

## **Offer by Geneva Net Dialogue to Provide Resources**

### **For the Internet Governance Forum**

Presented at the  
Consultations on the Convening of the IGF  
16 and 17 February 2006

#### **INTRODUCTION**

This proposal is an offer by Geneva Net Dialogue, an international association based in Switzerland, to provide some resources for the bureau of the Internet Governance Forum (IGF). These activities are envisioned as a complement to other functions that the IGF bureau may carry out, for example the convening of meetings in regional, developing-country centers.

Geneva Net Dialogue is a non-profit association with an academic focus. As stated in its Statutes,<sup>1</sup> “The mission of Geneva Net Dialogue is to lend its support to the operation of human rights in the information society by improving ties between the technology community, the policymaking community, and civil society at the international level. In order to accomplish this mission, the association seeks:

- a. To encourage and stimulate exchanges of views, ideas and information concerning information society issues treated by intergovernmental organizations and their human rights implications.
- b. To organize educational programs, seminars and other activities to promote understanding of legal and technological trends relating to the operation of human rights in the information society.
- c. To serve as a vehicle for carrying out research on these subjects.
- d. To work with other institutions in this vein, for example, by collaborating with projects such as Net Dialogue (a joint academic initiative between the Center for Internet and Society at Stanford Law School and the Berkman Center for Internet and Society at Harvard Law School).”

Membership is open to any person who subscribes to and follows the principles expressed in the Statutes and Bylaws of the association, and who pays his or her respective dues and participates actively on at least one committee.<sup>2</sup> Members are to participate as citizens of the networked world rather than in a capacity whereby they represent other institutions.

The association would like to help the IGF carry out the following functions:

- Maintaining an interactive, multi-stakeholder website;
- Coordinating background papers and academic research; and
- Organizing technology tutorials and briefings on emerging issues.

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<sup>1</sup> The association’s Statutes and Bylaws are available in the attached Annex.

<sup>2</sup> Dues are currently set at \$10, with a potential waiver for individuals from developing countries.

## **MAINTAINING AN INTERACTIVE, MULTI-STAKEHOLDER WEBSITE**

Geneva Net Dialogue would like to offer to manage an interactive, community-run website that is designed in accordance with the *Geneva Declaration of Principles*: Focusing on issues that fall under the IGF mandate, the website will facilitate multi-stakeholder input and will strive to promote an exchange that is multilateral, transparent, democratic, and coordinated.

As an open association, we hope that the stakeholder community will develop its own policies and content for this site. To the end of pursuing the site's stated goals, three co-chairs of the Website Committee will jointly retain final veto power over site policies and content. The co-chairs will come from the Berkman Center at Harvard Law School in the United States, the Research Center for Information Law at the University of St. Gallen in Switzerland, and [the School of Communication and Information, Nanyang Technological University in Singapore], with these designates reviewed by the association on a bi-annual basis.

People who will serve as stewards over the site will include the association's elected officers, its web developer, and its committee chairs from academia, non-governmental organizations, and the technology community. In addition, the association would welcome the active involvement of IGF fellows, as described below. The three academic institutions noted above will select fellows in consultation with the IGF chairman, with preference given to candidates from developing countries. Funding for fellows will be arranged by the IGF chairman in consultation with these academic institutions.

The website will accommodate input from a wide range of stakeholders. Specifically, it will be designed to:

- Receive official input and meeting notices (calendars) from intergovernmental organizations and standards bodies;
- Solicit commentaries from NGOs;
- Solicit analysis from academics;
- Solicit market outlooks from business;
- Solicit analysis of technology trends by technologists; and
- Encourage general public debate.

### ***Inputs from Relevant Intergovernmental Organizations and International Standards Bodies***

Relevant intergovernmental organizations and international standards bodies will be asked to provide transparency in Net-related policymaking by sending regular electronic updates for the site, according to a standard format. Ideally, these updates will provide (i) information on new instruments (treaties or guidelines) dealing with the Net; (ii) notice of meetings in which Net-related issues will be discussed; and (iii) and relevant documents (e.g., mandates, records of meetings, etc.) for topics under negotiation.

The wording of this material as it appears on the site will stem directly from these organizations themselves.

The home page of the site will have a calendar to signal upcoming meetings of organizations where Net-related rules will be discussed, as well as important dates for the Internet Governance Forum.

