

## Exhibit A

### Amended and Restated By-Laws of the Internet Society

***As amended by Board Resolution \_\_\_\_\_ on \_\_\_\_ 2021.***

The Internet Society supports and promotes the development of the Internet as a global technical infrastructure, a resource to enrich people's lives, and a force for good in society.

#### Article I – Offices

##### **Section 1. Principal Office.**

The principal office of The Internet Society (the "Society") shall be determined by the Board of Trustees of the Internet Society.

#### Article II – Board of Trustees

##### **Section 1. Number of Trustees and Election.**

The affairs of the Society shall be directed by the Board of Trustees (the "Board"). The Board shall consist of not fewer than three (3) and not more than fifteen (15) voting Trustees. Trustees serve in the interest of the Internet Society as a whole. With the exception of the President, all Trustees shall be elected or appointed as follows:

- (a) A total of four (4) Trustees shall be elected by votes cast by the Organizational Members according to the Procedures for Selecting Trustees as set forth by Resolution of the Board, with the vote being by plurality (the nominee(s) with the highest number of votes being elected);
- (b) A total of four (4) Trustees shall be elected by votes cast by the Chapters according to the Procedures for Selecting Trustees as set forth by Resolution of the Board, with the vote being by plurality (the nominee(s) with the highest number of votes being appointed);
- (c) A total of four (4) Trustees shall be appointed by the Internet Engineering Task Force ("IETF") following a process of their own choice; and
- (d) A maximum of three (3) Trustees may be appointed by the Board. The appointment of a Board-appointed Trustee requires a 2/3rd-majority vote of the Trustees then in office.

The Board shall annually establish an elections schedule.

##### **Section 2. Term of Trustees**

Trustees shall hold office commencing at the start of the Annual General Meeting ("AGM") following their election or appointment, and continuing until the start of the AGM three years later, or until their earlier resignation, removal, or death; provided, however, that when filling a vacancy a Trustee shall serve a term as defined in Section 3 of this Article.

Trustees may not be elected or appointed to more than two (2) consecutive terms. Election or appointment to a partial term of one-third or less to fill a vacancy as provided in Section 3 is not counted as a term for purposes of the consecutive term limit; provided, however, that no Trustee may be elected or appointed, including to fill a vacancy of any length, that would result in the Trustee serving terms that extend beyond seven consecutive AGMs.

A Trustee who has ceased to serve on the Board for any reason, including but not limited to having resigned or been removed from the Board as provided in Section 3, or having reached the maximum consecutive term limit, is not eligible for reelection to the Board, including to fill a vacancy, until such person has not served as a Trustee for at least one year (or from one AGM until the following AGM in the event the time between the two is less than one year).

### **Section 3. Resignation, Removal, and Vacancies.**

Any Trustee may resign at any time by giving written notice to the Chair of the Board. Any such resignation shall take effect on the date of delivery of the notice or on such later date as specified in the notice.

Trustees may be removed with or without cause by a vote of two-thirds of the Trustees then in office.

Any vacancy for a Board seat previously filled by a Trustee elected by the Organizational Members or the Chapters shall be filled by including the open seat in the next regular election process for which the call for nominations for such process has not yet been announced. If an election includes seats with terms or remaining terms that are unequal in length, then the seat with the longest term shall be filled by the candidate receiving the most votes, the seat with the next longest term shall be filled by the candidate receiving the next most votes, and so on.

Any vacancy for a Board seat appointed by the IETF shall be filled using a process of IETF's own choosing. Should a vacancy occur while a call for candidates is already active, the two appointments may be made concurrently, with the IETF deciding which appointment is to receive which term.

Any vacancy for a Board seat appointed by the Board under Section 1(d) of this Article may be filled by a 2/3rd-majority vote of the Trustees then in office.

Any Trustees elected or appointed to fill a vacancy as provided above will hold office commencing at the start of the AGM following their election or appointment and until the expiration of the term of the vacancy for which they were elected or appointed. The Board may, in its discretion, appoint an interim Trustee to fill such vacancy commencing at such time as determined by the Board and until the start of the AGM at which the Trustee elected or appointed to fill the vacancy as provided above takes office. The appointment by the Board of an interim Trustee shall not affect the Board's right to appoint up to three Trustees under Section 1(d) of this Article.

