

At-Large Draft PTI Bylaws Workspace

| Comment Close Date | Statement Name | Status | Assignee (s) | Call for Comments Open | Call for Comments Close | Vote Open | Vote Close | Date of Submission | Staff Contact and Email | Statement Number |
|--------------------|----------------------------------|--------------|--------------|------------------------|-------------------------|-----------|------------|--------------------|---|------------------|
| 2016/08/11 | Draft PTI Bylaws | No Statement | n/a | n/a | n/a | n/a | n/a | n/a | Samantha Eisner samantha.eisner@icann.org | n/a |

For information about this Public Comment, please click [here](#) >>

- [Comments Forum](#)

Brief Overview

This public comment proceeding period seeks community input on the Draft PTI Bylaws. In order to reflect the recommendations contained in the proposals by the IANA Stewardship Transition Coordination Group (ICG) as provided to the ICANN Board and transmitted to NTIA on 10 March 2016, ICANN must incorporate an affiliate, referred to as PTI, for the performance of the naming-related IANA functions. ICANN also intends to subcontract the performance of the numbering- and protocol parameter-related IANA functions to PTI.

The draft PTI Articles of Incorporation, required for the incorporation of PTI is published for public comments at <https://www.icann.org/public-comments/draft-pti-articles-incorporation-2016-07-01-en>.

Once adopted, PTI's governance requirements will be set out in its Bylaws, including issues such as the composition of the Board, conduct of Board meetings, the powers of the Board and PTI officers, and budgeting, planning and record keeping requirements. The Bylaws do not set out the detailed operational requirements of PTI. Those details will be set out in the contracts that ICANN will enter into with PTI, including the ICANN-PTI Naming Functions Agreement, and the subcontracts for the performance of the protocol parameters- and numbering-related IANA functions.

The draft PTI Bylaws were developed to meet the recommendations of the IANA Stewardship Transition Coordination Group (ICG) proposal and to be consistent with the requirements in the revised ICANN Bylaws (<https://www.icann.org/en/system/files/files/adopted-bylaws-27may16-en.pdf> [PDF, 1.42 MB]).

Any interested party may review and provide feedback on the draft PTI Bylaws during the public comment period. The comments will be analyzed to ensure alignment with the ICG proposal and ICANN Bylaws, and incorporated for the PTI Board's consideration and approval.

Section I: Description, Explanation, and Purpose

The draft PTI Bylaws were drafted in order to reflect the recommendations of the IANA Stewardship Transition Coordination Group (ICG) proposal as provided to the ICANN Board and transmitted to NTIA on 10 March 2016. As part of that work, ICANN is required to incorporate an affiliate that will perform the naming-related IANA functions under contract with ICANN. That affiliate is currently referred to as PTI. ICANN also intends to subcontract the performance of the numbering- and protocol parameter-related IANA functions to PTI.

The proposed PTI Bylaws are one of the governance-related documents developed to put PTI into operation once incorporated. Other governance-related documents are the PTI Conflict of Interest Policy, Board Code of Conduct, and Expected Standard of Behavior, which are also out for 30-day public comment at <https://www.icann.org/public-comments/pti-governance-documents-2016-07-08-en>.

The PTI Bylaws will house the highest-level of governance requirements for PTI, such as the composition of the Board, conduct of Board meetings, the powers of the Board and PTI officers, and budgeting, planning and record keeping requirements. The Bylaws do not set out the detailed operational requirements of PTI.

The specific operational details will be set out in the contracts that ICANN will enter into with PTI. Those include a contract between ICANN and PTI for PTI's performance of the naming functions, and subcontracting agreements for PTI's performance of the number and protocol parameter functions. In the coming weeks, ICANN will post for public comment a draft of the naming function contract.

The ICG proposal was developed through public processes, including multiple opportunities for public comment. All implementation planning efforts can be tracked at <https://www.icann.org/stewardship-implementation>. The draft PTI Bylaws incorporate the necessary recommendations in the ICG proposal as well as the relevant provisions from the ICANN Bylaws. Because this proposed PTI Bylaws are drafted to the publicly vetted proposal, this comment period is designed to solicit inputs from the broader community on how the proposal and ICANN Bylaws requirements were brought into the PTI Bylaws and if there are areas seen as inconsistent with the ICG proposal or ICANN Bylaws. Of note, the CWG-Stewardship and the independent counsel retained to advise the CWG have reviewed the PTI Bylaws and provided feedback, which has been incorporated into these draft Bylaws that are being published for public comment. This public comment period is not intended to be a forum for the reconsideration of those transition-related proposals.

