

**COMMENTS TO THE PROPOSED REVISIONS TO THE INTERNET SOCIETY BY-LAWS
RECEIVED BETWEEN AUGUST 30 AND SEPTEMBER 19, 2012**

I believe Internet society is an open forum, which entails numerous chapters and countries according to its various geographic location and accessibility, having a constitution or written document or bylaws has both pros and cons. Personally I believe ISOC is a voice and as we know voice has no limitation because ISOC deals with various aspect of standardization (Digital divide or net neutralization) issues which are dynamic to itself. As the technology is changing things are also changing so having a fix bylaws will be very rigid to its application. Moreover, if we are planning to have by laws then it should be open flexible and dynamic to its accountability and operation. Yes it will help the committee but it might also limit the area of ISOC work criteria. The by laws should future adapt these below mentioned points

1. Future adaptation and standardization issue
 2. Higher consideration to Lower chapters or under developed countries
 3. Freedom of Expression and its issues (freedom of expression should not be criminalized)
 4. Cyber warfare and Terrorism issues
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Nothing better than opening up to the chapter delegates for comments to help improve the draft. This phase of the bylaws revision was expected to generate discussions. Many important issues have been raised here, which will definitely help. Chapters recognition in the bylaws and the related LoA discussion should be given the right analysis and response among other things. We will make sure that all views are heard and taking into consideration as much as possible.

When receiving the email from Eric and later from Ted about the revised version of the proposed bylaws changes I had big hopes for substantial progress. I am sure that much effort went into the update so far and when talking to Eric and Ted face to face (and everybody else involved) I got the impression of a lot of understanding and acceptance of the proposals made earlier this year from members, chapters and org-members.

When reading the revised proposal much of the anticipation and hope dissolved away into nothing.

Yes - there was substantial change in some details –
Chapters are for example now clearly recognized -
But the main line and direction is still the same.
If you look simply at the text there is a severe imbalance
7 pages about the board of trustees

2 pages about org members

1/2 page about chapters

Less than 1/2 page about individual members

6 pages about officers (which could be added to the board part)

Are members and chapters really so much less important than the board and the officers?

Or are the rules for them so much simpler?

Part of it might be due to the fact that most of the rules for chapters and members are pushed to different papers (letter of affiliation) and left to later decisions of staff and board.

This gives a feeling of uncertainty – you do not know what is coming up on you from the bylaws.

I would expect that orgs, members and chapters should find as much consideration in the bylaws as staff and officers.

It is somehow a feeling of second class or less importance.

Again I am not sure if this can be repaired by changing a few words in the bylaws. I am more and more convinced that a deeper change needs to happen.

I wish this discussion would be a real discussion where chapters, orgs and members would be part on equal level and not only asked for input every 4 months or so.

Especially when this input is to a large extent only put into some storage after being read by the people tasked to do the revisions.

A few round tables or some discussion would really make the whole process more transparent and more trustworthy.

I propose a much more direct and open dialogue inviting and including all parties that make up the Internet Society.

Please include all of us – we want to contribute and share.

I attach my points from May as most of them are not reflected in the current text or answered by some communication.

Summary of remarks from first letter in May 2012

Global remarks:

Still open:

The discussion about the update of the bylaws has sparked a lot of talk about the overall situation of chapters and members inside Internet Society.

I believe it would be a good idea to start a broader discussion about the role of individual members, chapters and organizational members.

Still open:

There seems to be quite a gap between what some individuals, some chapters and some org-members expect from their role inside Internet Society and what is echoed from staff.

The written as well as the proposed text in the bylaws often describes even another different scenario.

There is also quite a gap in many areas between what chapters and members expect from staff and what staff (constrained by personal or budget limits) is able to deliver or is allowed to deliver.

Still open:

I heard a strong request from several sides to re-think the chosen understanding of being "Cause-based".

We should have the possibility to discuss different models, where membership, chapters and org-members play a more visible and more influencing role in the creation and supervision of the long-term goals of the Internet Society.

Perhaps slight changes in the current model would be sufficient to improve the overall situation a lot.

More specific remarks to the proposed bylaws:

Still mostly open:

I understand and concur fully with the principle guideline to make bylaws as slim as possible to avoid the high effort and legal cost needed on revision.

At the same time I see the bylaws as something which defines centrally large parts of the board, chapter, member and org-member and staff roles and responsibilities.

If central parts of the responsibilities or role descriptions are moved to other documents (example for chapters: Society's standards of performance), these additional documents should listed explicitly in the bylaws and their content and the change of it bound in the bylaws to a rather high level of control and revision, like a 2/3 majority vote of the board or similar. None of these central definitions should be changeable unilaterally by a simple staff decision.