Notwithstanding the above, should the total number of Trustees fall below five (5) because such Trustees have resigned, or have notified the Board of their intention to resign, or have been removed or died, the Board may appoint additional Trustees in excess of the those permitted by Section 1(d) of this Article, but not more than are necessary, to have a total of five (5) Trustees in office. The appointments will be made to replace Trustees beginning with the shortest remaining term and proceeding until the number of Trustees totals five (5). All Trustees appointed by the Board in this manner shall be by the affirmative vote of at least two-thirds of the members of the Board of Trustees then in office and shall take office immediately upon appointment or on such later date determined by the Board.

### **Section 4. Compensation of Trustees.**

The Trustees shall not receive any compensation (apart from reimbursement of expenses) for their services as Trustees, but this shall not preclude reasonable compensation for services rendered to the Society by a Trustee in some other capacity.

## **Section 5. Board Meetings.**

Regular meetings of the Board shall be held at least annually and at times and places designated by the Board. The Board shall designate one meeting per year as the Annual General Meeting ("AGM"). Any time after announcement of the final results of the annual election of Trustees, and prior to the call to order for the AGM, the Board shall meet, either in person or by telephone and/or electronic means. At that meeting, the Board will consider acceptance of the annual audit, receive reports from all board committees, and address any other business of the Board.

Meetings of the Board shall be held in person and/or by any means of electronic communication by which all persons participating in the meeting are able to communicate contemporaneously with one another and simultaneously hear one another (or are otherwise accommodated). Participation via electronic communication shall constitute presence in person at the meeting.

The Board shall determine the rules for its meetings. Except as otherwise noted in these By-laws, meetings of the Board will be chaired by the Chair of the Board unless the Chair designates another Trustee as chair of the meeting. The President may designate a Trustee to chair a duly called meeting if the Chair is not available and has not designated a Trustee to chair the meeting.

Regular meetings of the Board normally include sessions open to observers where local and remote attendees are invited to listen to the proceedings. The Chair may in his or her discretion invite an observer to address a meeting. Meetings of the Board may also include closed executive sessions of the Trustees and any guests that the Chair invites.

## **Section 6. Notice of Regular Meetings**

Notice of the place, date, and time of each regular meeting of the Board shall be served on each Trustee by Internet, postal mail, or by other written notice at least 7 days before the date of the meeting; provided, however, that at the beginning of each year a single notice of all regularly scheduled meetings for that year, or for a lesser period, may be provided without having to give additional notice of each individual meeting.

Except as otherwise expressly required under applicable law, the Society's Articles of Incorporation, or these By-Laws, neither the business to be transacted at, nor the purpose of, any regular meeting of the Board need be specified in the notice or waiver of notice of such meeting.

## **Section 7. Special Board Meetings.**

Special meetings of the Board may be called at any time by the Executive Committee, by the Chair of the Board, by the President, or by a majority of the Trustees then in office. Special meetings may be held on 2 days' notice of the date, time, and place of the meeting. Except as otherwise expressly required under applicable law, neither the business to be transacted at, nor the purpose of, any special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

## **Section 8. Waiver of Notice.**

Whenever any notice is required to be given for any regular or special meeting of the Board, a waiver of such notice in writing by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **Section 9. Action of the Board.**

At all meetings of the Board, a majority of the Trustees then in office shall constitute a quorum for the transaction of business. Unless a greater affirmative vote is expressly required for an action under applicable law, the Society's Articles of Incorporation, or these By-laws, the affirmative vote of a majority of the Trustees present at any meeting at which a quorum is present shall be an act of the Board. Absentee voting and voting by proxy shall not be permitted. If a quorum shall not be present at any meeting of the Board, the Trustees present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

## **Section 10. Action Without a Meeting.**

Any action required to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting by unanimous written consent of all Trustees currently in office pursuant to such procedures as determined by the Board.

## **Section 11. Meeting Minutes.**

Minutes shall be produced for meetings of the Board. Minutes shall normally consist of a record of the decisions taken by the Board, a summary of discussions held, and any comments explicitly requested by Trustees for inclusion. Draft minutes shall be distributed to the Board for comment as soon after a meeting of the Board as possible. The minutes shall be approved by resolution of the Board. The minutes, or a summary thereof, shall be posted on the Society's website as soon as possible after approval.

