

NewNOG, Inc. Bylaws

Proposed 10/01/2010 by the Governance Working Group

1. Preamble

NewNOG, Inc. (hereinafter referred to as "NewNOG") exists to promote dialog concerning the creation, maintenance and operation of Internet Protocol networks. NewNOG is not itself a network operator. Rather, it is a facilitator of discussion, learning, and technical communication between networking professionals. NewNOG provides a forum where people from the network research community, the network operator community and the network vendor community can come together to identify and solve the problems that arise in operating and growing the Internet.

2. Name

The name of this corporation is NewNOG, Inc.

3. Mission

The purpose of NewNOG is to provide forums in the North American region for education and the sharing of knowledge for the Internet operations community.

NewNOG is a venue in which technical matters pertaining to network operations and network technology deployment in Internet providers may be discussed among experts. Such discussions have in the past focused on, but are certainly not limited to, experiences with new protocols and backbone technologies, implications of routing policies on the Internet as a whole, measurement techniques and measurements of Internet health and performance, areas in which inter-provider cooperation can be mutually beneficial (such as NOC coordination or security incident response), and maintaining a competitive and level business environment.

NewNOG serves as a bridge between the technical staff of leading Internet providers close to network operations, technical communities such as standards bodies, and the academic community. NewNOG has consistently worked to maintain a high level of technical content in conferences and all related activities. In striving to achieve these goals, all tutorials and presentations, including BOF presentations, are reviewed in advance and are limited to those entirely of a general technical nature, explicitly prohibiting material that relates to any specific product or service offerings. For similar reasons, equipment exhibits are limited to specified special events at each conference.

Notwithstanding any other provision of these Bylaws, NewNOG shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future United States Internal Revenue Code).

4. Offices

NewNOG shall maintain an office in a place determined by the Board.

5. Membership

5.1 Membership Qualifications

Membership in NewNOG is open to individuals who by experience or education give evidence of competence in Internet operations, engineering, or research and wish to further education and knowledge sharing within the Internet operations community.

Those with relevant experience or education may include:

- Faculty members at institutions of higher learning involved with, or researching, internetworking
- Technical staff members at carriers, research networks, hosting providers, voice service providers, Internet Service Providers, content providers, enterprises, content delivery networks, and other internet-connected organizations
- Sales and Technical staffs at network vendors, equipment, consulting, and other providers of services to the internetworking community
- Consultants, research analysts, and independent researchers with a focus or interest in internetworking
- Staff members or volunteers at any Internet support or governance group
- Others with qualifications specified by the Board

5.2 Membership Classes

The following classes of membership will be available:

5.2.1 Full Member

Full membership is limited to those who have satisfied NewNOG-specified educational requirements and/or who have demonstrated professional competence in NewNOG-designated fields of interest.

5.2.2 Student Member

A Student Member must carry at least 50% of a normal full-time academic program as a registered undergraduate or graduate student in a regular course of study in NewNOG-designated fields. The total cumulative period for a member to hold the Student Member class is limited to 8 years. Student Members, upon transition to employment in the field of internetworking, reaching the 8-year limit, or graduation with at least a baccalaureate or higher degree (or its equivalent) from an accredited institution in an NewNOG-designated field (whichever occurs first), will be transferred automatically to Full Member.

5.2.3 Life Member

Life Membership provides the member with the same rights and privileges that Full Members enjoy without recurring dues for the course of their involvement with NewNOG. Life Members must maintain qualifications for membership to remain in good standing

5.2.4 Fellow Member

Fellow membership recognizes service to NewNOG and the industry, and is conferred only by invitation of the Board of Directors upon a person with an extraordinary record of accomplishments in any of NewNOG's designated fields of interest. The candidate must be a Full member at the time the nomination is submitted.

It is recommended that the following minimum requirements be met:

- A Fellow should be Full or Life member at the time of the nomination.
- A fellow should have been a member in good standing for a period of five or more years.

5.3 Membership Dues

Dues for full, student, and life memberships will be set by the Board. Fellow Members will not be required to pay any membership fees.

