BYLAWS AND OPERATING PROCEDURES
OF
gTLD REGISTRIES STAKEHOLDER GROUP CORP.

and

OPERATING PROCEDURES OF THE REGISTRIES STAKEHOLDER GROUP (RySG)

ARTICLE I – Name, Offices, Organisation, Mission and Principles

Section 1. Name and Offices

(a) Name. The name of the corporation shall be gTLD REGISTRIES STAKEHOLDER GROUP CORP. ("RySG ").

(b) Registered Office and Agent. RySG shall continuously maintain a registered office in the State of Florida, and shall have a registered agent whose address is identical to the address of the registered office.

(c) Other Offices. RySG may also have offices at such other places both inside and outside of the State of Florida as the Board of Directors (the "Board") may from time to time determine.

(d) Principal Office. The RySG Board may designate any of RySG's offices as its principal office. If the Board does not designate a principal office, the principal office shall be gTLD Registries Stakeholder Group Corp., 333 Colony Blvd., Suite 322, The Villages, FL 32162.

Section 2. Organization, Mission and Principles

(a) Not for Profit Corporation. RySG shall be organized and operated as a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act, as amended (the "Act").

(b) Purpose of the RySG. RySG is organized and shall be operated exclusively for one or more of the purposes as specified in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"); and within such limits, for the following purposes:

(1) Purposes described in Article II of the RySG Charter.

(2) To receive, hold, invest and administer property and make expenditures to and for the exclusive benefit of the RySG;

(3) To operate, participate in or manage any other activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(6) of the Code; and

(4) In order to further the purposes described above, to exercise all the powers enumerated in the Act, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida.

(c) Governing Instruments and Applicable Law. RySG shall be governed by its Articles of Incorporation, as amended (the "Articles of Incorporation"), these Bylaws and Operating Procedures, and the laws of the State of Florida.

Section 3. Role.

The Registries Stakeholder Group (RySG) is to represent the views of the RySG to the GNSO Council and the ICANN Board of Directors. It's structure and mission are outlined in Articles I, II and III of the RySG Charter.

(a) The guiding principles for the RySG, including its leaders, are fairness, openness, and transparency in all policies, practices, and operations of the RySG.

(b) The service standards for leadership positions in the RySG include impartiality, accountability, and conflicts of interest declarations.

(c) The behavioral expectations of all RySG Members and participants include adhering to the ICANN Bylaws and Policies; supporting the consensus model; treating others with dignity, respect, courtesy, and civility; listening attentively to understand others; acting with honesty, sincerity, and integrity; and maintaining good standing within the ICANN community.

(d) RySG represents the views of the RySG to the GNSO Council and the ICANN Board of Directors with particular emphasis on ICANN consensus policies that relate to interoperability, technical reliability and stable operations of the Internet or domain name system.

ARTICLE II - RySG Membership

Section 1. Full Membership Eligibility.

Full membership eligibility depends on the category of membership. The full membership eligibility for the categories of membership is as follows:

(a) Registry Members - Voting.

(1) A Registry Operator is eligible for full membership in RySG during the term of the Registry Operator's Registry Agreement. For all purposes under these Operating Procedures (including voting), in cases where a Registry Operator has control of another Registry Operator and/or one or more Registry Operators and/or Registry Owners control or are under common control with or are otherwise affiliated with one or more other Registry Owners and/or Registry Operators, either directly or indirectly, such entire group of entities shall be eligible for one full membership as a Registry Member and such entities shall not be considered separate Members of RySG.

(2) A Registry Member's full membership in RySG shall be terminated if the Member's Registry Agreement is terminated or the Member voluntarily terminates its full membership.

(b) Registry Members - Non-Voting.

(1) A Registry that is owned or controlled by, or under common ownership with, or affiliated with any entity that votes in another stakeholder group or constituency in either house of the GNSO is not eligible for voting membership in RySG and shall be referred to as a Non-Voting Member of the RySG.

(2) Any question regarding eligibility or exceptions shall be determined by the Executive Committee, in the Executive Committee's sole discretion, or, if the Executive Committee decides, in its sole discretion, that time permits, by a vote of the Members.

(c) Association Members.

(1) In order to join RySG as a full Association Member with voting rights, a trade association must meet the following criteria:

(i) The trade association must be created primarily to represent Registry Operators;

(ii) The trade association's voting membership must be composed only of Registry Operators and Registry Owners;

(iii) The trade association may also allow applicants or potential applicants to be Registry Operators to become members of the trade association, but these applicants or potential applicants may not have a vote within the trade association; and

(iv) At least one member of the Association Member must be a Registry Operator that is **not** a Member of RySG.

(2) The Executive Committee (as defined in Article III of the RySG Charter) shall evaluate the eligibility of a trade association to become a full Association Member. If unique circumstances make it unclear as to whether a trade association qualifies to be a full Association Member, the Executive Committee has final decision-making authority as to whether the trade association qualifies to become a full Association Member.

(d) Observer Status.

(1) RySG provides observer membership (each an "Observer Member") (i) for entities that are not eligible for full membership as provided in above in this Article II and for entities that have applied, or have demonstrated both the intention and the means to apply, with ICANN to enter into a Registry Agreement and (ii) for trade associations that do not meet the eligibility criteria to be Association Members, but that include Registry Operators as a substantial portion of their membership.

(2) Observer Members shall have no voting rights in the RySG and are subject to the Protocol for Observer Status adopted by the RySG, or as subsequently amended.

Section 2. Applications for Membership.

Entities applying to become a RySG Member must provide all required information on the Application Form provided by the RySG.

Section 3. Voting Delegate.

(a) Each Member shall complete the RySG Delegate Appointment Form (Appointment Form), and submit the completed form to the Secretariat. A copy of the Appointment Form is provided at Annex 1 of these Operating Procedures and as a part of the Application Form.

(b) Each Voting Member must identify one (1) principal voting delegate on its Appointment Form and may also identify alternate voting delegates if desired. Only one voting delegate may vote on any RySG action for each Voting Member, and RySG shall be permitted to rely on the order of delegates listed on the application (e.g., if the voting delegate is not available, the first alternate voting delegate may vote).

(c) A Voting Member must promptly notify RySG of changes relating to its voting delegate(s) by the completion and submission of a new Appointment Form.

(d) Voting Members may also designate additional non-voting delegates and Members may modify their delegations by written notice to the Secretariat or, absent a Secretariat, to the Chair.

Section 4. Membership Classification.

