

Bylaws are the main governing document for a Chapter. The Board creates Bylaws when the Chapter is established. It's important to obtain the applicable laws and make sure that the Chapter's bylaws are in compliance.

The Bylaws contain information about structure and purpose, as well as procedures for holding elections, organizing meetings, quorum requirements, membership structure and other essential operations of the Chapter. The Bylaws will serve as the organizational manual and help to guide through the orderly operation of the Chapter. Information that is likely to change frequently should not be included.

Although Bylaws are not considered public documents, making them public and easily available increases the Chapter's accountability and transparency — ensuring the trust of members, supporters, partners, donors and stakeholders.

If any of the terms of this model draft are inconsistent with applicable local law, the Chapter will be expected to comply with local law and notify the Internet Society of such discrepancies.

If you have any further questions, please contact the [Internet Society Chapter Support Team](#).

Chapter Template for Bylaws Development:

==>> [Text in blue to be inserted or updated as applicable] <<==

Bylaws of the Internet Society [insert Chapter name] Chapter

Article I. – Name and Place of Organization

This organization shall be called the Internet Society [insert Chapter name] Chapter (hereafter also referred to as the "Chapter"). The principal office of the Chapter shall be determined by the Board of Directors of the Chapter.

Comment: The applicable local law may require a postal address to be specified here.

Article II. – Scope and Purpose

Comment: Each Chapter needs to have an explicit statement of purpose, which cannot be inconsistent with the purpose set forth in [the Internet Society Articles of Incorporation](#). It also needs to clearly indicate that the Chapter is organized as a not for profit organization under applicable law.

Section 1. Scope

This Chapter will serve persons who live or work in **[insert Chapter area]**.

The Internet Society charters this Chapter. These bylaws neither supersede nor abrogate any of the Bylaws of the Internet Society that regulate Chapter affairs.

Section 2. General Purpose

The Chapter is a not-for-profit association of citizens, as defined in **[insert applicable local law]**.

The purpose of the Chapter shall be to support the Internet Society's vision, mission, and operating principles in **[insert as applicable]**.

Chapters of the Internet Society help the Society's cause to achieve an open and free Internet – an Internet for everyone. Chapters are central to the Society's work, bringing together its members in local and regional groups that run programmes and activities dedicated, among other things, to informing policy and educating the public about Internet-related issues.

Chapters provide the Internet Society with unique local and regional perspectives on emerging Internet issues. They share an interest and believe in the Society's mission, and are committed to furthering its goals and objectives in their own geographical area.

Section 3. Specific Purpose

The specific objectives and purpose of this Chapter shall be:

[Insert specific objectives and purpose of the Chapter.]

Comment: Add here the purpose of the Chapter as well as the specific activities the Chapter will be involved in. It is a good idea to list the major activities of the Chapter without being too specific about the details. Include a focused scope of work without limiting the ability to grow the Chapter in the future.

Article III. – Membership

Section 1. Eligibility for Membership

All members of the Chapter shall also be members of the Internet Society. Membership is not necessary, however, for participation in activities of the Internet Society or its Chapters.

All individuals and organizations falling within the defined scope of the Chapter shall be eligible for membership without discrimination.

Membership in the Chapter shall be open to all Internet Society members in the locality served by the Chapter.

Section 2. Types of Members

Types of Membership shall be determined by the Executive Council.

Comment: You can also define membership types/classes/categories here, e.g. individual, student, honorary, organisational members. Add a description to each and specify their rights (e.g. voting or non-voting) in Section 4. accordingly.

Section 3. Annual Dues

The Chapter may request payment of local dues, the amount of which will be determined by the Executive Council. Continued membership is contingent upon being up-to-date on membership dues.

Section 4. Rights of Members

[insert rights for voting etc. as applicable]

The board shall have the authority to establish and define voting and non-voting categories of membership.

Section 5. Resignation and Termination

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership. [.....]

Article IV. – Member Meetings

The Chapter shall hold meetings only in places that are open and accessible to all members of the Internet Society.

Comment: You may have additional local government requirements about openness to the public and accessibility for people of all abilities.