## **Section 12. Committees.**

The Board may form Committees to consider, investigate, or take action on certain matters. Committees delegated authority of the Board ("Board Committees") shall be composed of one or more Trustees and shall be appointed by majority vote of the Trustees then in office. Board Committees may have Board authority to the extent permitted by law and delegated by the Board or in these bylaws. All other committees are advisory and may be composed of members who are not Trustees.

The Board shall determine when Committees are needed and shall have the power at any time to designate a member of a Committee as its chair, fill vacancies, or change the membership of a Committee. Any Committee may be terminated by the affirmative vote of at least two-thirds of the Trustees then in office. Each established Committee shall serve at the pleasure of the Board, operate according to a charter approved by the Board, and report regularly to the Board. The designation of any Committee and the delegation thereto of authority shall not alone relieve the Board, or any individual Trustee, of his or her responsibilities. The President shall serve as a non-voting, ex-officio member of all Committees, except the Audit, the Compensation, and the ISOC and PIR Nominations Committees. With the exception of the President (who serves in an ex officio capacity) and unless otherwise specified by resolution of the Board, members of a Board Committee shall serve until the start of the AGM following their appointment or until their earlier resignation, removal, or death, or the earlier termination of the Committee.

Any Committee member may resign at any time by giving written notice to the Chair of the Committee or to the Chair of the Board. Any such resignation shall take effect at a date specified in the notice or, if such date is not specified, when the notice of resignation is delivered. Any vacancy in a Committee may be filled by majority vote of the Trustees then in office, and any Committee member may be removed from a Committee by the Board with or without cause.

The chair of any Committee is authorized, with the support of other members of the Committee, to invite guests to participate in some or all of the Committee's work, but such guests shall not have the right to vote on any matters considered by the Committee.

Committees shall have the duties, responsibilities, and authorities designated by the Board, including in charters approved by the Board. A Committee designated by the Board may make, alter, and repeal rules for the conduct of its business. Meetings of a Committee may be held at such place as the Committee shall determine, and may be held in person and/or by any means of electronic communication by which all persons participating in the meeting are able to communicate contemporaneously with one another and simultaneously hear one another (or are otherwise accommodated). Participation via electronic communication shall constitute presence in person at the meeting. In the absence of a contrary provision by the Board or in rules adopted by any such Committee, Sections 6 through 11 of this Article shall apply to such Committees.

### **Section 13. Budget.**

Unless otherwise directed by the Board, the President shall submit to the Board, at least one month prior to the beginning of each fiscal year, a budget for the Society's coming fiscal year, for the Board's consideration and approval.

### **Section 14. Board Leadership.**

The Board shall have a Chair of the Board (the "Chair") and may have a Treasurer and a Secretary of the Board (the "Board Treasurer" and "Board Secretary"). The Chair, and the Board Treasurer and Board Secretary if any, shall be elected by the Board from among the members of the Board as the first order of business of the AGM. The Chair shall preside at all meetings of the Board and shall have such other duties and responsibilities as determined by the Board. The AGM shall be chaired by the Society's President until the Chair is elected. The Board Treasurer and the Board Secretary shall have such duties and responsibilities as determined by the Board. If the Board elects a Board Secretary, that individual may also serve as the corporate Secretary of the Society as defined in Article VI, Section 3.

The Board Chair, Board Treasurer or Board Secretary may be removed with or without cause by two-thirds of the Trustees then in office whenever in their judgment the best interests of the Society would be served thereby.

## **Article III – Organizational Members**

An Organizational Member of the Internet Society shall consist of any organization that shares an interest and belief in the Society's principles and mission, and meets Organizational Membership dues requirements. Each Organizational Member shall act through its duly authorized representative(s).

### **Section 1. Rights of Organizational Members.**

Organizational Members shall have the right to elect Trustees as provided in Article II, Section 1 so long as they have paid their membership dues by the election eligibility cut-off date, as defined in the elections schedule established by the Board.

Other rights of Organizational Members, if any, may be specified by resolution of the Board of Trustees.