Still mostly open:

Chapters, members and org-members were praised high as central parts of the Internet Society on several occasions during the Inet in Geneva. Also the central role of the IETF was mentioned over and over.

I would propose to mention those central aspects of the Internet Society also in the first paragraph of the bylaws side by side to the one sentence about the mission.

Chapters:

Still open:

Even if the bylaws now recognize chapters as their own entity and the selection of board members is on the same level for IETF, org-members and chapters, there is still some imbalance.

The org-members shall have a yearly assembly – why nothing comparable for chapters?

Still open:

As the actions of staff are under final supervision by the board and neither chapters nor members have any channel of direct input to the board, there should be a definition of such a channel in the bylaws. Possibilities are:

- an appeal-channel for staff actions or decisions on members or chapters
- the possibility for members, chapters and org-members to request the attention of the board by putting some item on the agenda of the next board meeting

Mostly closed:

Several chapters have org-members as local members. This conflicts with the proposed text.

Members:

Still mostly open:

The rights and possibilities of members seem to be very limited in the current text. As all definitions about membership levels and fees for individual or organizational members have now been removed from the bylaws, I would propose again that these rules should be moved to documents explicitly listed in the bylaws and their content and the change of it bound in the bylaws to a rather high level of control and revision, like a 2/3 majority vote of the board or similar. None of these definitions of membership levels should be changeable by a simple staff decision.

This is really a very good point.

Chapters are the strong representation of users and the action branch of ISOC and their opinion and recommendations must be considered.

How to promote democracy outside and restrict democracy inside? It's not possible at all, so democracy and representation is what we have to have.

It goes into accordance with what I thought while on the plane from Fra to DC. No need for us to try to change a comma here, and a full stop there. It is about the fundamental question:

DOES ISOC WANT TO KEEP AND EXPAND ITS CHAPTERS?

I'm not so sure as to the answer. The chapters have shown time and again their willingness to work with Isoc. Isoc has started to change recently, but many chapters believe not fast, and not big enough.

When we are all facing the most fundamental danger to the open Internet, as we know

it, we spend time on discussing issues, which could have been (should be?) decided in a smaller working group between chapters and BoT.

I'd like to formally suggest this path, where Trustees and some chapters' representatives sit down and work out the strategy for moving forward, and then have the lawyers suggest changes in the by-laws.

Hope this proposal will be considered indeed, and not just taken as an example that Isoc.bg is a troublemaker. We want to have a strong ISOC, the same way we have strong chapters. Chapters help ISOC BE STRONGER, and ISOC helps chapters be stronger. It is an easy equation.

Let me ask all chapters - why we need LoA?

If we are ISOC members - we accept ISOC ByLaws as members.

If ISOC chapter is an "aggregator" of ISOC members opinions on local level, and all Chapter participants are ISOC members - why they need to sign additional LoA? like ISOC members once more confirmed, that they agree with ISOC ByLaws?

I think clarification of this point is very important.

From the Bylaws of the "ISOC Cambodia Chapter" (our official name that cannot easily be changed to "Internet Society - Cambodia Chapter"). The Bylaws formulation was started on the basis of a draft received from ISOC HQ when some people started to consider the creation of a Chapter in Cambodia. Then, in a lengthy process of correspondence back and forth, with ISOC Chapter Formation, the present text was negotiated and voted upon by our 2011 Annual General Meeting (and I had asked our Members to please NOT propose any amendments, as this would delay the process again, as any proposed changes would have to be approved by ISOC Chapter Formation, before we could vote on it.

Article I. - Name

- 1. This organization shall be called the Cambodia Chapter of the Internet Society, in short ISOC Cambodia Chapter.*
- 2. The Chapter shall be established as a non-profit organization under the laws of Cambodia.*
- 3. This Chapter is chartered by the Internet Society. These bylaws neither supersede nor abrogate any of the Bylaws of the Internet Society that regulate chapter affairs.*

Article XI. - Amendment and Voting Procedures

- 1. All proposed changes to these Chapter Bylaws shall have been approved by the Internet Society (International) before being presented to the Chapter*

membership for a vote

- The specifications, who has to agree on the Bylaws text first before the Membership can vote on it, raised the question whether we really qualify to become an “organization under the law in Cambodia” if our Membership cannot independently decide on the text of our Bylaws. - I had raised this, but as with many other things, there was no response from ISOC HQ.

Whatever is being decided next – on a LoA – it will have to be checked also against our legal context

I agree that the "Letter of Affiliation" is not necessary.

I proposed (rather a long time ago) an "exchange of Letters" in order to ensure that the 'contractual' aspects of the original staff proposal would be abandoned - which they were, I think.

