

The Bylaws of the ICANN GNSO Noncommercial Users Constituency (Version 2.2, Approved September 2009)

I. Constitution

- A. The Noncommercial Users Constituency ("Constituency") of ICANN's Generic Name Supporting Organization (GNSO) **participates as a member of the Non-Commercial Stakeholders Group (NCSG)** according to Article XX, Section 5 of the Bylaws of the Internet Corporation for Assigned Names and Numbers.
- B. The purposes of the Noncommercial Users Constituency are to represent the views and interests of those who engage in noncommercial speech and activity on the Internet. It is further created to provide a voice and representation in ICANN processes to non-profit organizations **and individuals** that serve non-commercial interests and provide services such as education, community organizing, promotion of the arts, public interest policy advocacy, children's welfare, religion, scientific research, human rights and the advancement of the Internet as a global communications system for all segments of society.

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II. Organization and Structure

- A. The Noncommercial Constituency shall consist of three distinct parts: the Membership, the Executive Committee and the Policy Committee.
- B. The Membership shall consist of organizations **and individuals** that meet the Membership criteria and complete the processes set out in Section III, below, and receive a notice of acceptance from the Executive Committee Chair, or the Secretary acting with the approval of the Chair.
- C. The Executive Committee, directed by the Chair, shall be responsible for the administration of the Constituency, including arrangements for meetings, website communications, listserv, and teleconferences. Selection of the Executive Committee, and its powers and duties, are set out in Section IV, below.
- D. The Policy Committee shall be chaired by the Constituency's **elected GNSO Council Representatives**. Their selection and duties are set out in Section V, below.

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III. Membership

- A. Eligible organizations. Organizations meeting the following criteria are eligible for membership in the Constituency:
 - 1. Organizations incorporated as a non-commercial entity (in countries that have such a provision in their commercial code) or, if unincorporated, or if operating in a country without provisions for

non-commercial incorporation, operate on a not-for-profit basis primarily for non-commercial purposes, and

2. Be the exclusive user of at least one domain name. This can be verified by its listing as the registrant and/or administrative contact in the WHOIS data of the domain name, by the name resolving to a website controlled by and representing the organization, or other indications that prove to Secretary-Treasurer and Chair that the prospective Member Organization is the primary user of a domain name.
 3. Are engaged in activities that are primarily non-commercial, including, e.g., political advocacy, educational, religious, charitable, scientific and artistic.
- B. Ineligible organizations. The membership of the NCUC specifically excludes:
1. Political organizations whose primary purpose is to hold government office and/or elect government officials
 2. Commercial organizations and associations of or for the benefit of commercial entities (even if they are non-profit in form)
 3. Organizations that provide services under contract or MoU with ICANN, or are represented in ICANN through another Supporting Organization
- C. New members shall take the following steps to notify the Constituency of their desire to join:
1. Complete an application form, which can be downloaded from the Constituency website.
 2. Submit the filled out form and fee to the Secretary-Treasurer of the Constituency. Where appropriate, the form may be accompanied by a request for fee waiver or reduction.
 3. Designate an Official Representative and any Additional Representatives to the Constituency.
 4. Membership shall become complete upon notification of acceptance by the Constituency Chair, or the Secretary-Treasurer acting with the consent of the Chair.
- D. Each Member, in its application, shall appoint an individual to serve as the Official Representative to the Constituency. Such individual will hold the powers of voting and speaking publicly for the Member within votes and discussions of the Constituency. The Official Representative must be formally authorized to represent the Member Organization by a responsible official of that organization.

The ST and Chair are authorized to make inquiries to the Member Organization to verify their selection. Members can change their Official Representative in two ways: 1) the Director of the Member Organization can notify the Secretary of the change; or 2) the existing Official Representative can resign and submit to the Secretary the name of the new Official Representative (the new Official Representative must also be authorized and verified). If an Official Representative holds an elective office in the NCUC, Members cannot change their Official Representative until the individual's term of office is completed.

