

## Chapters Advisory Council Charter

Editors: Evan Leibovitch and John More

[Proposed amendments Oct 2018 \(see track changes\)](#)

### 1. General

The Chapters Advisory Council of the Internet Society ("Chapter AC") is the advisory body of the Internet Society ("ISOC") representing its Chapters, as authorized in Article VIII, Section 2 of the ISOC Bylaws.

The definition of "Chapters" is provided by Article IV of the ISOC Bylaws.

### 2. Purpose

2.1 The primary purpose of the Chapters AC shall be to channel and facilitate advice and recommendations to and from the President and Board of Trustees of the Internet Society in a bottom up manner, on any matters of concern or interest to the Chapters AC and ISOC Chapters. Such advice and recommendations may concern the policies, strategies and operations of ISOC, especially as they relate to the needs and priorities of Chapters and their members.

2.2 The Chapters AC shall stimulate and facilitate enhanced communications and collaboration between Chapters, Trustees, ISOC staff, and other members of the ISOC community.

2.3 Additionally, the Chapters AC may serve as the consultative body to the President and Trustees, in the case of disputes or status changes related to Chapters.

### 3. Participation

3.1 Each Chapter in good standing may appoint one delegate to the Chapters AC in accordance with its own selection procedures. Chapters are expected to implement appropriate and explicit processes and policies to perform these appointments. [If a Chapter does not appoint a delegate, then the Chapter Chair shall be the delegate to the Chapters AC. The delegate may appoint an alternate who can represent the Chapter in case of absence of the appointed delegate.](#)

3.2 The President of ISOC (or his/her designate) and the ISOC staff member in charge of Chapter activities shall serve as exofficio non-voting participants in the Chapter AC.

3.3 A delegate may be removed by the Chapter that appointed the delegate (through the Chapter's own explicit procedures), or by a two-thirds vote of the Chapter delegates to the Chapters AC, after notice and an opportunity to respond.

### 4. Officers

4.1 The officers of the Chapters AC shall consist of

- A Chair;

- Between one and three ViceChairs; and

- A Secretary.

The officers will be elected by the Steering Committee from amongst its members for a oneyear term, once the Steering Committee is confirmed at the Chapters AC Annual Meeting. An officer may serve up to five consecutive oneyear terms. The Steering Committee shall have the power to remove an officer in accordance with the Chapters AC's rules and procedures created under Section 8.2 of the Charter (the "Rules and Procedures").

4.2 The Chair shall serve as principal officer of the Chapters AC, and is the primary liaison from the Chapters AC to ISOC staff and other communities. The Chair shall preside over the Annual Meeting and other meetings of the Chapters AC, and is charged with enforcing the provisions of organizational rules and procedures.

4.3 The ViceChair(s) shall assist the Chair in his/her duties. The selection of Chair and ViceChairs should, when possible, respect regional diversity.

4.4 The Secretary will act as custodian for Chapters AC and Steering Committee documents, and is responsible for the scheduling and operation of the Annual Meeting as well as other Chapters AC meetings as required.

## 5. Steering Committee

5.1 A Steering Committee will consist of nine (9) members elected or appointed from amongst the Chapter delegates. The Chapter delegates shall have the power to remove a member in accordance with the Rules and Procedures.

5.2 The Steering Committee's duties include:

- Selecting Officers;
- Supervising the development and approval by the Chapter AC of all advice and recommendations;
- Managing all SubCommittees;
- Assisting with the duties of the Officers as required; and
- Adopting and maintaining the Rules and Procedures for the operation of the Chapters AC, the Steering Committee, and SubCommittees.

5.3 The Steering Committee shall exercise the powers of the Chapters AC between meetings of the Chapter AC, except with respect to significant policy matters, which shall be reserved for final action by the Chapters AC.

5.4 The Steering Committee shall be selected by vote of the Chapter delegates in a process to be established within the Rules and Procedures ~~and concluded at the Annual Meeting.~~

Formatted: Font color: Red, Strikethrough

5.5 The composition of the Steering Committee shall respect the principles of geographical diversity and language diversity. Any election process must ensure that the Steering Committee includes at least one resident of each of the six (6) ISOC global regions:

- Africa;

- Asia/Australasia/Pacific;
- Europe;
- Latin America and Caribbean;
- Middle East; and
- North America.

If this requirement is not met because of a resignation, the Steering Committee shall select another appropriate Chapters AC delegate to complete the term.

## 6. Sub-committees

6.1 The Steering Committee may establish (and discontinue) SubCommittees in order to facilitate the Chapters in fulfilling their objectives and to encourage better collaboration and communications between Chapters. These SubCommittees may include but are not limited to dispute resolution, collaboration between Chapters, capacity building, and advising with respect to status change of Chapters.

6.2 The Steering Committee will appoint and may remove the Chairs of SubCommittees in accordance with the Rules and Procedures.

