles Statement”</u>) and the name of the Supporting Organization that is a Decisional Participant that undertook the PDP relating to the Fundamental Bylaw Amendment <u>or Articles Amendment, as applicable</u> (<u>as applicable, the “Fundamental Bylaw Amendment PDP Decisional Participant” or “Articles Amendment PDP Decisional Participant”</u>).”	CCWG Recommendation #13
Annex D, Section 1.4(b)	Revise as marked: “(i) The Approval Action does not relate to a Fundamental Bylaw Amendment <u>or Articles Amendment</u> and is (A) supported by three or more Decisional Participants and (B) not objected to by more than one Decisional Participant; or (ii) The Approval Action relates to a Fundamental Bylaw Amendment and is (A) supported by three or more Decisional Participants (including the Fundamental Bylaw Amendment PDP Decisional Participant if the Board Notice included a PDP Fundamental Bylaw Statement) and (B) not objected to by more than one Decisional Participant; <u>or</u> (iii) <u>The Approval Action relates to an Articles Amendment and is (A) supported</u>	CCWG Recommendation #13

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	<u>by three or more Decisional Participants (including the Articles Amendment PDP Decisional Participant if the Board Notice included a PDP Articles Statement) and (B) not objected to by more than one Decisional Participant.</u> ”	
Annex D, Section 1.4(c)	Revise as marked: “If the Approval Action does not obtain the support required by Section 1.4(b)(i), or (ii) <u>or (iii)</u> of this Annex D, as applicable...”	CCWG Recommendation #13
Annex D, Section 4.2(b)(i)	Revise as marked: “...(E) where the Community IRP Supported Petition relates to a Fundamental Bylaw Amendment, a PDP Fundamental Bylaw Statement if applicable and, if so, the name of the Fundamental Bylaw Amendment PDP Decisional Participant; <u>(F) where the Community IRP Supported Petition relates to an Articles Amendment, a PDP Articles Statement if applicable and, if so, the name of the Articles Amendment PDP Decisional Participant;</u> (G) where the Community IRP Supported Petition relates to a Standard Bylaw Amendment, a PDP Standard Bylaw Statement if applicable and, if so, the name of the Standard Bylaw Amendment PDP Decisional Participant; and (H) where the Community IRP Supported Petition relates to a policy recommendation...”	CCWG Recommendation #13
Annex D, Section 4.2(b)(ii)	Revise as marked: “...(B) where the Community IRP Supported Petition includes a PDP Fundamental Bylaw Statement, the Fundamental Bylaw Amendment PDP Decisional Participant is not (x) the Community IRP Petitioning Decisional Participant or (y) one of the Community IRP Supporting Decisional Participants; <u>(C) where the Community IRP Supported Petition includes a PDP Articles Statement, the Articles Amendment PDP Decisional Participant is not (x) the Community IRP Petitioning Decisional Participant or (y) one of the Community IRP Supporting Decisional Participants;</u> (D) where the Community IRP Supported Petition includes a PDP Standard Bylaw Statement, the Standard Bylaw Amendment PDP Decisional Participant is not (x) the Community IRP Petitioning Decisional Participant or (y) one of the Community IRP Supporting Decisional Participants; or (E) where the Community IRP Supported Petition includes a CCWG...”	CCWG Recommendation #13
Annex D, Section 4.2(e)	Revise as marked: “...(i) A Community IRP Supported Petition that does not include a PDP Fundamental Bylaw Statement, <u>a PDP Articles Statement</u> , a PDP	CCWG Recommendation #13

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	<p>Standard Bylaw Statement or a CCWG Policy Recommendation Statement (A) is supported by three or more Decisional Participants, and (B) is not objected to by more than one Decisional Participant;</p> <p>(ii) A Community IRP Supported Petition that (A) includes a PDP Fundamental Bylaw Statement, (B) is supported by three or more Decisional Participants (including the Fundamental Bylaw Amendment PDP Decisional Participant), and (C) is not objected to by more than one Decisional Participant;</p> <p><u>(iii) A Community IRP Supported Petition that (A) includes a PDP Articles Statement, (B) is supported by three or more Decisional Participants (including the Articles Amendment PDP Decisional Participant), and (C) is not objected to by more than one Decisional Participant;</u></p> <p>(iv) A Community IRP Supported Petition that (A) includes a PDP Standard Bylaw Statement, (B) is supported by three or more Decisional Participants (including the Standard Bylaw Amendment PDP Decisional Participant), and (C) is not objected to by more than one Decisional Participant; or</p> <p>(v) A Community IRP Supported Petition that (A) includes a CCWG....”</p>	

<i>Section</i>	<i>Revision</i>	<i>Notes</i>
<i>Revisions to Make Conforming Changes and Correct Typographical Errors</i>		
Global	“PDP” is defined in various places and in various contexts, in addition to the definition of “ccPDP”; suggest defining in generic format or using lower case “policy development process”	
Table of Contents	Add Annexes A-1 and A-2	
Section 2.1	Revise as marked: “...conducted by or under the direction of, the Board (as defined in Section 7.1). With respect to any matters that would fall within the provisions of Section 3.6(a)-(c), the Board may act only by a majority vote of all Directors.”	First use of defined term; limit provision relating to Board vote so that it does not include sections relating to GAC Carve-out
Section 3.1	Revise as marked: “ICANN shall also implement procedures for the documentation and public disclosure of the rationale for decisions...”	
Section 3.2	Revise as marked: “...the EC (as defined in Section 6.1(a)), Supporting Organizations (as defined in Section 11.1), and Advisory Committees (as defined in Section 12.1)... information on the ICANN Budget (as defined in Section 22.4(a)(i)), the IANA Budget (as defined in Section 22.4(b)(i))”	First use of defined terms; add reference to the IANA Budget
Section 3.5(a)	Revise as marked: “All proceedings of the EC Administration (as defined in Section 6.3) and the EC...”	First use of defined term
Section 3.5(b)	Revise as marked: “...shall not be included in the resolutions preliminary report made publicly available.”	Error in existing Bylaws; Section 3.5(b) relates to resolutions, while Section 3.5(c) relates to preliminary reports
Section 3.6(a)(iii)	Revise as marked: “...Governmental Advisory Committee (“GAC” or “Governmental Advisory Committee”)”	GAC is not referred to as the Government Advisory Committee in the Bylaws
Section 3.6(e)(i)	Revise as marked: “consistent with GAC Consensus Advice (as defined in Section 12.2(a)(x))...”	Defined term used previously
Section 3.6(e)(ii)	Revise as marked: “...any EC Decision (as defined in Section 4.1(a) of Annex D) that requires the support of four or more Decisional Participants (as defined in	First use of defined term