### ***Commentary and Analysis***

Similarly, the site will have sections where stakeholders may post material, with comments enabled through interactive tools.

Articles will be editable by the community with the aim of having neutral, balanced content about relevant Net governance topics. Posts of a more opinionated nature may be made on discussion pages, with community standards followed.

Material will be tagged according to subject area (e.g., privacy, spam, digital copyright, etc.) or relevant organization and initiative (e.g., the WTO's Work Programme on E-Commerce). In this way, submissions from the range of stakeholders on any given topic can be easily cross-referenced.

A moderated weblog ("blog") will give a different perspective for each day of the week. For example, Monday might have a top technologist talking about emerging technologies, Tuesday might feature a human rights advocate, Wednesday might offer views from a developing-country specialist, etc. Naturally, a major purpose of these blogs will be to animate discussion.

### ***Additional Features***

For issues of specific interest, the site will be equipped with tools to allow people to subscribe to automatic notices of updates. These tools will allow people specialized in a given topic to delve into issues more deeply and to share their expertise on issues of Net governance. This dialogue will be open for any interested party to read via the website.

Geneva Net Dialogue will produce periodic summaries of site postings that relate to cutting edge issues at the intersection of public policy and the Net. IGF fellows will be invited to draft these summaries. Summaries will then be sent via email to subscribers (e.g., interested stakeholders and decision-makers). In addition, they will be published in report form for submission to IGF meetings. Naturally, these summaries will also be posted on the website.

### ***Translation into UN Languages***

In addition to helping with the periodic summaries of website postings, IGF fellows will be asked to coordinate volunteer teams from around the world to help build sites in the five other UN languages (Arabic, Chinese, French, Russian, and Spanish).

Similar to the English language site, the respective teams will be invited to produce periodic summaries of postings on emerging Net governance issues.

### ***Incentive to Participate***

With the summaries allowing policymakers to follow discussions, stakeholders will know that their views can go *directly* to people involved in Net decision-making. In turn, Net governance will benefit by this more robust input.

In exchange for this work by the community of stakeholders, Geneva Net Dialogue would request that the IGF commit to receiving summaries of postings on timely issues. In particular, Geneva Net Dialogue would ask that the periodic summary reports be a standing item on the agendas of

IGF meetings. The team would aim to make these reports brief, with pointers to the actual postings.

If the IGF chairman deems the reports to be of sufficient quality, the IGF might consider funding the translation of these reports into the different UN languages. So, too, the IGF could decide to mail these reports to developing-country centers for distribution to groups that lack Internet connectivity.

#### **COORDINATING BACKGROUND PAPERS AND RESEARCH**

At its semi-annual meetings, the IGF may find that it would like to request background papers on Net-related issues. It would therefore make sense to tap into the expertise of academics from institutions around the world. In this vein, the association's Academic Committee could help coordinate the production of a "toolbox" of peer-reviewed resources. (Such a peer-review process should ensure information quality as a "value-added" input for the IGF but would not require consensus support for views expressed in individual papers.)

Assuming that the IGF would wish to have at its disposal research findings on particular topics, the association's Academic Committee could help coordinate research, drawing on the expertise of relevant stakeholders and other specialists. For example, experts could conduct studies on the intersection of emerging technologies and the agendas of intergovernmental organizations as they relate to human rights in the networked world. The Universal Declaration on Human Rights, agreed by the UN General Assembly in 1948, could serve as a touchstone for this work. Such research would help to implement the call for attention to human rights in the *Tunis Agenda for the Information Society*.

#### **ORGANIZING TECHNOLOGY TUTORIALS AND BRIEFINGS**

In order to promote better understanding between the technology and international policymaking communities, the association's Academic Committee could also convene people from the technology industry and the international policymaking community for "Tech Tutorials" and briefings on emerging technologies. For example, the following topics could be treated: the structure of the networked communications industry, location-based services, ubiquitous/ambient computing, mesh networking, etc. The meetings could use teleconferencing, webcasting, and other tools to enable participation from more than one location.

*For further information, please contact: Mary Rundle (mrundle[at]cyber.law.harvard.edu), who is a Fellow at the Berkman Center for Internet and Society at Harvard Law School and a Non-Resident Fellow at the Center for Internet and Society at Stanford Law School.*

## **ANNEX: STATUTES AND BYLAWS OF GENEVA NET DIALOGUE**

### **GENEVA NET DIALOGUE**

#### **STATUTES**

[Note : This is an English translation of the official version, which is in French.]

