



**THE INTERNET SOCIETY
CONFLICT OF INTEREST POLICY
TRUSTEES, BOARD COMMITTEE MEMBERS,
AND NON-EMPLOYEE OFFICERS**

I. Application of Policy

This Conflict of Interest Policy for The Internet Society ("ISOC") is intended to supplement, but not replace, laws governing conflicts of interest applicable to nonprofit corporations or trusts. It applies to the Board of Trustees (collectively "Board" and individually "Trustee"), non-Trustee members of Board committees, and non-employee officers. Persons covered under this policy are hereinafter referred to as "Interested Parties."

II. Conflict of Interest

A conflict of interest may exist when the interests or concerns of an Interested Party may be seen, whether in fact or in appearance, as competing with the interests or concerns of ISOC. A conflict of interest may also exist where a "Relative" or "Affiliated Entity" may be seen to have interests competing with the interests or concerns of ISOC. Relative includes an Interested Party's spouse, ancestors, siblings, children, grandchildren, great grandchildren, and their spouses. An Affiliated Entity is any corporation of business of which the Interested Party is a director, officer, partner, owner, or otherwise has business interest. There are a variety of situations that raise potential conflicts of interest including, but not limited to, the following:

A. Financial Interests - A conflict may exist where an Interested Party or a Relative or Affiliated Entity directly or indirectly benefits or profits as a result of an action, policy, or transaction made by ISOC (referred to as a "financial interest"). A financial interest is not necessarily a conflict of interest. A conflict of interest exists only when the Board, the Chair of the Board, or the Interested Party decides the Interested Party has a conflict of interest, or the appearance of a conflict of interest.

B. Other Interests - A conflict also may exist where an Interested Party or a Relative or Affiliated Entity obtains a non-financial benefit or advantage that he or she would not have obtained absent his or her relationship with ISOC. A conflict of interest exists only when the Board, the Chair of the Board, or the Interested Party decides the Interested Party has a conflict of interest or the appearance of a conflict of interest.

III. Disclosure of Potential Conflicts of Interest

An Interested Party is under a continuing obligation to disclose any potential conflict of interest as soon as it is known or reasonably should be known. An Interested Party should complete the Conflict of Interest Disclosure Form to fully and completely disclose the material facts about any potential conflicts of interest. This Disclosure Form will be submitted upon each person's association with ISOC and at least annually thereafter. An additional Disclosure Form should be filed whenever a potential conflict arises.

At least annually, the Audit Committee, as one of its functions and responsibilities, will review a current copy of each Disclosure Form for the purpose of monitoring compliance with the terms of this Policy. Any concerns that may be identified by the Audit Committee shall be immediately brought to the attention of the Chair of the Board, who will follow the procedures described below under "Procedures for Review of Potential Conflicts".

Prior to each meeting of the Board of Trustees, the Chair of the Board will ask those in attendance to report any potential conflict of interest based on changes in circumstances or matters identified for discussion on the agenda for such meeting.

IV. Procedures for Review of Potential Conflicts

When an Interested Party becomes aware of a potential conflict of interest, he or she has the duty to take the following actions:

- Promptly disclose the existence and circumstances of such potential conflict to the Chair of the Board of Trustees.
- Refrain from attempting to influence ISOC's activities or actions.
- Physically excuse himself or herself from participation in any discussions regarding the transaction or activity, except as requested by the Chair.

For each potential conflict of interest disclosed to the Chair of the Board, the Chair will determine whether to: (a) take no action; (b) assure full disclosure to the Board of Trustees; (c) ask the person to withdraw from participation in related discussions or decisions; and/or (d) ask the person to resign from his or her position; or, if the person refuses to resign, become subject to possible removal in accordance with the Internet Society removal procedures. In considering potential action, the Chair will consult with the President/CEO or other Trustees as the Chair deems appropriate.

Whenever there is reason to believe that a potential conflict of interest exists between ISOC and the Chair of the Board, the potential conflict shall be reported to the Board as a whole. The Board by majority vote will determine the appropriate response.

In any case where the Chair of the Board requests that an Interested Party not participate in a matter being considered, it shall be the responsibility of the Chair to disclose to the Board of Trustees at its current or next meeting the identity of any Interested Party that was requested not to participate and the reasons that the Chair determined that it would not be appropriate for such Interested Party to participate in the consideration of that matter. The minutes of the meeting shall reflect that the nonparticipation of the Interested Party under procedures of this Conflict of Interest Policy.

Where a potential or perceived conflict of interest has been disclosed, but the Chair or the Board determines not to preclude the participation of the Interested Party, the minutes of the meeting shall reflect the reason for approving the participation of the Interested Party, and the results of any transaction before the Board.

V. Violations of Conflict of Interest Policy

If the Board has reason to believe that an Interested Party has failed to disclose a potential conflict of interest, it shall inform the Interested Party of the basis for such belief and allow the Interested Party an opportunity to explain the alleged failure to disclose.

If the Board decides that the Interested Party has in fact failed to disclose a possible conflict of interest, the Board shall take such disciplinary and corrective action as the Board shall determine. The decision regarding disciplinary or corrective action other than removal from office of the Interested Party of a majority vote of all of the members of the Trustees (except for those Interested Parties who may have been identified as having failed to make the required disclosure) shall be final and binding. Removal of an Interested Party from office shall be subject to ISOC's removal procedures.

Conflict of Interest Policy Disclosure Form
Trustee, Non-Trustee Board Committee Member, non-employee Officer

I, _____, hereby acknowledge that I have received, read, and understand the Conflict of Interest Policy for the Internet Society (the "Policy") provided to me. I also understand and acknowledge my responsibilities as an Individual covered under the Policy which is, at all times, to adhere to the Policy and the Policy's purpose and intent.

I hereby certify that the information contained below is true, complete, and accurate.

I. The name of my current employer(s) or parties for whom I contract:

Organization: _____ Position: _____

Organization: _____ Position: _____

Organization: _____ Position: _____

(if additional space is needed, please attach additional sheets)

II. The names of organizations for which I, a family member, or a related party serve as a board member, officer, or director (other than of the Internet Society):

Organization: _____ Position: _____

Organization: _____ Position: _____

(if additional space is needed, please attach additional sheets)

III. Other activities that may be in a similar area of activity as the Internet Society:

(if additional space is needed, please attach additional sheets)

Signature

Date