<i>Section</i>	<i>Revision</i>	<i>Notes</i>
	Section 6.1(a) ...”	
Section 4.1	Revise as marked: “This Article 4 creates reconsideration and independent review processes for certain Covered ICANN Actions as set forth in these Bylaws. ”	“Covered ICANN Actions” is not a defined term; “Covered Action” is a defined term in the IRP context and would not apply to reconsideration
Section 4.2(b)	Revise as marked: “The EC may file a Reconsideration Request (as defined below in Section 4.2(c)) if approved pursuant to Section 4.3 of Annex D (“ Community Reconsideration Request ”) and if the matter relates to the exercise of the powers and rights of the EC (as defined in Article 6) of these Bylaws. The EC Administration (as defined in Section 6.3) shall act as the Requestor...”	Bracket missing; defined terms used previously
Section 4.2(e)	Revise as marked: “The Board has designated the Board Governance Committee to review and consider any such Reconsideration Requests.”	Deletion to reduce confusion, given Reconsideration Request is a defined term and paragraph (d) relates to items excluded from scope of reconsideration
Section 4.2(g)(i)	Revise as marked: “For Reconsideration Requests that are not Community Reconsideration Requests, such Reconsideration Requests must be submitted within 30 days after ... (C) for requests challenging either Board or Staff inaction, within 30 days after the date...”	To reduce repetition and conform with paragraphs (A) and (B)
Section 4.2(r)	Revise as marked: “In any event, the Board’s final decision shall be made within 135 days of initial receipt of the Reconsideration Request was initially received by the Board Governance Committee.”	
Section 4.3 heading	Revise as marked: “ INDEPENDENT REVIEW PROCESS FOR OF COVERED ICANN ACTIONS ”	
Section 4.3(a)	Revise as marked: “...alleged by a Claimant (as defined in Section 4.3(b)(i)) to be...”	First use of defined term
Section 4.3(a)(ii)	Revise as marked: “...meaningful, affordable, and and accessible expert review of Covered Actions (as defined in Section 4.3(b)(i))...”	First use of defined term
Section 4.3(a)(iv)	Revise as marked: “Address claims that ICANN has failed to enforce its rights under the IANA Naming Function Contract (as defined in Section 16.3(a)).”	First use of defined term
Section	Revise as marked: “...IANA naming functions may seek resolution of PTI (as	First use of defined term

<i>Section</i>	<i>Revision</i>	<i>Notes</i>
4.3(a)(v)	defined in Section 16.1) service complaints...”	
Section 4.3(a) (last paragraph)	Revise as marked: “...consistent with these Purposes of the IRP .”	Defined term
Section 4.3(b)(i)(B)	Revise as marked: “...No Claimant shall be allowed to proceed if the IRP Panel (as defined in Section 4.3(g)) ...”	First use of defined term
Section 4.3(b)(iii)(A)(4)	Revise as marked: “resulted from a response to a DIDP (as defined in Section 22.7(d)) request that is claimed to be inconsistent with the Articles of Incorporation or Bylaws; or ”	First use of defined term
Section 4.3(c)(ii)	Revise as marked: “Claims relating to ccTLD country code top level domain (“ ccTLD ”) delegations and re-delegations;”	“ccTLD” defined twice
Section 4.3(d)	Revise and boldface as marked: “... For the EC t To commence an IRP (“Community IRP”) , the EC shall first comply...”	Add definition of “Community IRP”
Section 4.3(g)	Revise as marked: “...shall be selected in accordance with the Rules of Procedure (as defined in Section 4.3(n)(i)) ...Following the selection of an IRP Panel, that IRP Panel ...”	
Section 4.3(j)(i)	Add period at the end of the paragraph	
Section 4.3(j)(ii)(A)	Revise as marked and remove boldface: “...support for the IRP (the “IRP Provider,” described in Section 4.3(m))...”	“IRP Provider” defined twice
Section 4.3(j)(iv)	Revise as marked: “...diversity by Geographic Region (as defined in Section 7.5) .”	First use of defined term
Section 4.3(k)(ii)	Revise as marked: “In the event that a Standing Panel is not in place when an IRP Panel must be convened for a given proceeding or is in place but does not have capacity due to other IRP commitments or the requisite diversity of skill and experience needed for a particular IRP proceeding, the Claimant or and ICANN, or both, may shall each select its a qualified panelist from outside the Standing Panel and the two panelists selected by the parties shall select the third panelist. In the event that no Standing Panel is in place when an IRP Panel must be convened and the two party-selected panelists cannot agree on the third panelist, the IRP Provider’s rules shall apply to selection of the third panelist, who may be from outside the Standing Panel .”	Comment raised by Alan Greenberg
Section	Revise as marked: “The Rules of Procedures...”	

<i>Section</i>	<i>Revision</i>	<i>Notes</i>
4.3(n)(ii)		
Section 4.3(o)(iii)	Revise as marked: “Subject to the requirements of this Section 4.3, each IRP Panel shall have the authority to...Declare whether a Covered Action constituted an action or inaction that violated the Articles of Incorporation or Bylaws <u>and resolve Disputes arising under Section 4.3(b)(B) and Section 4.3(b)(C);</u> ”	
Section 4.3(r)	Revise as marked: “... <u>Except as otherwise provided in Section 4.3(e)(ii), e</u> Each party to an IRP proceeding shall bear its own legal expenses, except that ICANN shall bear all costs associated with a Community IRP, including the costs of all legal counsel and technical experts...”	Section 4.3(e)(ii) provides that fees will be awarded if ICANN prevails in an IRP where the Claimant did not participate in good faith in the CEP
Section 4.4(a)	Revise as marked: “...and the Nominating Committee (<u>as defined in Section 8.1</u>)...”	First use of defined term
Section 4.5	Revise as marked: “...ICANN’s implementation of the Consensus-supported recommendations...”	Review teams have flexibility to determine whether recommendations are consensus-based or not
Section 4.6(a)(ii)	Revise as marked: “Board-approved practices and <u>O</u> perating <u>S</u> tandards...”	Defined term
Section 4.6(a)(v)	Revise as marked: “Each review team, <u>in its final report to the Board,</u> may recommend <u>that applicable type of termination or amendment of its respective review should no longer be conducted or should be amended</u> for subsequent reviews in its final report to the Board. ”	
Section 4.6(a)(vi)(A)	Revise as marked: “...documents pursuant to the Confidential Disclosure Framework set forth in the Operating Standards (<u>the “Confidential Disclosure Framework”</u>)...”	
Section 4.6(a)(vii)(C)	Revise as marked: “...Within six months of receipt of a final report, the Board shall consider such final report and the public comments on the final report, <u>and</u> determine whether to approve the recommendations in the final report...”	
Section 4.6(b)(ii)(A)	Revise as marked: “assessing and improving Board governance which shall include an ongoing evaluation of Board performance, the Board selection process, the extent to which <u>the Board’s</u> composition ’s and allocation structure...”	
Section	Revise as marked: “maintaining clear and globally interoperable security	

