

NARALO

RULES OF PROCEDURE

1. GENERAL

The North American Regional At-Large Organization (“NARALO”) is an organizational unit within the At-Large Community of ICANN authorized by Article XI.4.a of the ICANN Bylaws.

DEFINITIONS:

- “At-Large Community” – the entity within ICANN representing the interests of worldwide Internet users.
- “ALAC” – the At-Large Advisory Committee, the entity within ICANN that takes formal actions on behalf of the At-Large Community.
- “ALAC Member” -- a member of the ALAC elected by the NARALO Membership or selected by the NomCom.
- “ALS” or “At-Large Structure” – a structured group of Internet users.
- “ALS Member” -- an ALS residing in North America (as defined below) that has applied to and has been accredited by the ALAC of ICANN as a ALS member of NARALO.
- “General Assembly” – an in-person meeting of the NARALO Membership. Typically held every 2-3 years.
- “ICANN” – the Internet Corporation for Assigned Names and Numbers.
- “Individual Member” -- an unaffiliated individual member of NARALO, who must reside in North America (as defined below), be registered on an NA-Discuss list, and not be a member of a current ALS.
- “Membership” – the voting body of NARALO consisting of the ALS Members and the voting representative of unaffiliated Individual Members.
- “NomCom” – the Nominating Committee of ICANN, which appoints five members to the ALAC (one per ICANN region) as well as members of the ccNSO, GNSO and the ICANN Board and to which the ALAC names five voting delegates (one per ICANN region).
- “NomCom Delegate” -- The NA delegate to the NomCom appointed by the ALAC.

- “North America” or “NA” -- for purposes of defining NARALO’s territory, North America consists of American Samoa, Canada, Guam, Northern Mariana Islands, Puerto Rico, United States, United States Minor Outlying Islands, and the U.S. Virgin Islands.
- “NARALO Leadership”-- This consists of the Chair and Secretariat.

2. PURPOSE AND PRINCIPLES

2.1 The primary purposes of NARALO are to promote and assure participation by North American users in the ICANN policy development process and to channel and facilitate recommendations and advice to ICANN and its constituent bodies, in accordance with NARALO’s MOU with ICANN.

2.2 NARALO shall stimulate and facilitate enhanced communications and collaboration among its members, At-Large Staff, other members of the North American Internet community, RALOs from other regions, and the ALAC.

2.3 NARALO and its working groups, task forces, and online meetings shall normally make decisions by consensus among participants, except in the case of elections. Votes are only to be used if rough consensus cannot be reached after reasonable effort, as determined by the Chair or person presiding over the meeting or involved in the process. A "rough consensus" process (a definition substantially similar to that found in paragraph 3.3 of [RFC 2418](#)) does not require that all participants agree. In general, the dominant view, or general sense of agreement of NARALO or the Task Force, working committee, or online discussion should prevail.

2.3.1 Consensus can be determined by electronic mail, online balloting, written balloting, or any other means deemed convenient and representative by the Secretariat.

2.3.2 All formal votes and elections require a quorum of no less than fifty percent (50%) of the Membership in good standing. A quorum for decisions by consensus shall be thirty-five percent (35%) of the Membership in good standing.

2.3.3 Formal votes shall be by a majority of those present at the meeting or involved in the online discussion unless some other threshold is required by these Rules of Procedure.

2.3.4 For e-mail polls and online balloting, the full set of Members in good standing is deemed to be participating.

2.3.5 In the event of a tied vote or election, with the exception of the election of the Chair or Secretariat, the Chair may either cause the election or vote to be rerun, or may cast one additional vote to break the tie.

2.4 Participation in NARALO discussions and meetings through ALS Members and as Individual Members is open to every North American user and to groups of users accredited as an ALS by the ALAC in accordance with its rules and their participation shall be promoted.

2.5 NARALO shall be multi-lingual. The official languages of NARALO are English, French, and Spanish. The primary language for meetings and documents is English. However, to maximize accessibility and participation, NARALO shall make every effort to provide appropriate translations, interpreters, and accessibility tools. Upon the timely request of more than three (3) ALS Members, Spanish and French Interpretation will be provided for any online or in person meeting, to the extent possible and practical, taking into account prior experience of the actual use of such interpretation services. Public documents will be produced in English, French, and Spanish, as appropriate.

2.6 The purpose of these Rules of Procedure is to provide a structure for the operations of NARALO consistent with the ICANN Bylaws and the ALAC Rules of Procedure.

2.7 Where these Rules of Procedure may conflict with the other documents governing NARALO operating rules, procedures and practices, these Rules of Procedure shall prevail.

