Charter

Note: This charter remains in effect until the Charter approved in 2023 @ ICANN78 enters into effect.

NPOC Charter v2.0

1.0 Mission and Principles

1.1 Reference to ICANN Bylaws

The Not-for-Profit Organizations Constituency (hereinafter to be referred to as the NPOC) is part of the Generic Names Supporting Organization (GNSO) and, according to Article X §5 of the ICANN bylaws, is a member of the Non-Commercial Stakeholder's Group (NCSG).

1.2 Mission

1.2.1 The purpose of the Not-for-Profit Organizations Constituency shall be to represent, specifically, the operational interests of not-for-profit and non-governmental organizations. NPOC Members rely on the Internet and DNS policies to serve their communities. Members shall include not-for-profit and non-governmental organizations with missions that include, but are not limited to, philanthropic, humanitarian, educational, academic and professional development, religious, community associations, promotion of the arts, public interest policy advocacy, health-related services, and social inclusion.

1.2.2 The NPOC shall engage the ICANN community on how proposed and existing policies and initiatives uniquely impact not-for-profit and non-governmental organizations and the delivery of their mission-related services. Specific operational concerns include: domain name registration, expansion of the DNS, fraud and abuse, using the DNS to provide and collect information to members and to serve members and communities.

1.2.3 The operational concerns described above drive how NPOC Members actively manage their infrastructure, create and improve internal processes and controls, manage risks, and respond to and respect the welfare of the communities they represent. The NPOC shall allow its members to affiliate, discuss and participate in the development of DNS policies and how they relate and may impact our operations, outreach programs and member service delivery.

1.3 Guiding Principles for Leaders, Representatives, and Members

The NPOC is committed to:

1.3.1 Carrying out its mission in a fair, open and transparent manner, and ensuring that new members, the ICANN community and the general public may easily access and understand its operations and processes;

1.3.2 Establishing and maintaining standards for leadership positions including impartiality, accountability, and avoidance (or disclosure and members' consent) of potential conflicts of interest;

1.3.3 Establishing and maintaining participation standards for eligibility to vote;

1.3.4 Establishing and maintaining professional standards of behavior for all constituency members and participants including: adhering to ICANN bylaws /policies; supporting the bottom-up consensus model; treating others with dignity, respect, courtesy and civility; listening attentively to understand others; acting with honesty, sincerity and integrity; and maintaining good community standing; and

1.3.5 Providing balanced and fair representation of the significant, legitimate issues of safety and protection for not-for-profit organizations which use and rely upon the Internet to further their missions.

2.0 Committee Structure and Officer Requirements

2.1 Committee Structure

2.1.1 The NPOC shall consist of a(n) Executive, Membership, Policy and Communications committee. Additional committees may be formed by majority vote of the Executive Committee as needed.

2.1.2 Executive Committee (EC). Members of the NPOC shall elect an EC. The qualifications, rights and duties of the EC are set forth in Section 3.0

2.1.3 Membership Committee. Members of the NPOC shall elect a Membership Committee, its roles and responsibilities are set forth in Section 4.1.

2.1.4 Policy Committee. Members of the NPOC shall elect a Policy Committee, its roles and responsibilities are set forth in Section 4.2.

2.1.5 Communications Committee. Members of the NPOC shall elect a Communications Committee, its roles and responsibilities are set forth in Section 4.3.

2.2 Eligibility

Sections 2.2 through 2.10 provide rules and requirements for all NPOC leadership positions elected by the membership and, as such, apply to the Chair, Vice-Chair, Secretariat, and Chairs of the Membership, Policy, and Communication Committees.

To be eligible for a committee officer position, candidates must:

2.2.1 Have been his/her organization's representative of record, in good standing, for a period of at least six (6) months;

2.2.2 Not already hold a committee leadership position;

2.2.3 Not be currently serving as a GNSO Council Member; and

2.2.4 Not be NPOC Chair if serving on the ICANN Nominating Committee, as an officer of another ICANN constituency or as an officer of the At-Large Advisory Committee (ALAC).

2.3 Elections

All committee officer positions shall be elected by active NPOC members as provided in Section 3.1.1.

2.4 Term Limits

Committee officers will be elected/appointed for one-year terms. No one-person shall serve for more than five (5) years in any ten (10) year period on a particular committee.