Section 1. Regular Meetings

Regular meetings of the members shall be held as determined by the Executive Council, at a time and place designated by the Chair.

Section 2. Annual Meetings

An annual meeting of the members shall take place in the month of **[insert month]**, the specific date, time and location of which will be designated by the Chair. At this Annual General Meeting (AGM) the members shall elect directors and officers, receive reports on the activities of the Chapter, and determine the direction of the Chapter for the coming year.

Comment: A Chapter should hold at least one member meeting each year. Some local laws may require more. Check with your local authorities.

Section 3. Special Meetings

Special meetings may be called by the Chair, the Executive Council, or a simple majority of the Board of Directors. A petition signed by **[insert number]** percent (**... %**) of voting members may also call a special meeting.

Section 4. Notice of Meetings

Notices of the place and time of all meetings shall be distributed to all members at least two (2) weeks prior to any meeting, by Internet mail or by oral or written notice duly served on or mailed.

Section 5. Quorum

A quorum for a meeting of the Chapter members shall be defined as **[insert number]** percent of the voting membership of the Chapter or at least **[insert number]** members, whichever is greater. No official business of the Chapter shall be conducted unless a quorum of the Chapter is present or reached.

Section 6. Voting

Voting can take place in person, by mail ballot, or electronically. All issues to be voted on shall be decided by a simple majority of those present and voting at the meeting in which the vote takes place.

To vote on the Bylaws, the Chapter should have a quorum - **[insert number, e.g. 50]** percent (.... %) of the members present unless specified otherwise) and the action will be passed by a plurality of affirmative votes (majority of those voting yes or no).

Officers will be elected by a plurality of votes. If the election is conducted by mail ballot or electronically, sufficient ballots must be returned to have a quorum.

Article V. – Board of Directors

Comment: The Board of Directors are members of the Chapter. They are given special responsibilities and authority.

Section 1. General Powers

The affairs of the Chapter shall be managed by the Board of Directors (the “Board”). The Board shall have control of and be responsible for the management of the Chapter, except as otherwise provided by law.

The Directors serve in the interest of the Internet Society **[insert Chapter name]** Chapter as a whole.

Section 2. Number and Tenure

The number of Directors shall be at least four (4) and no more than 15 directors, including the following officers: the Chair, the Vice-Chair, the Secretary, and the Treasurer. Within these limits, the Board may increase or decrease the number of Directors serving on the Board, including for the purpose of staggering the terms of Directors.

Comment: Other officers, such as Second Vice Chair or Program Chair, may also be established in this section. Whatever offices are defined; there should be a corresponding section "Duties".

All Directors shall be elected to serve a **[insert number, e.g. two-]** year term, however the term may be extended until a successor has been elected. Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.

The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected. All members of the Board and Advisory Council must be approved by a majority vote of the

members present and voting. No vote on new members of the Board, or Advisory Council, shall be held unless a quorum of the members is present as provided in Article IV Section 4.

Each member of the Board shall be a member of the Chapter whose membership dues are paid in full.

Section 3. Annual and Regular Board Meetings

Meetings of the Board shall be held at least annually and at times and places designated by the Board. The Board shall designate one meeting per year as the Annual General Meeting (“AGM”). At that meeting, the Board will consider acceptance of the annual audit, and receive the reports from the Councils, and any other business of the Board.

The Board may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board no less than [insert number] days, prior to the meeting date.

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

Section 4. Quorum

At all meetings of the Board, a majority of the Directors then in office shall constitute a quorum for the transaction of business at that meeting of the Board. No business shall be considered by the Board at any meeting at which a quorum is not present.

Unless a greater affirmative vote is expressly required for an action under applicable law or these Bylaws, the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be an act of the Board. On the occasion that Directors of the Board are unable to make a decision based on the tied number of votes, the Chair or Treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

Absentee voting and voting by proxy shall not be permitted. If a quorum shall not be present at any meeting of the Board, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 5. Meeting Minutes

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

Section 6. Compensation of Board Members Services

Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses

incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

Section 7. Indemnification

Comment: Indemnification is a statement that limits the personal liability of board members. In some cases, nonprofits are required to indemnify directors and officers, that is, protect and defend them from loss or harm resulting from risk. In other cases, they are prohibited from doing so.