However, at that time we were also dealing with an "ISOC pre-approved" staff proposal, that the ECC Bylaws should include among our Purposes: "-To encourage and provide support to Chapters in meeting the minimum performance standards outlined in the Letter of Affiliation". Needless to say, that received negligible support, not least because there are no agreed LoAs.

Also, Anne Lord's parting shot included the reflection that the principle of the LoA would "endure".

Make of this what you will; at least we do not have LoA in the current proposal for the ISOC Bylaws. Whether "performance standards" is acceptable depends on what they are and how they are determined. Clearly they could not be uniform, world-wide. e.g. one interesting performance standard would be to encourage/require Chapters to conduct their business and website in local language, in the interests of outreach and multilingualism.

I have re-read the draft several times and with different questions in mind and have to agree with Hans Peter and others who have preceded me in this list.

The recognition of Chapters in the Bylaws is unsatisfactory.

The definition of the Board's functions seems to me a weakness too. It is mostly understood in the negative, i.e. by subtracting the President/CEO's functions from an imaginary whole. This may actually be more a feature than a bug by leaving the

President's function delimited and the Board's functions undefined. At times ISOC needs the Board to press for precise or extensive policy definitions and to go far beyond peeking at the accounting. Strong policy statements, support for Chapters or other members or groupings within the organization, etc., are good examples here.

That said, I'll come back to the Chapters sections and more, their absence.

One would think that at least some guidance about what Chapters are and aren't, do or don't do, would be in the Bylaws. It certainly should occur before we conclude - as we might - that we are all better off with the Bylaws as they stand in the present draft. A general statement of mutual responsibility may appear at least in the document and discussion track of the Bylaws and thus help orient the interactions as we build the LoA's and other instruments.

Further: we have elected three Trustees from the Chapter vote. We have heard from Narelle and Rudi from time to time. It would be very valuable if at least one of you could help us with a summary of how you got to the conclusion that the present draft is fine. An appearance from Monsieur Aina would also be appreciated, esp. if we consider that we are well into his term and some show of accountability would be a signal of what the relation between Chapters and the rest of the organization is going to be in a consequence of his contributions as a Trustee.

I personally, and ISOC.bg active staffers, are quite busy in trying to deal with the ITU-threat to the Internet. We cannot possibly allocate time for this, and for the by-laws, neither can we send someone to deal with the by-laws alone.

I think the timing is pretty bad, and given all the remarks, I personally cannot even ask any of my colleagues to engage more.

We are running perhaps the second most important project in our history of 17 years of existence, and we want to reach some success. We are there alone, with only several supporting organizations (ISOC does not contribute to our project; they responded to our funding request last year that "it's too ambitious", or too much international, if I remember correctly;-) - sorry, but after Alejandro and Hans Peter's notes, I would just wait to see what the BoT will decide. Clearly there are more than two options, and it's their task, after all.

Comments on ISOC Draft Bylaws

1. Since trustees are elected by different groups - Organizational Members, Chapters, IETF and the Board, it would be possible for representatives of the same organizational member to be elected trustee. Should there be a restriction on more than one trustee coming from the same organizational member?

2. If there is to be an Advisory Council of Organizational Members, the Chapters should also have an Advisory Council or some other express mechanism for presenting Chapters¹ views to the Board. The Society should expressly recognize that ³organized people² (organized through the Chapter structure) is politically important for the Society, not just ³organized money² through the Organizational Members.

The Chapters could be given the same right as expressed in the Comments as an alternative:

³Chapters shall, as a group and organized in a manner of their choosing and approved by the Board of Trustees, have the right to advise the Board of Trustees and President on matters of importance to the Chapters.²

It is notable that the Bylaws Committee's comments do not include an exhortation to the Chapters asking them to provide comments that the language of the Bylaws adequately addresses the Chapter's concerns.

3. The proposed Bylaws provide for a determination that a Chapter meet the Society's ³standards of performance² for it to have a right to vote on Trustees. It would seem only fair (and also prudent) that Organizational Members meet some standard other than paying dues for a right to vote and send members. What if an Organizational Member is not ³furthering the Internet Society's mission and principles².
4. Article IV. The definition of Chapters seems inadequate. Surely they are more than ³groups². Rather they should be ³membership organizations formed by ISOC individual members pursuant to the laws of the jurisdiction of their formation². This formulation recognizes that local law may require variations.
5. ³Standards of performance² is a concept that has caused concern among Chapter leaders. As currently stated, it seems to be something that the staff of the Society will develop and impose. This is an example of where an Advisory Council of the Chapters (which is missing), or a committee representing the Chapters should be involved in developing the standards. Accordingly, it might better read ³standards of performance² to be developed in consultation with the Chapters (or Chapter leaders). Another suggestion is that it be made clearer in the Bylaws that the purpose of the ²standards² is that a Chapter shall be a real, functioning entity operating within the mission and principles of the Society, not just an empty entity with no active membership and no activities (i.e., a shadow Chapter or a Chapter with only a couple of spokespersons and no membership).