Voting and Non-Voting Members of RySG shall be classified as "Active" or "Inactive" (which may be referred to herein as an "Active Voting or Non-Voting Member" or an "Active Member" and "Inactive Voting or Non-Voting Member" or "Inactive Member"). Applicants that satisfy the membership criteria for Voting or Non-Voting Members, as set forth in Article II, Section 1, will be accepted as members immediately upon RySG receiving the payment of initial dues and, satisfactorily to RySG, the completed application form. To be an Active Voting Member of RySG, the Voting Member must (i) meet eligibility requirements, (ii) be current on dues (subject to Section 8 below), and (iii) be a regular voter in RySG activities. By default, a Voting Member shall be classified as Active, unless it is classified as Inactive pursuant to the provisions of this Section. Voting Members of RySG shall become an Inactive Voting Member by failing to participate in three (3) consecutive voting processes by the Members. An Inactive Voting Member shall continue to have membership rights and duties in RySG except that the Inactive Voting Member shall not be counted in the determination of a quorum. An Inactive Voting Member shall immediately resume Active status in RySG at any time by voting in a RySG voting process, in which case the previously Inactive Voting Member shall be counted in the determination of a quorum.

To be an Active Non-Voting Member of the RySG, the Non-Voting Member must (i) meet eligibility requirements, (ii) be current on dues (subject to Section 8 below), and be a regular participant in RySG activities.

Section 5. Voting Rights.

All Active Voting Members shall have voting rights in RySG except as provided in Section 7 below. A Voting Member may request verification of Active and Inactive status of such Voting Member's membership from RySG prior to the initiation of any vote.

Section 6. Membership Lists.

RySG shall collect, maintain, and publish on its website a list of Members with names identified by membership category . RySG Secretariat shall update the list at least quarterly. In the case of entity Registry Members Voting, Registry Members Non-Voting, Association Members, and Observer Members, the list shall include contact information for the delegate(s) who represent such Member; however, personal contact data of such delegates shall not be made publicly available. RySG shall provide that information to ICANN staff when requested to do so.

Section 7. Membership Participation.

(a) Delegates representing Members of RySG may participate in RySG in accordance with these Operating Procedures, subject to the voting restrictions with respect to delegates as provided above in these Operating Procedures. Spokespersons of Interest Groups may participate in a non-voting capacity in Member meetings, but only the delegate of each Voting Member authorized to vote at the meeting may vote. The vote shall be made as provided in Article VI. No Voting Member that has voted within the preceding three (3) months, in any other GNSO stakeholder group or constituency shall be entitled to vote in any RySG membership vote. No Voting Member that has transferred its voting rights from RySG in the previous six (6) months shall be entitled to vote in any RySG membership vote. No Member that has become a voting member of any other GNSO stakeholder group or constituency can vote in any RySG membership vote.

(b) Each delegate who is affiliated, directly or indirectly, with (an)other domain industry organization(s) in addition to the Voting Member or Observer Member by which such delegate has been appointed must maintain and file with RySG's Secretariat a current statement of interest ("SOI") describing all such affiliations. RySG's Secretariat shall distribute copies of the SOIs to the delegate mailing list as delegates file the SOIs. When RySG is considering an issue that may be related to such affiliations, delegates must declare all associated interests before participating in the work.

(c) At all times while participating in RySG activities (e.g., representing the interests of Registry Operators within the GNSO and ICANN) delegates are to represent the interests of their respective organizations and shall not compromise the ability of other delegates to do the same. A delegate's failure to comply with the provisions of this Section may result in his or her exclusion from participation in some or all of RySG activities, including, but not limited to, losing any applicable voting rights and exclusion from the mailing list, by vote of RySG.

(d) Principal and/or Alternate Delegates of an Active Voting Member of RySG shall have the right to:

(1) Vote in all general elections of RySG, including, but not limited to, election of officers and GNSO Council Representatives, and a general membership vote when such vote has been called by an authorized officer of RySG.

(2) Run for, or nominate other qualified delegates to run for, RySG elected positions by complying with the procedures described in Articles VI and VII of the RySG Charter.

(e) Delegates of Voting and Non-Voting Members of the RySG shall have the right to:

(1) Join any GNSO Working Group ("WG") in an individual capacity.

(2) Join any committee formed by RySG.

(3) Access RySG's website, public list, and any other communications mechanisms established pursuant to Article V of the RySG Charter; and, be given timely notice on the public list of all scheduled meetings, policy development discussions, position paper developments, and votes.

(4) Participate in RySG discussions, whether via teleconference, e-mail list, website, or in person, on all policy and administrative issues for which notice is given on the public list.

(5) Submit agenda items for Member meetings. If there are too many agenda items to include in the time available, the Chair may limit the agenda items to those submitted at least ten (10) days prior to the scheduled meeting and those seconded by a member of the applicable committee.

(6) Request rationale be shared to the RySG public list for decisions made by the Executive Committee or Board.

(7) Upon request, within two (2) months from acceptance as a Member, be assigned a mentor by the Chair to answer questions, offer guidance, and provide direction.

Section 8. Membership Suspension. RySG shall suspend a Member's Membership in RySG if a Member does not pay its dues as previously invoiced to the Member within sixty (60) days after a written warning on nonpayment is sent by RySG to the Member; suspension shall continue until such time as the fees have been paid.

ARTICLE III - Structure of RySG

Section 1. Board of Directors

(a) Authority and Responsibilities of the Board

(1) All corporate powers of RySG conferred by the Articles of Incorporation, these Bylaws, the RySG Charter, the Act, or otherwise, as shall be exercised by or under the authority of, and the business and affairs of RySG shall be managed under the direction of, the board of directors (the "Board").

(2) The Board may conduct its internal business and affairs as it deems advisable, and may adopt rules and regulations for its conduct by majority vote of the directors then in office, subject to any limitations provided in Article III, Section 1(a) (4) herein.

(3) The Board may, in the execution of its powers, delegate certain of its authority and responsibility to, or seek advice from, one or more persons or committees, as authorized in the Articles of Incorporation, and in the manner provided in Article III, Section 4. To the extent so authorized, any such persons or committees shall have the duties and responsibilities of the directors, and the directors shall be relieved to that extent from such duties and responsibilities.

(4) In accordance with Article VIII, Section 5, the RySG Board shall not permit any part of the assets, net earnings, capital, or other property of RySG to inure to the benefit of, or be distributable to, any private shareholder, director, officer, or other private person. However, RySG may employ such person or persons, including officers, attorneys, agents, and assistants, as it deems necessary or desirable for the administration and management of RySG, and RySG is authorized and empowered to pay reasonable compensation for the services actually performed and expenses actually incurred by any such person, and to make payments and distributions in furtherance of the purposes and objects set forth in this Article III, Section 1.

(5) The Board shall gather and analyze facts and conduct such investigation and research as it from time to time deems necessary or desirable in order to determine the most effective means for carrying out the purposes and functions of RySG.