Section 8. Resignation, Removal and Vacancies

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

Any member of the Board or members of the Advisory Council may be removed with or without cause, at any time, by vote of **[insert ratio, e.g. two-thirds (2/3) or 3/4 three-quarters]** of the members of the Board of Directors if in their judgment the best interest of the Chapter would be served thereby. Each member of the Board must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Whenever any vacancy occurs in the Board due to the expiration of a Director's term of office, resignation, death, or removal of a Director, it shall be filled without undue delay by a majority vote of the remaining members of the Board at a regular meeting. The Board may appoint new Directors to fill a previously unfilled Board position according to specific methods approved by the Board, subject to the maximum number of Directors under these Bylaws. Unexpected vacancies due to resignation, death, or removal shall be filled by the Board members for the balance of the term of the Director being replaced.

Section 9. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board.

Advisory Council members may attend said meetings at the invitation of a member of the Board. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Chapter by providing expertise and professional knowledge.

Article VI. – Officers

The officers of the Board shall consist of a Chair of the Board, a Vice-Chair, a Treasurer, a Secretary, **[insert more as needed]** and such other officers as the Board deems necessary. The officers of the Chapter shall each have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the Board. A person shall not hold more than one office at a time.

Section 1. Chair

The Chair is the principal officer and is responsible for leading the Chapter and managing its activities in accordance with local laws, the policies and procedures of the Internet Society and these Bylaws. The Chair of the Board shall be elected by the Board from among the members of the Board as the first order of business of the AGM.

The Chair shall have the following duties:

- a. He/She shall preside at all meetings of this Chapter and of its Executive Council.
- b. He/She shall have general and active management of the business of this Board.
- c. He/She shall have general superintendence and direction of all other officers of this Chapter and see that their duties are properly performed.
- d. He/She shall submit a report of the Chapter's activities for the fiscal year to the Board and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect its activities.

Section 2. Vice-President

The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair during the absence of the latter.

Section 3. Secretary

Comment: Some reporting to the Internet Society is required by the Internet Society Policies including: an annual activity report, officer information, membership updates through the Chapter portal and an annual financial report. It is common to assign the duties for the first two of those to the Secretary.

The Secretary shall attend all meetings of the Board and of the Executive Council, and all meetings of members. The Secretary shall keep the minutes of all meetings. The Secretary's duties shall consist of:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the Chair shall make the arrangements for all meetings of the Board, including the annual meeting of the Chapter.
- b. He/she shall send notices of all meetings to the members of the Board and shall take reservations for the meetings.
- c. He/She shall perform all official correspondence from the Board as may be prescribed by the Board or the Chair.
- d. He/She shall prepare the Chapter's Activity Report and submit this report to the Internet Society.
- e. He/She shall notify the Internet Society of any changes in the elected officers of the Chapter.

- f. He/She shall submit any proposed amendment of these Chapter Bylaws to the Internet Society for approval.

Comment: As noted in Article X of these sample Bylaws, proposed amendments must be approved by the Internet Society before they can be submitted to the Chapter's membership for a vote.

Section 4. Treasurer

The Treasurer shall collect dues, pay all bills, and maintain the Chapter's financial records. Duties of the Treasurer shall also include:

- a. He/She shall prepare and present a complete and accurate report of the Chapter's finances at the annual meeting of the members, or at any other time upon request to the Board.
- b. He/She shall complete and submit this annual financial report to Internet Society.
- c. He/She shall have the right of inspection of the Chapter's funds including budgets and subsequent audit reports.
- d. It shall be the duty of the Treasurer to assist in direct audits of the funds of the Chapter according to funding source guidelines and generally accepted accounting principles.
- e. He/She shall perform such other duties as may be prescribed by the Board under whose supervision he/she shall be.

Section 5. Election of Officers

The Nominating Committee shall submit at the meeting prior to the AGM the names of those persons for the respective offices of the Board. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the AGM.