#### **Preamble:**

*In order to support the operation of human rights in the information society,*

#### **Juridical Form, Seat, Registration, Duration:**

- Art. 1      There is created, under the name Geneva Net Dialogue, a non-profit association regulated by Articles 60ff of the Swiss Civil Code, with which these Statutes are consistent.
- Art. 2      The association's seat is in Geneva, and its postal address is determined by the Executive Committee.
- Art. 3      The duration of the association is unlimited.

#### **Objectives of the Association:**

- Art. 4      The mission of Geneva Net Dialogue is to lend its support to the operation of human rights in the information society by improving ties between the technology community, the policymaking community, and civil society at the international level. In order to accomplish this mission, the association seeks:
- e. To encourage and stimulate exchanges of views, ideas and information concerning information society issues treated by intergovernmental organizations and their human rights implications.
  - f. To organize educational programs, seminars and other activities to promote understanding of legal and technological trends relating to the operation of human rights in the information society.
  - g. To serve as a vehicle for carrying out research on these subjects.
  - h. To work with other institutions in this vein, for example, by collaborating with projects such as Net Dialogue (a joint academic initiative between the Center for Internet and Society at Stanford Law School and the Berkman Center for Internet and Society at Harvard Law School).

## **Members:**

Art. 5 Concerning membership:

- a. Any person who subscribes to and follows the principles, Statutes and Bylaws of the association, and who pays his respective dues, may take part in the association.
- b. The Executive Committee is to keep the list of Members up to date. It can revoke the membership of people who are more than two years late paying their dues.
- c. Members shall participate as citizens of the networked world rather than in a capacity whereby they represent other institutions.
- d. The General Assembly can decide to suspend or to revoke the membership of one or more persons for just cause, notably if that person or those persons concerned prejudice the association.
- e. A Member may withdraw from the association by notifying the Executive Committee of his desire to do so.

## **Organs and Procedures:**

Art. 6 The organs of the association are: The General Assembly, the Executive Committee, and the Auditor. The Executive Committee may decide to establish standing and ad hoc committees to fulfill various needs.

### *The General Assembly*

Art. 7 The General Assembly is the highest organ of the association. It brings together all the Members of the association and takes important decisions. It is competent for the following notable duties:

- a. Election of the Executive Committee;
- b. Election of the Auditor;
- c. Approval of the Executive Committee's annual report;
- d. Approval of the Auditor's annual report;
- e. Approval of the annual budget;
- f. Modification of the Statutes;
- g. Modification of the Bylaws (shared competency with the Executive Committee);
- h. Determination of the amount of annual dues;
- i. Dissolution of the association.

Art. 8 The General Assembly shall meet at least once per year. The Executive Committee may convene extraordinary General Assembly meetings as often as it feels the need. In addition, an extraordinary General Assembly meeting must be convened if at least one fifth of the Members of the association call for it.

Art. 9 The convening of the General Assembly is done by letter or email sent to each Member of the association at least 14 days before the date of the meeting.

Art. 10 The General Assembly may take place by electronic means.

- Art. 11 A quorum is attained when at least 10 Members of the association are present or represented; if the Assembly has fewer than 20 Members, a quorum is nevertheless attained if at least 50 per cent of the Members are present or are represented.
- Art. 12 The President or, in his absence, the Vice President, presides over the Assembly. If the Vice President is also absent, the Members of the association who are present shall proceed to nominate a chairman for the meeting.
- Art. 13 Each Member present in the General Assembly has the right to one vote.
- Art. 14 In order to be valid, decisions by the General Assembly must be adopted by a simple majority of votes, except in the case where the law or these Statutes foresee otherwise. Abstentions and invalid votes are not taken into account in calculating the majority.
- Art. 15 The General Assembly can take no decision regarding matters that were not mentioned in the order of business at the meeting's convening.
- Art. 16 Elections are done by secret ballot. All other decisions are taken by open vote, except a decision concerning the General Assembly itself.