6. No provision has been made for a fair process of determining when a Chapter is not meeting the standards of the Society, whether there is a mandated period for coming into compliance, and when and how a non-conforming Chapter is terminated, including in particular some sort of advisory role given to the other Chapters (or a committee representing them). I had previously recommended the provisions of the Sierra Club as a model.
 7. As previously noted there is no provision for an Advisory Council representing the Chapters or some other type of Assembly. Even without providing for a council or assembly of Chapters, There should be a provision for annual or special meetings of the Chapters. Meetings including Chapter leaders have been inspiring and important for generating a common purpose and promoting cooperation among Chapters. They should be formalized in the Bylaws.
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In particular I would note that it is in each Chapter's interest that the standards of performance not be too relaxed, which is a possible caveat from other parts of the Society and the Bylaws drafters. None of us does well if we can be said to be in the company of slackers. Mechanisms exist to stimulate cooperation to higher means instead of a descent to the lowest common denominator. Peer review and peer pressure can work wonders in the right structure and with the right incentives.

Maybe we should triage the points made till now so that we can group them according to priority and hierarchy, and prepare the most salient ones for discussion in Toronto among those able to attend physically or remotely.

Eric, in your capacity as head of the Bylaws committee; and Narelle, Rudi, and Monsieur Aina, as chapter-elected Trustees, can we count on you managing the schedule of the Bylaws review to allow time for this discussion? Can we call you into it? Can we think you will in turn invite other Trustees as well?

This is NOT about creating a confrontation, though structurally there may be one by design, but about creating a dialectic in which differences - structural or of opinion - and collaboration drive to a result all accept and which has planted in it the right seeds for evolution.

I am curious as to how effective the possible by law discussions during our meeting in Toronto will be since the dead line to send by-law comments to ISOC is Wednesday, September 19, 2012? Toronto is happening in October.

Folks

the by-laws committee is watching the discussion, and making sure that it is taken into account.

As Veni pointed out, however, the timing hasn't turned out to be great. In my own case I have a couple of major submissions due right now:

- Asia Pacific Telecommunity (ie my ITU region) position in response to the Au govt request for comment on their proposed position for WCIT
- preparation for my appearance before the government inquiry into new measures on telecommunications surveillance

that said, I will try to put some notes on the various concepts currently being floated.

I share the concerns of the colleagues already (veni, Peter and the others) expressed on the list. An association is usually association of members and they have the major role in the organization life. All other bodies are set up for the members to channel their views, projects and work. This must be reflected in the Bylaws. So far it seems that the all other parts of the organization are more important than the membership.

You pointed very well where is the "misunderstanding".

In that case ISOC (regional bureau heart of ISOC) should rename itself to organization, foundation or something else and not "SOCIETY".

The Chapters can be just "sort of associated members" of the organization or the foundation without any obligation and without rights. This is another solution.

However, most of us will stay as "society" in the framework of the local legal frame (not for profit association of professionals in the area of Internet).

That's one of the reasons I personally do not interfere recently in the debate on the by-laws (to the extent such a debate exists, of course). ISOC-Bulgaria will continue to exist, and whether it is a chapter or not of ISOC - it's not our problem. We have the name and recognition, which we managed to build on our own, and if the new by-laws are not in accordance with what we think they should be, we are not necessarily desperate to continue to be an official chapter. It's not the task of our organizations to try to be chapters; the existence of all chapters is something that benefits ISOC. The issues with the letters, affiliations, etc. are so minor, compared to the possibility of changing the fundamental principles of the open and free Internet, that it's not worth even discussing

them.

I thought Chris Wilkinson's email said everything but I will add that maybe Chapters representatives, by this advanced stage, not only expect to be heard but also to find out whether you have any views on the matters in discussion, and what they are.

it is another problem - not ByLaws problem. ISOC can set this criteria and accept a local NGO as a Chapter if they have this performance standards. ISOC can monitor - if it is necessary - these performance criteria. But if there is no any understanding - who is the Chapter - it is really hard to go forward.

Hmmm. I have had no problem adding members to the AMS myself when needed, and, in times of problems - like duplicate members, for example - I have found the AMS team to be very responsive.

Even the url - <http://portal.isoc.org/> is now easy to remember.

