

5.3 Power: reconsider/reject changes to ICANN “standard”

Bylaws

This Section applies to “standard” bylaws – all those bylaws that are not Fundamental Bylaw (see Section 3B)

ICANN’s Bylaws set out many of the details for how power is exercised in ICANN, including by setting out the company’s Mission, Commitments and Core Values. Changes to those Bylaws are generally the right of the Board. It is possible for the Board to make bylaws changes that the community does not support. For example, the Board could unilaterally change the ccNSO’s Policy Development Policy, or the SG structure of the GNSO, or the composition of the Nominating Committee.

This power would give the Member SOs/ACs (with input from the larger community) the right to reject proposed Bylaws changes after they are approved by the Board (but before they come into effect). This would most likely be where a proposed change altered the Mission, Commitments and Core Values, or had a negative impact on ICANN’s ability to fulfill its purpose in the community’s opinion, but would be available in response to any proposed Bylaws change.

The time required for this power to be exercised would be included in the Bylaws adoption process (during a [15/30] calendar day window) following Board approval. If the community exercises this power, the Board would have to absorb the feedback, make adjustments, and propose a new set of amendments to the Bylaws. Before the process to reject changes to the Standard Bylaws, we expect there will be a public comment period (standard is 40days) for the community to provide feedback to the proposed changes. Therefore, [15/30] calendar day window is not the only opportunity for the community to provide input for changes to the Standard Bylaws.

It would require a 2/3 level of support in the community mechanism to reject a proposed Bylaw change. Note that for the Board to propose a Bylaws change requires a 2/3 vote in favor.

This power does not allow the community to re-write a proposed Bylaw change: it is a

rejection process where the Board gets a clear signal the community is not happy. There is no limit to the number of times a proposed change can be rejected, but the threshold for sending one back is a supermajority in the community mechanism set out in 5.1 above, to limit any potential for abuse of this power by a small number of SOs/ACs. Furthermore, this power also does not suggest the community to propose changes in the Bylaws; its power is restricted to rejections of the proposed changes. The maximum impact this power can give is to keep ICANN to continue operating under the existing Bylaws despite the changes proposed.