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4.6(c)(ii)(C)	processes for those portions of the Internet’s system of unique identifiers that <u>ICANN</u> it -coordinates.”	
Section 4.6(e)(iii)	Revise and boldface as marked: “...Organis <u>z</u> ation for Economic Cooperation and Development (“ <u>OECD</u> ”)... and <u>as</u> may be amended...”	
Section 4.7(a)	Revise as marked: “...duly authorized and valid EC Decision (as defined in Section 4.1(a) of Annex D)...”	Defined term used previously
Section 4.7(b)	Revise as marked: “If the EC Administration delivers a Mediation Initiation Notice (as defined in <u>Section 4.1(a)</u> of Annex D) <u>is delivered</u> to the Secretary...”	
Section 4.7(c)	Revise as marked: “...The Mediation Administration shall propose a slate of <u>at</u> least five potential mediators...”	
Section 4.7(j)	Revise as marked: “The EC shall be deemed to have accepted the Mediation Resolution if it has not delivered an EC Community IRP Initiation Notice (<u>as defined in Section 4.2(e) of Annex D</u>) pursuant to and in compliance with Section 4.2 of Annex D within eightysixty (<u>860</u>) days following the Mediation Resolution Notice -Date.”	60 days is insufficient as the entire escalation process could take up to 73 days (21 days to gather support, 30 days for the forum, 21 days to decide and 24 hours to notify of decision; suggest making it 80 days so that the EC has 7 days to petition after the Mediation Resolution
Section 5.3(a)	Revise as marked: “The Office of Ombudsman shall: facilitate the fair, impartial, and timely resolution of problems and complaints that affected members of the ICANN community (excluding employees and vendors/suppliers of ICANN) may have with specific actions or failures to act by the Board or ICANN staff which have not otherwise become the subject of either a Reconsideration Request or Independent Review <u>ProcessPolicies</u> .”	
Section 6.1(a)	Revise as marked: “The Empowered Community (“ <u>EC</u> ”) shall be a nonprofit association formed under the laws of the State of California consisting of the ASO, the ccNSO (<u>as defined in Section 10.1</u>), the GNSO (<u>as defined in Section 11.1</u>), the ALAC (<u>as defined in Section 12.2(d)(i)</u>) and the GAC...”	First use of defined terms
Section 6.1(b)	Revise as marked: “...resignation of any Decisional Participant or the addition of new Decisional Participants as a result of the creation <u>s</u> of additional Supporting	

<i>Section</i>	<i>Revision</i>	<i>Notes</i>
	Organizations or Advisory Committees...”	
Section 6.1(d)	Revise as marked: “...as part of a Fundamental Bylaw Amendment (as defined in Section 25.2(b)).”	First use of defined term
Section 6.2(a)	Revise as marked: “...Reject ICANN Budgets, IANA Budgets, Operating Plans (as defined in Section 22.5(a)(i)) and Strategic Plans (as defined in Section 22.5(b)(i));... Reject Standard Bylaw Amendments (as defined in Section 25.1(a));... Approve Fundamental Bylaw Amendments, Articles Amendments (as defined in Section 25.2(b)), and Asset Sales (as defined in Article 26(a));... Reject PTI Governance Actions (as defined in Section 16.2(d));... Require the ICANN Board to re-review its rejection of IFR Recommendation Decisions (as defined in Section 18.6(d)), Special IFR Recommendation Decisions (as defined in Section 18.12(e)), SCWG Creation Decisions (as defined in Section 19.1(d)) and SCWG Recommendation Decisions (as defined in Section 19.4(d));...”	First use of defined terms
Section 6.3(e)	Revise as marked: “ICANN shall be entitled to rely on notices from a Decisional Participant’s representative or an individual serving on the EC Administration 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, the EC or the EC Administration, as applicable, pursuant to and in compliance with the requirements of these Bylaws (including Annex D).”	
Section 6.4	Revise as marked: “In the event the EC Administration receives from the Secretary a valid notice as described in Section 7.11(a)(i)(B) , indicating that the Board has voted to remove a Director without cause pursuant to Section 7.11(a)(i)(B) , the EC shall without deliberation consent to such removal, and the EC Administration shall provide notice to the Secretary of such consent.”	
Section 7.2(b)	Revise as marked: “...from countries in any one Geographic Region (as defined in Section 7.5) to exceed five...”	Defined term used previously
Section 7.2(c)	Revise as marked: “...For purposes of this Section 7.2(c) , if any candidate for Director maintains citizenship...”	Defined term
Section 7.9(a)	Revise as marked: “...One appointed by the Root Server System Advisory Committee established by Section 12.2(c)(iii);... One appointed by the Security and Stability Advisory Committee established by Section 12.2(b)(iii)...”	Cross-references to sections establishing RSSAC and SSAC; if retain existing cross-references, change “established

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		by” to “pursuant to” and add similar cross-references for the GAC and IETF
Section 7.11(a)(i)(B)	Revise as marked: “following notice to that Director, by a three-fourths (3/4) majority vote of all Directors; provided, however, that (x) each vote to remove a Director shall be a separate vote on the sole question of the removal of that particular Director; and (yB) such removal shall not be effective until the Secretary has provided notice to the EC Administration of the Board’s removal vote and the requirements of Section 6.4 have been met.”	
Section 7.11(a)(ii)	Revise as marked: “The Board may remove any Director who has been declared of unsound mind by a final order of court, <u>or</u> convicted of a felony, or been found by a final order or judgment of <u>any</u> court...”	Track statutory language
Section 7.11(a)(iii)	Revise as marked: “All Directors (other than the President) may be removed at the same time by the EC by <u>the EC Administration</u> delivering an EC Board Recall Notice to the Secretary...”	Conform with Section 3.3(f) of Annex D
Section 7.12(a)	Revise as marked: “...A vacancy or vacancies in the Board shall be deemed to exist in the case of the death, resignation, or removal of any Director or Interim Director (<u>as defined in Section 7.12(b)</u>), or if the authorized number of Directors is increased...”	First use of defined term
Section 7.12(a)	Add period at end of paragraph	
Section 7.22(c)	Revise as marked: “As part of the process, the Board shall retain an Independent Valuation Expert (<u>as defined in Section 7.22(g)(i)</u>) to consult with and to advise the Board regarding Director compensation arrangements and to issue to the Board a Reasoned Written Opinion (<u>as defined in Section 7.22(g)(ii)</u>) from such expert regarding the ranges of Reasonable Compensation (<u>as defined in Section 7.22(g)(iii)</u>)...”	
Section 7.22(g)(ii)	Revise as marked: “...To be reasoned, the opinion must be based upon a full disclosure by ICANN to the valuation expert of the factual situation regarding the compensation arrangement that is the subject of the opinion, the opinion must articulate the applicable valuation standards relevant in valuing such compensation arrangement, and the opinion must apply those standards to such compensation arrangement, and the opinion must arrive at a conclusion regarding	In existing Bylaws

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	the whether the compensation arrangement is within the range of Reasonable Compensation for the services covered by the arrangement....”	
Section 7.24	Revise as marked: “...consult with the chairs of the Supporting Organizations and Advisory Committees before making major decisions (as if such action were a Rejection Action)...”	There is no section discussing consultation requirements for Rejection Actions generally; consultation is embedded in each section applicable to Rejection Actions
Section 8.1	Revise as marked: “...for nominating two directors of PTI (as described in Section 16, and in accordance with the articles of incorporation and bylaws of PTI)...”	Defined term used previously; NomCom rights relating to PTI directors not discussed in Article 16
Section 9.2(b)	Revise as marked: “The Address Council shall nominate individuals to fill <u>S</u> seats 9 and 10 on the Board....”	Conform with Section 7.2(a)
Section 10.1	Revise as marked: “There shall be a policy-development body known as the Country-Code Names Supporting Organization (<u>the “Country-Code Names Supporting Organization” or “ccNSO”</u>), which shall be responsible for:... Coordinating with other ICANN Supporting Organizations, committees, and constituencies under ICANN; and ...Nominating individuals to fill <u>S</u> seats 11 and 12 on the Board; <u>and (e) Other responsibilities of the ccNSO as set forth in these Bylaws.</u> ”	Include other references to ccNSO (similar to GNSO definition in Section 11.1), conform with Section 7.2(a) and capture ccNSO responsibilities relating to PTI and related matters
Section 11.1	Revise as marked: “There shall be a policy-development body known as the Generic Names Supporting Organization ...which shall be responsible for developing and recommending to the Board substantive policies relating to generic top-level domains <u>and other responsibilities of the GNSO as set forth in these Bylaws.</u> ”	Capture GNSO responsibilities relating to PTI and related matters
Section 11.3(f)	Revise as marked: “...the Contracted Parties y House (<u>as described in Section 11.3(h)(i)</u>) shall select a representative to fill Seat 13; and... the Non-Contracted Parties y House (<u>as described in Section 11.3(h)(ii)</u>) shall select a representative to fill Seat 14.”	Conform with Section 11.3(h)
Section 11.3(i)(iii)	Revise as marked: “...Initiate a PDP Not Within Scope: requires an affirmative vote of <u>a</u> GNSO Supermajority (<u>as defined in Section 11.3(i)(xix)</u>)....”	First use of defined term