Presumably you have the emails of those applicants?

The problem was following:

These students come to me and ask about the procedure - how to become ISOC.AM members? I told them, that at first they need to register themselves (or may I have to do that?) on ISOC page. But the page was not ready at that time, or there were problems with registration – do not remember. In few words, after few attempts I told them, that we shall resolve this problem. But as you understand, I had no time, they had no time, and as a result - we do not have today these members. In general, I do not have rights to reject their written application (I have these applications). Any Armenian citizen has rights to be a member of Armenian NGO -without any limitations and any pre-conditions.

I thought it is visible that i support the legitimate issues discussed here on the bylaws, the Chapter recognition, the LoA and the standard of performances. We have an important opportunity to clarify and enhance Internet Society relationship to chapters and like all of you i am committed to make it happen. Coming from AFRINIC service region, i know which value this will bring to the chapters and hence to the Internet in my region.

Part of the present discussions about draft new Bylaws has also touched on “standards of performance” - and their introduction seemed to be defended as if there was a general objection against this effort to define how to compare what is with what should be.

I understood that there was only reluctance against the introduction of “standards of performance” if they would be only an instrument to monitor the performance of Chapters (and this without clarity about the criteria to be used, and who would be authorized to use these criteria for monitoring a Chapter, and there was yet no provision for an appeal procedure in case a Chapter is not convinced that their performance was evaluated properly).

When I raise the question of additional sectors of ISOC to be monitored for “standards of performance” I do this not only in general terms – “saying there must be mutuality” or something. I would like to raise this question considering some of our specific experiences during the two years of our operation. The ISOC Bylaws discussion is an appropriate opportunity to ask these questions now – maybe there will be a wider consensus to extend the question of “standards of performance” beyond Chapters. What about the performance of other instruments of ISOC?

What about the role of the Regional Offices? According to the 22.8.2012 ISOC News Release, “The Internet Society is a global organization, at the heart of which are our Regional Bureaus,” quoting Walda Roseman, the Chief Operating Officer of the Internet Society. But during the two years of our existence we had not received even ONE single e-mail from the ISOC Asia Pacific Regional Office responding to our difficult situation. The ISOC website about the Asia Pacific Office says that it “oversees projects, initiatives and activities across the Internet Society's functional and programmatic areas in the Asia and Pacific region, including Public Policy, Capacity Building and Internet Standards and Technology” and it “has worked extensively with the Asia-Pacific Internet community.”- At the launch the new office on 14.5.2012, Lynn St. Amour, our ISOC CEO, was quoted to have “explained the significance of the opening of the regional office in Singapore as an important step in providing support and visibility to the work the Internet Society has done and its on-going contribution to the region’s development.” - “The Asia-Pacific region represents 26% (the largest) of the current overall individual membership of the Internet Society.”

I have no information to doubt this. I can only say we have not been touched at all by all these activities.

And when we had the first visit from the AsiaPacific Regional Office towards the end of last month, after 5 weeks of negotiations, we could not get an agreement that our situation and our problems would be discussed with our membership, but we should only make preparations “to enable me to use my powerpoint slides and present the global/AsiaPacific activities and plans, and no other.”

The presentation contained even one almost empty slide - and the next slide was quickly called up - saying only:

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3.Human Rights

A new area for us since 2011.

Supports the UN Declaration on Human Rights and rights to freedom of expression.

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For us not a new area – as we had raised this also in previous communication.

So we ask: What is not only the place of Chapters in ISOC, but how does ISOC see the Regional Offices, "at the heart of the organization," relating to the Chapters?

And what is the role of individual membership in ISOC, when it is announced that the "Asia-Pacific region represents 26% (the largest) of the current overall individual membership of the Internet Society." Do these 25% of the whole membership get a voice in ISOC?

Last week we received mail from the Asia-Pacific Regional Office initiating discussion "to campaign for more membership at this period (before year end)... developing strategies for marketing and campaigning for APAC region."

What is the role of individual membership? Our Chapter has been reluctant to distribute fliers at the meetings of various Internet user related organizations in the country, just to get more members.

As a result of the fact that we could not get attention by ISOC for our very specific legal problems, in our context, part of our membership questioned, during our Annual General Meeting on 15.9.2012, the value of our Chapter being a member of the Internet Society. Surely there is no interest in a "marketing campaign," while our members expressed a commitment to work towards creating wider awareness and engagement in view of the increasing concerns about the way in which the freedom of expression – in the field of the use of the Internet – is becoming a more and more serious issue. This will, of course, not translate into fundraising with the industry which might stifle our ability to speak up, though this was the advice which we had received repeatedly.