3. MEMBERSHIP

3.1 There shall be two classes of Members in NARALO – Individual Members and ALS Members. All NARALO Members in good standing are eligible to participate in the activities, workshops and projects of NARALO.

3.2 Each ALS Member in good standing shall appoint one (1) voting representative and one (1) to two (2) alternates in accordance with its own selection procedures.

3.3 The Individual Members as a body shall appoint one (1) voting representative and one (1) to two (2) alternates pursuant to a suitable trusted process. Appointment of a new voting representative and alternate(s) of the Individual Members shall take place as soon as practical after each ICANN Annual General Meeting.

3.4 The voting representatives of active ALS Members and of the Individual Members shall have the right (i) to attend and vote at NARALO Membership meetings, (ii) subject to the provisions of Section 8 of these Rules of Procedure, to vote in elections for officers and NARALO's ALAC Members and for NARALO's recommendation for its NomCom Delegate, and (iii) to vote on other NARALO matters, as appropriate. Alternate voting representatives may attend meetings and participate in online discussions, but may not vote, if the voting representative is present and available to vote.

3.5 A voting representative or alternate may be removed by the ALS Member that appointed the voting representative, or for just cause by a two-thirds (2/3) vote of the voting

representatives of the NARALO Membership, after advance written notice and an opportunity for the ALS Member to respond. The ALS Member may appoint a replacement voting representative with immediate effect.

4. GOVERNANCE AND ANNUAL MEETINGS

4.1 The governance of NARALO shall be exercised by the Membership, which consists of one (1) voting representative from each ALS Member in good standing and one (1) voting representative for the body of Individual Members.

4.2 The Membership shall meet at least annually online or in-person for purposes of reviewing the year in review report, announcing the annual election, reviewing officer reports, and ALAC and NomCom reports.

4.3 The Membership shall elect two (2) officers - a Chair and a Secretariat - and two (2) persons to serve as its ALAC Members under the terms specified in the ICANN Bylaws pursuant to Section 6 below. NARALO's ALAC Members shall have the responsibilities described in the ICANN Bylaws, ALAC Rules of Procedure, and the RALO documents.

4.4 The Membership shall also recommend to ALAC one or more candidates to be the NARALO's NomCom Delegate. NARALO's NomCom Delegate shall have the responsibilities described in the ICANN By-Laws and other applicable rules and procedures.

4.5 The NARALO Leadership or NARALO Membership may establish ad-hoc Working Groups or special purpose committees to deal with specific issues.

5. OFFICERS

5.1 The officers of NARALO shall consist of a Chair and a Secretariat.

5.1.1 The term of the officers shall be for two (2) years or until a successor officer takes office or the officer resigns, is removed, or is unable to continue in office.

5.1.2 The Chair and Secretariat shall be ineligible to serve on the ALAC or the NomCom during their terms of office.

5.1.3 NARALO may remove an officer for cause by vote of seventy percent (70%) of the Members eligible to vote in a process overseen by At-Large Staff.

5.2 The Chair shall act as moderator and facilitator of the work of NARALO. The Chair's duties include but are not limited to:

5.2.1 Issuing Calls for Statements of Interest in serving on the ALAC, NomCom, or NARALO officer positions;

5.2.2 Signing and receiving any official correspondence to or from ICANN, the ALAC, or the NARALO Members;

5.2.3 Presiding over the NARALO General Assembly, the monthly NARALO online meetings, and any other meetings as are deemed necessary;

5.2.4 Appointing ad-hoc Working Groups and special purpose committees in consultation with the Membership, as set forth below; and

5.2.5 Monitoring the activities and performance of individuals appointed to various duties and to positions on ad-hoc Working Groups and special purpose committees.

5.3 The Chair shall oversee the application of these Rules of Procedure with respect to standards of membership, in particular, working with the ALS Members to meet the standards, or where remediation has not worked, to recommend to the Membership that NARALO submit a request to the ALAC to decertify the ALS Member unable or unwilling to meet the applicable standards.

5.4 When NARALO is called upon to identify representatives to ALAC and ICANN Working Groups (under a variety of names), the Chair, shall identify possible candidates. The Chair should consult with the Secretariat, the ALAC Members and may also issue a formal call for volunteers.

5.5 The Secretariat shall be responsible for maintaining a working communications system and for ensuring the flow of information about NARALO and NARALO Task Force issues under discussion or development. The Secretariat shall work with At-Large Staff to ensure support for NARALO's activities, including elections and voting, online and in-person meetings, and communications, such as the mid-term report, annual report, NARALO monthly newsletter, and the monthly meeting agenda.

5.6 The Chair and the Secretariat shall work in coordination in managing the affairs of NARALO and each may exercise the duties of the other officer whenever requested or required.