5.4 Rights and Benefits of Membership

Members shall be entitled to the following privileges:

- Vote in NewNOG's Board of Directors elections

- Vote on and/or put forward ballot propositions
- Volunteer to serve on committees as established by the NewNOG charter or as created by NewNOG's Board of Directors
- Other privileges as defined by the Board

6. Prohibited Activities

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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 provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

7. Non-Discrimination Policy

All individuals associated with the Entity shall recognize their responsibility to respect the legal rights of human dignity of others without regard to race, sex, religion, sexual orientation, socioeconomic status or age and shall uphold the guidelines, policies and procedures as set forth in the organization's By-Laws in compliance with Title VII, Civil Rights Act of 1964, amended by the Equal Employment Act of 1972, no individual will be denied the right to apply or be employed by the Entity due to race or national origin, gender, religion, age, sexual orientation or disability. In addition, no individual shall be excluded from participation in, be denied the benefits of, or be subjected to discrimination under any educational program or activity conducted by the Entity.

8: Board of Directors

8.1 General Powers

The property, affairs and business of NewNOG shall be managed and controlled by its Board of Directors. The Board of Directors may, by general resolution, delegate to officers of NewNOG and to Committees or Working Groups, such powers as provided for in these Bylaws.

8.1.1 Liaison with Other Organizations

The Board of Directors will facilitate communications between the NewNOG community and other organizations with similar goals including ARIN, RIPE, APNIC, APRICOT, AfNOG, NORDNOG, and SANOG.

8.2 Number

There shall be seven (7) voting members of the Board of Directors, six (6) of whom will be elected and one of whom will be the Executive Director.

8.3 Term of Office

The term of office for all elected Directors shall be two (2) years. No Director may serve more than two consecutive terms. After two consecutive terms, a Director may be re-elected to a Director position after a one-year absence.

8.4 Selection

The Board of Directors shall be elected by an open nomination and election process from among the NewNOG membership. All candidates must be Members in Good Standing of NewNOG.

Elections will occur annually, at the last NewNOG conference in a given calendar year. Elections will be held via electronic voting on the NewNOG web site during the NewNOG conference, with voting to occur over a period of no less than 48 hours. The new Board of Directors members will be announced at the conclusion of voting.

The elections will be administered by a committee consisting of three members of NewNOG. The committee will be appointed by a majority vote of the elected board members whose terms are not expiring, and will serve until the conclusion of the election.

8.4.1 Nominations and Biographical Information

Nominations will be accepted from any member of the community via email to nominations@newnog.org for a period of 4 weeks, beginning 2 months before the last NewNOG conference in a given calendar year. Candidates will then be listed on the NewNOG web site, with biographies submitted by the candidates, from the end of the nomination period through the conclusion of the election. Members of NewNOG will be able to post endorsements of candidates to the NewNOG web site, to appear alongside candidate biographies. Candidates will have the opportunity to make a short presentation during the regularly scheduled community meeting at the NewNOG conference during which elections will occur.

8.4.2 Affiliation of Candidates

Each candidate must declare any and all affiliation(s) relevant to NewNOG, which will include his or her main employer, as well as any other major relationships (for instance, if a candidate's primary employer is a nonprofit entity which is sponsored by a vendor, the candidate would declare both the nonprofit and the vendor as affiliations).

8.4.3 Voting Process for Board of Directors Selection

Each year, three seats will be open due to the expiration of terms, while others may be open due to resignations or other departures of Directors. Voters will be permitted to cast one vote per open Board of Directors seat. The top three vote-getters will be elected to the open two year terms, while fourth and subsequent vote-getters will fill any other open seats for the remaining portion of those seats' terms.

8.4.4 Dual Program Committee/Board of Directors Membership Prohibited

Elected members of the Board of Directors are not eligible for appointment to the Program Committee. Program Committee members who are elected to the Board of Directors shall automatically resign their Program Committee membership upon taking office.

8.5 Initial Selection

The initial Board of Directors will be appointed by the incorporator of NewNOG.