2.5 Vacancies, Resignations, Suspensions and Removals

2.5.1 Vacancy. If a vacancy occurs with respect to an Officer with:

2.5.1.1 Six (6) or more months left in the term, the Chair shall direct the EC to hold an election to replace such officer in accordance with the procedures described in Section 3.1.1;

2.5.1.2 Less than six (6) months left in the term, the Chair, in consultation with the EC, shall appoint an individual to fill the vacancy until the term is expired;

2.5.1.3 If the office of the Chair becomes vacant then the Vice Chair shall become the acting Chair until an election for Chair can be held; or

2.5.1.4 If the office of a Committee Chair becomes vacant then the Vice Chair of such committee shall become the acting Chair until an election for Committee Chair can be held.

2.5.2 Resignation and Suspension. If at any point in time:

2.5.2.1 An officer leaves the membership of the NPOC for any reason, s/he shall immediately cease the function of his/her office;

2.5.2.2 An officer tenders his/her resignation to the EC, such resignation will result in a vacant office and provisions under Section 3.1.1 shall be followed; or

2.5.2.3 The officer feels s/he cannot sufficient perform the duties for a period greater than thirty (30) calendar days, the officer must resign.

2.5.3 Removal. In the unlikely event a committee believes one of its officers is not sufficiently performing his/her duties, it may vote to remove the officer provided that the following conditions are met:

2.5.3.1 The committee notifies the EC;

2.5.3.2 The committee notifies the officer in question in writing of its desire to remove the officer;

2.5.3.3 The notification details the issue at hand and provides recommendations for improvement;

2.5.3.4 The Chair and/or Vice Chair will work with the officer in question;

2.5.3.5 The committee will meet no less than thirty (30) calendar after notification to determine if the officer in question has shown sufficient improvement;

2.5.3.6 If the committee does not believe the officer has shown sufficient improvement it shall vote to remove the officer and the vote must have at least a two-thirds vote in favor of removing the officer to be official; and

2.5.3.7 The removed officer may appeal within ten (10) calendar days to the EC and the EC shall vote regarding reinstatement. This decision shall be final.

2.6 Advisory Structures

Committees may charter and appoint representatives to ad-hoc work groups as needed to support their activities.

2.7 Decision-Making Processes

2.7.1 Committees shall endeavor to inform the NPOC membership about ICANN and NPOC issues relevant to the NPOC mission. It will make recommendations for action as appropriate and will engage the appropriate work groups. Committees will ensure all official comments, letters, and communications are submitted to the NPOC prior to action.

2.7.2 Official actions will be subject to the following voting requirements:

2.7.2.1 All proposed actions must be consistent with the NPOC mission;

2.7.2.2 All items up for action will include a clearly articulated response deadline;

2.7.2.3 The result of the voting will be determined by the timely respondents; and

2.7.2.4 The committee will abide by decisions made by the majority of the timely respondents, provided that the majority consists of at least two (2) respondents.

2.8 Volunteers

Each committee shall post on the NPOC website a call for volunteers to serve on newly created committees and working groups for at least seven (7) days. Each committee will try to reach a consensus on who will be included in the committee or working group, but if a consensus cannot be reached, the EC will initiate a formal election for these positions pursuant to Section 8.0.

2.9 Perform with Diligence and Loyalty

All officers have a duty to perform their roles with diligence and loyalty to the NPOC, and are bound to meet the minimum participation requirements set forth in Section 5.1.3.1. All officers shall promptly notify the EC, and Constituency Members, of any potential conflict of interest that may arise during their term.

2.10 Support Education and Outreach

All committee leadership positions shall create opportunities for the Members of the NPOC to keep current with literature, research, and discussion of Internet issues relating to safety and protection on the Internet and to the kinds of policies being developed in the GNSO.

3.0 Executive Committee (EC)

3.1 Duties and Responsibilities of the Executive Committee (EC)

3.1.1 Conduct Elections. In accordance with the provisions in Section 8.0 the EC shall:

3.1.1.1 Direct the Membership Committee Chair to announce a call for candidate nominations at least sixty (60) days prior to an election and establish a list of the Members eligible to vote in such election including their status/vote allocation;

3.1.1.2 Establish and oversee a secure, confidential, and accurate balloting procedure;

3.1.1.3 Obtain from the Membership Committee Chair the names of candidates for each office to be elected or obtain from the Policy Development Committee Chair the title of the policy issue for vote;

3.1.1.4 Collect and post on the NPOC website a statement of qualifications and intentions of all candidates or policy issues on the ballot;

3.1.1.5 Create and provide ballots to each Constituency Member designated representative eligible to vote at least thirty (30) days prior to the close of voting for such election; and

3.1.1.6 Supervise the vote count for accuracy and ensure that members are notified of the results in a timely and transparent manner.