### **Section 2. Resignation.**

An Organizational Member may resign from membership at any time by giving written notice to the Society. Any such resignation shall take effect on the later of the date of delivery of the notice or a date

specified in the notice, or if no such effective date is specified, when the notice of resignation is delivered.

### **Section 3. Organizational Membership Meetings.**

A meeting of the Organizational Members shall be held at least once per year. The Organizational Members present shall appoint a member to preside as chair. Organizational Members may also hold additional regular or special meetings. Annual, regular, and special meetings shall be held at the time and place as is stated in the notice of the meeting. Special meetings of the Organizational Members may be called by the President, the Board, or on the request of not less than one-fourth of the Organizational Members.

An annual, regular, or special meeting of Organizational Members does not need to be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with their occurrence, vote on matters submitted to the members, pose questions, and make comments. At all meetings of the Organizational Members, the presence in person or by electronic communications of ten percent (10%) of the Organizational Members will constitute a quorum. All actions must be taken in accordance with the applicable laws under which the Society is formed.

At an annual, regular, or special meeting, Organizational Members may take such action as assigned in Section 1 of this Article.

### **Section 4. Notice of Member Meetings**

Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered to each member by email, by post, or by other electronic or physical means, not less than ten (10) days nor more than sixty (60) days before the date of such meeting, by or at the direction of the persons calling the meeting. In the case of a special meeting, or as otherwise required by law, the purpose or purposes for which the meeting is called shall be stated in the notice.

## **Article IV – Chapters**

Internet Society Chapters are groups whose officers are ISOC individual members (Article V) that share an interest and belief in the Society's principles and mission. Chapters are chartered according to the standards of performance as defined and published by ISOC.

Chapters are formed for the expressed purpose of aggregating individual member interests, expertise, and creativity in order to pursue the ISOC mission. Chapters form a community that takes on a variety of programmes and activities. These programmes and activities may include one or more of the following: educational events, community programmes, public policy programmes, networking events, and others consistent with the mission and principles of the Society.

Chapters shall have the right to elect Trustees as provided in Article II, Section 1. To be eligible to vote in the election of Trustees, a Chapter must be chartered by the Society and meet the standards of performance for a Chapter as of the election eligibility cut-off date defined in the elections schedule and remain so continuously through the election period.

Other rights of Chapters, if any, may be specified by resolution of the Board of Trustees.

A Chapter that is subject to loss of its charter has the right to a peer appeal process and a subsequent right to petition the Board of Trustees for a final appeal to retain active status, wherein the decision of the Board of Trustees will be final.

## Article V – Individual Members

Individual members shall consist of individuals who share the Society's commitment to the mission and principles of the Society.

### **Section 1. Rights of Individual Members.**

Individual members shall not have any voting rights with respect to the Society. Other rights of individual members, if any, may be specified by resolution of the Board of Trustees.

### **Section 2. Chapter Affiliation.**

Individual members may form or join a Chapter, but are not required to do so to be considered an individual member of the Society.

## Article VI – Officers

### **Section 1. Officers.**

The corporate officers of the Society shall consist of a President, a Chief Financial Officer, a Secretary, and such other officers as the Board deems necessary. The Board shall appoint the officers, who shall serve at the pleasure of the Board or until their earlier resignation or death. The officers of the Society shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the Board. A person shall not hold more than one office at a time.

### **Section 2. President.**

The President shall be the Chief Executive Officer of the Society. He or she is responsible for the day-to-day conduct of the Society's activities and shall have such other powers and perform such other duties as the Board may prescribe from time to time. The President shall perform his or her duties subject to the direction of the Board, and for such compensation and on such other terms and conditions as the Board shall determine.

The President shall serve as an ex officio, non-voting member of the Board and shall not be included for purposes of determining the presence of a quorum at any meeting of the Board or Board committee or the number of Trustees then in office.

### **Section 3. Secretary.**

The Secretary shall prepare or supervise the preparation of the minutes of the meetings and other actions of the Board, its committees, and the Member. The Secretary shall give, or cause to be given, required notice of all meetings of the Member and the Board. The Secretary shall have custody of the books, records, and documents (other than those maintained by the Treasurer), and shall attest deeds, contracts, leases, and other legal instruments and formal documents, and shall perform such other duties as may be assigned by the Board or the President. The Secretary may, but need not, be a Trustee.

