# **Bylaws of the Noncommercial Users Constituency**

(Version 5.0,Drafted 16 November 2016)

#### **I. Constitution**

A. The Noncommercial Users Constituency (NCUC) of the Internet Corporation for Assigned Names and Numbers (ICANN) Generic Name Supporting Organization (GNSO) is a constituency of the Non-Commercial Stakeholders Group (NCSG), which is established by Article 11, Sections 3 and 5 of the Bylaws of the Internet Corporation for Assigned Names and Numbers.

B. The purpose of the Noncommercial Users Constituency is to represent individuals and organizations using the DNS for noncommercial purposes. The primary concern of the Constituency is the protection of noncommercial communication online, which includes expression for political, personal, research, education, and recreational purposes. It gives a voice and representation in ICANN processes to non profit organizations that serve noncommercial interests, such as nonprofit education and philanthropic organizations, human rights and public interest policy advocacy, and families or individuals who register domain names for noncommercial personal use and are primarily concerned with the noncommercial, public interest aspects of domain name policy.

C. NCUC is accountable to its constituents and maintains such accountability through elections, term limits, consultation, transparency, review and redress mechanisms which are described in these bylaws and in its other procedural documents.

#### **II. Organization and Structure**

A. The Noncommercial Users’ Constituency shall consist of three distinct parts: the Membership, the Executive Committee and the Policy Committee.

B. The Membership shall consist of NCSG member organizations and individuals that meet the Membership criteria and complete the processes set out in Section 2.2 of the NCSG Charter, and choose the NCUC constituency. The Constituency Executive Committee reserves the right to review and approve NCSG members who decide to join NCUC .

C. The Executive Committee, directed by the Chair, shall be responsible for the administration of the Constituency, including arrangements for meetings, website communications, mailing lists, and teleconferences. Selection of the Executive Committee, and its powers and duties, are set out in Section IV, below.

D. The Policy Committee shall consist of the NCUC chair, elected GNSO Council Representatives who are also NCUC members, and any active NCUC member who volunteers for it. The EC shall appoint a chair of the NCUC Policy Committee. The Policy Committee’s selection processes and duties are set out in Section V, below.

#### **III. Membership**

A. Eligible organizations.

An Organization meeting the following criteria is eligible for membership in the Constituency :

1. The organization has been accepted for membership by the NCSG
2. The Organization is incorporated as a noncommercial entity (in countries that have such a provision in their commercial code) or, if unincorporated, or if operating in a country without provisions for noncommercial incorporation, that operates on a not‑for‑profit basis primarily for noncommercial purposes, and
3. Is the exclusive user of at least one domain name. This can be verified by: (1) the individual or organization being listed as the registrant and/or administrative contact in the WHOIS data of the domain name; (2) the name resolving to a website controlled by and representing the Member Organization; or (3) other indications that prove to the NCUC-EC that the prospective Member Organization is the primary user of a domain name, and
4. Is engaged in online activities that are primarily noncommercial, including, e.g., advocacy, educational, religious, human rights, charitable, scientific and artistic, and
5. In the case of a membership-based organization, the organization should not only be noncommercial itself, but should have a primarily noncommercial focus, and the membership should also be primarily composed of noncommercial members. (E.g., a chamber of commerce, though it may be a noncommercial organization itself, and might even have some noncommercial members, is primarily composed of commercial organizations and has a commercial focus and would not be eligible for membership.)

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 that advocate for the benefit of commercial entities (even if they are non‑profit in form);
3. Organizations that are represented in ICANN through another Supporting Organization specified in the ICANN Bylaws or GNSO Stakeholder Group;
4. Organizations that provide services under contract or MoU with ICANN within the past 6 months;
5. Government organizations or government run organizations
6. Intergovernmental organizations fully or partially composed of nation states.

C. A member of the NCSG shall take the following steps to notify the Constituency of their desire to join:

1. Upon or after joining NCSG, they designate NCUC as a choice of constituency.
2. Notify the Chair via email.
3. Designate their Official Representative (see para D) and any Additional Representatives to the Constituency.
4. Membership shall become complete upon notification of acceptance by the Constituency Chair or his/her agent.

