

27 August 2012

Dear Colleagues,

As explained in April, the Board of Trustees of the Internet Society is updating the Society's By-Laws. As announced, we are taking the opportunity to ensure that the provisions of the By-Laws keep pace with the Society's operational environment, now and into the future.

With the seating of a new Board of Trustees at the recent Annual General Meeting (AGM), the Board reconfirmed the make-up of the By-Laws Committee. The By-Laws Committee is comprised of members of the Board, the Board Secretary, and ISOC staff. In addition, the motion to reconfirm the Committee's mandate included a directive to continue to reach out to members of the Organizational and Chapter communities as the Board finalizes this update of the Internet Society's By-Laws.

The By-Laws Committee wishes to share its current draft proposal with all of you so that you can understand precisely what the proposed changes are, have the opportunity to consider their implications in the context of the Society's legal framework, and provide feedback to the Committee about the proposals.

What is the purpose of having by-laws? By-laws, also called a "constitution" in some legal systems, contain the very highest level of rules regarding the nature and governance of an organization. The by-laws of an entity is a legal document that gives the organization its formal existence. As a legal document, "best practice" calls for inclusion of those legal directives necessary for governance (e.g., election of Trustees and officers, holding of meetings), while limiting other matters best handled elsewhere. This ensures that the Society will have the flexibility to adapt to its evolving needs.

In your review of the Board's proposal, it will be important to understand their legal context. According to the law of incorporation under which the Internet Society operates, the Society is a mission, or cause, driven organization. The Society has chosen to have members and chapters that share the Society's mission. The Society values their contributions highly, and therefore proposes to formally recognize, for the first time, chapters in the By-Laws of the Society.

Likewise, we wish to ensure that the current Advisory Council of Organization Members continues to have the inclusiveness and flexibility that characterize its growing value for both Organization members and the Board and Society. While the existing By-Laws provide for an Advisory Council, the current Advisory Council of Organization Members was formed by resolution of the Board of Trustees, has a responsibility to offer advice to the Board and Society, and thus is not the same as the Council conceived in the By-Laws. Therefore, we have proposed altering the confusing reference to "Advisory Council" in the By-Laws. We understand there are at least two proposals put forth by members of the current Advisory Council of Organization Members. The Committee would like feedback from Organization Members of the Society about the language in this proposal and possible alternatives.

The current By-Laws leave the process of selecting Trustees to processes to be adopted by the Board. The proposed revisions would now designate in the By-Laws the number of Trustees each community selects (Organization Members, Chapters and the technical community). Note that we are proposing to align the number of Trustees selected by each of these communities to four Trustees each. The Frequently Asked Questions goes into further detail on this point.

We invite you to let us know if you have suggestions for improvement, have concerns or questions, or if you simply support the proposed revisions.

When we started this effort to provide resources for community response, we were under the impression the different communities wanted different lists to discuss the by-law proposals. However, experience has shown us a single list is more desired. To that end, we have set up a new list, bylaws@isoc.org. The Wiki where the Committee provides ongoing information on this process is still active at https://wiki.tools.isoc.org/By-Laws_Review_2011.

The By-Laws Committee will review all comments as we have discussions of by-law amendments at upcoming Board of Trustees meetings.

The By-Laws Committee wishes to thank all of you for your dedication, your continuous efforts on behalf of Internet access for all, and your spirit of cooperation as we continue to extend the benefits of the Internet across and around the globe.

With sincere regards,

Eric Burger, Chair
By-Laws Committee of the Board of Trustees