

**BYLAWS  
OF THE  
INTERPLANETARY NETWORKING SPECIAL INTEREST GROUP  
INTERNET SOCIETY**

(Adopted September 10, 2021)

**Article I. Name and Office**

**Section 1.1. Name:** *These are the Bylaws for “The Interplanetary Networking Special Interest Group” (hereafter “IPNSIG”), an organization affiliated with the Internet Society as the “Interplanetary Chapter” and conducting business in the State of California.*

**Section 1.2. Trademarks:** The IPNSIG may use the ISOC names (“Internet Society” and “ISOC”) and associated ISOC chapter logos and service marks in its name and in connection with its activities only in accordance with the published guidelines established by ISOC and provided to the IPNSIG.

**Section 1.3. Principal Office:** The initial principal office of the IPNSIG is located at 8549 Via Alta Way, Elk Grove, CA 95624

**Section 1.4. Change of Address:** The Executive Council [See **Section 5.1**] of the IPNSIG may change the principal office from one location to another within the State of California (hereinafter the “State”) by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of the Bylaws:

ADDRESS: _____	Dated _____
ADDRESS: _____	Dated _____
ADDRESS: _____	Dated _____

**Section 1.5. Other Offices:** The IPNSIG may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Executive Council may, from time to time, designate.

**Article II. Purposes**

**Section 2.1. IRC Section 501(c)(3) Purposes:** The IPNSIG is organized and operates exclusively for one or more of the charitable, scientific and educational purposes permitted to a

non-profit corporation under the laws of the State of California, as specified in Section 501(c)(3) of the Internal Revenue Code (the “Code”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

**Section 2.2. Specific Purposes:** The purpose of the IPNSIG shall be to advance and promote the General Purpose and Guiding Principles of the Internet Society by serving the interests of the global Internet community to promote the development of an interplanetary data communications system. The IPNSIG will carry out activities designed to engage the global community of interest in sharing information about how the Interplanetary Internet is developing and to support the work of the Internet Society. The IPNSIG’s goals include: (1) protecting the open, innovative development and use of the Internet as it evolves into outer space and (2) engaging and educating the next generation of Internet users and helping them shape the evolution of the Interplanetary Internet .

**Section 2.3. IPNSIG’s Guiding Principles.** The IPNSIG shall be governed and operated at all times in a manner that will foster a decentralized structure that leverages the expertise, energy, and participation of the IPNSIG’s membership and in accordance with these Bylaws.

**Section 2.4. Geographic Area.** The IPNSIG will generally serve individuals and organizations that are interested in interplanetary networking, regardless of geographic area, with the understanding that not all ISOC Chapter and SIG members are confined to specific geographic areas.

### **Article III. Policies and Procedures**

**Section 3.1. Chapter Status:** *The IPNSIG is an organization conducting business as the Interplanetary Chapter chartered by the Internet Society. These Bylaws neither supersede nor abrogate any of the Bylaws of the Internet Society that regulate chapter affairs.*

**Section 3.2. Conduct of Activities:** The IPNSIG shall conduct its activities in accordance with the policies and guidelines established and published by the Executive Council, in accordance with State and Federal law, and also with those of the Internet Society. The IPNSIG recognizes that these policies and guidelines may change, and that if the IPNSIG is unwilling or unable to follow the Internet Society’s policies and guidelines, the Internet Society may, on written notice, revoke the IPNSIG’s charter, and the IPNSIG must immediately cease any claim of association with Internet Society and cease using the name of the “Internet Society” or “ISOC” and its logos and service marks.

### **Article IV. Membership**

**Section 4.1. Qualification for Membership:** *All members of the Chapter shall also be members of the Internet Society. All individuals and organizations falling within the defined IPNSIG Bylaws*

*scope [Section II] of the IPNSIG shall be eligible for membership without discrimination. Membership in the IPNSIG shall be open to all ISOC members served by the IPNSIG upon request and payment of any chapter dues, as determined by the Executive Council [Section V]. The qualifications for membership are (i) payment of annual dues, if any, and (ii) attendance at IPNSIG events, contributing to online discussions, reading newsletters or participation in an IPNSIG activity or on an IPNSIG committee or working group [Section X]. No one can be denied membership unless the Executive Council has determined that such exclusion is warranted in its sole opinion for just cause.*

Members shall conform to practices and behavior standards published and approved by the Executive Council.