D. Each organizational Member, in its application, shall appoint an individual to serve as the Official Representative to the Constituency. This representative 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. Representatives should be verified by the NCSG, but NCUC EC may also make inquiries to the Member Organization to verify their selection if necessary. A disclosure statement should be provided by the Organization in accordance to paragraph III(G) of these bylaws.Members can change the designated Official Representative in two ways:

1. The Chief Executive or Executive Director of the Member Organization can notify in writing the NCUC EC of the change or

2. The existing Official Representative can resign and submit to the NCUC EC in writing the name of the new Official Representative. The newly designated Official Representative must be delegated authority to represent the Member Organization as described above. If an Official Representative holds an elected office in the NCUC and is subsequently replaced, the elected office will be vacant and subject to filling by the NCUC EC according to the procedures generally applicable for filling a vacancy in that position.

F. 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 mailing list, discussions and meetings.In case of resignation of the Official Representative and if no new Official Representative is submitted by them, the Additional Representative automatically becomes the respresentative of the organization at NCUC. The Executive Committee shall, at its discretion, determine limits to the total number of Additional Representatives that an organization may appoint (provided the limit shall apply to all Constituency Members equally).

G. The Executive Committee shall create procedural rules for existing members to maintain their membership eligibility and to review and, when justified, expel members whose status has changed in ways that no longer make them eligible for membership.

H. Eligible Individuals. Natural persons who are active individual members of the NCSG as defined by NCSG bylaws and who meet the following criteria are eligible for membership in the Constituency as an “Individual Member.” Natural persons who agree to advocate for noncommercial interests and who fall within one of the following three categories are eligible to join:

1. An individual Internet user who has registered domain name(s) for personal, family or other noncommercial use, is concerned with the noncommercial aspects of domain name policy, and is not represented in ICANN through membership, personally or by his or her employer, through membership in another Supporting Organisation or GNSO Stakeholder Group.Representatives of GAC, or those working for a state supported TLD registry operator cannot join NCUC as individual members. Those employed in government departments and intergovernmental organizations not involved directly in ICANN related work may be eligible to join at NCUC EC discretion. Individuals should provide a disclosure statement in accordance with paragraph III(G) with their application. Failure to do so at the time of application could be made ground for an ineligibility by the EC later.
2. An individual Internet user who is primarily concerned with the noncommercial aspects of domain name policy, and is not represented in ICANN personally or by his or her employer through membership in another Supporting Organisation or GNSO Stakeholder Group
3. An Individual who is employed by or a member of a non-member noncommercial organization (universities, colleges, large NGOs) can join NCSG in his or her individual capacity if their organization has not already joined the NCSG. The Executive Committee shall, at its discretion, determine limits to the total number of Individual members who can join from any single organization (provided the limit shall apply to all Organizations, of the same size category, equally).

I. 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 proposals for policy development or public comment within the constituency and obtain expressions of support for it on the public discuss list.
3. Be given timely notice of all positions 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.
5. Propose bylaw amendments. A petition of five (5) percent of the active members shall be sufficient for putting a bylaw amendment on the ballot for consideration at the next regular election.

G. A disclosure statement should be provided by an individual or an organization who is receiving individual or group research grant, funding and consulting fee, within noncommercial organizations (universities, colleges, large NGOs or other entities) from ICANN, another Supporting Organization or GNSO Stakeholder Group, governments, or commercial entities involved in ICANN related activities. This should be done in a form and manner prescribed by the Executive Committee (EC), which will be published on the NCUC website. These disclosure notifications will be kept confidential by the EC.The list should be updated periodically and old disclosures removed. The EC will follow-up on any disclosures they believe needs further consideration. Failure to disclose financial support in a timely manner will result in reconsideration of membership.

#### **IV. Executive Committee**

A. The Constituency shall have an Executive Committee (EC).

B. The EC shall consist of the Chair, a Vice Chair, a Treasurer and Regional Representatives (one for each of the geographic regions recognized by ICANN). If the Chair of the NCSG is an NCUC member, at the EC discretion, s/he can serve in an observer capacity on the NCUC Executive Committee.

