

**Bylaws of NewNOG, Inc.,**

**A Delaware Non-Profit Corporation**

**(Doing Business As "NANOG")**

~~ADOPTED October  
2017~~ PROPOSED August 2018

## NewNOG, Inc. Bylaws

Adopted ~~October 4, 2017~~ [DATE] by the NewNOG, Inc. membership

### 1. Preamble

NewNOG, Inc. (hereinafter referred to as "NANOG") exists to promote dialog concerning the creation, maintenance and operation of Internet Protocol networks.

NANOG is not itself a network operator. Rather, it is a facilitator of discussion, learning, and technical communication between networking professionals. NANOG 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.

### 2. Name

The name of this corporation is NewNOG, Inc., doing business as "NANOG".

### 3. Mission

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

NANOG 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.

NANOG 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. NANOG has consistently worked to maintain a high level of technical content in conferences 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 conference.

Notwithstanding any other provision of these Bylaws, NANOG 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).

### 4. Board of Directors

#### 4.1 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 ~~or Working Groups~~, such powers as provided for in these Bylaws.

#### 4.1.1 Liaison with Other Organizations

The Board of Directors will facilitate communications between the NANOG community and other organizations with similar goals including ARIN, RIPE, APNIC, APRICOT, AfNOG, NORDNOG, and SANOG.

#### 4.2 Number

There shall be seven ~~(7)~~ voting members of the Board of Directors, six ~~(6)~~ of whom will be elected and one of whom will be the Executive Director.

#### 4.3 Term of Office

The term of office for all elected Directors shall be three ~~(3)~~ years. Terms shall be staggered such that two ~~(2)~~ terms expire each year.

~~4.3.1 Term Limits~~ 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 re-elected or appointed to a Director position after a one ~~---~~ year absence.

#### ~~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.~~

#### 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.~~

#### 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.~~ ar 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 ~~7~~ 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.

#### 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 member resigns or~~ a Board of Directors seat ~~otherwise~~ becomes vacant more than two months before the next election, the remaining members of the Board ~~of Directors 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.

#### **4.7 Removal of Board of Directors Members**

~~A Board of Directors member 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 Board of Directors member who meets these conditions may be removed if at least four members of the Board of Directors vote to remove the person. If multiple Board of Directors members qualify for removal, the removal may take place if supported by all but one of the Board of Directors members not meeting these removal criteria.~~

Elected Board of Directors members may ~~also~~ be removed by a recall vote held during ~~a regular~~ 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 ~~Election Committee~~ 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 ~~super—majority~~ vote supermajority vote of participating voters, the position shall become vacant, and a replacement selected from the candidates according to the process in ~~Article~~ section 10.3.3.

#### **4.8 Conference Attendance and Membership**

Board of Directors members must attend at least two out of every three NANOG conferences. Board of Directors members must remain Members in Good Standing of NANOG throughout their terms.

### **5. Officers**

The officers of ~~the corporation~~ NANOG shall consist of a ~~Chairman of the Board~~ Chair, a Vice ~~Chairman of the Board~~ 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.

#### **5.1 Chair**

The Board of Directors shall select one of its members as Chair. The Chair 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.

#### **5.2 Vice Chair**

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.

### 5.3 Secretary

The Board of Directors shall select a 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.

### 5.4 Treasurer

The Board of Directors shall select a 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.

### 5.5 Executive Director

The elected members of the Board of Directors shall appoint an Executive Director. The Executive Director will handle the day to day affairs of NANOG, under the direction of the Board. The Executive Director will also serve as a member of the Board. The Executive Director will serve at the pleasure of the elected members of the Board, and may be removed with or without cause at any time. The Executive Director may be paid a salary, to be determined by the elected members of the Board.

### 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~~[Directors](#) after each annual election, shall take office immediately upon selection, and shall hold office until their successor is duly selected.

### 5.7 Resignations and Vacancies

Any officer position vacancy shall be filled at the next meeting of the Board of Directors.

An officer who is also an elected Board of Directors member may resign the officer position while continuing their term on the Board of Directors.

## 6. Membership

### 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 ~~whose membership terms have not expired~~[who are not suspended](#) shall be considered "~~members in good standing~~[Members in Good Standing](#)".

### 6.2 Membership Classes

There shall be only one class of membership, with all the rights and privileges specified in these Bylaws.

### 6.3 Membership Dues

The Board of Directors shall specify the cost of annual membership dues. The Board may establish discounts for members meeting certain criteria, or for members wishing to pay for more than one year in advance.

#### **6.4 Rights and Benefits of Members**

Members in ~~good standing~~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 ~~an Standing Committee~~a committee, as ~~defined~~described in Article ~~7.17~~.
- Other privileges as specified by the Board of Directors.

#### **6.5 Policies and Procedures**

The Board of Directors shall establish and publish policies and procedures for implementation of the membership program.