<i>Section</i>	<i>Revision</i>	<i>Notes</i>
Section 11.3(i)(xii)	Revise and boldface as marked: “Initiation of an Expedited Policy Development Process (“EPDP”): requires an affirmative vote of a GNSO Supermajority.”	
Section 11.3(i)(xvi)	Revise and boldface as marked: “Initiation of a GNSO Guidance Process (“GGP”):...”	
Section 11.3(i)(xix)	Boldface as marked: “A “GNSO Supermajority” shall mean:...”	
Section 11.4(a)	Revise and boldface as marked: “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”).”	
Section 12.2(a)(viii)	Revise as marked: “...any of the ICANN’s S upporting O rganizations or A dvisory C ommittees...”	Defined terms
Section 12.2(b)(i)(C)	Revise as marked: “To communicate with those who have direct responsibility for Internet naming and address allocation security matters (IETF, RSSAC (as defined in Section 12.2(c)(i)), RIRs, name registries, etc.)...”	First use of defined term
Section 12.2(c)(ii)(A)	Revise as marked: “...The Board shall also have the to power to remove RSSAC appointees as recommended by or in consultation with the RSSAC.”	
Section 12.2(d)(v)	Revise as marked: “The ALAC shall, after consultation with each RALO, annually appoint five voting delegates (no two of whom shall be citizens of countries in the same Geographic Region) to the Nominating Committee.”	
Section 12.2(d)(x)(I)	Revise as marked: “Offering Internet-based mechanisms that enable discussions among members of At-Large S tructures...”	Conform to Section 12.2(d)
Section 13.1(b), (c)	Delete periods at end of headings	
Section 13.1(c), (d)	Replace dashes in headings	
Section 13.2(b)	Revise and boldface as marked: “The TLG shall consist of four organizations: the European Telecommunications Standards Institute (ETSI), the International Telecommunications Union’s Telecommunication Standardization Sector (ITU-T), the World Wide Web Consortium (W3C), and the Internet Architecture Board (“IAB”).”	IAB used as a defined term elsewhere in the Bylaws (but not the other acronyms)

<i>Section</i>	<i>Revision</i>	<i>Notes</i>
Section 13.2(d)	Revise as marked: “TLG D Procedures. The TLG shall not have officers or hold meetings...”	Correct in existing Bylaws
Section 13.2(e)	[Question for ICANN Legal: The new text in Section 13.2(e), “and any supplemental agreements thereto” that modifies the IETF-ICANN MOU is vague. Are any supplemental agreements in existence that should be specified? Is this language only meant to cover amendments, in which case the better language would be, “as amended from time to time”?]	
Section 14.1	Revise as marked: “The Board may establish one or more committees of the Board (<u>each, a “Board Committee”</u>), which shall continue to exist until otherwise determined by the Board...”	Section 7.18 contemplates that “Board Committee” is to be a defined term
Section 14.1	Revise as marked: “Committee members may be removed from a committee at any time by a two-thirds (2/3) majority vote of all Directors; provided, however, that any Director or Directors which are the subject of the removal action shall not be entitled to vote on such an action or be counted as a Director when calculating the required two-thirds (2/3) vote; and, provided further, however, that in no event shall a Director be removed from a committee unless such removal is approved by not less than a majority of all Directors.”	Conform with statute, which does not permit excluding such a Director
Section 14.2(a)(vi)	Revise as marked: “The approval of the <u>ICANN Budget or IANA annual B</u> udget required by Section 22.4 <u>or the Operating Plan or Strategic Plan required by Section 22.5;</u> ”	
Section 14.2(a)(vii)	Revise as marked: “The compensation of any <u>O</u> fficer described in <u>Article 15</u> Section 7.22. ”	Section 7.22 relates to compensation of Directors and Liaisons; recommending “Officer” be defined in Section 15.1 (see below)
Section 15.6	Revise as marked: “...The CFO shall be responsible for ICANN’s financial planning and forecasting and shall assist the President in the preparation of <u>the ICANN ’s annual B</u> udget, IANA Budget and Operating Plan. ...”	
Section 16.1	Revise as marked: “...pursuant to the IANA Naming Function Contract (as defined in Section 16.3(a).)...”	Defined term used previously
Section 16.1	Revise as marked: “...For the purposes of these Bylaws, the “IANA naming function” does not include the Internet Protocol numbers and Autonomous	

<i>Section</i>	<i>Revision</i>	<i>Notes</i>
	<u>S</u> ystem numbers services (as contemplated by Section 1.1(a)(iii)), the protocol ports and parameters services (as contemplated by Section 1.1(a)(iv)) and the root zone maintainer function (as contemplated by Section 1.1(d)(v)).	
Section 16.2(d)(ii)	Revise as marked: "...in connection with an IANA Naming Function Separation Process (as defined in Section 19.1(a))..."	First use of defined term
Section 18.6(a)	Revise as marked: "...The IFRT may recommend, among other things to the extent reasonably related to the IFR responsibilities set forth in Section 18.3 , amendments..."	
Section 18.6(c)	Revise as marked: "If the Board (x) rejects an IFR Recommendation that was approved by the ccNSO Council and GNSO Council pursuant..."	Conforming change
Section 18.6(c)(i)	Revise as marked: "...the EC Administration shall be treated as the Rejection Action Petitioning Decisional Participant (as defined in Section 2.2(e)(i)) (and there shall be no Rejection Action Supporting Decisional Participants (as defined in Section 2.2(d)(i) of Annex D) and (C) the Rejection Action Community Forum Period (as defined in Section 2.3(c) of Annex D) shall expire..."	Defined terms used previously
Section 18.6(c)(ii)	Revise as marked: "No later than 45 days after the conclusion of such Rejection Action Community Forum Period, the Board shall resolve to either uphold its rejection of the IFR Recommendation or resolve to approve the IFR Recommendation..."	
Section 18.6(e)	Revise as marked: "...relates to an IANA Naming Function Separation Process as described in Article Section 19 ."	
Section 18.8(h) heading	Revise as marked: "Removal and R R eplacement of IFRT M M embers and L L iaisons."	Conform heading format
Section 18.12(b)(iii)	Revise as marked: "...recommendation to initiate an IANA Naming Function Separation Process (as defined in Section 19.1)..."	Defined term used previously
Section 18.12(d)	Revise as marked: "If the Board (x) rejects a Special IFR Recommendation that was approved by the ccNSO Council and GNSO Council pursuant..."	Conforming change
Section 18.12(d)(ii)	Revise as marked: "No later than 45 days after the conclusion of such Rejection Action Community Forum Period, the Board shall resolve to either uphold its rejection of the Special IFR Recommendation or resolve to approve the Special IFR Recommendation..."	