- E. Each Member may also designate additional individuals to serve as Additional Representatives to the Constituency. Such Additional Representatives may not vote, but otherwise may participate in Constituency listserves, discussions and meetings. The Executive Committee shall, at its discretion, determine limits to the total number of Additional Representative may appoint (provided the limit shall apply to all Constituency Members equally).
- F. The Executive Committee shall create procedural rules for existing members to maintain their good standing.
- G. The Membership shall have the following participation rights in regard to the administration and policy development processes of the Constituency:
 - 1. Elect the Chair and Regional Representatives; nominate Members to positions elected by the general membership and by the Executive Committee, with timely notification of all elections and public posting of all names nominated to the membership email list.
 - 2. Initiate a policy development process within the constituency by proposing a set of terms of reference and obtaining expressions of support for it on the public discuss list from a minimum of eight (8) Members, including the proposer.
 - 3. Be given timely notice of all position papers developed by the Policy Committee on the public list and afforded an opportunity to comment on them
 - 4. Submit agenda items to Constituency meetings and Executive Committee meetings. The submission must be made at least ten days before the meeting and be seconded by two other Member Organizations.
 - 5. Propose charter amendments. A petition of five (5) percent of the then- current members shall be sufficient for putting a charter amendment on the ballot for consideration at the next regular election.
- H. Eligible Individuals. Individual persons who meet the following criteria are eligible for membership in the Constituency as an "Individual Member".

Individual persons who agree to advocate for a noncommercial public-interest position within the Constituency and who fall within one of the following three categories are eligible to join:

- i) An Individual who has registered domain name(s) for personal, family or noncommercial use;
- ii) An Individual Internet user who is primarily concerned with the public-interest aspects of domain name policy, and is not represented in ICANN through membership in another Supporting Organization or GNSO Stakeholder Group;
- iii) An Individual who is employed by or a member of a large noncommercial organization (universities, colleges, large NGOs) and it is too complicated or the Individual lacks the standing to get his/her organization to join on an organizational basis.

IV. Executive Committee

- A. The Constituency shall have an Executive Committee (EC).
- B. The EC shall consist of the Chair, a Secretary-Treasurer and Regional Representatives (one for each of the geographic regions recognized by ICANN). These EC members shall:
 1. Be elected on an annual basis by Constituency members in an online vote (with the exception of the Secretary-Treasurer, who is appointed by the EC).
 2. Shall each serve no more than three consecutive terms on the EC.
 3. Shall consist only of individuals designated by Members as their Official Representative to the Constituency.
 4. No two EC members may be from the same organization, or be representatives of different national chapters of the same organization.
- C. The Chair is responsible for the overall administration of the Constituency. Specific duties include: establishing and managing the email lists required by the charter, arranging meetings and their facilities, establishing and managing the Constituency's website, and overseeing membership recruitment, processing and retention. The Chair shall also:
 1. Prepare budget requests, as necessary, for approval by the EC.
 2. Decide whether to accept the Secretary-Treasurer's recommendations as to whether applicants meet the membership criteria, or pass them to the full EC for challenge or review
 3. Manage general communication with ICANN on matters outside the Policy Committee's responsibility.

4. Solicit nominations from Constituency Members and appropriate non-commercial experts and representatives to be elected by the EC to fill positions that open from time to time in the ICANN process.
 5. Establish ballots for voting, for review by the EC.
 6. Organize and chair Constituency meetings and teleconferences, oversee the timely publication of meeting notes, and act as a Constituency spokesperson on matters outside the Policy Committee's responsibility.
 7. Provide oversight of the Policy Committee's process and good communication with the constituency membership.
 8. Manage communication to the constituency announce list. The Chair may delegate this task to one of the Regional Representatives.
 9. Whenever EC votes are required by the charter but inaction by other members of the EC prevents tasks and duties required by the charter to be executed, the Chair is empowered to act to further the interests of the constituency. In the event of a tie vote on the EC, the Chair shall act as tiebreaker.
- D. The Regional Representatives shall be responsible for:
1. Recruiting new members from their regions
 2. Working with members from their region to help them understand the ICANN structure and participate in the Constituency and ICANN processes.
 3. Voting on the EC on the matters listed in section IV.F below. All EC votes called by the Chair must be responded to in ten days. Regional representatives who fail to vote within that time limit four times in a row are considered to have resigned their office as per VII.B.2 below
 4. Ensure that members from their region are made aware of and respond to calls for comments by members of the Policy Committee on [Working Group](#) and other Council and other ICANN policy development activities. Regional Representatives must provide a reply to all such requests from the Policy Committee.
- E. The Secretary-Treasurer
1. The EC shall elect a Secretary-Treasurer (ST) to assist in the management of the Constituency. The ST will be nominated to the EC by the Chair, with notification to the membership, and must be approved by a majority vote with at least three members voting. If three EC members fail to vote within two weeks of the nomination, the Chair shall appoint the ST.