#### **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.

## **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.

### **7.1 Standing Committees**

All members of Standing Committees must be Members in Good Standing of NANOG. The chair of each committee will serve ex officio in a non-voting role on the Board of Directors, in order to facilitate communication between the groups.

Each Standing Committee membership term should be for two years, with the terms staggered such that approximately half of the positions are up for appointment each year. No member will serve more than two consecutive full terms on a specific committee. The term limit period for a mid-term appointment shall be calculated from the next annual term start date for the respective committee. Total term length should not exceed five consecutive years. Additional terms may be served after a one year absence from that given committee. After each annual election, the Board of Directors will appoint new or returning Standing Committee members to fill each position with an expiring term, and all other vacant positions. The Board of Directors may at any time appoint a new member to serve the remaining term of a vacant position.

Each Standing Committee shall select a chair after the annual Board appointments.

A Standing Committee member may be removed before the expiration of his or her term if at least five members of the Board of Directors vote for the removal.

No elected member of the Board of Directors may serve concurrently on any Standing Committee. The Board of Directors may appoint a Board member as liaison to each Standing Committee, to observe committee activities and facilitate communication between the committee and the Board.

#### **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 ~~sixteen~~<sup>16</sup> 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).

## 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.](#)

## 8. Activities

### 8.1 Conferences

One of the primary functions of NANOG is the administration of multiple conferences per year. Conference programs will be determined by the Program Committee. The number and location of conferences shall be determined by the Board of Directors, with all meetings to be held in North America.

#### 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~~ [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.

#### 8.2 Mailing List

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

##### ~~8.2.2.1~~ 8.2.1 Eligibility

The NANOG list will be open to anyone to subscribe.

##### ~~8.2.3.2~~ 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.

#### 8.3 Other Activities

The Board of Directors may authorize other ~~NANOG~~ [NANOG](#) sponsored events and activities in keeping ~~with~~ with the educational mission of NANOG.

## 9. Offices

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

## 10. Elections

### 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~~ [Bylaws](#) amendments.

#### ~~10.2.10.2~~ 10.2 Interim Elections

The Board of Directors may by majority vote call an interim election for the purpose of voting on ~~bylaws~~ [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 ~~60~~ [30](#) days in advance.

### 10.3 Election Procedures



Elections will be administered by ~~a committee~~an “Election Committee” consisting of a minimum of three members of NANOG. The ~~committee~~Election Committee will be appointed by a majority vote of the elected ~~board~~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.

### **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](mailto:nominations@nanog.org) for a period of ~~4~~four weeks, beginning ~~2~~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.

### **10.3.2 Affiliation of Candidates**

Each candidate must declare any and all affiliation(s) relevant to NANOG, which will include his or her main employer, as well as any other major relationships (for instance, if a candidate's primary employer is a nonprofit entity which is sponsored by a vendor, the candidate would declare both the nonprofit and the vendor as affiliations).

### **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, ~~or that candidates must be ranked in order to assign different term lengths,~~ the Executive Director shall perform a random selection in the presence of at least two members of the Election Committee.

## **11. Amendments**

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

## **12. Prohibited Activities**

No part of the net earnings of ~~the Corporation~~NANOG shall inure to the benefit of, or be distributable to its members, ~~trustees~~Directors, officers, or other private persons, except that ~~the corporation~~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 ~~Three~~3. No substantial part of the activities of ~~the corporation~~NANOG shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and ~~the corporation~~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 ~~articles, this corporation~~Bylaws, NANOG shall

not, except to an insubstantial degree, ~~engage in~~engage in any activities or exercise any powers that are not in furtherance of the purposes of ~~the Corporation~~NANOG.

### **13. Limitation of Personal Liability**

#### **13.1 Liability to NANOG**

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

(a) ~~breach~~breach of the ~~director~~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~~Director, officer or both derived improper personal benefit.

#### **13.2 Liability to Third Parties**

Additionally, the incorporator, ~~directors~~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.

### **14. Non-Discrimination Policy**

All individuals associated with ~~the Entity~~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, ~~or~~ familial status, or other protected characteristic and shall uphold the guidelines, policies and procedures as set forth in ~~the organization's By-laws 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 ~~the Entity~~NANOG due to race ~~or,~~ color, national origin, gender, religion, age, sexual orientation ~~or,~~ 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 ~~the Entity~~NANOG.

### **15. Pecuniary Benefit/Conflict of Interest**

#### **15.1 Pecuniary Benefit**

NANOG shall not engage in pecuniary benefit transactions, including, but not necessarily limited to, transactions between NANOG 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.

#### **15.2 Conflict of Interest**

Directors and ~~Officers~~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~~officers shall refrain from participating in any decision of the Board of Directors or ~~Officers~~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~~officer's exercise of independent judgment.

#### **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 ~~the Entity~~NANOG, dispose of all the assets of ~~the Entity~~NANOG exclusively for the purposes of ~~the Entity~~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~~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.