<i>Section</i>	<i>Revision</i>	<i>Notes</i>
Section 18.12(d)(ii)(A)	Revise as marked: “If the Board resolves to approve the Special IFR Recommendation, such <u>Special</u> IFR Recommendation...”	
Section 18.12(e)	Revise as marked: “...ICANN shall post the Board <u>Notice</u> , along with a copy of the notification(s) sent to the EC Administration and the Decisional Participants, Notice on the Website...”	
Section 18.12(f)	Revise as marked: “...relates to an IANA Naming Function Separation Process as described in <u>ArticleSection 19</u> .”	
Section 19.1(c)(ii)	Revise as marked: “No later than 45 days after the conclusion of such Rejection Action Community Forum Period, the Board shall resolve to either uphold its rejection of the SCWG Creation Recommendation or resolve to approve the SCWG Creation Recommendation...”	
Section 19.2(a)	Revise as marked: “The SCWG shall determine how to resolve the PTI Performance Issue(s) which the IFRT that conducted the Special IFR <u>or Periodic IFR, as applicable</u> , identified as triggering formation of this SCWG.”	
Section 19.2(c)	Revise as marked: “If an SCWG Recommendation (<u>as defined in Section 19.4(b)</u>) to issue the IANA Naming Function RFP is approved pursuant to Section 19.4(b) and the EC does not reject the relevant SCWG Recommendation Decision pursuant to Section 19.4(d e)...”	First use of defined term
Section 19.4(c)	Revise as marked: “...which Board Notice shall enclose a copy of the applicable SCWG Creation Recommendation...”	
Section 19.4(c)(ii)	Revise as marked: “No later than 45 days after the conclusion of such Rejection Action Community Forum Period, the Board shall resolve to either uphold its rejection of the SCWG Recommendation or resolve to approve the SCWG Recommendation...”	
Section 19.4(d)	Revise as marked: “Promptly after the Board approves an SCWG Recommendation that has been approved by the ccNSO and GNSO Councils pursuant to Section 19.4(b)(i) ...”	Conforming change
Section 19.4(g)	Revise as marked: “As promptly as practical following the an SCWG Recommendation Decision...”	
Section 19.6(c) heading	Revise as marked: “Removal and <u>R</u> replacement of SCWG <u>M</u> members and <u>L</u> iaisons.”	Conform heading format

<i>Section</i>	<i>Revision</i>	<i>Notes</i>
Section 22.4(b)(ix)	Revise as marked: "...in accordance with Annex F hereto_(" Caretaker IANA Budget ")..."	
Section 22.5(a)(iv)	Revise as marked: "...to conduct for one or more additional public comment periods..."	
Section 22.7(b)	Revise as marked: "...(iii) requests identical records provided in a prior request of such Decisional Participants..."	
Section 22.7(e)	Revise as marked: "...a Community IRP Independent Review Process ...pursuant to Section 4.23 of Annex D..."	Defined term
Section 25.2(f)	Revise as marked: "If the EC Administration timely delivers <u>an EC Approval Notice (as defined in Section 1.4(b) of Annex D)</u> a written notice to the Secretary certifying that, pursuant to and in compliance with the procedures and requirements of Section 1.4(b) of Annex D, the EC has approved the amendment or agreement (an "EC Approval Notice") , the Fundamental Bylaw ... (iA) such ...or (iiB) ..."	Defined term
Article 26(a), (g)	Revise as marked: "...this Article Section 26."	
Section 27.2(a)	Revise as marked: "The Cross-Community Working Group on Enhancing ICANN Accountability (" <u>CCWG-Accountability</u> ") was established pursuant to a charter dated 3 November 2014 (" CCWG Charter-Accountability "). The <u>CCWG Charter of the CCWG-Accountability</u> was subsequently adopted by the GNSO, ALAC, ccNSO, GAC, ASO and SSAC (" CCWG Chartering Organizations "). Such The CCWG Charter of the CCWG-Accountability as in effect on <u>3 November 2014</u> 2 April 2016 shall remain in effect throughout Work Stream 2 (as defined therein)."	
Section 27.2(b)(viii)	Revise as marked: "...removal of individual ICANN Board Directors..."	
Section 27.2(c)	Revise as marked: "As provided in the <u>CCWG Charter of the CCWG-Accountability</u> ..."	
Section 27.2(c)(v)	Revise as marked: "...until such time as <u>the CCWG-Accountability</u> ..."	
Section 27.5	Revise as marked: "Notwithstanding the adoption or effectiveness of the New Bylaws, all agreements, including employment and consulting agreements,	In existing Bylaws

<i>Section</i>	<i>Revision</i>	<i>Notes</i>
	entered <u>into</u> by ICANN shall continue in effect according to their terms.”	
Annex A, Section 1(a)	Revise and boldface as marked: “Final Issue Report requested by the Board, the GNSO Council (“ Council ”) or Advisory Committee, which should include at a minimum <u>ia</u>) the proposed issue raised for consideration, <u>ib</u>) the identity of the party submitting the issue, and c) how that party <u>is</u> affected by the issue;”	In existing Bylaws
Annex A, Section 3	Revise as marked: “...The Board may request an Issue Report by instructing the GNSO Council (“ Council ”) to begin the process outlined <u>in</u> the PDP Manual....”	In existing Bylaws
Annex A, Section 4(e)	Revise as marked: “...as set forth in the Bylaws; <u>and</u> .”	In existing Bylaws
Annex A, Section 5	Revise as marked: “...Initiation of a PDP requires a vote as set forth in Section 11.3(i)(ii) or <u>and</u> Section 11.3(i)(iii), <u>as applicable</u> , in favor of initiating the PDP.”	
Annex A, Section 7	Revise as marked: “...The Council approval process is set forth in Section 11.3(i)(iv) through Section 11.3(i)(xii), as supplemented by the PDP Manual.”	
Annex A, Section 9(b)	Revise as marked: “...GNSO Supermajority V vote is not in the best interests of the ICANN community or ICANN- (the Corporation) ...”	In existing Bylaws
Annex A, Section 12	Revise as marked: “... Comments For-a ”... “ GNSO Supermajority Vote ” shall have the <u>same</u> meaning as “ GNSO Supermajority ” set forth in the Bylaws.”	In existing Bylaws
Annex A-1, Section 2	Revise as marked: “... GNSO Policy Development Process Manual (PDP Manual)...”	Defined term used previously
Annex A-1, Section 3	Revise as marked: “...Working Group Guidelines; <u>and</u> ”	In existing Bylaws
Annex A-1, Section 4	Revise as marked: “...Approval of EPDP Recommendation(s) requires an affirmative vote of the Council meeting the thresholds set forth in Section 11.3(i)(xiv <u>viii</u>) and (xiv <u>ix</u>), as supplemented by the PDP Manual.”	
Annex A-1, Section 6	Revise and add boldface as marked: “...not in the best interests of the ICANN community or ICANN- (the Corporation) ...(the “ Board Statement ”)...(the “ Supplemental Recommendation ”)...”	In existing Bylaws
Annex A-2, Section 2	Revise and boldface as marked: “The GNSO shall maintain a GNSO Guidance Process (“ GGP Manual ”)...”	In existing Bylaws
Annex A-2, Section 2	[Question for ICANN Legal: “Section 2 includes a reference to Section 11.3(d), but that section relates to the policy development process. Does Section 11.3(d)	