#### *The Executive Committee*

- Art. 17 The administration of the association is entrusted to an Executive Committee that oversees the fulfillment of the duties and the projects of the association. Sitting on the Executive Committee are a minimum of 4 Members.
- Art. 18 The association's Executive Committee is composed of the following Members with titles:
- President;
  - Vice President;
  - Treasurer;
  - Secretary;
  - Chairpersons of Standing Committees; and
  - The outgoing President, who serves for one year as an *ex officio* member of the Executive Committee. This person does not actually have the right to vote but may participate in meetings and discussions of the Executive Committee.
- Art. 19 A person may serve in more than one post on the Executive Committee, but no member of the Executive Committee may accumulate more than two posts.
- Art. 20 The Executive Committee is elected by the General Assembly for a period of one year. Its members are eligible for successive reelection twice (i.e., for a total of three consecutive terms) and may run for office again after at least one term has elapsed.
- Art. 21 The Executive Committee is charged with the following:
- Taking measures deemed useful to attain the objectives, for example, to approve commissioned research, to organize conferences and other gatherings, and to construct and maintain a Web site;
  - Convening ordinary and extraordinary meetings of the General Assembly;
  - Making decisions regarding the admission and removal of Members;

- Safeguarding the association's interests and maintaining rapport with industry, the authorities, institutions and the public;
- Supervising employees;
- Overseeing the application of the Statutes;
- Drafting and amending the Bylaws, as needed from time to time;
- Administering the good of the association; and
- Deciding on the composition of standing and ad hoc committees.

Art. 22 The association is bound by the joint signature of two officers of the Executive Committee.

Art. 23 The association is to be represented by two members of the Executive Committee in the case of any judicial or extrajudicial conflict. One of these two members must be the President or Vice President.

Art. 24 Expenses and outlays incurred in representing the association are to be reimbursed.

Art. 25 The association may have at its charge a permanent secretariat. To the extent that this secretariat is directed by the titular members of the Executive Committee, these members may be remunerated for the work furnished on behalf of this secretariat. The practical modalities are to be fixed by the Executive Committee.

Art. 26 The Executive Committee maintains the finances of the association which are submitted each year to the Auditor elected by the General Assembly, who will make a report to it.

**Resources and Liability:**

Art. 27 The resources of the association are to come from the dues of Members, from gifts and legacies, and from private and official subsidies. A gift must not threaten the independence of the association.

Art. 28 The amount of annual dues is to be fixed by the General Assembly, at the proposal of the Executive Committee.

Art. 29 The association may also agree to serve as a fiduciary agent for research commissioned in accordance with the objectives of the association. In such a case, the association may charge six per cent of the remuneration paid by the organization (or natural person) who is commissioning the research, or the association may ask for payment of this amount by the person who conducts the research on behalf of the organization.

Art. 30 Dues are to be rendered by June 30 each year.

Art. 31 The association must take out a company style « legal liability » insurance policy, to cover Director and Officer liability. Members of the association are not personally responsible for debts of the association, which are guaranteed solely by the association as a social institution. Members have no personal claim to the assets of the association.

**Calendar:**

Art. 32 The association follows the standard civil calendar.

**Dissolution:**

Art. 33 The General Assembly may decide to dissolve the association. This dissolution must be accepted by a two-thirds majority of the association members gathered.

Art. 34 In the event of dissolution, the final General Assembly shall attribute, to the extent possible, the assets of the association to an institution proposing to attain similar objectives or to a humanitarian foundation.

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The present Statutes have been **adopted** by the constitutive assembly on October 13, 2005 in Cambridge, Massachusetts and in Zurich, Switzerland:

Names and Signatures:

President

Secretary

# GENEVA NET DIALOGUE

## **BYLAWS**

*These Bylaws should be read together with the association's Statutes  
(with the official version of the "Statuts" being in French)*

Version date: February 13, 2006

### **Section 1**

#### **Executive Committee**

##### **Section 1.1 - Management**

The management of the association shall be vested in the Executive Committee consisting of not less than four members, each of whom shall be a member in good standing of the association. If an Officer shall cease at any time to have such qualifications, such directorship automatically terminates, but no act of the association or the Executive Committee members shall be invalidated by reasons thereof.

##### **Section 1.2 - Members of the Executive Committee**

The membership of the Executive Committee shall consist of the Officers of the association (President, Vice-President, Secretary and Treasurer), the Chairpersons of the Standing Committees, and the outgoing President of the association who shall serve for one year as an *ex officio* member of the Executive Committee or in his capacity as an Officer or Chairperson of a Standing Committee. The outgoing President shall not exercise voting rights in his *ex officio* capacity and may participate in the Committee's meetings and discussions.