(6) The Board shall have the power to alter, amend, repeal, or make additions to, the Articles of Incorporation by the affirmative vote of no less than a majority of the directors then in office.

(b) Number of Directors.

The number of initial directors shall consist of a minimum of three (3) directors. The Board may alter and fix the number of directors by resolution adopted from time to time by a majority of all directors then in office.

(c) Qualifications of Directors.

Directors shall be natural persons who are eighteen (18) years of age or older, but need not be residents of Florida or any other particular state. The qualifications for directors are outlined in these Bylaws.

(d) Composition of the Board.

(1) The Board shall be composed of the members of the Executive Committee as provided in Article III, Section 2 of the RySG Charter, and a Secretary. The Executive Committee is composed of certain officers of RySG and other non-officer positions of RySG, specifically the RySG Representatives to the GNSO Council and the RySG representatives to the ICANN Nominating Committee. Any act by the Executive Committee shall be deemed an act by the Board. Officer positions are set forth in Article III, Section 2 of the RySG Charter. Non-officer positions are set forth in Article III, Sections 3 and 4 of the RySG Charter. Unless the Board approves otherwise, to the extent there is a conflict in the terms for the Board as provided in Article III Section 1, 2 and 4, to the extent not inconsistent with the Act, the terms provided in Articles III Section 2 and 4 shall control.

(e) Manner of Election and Term of Office.

Because certain officers and non-officers are automatically on the Board and these Bylaws and Operating Procedures specify the manner of election and term of office for the applicable officer and non-officer positions, this Article does not contain any additional provisions regarding the election and term of office for directors.

(f) Resignation of Directors.

Any director may resign in accordance with the provisions provided for the resignation of officers or certain non-officer positions of RySG. Any resignation of a director, shall be deemed to be the resignation of all related positions as an officer or non-officer or Executive Committee member.

(g) Disqualification of Directors.

A director shall be considered disqualified from his or her position, and thereby removed as a director pursuant to Article III, Section 1, (h) below, under the following circumstances: the director is, for any reason, no longer a Member of the RySG; the director no longer represents a company that is a Member of the RySG; or the director violates a code of conduct outlined in these Bylaws and Operating Procedures. A change of company and/or employer relationship shall not disqualify and remove a director from performing his or her duties provided that (i) the director has published a new Statement of Interest ("SOI") reflecting the change and has subsequently made the RySG aware of such change, and (ii) the Executive Committee, in its sole discretion, does not deem the change to substantially alter a director's representation of RySG in the director's role as a director, unless determined otherwise at the discretion of the Executive Committee.

(h) Removal of Directors of the Board.

A director shall be removed as a director of the Board and a member of the Executive Committee if such director is disqualified as set forth in Article III, Section 1, (g) above, or is removed as an officer of RySG or from his or her non-officer position, in accordance with the removal provisions for such officers and non-officer positions.

(i) Vacancies on the Board.

A vacancy in the Board shall be filled in accordance with the provisions of Article III, Section 2, (f) of the RySG Charter .

(j) Compensation of Directors.

No director shall receive, directly or indirectly, any salary, compensation, or emolument from RySG in any capacity, unless authorized by the concurring vote of majority of all directors then in office or (notwithstanding any quorum requirement of these Bylaws and Operating Procedures) by the concurring vote of all disinterested directors. For purposes of this Article III, Section 2, (j), "disinterested directors" means any directors who do not have any direct or indirect financial or any other interest of any type contingent on such vote.

Section 2. Meetings and Action of the Board of Directors

(a) Location of Board Meetings.

Meetings of the Board may be held at any location inside or outside the State of Florida, as set forth in the notice calling such meeting, or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is specified in such notice or waiver, at the principal office of RySG.

(b) Telephonic Conferences and Similar Meetings.

Directors may participate in and hold a meeting by means of telephonic conference or by any other means by which all persons participating in the meeting can simultaneously hear each other during the meeting. Participation in such a meeting shall constitute presence in person at the meeting, except where a director, at the beginning of the meeting or promptly upon beginning participation, objects to holding the meeting or transacting business at the meeting, and does not subsequently vote for or assent to any action taken at the meeting.

(c) Annual and Regular Board Meetings; Notice.

The annual meeting of the Board shall be held within thirty (30) days following the annual meeting of the Voting Members (or as soon thereafter as is reasonable) at such time and place as the directors establish by resolution. Except as otherwise provided in these Bylaws and Operating Procedures or the Articles of Incorporation, regular meetings of the Board may be held from time to time at such times and places as the Board may designate by resolution, without notice of the date, time, place, or purpose of the meeting.

(d) Special Board Meetings; Notice.

Except as otherwise provided in these Bylaws or the Articles of Incorporation, special meetings of the Board may be called by, or at the request of the Chair or any two (2) directors in office at that time. Except as otherwise provided in these Bylaws and Operating Procedures or the Articles of Incorporation, and unless waived as contemplated in Article II, Section 3, notice of the date, time, place, but not the purpose, of any special meeting of the Board shall be given, in accordance with Article III, Section 3, at least five (5) days before such meeting, or, in the case of a meeting pursuant to Article III, Section 2, (2), at least three (3) days before such meeting.

(e) Waiver.

Waiver of notice of all meetings of the Board shall be governed by Article III, Section 2, (b).

(f) Quorum.

At meetings of the Board, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business.

(g) Vote Required for Action.

Except as otherwise provided in these Bylaws and Operating Procedures, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. In the event of a tie vote of the directors, the Chair shall refer the matter to RySG's Members for a vote. Adoption, amendment, and repeal of a provision in these Bylaws and Operating Procedures is provided for in Article VII of the RySG Charter**.** Vacancies on the Board may be filled as provided in Article III, Section 2, (f) of the RySG Charter.

(h) Action by Directors Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting by one or more written consents describing the action taken, if signed by all of the directors, and if delivered to RySG for inclusion in the minutes for filing with the corporate records reflecting the action taken. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form. Any such consent shall have the same force and effect as an affirmative vote at a meeting duly called. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date.

(i) Adjournments; Reconvened Meetings.

A meeting of the Board, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at a meeting which was adjourned.

(j) Attendance and Alternates.

Directors are expected to personally attend Board meetings. A representative may be sent in a director's place, but the representative may not vote or make motions on behalf of the director, and any director who is so represented shall nonetheless be counted as absent for all official purposes.

Section 3. Notice and Waiver for Directors

(a) Procedure for Effective Notice.

