

CHANGE section 4.1 to read:

4.6 General Powers

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

CHANGE section 4.2 to read:

4.6 Number

There shall be seven voting members of the Board of Directors, six of whom will be elected and one of whom will be the Executive Director

CHANGE section 4.3 to read:

4.6 Term of Office

The term of office for all elected Directors shall be three years. Terms shall be staggered such that two terms expire each year.

CHANGE section 4.3.1 to read:

4.3.1 A Director may serve no more than a total of six years consecutively. Appointments under section 4.6 shall not count toward this limit. After reaching this limit, a Director may be reelected or appointed to a Director position after a one-year absence.

DELETE section 4.3.2

4.3.2 Interim Procedure for Term Length Change

Notwithstanding any other provision in section 4.3, the following procedures shall be used for the 2014 and 2015 elections to facilitate the change in term length: In 2014, with three regular open positions, one candidate shall be elected to a three-year term, and two candidates shall be elected to two-year terms.

In 2015, with three regular open positions, two candidates shall be elected to three-year terms, and one candidate shall be elected to a two-year term.

The procedure specified in section 10.3.3 shall be used to assign successful candidates to these open terms.

CHANGE section 4.4 to read:

4.4 Selection

The Board of Directors shall be elected by an open nomination and election process from among the NANOG membership, as described in Article 10. All candidates must be "Members in Good Standing" of NANOG under section 6.1.

CHANGE section 4.5 to read:

4.5 Meetings and Quorum

The Board of Directors will meet in person at every NANOG conference, and may meet in person or via teleconference on a more regular basis. All in person meetings must be announced by the Chair at least 30 days in advance. All teleconferences must be announced by the Chair at least seven days in advance. No action may be taken by the Board of

Directors unless at least four voting members of the Board of Directors are present. Unless otherwise specified in these Bylaws, those items on which the Board of Directors votes will be decided by absolute majority. No procedural change may be enacted without agreement of five members of the Board of Directors.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all voting members consent in writing to such action. Such action shall be evidenced by written consent from each voting member approving the lack of a meeting.

CHANGE section 4.6 to read:

4.6 Vacancies

A vacancy on the Board of Directors will exist upon the occurrence of any of the following: (a) a Director's death, incapacity, or resignation; (b) removal under section 4.7; or (c) the declaration by the Board of Directors of a vacancy in the office of a Director who (i) has missed three or more consecutive Board of Director meetings or a total of five Board of Directors' meetings during any one calendar year; or (ii) is no longer considered a Member in Good Standing and thus is not eligible to serve on the Board of Directors.

If a Board of Directors seat 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 Board of Directors, the quorum requirement will be reduced by one.

CHANGE section 4.7 to read:

4.7 Removal of Board of Directors Members

Elected Board of Directors members may be removed by a recall vote held during an annual or interim election. To be placed on the ballot, a recall petition must be signed by at least 30 members, or 1% of members, whichever is greater, and presented to the Board of Directors at least 7 days prior to the start of the election. Upon receipt of a recall petition, the Board of Directors will appoint an Election Committee to administer the recall vote in accordance with section 10.3 of these Bylaws. Upon passage of the recall vote by a 2/3 supermajority vote of participating voters, the position shall become vacant, and a replacement selected from the candidates according to the process in section 10.3.3.

CHANGE section 5 to read:

5 Officers

The officers of NANOG shall consist of a Chair, a Vice Chair, 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.

CHANGE section 5.6 to read:

5.6 Selection and Term of Office

The Chair, Vice Chair, Secretary, and Treasurer shall be selected during the first meeting of the Board of Directors after each annual election, shall take office immediately upon selection, and shall hold office until their successor is duly selected.

CHANGE section 6.1 to read:

6.1 Membership Qualifications

Membership in NANOG is open to any individual with an interest in Internet operations, engineering, or research and who wishes to further education and knowledge sharing within the Internet operations community. Any individual may become a member of NANOG by completing an application and payment of dues.

All members who have timely paid the required dues and who are not suspended shall be considered "Members in Good Standing".