##### **Section 1.3 - Regular Meetings of the Executive Committee**

- 1.3a The Executive Committee meetings shall be called by the President, or, in his absence, by the Vice-President.
- 1.3b The Executive Committee shall meet at least once per quarter in a calendar year. Meetings may take place in person or by electronic means.
- 1.3c The invitation to the meeting with a draft Agenda must be made in writing, to be sent by email or regular mail. Normally the invitation should go out at least eight days prior to the meeting, except when the date of the next meeting was already fixed at the previous meeting (in which case notice shall go out immediately following that meeting, with an indication of when the draft Agenda will be circulated). In exceptional cases, a telephone call or invitation by email two days prior to the date of the meeting shall be sufficient. Whenever notice of a meeting is required, such notice need not be given to any Officer if a written waiver of notice, executed by him (or his attorney duly authorized) before or after the meeting, is filed with the records of the meeting, or to any Officer who attends the meeting without protesting the lack of notice before the meeting or before action is taken at the meeting.

- 1.3d The Executive Committee meetings shall be chaired by the President, or in his absence, by the Vice-President or, if he is also absent, by one of the members present, chosen by the others to preside for the day.
- 1.3e The Executive Committee may pass resolutions if at least half of its members are present.
- 1.3f The decisions of the Executive Committee shall be ratified by resolution of the majority. In case of a tied vote, the member who chairs the meeting has the decisive vote.
- 1.3g The Secretary, or another person chosen for the purpose, must draw up minutes of every meeting. These may be distributed via email or regular mail and are to be put forward for approval at the next meeting of the Executive Committee. The original, agreed version of the minutes must be signed by that writer and filed with the official records of the association, which the Secretary maintains.
- 1.3h The meetings of the Executive Committee shall be held on a regular basis as determined by resolution of the Committee. All regular members of the association in good standing may attend the regular Executive Committee meetings. Notice of meetings shall be given to members of the Executive Committee at least seven days in advance, issued by letter or by electronic communication.

#### **Section 1.4 - Special Meetings of the Executive Committee**

Special meetings of the Executive Committee may be called at any time by the President or at the request of two members of the Executive Committee. Each member of the Executive Committee must be notified in advance of the Executive Committee meeting. Only business of which all Executive Committee members have been notified may be transacted at special meetings.

#### **Section 1.5 - Quorum**

The majority of the authorized number of Executive Committee members will constitute a quorum for the transaction of business at any meeting. Every act or decision of the majority of the Executive Committee members present at a meeting at which a quorum has been established, when duly assembled, shall be valid as an act of the Executive Committee. If there is less than a quorum, the majority of those present may adjourn the meeting until a quorum is present.

#### **Section 1.6 - Powers of the Executive Committee**

Powers of the Executive Committee are spelled out in the association's Statutes.

#### **Section 1.7 - Provisional Officers**

For the first year in the life of the association, Provisional Officers shall be elected at the time of the signing of these Bylaws. These Provisional Officers shall serve until May 1, 2006.

## **Section 2**

### **Officers**

#### **Section 2.1 - List of Officers**

The regular Officers of the association shall consist of a President, Vice-President, Secretary and Treasurer.

#### **Section 2.2 - President**

It shall be the duty of the President to preside at all meetings of the Executive Committee and of the General Assembly. The President shall:

Call meetings herein provided for.

Serve as an ex officio member of all committees.

See that the Bylaws, and such rules and regulations as may be adopted as provided herein are enforced.

Generally supervise the affairs of the association.

Serve as an ex officio Officer for one year following his term of office as President.

Serve as a Signor on the association's bank account and books of account.

Conduct official outreach in coordination with the Secretary (who is responsible for conducting official correspondence).

#### **Section 2.3 - Vice-President**

In the event of the absence or disability of the President, the Vice-President shall perform all 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.

In the event that the Program Chairman is unable to provide a program for any meeting, the Vice-President shall make all reasonable efforts to provide a program for the meeting.

The Vice-President shall maintain the official calendar.

The Vice-President is responsible for association fund raising.