8.6 Meetings and Quorum

The Board of Directors will meet in person at every NewNOG conference, and may meet via conference calls on a more regular basis. All meetings must be announced by the Chairperson at least 30 days in

advance.

No action may be taken by the Board of Directors unless at least four members of the Board of Directors are present. Unless otherwise specified in these Bylaws, those items on which the Board of Directors votes will be decided by absolute majority. No procedural change may be enacted without agreement of five members of the Board of Directors.

8.7 Vacancies

If a Board of Directors member resigns or a Board of Directors seat otherwise becomes vacant more than two months before the next election, the remaining members of the Board of Directors will appoint a replacement to serve until the next election, at which point if there is any additional time remaining in the term a member will be elected to fill the vacancy. If a vacancy occurs less than two months before an election, the seat will remain vacant until the election.

For every two vacancies on the Board of Directors, the quorum requirement will be reduced by one.

8.8 Removal of Board of Directors Members

A Board of Directors member who misses three or more meetings in a row and who does not attend any Board of Directors meetings for three months may be removed. A Board of Directors member who meets these conditions may be removed if at least four members of the Board of Directors vote to remove the person. If multiple Board of Directors members qualify for removal, the removal may take place if supported by all but one of the Board of Directors members not meeting these removal criteria.

Elected Board of Directors members may also be removed by a recall vote held during a regular annual election. To be placed on the ballot, a recall petition must be signed by at least 30 eligible voters, or 1% of eligible voters, whichever is greater, and presented to the Election Committee at least 7 days prior to the start of the election. Upon passage of the recall vote by a 2/3 super-majority vote, the position shall become vacant, and a replacement selected from the candidates according to the process in section 8.4.3.

8.9 Conference Attendance and Membership

Board of Directors members must attend at least two out of every three NewNOG conferences. Board of Directors members must remain Members in Good Standing of NewNOG throughout their terms.

9. Administrative Committees

The Board of Directors will create four committees to fulfill the NewNOG mission. Those committees will be the Program Committee, the Communication Committee, the Membership and Development Committee, and the Event Logistics Committee. All members of committees must be Members in Good Standing of NewNOG.

9.1 Program Committee

The Program Committee will be responsible for the programs at any NewNOG Conferences or Events (see Section 10.3).

9.1.2 Membership and Selection

Each member will serve a two-year term, with eight terms ending each year. No Program Council member will serve more than two consecutive full terms, although additional terms may be served

after a one-year interval. One member of the Board of Directors will serve ex officio (without a vote) on the Program Committee, in order to facilitate communication among the two groups.

Immediately after each annual election, the Board of Directors will appoint new or returning Program Committee members to fill each position with an expiring term, and all other vacant positions. The Board of Directors may at any time appoint a new member to serve the remaining term of a vacant position.

To be eligible to be appointed as a member of the Program Committee, an individual must have attended one NewNOG conference within the prior calendar year (12 months).

A Program Committee member may be removed before the expiration of his or her term if at least five members of the Board of Directors vote for the removal.

9.2 Communications Committee Membership and Selection

The Communications Committee will be responsible for the NewNOG mailing list, and other forms of electronic communication among the NewNOG community as agreed with the Board of Directors.

9.2.1 Mailing List

One of the primary functions of NewNOG is the maintenance of a mailing list (the NewNOG list).

The Communications Committee will be responsible for the administration and minimal moderation of the NewNOG list.

9.2.2 Eligibility

The NewNOG list will be open to anyone to subscribe.

9.2.3 Acceptable Use Policy

The NewNOG List Acceptable Use Policy will be publicly available on the NewNOG web site. Any changes to the Acceptable Use Policy must be approved by the Board of Directors.

9.2.4 Other Duties

The Communications Committee will be responsible for the administration of other mailing lists and other forms of electronic communications among the NewNOG community, as agreed with the Board of Directors.

9.2.5 Communications Committee Membership

The Communications Committee will consist of at least three members selected by the Board of Directors. Members of the Communications Committee may not serve concurrently on the Board of Directors. The chairperson of the Communications Committee will serve ex officio in a non-voting role on the Board of Directors, in order to facilitate communication between the two groups.