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2. The ST shall process membership applications, research applicant organizations, and provide an initial recommendation to the Chairman regarding membership eligibility.
3. The ST shall be responsible for collecting dues and any other appropriate fees from members, depositing such fee, managing the Constituency's bookkeeping and accounting, and regularly reporting to the Chairman regarding finances and accounts.
4. The ST shall assist the Chairman as needed, including in the coordination of meetings and the timely publication of meeting notes.
5. The ST shall be a nonvoting member of the EC, and shall be expected to participate in all EC meetings.

F. The Executive Committee shall have the following duties:

1. Hold official meetings, either in person or by teleconference, at least four times a year.
2. Establish, revise and change procedural rules to help in the management and operation of the Constituency.
3. Approve all ballots for online elections
4. Review and approve by voting the budgets submitted by the Chairman.
5. Handle appeals of initial Membership decisions made by the ST, by majority vote, with at least four members voting.
6. Appoint the Constituency's representatives to the ICANN Nominating Committee by majority vote, with at least four members voting.
7. Appoint the Constituency's representatives to the Public Interest Registry Advisory Committee (.ORG) by majority vote, with at least four members voting
8. Fill temporary vacancies in the Chair position and oversee elections, as appropriate, for replacement of GNSO Council representatives, the Chair, or Regional Representatives for bad actions or nonparticipation.
9. *Appoint a delegate(s) to serve on the NCSG Executive Committee. Any NCSG Executive Committee delegates shall also serve in an ex-officio (nonvoting) capacity on the NCUC Policy Committee and NCUC Executive Committee.*

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V. **The Policy Committee**

- A. The Constituency shall have a Policy Committee (PC) which shall be responsible for determining and representing the positions of the

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Constituency on matters of domain name and ICANN policy and procedure to the Generic Names Supporting Organization of ICANN (the GNSO), the GNSO Council, and other ICANN policy committees, [working groups](#), advisory committees, and policy forums.

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B. The Policy Committee shall be co-chaired by the Constituency Representatives to the GNSO Council. GNSO Council Representatives:

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1. Shall be elected for two-year terms by the voting Members of the Constituency; [however, to preserve continuity on the Council, the NCSG may determine which terms shall terminate in an even- or odd-numbered year.](#)
2. [Shall be selected to ensure that the geographic diversity requirements specified by the NCSG are achieved.](#)
3. Shall not be on the Executive Committee
4. May not be from the same organization or different chapters of the same organization, and
5. Shall serve no more than two consecutive terms [subject to the provisions of ICANN Bylaws, Article X, Section 3.](#)

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C. The Policy Committee Co-Chairs shall

1. Attend and/or participate by telephone in GNSO Council Meetings, and participate in the online GNSO Council Discussions,
2. [To the extent the GNSO Council permits proxy votes, assign their vote by proxy to the other Constituency GNSO Council Representative for all calls and meetings for which he/she cannot be present, with or without specific voting instructions. If \[any\]\(#\) Constituency Council Representative cannot attend the meeting, the Representative may assign \[his/her\]\(#\) proxy with specific voting instructions to another Council member.](#)
3. As appropriate, volunteer to chair and/or serve on GNSO Council committees, task forces and other groups that are developing domain name policies of interest and concern to the Constituency.
4. As appropriate, work with Constituency Members to find appropriate and expert members of the Constituency and Noncommercial Community to serve on policy development activities initiated by ICANN's Board, President, or staff, and GNSO Council committees, [working groups](#) and [other groups](#) open to constituency participation.
5. Consult with the Constituency to develop policy positions. The Policy Committee may also start a working group and policy process at the request of a bone-fide member and with the agreement of the EC.