Whenever these Bylaws and Operating Procedures require notice to be given to any director, the notice shall be given in accordance with this section, Article III, Section 3, (a). Notice shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person; by electronic mail, or any other form of electronic communication; or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television, or other form of public broadcast communication. Written notice, if in a comprehensible form, is effective at the earliest of the following:

(1) When received or when delivered, properly addressed, to the addressee's last known principal place of business or last known residence;

(2) When delivered, if sent by electronic mail;

(3) Five (5) days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or

(4) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

(b) Waiver of Notice.

A director may waive any notice before or after the date and time stated in the notice. To be effective, a waiver of notice must be in writing signed by the director entitled to the notice, and delivered to RySG, including by electronic transmission, for inclusion in the minutes or filing with the corporate records. A director's attendance at or participation in a meeting waives any required notice to that director of the meeting unless the director at the beginning of the meeting (or promptly upon the director's arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 4. Committees of Directors

(a) Other Voting Committees.

The Board may authorize the appointment of other committees having authority of the Board in the management of RySG to the extent set forth by resolution adopted by a majority of directors present at a meeting at which a quorum is present; provided, however, no committee may authorize distributions; approve dissolution, merger, or sale; pledge or transfer all or substantially all of RySG's assets; elect, appoint or remove directors or fill vacancies on the Board or on any of its committees; or adopt, amend or repeal the Articles of Incorporation or these Bylaws and Opoeraring Procedures. Except as otherwise provided in such resolution, members of each such committee and the chair of such committee shall be appointed by the Chair of RySG. Each committee so appointed shall have at least two (2) members that consists of one (1) or more current directors of RySG and may include one (1) or more former directors of RySG. Current and former directors shall be full voting members of such committee and, to the same extent as current directors, former directors shall be subject to all applicable provisions of the Act, the Articles of Incorporation of RySG, and these Bylaws and Operating Procedures, during and with respect to, their terms on such committees.

(b) Advisory Committees.

(1) The Board may provide for such other advisory committees, consisting in whole or in part of persons who are not directors of RySG, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board; and each such committee shall have only such powers and perform such specific duties or functions, not inconsistent with the Articles of Incorporation of RySG, these Bylaws and Operating Procedures, or the Act, as the Board may prescribe.

(2) Appointments to any such advisory committees shall be made by the Chair, unless the Board otherwise provides.

(3) Each committee must have two (2) or more members and each member of a committee shall serve at the pleasure of the Board. The Board may at any time remove any committee member with or without cause, and may at any time terminate any committee with or without cause. The Board may at any time alter the duties and powers of any committee or any of its members.

(c) Term of Appointment.

Members of the advisory committee shall be appointed for one (1) year terms, which may be renewed or discontinued at the discretion of the Board.

(d) Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in this Article for making initial appointments.

(e) Voting and Quorum.

Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of committee members present at a timely noticed meeting at which a quorum is present shall be the act of the committee.

(f) Rules of Government.

Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these Bylaws and Operating Procedures, the Articles of Incorporation, applicable law, or with rules adopted by the Board.

Section 5. Secretariat.

RySG shall have one or more Secretariats, as determined by the Chair, who shall be responsible for ensuring that operational support is provided as needed for RySG and the Executive Committee. The Secretariat shall be designated to fulfill the activities of the Secretary of RySG for the purposes of the Act. The Secretariat's duties include, but are not limited to, the following:

(a) Perform the tasks of the Secretary as designated by the Chair (as set out in Article III, Section 2 (b) (1) (ii) and Section 2 (i) (5) of the RySG Charter);

(b) Processing Membership Applications and Appointment Forms;

(c) Fulfilling administrative functions, including preparing meeting agendas, keeping minutes of meetings, publishing meeting minutes, scheduling and supporting meetings of the RySG and Working Groups;

(d) Coordinating email, maintaining various list serves, updating and managing the RySG website;

(e) Coordinating and facilitating meetings;

(f) Assisting with voting preparation and running votes;

(g) Maintaining Member and delegate contact information;

(h) Confirming Voting Member status (Active or Inactive) prior to each meeting;

(i) Maintaining delegate and Member information for each Interest Group (as defined below).

(j) Publishing on RySG's website a list of all active and inactive Working Groups, Committees and Interest Groups and their minutes, action points, decisions, resolutions and final work products within a reasonable period of time after any given meeting.

Staffing of the Secretariat position need not come from a Member of RySG. The Chair shall appoint one or more persons to the Secretariat position upon authorization by vote of the Executive Committee, and shall specify the term and duties of each Secretariat.

Section 6. GNSO Working Groups.

RySG may appoint individuals responsible for representing RySG on Working Groups. Such appointments shall be open to the entire membership of RySG. RySG shall publish and advise its Members of calls for Working Group participants. Members designated by RySG to represent the RySG on a Working Group shall keep RySG membership regularly apprised of the Working Group activity.

Section 7. Committees.

RySG shall advise its Members of the formation of committees and publish a call for participants of a committee, if applicable. Committees shall keep RySG membership regularly apprised of the committee activity.

Section 8. Interest Groups.

(a) For the purposes of collaborating on issues of common interest within RySG and coordinating efforts within it, RySG Members may organize themselves into groups ("Interest Group"). A RySG Member may join more than one (1) Interest Group simultaneously and membership in an Interest Group shall be voluntary. One person and one or more alternates may be designated by each Interest Group as spokespersons to represent all members of the Interest Group in RySG matters other than voting. An Interest Group shall not have voting rights in RySG.

(b) The internal structures, leadership positions, and operations of each Interest Group shall be left to its membership and the charter it creates. Each Interest Group shall be expected to conform to the general principles set forth in Article III, Section 8 (a) above.

(c) Each Interest Group shall have the rights and responsibilities to:

(1) Develop and issue policy and position statements with particular emphasis on ICANN consensus policies that relate to interoperability, technical reliability and stable operation of the Internet or domain name system; provided, that opportunity is given to Voting Members to comment on the statements in advance and provided that any statement that is not a RySG position is clearly identified as such; and

(2) Participate in the GNSO policy development processes.

(d) Each Interest Group shall:

(1) Notify RySG of the effective dates of its formation and dissolution; and

(2) Provide the following information to RySG:

(i) A list of its members;

(ii) The names of persons designated as spokespersons for the Interest Group and alternates;

(iii) A copy of its charter; and

(iv) Changes in membership, at least quarterly.

Section 9. Observer Interest Groups.

An Interest Group formed by Observer Members ("Observer Interest Group") shall be subject to the same requirements as set forth in Article III, Section 8(c) above.

Section 10. Rules of Procedure for Working Groups, Committees and Interest Groups.

The procedures adopted by the GNSO Council for its Working Groups shall, to the extent applicable, be the rules of procedure for RySG Working Groups, committees and Interest Groups.