**Section 4.2. Participation by Non-Members:** Membership is not necessary for participation in public activities or special events of the Internet Society, the IPNSIG, or the Internet Society's other chapters.

**Section 4.3. Four Classes of Members:** The IPNSIG shall have four classes of members: Sponsoring Members; Regular Members; Student Members; and Organizational Members. All members, regardless of class, shall each have the right to elect the Executive Council and to vote at meetings of the Members.

**Section 4.4. Membership Dues:** IPNSIG membership dues, if any, shall be determined annually by the Executive Council.

## **Article V. Executive Council (Board of Directors)**

**Section 5.1. The Executive Council:** There shall be an Executive Council (hereinafter "Council") of the IPNSIG who shall serve as the corporate Board of Directors. The Council shall conduct the business and affairs of the IPNSIG and exercise, or direct the exercise of, all the powers of the IPNSIG, and perform all lawful acts and things required to conduct IPNSIG business as are not by law, the Articles of Incorporation or these Bylaws directed or required to be exercised or performed by the Members.

**Section 5.2. Council's Guiding Principles:** In conducting the business and affairs of the IPNSIG and exercising its powers, the Council shall at all times act in accordance with the Guiding Principles of the IPNSIG set forth in **Section 2.3** above, subject to the requirements of these Bylaws and the laws of the State.

**Section 5.3. Number and Qualifications:** The Council of the IPNSIG shall consist of not fewer than five (5) members, nor more than nine (9) members, whose exact number shall be fixed from time to time by the Council by resolution of a two-thirds (2/3) majority of the entire

Council. Council-members shall be of the age of majority in the State, but need not be citizens or residents of the State.

**Section 5.4. Elections and Terms.** Members of the Council shall be elected to serve for a three-year (3) term, or until a successor is duly appointed and takes office, except as limited by the initial term-ending schedule described below. A Council-member's term shall commence immediately after his/her election, or in the case of a Council-member appointed to fill a vacancy, upon appointment. In the latter case, the appointed term shall end when the term would have ended had the vacancy not occurred. No decrease in the number of members of the Council shall have the effect of shortening the term of any incumbent Council-member. No Council-member shall serve more than three (3) consecutive three-year terms.

Council-member terms shall be staggered so that no more than a third of the Council-members are up for re-election in any given year. The Initial Council shall determine the initial term-ending schedule so that this regular rotation can be achieved within the first three years of operation. Council member terms will typically terminate at the time of the annual meeting.

**Section 5.5. Compensation:** Council-members shall serve without compensation, except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

**Section 5.6. Vacancies.** Vacancies on the Council shall exist (i) on the death, resignation, or removal of any Council-member, or (ii) whenever the number of authorized Council-members is increased. Any Council-member may resign effective immediately upon giving written notice to the President or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. A Council-member may be removed from office, for cause, as permitted by and in accordance with the laws of California.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws, or provisions of law, the Council may fill vacancies on the Council. If the number of Council-members then in office is less than a quorum, a vacancy on the Council may be filled by approval of a majority of the Council-members then in office or by a sole remaining Council-member. A person elected to fill a vacancy on the Council shall hold office until the next election of the Council or until his or her death, resignation, or removal from office.

**Section 5.7. Non-liability of Council-members.** Council-members and Officers shall not be personally liable for the debts, liabilities, or other obligations of the IPNSIG.

**Section 5.8. Indemnification by IPNSIG.** Each Council-member, Officer, attorney, agent and employee of the IPNSIG shall be indemnified by the IPNSIG to the fullest extent permissible under the laws of the State against all loss, damage, expense or charge incurred or suffered by him or her arising by reason of his or her having been a Council-member, Officer, agent, attorney or employee of the IPNSIG (whether or not he or she continues to be a Council-member, officer, or employee at the time of incurring or suffering such loss, damage, expense or

charge), except for any loss, damage, expense or charge caused by his or her own negligence, willful misconduct, or fraudulent act.