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- D. The Policy Committee Co-Chairs shall also work with the Chairman to help inform the Constituency, via listservs, announcement list, website and other appropriate communication media of:
1. Comment periods open to the public and of general interest to Constituency members.
 2. Comment periods open to the public on significant interest to Constituency members and in which Member comments might play a role in influencing policy and protecting noncommercial interests.
 3. Positions developed by the Policy Committee of the Constituency.
 4. Issues that are being or have been recently considered by the GNSO Council, and the positions taken by Constituency representatives on those issues. The Policy Committee shall send a report to the Constituency discuss list at least once every two months. The report should be prepared by both Policy Committee Co-chairs and can reflect points of agreement and disagreement; if one Policy Committee Co-chair fails to participate in a timely fashion the other Co-chair is authorized to prepare and send the report, but every effort should be made to represent the views of both Co- chairs in a fair and objective manner.
- E. Additionally, other individuals shall be invited to serve on the Constituency Policy Committee, including:
1. Members (or their Official Representatives) who are serving on GNSO [Working Groups](#), ICANN Advisory Committees, Presidential committees and other policy bodies (standing or ad hoc) within the ICANN process; and
 2. The Constituency Representative to PIR (.ORG).
 3. *Any NCUC delegates to the NCSG Executive Committee (in an ex officio capacity).*

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VI. Voting

- A. The Chairman shall be responsible for ballots, agendas, and meeting schedules.
1. Announcements to the Constituency regarding in-person meetings shall be distributed within 45 days of the meetings.
 2. Announcement to the Constituency regarding elections shall take place within 45 days of their commencement.
 3. Agendas shall be published within 14 days of the meeting.
 4. Calls shall be announced within 7 days of their scheduled time.
- B. Voting Members

1. The Chair shall publish on the web site a list of the Official representatives of each Member Organization in good standing 30 days prior to the election.
 2. Representatives may review the voting lists
 3. The following individuals are ineligible to serve as the Official Representative of their organization (for the purposes of voting):
 - i. An individual who holds the power to vote in another constituency or on the ICANN Board.
 - ii. An individual who holds any form of permanent or temporary paid position with ICANN, including independent contractors who have served ICANN in paid positions within the last six months. If such an individual is identified on the voting lists of the Constituency, then the Chair shall provide notice to the Member organization requesting a substitute official Representative. If such a substitute is not provided within 7 days of the election, the Member Organization will not be eligible to receive a ballot in that election.
- C. Large and small organizations
1. To foster full and fair representation of the both large and small organizations, as well as independent national chapters, the Constituency shall allow:
 2. Members in good standing with a current membership under 1000 people, or under 200 employees, shall be called "Small Organizations and shall have one vote.
 3. Members in good standing and with a current membership of 1000 or more people or employment of 200 or more employees shall have two votes. Such members shall be called "Large Organizations" and be assessed a higher dues fee by the Executive Committee.
 4. Organizations that qualify as Large Organizations but do not wish to pay the higher dues may join as Small Organizations and have one vote.
- D. Electing Representatives From Different Regions and Different Organizations
1. Where an election requires election of people from different regions and different organizations, the voting principle to determine election are as follows:
 - a. The person with the most votes wins.
 - b. The person with the second highest number of votes - from a different geographic region and different organization - wins the second slot.

- c. The person with the third highest number of votes - from a different geographic region and different organization from any of the other elected individuals - takes the next slot, and so on, until all open slots are filled.
- d. For the purposes of election, different chapters of the same organization, regardless of their voting status, are considered the same organization.
- E. The Executive Committee shall, as needed, determine further procedures for nomination and voting. Such procedures shall be provided to the Constituency on the website.
- F. Votes of member organizations shall be kept confidential. The EC may appoint a trusted Constituency member who is not a candidate, or an impartial nonmember ICANN or GNSO officer to audit the votes.
- G. Individual persons (“Individual Members”) that are Members in Good Standing of the Constituency are entitled to have one vote.

VII. Leaving Office

- A. An elected representative of the Executive Committee or Policy Committee may submit an email or notice of resignation to the Chair whenever circumstances call for such an action.
- B. In the event of resignation of the Chair, the Executive Committee shall within two weeks elect one of its members to serve as interim Chair. If the remaining term of the resigning Chair is greater than six (6) months, a new election shall be organized.
- C. An elected representative of the Executive Committee is deemed to resign his/her position when the said officer fails to vote in time in four (4) consecutive EC votes;
- D. An elected GNSO Council Representative is deemed to resign his/her position when the said representative does not attend and fails to proxy his/her vote to the other Council for three (3) consecutive meetings (in person or by phone)
- E. When EC members or Council Representatives are deemed to resign due to nonparticipation as per sections C and D above, the Chair may appoint a temporary replacement provided that NCSG regional geographic diversity requirements are maintained. If the remaining term of the resigning EC representative(s) is greater than six (6) months, a new election shall be organized.