Communications Committee members will serve a two-year term, with terms staggered such that as close to half as possible of the terms expire each year. No member will serve more than two consecutive terms, although additional terms may be served after a one-year interval.

A Communications Committee member may be removed before the expiration of his or her term if at least five members of the Board of Directors vote for the removal.

9.3 Membership and Development Committee

The Membership and Development Committee will be responsible for the recruitment of NewNOG's membership, sponsorship, and other fundraising necessary to keep NewNOG in operation.

9.3.1 Membership and Development Committee Membership and Selection

The Membership and Development Committee will consist of at least three members selected by the Board of Directors. Members of the Membership and Development Committee may not serve concurrently on the Board of Directors. The chairperson of the Membership and Development Committee will serve ex officio in a non-voting role on the Board of Directors, in order to facilitate communication between the two groups.

Membership and Development Committee members will serve a two-year term, with terms staggered such that as close to half as possible of the terms expire each year. No member will serve more than two consecutive terms, although additional terms may be served after a one-year interval.

A Membership and Development Committee member may be removed before the expiration of his or her term if at least five members of the Board of Directors vote for the removal.

9.4 Event Logistics Committee

The Event Logistics Committee will be responsible, along with the Executive Director, for the logistics of NewNOG conferences and events.

9.4.1 Event Logistics Committee Membership and Selection

The Event Logistics Committee will consist of at least three members selected by the Board of Directors. Members of the Event Logistics Committee may not serve concurrently on the Board of Directors. The chairperson of the Event Logistics Committee will serve ex officio in a non-voting role on the Board of Directors, in order to facilitate communication between the two groups.

Event Logistics Committee members will serve a two-year term, with terms staggered such that as close to half as possible of the terms expire each year. No member will serve more than two consecutive terms, although additional terms may be served after a one-year interval.

An Event Logistics Committee member may be removed before the expiration of his or her term if at least five members of the Board of Directors vote for the removal.

9.5 Budget and Finance Committee

The Budget and Finance Committee will be responsible, along with the Executive Director and Board of Directors, for NewNOG's budgeting and financial planning.

9.5.1 Budget and Finance Committee Membership and Selection

The Budget and Finance Committee will consist of at least three members selected by the Board of Directors. Members of the Budget and Finance Committee may not serve concurrently on the Board of Directors. The chairperson of the Budget and Finance Committee will serve ex officio in a non-voting role on the Board of Directors, in order to facilitate communication between the two groups.

Budget and Finance Committee members will serve a two-year term, with terms staggered such that as close to half as possible of the terms expire each year. No member will serve more than two consecutive terms, although additional terms may be served after a one-year interval.

A Budget and Finance Committee member may be removed before the expiration of his or her term if at least five members of the Board of Directors vote for the removal.

10. Events

One of the primary functions of NewNOG is the administration of multiple conferences or other events per year.

10.1 Location

The location of each conference or event will be determined by the Board of Directors, in consultation with the Local Host. All meetings will be held in North America. Events will be held at locations that can accommodate both the number of attendees and the connectivity requirements of the attendees.

10.2 Number

There are currently three conferences per year. This number can be changed at the discretion of the Board of Directors after a presentation to the membership at a Community Meeting. Other NewNOG-sponsored events may also be held with the approval of the Board of Directors.

10.3 Program

The conference or event program will be determined by the Program Committee (see article 9.1, Program Committee Membership and Selection.)

10.3.1 Program Committee Chairperson

The Program Committee will elect a new Chairperson after each annual selection cycle. The Chairperson will serve for one year and will moderate NewNOG conferences.

10.3.2 Program Committee Responsibilities

The Program Committee is responsible for motivating/soliciting people to submit interesting talks, selecting the submissions which seem most appropriate (with some attention to presentation skills), and following up with speakers after acceptances to ensure that presentations are completed in time, with ample warning of potential problems with the presentation.

