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 ACcodified 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