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VIII. Changes to this Charter

- A. Changes to this charter may take place by vote of the Members. Changes may be proposed by the Executive Committee or by petition of the

Members. A petition of ten (10) percent of the then-current members shall be sufficient for putting a charter amendment on the ballot for consideration at the next regular election. Alternatively, the Executive Committee by majority vote may propose an amendment for consideration at the next regular election.

- B. Charter amendments shall be passed if at least two thirds of the votes cast in the election favor its adoption (provided 40% or more of the eligible Voters cast a ballot in the election).
- C. In the event that more than three chapters of the same organization in the same country join the constituency, and it appears to the Chair and/or EC that there is an organized effort by one group to control or dominate the Constituency, then the charter may be amended temporarily by a majority vote of the EC to limit, in a nondiscriminatory manner, the membership eligibility of chapters of the same organization. The amendment must be submitted to the membership for a vote at the next regularly scheduled annual election. Unlike other charter amendments, this one can pass with only a majority of those voting.

IX. Communications

- A. The Constituency shall maintain three email lists: a discussion list, an announce list, and an EC list. Only Official Representatives of Members shall be put on the announce list, and the announce list shall be used for voting purposes. Only Official Representatives and Additional Representatives of Member organizations shall have posting rights on the discuss list; participation on the discuss list shall be voluntary. The EC list is for official communications and deliberations among the Executive Committee.
- B. Archives of the discussion list should be available to the general public and accessible from the Constituency website. The EC list shall also be publicly archived.
- C. The Chair will oversee the publication of membership lists on the Constituency website. The Executive Committee, in its sole discretion, may decide whether such lists are available to the public or only to Members of the Constituency.
- D. Only Official Representatives listed on the Constituency website membership list will receive ballots and be allowed to vote in elections. Changes to such designated Official Representatives must be received by the Chair at least one week (7 days) prior to the distribution of ballots, and must conform to the voting requirements of the charter.
- E. The web site should provide a channel for nonmembers to make comments to the members and officers of the constituency.

X. Dues

- A. On an annual basis, the Chair will consult with the Executive Committee regarding the appropriate level for dues. Such dues will be set for large and small organizations by a 2/3 vote of the Executive Committee, together with appropriate procedures for waiver and reduction requests. The Chair shall be authorized to hear the waiver and reduction requests and made decisions. Appeals may be made to the Executive Committee may consider the waiver of dues.
- B. New members shall be asked to pay two years of dues upon their joining the Constituency, to reduce administrative costs. As a bootstrap, initial dues for a two-year membership period shall be set at US\$50 for small organizations and US\$ 100 for large organizations. This provision can be superseded by majority vote of the EC as per section A above. Altering membership dues does not constitute a charter revision as per Section VIII.
- C. Members that fail to pay dues and whose dues have not been waived by the EC will not be eligible to vote, nor have a Representative run for election to any office.
- D. Member organizations in countries with GDP per capita below US\$10,000 are eligible to apply to the EC for a waiver or reduction of the membership fee. Such applications must contain information about the budget of the organization.

XI. Transparency

- A. Where appropriate, feasible and not contrary to the best interests of the Constituency and its Members, the Constituency will strive to make its activities open to the public.
- B. The Constituency will also strive to open its in-person meetings to the public. However, in its sole discretion, the Executive Committee may choose by prior plan to close one or more parts of a Constituency meeting to public participation and observation if such involvement is inappropriate, not feasible or contrary to the best interests of the Constituency.
- C. The Chair may, its sole discretion, suspend any nonmember's access to NCUC Constituency meetings and deliberations for portions of, or for the entire duration of meetings and deliberations, if he/she feels that the presence is inappropriate, not feasible or contrary to the best interests of the Constituency. Any such action against a particular individual will be noted in the minutes or official record of the meeting or deliberations.