

NEWNOG, INC.

Organizational Consent by Incorporator

The undersigned, being incorporator of NewNOG, Inc., a corporation duly organized and existing under General Corporation Law of the State of Delaware (the "Corporation"), by signature below, does hereby consent that the following actions be taken in the name of the Corporation pursuant to Section 106 of the General Corporation Law of the State of Delaware, with such actions to be effective as of the date hereof:

RESOLVED: That the individuals listed on EXHIBIT A shall be appointed as the directors of the Corporation, to serve in accordance with the By-Laws thereof.

RESOLVED: That By-Laws for the regulation of the affairs of the Corporation, in the form attached hereto in EXHIBIT B, be and they hereby are adopted as the By-Laws of the Corporation and ordered placed in the minute book immediately following this document, to be made a part of the permanent records of the Corporation.

RESOLVED: That the individuals listed on EXHIBIT C shall be appointed as the officers of the Corporation, to serve at the pleasure of the Board of Directors and until their successors are duly appointed and qualified.

RESOLVED: That the Chair and Treasurer of the Corporation be and they hereby are authorized to open a bank account in the name of the Corporation.

RESOLVED: That the Chair and Treasurer be and they hereby are authorized to pay all fees and expenses incident to and necessary for the organization of the Corporation.

RESOLVED: That the proper officers of the Corporation are, and each of them severally hereby is empowered, authorized and directed to take such actions as any of them may deem necessary or convenient to carry out the intent of the foregoing resolutions in accordance therewith.

RESOLVED: That any and all actions heretofore or hereafter taken by the incorporator, and his designees, and any other officer or officers of the Corporation within the meaning of any of the foregoing resolutions be, and hereby are, ratified and confirmed as the acts and deeds of the Corporation.

Executed this __11__ day of May 2010 the incorporator of NewNOG, Inc.

Thomas Daly, Incorporator

EXHIBIT A

Directors

Steven M. Feldman
4257 Lilac Ridge Rd.
San Ramon, CA 94582
925-452-7632

Patrick Gilmore
307 Thacher St
Milton MA 02186
617-230-4598

Sylvie LaPerriere
544 Oak Avenue
Saint-Lambert, Quebec
Canada J4P 2R4
450-465-6221

Joseph Provo
2 High Ridge Rd.
Southborough, MA 01772
508-735-4613

Robert Erik Seastrom
20280 River Ridge Terrace #202
Ashburn, VA 20147
703-622-0001

Duane Wessels
2512 Itani Dr
Moscow, ID 83843
208-882-2047

EXHIBIT B

By-Laws

The By-Laws of

NEWNOG, INC.

a Delaware nonprofit corporation

Adopted by its Incorporator as of May _11_, 2010

Article 1: Preamble

NewNOG, Inc. (hereinafter referred to as "NewNOG") exists to promote dialog between people concerning the creation, maintenance and operation of Internet Protocol networks. NewNOG is not itself a network operator—rather, it is a facilitator of discussion, learning, and technical communication between networking professionals. NewNOG provides a forum where people from the network research community, the network operator community and the network vendor community can come together to identify and solve the problems that arise in operating and growing the Internet.

These bylaws are intended as an interim set of rules to govern the initial phases of NewNOG. As the corporation develops and takes on its mission, a permanent set of bylaws must be developed and agreed to by the community.

Article 2: Name

The name of this corporation is the NewNOG, Inc.

Article 3: Mission

The purpose of NewNOG is to provide forums in the North American region for education and the sharing of knowledge for the Internet operations community.

NewNOG is a venue in which technical matters pertaining to network operations and network technology deployment in Internet providers may be discussed among experts. Such discussions have in the past focused on, but are certainly not limited to, experiences with new protocols and backbone technologies, implications of routing policies on the Internet as a whole, measurement techniques and measurements of Internet health and performance, areas in which inter-provider cooperation can be mutually beneficial (such as NOC coordination or security incident response), and maintaining a competitive and level business environment.

NewNOG serves as a bridge between the technical staff of leading Internet providers close to network operations, technical communities such as standards bodies, and the academic community. NewNOG has consistently worked to maintain a high level of technical content in meetings and all related activities. In striving to achieve these goals, all tutorials and presentations, including BOF presentations, are reviewed in advance and are limited to those entirely of a general technical nature, explicitly prohibiting material that relates to any specific

product or service offerings. For similar reasons, equipment exhibits are limited to specified special events at each meeting.