#### **Section 4. Chief Financial Officer.**

The Chief Financial Officer shall be responsible for the receipt, custody, and disbursement of all monies of the Society, shall keep proper books of accounts of such receipts and disbursements, shall prepare financial statements in such forms and at such times as may be required by the Board or the President, and shall perform such other duties as may be assigned by the Board or the President.

#### **Section 5. Removal of Officers.**

Any officer may be removed with or without cause by majority vote of the Trustees then in office whenever in their judgment the best interests of the Society would be served thereby. Such removal shall be without prejudice to such person's contract rights, if any, but the appointment of any person as an officer shall not of itself create contract rights.

#### **Section 6. Officer Vacancy.**

Any vacancy in an officer position may be filled by the Board or the President, as applicable.

#### **Section 7. Agents and Employees.**

The Board or the President may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board or the President. The Board or the President may remove any agent or employee it appoints at any time with or without cause. Removal shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

### **Article VII – Indemnification**

#### **Section 1. Right to Indemnification.**

The Society shall, to the maximum extent and in the manner permitted by applicable law, indemnify any person who is or was serving as a Trustee or officer of the Society against any and all expenses, judgments, fines, settlements, compromise payments, and other amounts actually and necessarily incurred by such person in connection with the defense or disposition of any claim, action, suit, or proceeding (whether actual or threatened, pending or completed, civil, criminal, administrative, or investigative, including appeals) to which such person may be or is made a party by reason of being or having been a Trustee or officer of the Society, or, while a Trustee or officer of the Society, serves or served at the written request of the Society as a trustee, director, officer, employee, or agent of another organization; provided, however, that as to any matter disposed of by a settlement or compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such Trustee or officer appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Society and the settlement or compromise payment is approved (i) by a majority vote of the Trustees who are not parties to such claim, action, suit, or proceeding, even though less than a quorum; or (ii) by a majority vote of a committee of the Board consisting of all Trustees who are not parties to such claim, action, suit, or proceeding, even though less than a quorum; or (iii) if there are no such Trustees in office, or if such Trustees so direct, by independent legal counsel in a written opinion to the effect that the party to such claim, action, suit, or proceeding has met the applicable standard of conduct necessary for indemnification set forth in this Section 1 of this Article; or (iv) by a court of competent jurisdiction.

## **Section 2. Indemnification of Employees and Agents.**

The Society may, to the extent authorized from time to time by the Board in its sole discretion and subject to applicable law, provide rights to indemnification and to the advancement of expenses to employees and agents (other than officers and Trustees who are addressed in Section 1 of this Article of these By-laws) against any and all expenses, judgments, fines, settlements, compromise payments, and other amounts actually and necessarily incurred by such person in connection with the defense or disposition of any claim, action, suit, or proceeding (whether actual or threatened, pending or completed, civil, criminal, administrative, or investigative, including appeals) to which such person may be or is made a party by reason of being or having been an employee or agent of the Society or serves or served at the written request of the Society as a director, officer, employee, or agent of another organization.

## **Section 3. Right to Advancement of Expenses.**

The right provided under Section 1 of this Article, or if otherwise approved by the Board, shall include the right to be paid by the Society expenses (including attorney's fees) reasonably incurred in defending any claim, action, suit, or proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of such claim, action, suit, or proceeding shall be made only upon receipt of (i) an affidavit of such person of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under law and these By-laws, and (ii) an undertaking by such person to repay the Society the amounts so paid if it is ultimately determined that the indemnification for such expenses is not authorized by law or these By-laws. Such an undertaking may be accepted without reference to the financial ability of such recipient to make repayment.

## **Section 4. Non-Exclusivity of Rights.**

The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, By-law, agreement, vote of the Board, or otherwise, and shall not restrict the power of the Society to make any indemnification or advancement of expenses permitted by law. Further, the provisions of this Article shall not be deemed to preclude the indemnification of any person who is not specified in this Article but who the Society has the power or obligation to indemnify under the provisions of the District of Columbia Nonprofit Corporation Act or otherwise.