The provisional Vice-President shall also serve as Signor on the association's bank account and books of account.

#### **Section 2.4 - Secretary**

The Secretary shall keep all official records of the association; conduct the official correspondence; and make necessary arrangements for all notices to be given and posted, and for minutes of general business meetings to be taken and circulated to the membership for adoption

at the next General Assembly meeting. He will also be responsible for the minutes of the Executive Committee meetings, which will be available to the membership. He will be responsible for drafting and circulating the draft annual report. In addition, the Secretary is responsible for periodically reminding the Executive Committee of aspects of the Practical Guidelines that he/she thinks deserve attention.

#### **Section 2.5 - Treasurer**

The Treasurer shall collect dues and fees, shall have charge of and account for all funds of the association, and shall disburse these funds as directed by the Executive Committee. The Treasurer shall prepare the annual budget report detailing activity. The Treasurer shall prepare an operating budget at the end of his term for submission and approval of the incoming Officers.

The Treasurer shall be a Signor on the association's bank account and books of account.

The Treasurer shall be responsible for accepting membership applications and ensuring their proper processing.

#### **Section 2.6 - Delegation of Duties**

Officers of this association shall, upon approval of the Executive Committee, have the power to delegate to members of the association such duties herein described as may be approved by the Executive Committee.

#### **Section 2.7 - Expenditures**

Each Executive Committee member is responsible for maintaining proper expenditures within the amount allotted under his office in the yearly budget.

#### **Section 2.8 - Registration with the Swiss Register of Commerce**

The association is to be inscribed in the Swiss Register of Commerce when it has annual income approaching 100,000 CHF.

#### **Section 2.9 - Executive Committee Meeting Attendance**

Any Executive Committee member who misses three or more Executive Committee meetings within a one-year period may be removed from the Executive Committee by a simple majority of the Executive Committee members present at a duly constituted meeting.

### **Section 3**

#### **Election Procedure**

##### **Section 3.1 - Annual Election**

The Officers and other members of the Executive Committee of the association shall be elected by majority vote of the regular members for one-year terms. This election shall take place at a meeting of the General Assembly held in the last quarter of the year.

### **Section 3.2 - Nominations**

Nominations for Officers and other members of the Executive Committee shall be made by a three-person nominating committee appointed by the General Assembly or via electronic communication at least one month prior to the meeting at which the elections will take place. The nominating committee shall prepare a slate of the nominees of regular members in good standing. No one shall be nominated for any position without giving their consent. Anyone wishing to run for office may submit their own name. A written report of this slate of candidates shall be sent via email or regular mail to the members with the regular notice for that meeting.

### **Section 3.3 - Eligibility for Election**

Any regular member of the association in good standing is eligible to be elected as an Officer or member of the Executive Committee providing such member gives permission as stated in Section 3.2.

### **Section 3.4 - Introduction of Candidates**

Candidates shall be introduced to the membership at least one month prior to the General Assembly meeting at which elections will take place.

### **Section 3.5 - Counting**

If the number of Members in the association exceeds 30, the President shall appoint a three-person tellers' committee, who shall serve so long as a majority the Members providing feedback concur. This committee is responsible for the accurate count of the election ballots. Candidates or members of the nominating committee may not serve on the tellers' committee. The tellers' committee will select its own chair.

### **Section 3.6 - Voting Procedure**

Regular members in good standing have the right to vote for the Officers and members of the Executive Committee. Each member shall be entitled to one vote for each Officer and/or member of the Executive Committee. A member who will be absent from the fourth-quarter election meeting may submit a sealed written ballot or other confidential communication to the tellers' committee not later than 3:00 p.m. of the day before that meeting. Such written ballot will be counted as part of the first ballot for each office for which a vote is cast. Election shall be by written ballot. However, if there is only one candidate for a position and the candidate so agrees, a hand vote may be taken. The candidate receiving a majority vote is thereby elected. In case two or more candidates receive the same number of votes for a given position, a run-off election shall be held.

### **Section 3.7 - Commencement of Office**

The new Officers shall officially assume their offices and commence their duties effective 1 January.

### **Section 3.8 - Replacement of Executive Committee Members**

If the President steps down from office during his term, the Vice-President shall become President for the remainder of the term. For all other Executive Committee positions for which a replacement is needed, the Executive Committee shall appoint a person by majority vote.