Notwithstanding any other provision of these Bylaws, NewNOG shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future United States Internal Revenue Code).

Article 4: Offices

NewNOG shall maintain an office in a place determined by the Board.

Article 5: Membership

Any individual may become a member of NewNOG by completing an application and payment of dues as set by the Board of Directors. Memberships will be renewable annually, expiring on the 31st of December of each year.

The Board, by a majority vote, may suspend or expel a member for cause. A membership may also be suspended or terminated by a majority vote of those present at any organizational meeting if a member becomes ineligible for membership or is in default in the payment of any dues or assessments. Upon written request, the Board may reinstate such former member to membership upon such terms as the Board may deem appropriate.

Article 6: Prohibited Activities

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

Article 7: Non-Discrimination Policy

All individuals associated with the Entity shall recognize their responsibility to respect the legal rights of human dignity of others without regard to race, sex, religion, sexual orientation, socioeconomic status or age and shall uphold the guidelines, policies and procedures as set forth in the organization's By-Laws in compliance with Title VII, Civil Rights Act of 1964, amended by the Equal Employment Act of 1972, no individual will be denied the right to apply or be employed by the Entity due to race or national origin, gender, religion, age, sexual orientation or

disability. In addition, no individual shall be excluded from participation in, be denied the benefits of, or be subjected to discrimination under any educational program or activity conducted by the Entity.

Article 8: Board of Directors

8.1 General Powers

The property, affairs and business of NewNOG shall be managed and controlled by its Board of Directors. The Board of Directors may, by general resolution, delegate to officers of NewNOG and to committees, such powers as provided for in these Bylaws.

8.2 Number

There shall be no fewer than six (6) and no more than nine (9) voting members of the Board of Directors.

8.3 Term of Office

The term of office for all elected Directors shall be two (2) years. No Director may serve more than two consecutive terms. After two consecutive terms, a Director may be re-elected to a Director position after a one-year absence.

8.4 Selection

The Board of Directors shall be elected by an open nomination and election process from among the NewNOG membership.

8.4.1 Initial Selection

The initial Board of Directors will be appointed by the incorporator of NewNOG.

8.5 Meetings and Quorum

The Board of Directors will meet in person at every NewNOG conference, and may meet via teleconference on a more regular basis.

No action may be taken by the Board of Directors unless at least four members of the Board are present. Unless otherwise specified in these Bylaws, those items on which the Board of Directors votes will be decided by absolute majority.

8.6 Vacancies

If a Director resigns or a Director seat otherwise becomes vacant more than two months before the next election, the remaining members of the Board of Directors will appoint a replacement to serve until the next election, at which point if there is any additional time remaining in the term a

member will be elected to fill the vacancy. If a vacancy occurs less than two months before an election, the seat will remain vacant until the election.

For every two vacancies on the committee, the quorum requirement will be reduced by one.

8.7 Removal of Directors

An elected Director who misses three or more meetings in a row and who does not attend any Board of Directors meetings for three months may be removed. A Director who meets these conditions may be removed if at least four of the elected members of the Board of Directors vote to remove the person. If multiple Directors qualify for removal, the removal may take place if supported by all but one of the Directors not meeting these removal criteria.

Article 9: Officers

The officers of the corporation shall consist of a Chairman of the Board, a Vice-Chairman of the Board, a Secretary, a Treasurer, and an Executive Director. The Board of Directors shall select all officers. No individual may hold more than one officer position simultaneously. Officers not currently serving as voting Directors shall be non-voting ex-officio members of the Board of Directors.

9.1 Chairman of the Board

The Board of Directors shall select one of its members as Chair. The Chairman shall preside at all meetings, and, with the advice and counsel of the Executive Director shall oversee the implementation of the policies and directives of the Board of Directors.

9.2 Vice Chairman of the Board

The Board of Directors shall select one of its members as Vice Chair. The Vice Chair shall act as Chair in the absence of the Chair and when so acting shall have the power and authority of the Chair.

9.3 Secretary

The Secretary shall be responsible for the keeping and reporting of adequate records of all transactions and of all minutes of all meetings of the Board of Directors.

9.4 Treasurer

The Treasurer shall be responsible for the finances of the corporation and its fiscal records, and shall supervise any fiscal agent. The Treasurer shall report to the Board at least once annually and more frequently upon request.

