

Bylaws Update: BoT 98

Where Have We Been?

- Draft Bylaws released to Board **16 January 2012**
- Draft FAQ released to Board 13 February 2012
- Bylaws Committee Last Call on Board comments update 22 February 2012
- Final Draft Bylaws released to Board 28 February 2012
 - Three open issues: # Trustees total, # Trustees selected by which communities, record date
- Clean copy of Draft Bylaws released to Board **8 March 2012**
- ISOC BoT Meeting Costa Rica 11 March 2012
- Draft Bylaws changes discussed with AC 30 March 2012
- Draft Bylaws, FAQ, narrative letter released to community **6 April 2012**
 - Drafting hold-up: Bylaws committee and Board long lag time for comments
 - Release hold-up: technology – establishing Wiki, mail lists, mail list policy

What Did We Do?

- Four Webinars
 - Two in English
 - One in French
 - One in Spanish
- Three more AC meeting face-to-face discussions
- Face-to-face Global INET discussions
- Mail list interactions
- Staff collected and distributed comments **7 May 2012**
- Open issues reiterated to Board 9 June 2012
- All drafts resent to Board (fourth time) **27 July 2012**
- Annotated Bylaws to Bylaws Committee 5 August 2012
- Annotated Bylaws to Board and community 7 September 2012

Recent Actions

- Collected commentary from community
- Staff prepared draft summary of commentary 19 September 2012
- Commentary reflected to community by staff 29 September 2012
- AC selects Avri Dori (dotGay) and Bill Smith (PayPal) to participate on Bylaws Committee 10 October 2012
- Board has had draft updated Bylaws for 6 weeks prior to Board meeting

What Will We Do? (PLAN)

- Respond to comments (next slides)
- Bylaws Committee & Staff
 - Collect Board responses
 - Prepare response to community
 - Prepare final Bylaws draft
 - Distribute response and draft Bylaws to Board
- Release responses and final draft Bylaws
- Hold town hall meetings in the community
- Ratify bylaws
- *Timeline discussion at end of Bylaws discussion*

Broad Areas of Requested Changes

- Access to the Board of Trustees
- Definition of Chapter and Member
- Process, equity, and clarity
- Direct voting

- Most notable new comment: **Conclude the process as soon as possible.**
 - Organizations
 - Some Chapter leaders

Access to the Board

- Some Chapter leaders want an Advisory Council, like the Organization's Advisory Council
- Some Chapter leaders want a formal arbitration process through the Board in the event of disagreement over Chapter relational matters
- Various non-specific requests to have a more direct relationship with the Board

Definition of Chapters and Organization Members

- Note: clear distinction between desires of Chapter leadership and AC members
- Some Chapter leaders want Chapters to simply be Organization Members
 - Chapters are incorporated, have bylaws, etc.
 - Distinctions of how a Chapter is different from an Organization
- Some Chapter leaders want Chapters to be on same footing as Organizations, such as having an Advisory Committee
- One individual asserted in some jurisdictions requiring a Chapter member to be an ISOC Member is not legal
- Some AC members want AC codified in the Bylaws, even if no rights or obligations (Advisory Council of Organization Members is in current draft)

Process, Equity, and Clarity (1/3)

- Some people want to have aspirational declarations in the bylaws, like purpose and charter
- Standards of Performance for Chapters
 - Some Chapter leaders strongly feel there should be strong standards for Chapters to be recognized and in good standing
 - Some Chapter leaders strongly feel there should not be formal standards for Chapters to be recognized and in good standing
- Draft language currently is “Chapters ... must meet the standards of performance for a Chapter”

Process, Equity, and Clarity (2/3)

- Some people want to ensure that no organization can have more than one voting Trustee sitting on the Board at the same time
 - Non-voting members historically not an issue (e.g., Scott)
 - Change in employment OK
 - Expected (e.g., Bert and Daniel)
 - But desired to resolve at next logical moment (e.g., when one of the terms expire)

Process, Equity, and Clarity (3/3)

- Lots of discussion about number of Trustees selected by each community
 - Some AC representatives think Organization Members should select more Trustees than Chapters
 - Some Chapter leaders think Chapters should select most Trustees
 - Many think an even split works

Miscellaneous

- ISOC should be democratic and have all members vote on a variety of positions, projects, and Trustees

Timeline

- All goes well
 - Staff reflects Board commentary by 9 November
 - Board approves language of commentary by 26 November
 - Bylaws committee sends final Bylaws draft to Board by 7 December
 - Town Halls held between 14 December and 18 January
 - Board ratifies Bylaws 21 January 2013
- All goes normal (based on past performance)
 - Staff reflects Board commentary by 30 November 2012
 - Board approves language of commentary 25 January 2013
 - Final Draft to Board and Board approval for release 5 April 2013
 - Town Halls start 8 April 2013
 - Board ratifies Bylaws 3 July 2013