6. ELECTIONS

6.1 Elections shall be held annually to elect one (1) officer and one (1) ALAC member on a staggered basis and to make one or more recommendations to the ALAC for the NomCom Delegate.

6.1.1 To initiate staggered elections of the officers, the terms of the Chair and the Secretariat elected at the first election after adoption of these amended Rules of Procedure shall be two (2) years and one (1) year, respectively. The election for the ALAC Members shall continue on the current staggered basis.

6.1.2 Candidates for office may be an Individual Member or a member of an ALS Member, and must be resident in North America. The Chair and Secretariat may run for the other office during their term without having to resign until their successful election. A special election for the open position shall be as soon as practicable in accordance with the procedures set forth in Section 6 below, except for the timing with the ICANN annual meeting.

6.2 NARALO's ALAC Members shall normally be limited to no more than two (2) consecutive terms, but in cases where the first term is filling a mid-term vacancy and that remaining term is no more than 16 months, a third term is allowed. This rule on term limits may be waived in any particular case by a seventy percent (70%) vote of the Members.

6.2.1 Each new ALAC Member elected by NARALO shall take office at the close of ICANN's Annual General Meeting. An ALAC Member filling a mid-term vacancy shall take office immediately following his or her election.

6.3 The NomCom Delegate is limited to two (2) consecutive one-year terms, or whatever term is set forth in the ICANN Bylaws, if different.

6.4 The Chair shall determine the date of the election – timed, if possible, to complete prior to the ICANN meeting preceding its Annual General Meeting.

6.4.1 Thirty (30) days in advance of the date of the election, for all open positions, the Chair shall issue a call for nominations (including self-nominations) for Individual Members and members of ALS Members to serve as a member on the ALAC, to be recommended as a delegate to the NomCom, and to fill the Chair or the Secretariat position. The nomination period shall be no fewer than ten (10) working days.

6.4.2 The acceptance period shall be open for at least seven (7) days. Candidates shall confirm that they meet the qualifications for candidature. Self-nominations are deemed to have been accepted. All accepted candidates must complete an At-Large Statement of Interest.

6.5 After the close of the nomination and acceptance periods, the Membership shall conduct a formal vote by secret ballot managed by At-Large Staff to select the one (1) ALAC Member, the recommended NomCom Delegate, if any for that year, and either the Chair or Secretariat.

6.5.1 If at the end of the nomination period there is only one candidate for a position, the Chair shall declare the sole candidate the winner by acclamation without any need for further action by the Membership.

6.5.2 In the event of a tie vote for the Chair or Secretariat position, the determination of the winner shall be made by a secret ballot of three (3) NARALO individuals. The three

individuals shall be selected from the current occupants of the following positions, in order (excluding the tied candidates): the three current ALAC Members, the Chair, and the Secretariat. To the extent that three (3) individuals who meet these requirements are not available, the At-Large Staff shall oversee a selection by random from between the tied candidates.

6.6 Whenever there is a vacancy in any of the elected offices, an election to fill the remaining term of the office shall be conducted in accordance with the preceding provisions, except for the timing with the ICANN annual meeting.

7. MEMBERSHIP STANDARDS

7.1 Participation in NARALO is subject to the following standards:

7.1.1 All NARALO Members, Appointees and At-Large participants shall adhere to the ICANN Expected Standards of Behavior in all of their ICANN related activities.

(<https://www.icann.org/resources/pages/expected-standards-2016-06-28-en>)

7.1.2 NARALO Members, Appointees and At -Large participants must always behave in a professional manner and treat all ICANN participants and ICANN staff with respect, whether in person, on teleconferences, via email, or through other electronic work methods. Examples of inappropriate behavior include but are not limited to postings or other actions:

7.1.2.1 used to abuse, harass, stalk, or threaten others; or

7.1.2.2 that are libelous, knowingly false, ad hominem, or misrepresent another person.

7.2 The ability of NARALO to represent the interests of North American Internet users in the ICANN policy development process and to channel and facilitate policy advice and recommendations to the ALAC and ICANN depends on strong participation from all NARALO Members. All Members need to make regular and significant contributions to NARALO, At-Large, and ICANN. Contributions can include, but are not limited to posting comments, making suggestions on the mailing list, participating in At-Large or ICANN working groups or Task Forces, voting in NARALO elections, and participating in RALO and ALAC meetings. Metrics for determining active membership are set forth in the “NARALO Minimum Active Membership Standards” (the “NARALO Standards”) attached as Appendix A. The Membership may amend the NARALO Standards By a seventy percent (70%) vote.