CHANGE section 6.4 to read:

6.4 Rights and Benefits of Members

Members in Good Standing shall be entitled to these privileges:

- Vote in all NANOG elections.
- Run as a candidate for the Board of Directors.
- If elected, to serve on the Board of Directors:
- Serve on a committee, as described in Article 7.
- Other privileges as specified by the Board of Directors.

ADD sections 6.6, 6.7, and 6.8

6.6 Termination of Membership

A membership may be terminated on the occurrence of the following events: (a) resignation of the member; (b) expiration of the period of membership; (c) failure to pay dues within 30 days following notice to the member of unpaid dues; or (d) expulsion under the procedures listed in section 6.8 of these Bylaws, based on the good faith determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to NANOG's purposes and interests.

Grounds for expulsion may include, but are not limited to, the member's violation of NANOG's policies and procedures, including NANOG's Code of Conduct and Attendance Charter.

6.7 Suspension of Membership

A membership may be suspended under section 6.8 of these Bylaws based on the good faith determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to NANOG's purposes and interests.

Grounds for suspension may include, but are not limited to, the member's violation of NANOG's policies and procedures, including NANOG's Code of Conduct and Attendance Charter.

A person whose membership is suspended will not be a Member in Good Standing during the period of suspension. The length of the member's suspension will be fixed by the Board of Directors.

6.8 Procedures for Expulsion or Suspension

If grounds appear to exist for expulsion or suspension of a member under sections 6.6 or 6.7, the following procedures will be followed:

- The member will be given 15 days' prior notice, by any method reasonably calculated to provide actual notice, of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension.
- The member will be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion or suspension. The hearing will be held, or the written statement considered, by the Board to determine whether the expulsion or suspension should take place.
- The Board will decide whether or not the member should be suspended, expelled or sanctioned in some other way. The decision of the Board will be final.

- Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within six months after the date of the expulsion, suspension, or termination.

CHANGE section 7 to read:

7 Committees

At least one member of each Standing Committee or ad hoc committee must be a member of the Board of Directors. The Board of Directors will create one standing committee to fulfill the NANOG mission. That committee will be the Program Committee.

CHANGE section 7.1.1 to read:

7.1.1 Program Committee

The Program Committee will be responsible for the programs at all NANOG Conferences. The Program Committee chair shall moderate all NANOG conferences.

There shall be at least 16 Program Committee members. The Program Committee shall self-organize and elect a Chair, Vice-Chair, and any other officers the committee deems are

appropriate in order to fulfill its mission. The Program Committee may identify specialized functions and organize subcommittees drawing from the Committee membership to focus on those functions.

To be eligible to be appointed as a member of the Program Committee, an individual must have attended one NANOG conference within the prior calendar year (12 months).

CHANGE section 7.2 to read:

7.2 Ad Hoc Committees

The Board of Directors may from time to time create ad hoc committees and appoint members as needed to carry out specific functions, including the Election Committee described in section 10.3.

CHANGE section 8.1.1 to read:

8.1.1 Member Meetings

All conferences held during a NANOG election shall include a members meeting, during which candidates will be given an opportunity to make short presentations, any Bylaws amendments will be presented by a Board member or petitioner, and members will have an opportunity to participate in open discussion.

Members meetings may be held at other conferences or events at the discretion of the Board.

CHANGE section 8.2 to read:

8.2 Mailing List

One of the primary functions of NANOG is the maintenance of a mailing list (the NANOG list). The NANOG staff (as overseen by the Executive Director) will be responsible for the administration and minimal moderation of the NANOG list.

CORRECT numbering for subsections of 8.2 to read:

8.2.1 Eligibility

The NANOG list will be open to anyone to subscribe.

8.2.2 Acceptable Use Policy

The NANOG List Acceptable Use Policy will be publicly available on the NANOG web site. Any changes to the Acceptable Use Policy must be approved by the Board of Directors.

CHANGE section 8.3 to read:

8.3 Other Activities

The Board of Directors may authorize other NANOG sponsored events and activities in keeping with the educational mission of NANOG.