<i>Section</i>	<i>Revision</i>	<i>Notes</i>
	need to be expanded to cover guidance or should the cross-reference to 11.3(d) be removed?]	
Annex A-2, Section 3	Revise as marked: "...The Council may only initiate the GGP by a vote of the Council or at the formal request of the ICANN Board. Initiation of a GGP requires a vote as set forth in Section 11.3(i)(xvi) in favor of initiating the GGP. In the case of a GGP requested by the Board, a GGP will automatically be initiated unless the GNSO Council votes against the initiation of a GGP as set forth in Section 11.3(i)(xvii)."]	
Annex A-2, Section 4	Revise as marked: "...The Council approval process is set forth in Section 11.3(xviii) as supplemented by the GGP Manual."	
Annex A-2, Section 6	Revise and add boldface as marked: "...not in the best interests of the ICANN community or ICANN- (the Corporation) ...(the " Board Statement ")...(the " Supplemental Recommendation ")..."]	In existing Bylaws
Annex A-2	Inconsistent use of "Board Report" and "Recommendations Report" – are they the same thing?	In existing Bylaws
Annex B, Item 11	Revise as marked: "...all viewpoints expressed by Council members during the PDP must be included in the Members Report (as defined in Annex B, Item 12)."	In existing Bylaws
Annex B, Item 14(c)	Revise as marked: "...the Members ² Report."	In existing Bylaws
Annex B, Item 15(b)(3)	Revise as marked: "...breach of the fiduciary duties of the Board to ICANN the Company ."	In existing Bylaws
Annex B, Item 17	Revise as marked: "...Members ² Report...Supplemental Members ² Report...."	In existing Bylaws
Annex B	Clarify if "ICANN recognized Regions" and "Region" means the same thing as "Geographic Regions" and "Geographic Region," if so, add "Geographic" before "Regions" and "Region"	In existing Bylaws
Annex C	Revise as marked: "...Name -Server Function... N name- S server F function... N name S server F function..."]	In existing Bylaws; defined term
Annex C	Revise as marked: "...accountability role needs to be defined and determined...."	In existing Bylaws
Annex C	[Questions for ICANN Legal: <ul style="list-style-type: none"> • Replace reference to "US DoC-ICANN MoU"? 	

<i>Section</i>	<i>Revision</i>	<i>Notes</i>
	<ul style="list-style-type: none"> Delete reference to “US DoC”? Replace references to “ICANN (IANA)”? 	
Annex D, Section 1.4(b)	Revise as marked: “...pursuant to and in compliance with the procedures and requirements of this Article 1 Section 1.4(b) of this Annex D...”	
Annex D, Section 2.4(a)	Revise as marked: “...supports such Rejection Action Supported Petition and has determined to reject the Rejection Action-,...”	
Annex D, Section 2.4(b)	Revise as marked: “...pursuant to and in compliance with the procedures and requirements of this Article 2 of Annex D Section 2.4(b) ...”	
Annex D, Section 3.1(d)(i)(B)	Revise as marked: “...liaison with respect to the Nominating Committee Director Removal Supported Petition...”	
Annex D, Section 3.1(e)(ix)	Revise as marked: “...written submissions of the Director who is the subject of the Nominating Committee Director Removal Supported Petition...”	
Annex D, Section 3.1(g)	Revise as marked: “...compliance with the procedures and requirements of Section 3.1 (f) of this Annex D...if the Nominating Committee Director Removal Supported Petition is...”	
Annex D, Section 3.2(c)(i)	Revise as marked: “... The SO/AC Director Removal Process shall thereafter continue pursuant to Section 3.2(d) of this Annex D.... ”	Repetitive of text in same section
Annex D, Section 3.2(c)(i)(B)	Revise as marked: “...liaison with respect to the SO/AC Director Removal Petition Notice ;”	
Annex D, Section 3.2(d)	Revise as marked: “...may discuss the SO/AC Director Removal Petition Notice ...”	
Annex D, Section 3.2(d)(i)	Revise as marked: “...after consultation with the Director who is the subject of the SO/AC Director Removal Supported Petition Notice regarding his or her availability.”	
Annex D, Section 3.2(d)(ii)	Revise as marked: “...The SO/AC Director Removal Community Forum shall be convened and concluded during the period beginning upon the expiration of the SO/AC Director Removal Petition Support Period and ending at 11:59 p.m. (as	

<i>Section</i>	<i>Revision</i>	<i>Notes</i>
	calculated by local time at the location of ICANN’s principal office) on the 21st day after the expiration of the SO/AC Director Removal Petition Support Period (“SO/AC Director Removal Community Forum Period”) ... the Director who is the subject of the SO/AC Director Removal Petition Notice regarding his or her availability. ...on the 21st day after the expiration of the SO/AC Director Removal Petition Support Period....”	
Annex D, Section 3.2(d)(v)	Revise as marked: “...The Director subject to the SO/AC Director Removal Supported Petition Notice ...views and questions on the SO/AC Director Removal Petition Notice ...”	
Annex D, Section 3.2(d)(vi)	Revise as marked: “The Director who is the subject of the SO/AC Director Removal Petition Notice and the Chair of the Board (or the Vice Chair of the Board if the Chair is the affected Director) are expected to attend the SO/AC Director Removal Community Forum in order to address the issues raised in the SO/AC Director Removal Petition Notice .”	
Annex D, Section 3.2(d)(vii)	Revise as marked: “If the Applicable SO/AC Director Removal Petitioning Decisional Participant agrees before, during or after the SO/AC Director Removal Community Forum that the issue raised in such SO/AC Director Removal Petition Notice has been resolved, such SO/AC Director Removal Petition Notice shall be deemed withdrawn and the SO/AC Director Removal Process with respect to such SO/AC Director Removal Petition Notice will be terminated. If an SO/AC Director Removal Process is terminated, the EC Administration shall, within twenty-four (24) hours of the resolution of the issue raised in the SO/AC Director Removal Petition Notice”	
Annex D, Section 3.2(d)(ix)	Revise as marked: “...written submissions of the Director who is the subject of the SO/AC Director Removal Petition Notice ...”	
Annex D, Section 3.2(f)	Revise as marked: “...whether the Applicable Decisional Participant has support for the SO/AC Director Removal Petition Notice ...”	
Annex D, Section 3.3(c)(i)(B)	Revise as marked: “...liaison with respect to the Board Recall Supported Petition...”	
Annex D,	Revise as marked: “...Board Recall Board Recall Community Forum...”	