C. The Chair is elected by the membership and is responsible for the overall administration of the Constituency. Specific duties include: Oversee establishing and managing the email lists required by the charter, arranging meetings and their facilities, establishing and managing the Constituency website, and overseeing membership recruitment, processing and retention. The Chair shall also:

1. Prepare budget requests, as necessary, for approval by the EC.
2. Manage general communication with ICANN on matters outside the Policy Committee’s responsibility.
3. Issue announcements to the Constituency regarding in-person meetings and publish agendas within 15 days of the meetings.
4. Issue announcement for calls within 7 days of their scheduled time.
5. Solicit nominations from Constituency Members and representatives to be elected by the EC to fill positions that open from time to time in the ICANN process.
6. Establish ballots for voting, for review by the EC.
7. 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.
8. Provide oversight of the Policy Committee’s process and good communication with the constituency membership.
9. Manage communication to the constituency announce list. The Chair may delegate this task to one of the Regional Representatives.
10. Whenever EC votes are required by the bylaws but inaction by other members of the EC prevents tasks and duties required by the bylaws 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. Regional EC Representatives:

1. Shall be elected on an annual basis by Constituency members in an online vote.
2. Shall each serve no more than three consecutive terms on the EC. There must be at least one annual term before former EC members who have served three consecutive terms are eligible to run again.
3. Shall consist only of individual members or individuals designated by Members as their Official Representative to the Constituency.
4. No two EC members may be the employees of the same organization, or be representatives of different national chapters of the same organization.This clause does not apply to Members of the same organization with non-primary, non-paid affiliation.

E. Responsibilities of the Regional Representatives:

1. Recruiting new members from their regions and periodically report to them.
2. Working with new and current 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 within seven days. Regional representatives who fail to vote within that time limit three times in a row are considered to have resigned their office as per VII.B.2 below
4. Attend EC meetings. Regional representatives who fail to attend more than three meetings in a row are considered to have resigned their office as per VII.B.2 below. If they send apologies for their absence, after three times, they will be treated as per E.6 below
5. 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
6. If an EC member consistently fails to meet her/his responsibilities, the other EC members shall notify the person in question and discuss how to rectify the situation. If no performance improves to satisfactory levels within 3 months, the other EC members may, on a unanimous vote, remove the member from office and appoint an interim replacement who will serve until the next election cycle.

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. Each elected Executive Committee no later than 6 months after taking the office is required to start reviewing the procedural rules that need to be established and revised.
3. Approve all ballots for online elections
4. Review and approve by voting the budgets and expenditures submitted by the Chair.
5. Appoint the Constituency representatives to the ICANN Nominating Committee by majority vote, with at least four members voting.
6. Appoint Constituency representative to the Public Interest Registry Advisory Council (.ORG) by majority vote, with at least four members voting
7. Appoint representatives to fill any position in the NCSG, GNSO or ICANN that requires Constituency representation by majority vote, with at least four members voting
8. Fill temporary vacancies, per section VII, in the Chair position and oversee elections, as appropriate, for the Chair, or Regional EC 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.
10. Appoint the chair of the NCUC Policy Committee.

G. Challenging The EC Decisions

Any decision of the NCUC EC regarding removal of an officer; or removal of a member because of an eligibility change; or approval a ballot, can be appealed by requesting a full vote of the NCUC membership. The appeal shall be preceded by a request for review:

1. Request for Review

The request for review shall be submitted to the NCUC Executive Committee by at least 15 NCUC members, with organizational and individual members counted as one unit. NCUC EC must take this request under consideration and respond within 10 days.

If, after consideration of any documentation and reasoning provided by those making the appeal, the NCUC EC does not reverse its decision, the NCUC EC and those making the request for review should attempt to negotiate a mutually agreeable solution within 10 days.

2. Appeal

The appeal against the NCUC Executive Committee decision shall be launched if the NCUC EC and those making the request for review cannot reach a mutually acceptable agreement on the decision within 30 days. In this case, those making the request shall start the process of the appeal in the following 10 days.