The right of indemnification incurred by this **Section 5.8** shall be a contract right and shall include the right to be paid by the IPNSIG reasonable expenses incurred in connection with any proceeding in advance of the final disposition of the proceeding, as specifically authorized by the Council; *provided*, that if applicable law so requires, the payment of such expenses in advance shall be made only upon receipt by the IPNSIG of an undertaking by or on behalf of the person claiming indemnification, to repay all amounts so advanced unless it shall be determined that such person is entitled to be indemnified under this **Section 5.8** or otherwise. The foregoing right of indemnification shall inure to the benefit of the indemnified person's heirs, executors, administrators, and assigns, and shall not be exclusive of other rights or remedies to which such Council-member, Officer, attorney or employee may, as a matter of law, be entitled.

**Section 5.9. Insurance for Corporate Agents.** Except as may be otherwise provided under provisions of law, the Council may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the IPNSIG (including a Council-member, Officer, employee, attorney or other agent of the IPNSIG) against liabilities asserted against or incurred by such person in such capacity or arising out of the agent's status as such, whether or not the IPNSIG would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

**Section 5.10. Removal.** Council-members may be removed from office for the following causes by a two-thirds (2/3) vote of the Council:

- (1) failing to attend three (3) consecutive Council meetings, or 60% of the Council meetings in a year;
- (2) failing to honor commitments to engage in significant Council/IPNSIG activities and programs; or
- (3) conduct inconsistent with the policies and goals of the IPNSIG.

## **Article VI. Annual Election of Council-members**

**Section 6.1. Elections.** The IPNSIG's annual election of Council-members shall be held in the month prior to the Annual Meeting of the IPNSIG provided for under **Article XI** of these Bylaws. Council-members shall be elected by a plurality of the votes cast during the election period. The results of the election shall be announced at that Annual Meeting. Annual elections shall be conducted under the leadership of the Nominating Committee in accordance with Article X of these Bylaws, or by the Council, if no Nominating Committee has been convened. Announcement of the commencement of the voting period shall go out one week prior to the opening of electronic polls.

**Section 6.2. Voting.** Voting for Council-members must be made directly by the members. If by ballot, the form of the ballot (including by electronic delivery) and the method and timetable for delivery and counting of ballots shall be determined by the Nominating Committee (or the Council if no Nominating Committee has been convened) in accordance with these Bylaws. Only IPNSIG Members in good standing on the ISOC-maintained membership list are eligible to vote in the annual election.

## **Article VII. Meetings of Council**

**Section 7.1. Regular Meetings.** The Council shall hold a minimum of four (4) meetings per calendar year at such place and time as the Council shall determine.

**Section 7.2. Special Meetings.** Either the President or any two (2) Council-members may call a Special Meeting of the Council. Such meetings shall be held at such reasonable place and time, including electronically, as the person(s) calling the special meeting shall determine.

**Section 7.3. Notice of Meetings.** Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the Secretary shall give notice to each Council-member of each meeting of the Council. The notice shall state the time and place of the meeting, including electronic meetings, and provide a brief discussion agenda or other indication of the business to be transacted at the meeting.

**Section 7.4. Form of Notice.** Notice is given to a Council-member when it is delivered personally to him/her, left at his/her residence or usual place of business, or sent by facsimile or e-mail, at least seventy-two (72) hours before the time of the meeting or, in the alternative, by postal mail to his/her address as it shall appear on the records of the IPNSIG, at least five (5) business days before the time of the meeting. No notice of any meeting of the Council need be given to any Council-member who attends, or to any Council-member who, in writing executed and filed with the records of the meeting either before or after the holding of the meeting, waives such notice.

**Section 7.5. Quorum for Meetings.** A quorum shall consist of one-half (1/2) of the Members of the Council, except that a quorum shall not consist of fewer than three (3) Council-members. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be acted upon by the Council at any meeting at which the required quorum is not present.

**Section 7.6. Majority Action as Council Action.** Every act or decision done or made by a majority of the Council-members present at a meeting duly held at which a quorum is present is the act of the Council, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Council.

**Section 7.7. Conduct of Meetings.** Meetings of the Council shall be convened by the President or, if the President is not present at the meeting, by another Member of the Council

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chosen by a majority of the Council-members present at the meeting. The Secretary of the IPNSIG shall act as secretary of all Council meetings, *provided* that, in his or her absence, the Council shall appoint another person to act as secretary of the meeting.