The proposed PTI Bylaws posted today reflect inputs from the CWG-Stewardship addressing areas where the ICG Proposal did not include specific detail, some of which have impacts on PTI's governance structure. Participants in the comment forum may wish to address some of these specific items in their comments:

1. The CWG-Stewardship recommended that the Chair of the PTI Board should be selected from among the two Nominating Committee-nominated Directors elected to the PTI Board. The provision is supposed to be a suggestion of limitation of who can serve in the Chair role, though not a mandate. Concerns have been raised about the impact of this suggestion, and how searching for Director candidates that also have the skill set to chair a Board may impact the Nominating Committee process.
2. The CWG-Stewardship also recommended that meetings of the PTI Board require that at least one of the ICANN-nominated Directors and one of the Nominating Committee-nominated Directors each be present, in addition to the requirement of a majority of Directors being present. This recommendation appears to strengthen the perceived legitimacy of any action of the PTI Board.
3. The proposed PTI Bylaws specify a group of certain actions that require a higher threshold of Board approval (4/5) as opposed to the simple majority threshold that accompanies regular decisions. The CWG-Stewardship suggested that for these higher threshold decisions, that both of the Nominating Committee-nominated Directors on the PTI Board should have to approve. Because this suggested governance structure – where a single Director could hold up PTI from acting even where all other PTI Directors believed an action to be appropriate – was not included in the ICG Proposal or subjected to governance analysis, the proposed Bylaws rely only on the 4/5 threshold. Under any circumstance, that would require at least one of the Nominating Committee-nominated Directors to support the action.

Section II: Background

The IANA Stewardship Transition

For almost two decades, ICANN has performed the IANA functions under a zero-dollar contract with the U.S. Government, implementing policies developed by the multistakeholder community. The U.S. Government always envisioned its role as steward of the IANA functions as temporary, and, in March 2014, [announced](#) its intention to transition that stewardship to the global multistakeholder community. This transition will not affect how the identifiers are coordinated nor will it affect the functionality of the Internet or our ability to access it. In fact, the transition is nothing more than the final step in an 18-year process to privatize the management of the IANA functions.

The National Telecommunications and Information Administration (NTIA) asked ICANN to convene an inclusive, global discussion that involved the full range of stakeholders to collectively develop a proposal for the transition. NTIA stated that the transition proposal must have broad community support and meet the following criteria:

- Support and enhance the multistakeholder model;
- Maintain the security, stability, and resiliency of the Internet DNS;
- Meet the needs and expectations of the global customers and partners of the IANA services; and,
- Maintain the openness of the Internet.

NTIA also specified that it would not accept a proposal that replaces NTIA's role with a government-led or intergovernmental organization solution.

Developing the Community Proposals

Two sets of recommendations comprise the package provided to the ICANN Board for the IANA Stewardship Transition. One set of recommendations involved the proposal from the direct operational customers of the IANA functions. This proposal was prepared by the IANA Stewardship Transition Coordination Group (ICG). The ICG, comprised of thirty individuals, representing the broad range of Internet stakeholder interests, were nominated by their respective communities. The ICG assembled input from three global multistakeholder communities with direct operational relationships with the IANA functions to develop a proposal to transition NTIA's stewardship of the IANA functions.

- Read the final ICG proposal [here](#) [PDF, 2.31 MB].

The other set of recommendations related to enhancing ICANN Accountability in relation to the IANA Stewardship Transition. This proposal was prepared by the Cross Community Working Group on Enhancing ICANN Accountability (CCWG-Accountability), made up of members from ICANN's Supporting Organizations and Advisory Committees, and over 200 participants, developed a separate proposal for enhancing ICANN's accountability in light of the changing historical relationship with the U.S. Government. Together with ICANN's existing structures, the group recommended mechanisms to ensure ICANN remains accountable to the global Internet community.

- Read the final CCWG-Accountability proposal [here](#) [PDF, 6.02 MB].

Proposals Delivery and NTIA's Report

On March 10, 2016, the ICANN Board of Directors [transmitted](#) the IANA Stewardship Transition and Accountability Proposals to NTIA for its review and approval.

On 9 June, NTIA [announced](#) "that the proposal developed by the global Internet multistakeholder community meets the criteria NTIA outlined in March 2014 when it stated its intent to transition the U.S. Government's stewardship role for the Internet domain name system (DNS) technical functions, known as the Internet Assigned Numbers Authority (IANA) functions."

Other PTI related materials

On 01 July, ICANN [published](#) the proposed PTI Articles of Incorporations for a 30-day public comment period.

On 08 July, ICANN [published](#) the proposed PTI Conflict of Interest Policy, PTI Board Code of Conduct, and PTI Expected Standard of Behavior for a 30-day public comment period.

ICANN's implementation planning efforts based on requirements of the ICG and CCWG-Accountability proposals can be tracked at <https://www.icann.org/stewardship-implementation>.

Section III: Relevant Resources

- [Draft PTI Bylaws](#) [PDF, 505 KB]
- [ICG Proposal](#) [PDF, 2.31 MB]
- [CCWG-Accountability Proposal](#) [PDF, 6.02 MB]
- [ICANN Bylaws](#) [PDF, 1.42 MB]

Section IV: Additional Information

Section V: Reports

Staff Contact

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FINAL VERSION TO BE SUBMITTED IF RATIFIED

The final version to be submitted, if the draft is ratified, will be placed here by upon completion of the vote.

FINAL DRAFT VERSION TO BE VOTED UPON BY THE ALAC

The final draft version to be voted upon by the ALAC will be placed here before the vote is to begin.

FIRST DRAFT SUBMITTED

The first draft submitted will be placed here before the call for comments begins.