If appeal is launched, a vote of the NCUC membership will be scheduled no later than 60 days after the appeal, unless there is a general election scheduled no more than 90 days from the day when the appeal process started . In this case, the voting can take place at the next general election.

3. Approval of the appeal

For this type of appeal to succeed 60% of all of the active NCUC members must approve of the appeal in a full membership vote as defined in Section VI. In the case of approval of the appeal, the NCUC EC must reverse the challenged decision within 7 days after the vote. If the reversal decision requires any execution, NCUC EC shall take all the necessary efforts to execute the reversal within 7 days.

4. Execution of the challenged decision

The decision that is challenged under this section shall not be executed until the review or appeal process is finalized unless the circumstances require immediate execution of the decision.

H. The Treasurer

1. The EC shall elect a Treasurer to assist in the management of the Constituency. The Treasurer 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 Treasurer.
2. The Treasurer shall be responsible for depositing any contributions, managing the Constituency bookkeeping and accounting, and regularly reporting to the EC regarding finances and accounts.
3. If the Treasurer is not an EC member, he or she shall be a nonvoting member of the EC, and shall be expected to participate in all EC meetings.

I. The Vice Chair

1. A member of the EC may be designated as Vice Chair by a majority vote of the EC
2. The Vice chair will take over the duties of the Chair when:

a. The Chair delegates those responsibilities to him or her for a temporary period

b. The Chair is incapacitated or unaccountably absent for 30 days or more

c. The Chair resigns before the term is finished

#### **V. The Policy Committee**

A. The Constituency shall have a Policy Committee (PC). The PC shall have a Chair and a Vice Chair. The Chair of the Policy Committee shall be responsible for facilitating the formulation of Constituency positions on public comment requests, on matters of domain name policy and on ICANN corporate governance, and providing them in a timely manner to the Generic Names Supporting Organization (GNSO) of ICANN, the GNSO Council, and any other ICANN committees and working groups.

B. The chair and the vice chair of the Policy Committee shall be appointed by the members of PC and shall also serve on the NCSG Policy Committee. The PC shall include the NCUC chair, any elected NCUC GNSO Council Representatives who are also NCUC members and any NCUC member who volunteers, but will not exceed 10 members in size.

C. The Executive Committee appoints the NCUC members of the Policy Committee.

D. If the PC member appointed by the Executive Committee as a volunteer fails to perform his or her duties defined in Section V (A), the Executive Committee can take a decision to remove the member and perform a re-appointment. Before the decision on removal is taken, the Executive Committee must notify the person in question under the same procedure as outlined in the section IV (E) 6.

E. The Policy Committee Chair shall

1. Attend and/or participate remotely in NCSG Policy Committee Meetings
2. Organize regular meetings of the Committee at face-to-face ICANN meetings and through teleconference
3. Work with Constituency Members to find appropriate and expert members of the broader noncommercial community to serve on policy development activities initiated by ICANN’s Board, President, or staff; GNSO Council committees or working groups; and any other groups open to constituency participation.
4. Consult with the Constituency to develop policy positions. The Policy Committee may also start a NCUC working group and policy process on its own initiative or the request of a bona fide member. Initiation of such working groups and policy processes should be with the agreement of the EC.

F. The Policy Committee Chair shall also work with the Chair to help inform the Constituency, via mailing lists, 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 matters of 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.

G. Additionally, other individuals shall be invited to participate in the deliberations of 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. Any NCUC delegates to the NCSG Policy Committee (in an *ex officio* capacity).

#### **VI. Voting**

A. The Chair shall be responsible for ballots, agendas, and meeting schedules. if the Chair is a candidate in the election, the the Executive Committee may appoint if deemed necessary a replacement in charge of ballots, agendas, and meeting schedules within the Executive Committee members.

1. Announcement to the Constituency regarding elections shall take place within 30 days of their commencement.
2. The chair shall publish the nomination, campaigning and election schedule to the EC for approval. The Chair shall submit the ballot to be used in the election to the EC for review and approval.