ARTICLE IV – Communications

Section 1. Notices.

All notices required or otherwise given to any group of Members shall be sent to the applicable email list of the applicable Members.

Section 2. Mailing List.

RySG shall maintain a mailing list that is limited to Members and Observer Members of the RySG. By notification to, and no objection from Voting Members in any given case, the mailing list may be

opened to individuals if they serve a specific role or function to the RySG, or provide particular expertise. RySG may have reserved or confidential lists if needed, to be determined by the Executive Committee. Delegates shall be automatically enrolled on RySG email list but may opt out of the email list by notifying the Secretariat. Delegates must make reasonable efforts to notify the Secretariat of any email changes. A list of delegates subscribed to the RySG e-mail list and their Member affiliations shall be published by the Secretariat from time to time.

Section 3. Publication.

The outcome of all RySG policy decisions shall be open and publicly archived, with posting rights limited to Members unless otherwise determined by vote of the Voting Members. RySG business, work products, finance and accounts, and submissions to ICANN staff and other ICANN-related entities shall be made available to all Members unless there are valid grounds for restricting distribution as determined by vote of the Voting Members.

Section 4. Public Meetings.

Prior notice of Member meetings shall be provided via a public calendar made available on the RySG website. RySG shall publish reports concerning what transpires at its Member meetings (including all annual, regular, and special meetings). Meeting reports may take the form of MP3 files or other recordings, transcripts, minutes, summaries, or action item reports as determined by the Chair. At a minimum, every meeting report shall include attendance, an agenda of planned and actually discussed topics, and any decisions or action items that stemmed from those discussions. If votes or consensus calls are taken at a meeting, the report shall indicate such outcomes as well as those meeting participants who offered positions. Individual records of specific votes cast or positions articulated are not required to be maintained unless so directed by the Executive Committee or Chair.

Section 5. Office Holders.

RySG shall publish on its website and maintain a list of all RySG's office holders, past and present, to inform Members of, and to provide transparency for, term limits.

Section 6. Website.

RySG shall maintain a website on which it publishes the information as required in these Bylaws and Operating Procedures. The address of that website shall be publicized and linked to the main GNSO website, as permitted. Information published on the website shall not include the mailing address, email address, physical address or telephone number of any person unless such person has given written permission (whether handwritten, email, or other electronic format) to RySG to publish the information.

ARTICLE V - GNSO Council Representatives

Section 1. Responsibilities.

(a) Each RySG Representative is responsible for communicating to the GNSO Council the full range of views of the Members of RySG, including, but not limited to, RySG consensus positions, approved in accordance with these Bylaws and Operating Procedures.

(b) If the Active Members have not approved of RySG's direction on a substantial issue, RySG Representatives shall either request the GNSO Council for a deferral of the vote, if possible, or abstain from voting in the GNSO Council on that issue until direction is given by the Active Members. In case of doubt whether an issue is substantial, each RySG Representative shall abstain from voting in the GNSO Council on that issue until direction is given by the Active Members. In cases where a RySG position has not been formed or where there are minority positions, then a RySG Representative must state such information and then share the minority positions, as well as his or her own personal view (provided it is identified as such), to the GNSO Council. The RySG Representative shall cast RySG votes in the GNSO Council as determined by Active Members if they have voted on the applicable issue. Article VI herein includes a table that identifies how RySG Representatives are required to vote on the GNSO Council under various conditions.

(c) RySG Representatives are expected to make best efforts to attend all Member meetings, Executive Committee meetings, and GNSO Council meetings. In cases where they miss any such meeting, they are responsible for obtaining the essential information from that meeting in a timely manner. In cases where they are unable to participate in a GNSO Council meeting, they are required to follow the GNSO Operating Procedures to ensure that all efforts are made to ensure that RySG is represented in all votes for which RySG has stated a position. Given the GNSO Council's size and the voting thresholds that have been defined, it is important that votes of RySG be registered, through RySG elected representatives, on every substantial issue that comes before the GNSO Council for action.

(d) RySG Representatives are expected to:

(1) Actively participate in the regular affairs of the GNSO Council including, inter alia, attending its scheduled meetings, staying abreast of the technical and administrative agenda, engaging in relevant email and live discussions, reading minutes, evaluating reports, listening to meeting recordings (in the event of absence), asking questions that foster learning, voting responsibly on all matters before the GNSO Council, and periodically reviewing the performance of the Chair and Vice-Chairs of the GNSO Council.

(2) Request and receive sufficient information, including support from RySG in order to carry out their responsibilities. When a problem manifests itself or some issue does not make sense, a RySG Representative shall have a duty to inquire into the surrounding facts and circumstances and seek guidance from the Voting Members.

Section 2. RySG Representative Absences.

(a) Planned Absences.

If a RySG Representative anticipates being unable to attend a regularly-scheduled GNSO Council meeting, the RySG Representative shall ensure that one of the applicable remedies in the GNSO Operating Procedures is followed so that RySG does not fail to vote on any actions before the GNSO Council. If a RySG Representative anticipates being unable to attend two (2) or more regularly-scheduled GNSO Council meetings consecutively, the RySG Representative shall notify the Secretariat and the GNSO Secretariat that a "Leave of Absence" is being requested and ensure that a remedy described in GNSO Operating Procedures is followed.

(b) Unplanned Absences.

When a RySG Representative fails to attend two (2) regularly-scheduled GNSO Council meetings consecutively without prior notification to the Secretariat and the GNSO Secretariat, according to the requirements of the GNSO, the GNSO Secretariat shall advise RySG that the RySG Representative has not satisfied the conditions for an effective "Leave of Absence" at which time the remedy described in the GNSO Operating Procedures is available.

Section 3. Election and Term of RySG Representatives to the GNSO Council.

(a) The Active Voting Members shall elect such number of representatives (the "RySG Representatives" or the "GNSO Council Representatives") to the GNSO Council as is set forth in the Bylaws of ICANN. Elections shall be conducted in accordance with the voting procedures described in Article VI below and in compliance with all applicable provisions of the ICANN Bylaws then in effect, including those relating to geographic diversity and eligibility. In order to promote broad representational diversity in accordance with principles contained in the ICANN Bylaws, efforts will be made to ensure that no more than one (1) of the elected RySG Representatives will come from the same geographic region as defined in the ICANN Bylaws. If, at the end of a nomination period, this proves unattainable a new nomination period will be held that removes the geographic region restriction.