## **Section 5. Insurance.**

The Society shall have the power to purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee, or agent of the Society or is or was serving at the request of the Society as a Trustee, director, officer, employee, or agent of another organization against any liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, whether or not the Society would have the power to indemnify that person against such liability under the provisions of this Article or applicable law.

## **Section 6. Limitation on Indemnification.**

In no case shall the Society make any payment that (i) would adversely affect the Society's status as an organization described under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"), or (ii) would be treated as an excess benefit transaction under Section 4958 of the Code. Further, if at any time the Society is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, the Society shall not make any payment if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Sections 4941(d) and 4945(d), respectively, of the Code.

## **Section 7. Survival.**

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof. The rights to indemnity hereunder shall continue as to a person who has ceased to be a Trustee, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person. The foregoing indemnification provisions shall be deemed to be a contract between the Society and each Trustee or officer who serves in any such capacity at any time while these provisions as well as relevant provisions of the District of Columbia Nonprofit Corporation Act are in effect and any repeal or modification thereof shall not affect any right or obligation then existing with respect to any state of facts then or previously existing or any claim, action, suit, or proceeding previously or thereafter brought or threatened based in whole or in part upon any such state of facts. Such a contract right may not be modified retroactively without the consent of such Trustee or officer.

## **Section 8. Severability.**

If any part of this Article shall be found in any claim, action, suit, or proceeding to be invalid or ineffective, the validity and effectiveness of the remaining parts shall not be affected.

## **Section 9. Right of Claimant to Bring Suit.**

If a claim under Section 1 of this Article or, to the extent an employee or agent is entitled to indemnification Section 2 of this Article, is not paid in full by the Society within thirty days after a written claim therefor has been received by the Society, the claimant may any time thereafter bring suit against the Society to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. In any such action, the burden of proof shall be on the Society to prove the claimant is not entitled to such payment.

Neither the failure of the Society to have made a determination prior to the commencement of such action that the claimant is entitled to indemnification or advancement under the circumstances, nor an actual determination by the Society that the claimant is not entitled to indemnification or advancement, shall be a defense to the action or create a presumption that the claimant is not entitled to indemnification or advancement.

The right to be indemnified or to the reimbursement or advancement of expenses pursuant hereto (i) is a contract right based upon good and valuable consideration, pursuant to which the person entitled thereto may bring suit as if the provisions hereof were set forth in a separate written contract between the Society and the Trustee or officer, (ii) is intended to be retroactive and shall be available with respect to events occurring prior to the adoption hereof, and (iii) shall continue to exist after the rescission or restrictive modification hereof with respect to events occurring prior thereto.

Any Trustee or officer of the Corporation serving in any capacity, and any other person serving as a Trustee or officer of (i) another organization effectively controlled by the Society or (ii) any employee benefit plan of the Society or of any organization referred to in clause (i), shall be deemed to be doing so at the written request of the Board.

## **Article VIII – Miscellaneous**

### **Section 1. Dissolution.**

In the event of the dissolution of the Society, the assets of the Society shall be distributed in accordance with the Articles of Incorporation of the Society.

## **Section 2. Advisory Bodies.**

Organizational Members and Chapters shall each have the right to form an advisory body for the purpose of providing information and advice to the Board of Trustees and the President of the Internet Society on matters of strategic importance to that community. The Board of Trustees may recognize such bodies after a petition to the Board for review and approval of the body's charter, consistent with these By-Laws and the mission and principles of the Society.

## **Section 3. Fiscal Year; Monetary Unit.**

The Society's fiscal year shall be the calendar year. The Society's official monetary unit shall be the United States dollar.

## **Section 4. Official Language.**

English shall be the official language of the Society.

## **Section 5. Email and Electronic Signatures.**

The terms "written" or "writing" shall include email and other electronic transmission in the form of a record that is stored in an electronic or other medium and is retrievable in perceivable form.

## Article IX – Amendments

### **Section 1. By-Laws Amendments.**

These By-Laws may be altered, amended, or repealed by the affirmative vote of at least four-fifths of the Trustees then in office, at any meeting of the Board or by unanimous written consent. Notice of such proposed action must be contained in the notice of such meeting or request for unanimous written consent. In the case where membership approval is required under the District of Columbia Nonprofit Corporation Act, the Organizational Members will be requested to ratify such amendment approved by the Board.