Section 6. Removal of Officer

The Board with the concurrence of **[insert number, e.g. 2/3 or 3/4]** of the members voting at the meeting may remove any officer of the Board and elect a successor for the unexpired term. No officer of the Board shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing **[insert number, e.g. twenty (20)]** days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 7. Vacancies

The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Board at least **[insert number, e.g. two (2)]** weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VII. EXECUTIVE COUNCIL

The members of the Executive Council shall consist of the present Chapter officers, the immediate Past Chair, the chairmen of the Chapter's committees and up to **[insert number]** Members-at- Large. The term of the members of the Executive Council shall coincide with the terms of the officers.

Except for the power to amend these Bylaws, the Executive Council shall have all the powers and authority of the Board in the intervals between meetings of the Board, and is subject to the direction and control of the full Board.

ARTICLE VIII. COMMITTEES

Comment: The number and functions of committees is determined by your Chapter activities and goals. Think about what you want to do this year and the in the foreseeable future and establish committees that correspond to those activities and the corresponding assignment of duties. Then define the general duties of the committees.

Section 1. Committee Formation

The Board may form Committees to consider, investigate or take action on certain matters. The Board shall determine when Committees are needed and shall have the power at any time to designate a member of a Committee as its chair, fill vacancies, or change the membership of a Committee.

Any Committee may be terminated by the affirmative vote of at least two-thirds of the members of the Board then in office. Each established Committee shall serve at the pleasure of the Board, operate according to a charter approved by the Board and report regularly to the Board. The designation of any Committee and the delegation thereto of authority shall not alone relieve the Board, or any individual Director, of his or her responsibilities. The Chair shall serve as a non-voting, ex-officio member of all Committees, except the Audit and the Nominating Committees.

With the exception of the Chair (who serves in an ex officio capacity) and, unless otherwise specified by resolution of the Board, members of a Committee shall serve until the start of the AGM following their appointment, until their earlier resignation, removal or death, or until the termination of the Committee if the Committee shall sooner be terminated.

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

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

Section 2. Finance Committee

The Treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget. The board must approve the budget and

all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Council. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the Chapter are public information and shall be made available to the membership, board members, the Internet Society and the public.

Section 3. Nominating Committee

The Nominating Committee, consisting of at least three members of this Chapter, at least two of whom shall not be members of the Executive Council, shall be appointed by the Chapter Chair at least 2 (two) months prior to the Elections.

Comment: Some Chapters assign this function to the Past Chair, if available, as the person with no other required duties who knows what all the jobs required. You can also include when the slate of officers must be presented. The Committee can also be responsible for identifying people who may serve on the various committees.

Section 5. Audit Committee

The Audit Committee shall be appointed by the Chapter Chair at the close of the fiscal year to assure the accuracy of the accounting of the Chapter's funds for the year. This Committee should also verify the accuracy of the Financial Report prepared by the Treasurer for submission to the Chapter members and the Internet Society.

ARTICLE IX. Disbursements and Dues

Disbursements from the Treasury for Chapter expenditures shall be made by the Treasurer with authorization of the Executive Council and shall be included in the minutes of its meetings. Dues shall be fixed annually by the Executive Council.

ARTICLE X. Amendment and Adoption of Bylaws

The Board may amend these Bylaws by majority vote at any member meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each member within the time and the manner provided for the giving of notice of meetings.

All proposed changes to these Chapter Bylaws need to be approved by the Internet Society before being presented to the Chapter membership for a vote.

ARTICLE XI. Dissolution of the Chapter

Dissolution of this Chapter by consent of the members shall consist of unanimous agreement of all its officers together with a majority vote at a meeting which has been publicized in advance to all members of the Chapter for the purpose of taking this vote.

Should this Chapter be dissolved, its assets shall be transferred to **[insert organization]**.

Comment: It's good practice to record the date the Bylaws are passed (or amended) and have the Board Chair sign the final document with the Secretary attesting to the signature. Some Chapters will have all board members sign this document.

ADOPTED AND APPROVED by the Board of Directors on this ____ day of _____, 20__.

[insert name], Chair – [insert Chapter name]

ATTEST: [insert name], Secretary – [insert Chapter name]