6.3 Participation in SubCommittees is open to all Chapter delegates to the Chapters AC. At the discretion of each SubCommittee Chair, participation may be extended to other members of the ISOC community, including staff and individual Members.

6.4 Chairs of SubCommittees are responsible for their operation consistent with the Rules and Procedures. They are the primary liaison from the SubCommittees to the Steering Committee and the Chapters AC. Sub-committees should maintain their own charters and report from time to time to the Steering Committee on their status and progress.

## ~~7. Meetings~~

~~7.1 The Chapters AC shall meet at least three times per year, including the Annual Meeting.~~

~~7.2 The Steering Committee shall determine the time, date and location (if applicable) of Chapters AC meetings. A Chapters AC meeting may also be called by petition of the President of ISOC or of ten (10) Chapters in good standing.~~

~~7.3 The Secretary is charged with maintaining the schedules for all meetings as well as the maintenance of Minutes.~~

~~7.4 The Chair is charged with development of agendas for meetings, and supervision of the running of meetings in accordance with the Rules and Procedures.~~

~~7.5 The Annual Meeting shall be held by remote participation, with face-to-face participation enabled to the extent feasible. Other meetings may be by any combination of face-to-face and electronic means as the Steering Committee shall determine.~~

Formatted: Font color: Red, Strikethrough

~~7.6 The selection of members of the Steering Committee by Chapter delegates to the Chapters AC pursuant to Section 5.4 shall be concluded at the Annual Meeting of the Chapters AC.~~

~~7.7 The Chapter AC, the Steering Committee and SubCommittees shall normally take decisions by consensus among participants. Formal votes, which shall be by a majority of those present at the meeting, are only to be used if rough consensus cannot be reached after reasonable effort.~~

~~7.8 Adequate advance written notice (including by electronic means) shall be provided for all meetings of the Chapters AC, the Steering Committee, and Sub-Committees in accordance with the Rules and Procedures.~~

#### 7. Operation

7.1 The ChAC will conduct most of its business by correspondence, in accordance with its Rules and Procedures. The ChAC may propose discussion, and take into consideration discussion, on any ISOC mailing list, in particular the Chapter Delegates list.

7.2 Any member of the ChAC may at any time propose a topic for discussion. The ChAC SC Chair will moderate the discussion and will work to find a solution (if the topic requires a solution) together with Internet Society staff.

7.3 If the member believes that a proposal has achieved consensus, the member may request that the Chair of the ChAC issue a formal consensus call. If there are no formal objections by the ChAC delegates during the consensus call, the Chair of the ChAC will transmit the proposal to the Board for its consideration.

7.4 If a proposal does not achieve consensus (that is, if there is a formal objection to it), then the Steering Committee may request that the Chair of the ChAC initiate a formal vote. If the proposal is approved by voting, the Chair of the ChAC will transmit the proposal to the Board for its consideration.

7.5 The ChAC will meet a least once a year. This(se) meeting(s) will offer an opportunity for the ChAC SC to seek feedback and input from Chapters on specific issues and provide an update on its work and/or present new initiatives. At the same time, the Chapters will have the opportunity to propose topics of discussions that are of relevance to them and their community on which they would need the support from the ChAC SC and/or ISOC staff. The ChAC SC secretary in coordination with the ChAC SC Chair will prepare the agenda of this(se) meeting(s)."

Formatted: English (US)

#### 8. Resources

8.1 As an ISOC body described in Article VIII, Section 2 of its Bylaws, ISOC will provide appropriate resources for supporting the functions of the Chapters AC.

8.2 The Chapters AC will adopt and maintain written rules and procedures necessary or appropriate for the operation of the Chapters AC (the Rules and Procedures). These rules and procedures may include (but are not limited to) meetings, elections and decisionmaking processes.

Formatted: Font color: Red, English (US), Strikethrough

8.3 The Chapters AC, the Steering Committee, or the Sub-Committees shall not have authority to speak for ISOC, to bind ISOC, or to incur obligations on ISOC's behalf.

#### 9. Language and Accessibility

The primary language for meetings and documents of the Chapters AC and Steering Committee is English. However in order to maximize accessibility and participation from a global network of Chapters, ISOC and the Chapter AC will make every effort to provide appropriate translations, interpretations and accessibility tools.

#### 10. Amendment

~~Subject to final approval by the ISOC Board of Trustees, this Charter may be amended at a regular or special Chapters AC meeting by a two-thirds vote of the delegates, either in attendance or by proxy, provided that the proposed amendment has been made in writing and submitted to the Secretary at least thirty (30) days in advance of the Chapter AC meeting and that notice of the proposed amendment is contained in the notice of the Chapters AC meeting.~~

Formatted: Font color: Red, Strikethrough

Subject to final approval by the ISOC Board of Trustees, this Charter may be amended by the Chapters Advisory Council.

Formatted: English (US)