(b) Each RySG Representative shall be elected for a term of two (2) years and shall hold office until his or her successor is elected or until he or she sooner dies, resigns, is removed, or if the Member that the RySG Representative represents is not an Active Member, whether because the Member became an Inactive Member, is no longer a Member, or for any other reason. The Bylaws and Operating Procedures of the GNSO, or any successor document to those documents, shall govern term limits and eligibility of RySG Representatives; provided that such terms and conditions are not inconsistent with the Act. No person may serve as a RySG Representative and as an officer of RySG at the same time. The resignation and removal provisions for officers provided in Article III, Section 2 (g) of the RySG Charter shall apply to RySG Representatives.

(c) RySG Representative terms shall begin and end at the end of an annual ICANN meeting. No more than two (2) terms shall end in the same year. Any vacancy occurring in a RySG Representative position shall be filled by election in accordance with this Article and Article VI below. In the case of an election for an expiring term, the election process is intended to be initiated at least ninety (90) days prior to the end of such term. If a vacancy occurs within such ninety (90) day period, the Board may elect a temporary alternate to complete the term.

(d) As provided in the ICANN Bylaws, RySG is allotted three (3) seats on the GNSO Council; those seats will be elected as follows in accordance with the voting procedures in Article VI:

(1) In even numbered calendar years, two RySG Representatives shall be elected by a simple majority of all Active Voting Members present in person or by proxy at a meeting where quorum has been met, as per Article VI, Section 1, where each Active Voting Member receives one vote ("Simple Vote").

(2) In odd numbered calendar years, one RySG Representative shall be elected by a simple majority of Active Voting Members present in person or by proxy at a meeting where quorum has been met, as per Article VI, Section 1, by Simple Vote.

RySG shall communicate the results of elections of RySG Representatives to the GNSO Council and the Members.

Section 4. Other RySG Positions.

The election or appointment of persons to hold other positions established by ICANN Bylaws, including, without limitation, RySG representatives to the ICANN Nominating Committee (also referred to as the "NomCom Representatives"), and the Customer Standing Committee (also referred to as the "CSC"), shall be conducted from time to time as required by the applicable ICANN Bylaws. Elections for NomCom Representatives shall be conducted in accordance with the voting procedures described in Article VI below for officers of RySG and in compliance with all applicable provisions of the ICANN Bylaws then in effect, including those relating to geographic diversity and eligibility. The appointment of representatives to the CSC shall be conducted in accordance with RySG internal processes. The provisions for officers of RySG provided in Article III Section 4 of the RySG Charter shall apply to the NomCom Representatives except the NomCom Representative can be from either an Active Voting or Non-Voting Member or Observer Member.

ARTICLE VI - VOTING

Section 1. Consensus and Voting.

In general, RySG should operate using a consensus approach (i.e., a position where only a small minority of the Members, or other persons, as applicable, present at a properly noticed meeting in which quorum is present disagree, but most agree). Every effort shall be made to arrive at decisions that most or all of the Members are willing to support. Voting shall be used only in one or more of the following circumstances:

(a) To elect officers of RySG, with the vote taking place at the proper level, e.g., Active Voting Members electing officers; or

(b) To amend the RySG Charter; or

(c) To amend these RySG Bylaws and Operating Procedures; or

(d) Where the RySG requires an official action, position, or a motion; or

(e) Reasonable effort has been made to reach a consensus on an RySG policy statement or to direct how the GNSO Council Representatives should vote and there is agreement that it will not be possible to reach a consensus in the required timeframes - this vote may be requested by the Chair, Vice Chair of Administration, or two (2) Active Voting Members of the RySG.

Whenever an election is to be held or a vote is to be taken pursuant to this Article VI, Section 1, the voting shall occur at a duly called Member meeting and in accordance with Article VI of the RySG Charter, except as stated elsewhere in these Bylaws and Operating Procedures for the election of RySG Representatives as outlined in Article V, Section 3.

Voting shall take place via a Simple Vote. Simple Vote is where a delegate of each Active Voting Member places a single vote and each vote is counted equally. Except as set forth in Section 2(d) below,

if no Active Voting Member objects to the results of the Simple Vote, then the results of the Simple Vote shall be used as applicable.

Section 2. Weighted Voting

(a) Timing.

Immediately after a Simple Vote, any Active Voting Member may request alternate voting procedures (i.e., a "Weighted Vote")[1] when voting on a RySG position, motion, Operating Procedures amendment, or to direct how the GNSO Council Representatives should vote. Furthermore, the Chair, with general concurrence of the Active Voting Members, may grant a period of time not to exceed four (4) calendar days in which Active Voting Members may request a Weighted Vote by electronic or other forms of correspondence.

(b) Motion or Operating Procedures.

If any Active Voting Member requests a Weighted Vote for a RySG motion, or Operating Procedures amendment, the Simple Vote results shall not be used and a Weighted Vote shall occur as defined below.

(c) RySG policy position.

In the event of a vote for a RySG policy position and any Active Voting Member requests a Weighted Vote, the Simple Vote results shall not be used and the Weighted Vote shall occur as defined below. The Weighted Vote results shall be used to determine a vote for a RySG policy position unless three (3) or more Active Voting Members dispute the results of the Weighted Vote, in which case the Simple Vote results shall be used.

(d) Weighted Vote Procedures.

(i) The number of a Weighted Vote for each Active Voting Member shall be determined by the quantity of an Active Voting Member's domain names as set forth in the chart below.

(ii) The applicable voting tiers in the table below shall be determined by using data from the immediately preceding calendar year or such other period as the Board may decide (registrations shall be aggregated to include all top level domain names represented by the Active Voting Member pursuant to Article II, Section 3 above). The voting tier for Association Members shall be determined solely based on the single member of such association with the highest top level domain name registration count that is not otherwise a Voting Member (whether active or not) or Observer Member of RySG.

Voting Tiers

Number of Registrations	**Number of Member**	**Number of Votes for**

[1] Note that a Weighted Vote is not an option in the case of a vote for the GNSO Council seat that requires a Simple Vote.

	Votes (Non-Association Member)	Association Member
< 10K	1	1
≥10K & <50K	5	5
≥50K & <100K	10	10
≥100K & <500K	15	15
≥500K & <1M	20	20
≥1M & <3M	25	25
≥3M & <5M	30	30
≥5M & <10M	40	40
≥10M	50	50

(iii) Non-Association Member Example. If Registry Member A had 55,000 domain name registrations under management at the end of the previous calendar year, then Registry A would be in the third voting tier for number of names registered (resulting in an assigned value of 10); so, Registry A would receive 10 votes under the Weighted Vote procedure.

(iv) Association Member Example. If the largest member organization of Association Member X that is not a Voting Member or Observer Member of RySG has 60,000 domain name registrations, then Association Member X would be in the third voting tier for number of names registered (resulting in an assigned value of 10); so, Association Member X would receive 10 votes under the Weighted Vote procedure. Note that the number of votes the Association Member receives would not be affected by any other factor except those of Association Member X and it would not matter how many total members the association had or how many registrations other members had.