<i>Section</i>	<i>Revision</i>	<i>Notes</i>
Section 3.3(c)(i)(C)		
Annex D, Section 3.3(f)	Revise as marked: "...pursuant to and in compliance with the procedures and requirements of this <u>Section 3.3</u> of this Annex D..."	
Annex D, Section 3.3(h)	Revise as marked: "If the Board Recall Supported Petition does not obtain the support required by <u>Section 3.3</u> of this Annex D..."	
Annex D, Section 4.1(a), (b)	Lower case "mediation"	
Annex D, Section 4.2(a)	Lower case "mediation"	
Annex D, Section 4.2(b)	Revise as marked: "...The Community IRP <u>Petitioning</u> Decisional Participant..."	
Annex D, Section 4.2(b)(i)(G)	Revise as marked: "...approved the CCWG Policy Recommendation ("CCWG..."	Add space after "Recommendation"
Annex D, Section 4.2(b)(ii)	Revise as marked: "...certifying that the Community IRP <u>Initiation</u> Process..."	
Annex D, Section 4.2(c)(vii)	Revise as marked: "...Community IRP <u>Initiation</u> Process with respect to such Community IRP Supported Petition will be terminated. If a Community IRP <u>Initiation</u> Process is terminated..."	
Annex D, Section 4.2(d)	Revise as marked: "...whether such Decisional Participant (i) supports such Community IRP <u>Supported</u> Petition, (ii) objects to such Community IRP <u>Supported</u> Petition or (iii) has determined to abstain from the matter (which shall not count as supporting or objecting to the Community IRP <u>Supported</u> Petition)..."	
Annex D, Section 4.2(e)	Revise as marked: "...the EC has resolved to accept the Community IRP <u>Supported</u> Petition..."	
Annex D, Section 4.2(f)	Revise as marked: "If the Community IRP <u>Supported</u> Petition does not obtain the support..."	

<i>Section</i>	<i>Revision</i>	<i>Notes</i>
Annex D, Section 4.3(a)	Revise as marked: “Any Decisional Participant may request that the EC initiate a Reconsideration Request (a “ Community Reconsideration <u>Petitioning Decisional Participant</u>”)...”	
Annex D, Section 4.3(b)	Revise as marked: “...The Community Reconsideration <u>Petitioning</u> Decisional Participant shall forward...”	
Annex D, Section 4.3(b)(i)	Revise as marked: “...The Community Reconsideration Initiation Process shall thereafter continue for such <u>Community Reconsideration Rejection Action</u> Supported Petition...”	
Annex D, Section 4.3(b)(ii)	Revise as marked: “...a notice certifying that the Community Reconsideration <u>Initiation</u> Process has been terminated...”	
Annex D, Section 4.3(c)(vii)	Revise as marked: “...Community Reconsideration <u>Initiation</u> Process with respect to such Community Reconsideration Supported Petition will be terminated. If a Community Reconsideration <u>Initiation</u> Process is terminated...”	
Annex D, Section 4.3(d)	Revise as marked: “...whether such Decisional Participant (i) supports such Community Reconsideration <u>Supported</u> Petition, (ii) objects to such Community Reconsideration <u>Supported</u> Petition or (iii) has determined to abstain from the matter (which shall not count as supporting or objecting to the Community Reconsideration <u>Supported</u> Petition)...”	
Annex D, Section 4.3(e)	Revise as marked: “If (i) three or more Decisional Participants support the Community Reconsideration <u>Supported</u> Petition and (ii) no more than one Decisional Participant objects to the Community Reconsideration <u>Supported</u> Petition, ... accept the Community Reconsideration <u>Supported</u> Petition...”	
Annex D, Section 4.3(f)	Revise as marked: “If the Community Reconsideration <u>Supported</u> Petition does not obtain the support required by <u>Section 4.3(ed)</u> of this Annex D...”	
Annex E(1)(f)	Revise as marked: “rejected by the EC that that triggered...”	
Annex F heading	Revise as marked: “ Annex F: Caretaker IANA Budget Principles ”	Conform with Annex E
Annex F, Section 1	Revise as marked: “The “ caretaker ” IANA Budget (<u>the “Caretaker IANA Budget</u> ”)...”	Conform with Annex E
Annex F,	Revise as marked: “Below is a non-limitative list of examples, to assist with the	

<i>Section</i>	<i>Revision</i>	<i>Notes</i>
Section 2	interpretation of the Caretaker IANA Budget Principles, of what a “ C aretaker” ² IANA Budget...”	
Annex G-2	Revise as marked: “... s Security and stability...”	

<i>Section</i>	<i>Revision</i>	<i>Notes</i>
<i>Additional Conforming Revisions</i>		
Global	Where appropriate, replace “ICANN Staff”, “ICANN staff”, “staff member”, “staff”, “staff of ICANN” and “staff member of ICANN” with “Staff”	Inconsistent use of defined term “Staff”
Global	Where appropriate, replace “officer”, “ICANN Officer” and “officer of ICANN” with “Officer” (and plural formulations)	Recommend adding a definition of “Officer” to Section 15.1 (see below)
Global	Where appropriate, use “Chair” and “Vice-Chair” instead of “Chairman” or “Vice-Chairman” (or vice versa)	Inconsistent references to Board Chair
Global	Where appropriate, use “chair” instead of “Chair” (or vice versa)	Inconsistent use of capitalization
Global	Where appropriate, use “Board Committee” instead of “Committee of the Board”, “committee of the Board” and “committee” (and plural formulations)	“Board Committee” is contemplated to be a defined term
Global	Where appropriate, use “Director” instead of “member of the Board” and “Board member” (and plural formulations)	“Director” is a defined term
Global	Use “policy development process” instead of “policy-development process” (or vice versa)	Inconsistent use of dash between “policy” and “development”
Global	Use “Country-Code” and “country-code” instead of “Country Code” and “country code” (or vice versa)	Inconsistent use of dash between “Country” and “Code” and “country” and “code” in relation to ccTLDs and the ccNSO
Global	Use “IETF” instead of “Internet Engineering Task Force” after “IETF” is defined in Section 1.1(a)(iii)	
Global	Use “email” instead of “e-mail” (or vice versa)	Inconsistent use of dash between “e” and “mail”
Global	Where appropriate, use “root zone” instead of “Root Zone” (or vice versa)	Inconsistent use of capitalization
Global	Where appropriate, delete “ICANN” and “ICANN’s” before defined terms, including in references to the “ICANN Board”, “ICANN Officers”, “ICANN	