3.1.2 Manage Funding and Expenditures. The EC shall:

3.1.2.1 Obtain and monitor NPOC funding from ICANN, individuals and organizations that are not Members, and other sources;

3.1.2.2 Approve a budget proposed by the Secretariat at least annually and approve reports on expenditures at the end of each budget period; and

3.1.2.3 Keep records and make such accountings as are necessary to satisfy the requirements of any funding source or grant.

3.1.3 Make Appointments. The EC shall appoint or recommend NPOC members as candidates, upon request, to serve on, or as liaison with, other ICANN structures, including the ICANN Nominating Committee if so requested by the NCSG Executive Committee.

3.1.4 Establish Additional Committees and Working Groups. The EC may propose to the Constituency Members requests to establish additional temporary or permanent committees or working groups. Such requests may originate from within the EC itself or from any Constituency Member. The EC shall post such a request on the NPOC website. The request shall:

3.1.4.1 Explain the need for and intended purpose of such entity;

3.1.4.2 Propose committee formation criteria, eligibility requirements for members of the committee, and committee functions and procedures in addition to those stated in Section 4.0;

3.1.4.3 State a date, not less than thirty (30) calendar days after the request is posted, on which such entity will be formed, unless three (3) or more Members request inwriting to the EC that the EC request to create a new committee or working groups be put to Member vote.

3.1.4.4 Upon a sufficient request for a Member vote, the EC shall conduct a vote on approving the request in accordance with the procedures for an election set forth in Section 8.0.

3.1.4.5 Any committee or working group established pursuant to this Section shall comply with the requirements of Section 2.0.

3.1.5 Resolve Disputes. The EC shall hear and resolve disputes among members and any appeal from a decision made by the Membership Committee Chair.

3.1.6 Records Retention. The EC shall maintain all records required by the ICANN Board for GNSO structures to maintain for no less than four (4) years to ensure that a full three (3) year record is available for each renewal/reconfirmation period.

3.2 Composition

As long as there are sufficient willing participants, the EC shall consist of the following six (6) officers:

3.2.1 NPOC Chair;

3.2.2 NPOC Vice Chair;

3.2.3 Secretariat;

3.2.4 Membership Committee Chair;

3.2.5 Policy Committee Chair; and

3.2.6 Communications Committee Chair.

3.3 Responsibilities of EC Officers

The duties and responsibilities of the EC Officers may be amended at any time upon favorable vote of the EC.

3.3.1 The Chair shall:

3.3.1.1 Organize and conduct meetings and teleconferences of the NPOC, including a meeting of all Members during the ICANN public meetings on a day selected by the EC to maximize the NPOC's potential to influence GNSO Council and ICANN Board decisions;

3.3.1.2 Determine the agenda and meeting schedule of the EC and the NPOC;

3.3.1.3 Liaison with other Stakeholder Group representatives, Advisory Committees, the ICANN Board, and ICANN Staff on administrative and substantive matters;

3.3.1.4 Establish guidelines for EC participation requirements in accordance with Section 5.1.3.1;

3.3.1.5 Ensure that timelines and standards for the work of the officers and committees are set and met; and

3.3.1.6 Advise and assist the other members of the EC.

3.3.2 The Vice Chair shall:

3.3.2.1 Perform such duties of the Chair or other EC officers as are delegated to this position by vote of the EC or by the Chair;

3.3.2.2 Participate in EC decision making;

3.3.2.3 Participate in outreach, recruiting, liaison, and networking efforts; and

3.3.2.4 Advise and assist the Chair and the other members of the EC.

3.3.3 The Secretariat shall:

3.3.3.1 Assists the EC with administrative tasks such as coordinating monthly meetings, taking public and EC meeting minutes, managing regular correspondence;

3.3.3.2 Provide timely notice on the NPOC website and list serve of all Constituency meetings and agendas;

3.3.3.3 Post a Notice of Election and Request for Nominations on the NPOC website for at least sixty (60) days prior to an upcoming election; the Notice of Election will include a Request for Nominations to be submitted to the Membership Committee Chair;

3.3.3.4 Make a reasonable effort to post notices of NPOC activities on websites, blogs, and other forums for publicity and recruitment;

3.3.3.5 Seek sources of support from ICANN, grants and other donations pursuant to Section 10.0;

3.3.3.6 Manage all funding and expenditures in accordance with the budget and maintain detailed financial records, submit an annual budget to the EC for approval;

3.3.3.7 Report to NPOC Members at the end of each annual budget period on all funding and expenditures during that year; and