7.3 At-Large Staff shall maintain performance data for all Members to ensure that Members are aware of their performance and status as Members in good standing. The Chair shall make use of such performance data in overseeing Members’ status. Subject to privacy and confidentiality requirements, the metrics for Members will be publicly available.

7.4 The Chair shall keep all ALS Members fully informed on an ongoing basis concerning their performance, in particular whether they are in danger of having their good standing status changed and voting rights removed or are at risk of decertification as an ALS.

7.5 The Chair is empowered to initiate or take actions with regard to Members' performance and status. Such actions may include but are not limited to:

7.4.1 Discussion of performance issues with the Member.

7.4.2 Use of the ombudsman or an impartial third-party for mediation, if necessary¹.

7.4.3 Discussion with the ALAC leadership, if the Member's representative or member is an appointee to the ALAC.

7.4.4 Recommendation to ICANN for withdrawal of travel funding and voting rights of the NARALO ALS.

7.5 Should the situation warrant it, the Membership may vote to recommend to the ALAC decertification of an ALS Member following the procedures set forth in Rule 8 below.

8. PROCESS FOR ALS DECERTIFICATION AND LOSS OF INDIVIDUAL MEMBER STATUS

8.1 In the case of an ALS Member's failure to meet the minimum performance standards set forth in the NARALO Standards, the Chair may, after thirty (30) days' advance written notice, change the status of an ALS to "Inactive Status" (without voting rights or access to ALS Member benefits). This process should be well documented on the wiki. The ALS must then be notified of this change and be given an opportunity for appeal this change in status.

8.2 Prior to any change of status to Inactive Status, an ALS Member through its voting representative or authorized member shall have the opportunity to explain to the NARALO Leadership why it should not be placed on Inactive Status. The NARALO Leadership shall make the final determination on a change in status.

8.3 An ALS Member on Inactive Status may regain its active status and its voting rights, as soon as it demonstrates participation in at least two (2) NARALO calls/meeting within the subsequent twelve (12) month period or demonstrably satisfies any other of the minimum performance standards set forth in the NARALO Standards.

8.4 If an ALS Member on Inactive Status takes no steps to restore its status to active within the following twelve (12) month period, the Chair shall provide advance notice of the proposed decertification request to the ALAC. The Chair shall submit to the ALAC, together with a notice to the Membership, a request, with supporting explanation, for de-certification of that ALS. The ALS, through its voting representative or authorized member, shall have the opportunity to explain to the NARALO Leadership why it should not be decertified.

¹ The ICANN Ombudsman provides an independent internal evaluation of complaints by members of the ICANN community who believe that the ICANN staff, Board, or an ICANN constituent body, such as NARALO, has treated them unfairly.

8.5 In the case of an apparently dormant or non-existent ALS, the Chair may submit to the ALAC, together with a notice to the Membership, a request that the ALS be decertified, providing the basis for decertification.

8.6 In the case of an Individual Member's failure to meet the minimum performance standards set forth in the NARALO Standards, the Chair may change the status of the Individual Member to "Inactive Status," after thirty (30) days' advance written notice and an opportunity for appeal. Individual Members in Inactive Status shall not have voting privileges.

8.7 The Individual Member shall have the right to explain why the Member's membership in NARALO should not be revoked and what remedial action the Individual Member proposes to take. If the Individual Member cannot or, within the subsequent twelve (12) consecutive month period, does not take remedial action, revocation of Individual Membership shall be automatic.

8.8 In general, resignation of ALS Membership or Individual Membership should be the preferred option in the case of forced decertification or revocation, respectively.

9. AMENDMENT

9.1 These Rules of Procedure may be amended at any time by an affirmative vote of not less than seventy percent (70%) of the eligible voting representatives of the Membership.

10. EFFECTIVE DATE

10.1 These Rules of Procedure will take effect when approved by the vote of not less than seventy percent (70%) of eligible voting representatives of the Membership, upon twenty-one (21) days' advance notice in writing.

APPENDIX A
NARALO MINIMUM ACTIVE MEMBERSHIP STANDARDS

(effective _____, 2017)

An ALS must meet at least two of the following performance standards:

- Participation in any two (2) NARALO elections and/or votes within a (3) year consecutive period
- Participation in a NARALO Working Group or special purpose committee or an At Large or ICANN Working Group through at least one (1) contribution or comment during a twelve (12) month period.
- Comment or collaborate on ICANN policy through the At-Large discussion lists or other means at least once within a (12) month period; or
- Participation in at least two (2) NARALO calls/meetings within a twelve (12) month period.

These requirements may be waived by the NARALO Leadership based on evidence of active participation in other NARALO, At-Large or ICANN activities.