

**Proposed Amendments to the Articles of Incorporation and Bylaws of
Internet Corporation for Assigned Names and Numbers
re Designators**

Proposed Amendments to Articles of Incorporation:

- Amend Article 4 by adding the following sentence to the end of that article:

The Designators described in the Corporation’s Bylaws have the powers and rights of “designators” as that term is defined in Section 5220(d) of the California Nonprofit Public Benefit Corporation Law and as further set out in the Bylaws, including the power to select the directors.

- Amend Article 9 as follows:

9. These Articles may be amended by the affirmative vote of at least two-thirds of the directors of the Corporation. ~~When the Corporation has members, any~~ Any such amendment must be ratified in writing by any group of Designators, as described in the Corporation’s Bylaws, who together have the right to select 12 or more Directors ~~a two-thirds (2/3) majority of the members voting on any proposed amendment.~~

Proposed Bylaws Amendments:

- Insert new Article IV, Section 5 as follows:

ARTICLE IV: ACCOUNTABILITY AND REVIEW

**Section 5. SPECIAL ACCOUNTABILITY MEETING OF THE
DESIGNATORS**

Any group of Designators who together have the right to select 12 or more Directors may call a special accountability meeting of the Designators for the purpose of having the Board of Directors address an alleged violation by the Board of ICANN’s Articles of Incorporation, these Bylaws, or policies or resolutions adopted by the Board. The Secretary of ICANN shall send the notice of the meeting to each Designator and each Director and shall include a description of the alleged violation in the notice of the meeting. Each Designator may send one representative to attend the meeting and to put questions

concerning the alleged violation to the Board. The Designator’s representatives are not empowered solely by virtue of being appointed to attend the Special Accountability Meeting to act on behalf of that Designator at the Special Accountability Meeting or otherwise.

- Insert new Article VI, Section 2.4 as follows:

ARTICLE VI: DIRECTORS

Section 2. DIRECTORS AND THEIR SELECTION; ELECTION OF CHAIRMAN AND VICE-CHAIRMAN

4. The Nominating Committee, the Supporting Organizations, and the At-Large Community in their roles of selecting Directors are referred to in these Bylaws collectively as “Designators” and each individually as a “Designator.” Each Designator has the rights of a “designator” as that term is defined in Section 5220(d) of the CNPBCL.

- Renumber current Article VI, Section 2.4 as “Article VI, Section 2.5”
- Insert new Article VI, Section 11.1 as follows:

ARTICLE VI: DIRECTORS

Section 11. REMOVAL OF A DIRECTOR OR NON-VOTING LIAISON

1. Each Designator may remove any Director selected by that Designator without cause by giving notice to the Board of Directors.

- Renumber current Article VI, Section 11.1 as “Article VI, Section 11.2” and amend that section as follows:

ARTICLE VI: DIRECTORS

Section 11. REMOVAL OF A DIRECTOR OR NON-VOTING LIAISON

2. Any Director may be removed, following notice to that Director, by a three-fourths (3/4) majority vote of all Directors; provided, however, that the Director who is the subject of the removal action shall not be entitled to vote on such an action or be counted as a voting member of the Board when calculating the required three-fourths (3/4) vote; and provided further, that each vote to remove a Director shall be a separate vote on the sole question of the removal of that particular Director; and provided further, that the Designator of that Director consent in writing to the removal. ~~If the Director was selected by a Supporting Organization, notice must be provided to that Supporting Organization at the same time notice is provided to the Director. If the Director was selected by the~~

~~At Large Community, notice must be provided to the At Large Advisory Committee at the same time notice is provided to the Director.~~

- Renumber current Article VI, Section 11.2 as “Article VI, Section 11.3”
- Amend Article VI, Section 12.1 as follows:

ARTICLE VI: DIRECTORS

Section 12. VACANCIES

1. A vacancy or vacancies in the Board of Directors shall be deemed to exist in the case of the death, resignation, or removal of any Director; if the authorized number of Directors is increased; or if a Director has been declared of unsound mind by a final order of court or convicted of a felony or incarcerated for more than 90 days as a result of a criminal conviction or has been found by final order or judgment of any court to have breached a duty under Sections 5230 et seq. of the CNPBCL. Any vacancy occurring on the Board of Directors shall be filled by the Nominating Committee, unless (a) that Director was selected by a Designator Supporting Organization, in which case that vacancy shall be filled by that Designator Supporting Organization, or (b) that Director was the President, in which case the vacancy shall be filled in accordance with the provisions of Article XIII of these Bylaws. The selecting body shall give written notice to the Secretary of ICANN of their appointments to fill vacancies. A Director selected to fill a vacancy on the Board shall serve for the unexpired term of his or her predecessor in office and until a successor has been selected and qualified. No reduction of the authorized number of Directors shall have the effect of removing a Director prior to the expiration of the Director's term of office.

- Amend Article XIX as follows:

ARTICLE XIX: AMENDMENTS

Except as otherwise provided in the Articles of Incorporation or these Bylaws, the Articles of Incorporation or Bylaws of ICANN may be altered, amended, or repealed and new Articles of Incorporation or Bylaws adopted only upon action by a two-thirds (2/3) vote of all members of the Board. Any group of Designators who together have the right to select 12 or more Directors must approve in writing any amendment to or repeal of these Bylaws or the adoption of any new bylaws.