3.3.3.8 Advise and assist the Chair and the other members of the EC.

3.3.4 The Membership Committee Chair shall:

3.3.4.1 Ensure the committee performs its duties and responsibilities as detailed in Section 4.1;

3.3.4.2 Convene all Membership Committee meetings;

3.3.4.3 Participate in all Executive Committee meetings; and

3.3.4.4 Keep the EC information on the committee's work and conclusions;

3.3.4.5 Advise and assist the Chair and the other members of the EC; and

3.3.4.6 Perform other duties as assigned.

3.3.5 The Policy Development Committee Chair shall:

3.3.5.1 Ensure the committee performs its duties and responsibilities as detailed in Section 4.2;

3.3.5.2 Convene all Policy Development Committee meetings;

3.3.5.3 Participate in all Executive Committee meetings;

3.3.5.4 Keep the EC information on the committee's work and conclusions of working groups convened by the EC and the work of the GNSO Council Representatives;

3.3.5.5 Serve as a liaison between the GNSO Council Representatives and the Policy Development Committee;

3.3.5.6 Advise and assist the Chair and the other members of the EC; and

3.3.5.7 Perform other duties as assigned.

3.3.6 The Communications Committee Chair shall:

3.3.6.1 Ensure the committee performs its duties and responsibilities as detailed in Section 4.3;

3.3.6.2 Convene all Communications Committee meetings;

3.3.6.3 Participate in all Executive Committee meetings;

3.3.6.4 Keep the EC information on the committee's work and conclusions;

3.3.6.5 Advise and assist the Chair and the other members of the EC; and

3.3.6.6 Perform other duties as assigned.

3.4 EC Communications

The EC may have private communications mechanisms (e.g. email lists), which shall be archived and available to NPOC members, the ICANN community or the general public upon request.

4.0 Other Committees

4.1 Membership Committee

4.1.1 Purpose and Function. The Membership Committee's primary focus will be to recruit new members, review new member applications to determine eligibility, maintain the active member list and determine the eligibility for elections.

4.1.2 Officers. As long as there are sufficient willing participants, the Membership Committee shall consist of the following officers:

4.1.2.1 Chair;

4.1.2.2 Vice Chair;

4.1.2.3 Recorder; and

4.1.2.4 The General Assembly, which shall consist of no less than two (2) and no more than eight (8) members.

4.1.3 Responsibilities. The Membership Committee shall:

4.1.3.1 Receive and review Member applications and, if the information in the application is not sufficient to warrant acceptance, notify the applicant and request additional information;

4.1.3.2 Establish, execute and assure compliance with the new Member application process;

4.1.3.3 Accept new Members who qualify in accordance with this Charter;

4.1.3.4 Maintain the list of Members with contact information and update at least every six months;

4.1.3.5 Determine the ICANN geographical Region(s) represented by each Member. This determination will be made based on citizenship, residence, duration of residency or experience within a Region, depth of involvement in Internet matters in the Region, and other criteria as contained in the ICANN Bylaws or approved by the ICANN Board;

4.1.3.6 Devise and conduct recruitment and outreach programs;

4.1.3.7 Elections and Reporting

4.1.3.7.1 Determine the active voting status of Members;

4.1.3.7.2 Upon receipt from the EC of a notice of an upcoming election, confirm the identity and status of Constituency Members eligible to vote and run for office at least forty (40) days prior to the beginning of such election;

4.1.3.7.3 Accept nominations for offices to be filled by such election and, in the case of more than four (4) nominations for any office, determine the top four (4) candidates, who will be included on the ballot. In the case of a dispute about this determination, any interested party may appeal the decision to the EC; and

4.1.3.7.4 Notify the EC of the names of the candidates for each office at least ten (10) days prior to the deadline for providing ballots to Constituency Members eligible to vote in such election.

4.1.3.8 Advise and assist the EC, NPOC as a whole and perform other duties as reasonable requested; and

4.1.3.9 Establish work groups to perform as needed.

4.2 Policy Committee

4.2.1 Purpose. The Policy Committee's primary focus shall be to establish and develop NPOC policy positions and draft comments, letters and other communication regarding ICANN policy issues.

4.2.2 Officers. As long as there are sufficient willing participants, the Policy Committee shall consist of the following officers:

4.2.2.1 Chair;

4.2.2.2 Vice Chair;

4.2.2.3 Recorder; and

4.2.2.4 The General Assembly, which shall consist of no less than two (2) and no more than eight (8) members.

4.2.3 Responsibilities. The Policy Committee shall:

4.2.3.1 Monitor ongoing ICANN policy development processes and emerging issues and provide recommendations to the NPOC regarding the same;

4.2.3.2 Draft comments, letters and other communications related to official NPOC policy; and

4.2.3.3 Establish work groups to perform as needed.

4.3 Communications Committee

4.3.1 Purpose. The Communications Committee's primary focus shall be to maintain the efficient exchange of information between the NPOC, the NCSG and the ICANN community.