9.5 Executive Director

The Board of Directors may employ an individual or enter into a contract with an association, individual or company to obtain the services of an Executive Director.

The Executive Director shall have day-to-day responsibilities for NewNOG, including carrying out its goals and policies. The executive director shall attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board may designate other duties as necessary.

Article 10: Committees

By a majority vote, the Board of Directors may from time to time create or terminate standing and ad hoc committees; determine the names of such committees and the qualification of the members of such committees; delegate the powers and duties of the Board of Directors to such other committees, and/ or to members of the staff, and, to such extent, may otherwise determine such powers and duties. The Board of Directors may elect the members of such committees or may authorize the Chair and/or any other officer or officers to select the members of any such committee.

The Standing Committees shall include, but not be limited to, a Program Committee, a Communications Committee, a Marketing Committee, and a Finance Committee, and a Bylaws Committee. The chair of each Standing Committee shall be invited to serve as a non-voting ex-officio member of the Board of Directors.

10.1 Program Committee

The Program Committee is responsible for motivating/soliciting people to submit interesting talks, selecting the submissions which seem most appropriate (with some attention to presentation skills), and following up with speakers after acceptances to ensure that presentations are completed in time, with ample warning of potential problems with the presentation.

10.2 Communications Committee

The Communications Committee is responsible for community mailing lists, web site, and other forms of electronic communication among the NewNOG community as agreed with the Board of Directors.

10.3 Marketing Committee

The Marketing Committee is responsible for determination and implementation of revenue and fundraising opportunities for the corporation.

10.4 Finance Committee

The Finance Committee is responsible for oversight of the corporations' finances.

10.5 Bylaws Committee

The Bylaws Committee is responsible for verifying that the Bylaws serve the needs and goals of the Corporation, and for suggesting amendments to be voted upon.

In addition, the Bylaws Committee shall review the current set of Bylaws and the NANOG Charter (<http://www.nanog.org/governance/charter/>) and propose a new set of Bylaws to be voted upon by the Corporation's membership at the first annual election.

Article 11. Amendments of Bylaws

11.1 Amendments by Members

Amendments to these Bylaws may be enacted by a majority vote of members during an annual election. An amendment may be put on the ballot by the Board of Directors, the Bylaws Committee, or by a petition signed by at least 30 members, or 1% of members, whichever is greater.

11.2 Amendments by the Directors

Prior to the first biennial election of the Board of Directors, amendments to these Bylaws may be enacted by a 2/3 majority vote of the Board of Directors.

Article 12. Limitation of Personal Liability

12.1 Liability to NewNOG

No incorporator, director or officer of NewNOG shall be personally liable to NewNOG for monetary damages for breach of fiduciary duty as a director, and officer, or both, except with respect to: (a) breach of the director's or officer's duty of loyalty to NewNOG; (b) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law and (c) any transaction from which the director, officer or both derived improper personal benefit.

12.2 Liability to Third Parties

Additionally, the incorporator, directors and officers of NewNOG shall not be personally liable for any debt, liability or obligation of NewNOG. All persons, corporations or other entities extending credit to, contracting with, or having any claim against NewNOG may look only to the funds and property of NewNOG for the payment of any debt, damages, judgment or decree or of any money that may otherwise become due or payable to them from NewNOG.

Article 13 Pecuniary Benefit/Conflict of Interest

13.1 Pecuniary Benefit

NewNOG shall not engage in pecuniary benefit transactions, including, but not necessarily limited to, transactions between NewNOG and another party in which a Director or officer has a financial interest, direct or indirect, subject to certain reasonable exceptions which may be provided by statute.

13.2 Conflict of Interest

Directors and Officers shall disclose to the entire Board any involvement or affiliation with any organization or association, prior to any discussions by the Board that implicate or relate to the organization with which they are involved or affiliated. Directors and Officers shall refrain from participating in any decision of the Board of Directors or Officers involving an organization with which they have an affiliation if a reasonable person would conclude that the affiliation could interfere with the Director's or Officer's exercise of independent judgment.

Article 14 Dissolution Provision.

Upon the dissolution of NewNOG, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Entity, dispose of all the assets of the Entity exclusively for the purposes of the Entity in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by appropriate judicial or executive authority in conformance with applicable law.

EXHIBIT C

Officers

Chair:	Steven M. Feldman
Vice Chair:	Joseph Provo
Secretary:	Sylvie LaPerriere
Treasurer:	Duane Wessels