CHANGE section 10.1 to read:

10.1 Annual Elections

Annual elections will occur at the last NANOG conference in a given calendar year, for the purpose of voting on candidates for the Board of Directors and any proposed Bylaws amendments.

CHANGE section 10.2 to read:

10.2 Interim Elections

The Board of Directors may by majority vote call an interim election for the purpose of voting on Bylaws amendments, under Article 11, or removal of Directors under section 4.7, to be held during any NANOG conference where an annual election is not scheduled. Interim elections shall be called and announced to the membership at least 30 days in advance.

CHANGE section 10.3 to read:

10.3 Election Procedures

Elections will be administered an "Election Committee" consisting of a minimum of three members of NANOG. The Election Committee will be appointed by a majority vote of the elected Board members whose terms are not expiring, and will serve until the conclusion of the election.

Elections will be held via electronic voting on the NANOG web site during the NANOG conference, with voting to occur over a period of no less than 48 hours. The results will be announced at the conclusion of voting.

CHANGE section 10.3.1 to read:

10.3.1 Nominations and Biographical Information

Nominations for candidates to the Board of Directors will be accepted from any member of the community via email to nominations@nanog.org for a period of four weeks, beginning two months before the last NANOG conference in a given calendar year. Candidates will then be listed on the NANOG web site, with biographies submitted by the candidates, from the end of the nomination period through the conclusion of the election. Members of NANOG will be able to post endorsements of candidates to the NANOG web site, to appear alongside candidate biographies. Candidates will have the opportunity to make a short presentation during a members meeting at the NANOG conference during which elections will occur.

CHANGE section 10.3.3 to read:

10.3.3 Voting Process for Board of Directors Selection

Each year, some number of seats will be open due to the expiration of terms, while others may be open due to resignations or other departures of Directors. Voters will be permitted to cast one vote per open Board of Directors seat.

If at least one open seat has a different term length than at least one other open seat, then the candidate with the most votes will receive the longest term, the candidate with the second most votes will receive the second longest term, and so on. In the event that two or more candidates receive the same number of votes, the Executive Director shall

perform a random selection in the presence of at least two members of the Election Committee.

CHANGE section 12 to read:

12 Prohibited Activities

No part of the net earnings of NANOG shall inure to the benefit of, or be distributable to its members, Directors, officers, or other private persons, except that NANOG 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 3. No substantial part of the activities of NANOG shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and NANOG 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 Bylaws, NANOG shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of NANOG.

CHANGE section 13.1 to read:

13.1 Liability to NANOG

No incorporator, Director or officer of NANOG shall be personally liable to NANOG for monetary damages for breach of fiduciary duty as a Director, an officer, or both, except with respect to:

(a) breach of the Director's or officer's duty of loyalty to NANOG; (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.

CHANGE section 13.2 to read:

13.2 Liability to Third Parties

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

CHANGE section 14 to read:

14 Non-Discrimination Policy

All individuals associated with NANOG shall recognize their responsibility to respect the legal rights of human dignity of others without regard to race, religion, sexual orientation, socioeconomic status, age, veteran status, gender, gender identity, gender expression, national origin, disability, familial status, or other protected characteristic and shall uphold the guidelines, policies and procedures as set forth in NANOG's Bylaws. In compliance with Title VII, of the Civil Rights Act of 1964, amended by the Equal Employment Act of 1972, and other applicable law, no individual will be denied the right to apply or be employed by NANOG due to race, color, national origin, gender, religion, age, sexual orientation, disability, or other protected characteristic. In addition, no individual shall be excluded from participation in, be denied the benefits of, or be subjected to discrimination based upon a

protected characteristic under any educational program or activity conducted by NANOG.

CHANGE section 15.2 to read:

15.2 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.

CHANGE section 16 to read:

16 Dissolution Provision

Upon the dissolution of NANOG, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of NANOG, dispose of all the assets of NANOG exclusively for the purposes of NANOG 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.