Section 3. Voting Thresholds.

Set forth below are the voting thresholds for elections of, and votes for, the following:

(a) For the election of RySG officers and RySG motions not otherwise set forth below in this Article, the affirmative vote of a simple majority in a Simple Vote by all Active Voting Members present in person or by proxy at a meeting duly noticed and where quorum is present, as provided in Article IV Section 2 and 3 and Article VII of the RySG Charter, and if required by these Bylaws and Operating Procedures and by a vote of the Active Voting Members, the affirmative vote of a simple majority of both

the Simple Vote and Weighted Vote of the Active Voting Members present in person or by proxy at a meeting duly noticed and where quorum is present as provided in Article IV Section 2 and 3 and Article VII of the RySG Charter.

(b) For the election of all GNSO Council Representatives, the affirmative vote of a simple majority of the Active Voting Members present in person or by proxy at a duly noticed meeting where quorum is present, as provided in Article IV Section 2 and 3 and Article VII of the RySG Charter, in a Simple Vote is required.

(c) For passing RySG simple majority policy statements, a simple majority of the Active Voting Members present in person or by proxy at a meeting duly noticed and where quorum is present, as provided in Article IV Section 2 and 3 and Article VII of the RySG Charter, in both a Simple Vote and a Weighted Vote is required.

(d) Supermajority. A Supermajority (for the purpose of GNSO Councilor votes and RySG policy statements) is reached when at least two-thirds (2/3rds) of the Active Voting Members present in person or by proxy at a meeting duly noticed and where quorum is present, as provided in Article IV Section 2 and 3 and Article VII of the RySG Charter for a Simple Vote and for a Weighted Vote. For RySG policy statements, this voting threshold is for reporting purposes only.

(e) For passing partial policy statements, (a) the affirmative vote of at least a simple majority of the Active Voting Members present in person or by proxy at a meeting duly noticed and where quorum is present, as provided in Articles IV Section 2 and 3 and Article VII of the RySG Charter, in a Simple Vote but not a Weighted Vote is required; (b) the affirmative vote of the Active Voting Members present in person or by proxy at a meeting duly noticed and where quorum is present, as provided in Articles IV Section 2 and 3 and Article VII of the RySG Charter of at least a simple majority of a Weighted Vote but not a Simple Vote.

(f) The following table summarizes how RySG Representatives are required to vote on the GNSO Council in response to the following conditions:

Vote Type and Results	**Rep Vote**
Simple Vote in favor	Yes
Simple Vote opposed	No
RySG Supermajority	Yes
Majority of Simple but Weighted Opposed	Yes
Majority of Weighted by Simple Opposed	No
No RySG Direction	Abstain

ARTICLE VII - Fees and Records

Section 1. Members.

(a) Each Member shall pay an initial membership fee upon joining RySG, and an annual membership fee according to a budget adopted by vote of the Active Voting Members no less frequently than annually. A Member joining after the beginning of a year shall pay a prorated portion of the annual fee.

(b) An Association Member shall pay the fee associated with the next highest tier as set forth in the table below; the fee tier will also be determined by the single association member organization with the largest number of domain name registrations that is not otherwise a Voting Member or Observer Member of RySG. In the event that an Association Member enters the top tier, a new payment tier shall be introduced. The initial one-time fee as set for the in the table below, annual fee and voting under the Simple Voting scheme shall all be identical for all Members.

(c) Based on the RySG budget and current fee tiers, the following annual variable fee payment structure exists for non-association and Association Members. This is subject to review in line with the annual budget review.

Fee Tiers	
DUMs	**Ry Fee**
0 – 10,000	$ 675
10,001 – 50,000	$ 1,500
50,001 – 100,000	$ 1,750
100,001 – 500,000	$ 3,000
500,001 – 1,000,000	$ 5,000
1,000,001 – 5,000,000	$ 6,000
5,000,001 – 10,000,000	$ 8,000
10,000,001 and more	$ 13,000
Association members	$ 3,000

Section 2. Records.

RySG shall maintain detailed records of funds received and disbursed on a calendar basis according to generally accepted accounting principles. Such financial information shall be reported generally on RySG's website (e.g., charts or tables as determined by RySG) and updated at least annually. RySG shall make available financial information relevant to specific requests for detailed financial

information on a case-by-case basis to the ICANN Board or RySG Members, subject to their agreement to nondisclosure covenants determined by the Chair.

ARTICLE VIII

Section 1. Contracts, Checks, Deposits, and Gifts.

(a) Contracts.

The Board may authorize any officer or officers, agent or agents of RySG, in addition to the officers and agents so authorized in these Bylaws and Operating Procedures, to enter into any contract or execute and deliver any instrument in the name and on behalf of, RySG. To be effective as to officers, such authorization must be in writing and may be stated broadly. To be effective as to other agents, such authorization must be in writing and must be confined to specific instances.

(b) Checks, Drafts, Notes, Etc.

All checks, drafts, or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of RySG shall be signed by such officer or officers, agent or agents, of RySG, and in such a manner as may from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer.

(c) Deposits.

All funds of RySG shall be deposited from time to time to the credit of RySG in such federally-insured banks, trust companies, or other depositories as the Board may select.

(d) Gifts.

The Board may accept on behalf of RySG any contribution, gift, bequest, or devise for the general purposes or for any special purpose of RySG.

Section 2. Disbursements of Corporate Funds

(a) Determination of Disemburesements.

(1) Determination Made by Board.

The Board, not less frequently than annually, shall:

(i) determine all disbursements to be made from net income and capital of RySG (including funds held by trustees, custodians, or agents of RySG) required by the Act, provisions of the Articles of Incorporation and these Bylaws and Operating Procedures;

(ii) disburse, or authorize and direct the respective trustees, custodians, or agents having custody of funds of RySG to disburse, payments to organizations or persons to whom payments are to be disbursed, in such amounts and at such times and with such accompanying restrictions, if any, as the Board deems necessary to assure use for the purposes and in the manner intended; and

(iii) determine all disbursements to be made for administrative expenses incurred by RySG and direct the respective trustees, custodians, or agents having custody of funds of RySG as to the payments to be disbursed and funds to be charged.

(2) Vote Required for Determinations Made by Board.

All determinations under Article VII, Section 2, (a), (1), above of these Bylaws and Operating Procedures shall be made by the affirmative vote of a majority of directors' present at a meeting duly called at which a quorum is present, unless otherwise expressly provided in these Bylaws and Operating Procedures.

(b) Disembursement of Principal.