**Section 7.8. Participation by Conference Call.** Members of the Council, or any committee of the Council, may participate in any meeting of the Council, or such committee, by conference telephone, Web-meeting, or similar communications equipment by means of which all persons participating in the meeting can hear (including captions if necessary) each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

**Section 7.9. Action Without Meeting.** Unless otherwise restricted by the Articles of Incorporation or these Bylaws or law, any action required or permitted to be taken at any meeting of the Council, or of any committee of the Council may be taken without a meeting, if all members of the Council or such committee consent to the action in writing, and the writing is filed with the minutes or proceedings of the Council or committee.

## **Article VIII. Officers**

**Section 8.1. Officers.** The Officers of this IPNSIG and corporation shall be: a President, a Vice-President, a Secretary, and a Treasurer. No President shall serve more than four (4) consecutive terms. The terms of office for the President, Vice-President and Secretary are one (1) year terms. The Council shall also appoint a Treasurer from among its Council-members for a two year term. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

**Section 8.2. Appointment of Initial Officers.** The initial corporate Officers of the IPNSIG are:

President/Chair:	<u>Yosuke Kaneko</u>
Vice-President/Vice Chair:	<u>Scott Burleigh</u>
Secretary:	<u>Michael J. Snell</u>
Treasurer:	<u>Michael J. Snell</u>

**Section 8.3. Annual Appointment of Officers.** At the Annual Meeting, the newly-elected Council shall appoint from among its Council-members a President, a Vice-President and a Secretary. The Council shall also appoint a Treasurer from among its Council-members, whenever the current Treasurer's term has expired.

**Section 8.4. Vacancies.** If for any reason an Officer is unable to fulfill his or her duties, he or she shall notify the President or the Secretary immediately. An Officer may resign effective immediately upon giving written notice to the President or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. The Council by two-thirds

(2/3) majority vote may remove an Officer from office, for cause, as permitted by and in accordance with the laws of the State and these Bylaws.

In the event of resignation, removal, or inability of an Officer to serve, the Council shall designate a Member in good standing to hold such position until the next scheduled Annual Meeting or the expiration of the Officer's term, whichever occurs sooner.

**Section 8.5. President.** The President shall be the principal and chief executive officer of the IPNSIG and is responsible for leading the IPNSIG and ensuring its activities are conducted in accordance with the policies and procedures of the Internet Society, the Articles of Incorporation, these Bylaws, and applicable law. The President shall in general supervise and control all of the business and affairs of the IPNSIG. The President shall, when present, preside at all meetings of the Council and the IPNSIG. With the advice of the IPNSIG's Council, the President shall appoint all members of committees of the chapter and all committee chairs. The President in general shall perform all the duties incident to the office of president and such other duties as may be prescribed by the Council from time to time.

**Section 8.6. Vice-President.** In the absence of or at the request of the President or in the event of the President's death, resignation, removal or disability, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall render assistance to the President in carrying out the affairs of the IPNSIG and shall perform such other duties as from time to time may be assigned to him or her by the President or by the Council.

**Section 8.7. Secretary.** The Secretary shall keep the minutes of all IPNSIG and Council meetings. The Secretary shall maintain a list of current Members of the IPNSIG and corporate officers and serve as the custodian of such records. The Secretary shall see that all eligible voter lists are prepared and that notices are duly given in accordance with the provisions of these ByLaws or as required by law. Other duties of the Secretary include:

- *Preparation of the Annual IPNSIG Report for presentation to the IPNSIG at the Annual Election/Business Meeting.*
- *Preparation of the IPNSIG's Activity Report and its submission of this report to ISOC Headquarters.*
- *Notification to ISOC Headquarters of any changes in the elected officers of the IPNSIG.*
- *Submission of any proposed amendment to these Bylaws to the ISOC Membership Team for approval.*

The Council may appoint one or more Assistant-Secretary(s) to assist the Secretary in carrying out his or her duties.