B. Voting Members

1. The Chair shall publish on the website a list of the Official representatives of each active Member Organization and a list of active, eligible individual members in 30 days prior to the election.
2. Members (individual members and organizational members 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):
	1. An individual who holds the power to vote in another constituency, stakeholder or on ICANN Board, except those in NCSG.
	2. 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.

4. The check-in process: Before each annual election, the NCUC Chair shall send an email to all members, active or suspended, asking them to update their contact information before election. If NCSG has carried out the check- in prior to the NCUC elections, the process may not be repeated. Those who are listed as inactive by NCSG, will be recognized as inactive by NCUC. If the check in takes place by NCUC and no response is received by the requested deadline, an attempt will be made to reach the member by other means, e.g. telephone calls or requests through other contacts. If, after reasonable attempts fail to reach a member or its representative and confirmation of contact information cannot be completed, that member will be moved to an inactive members list and an announcement will be made on the public discussion list. Once on the inactive members list, the inactive member will not be included in the membership count required to establish election results. An inactive member can be removed from the inactive members list by updating its contact information. An inactive member can remain on the inactive list indefinitely.

5. Members who respond to the NCUC Check-in process are deemed as active members.

C. Voting Weights

1. To foster full and fair representation of both large and small organizations, as well as independent national chapters, the Constituency shall allow:
2. Active organizations that have more than 50 employees, or are membership organizations with more than 500 individual members, shall be classified as “large organizations” and shall have 4 votes.
3. Organizations that are composed of 10 or more organizational members that qualify as “large” criterion (2) shall be classified as “large organizations” and shall have 4 votes.
4. Organizations that do not qualify as large organizations shall be classified as “small organizations” and shall have 2 votes.
5. Active eligible Individual persons who are members shall have 1 vote.

D. The Executive Committee shall, as needed, determine further procedures for nomination and voting. Such procedures shall be provided to the Constituency on the website.

E. Votes of members 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.

#### **VII. Leaving Office**

A. An elected officer or appointed committee member of the NCUC 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 Vice Chair shall finish the term of the original chair.

C. Elected or appointed officers and representatives of the Constituency can be removed for nonparticipation according to operating rules as defined by EC operating rules;

D. When EC or any other NCUC committee etc. members are deemed to resign due to nonparticipation as per section C above, the Chair, after consulting with members from the affected region, may appoint a temporary replacement to finish the remaining term of the resigning EC representative.

E. The standards for performing the duties for NCUC leadership positions include impartiality, accountability and avoidance of conflicts of interest. NCUC officers are expected to be fair and responsible stewards of the NCUC’s activities. The Chair in particular is expected to look after the general interests of the NCUC and to be responsive to all members and officers in their requests for information. Term limits and regular elections, as well as removal procedures for corrupt officers or officers who fail to perform their responsibilities, as defined in the section IV (E) of the Bylaws,are intended to keep officers accountable and responsive. The NCUC Executive Committee shall draft detailed procedural rules for removal of officers.