4.3.2 Officers. As long as there are sufficient willing participants, the Communications Committee shall consist of the following officers:

4.3.2.1 Chair;

4.3.2.2 Vice Chair;

4.3.2.3 Recorder; and the General Assembly, which shall consist of no less than two (2) and no more than eight (8) members.

4.3.3 Responsibilities. The Communications Committee shall:

4.3.3.1 Establish work groups to perform as needed;

4.3.3.2 Establish and manage all public communications facilities as described in Section 6.0, in accordance with the list of Members' contact information provided by the Membership Committee Chair;

4.3.3.3 Establish and manage the NPOC website, including access to membership application forms; and

4.3.3.4 Maintain all records and documents of the NPOC.

5.0 Membership

5.1 Definition

5.1.1 The members of the NPOC will be comprised of organizations with missions such as: philanthropic, humanitarian, educational, academic and professional development, religious, community associations, promotion of the arts, public interest policy advocacy, health-related services, and social inclusion. It is the expectation that the members will:

5.1.1.1 Support the NPOC mission;

5.1.1.2 Represent geographically diverse organizations and communities;

5.1.1.3 Provide their unique organizational perspectives and recommendations to the ICANN community and not those of their official representative

5.1.1.4 May be local or regional not-for-profit organizations or larger international not-for-profit organizations;

5.1.1.5 Not be required to have any special expertise;

5.1.1.6 Own at least one domain name and maintain or have plans to create an organization website;

5.1.1.7 Acknowledge the relevance of ICANN related matters; and

5.1.1.8 Agree to actively participate in the multi-stakeholder model.

5.1.2 NPOC membership will be extended to any interested not-for-profit or non-governmental organizations provided that the organization presents sufficient paperwork stating that its jurisdiction acknowledges the organization is not-for-profit.

5.1.3 NPOC membership will have two states active and inactive:

5.1.3.1 Active members are an organization whose designated representative has participated in NPOC discussions at least once within a continuous twelve month period and shall participate in at least four (4) constituency-wide meetings.

5.1.3.2 Inactive members are organizations whose designated representative has not participated in NPOC discussions as described above. Inactive members will not have the right to vote. Inactive members can become active again with participation by its representative.

5.2 Non-Endorsement

Membership in NPOC shall not expressly or implicitly imply any endorsement or approval of the mission or activities of any Member.

5.3 Publication Policies/Practices

The NPOC will make its membership known internally, within the ICANN community, and to the general public on its website www.npoc.org.

5.4 Recruitment and Outreach

5.4.1 The NPOC will actively and continuously recruit potential members using global not-for-profit networks, not-for-profit umbrella organizations and related conferences, meetings and forums. In addition, NPOC will coordinate with ICANN's communications teams and outreach teams to solicit members, input and feedback. The NPOC will coordinate with the ICANN community to identify potential Members, including:

5.4.1.1 Existing Stakeholder Groups;

5.4.1.2 Existing constituencies;

5.4.1.3 At Large Advisory Committee;

5.4.1.4 The Governmental Advisory Committee;

5.4.1.5 ccTLD operators;

5.4.1.6 The ICANN Board's Public Participation Committee or related committee(s);

5.4.1.7 the Global Partnership Project;

5.4.1.8 ICANN's Regional Support Offices;

5.4.1.9 ICANN Communications staff;

5.4.1.10 ICANN Compliance staff;

5.4.1.11 ICANN Policy Development staff; and

5.4.1.12 ICANN staff working on Participation and Engagement activities.

5.4.2 The NPOC shall conduct its outreach activities and membership development related programming designed to attract not for-profit and non-governmental organizations in each of ICANN's five regions.

5.4.3 In addition, the NPOC shall consider the following activities to reach potential Members:

5.4.3.1 The NPOC shall collaborate with ICANN to maximizing use of ICANN's website to reach not-for profit and non-governmental organizations and introduce them to DNS and ICANN matters;

5.4.3.2 The NPOC shall consider using Social Media and other online networks and DNS industry websites and blogs to reach potential Members;

5.4.3.3 The NPOC shall consider hosting informational events and meetings at ICANN Public meetings;

5.4.3.4 The NPOC shall consider hosting informational events and meetings in the five ICANN regions with particular emphasis on outreach in developing countries and populations under-represented in the ICANN community;

5.4.3.5 The NPOC will use communication materials, such as newsletters and brochures to introduce and explain ICANN engagement and DNS issues not-for profit and non-governmental organizations; and

5.4.3.6 Other best practices and activities as developed by Members.

5.5 Designated Representative

Each organization, in its application for membership in the NPOC, shall appoint one representative as the principal point-of-contact and to serve as the Member's "Designated Representative".

