TO: BGRI-WG

FROM: Samantha Eisner, Senior Counsel, ICANN

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History of ICANN Bylaws Changes

The BGRI-WG requested information on the history of the changes to the ICANN Bylaws.

The ICANN Bylaws as they exist today are in substantially-similar form to the version of the Bylaws put into place on [15 December 2002](http://www.icann.org/en/about/governance/bylaws/bylaws-15dec02-en.htm) after the ICANN Evolution and Reform work concluded. Amendments to the ICANN Bylaws can occur only upon approval of 2/3 of the voting Board members. In order to consider changes to the Bylaws, the process typically involves:

1. Drafting of Proposed Bylaws revisions to address an identified issue or concern;
2. Board approval of the posting of the proposed Bylaws revisions for public comment;
3. After the comment period closes, the comments are reviewed to determine if any changes are recommended to the proposed new Bylaws text; and
4. Board action to adopt the proposed Bylaws.

Upon approval by the Board, the Bylaws are immediately considered revised, and the new version of the Bylaws is posted to the ICANN website at <http://www.icann.org/en/about/governance/bylaws>. ICANN then moves the superseded version to the Bylaws Archive (at <http://www.icann.org/en/about/governance/bylaws/archive>), where all prior iterations of the Bylaws are found.

Since the 15 December 2002 Bylaws were adopted, the Bylaws as they relate to the GAC have not been modified. Some of the major areas of change that have occurred in the Bylaws are:

* Revisions required to incorporate recommendations arising out of the organizational reviews of ICANN and its component structures, such as the GNSO (and its policy development process), the ALAC and the Board (including the allowance for compensation to Board members and the creation of Seat 15 on the Board selected by the At-Large Community); and
* Revisions to enhance transparency practices, such as changes to the timing within which the Board’s Resolutions, Preliminary Reports and Minutes are posted.
* Revisions that address other structural changes, such as removing reference to the Reconsideration Committee of the Board, which was closed.

Upcoming changes to the Bylaws are expected to include revisions to address recommendations from the Accountability and Transparency Review Team, including revisions to the Reconsideration and Independent Review Processes, as well as Bylaws changes reflecting the work of the BGRI-WG.

Of note, ICANN’s Board Governance Committee (BGC) is starting to take a closer look at the ICANN Bylaws. Because of the high amount of procedural and operational matters within the Bylaws, there is a concern that the Bylaws are required for amendment every time the operational or procedural needs change. The BGC is initiating a review of whether the Bylaws can be streamlined to remove the procedural and operational details that are better stated within separate operating and procedural guidelines. Any recommended changes resulting from this work will be provided for public comment. To the extent that modifications to Supporting Organization and/or Advisory Committee documentation will assist in the streamlining process, there will be engagement with those groups.