The Board may make determinations to disburse capital from funds given without directions as to principal or income, as well as pursuant to directions expressly permitting use of principal; but the Board shall inform the trustee, custodian, or agent having custody of the funds of RySG as far in advance as the Board in the reasonable exercise of its collective judgment deems practicable in order to permit the trustee, custodian, or agent to adjust its investment policies accordingly. The Board may, upon advice from the trustee, custodian, or agent as to how the desired distribution and any necessary liquidation of investment can be accomplished most economically, adjust its directions for distributions so far as it deems practicable.

(c) Use of Funds for Purposes of Article III, Section 1, (a), (5).

The Board may direct disbursements for the fact gathering, analysis, investigation, and research referred to in Article III, Section 1, (a), (5) from funds given for such purposes or from funds given without designation as to purpose.

(d) Distribution upon Dissolution.

Upon dissolution of RySG, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of RySG (but not including assets held by RySG upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to one or more organizations that engage in activities substantially similar to those of RySG and which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) or Section 501(c)(6) of the Code, or corresponding provisions of any subsequent federal tax laws.

Section 3. Indemnification.

(a) Indemnification.

(1) RySG shall indemnify, to the fullest extent now or hereafter permitted by Florida law, the Articles of Incorporation, and these Bylaws and Operating Procedures, any person who was or is made a party to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative in nature), by reason of the fact that the person was or is a director, officer, employee, or agent of RySG, or was or is serving at the request of RySG as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, non- profit or for profit, partnership, joint venture, trust, or other enterprise. Such indemnification shall include indemnification

against all expenses actually and reasonably incurred by the indemnitee in connection with such action, suit or proceeding, including, but not limited to, attorney's fees, judgments, fines and amounts paid in settlement. This provision shall incorporate by reference the provisions of the Act.

(2) The private property of the incorporator, directors and officers shall not be subject to the payment of corporate debts to any extent whatsoever. RySG shall indemnify the incorporator, directors and officers for acts carried out in furtherance of official duties to the fullest extent allowable by law.

(b) Advance and Reimbursement of Expenses.

RySG shall, before final disposition of a proceeding, and to the fullest extent now or hereafter permitted by Florida law, advance funds to pay for, or reimburse the reasonable expenses incurred by, a director or officer who is a party to a proceeding because of the person's position as a director or officer of RySG.

(c) Not Exclusive of Other Rights.

The indemnification, advance, and reimbursement provisions provided in Article VIII, Section 3, (a) and (b), above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, these Bylaws and Operating Procedures, or any contract, agreement, vote of disinterested directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office. Such additional rights shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

(d) Insurance.

RySG may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the RySG, or is or was serving at the request of RySG as a director, officer, employee, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, officer, employee, or agent, whether or not RySG would have power under the Act to indemnify against, or advance expenses incurred as a result of, the same liability.

Section 4. Miscellaneous.

(a) Books and Records.

RySG shall produce and maintain as permanent records:

(1) minutes of all meetings of its Members, Board, and committees;

(2) executed consents evidencing all actions taken by the Board and committees without a meeting; and

(3) waivers of notice of all meetings of the Members, Board, and committees.

RySG shall keep such other records and copies of such other records as required to be kept under Florida law. Such records and copies shall be in a form consistent with Florida law.

(b) Corporate Seal.

The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board may from time to time determine.

(c) Fiscal Year.

The Board is authorized to fix the fiscal year of RySG and to change the year from time to time as it deems appropriate.

(d) Relation to Articles of Incorporation.

These Bylaws and Operating Procedures are subject to, and governed by, the Articles of Incorporation.

(e) Conflicting Interest Transactions.

Any Member, director, officer, agent, employee, or committee member set forth in Article III, Section 4 herein of RySG having a material interest in a transaction presented to RySG, shall give prompt, full, and frank disclosure of such interest to the Board and, if applicable, to the relevant committee.

(f) Loans to Members, Directors, or Officers Not Permitted.

RySG may not make loans to Members, directors, or officers whether in their capacity as such or otherwise.

Section 5. Tax Excempt Status

(a) Tax-Exempt Status.

The affairs of RySG at all times shall be conducted in such a manner as to assure RySG's status as an organization qualifying for exemption from tax pursuant to Section 501(c)(6) of the Code.

(b) Pecuniary Gain or Profit.

RySG shall not be operated for pecuniary gain or profit.

(c) Private Inurement.

No part of the net earnings of RySG shall inure to the benefitof, or be distributable to, any director, officer or employee of RySG, or any other private person; but RySG shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article III of the Articles of Incorporation.

(d) General Prohibited Acts.

Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws and Operating Procedures, RySG shall not carry on any other activities not permitted to be carried on by an

organization exempt from federal income taxation under Section 501(c)(6) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IX – Amendments

Section 1. Power to Amend Bylaws and Operating Procedures.

The Active Voting Members may, from time to time, amend these Bylaws and Operating Procedures by vote as provided in Article VI above and Article VIII of the RySG Charter, and a markup (created with document change controls such as the track changes function in Microsoft Word) will be circulated for proposed amendments.

RySG DELEGATE APPOINTMENT

gTLD Registries Stakeholder Group

TO: RySG Secretariat
secretariat@rysg.info

Please be advised that _____ (the "Member"), a duly formed legal entity in the jurisdiction of _____ and member of gTLD Registries Stakeholder Group (the "RySG"), hereby appoints the person(s) listed below as the Delegate(s) for the Member as indicated and appoint such person to take all actions for and on behalf of the Member, including voting for the Member, that the Member may be entitled to take as a member of RySG.

Principal Delegate:

Name:_____
Email:_____
Country of Residence: _____

Alternate Delegate:

Name:_____
Email:_____
Country of Residence: _____

The above-named Delegate(s) have been duly advised in accordance with the laws and customs of our jurisdiction on their responsibilities of carrying out the duties on behalf of the Member. This Appointment is strictly limited to representation of Member as a member of the RySG and no other authorizations are conferred herein.

[_____] This Appointment shall be valid until such appointment is withdrawn in writing and such written instrument is delivered to both the Delegate and RySG as shown above.

[_____] This Appointment shall be valid for a period of ____ years from the effective date below or until such appointment is withdrawn in writing and such written instrument is delivered to both the Delegate and RySG as shown above.

The undersigned being a duly appointed and authorized representative of the Member does hereby execute this Appointment effective as of the _____ day of _____, 20___.

MEMBER

By: _____ [SEAL]
Signature

Name: _____
Title: _____
Date: _____

Completed and Signed Appointment Forms must be emailed to and received by both the RySG and the Delegate(s) of your choice before the Delegate(s) may take any action on behalf of the Member.