#### **VIII. NCUC Participation in ICANN Empowered Community**

1. Any Member of the Constituency may request materials included per section 22.7 of the ICANN Bylaws, Inspection of ICANN’s accounting books and records, by making such a request to any member of the Executive Committee. Such request shall include, minimally, 1. Name and contact information of requestor, 2. specific information for which access is requested and 3. confirmation that such request is for a purpose permitted per section 22.7 (a) of the ICANN Bylaws. The Executive Committee shall act on any such request within 30 days of its transmittal to the entire Executive Committee. If approved by a majority vote of the the Executive Committee, the Chair shall without delay submit the request to the GNSO Representative to the Empowered Community requesting that the request be submitted to the Secretary of ICANN for action. If the Executive Committee declines to approve such a request a reason for said action must be provided to the Member at the time the Member’s request is rejected.
2. Requests for Reconsideration, per section 4.2 of the ICANN Bylaws, may be initiated by a majority vote of either the Executive Committee or of the Policy Committee. Upon being notified of such a vote by either Committee, the Executive Committee Chair shall take appropriate action to file such Request directly with the Board Governance Committee or, if so requested by the initiating Committee, to follow any and all procedures established by the GNSO that would cause said Request to be filed as a Community Reconsideration Request, per Annex D, section 4.3, of the ICANN Bylaws.
3. The Executive Committee, by majority vote, may initiate a petition to commence proceedings under the Independent Review Process, per section 4.3 of the ICANN Bylaws. This shall include approval by majority vote of the Executive Committee for participation in any and all conditions precedent for participating in an Independent Review Process proceeding, including the petitioning for commencement of a Cooperative Engagement Process (CEP) action. Upon notification of an Executive Committee vote initiating action related to or for a direct petition for an Independent Review Process proceeding, the Chair shall: 1) file said petition directly with the IRP provider, and/or 2) take any action necessary and as directed by the Executive Committee, including filing for a Cooperative Engagement Process proceeding or engaging representation for the Constituency, to commence the IRP action. If the Executive Committee intends its petition to be a Community Independent Review Process action, per Annex D, section 4.2 of the ICANN Bylaws, it shall indicate same when approving the petition. Upon such action, the Chair shall follow any and all procedures established by the GNSO that would cause said IRP petition to be filed as such. In such instance the Chair shall coordinate all Constituency participation in the required Mediation process, per section 4.7 of the ICANN Bylaws, and any subsequent processes related to the IRP requiring Constituency representation.
4. Except as otherwise provided in these Bylaws, the Executive Committee shall be the representative voice for the NCUC for all matters involving the ICANN Empowered Community (Article 6 of ICANN’s Bylaws). Decisions on matters involving the Empowered Community shall be by majority vote of the Executive Committee. The Chair shall act as the NCUC representative to any forum or committees that result from the NCUC’s role in the Empowered Community, unless otherwise provided for by the Executive Committee by majority vote

#### **IX. Changes to These Bylaws**

A. Changes to these bylaws 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 five (5) percent of the then-current active members shall be sufficient for putting a bylaws 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 individuals and organizational members cast a ballot in the election).

C. In the event that it appears to the Chair and the EC that there is an organized effort by one organization 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 different chapters of, or individuals affiliated with, 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.

#### **X. Communications**

A. The Constituency shall maintain various mailing lists as it deems necessary. The four main mailing lists to maintain are: an email discussion list, the official voting list, an Executive Committee email list and a Policy Committee email list. Only Official Representatives of Members and individual members shall be put on the official voting list, which shall be used for voting and membership check-in purposes. Only Members shall have posting rights on the discuss list; participation in the discuss list shall be voluntary. The EC list is for official communications and deliberations among the Executive Committee. Posting to the EC list is restricted to EC members. The Policy Committee email list is open to official Policy Committee members and observers.

B. Archives of all NCUC-managed lists 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. NCUC is required to publish the list of current Members of the Constituency.

D. The ballots for individual members will be sent to the members’ email addresses listed on their membership application.

E. For organizational members, 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.

F. The Chair and EC should provide a channel for nonmembers to make comments to the members and officers of the constituency.

#### **XI. Dues**

A. Currently membership dues are set at 0 US Dollars for all membership categories. Dues are set by 2/3 majority vote of the Executive Committee. On an annual basis, the Chair will consult with the Executive Committee regarding the appropriate level for dues. Such dues will be set for individuals and 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 make decisions. Appeals may be made to the Executive Committee may consider the waiver of dues.

B. Altering membership dues does not constitute a charter revision as per Section IX.

C. If dues exist, Members that fail to pay dues and whose dues have not been waived by the EC will not be eligible to vote, nor run for election to any office.

D. Member organizations in countries with GDP per capita below US dollars 10,000 are eligible to apply to the EC for a waiver or reduction of the membership fee. The EC will manage the details of the application process, which may require information about the organization applying such as budget information.

E. Individual members can request fee waiver under certain circumstances. EC will define these circumstances and implement the procedure for fee waiver.

#### **XII. Transparency**

A. Where , 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, at 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 not feasible, or contrary to the best interests of the Constituency.

C. The Chair may, in 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.