**Section 8.8. Treasurer.** The Treasurer shall collect dues, pay all bills, and maintain the IPNSIG's financial records. The Treasurer shall assist the Council in the preparation of an annual budget of the IPNSIG. Duties of the Treasurer shall also include:

- *Preparation of the IPNSIG's Annual Financial Report for presentation to the IPNSIG at the Annual Election/Business meeting.*
- *Completion and submission of the Annual Financial Report to ISOC Headquarters.*

The Council may appoint one or more Assistant-Treasurer(s) to assist the Treasurer in carrying out his or her duties.

**Section 8.9. Compensation:** Officers shall serve without compensation, except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

**Section 9.0 Appointment of Initial Executive Council Members:** The following individuals are hereby appointed to serve as the Initial Board of Directors pursuant to the terms stated in these Bylaws and the Articles of Incorporation:

Yosuke Kaneko

Scott C. Burleigh

Michael J. Snell

Keith Scott

Oscar A. Garcia Malnero

Vinton G. Cerf

Alberto Montilla

## **Article IX. Disbursements and Obligations**

**Section 9.1. Disbursements.** The Treasurer shall make all disbursements from the treasury for IPNSIG expenditures. Any other Officer may have such authorization only if approved by the Council. All such authorizations shall be included in the minutes of the Council. All expenditures shall be included in the Treasurer's report to the Annual Meeting of the IPNSIG. The Council must specifically approve any disbursements above \$1000 if outside any budget approved by the Council.

**Section 9.2. Contracts.** Contracts shall only be deemed entered into by the IPNSIG as follows: (i) all agreements (in excess of \$500) must be in writing and duly recorded in the minutes; (ii) all agreements must be within the IPNSIG's budget, or specifically approved by Council; and (iii) a minimum of two (2) Council-members or Officers, including either the President or Treasurer, must act as signatories on behalf of the IPNSIG for any such agreement or contract to be deemed as binding on the IPNSIG.

**Section 9.3. Signatory.** The binding signatory requirement of Section 9.2 above may only be modified by 2/3 majority of the Council.

## **Article X. Committees and Working Groups**

### **Section 10.1. Committees**

The IPNSIG shall have such committees as may from time to time be designated, and with such limited powers as provided, by resolution of the Council. These committees may consist of persons who are not also members of the Council; *provided* that any committee that shall have or exercise authority of the Council in the management of the IPNSIG shall include at least two (2) Council-members. With the advice of the Council, the President shall appoint members of committees of the Chapter and committee chairs.

**Section 10.2. Meetings and Actions of Committees.** Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Council, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Council and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Council or by the committee. The Council may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

**Section 10.3. Standing Committees.** The regular Standing Committees of the IPNSIG shall be as follows:

- a) *A Governance Committee* shall be appointed by the President.
- b) *An Audit Committee* shall be appointed by the President to assure the accuracy of the accounting of IPNSIG's funds.
- c) *Other Committees as deemed advisable by the Council.* From time to time, the Council may direct the formation of other Committees.

**Section 10.4. Temporary Committees.** With the advice of the Executive Council, the President may appoint such temporary committees as appropriate.

- a) A *Nominating Committee*, consisting of at least three (3) Members of the IPNSIG, at least (2) two of whom shall not be members of the Council, shall be appointed by the President at least two (2) months prior to any Board Election.

**Section 10.5 Working Groups.** The President shall have the authority to create Working Groups to carry out the business of the IPNSIG. The president shall appoint the chairs of the Working Groups who shall be members of the IPNSIG. The Chairs of the working groups shall have the authority to appoint members of the working groups who need not be members of the IPNSIG. The operating practices of each working group shall be determined by the chairs provided that none of these practices violate the Bylaws of IPNSIG or Laws of the State and must be approved by the Council. The operating practices of the Working Groups shall be reported by the chairs, in writing, to the Council members.

## **Article XI. IPNSIG Meetings**

**Section 11.1. Accessibility.** The IPNSIG shall hold their annual and other all-member meetings in a manner that allows any IPNSIG member and any members of the Internet Society to attend including virtually provided that they have access to the Internet and/or the telephone system.