The Chair of the Program Committee will serve ex officio in a non-voting role on the Board of Directors, in order to facilitate communication between the two groups.

11. Working groups

Ad-hoc working groups may be created with support of the Board of Directors to fulfill committee initiatives. Working group members may be elected by the NewNOG membership, or appointed by one of the Councils and/or the Board of Directors.

12. Local Host

The Board of Directors may name a host organization for each conference or other event and where possible use different hosts and vary their industry sector.

NewNOG conferences or events may be hosted by local sponsoring organizations known as "local hosts." NewNOG hosts receive Internet-wide recognition for their contribution to the ISP community. The host's name will be prominently displayed on all printed and online material about the NewNOG conference or event, and will be widely circulated on the member NewNOG email list.

Staff from the hosting organization who are actively involved in setting up meeting facilities or on-site equipment are invited to attend the conference or event at no cost.

13. Community Meetings

As determined by the Board of Directors, NewNOG conferences will include a community meeting for open discussion of the continuing evolution of NewNOG.

14. Amendments

Amendments to this charter may be enacted by a majority vote of eligible voters during an annual election. An amendment may be put on the ballot by the Board of Directors, or by a petition signed by at least 30 eligible voters, or 1% of eligible voters, whichever is greater.

14.1 Temporary Amendments

During the first year after these bylaws are adopted, they may be temporarily amended by a unanimous vote of the Board, providing the amendments do not concern the composition or election of the Board, or the procedures for amending the bylaws. Any such amendments must be approved by the membership at the next annual election. Amendments not approved by the members will be rescinded.

Article 15: Officers

The officers of the corporation shall consist of a Chairman of the Board, a Vice-Chairman of the Board, a Secretary, a Treasurer, and an Executive Director. The Board of Directors shall select all officers. No individual may hold more than one officer position simultaneously. Officers not currently serving as voting Directors shall be non-voting ex-officio members of the Board of Directors.

15.1 Chairman of the Board

The Board of Directors shall select one of its members as Chair. The Chairman shall preside at all meetings, and, with the advice and counsel of the Executive Director shall oversee the implementation of the policies and directives of the Board of Directors.

15.2 Vice Chairman of the Board

The Board of Directors shall select one of its members as Vice Chair. The Vice Chair shall act as Chair in the absence of the Chair and when so acting shall have the power and authority of the Chair.

15.3 Secretary

The Secretary shall be responsible for the keeping and reporting of adequate records of all transactions and of all minutes of all meetings of the Board of Directors.

15.4 Treasurer

The Treasurer shall be responsible for the finances of the corporation and its fiscal records, and shall supervise any fiscal agent. The Treasurer shall report to the Board at least once annually and more frequently upon request.

15.5 Executive Director

The six elected members of the Board of Directors shall appoint an Executive Director. The Executive Director will handle the day to day affairs of NewNOG, under the direction of the Board. The Executive Director will also serve as a member of the Board. The Executive Director will serve at the pleasure of the elected members of the Board, and may be removed with or without cause at any time. The Executive Director may be paid a salary, to be determined by the elected members of the Board.

16 Pecuniary Benefit/Conflict of Interest

16.1 Pecuniary Benefit

NewNOG shall not engage in pecuniary benefit transactions, including, but not necessarily limited to, transactions between NewNOG and another party in which a Director or officer has a financial interest, direct or indirect, subject to certain reasonable exceptions which may be provided by statute.

16.2 Conflict of Interest

Directors and Officers shall disclose to the entire Board any involvement or affiliation with any organization or association, prior to any discussions by the Board that implicate or relate to the organization with which they are involved or affiliated. Directors and Officers shall refrain from participating in any decision of the Board of Directors or Officers involving an organization with which they have an affiliation if a reasonable person would conclude that the affiliation could interfere with the Director's or Officer's exercise of independent judgment.

17. Dissolution Provision.

Upon the dissolution of NewNOG, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Entity, dispose of all the assets of the Entity exclusively for the purposes of the Entity in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by appropriate judicial or executive authority in conformance with applicable law.