5.5.1 A Designated Representative must be authorized to represent the Member;

5.5.2 Each Designated Representative shall have the power to speak publicly on behalf of the Member within the NPOC;

5.5.3 Unless otherwise provided in this Charter, the Designated Representative is the only person able to vote on behalf of the Member;

5.5.4 A Member may change its Designated Representative, provided that the Member:

5.5.4.1 Notifies the EC of the change; and

5.5.4.2 Authorizes a new Designated Representative.

5.5.4.3 A new Designated Representative appointed in accordance with this Charter does not assume an elected or appointed office within the NPOC held by the prior Designated Representative.

5.6 Alternative Representative

A Member may also designate one Alternate Representative to the NPOC following the same processes as for designating an Designated Representative, set forth in Section 5.5. The Alternate Representative may not vote on behalf of the Member, but may otherwise be included in the NPOC list serve and participate in discussions, meetings, committees, and working groups.

5.7 Member Rights and Responsibilities

Each Member of the NPOC in good standing shall have the right to:

5.7.1 Vote. Vote in all general elections of the NPOC including, but not limited to officers; and, whenever a general membership vote has been called an authorized officer of the NPOC.

5.7.2 Participate in Leadership Elections. Run for, or nominate other Members to, positions elected by NPOC Members by complying with the election procedures described in Section 8.0.

5.7.3 Receive Communications. Have access to the NPOC website, list serve, and any other communications mechanisms established; and be given timely notice on the list serve of all meetings called by the EC or of the PC and of all policy development processes, position papers or advices to be considered by the PC.

5.7.4 Participate. Be afforded the opportunity to participate in NPOC discussions, whether via teleconference, e-mail list, website, or in person, on all policy and administrative issues for which notice is given on the list serve.

5.7.5 Submit Agenda Items. Submit agenda items for NPOC and other committee meetings.

5.7.6 Receive Mentoring. Upon request, a new NPOC Member will be assigned a mentor by the Chair to answer questions, offer guidance, and provide direction.

6.0 Communications

6.1 Meetings/Conferences

All meetings will be held via teleconference and/or in person when practicable and advertised in advance of the meeting. All minutes will be made available via list serve. Minutes will be made available to the general public upon reasonable request. All meetings will be held in the spirit of the protocols detailed in Robert's Rules of Order.

6.1.1 Constituency-wide meetings will be held monthly and are open to all active members of the NPOC. Additionally, constituency-wide meetings will meet when practicable at ICANN public meetings. Observers and guest will be permitted, provided that they maintain proper decorum and do not interfere with the progress of the meeting; observers and guests must leave upon request.

6.1.2 Policy Committee meetings will be held no less than six (6) times per calendar year and are open to all active members of the NPOC.

6.1.3 Executive Committee will meet at least one (1) week in advance of the constituency-wide meeting. The Executive Committee will post the agenda for the constituency-wide meeting when available. Additional meetings may be held as necessary.

6.1.4 All other committees will meet as the committee sees fit, provided that they follow the above requirements.

6.2 Distribution/Communication Lists

The NPOC will maintain a constituency-wide list serve; each committee must determine how it wishes to communicate. The NPOC will maintain a public website that will contain membership and activity information. All NPOC members understand and accept that their membership will be made public; however, individual representative email and other contact information will be not publicly distributed without prior permission.

7.0 GNSO Council Representatives (CRs)

7.1 Elections

CRs may be elected by NPOC members pursuant to Section 8.2 unless an alternative Stakeholder Group process is provided for in the NCSG Charter, which shall govern all CR elections.
7.2 Regional Representation

The NPOC shall seek to recruit and elect CRs from a variety of global Regions. Determination of which Region(s) are represented by CRs is made by the Membership Committee Chair according to the criteria set forth in Section 2.2 and any geographic diversity needs or requirements communicated by the NCSG.

7.3 Responsibilities

7.3.1 Participation in the Constituency. Each CR shall actively and faithfully participate with the EC and the Constituency Members in considering policy issues.