<i>Section</i>	<i>Revision</i>	<i>Notes</i>
	Nominating Committee”, “ICANN Supporting Organizations”, “ICANN Advisory Committees” and “ICANN Geographic Region”	
Global	Use superscript consistently when formatting numbers (e.g., “21 st ” instead of “21st”)	Inconsistent formatting
Section 1.1(d)(iii)	Lower case “Agreement” (two places)	“Agreement” is not a defined term
Section 4.2(l)(iii)	Revise as marked: “...performing his <u>or her</u> role...recuse himself <u>or herself</u> ...”	“His or her” formulation used elsewhere in Bylaws
Section 4.2(o)	Revise as marked: “The Board Governance Committee may also request information relevant to the <u>Reconsideration R</u> request from third parties.”	Defined term
Section 4.2(p)	Revise as marked: “The Board Governance Committee shall act on a Reconsideration Request on the basis of the public written record, including information submitted by the <u>Requestor</u> party seeking reconsideration or review... ”	Defined term
Section 4.2(q)	Revise as marked: “Ombudsman recuses himself <u>or herself</u> ...Board Governance Committee shall endeavor to produce its final recommendation to the Board within 90 days of receipt of the <u>Reconsideration R</u> request.”	Defined term
Section 4.2(r)	Revise as marked: “If the <u>Requestor</u> party seeking reconsideration so requests, the Board shall post both a recording and a transcript of the substantive Board discussion from the meeting at which the Board considered <u>s</u> the Board Governance Committee’s recommendation.”	Defined term
Section 4.3	Use “IRP decision” instead of “IRP Decision” (or vice versa)	Inconsistent capitalization
Section 4.3(a)	Revise as marked: “...(defined in Section 4.3(b)(iii) ,-below)...”	Inconsistent form of cross-reference
Section 4.3(a)(vi)	Revise as marked: “...guide and inform the Board, Officers (<u>as defined in Section 15.1</u>)...”	Add if definition of “Officer” is added
Section 4.3(b)(iii)(B)	Revise as marked: “Claims that ICANN, <u>the</u> its Board...members;...”	
Section 4.3(k)(iv)	Revise as marked: “Upon request of an IRP Panel, the <u>IRP</u> Panel shall...”	
Section	Revise as marked: “IRP Panel decisions shall be made by a simple majority of the	

<i>Section</i>	<i>Revision</i>	<i>Notes</i>
4.3(k)(v)	<u>IRP Panel.</u> ”	
Section 4.3(n)(ii)	Revise as marked: “...The Rules of Procedure shall <u>be published and subject to a period of public comment, and</u> take effect upon approval by the Board, such approval not to be unreasonably withheld.”	Conform with Section 4.3(n)(iii)
Section 4.3(n)(iii)	Revise as marked: “...and a period of public comment <u>that complies with the designated practice for public comment periods within ICANN.</u> ”	
Section 4.6	Use “review team” instead of “Review Team” (or vice versa)	Inconsistent capitalization
Section 4.6(a)(vi)	Delete colon at end of heading	Inconsistent formatting
Section 4.6(b)(v)	Revise as marked: “ The ^{is} Accountability and Transparency Review Team should issue its final report...”	To conform with Section 4.6(b)(iii)-(iv) (“The Accountability and Transparency Review Team...”
Section 4.6(d)(ii)	Revise as marked: “After a New gTLD Round has been in operation for one year, the Board shall <u>cause</u> initiate a competition, consumer trust and consumer choice review...”	To conform with Sections 4.6(b)(i), (c)(i) and (e)(ii)
Section 5.3(g)	Revise as marked: “comply with all ICANN conflicts <u>-of-</u> interest and confidentiality policies.”	Replace dashes with spaces so consistent with rest of Bylaws
Section 7.2(a)	Revise as marked: “As of the effective date of <u>the amendment and restatement of these Bylaws on [1 October 2016]</u> these Amended and Restated Bylaws , the EC shall be the sole designator of ICANN...”	To conform with Section 7.8(b)
Section 7.4(b)	Revise as marked: “...nomination of Directors by the Council or <u>At-Large</u> Community, until the Council or committee(s) specified by the At-Large Community has nominated the full complement of Directors ... may select a replacement for purposes of the <u>At-Large</u> Community’s nomination process.”	Reduce confusion; “Community” in this section refers to the ALAC
Section 7.5	Revise as marked: “...each Geographic Region shall have at least one Director, and at all times no <u>Geographic R</u> region shall have more...”	Defined term
Section 7.10	Revise as marked: “...the Board of ^{Directors} ...”	Defined term
Section 7.13	Revise as marked: “Annual meetings of ICANN shall be held for the purpose of electing Officers and for the transaction of such other business as may come	Inconsistent language in existing Bylaws

<i>Section</i>	<i>Revision</i>	<i>Notes</i>
	before the meeting. Each annual meeting of ICANN...”	
Section 7.22(a)	Revise as marked: “...compensation for his or /her services as a Director. The President shall receive only his or /her compensation...”	“His or her” formulation used elsewhere in Bylaws
Section 7.22(d)	Revise as marked: “After having reviewed the Independent Valuation E xpert’s Reasoned W ritten O pinion, the Board shall meet with the expert to discuss the expert’s opinion...”	Defined terms
Section 7.22(h)	Revise as marked: “...shall be entitled to receive compensation for his or /her services as a Liaison...”	“His or her” formulation used elsewhere in Bylaws
Section 10.2	Use numbering (a) and (b), instead of (i) and (ii)	Conform numbering
Section 11.2	Use numbering (a), (b), etc. instead of (A), (B), etc.	Conform numbering
Section 11.3(a)(v)	Revise as marked: “...Nominating Committee a Appointee voting representative...”	Not a defined term
Section 11.3(i)(xiv)	Revise as marked: “...Approval of EPDP R ecommendations:...”	Conform capitalization
Section 11.3(i)(xvii)	Revise as marked: “Rejection of I nitiation of a GGP R equested by the ICANN Board:...”	Conform capitalization
Section 11.3(i)(xviii)	Revise as marked: “Approval of GGP R ecommendations:...”	Conform capitalization
Section 12.2(d)(vii)	Revise as marked: “...criteria and standards for the RALO’s constituent At-Large Structures (“At-Large Structures”).	
Section 12.2(d)(ix)(F)	Revise as marked: “Decisions to certify or decertify an At-Large Structure shall be made as decided by the ALAC in its r Rules of p Procedure, save always that any changes made to the rules of procedure in respect of an At-Large Structure applications shall be subject to review by the RALOs and by the Board.”	Term has been defined in the IRP context
Section 15.1	Revise as marked: “The officers of ICANN (each, an “ Officer ”)...”	Officer already capitalized in several places but not defined
Section 16.1	Remove brackets around “[PTI]” if appropriate	
Section 19.1(b)(iii)	Revise as marked: “procedures set forth in <u>Section 9</u> of Annex A of these Bylaws that relate to Board rejection of a PDP r Recommendation...”	Not a defined term
Section 19.4(b)(ii)	Revise as marked: “procedures set forth in <u>Section 9</u> of Annex A of these Bylaws that relate to Board rejection of a PDP r Recommendation...”	Not a defined term

<i>Section</i>	<i>Revision</i>	<i>Notes</i>
Article 22 heading	Revise as marked: “FISCAL AND STRATEGIC MATTERS, <u>INSPECTION AND INDEPENDENT INVESTIGATION</u>”	
Annex A	Add definition of “Consensus Policy”	
Annex A-1	Inconsistent capitalization of “recommendation” (e.g., “EPDP recommendation” and “EPDP Recommendation”)	In existing Bylaws
Annex A-2, Section 3	Replace periods at the end of each item with a semi-colon	In existing Bylaws
Annex B, Item 2	Add “the” before each occurrence of “General Counsel”	In existing Bylaws
Annex B, Item 7	Revise as marked: “If a task force is created, its role shall be responsible for...”	In existing Bylaws
Annex B	Inconsistent capitalization of “task force”, “Council recommendation” and “ccNSO recommendation” “Supermajority Vote” capitalized but not defined	In existing Bylaws
Annex C	Add definition of “RFC”	