**Section 11.2. Date and Conduct.** Since the membership is distributed globally, the Annual Meeting of the IPNSIG shall be virtual and held in February of each year at a specific time and date to be determined by the Council. At this meeting, the Secretary and the Treasurer each shall present a report, and the Secretary shall announce the results of any elections of Council-members to take office immediately for the following year. The Annual Meeting will be announced to the entire membership at least one (1) month in advance of the actual meeting date.

**Section 11.3. Notice.** *Notices of the place and time of all-member IPNSIG meetings shall be distributed to all Members at least one (1) month prior to any meeting, by Internet mail and postings on the IPNSIG website.*

## **Article XII. Dissolution of the IPNSIG**

**Section 12.1. Dissolution.** Dissolution of the IPNSIG by consent shall require the unanimous agreement of the Council together with a majority vote of the Members attending an IPNSIG meeting which has been publicized and for which notice has been provided thirty (30) days in advance to all Members of the IPNSIG for the purpose of taking this vote.

**Section 12.2. Distribution of Assets.** Upon the liquidation, dissolution, or winding up of the IPNSIG, after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provision has been made therefor, all of the assets of the IPNSIG shall be distributed exclusively for such educational, charitable and scientific purposes as the Council (or such other persons as may be in charge of liquidation) shall determine, *provided* that such distributions shall be made in the first to the Internet Society, a Chapter, and/or one or more other organizations, all of which must qualify as exempt organizations under Section 501(c)(3) of the IRS Code as amended (or corresponding provisions of any future United States Internal Revenue law). Any such assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes.

### **Article XIII. IRC 501(c)(3) Tax Exemption Provisions**

**Section 13.1. Restriction on Activities.** No substantial part of the activities of this IPNSIG shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as otherwise provided by Section 501(h) of the Internal Revenue Code, and this IPNSIG shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, the IPNSIG shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**Section 13.2. No Benefits.** No part of the net earnings of the IPNSIG shall inure to the benefit of, or be distributable to, its sponsors, or Council-members, Officers, or other private persons, except that the IPNSIG shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the charitable purposes of this IPNSIG.

**Section 13.3. Private Foundation.** In any taxable year in which this IPNSIG is a “private foundation” as described in Section 509(a) of the Code, the IPNSIG (i) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Code; (ii) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Code; (iv) shall not make any investments in such manner as to subject the IPNSIG to tax under Section 4944 of the Code; and (v) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

**Section 13.4. Conflicts of Interest Policy.** The IPNSIG shall adopt a comprehensive Conflict of Interest Policy to ensure the organization will engage solely in its tax-exempt purposes and that all potential and existing conflicts of interest must be disclosed in accordance therewith.

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## **Article XIV. Affiliate Transactions and Interested Council-members**

**Section 14.1. Affiliate Transactions.** No contract or transaction between the IPNSIG and one or more of its Council-members or Officers, or between the IPNSIG and any other corporation, partnership, association, or other organization in which one or more of its Council-members or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Council-member or officer is present at or participates in the meeting of the Council or committee thereof which authorizes the contract or transaction or solely because his/her or their votes are counted for such purpose, if:

(a) The material facts as to this relationship or interest and as to the contract or transaction are disclosed or are known to the Council or the committee, and the Council or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Council-members or committee members, even though the disinterested Council-members may be less than a quorum; and

(b) The contract or transaction is fair to the IPNSIG as of the time the contract or transaction is authorized, approved, or ratified by the Council or a committee thereof.

**Section 14.2. Quorum.** Council-members may be counted in determining the presence of a quorum at a meeting of the Council or of a committee of the IPNSIG that authorized any contract or transaction specified in this Article XIV.

**Section 14.3. Prohibition on Loans.** Notwithstanding any other provision of this Article XIV, the IPNSIG shall make no loan to any Council-member or Officer of the IPNSIG.

## **Article XV. Amendment of Bylaws**

**Section 15.1. Requirements.** Amendment of the Bylaws shall require the affirmative vote of two-thirds (2/3) of the Council after 30 days advance notice to all members.

**Section 15.2. Conformity to Internet Society Rules.** In the event a provision of these Bylaws conflicts with the rules of the Internet Society, the Council shall amend such provision of the Bylaws without the requirement of a vote of the Membership of the IPNSIG in accordance with Internet Society procedures.