7.3.2 Participation in the GNSO. Councilors shall:

7.3.2.1 Actively participate in the regular affairs of the GNSO Council including, inter alia, attending its scheduled meetings, staying abreast of the technical and administrative agenda, engaging in relevant email and live discussions, reading minutes, evaluating reports, listening to meeting recordings (in the event of absence), asking questions that foster learning, voting responsibly on all matters before the Council, and periodically reviewing the performance of the Chair and Vice-Chairs;

7.3.2.2 Request and receive sufficient information, including support from their Constituencies or Stakeholder Groups, as appropriate, so Councilors may carry out their responsibilities. When a problem manifests itself or some issue does not make sense, a Councilor has a duty to inquire into the surrounding facts and circumstances and seek guidance; and

7.3.2.3 Actively and faithfully participate in the activities of the GNSO Council and in advancing the goals of the Constituency in every aspect of the GNSO Policy Development Process.

7.3.3 Communication. Each CR shall inform, in a timely manner and by use of the Public List, all Constituency Members of:

7.3.3.1 The initiation of new working groups or policy development processes within ICANN;

7.3.3.2 ICANN public comment periods;

7.3.3.3 Any final vote by the GNSO Council, at least two (2) weeks in advance of the scheduled vote; and

7.3.3.4 Any other matter reasonably pertinent to permitting the full involvement in ICANN policy development by the NPOC.

7.3.4 Constituency Representation and Voting. Each CR shall represent in the GNSO Council the goals and priorities of the Members to the best of his/her ability and in accordance with the principle of consensus building, as follows:

7.3.4.1 Given the GNSO Council's size and the voting thresholds that have been defined, it is important that votes of the NPOC be registered, through our elected representatives, on every matter of significance that comes before the Council for action;

7.3.4.2 Positions that reach consensus within the NPOC are presumptively binding on the CRs' votes. This presumption may be rebutted only with the consent of the Members and in the event of very significant countervailing concerns, which concerns must be disclosed to the Members; and

7.3.4.3 On issues without Constituency consensus, CRs are authorized to vote on GNSO Council matters as they think best with a reasonable effort to reflect the positions held by Members of the NPOC.

7.3.5 Voting Remedies. Given the GNSO Council's size and the voting thresholds that have been defined, it is important that in the NPOC has councilors on the GNSO Council votes of the NPOC be registered on every matter of significance that comes before the GNSO Council for action. For CR occurrences of abstention, planned absence, and vacancy, the NPOC intends to utilize the voting remedies provided in the GNSO Operating Procedures (GOP) which include:

7.3.5.1 Temporary Alternate. The EC may identify one or more Members who satisfy the GOP criteria and can be called upon to serve in this capacity when a CR is unable to fulfill his/her normal obligations on the GNSO Council.

7.3.5.2 Notification. In order to permit the NPOC to avail itself of the voting remedies provided, CRs are obligated to notify the EC (including reason), via the procedures contained in the GOP, as far in advance as practicable, whenever a condition occurs that would cause the CR not to vote on a matter before the Council.

7.3.5.3 Responsibility. For the specific remedies of Voting Direction and Proxy, there is a requirement that the NPOC establish a position on the matter at issue. In the event that the NPOC does not have a clearly established position on a matter and there is insufficient time to determine one using its normal procedures:

7.3.5.3.1 The Chair, in consultation with the appropriate Vice-Chair, will determine whether to exercise a voting remedy and to authorize its execution.

7.3.5.3.2 For matters involving policy positions, the Chair, with the concurrence of the Vice-Chair Policy, may interpret the NPOC's position using their best judgment so that a voting remedy may be exercised.

7.3.5.3.3 For non-policy motions/votes, the Chair, with the concurrent of the Vice-Chair, may interpret the NPOC's position using their best judgment so that a voting remedy may be exercised.

7.3.5.3.4 Any judgment(s) applied under this provision must be communicated to the Members as soon as practicable after the decision is made.

7.3.5.4 Unplanned Absence. Because unplanned absences, by definition, do not permit sufficient opportunity or time to declare an abstention and apply a voting remedy, they are to be minimized. CRs who more than occasionally fail to attend GNSO Council meetings in whole or in part, for any reason, without providing the EC sufficient advance notice to evaluate and, at its option, execute a voting remedy, may be subject to removal.

8.0 Elections

8.1 Eligibility for Elected Office

All candidates for elected office must meet the qualifications of the office position they seek as defined in Section 2.2.

8.2 Procedures

The following detail the process for selecting candidates for NPOC elected offices:

8.2.1 The EC shall task the Communications Committee to post a Notice of Election and Request for Nominations on the NPOC website for at least sixty (60) days prior to an upcoming election. Such notice shall include the opening date of the official vote.