## **Section 4**

### **Committees**

#### **Section 4.1 - Establishment of Standing and Ad Hoc Committees**

Standing Committees and Ad Hoc Committees may be proposed and established for any valid purpose to effectuate the goals of the association by the President or by majority vote of the Executive Committee, or of the membership.

The duration of Standing Committees and Ad Hoc Committees shall be for that year only unless renewed.

#### **Section 4.2 - Standing Committees**

Standing Committees of the association shall be identified and chartered by the Officers prior to convening the nominating committee in preparation for the next year.

#### **Section 4.3 - Chairpersons of Committees**

Chairpersons of Standing Committees shall be elected according to Section 3.

Chairpersons of the Ad Hoc Committees shall be appointed by the President with the approval of the Executive Committee.

#### **Section 4.4 - Standing Committees**

The Standing Committees of the association shall be empowered by the Executive Committee as deemed necessary to fulfill the objectives of the association.

A statement of purpose of each of the Standing Committees shall be determined by the members of that committee and shall be submitted to the Executive Committee and included in these Bylaws pursuant to Section 6.

Standing Committee Chairpersons shall serve on the Executive Committee.

#### **Section 4.5 - Membership of Standing Committees**

All members in good standing are eligible to serve as members of the Standing Committees.

#### **Section 4.6 - Relationship to Executive Committee**

All Standing and Ad Hoc Committees shall report to the Executive Committee. Actions which commit major expenditures of the association's funds for purposes not previously approved by the membership, and actions which promulgate policies or views, shall be taken only with the approval of the Executive Committee.

## **Section 5**

### **Members**

#### **Section 5.1 - Admission to Membership**

Applications for membership shall be addressed to the Treasurer of the association, which shall refer such applications to the Executive Committee for approval. The decision of the Executive Committee shall be made by a two-thirds majority vote of the Executive Committee members present and voting.

If the Executive Committee refuses a membership application, the applicant may appeal to the General Assembly, which shall decide by a two-thirds majority of those present.

The Executive Committee may decide to waive the membership fee of a member (e.g., if the person is from a developing country and the dues are disproportionate), with this waiver subject to annual review.

#### **Section 5.2 - Honorary Membership**

The Executive Committee may name individuals and entities that have performed great services in the pursuit of the goals of the association as honorary members. Honorary members have the same rights and obligations as ordinary members, except that they may not be elected to the Executive Committee and they may be exempt from annual dues.

#### **Section 5.3 - Expectations and Benefits of Membership**

All members in good standing are eligible to serve as members of committees and are expected to participate actively in at least one committee (with the Advisory Board counting as a committee).

Members may receive discounts on registration fees for events, with these reduced rates to be determined on an ad hoc basis by event organizers in consultation with the Executive Committee.

## **Section 6**

### **Board of Advisors**

#### **Section 6.1 - Decision to Establish Board and Criteria**

The Executive Committee may decide to establish a Board of Advisors. In considering the composition of a Board of Advisors, the Executive Committee should set out criteria for desirable candidates.

#### **Section 6.2 - Expectations and Invitations**

Before inviting people to serve on the Board of Advisors, the Executive Committee should set out in writing what the expectations of the Board of Advisors will be. The Executive Committee should also consider how best to invite these individuals to serve in this capacity.

**Section 6.3 - Honorary Membership**

Members of the Board of Advisors shall enjoy honorary membership in the association.

**Section 6.4 – Term**

The term of service for a member of the Board of Advisors shall be two years. The invitation to serve may be renewed.

**Section 7**

**Repeal, Amendment, Adoption of Bylaws and Statutes**

**Section 7.1 - Power to Amend**

Either the Executive Committee or the General Assembly shall have the power to repeal, amend or adopt the Bylaws.

**Section 7.2 - Voting Requirements**

To amend, repeal, or adopt Bylaws at a duly constituted General Assembly meeting, a simple majority of the regular membership is required. To amend, repeal, or adopt Bylaws at an Executive Committee meeting, a two-thirds majority of the Executive Committee is required.

**Section 7.3 - Procedure**

*Roberts Rules of Order*, newly revised, shall govern the proceedings of the General Assembly in all cases where not inconsistent with these Bylaws.

These Bylaws are hereby adopted on \_\_\_\_\_ 2005.

Names and Signatures:

President

Secretary