8.2.2 Candidates must request formal nomination from the Membership Committee by submitting a completed Request for Nomination form within fifteen (15) calendar days of the official Notice of Election post.

8.2.3 The Membership Committee shall review the completed Request for Nomination forms and notify candidates of formal acceptance no less than thirty (30) calendar days of the official vote.

8.2.4 No position shall have more than four (4) candidates. In the event more than four (4) individuals request nomination the EC shall review and vote on the final four (4) candidates.

8.2.5 Once the candidates have been formally accepted, the voting process detailed in Section 9.0 will commence.

9.0 Voting

9.1 Applicability

The NPOC may engage in constituency-wide voting for the following activities:

9.1.1 Executive Committee officer elections;

9.1.2 Election of committee chairs;

9.1.3 Establish positions on a policy or administrative issue where consensus could not be reached; and

9.1.4 Other matters as identified by the Executive Committee.

9.2 Rights

All member organizations shall have an equal voting share of one (1) vote.

9.3 Privileges and Limitations

Active Members are, are eligible to vote. It is the responsibility of the Designated Representative to declare any conflict of interest in writing to the EC. The EC will then determine whether or not that organization must abstain from voting on that particular issue. In the event the EC discovers that a member did not declare a potential conflict of interest, its membership shall be suspended by the EC for six (6) months.

9.4 Quorum

Unless specified otherwise within these Bylaws, a meeting or teleconference with a majority of the Executive Committee, Elected Representatives or any committee of the Constituency in attendance shall constitute a quorum. An affirmative vote of at least one half plus one of all ballots cast, provided the total number of those voting is not less than ten percent (10%) of the total number of voting Members to a minimum of ten Members, in favor of an amendment is necessary for adoption.

9.5 Processes

Motions shall be made to the EC. If, upon favorable vote, the EC determines the motion should be put forward to the NPOC membership:

9.5.1 The motion will be publicized on the NPOC website and an email sent to all members no less than thirty (30) calendar days before the vote;

9.5.2 The vote mechanism will be either via email or online as determined by the EC;

9.5.3 The vote will be open for fifteen (15) calendar days;

9.5.4 The EC shall review all votes at the close of the voting period. A motion shall be considered ratified with fifty-one percent (51%) of the votes is in favor of the motion; provided that a sufficient quorum has been reached.

9.5.5 In the event a sufficient quorum has not been reached the EC may determine to start the election process anew.

10.0 Finances

10.1 Revenue/Expense Categories

NPOC will not collect dues, fees, or subscriptions from its members.

10.2 Funding Sources

Members shall take reasonable efforts to assist the Secretariat in procuring financing for the NPOC:

10.2.1 From any organizations, institutions, and employers with which Members are affiliated;

10.2.2 In the form of grants, research funding, and public funds available from such sources as foundations, governments, and others;

10.2.3 From major actors in the industry, including without limitation, registrars, registries, Internet service providers, and so forth; and

10.2.4 From the Non-Commercial Stakeholders Group (NCSG) and ICANN.

10.3 Conflicts of Interest

Any funding obtained from sources within ICANN and from industry groups represented in the GNSO must be balanced across sources, given without obligations to engage in particular activities or to support particular positions, and free of conflicts of interest. The Secretariat shall post on the NPOC website proposed financing sources and a statement of potential conflicts of interest for two (2) weeks for Member approval before accepting financing. If two (2) Members object to a source of financing, the EC shall put the issue to a Member vote as provided in Section 9.0.

10.4 Policies/Practices

NPOC will follow a calendar year fiscal period and will follow generally accepted accounting practices. High-level financial reports/records will be published to its public website, www.npoc.org, for internal, ICANN community and general public transparency. Detailed financial reports/records will be made available to ICANN staff upon request. Upon reasonable written request or concern, the NPOC Executive Committee will engage an independent party – most likely an executive or financial committee within another GNSO constituency group – to conduct an independent review.

11.0 Amendments (Illustrative)

11.1 Amendments

This Charter may be amended from time to time subject to a majority vote of members. Proposals for amendment that are not supported by the Executive Committee require a proposer and expressions of support from 25% of members before being put to a vote.

11.2 Interpretation

If disputes arise regarding the interpretation of this Charter, such interpretation will be decided upon by the Executive Committee without prejudice to the right of any member to file a complaint to the ICANN Ombudsman.

11.3 Effect and Transition

All articles of this revised Charter shall take effect immediately following an affirmative vote of the Constituency.

Version	Date	Name	Description
1.0	10/29/2010	Amber Sterling	Presented to NPOC Members for final review and comments
2.0	11/2/2010	Amber Sterling	Version submitted to ICANN Board