

*BYLAWS OF THE INTERNET SOCIETY - PUERTO RICO
(the Puerto Rico Chapter
of the Internet Society)*

Article I.

Name and Organization

The name of the Puerto Rico Chapter of the Internet Society shall be the Internet Society of Puerto Rico (the "ISOCPR"), and shall be organized under the laws of the Commonwealth of Puerto Rico as a non-profit corporation.

Article II.

Purpose and Scope

1. The purpose of the ISOCPR is:

a. To facilitate and support the technical evolution of the Internet in Puerto Rico as a communication, collaboration, research and education medium, and to stimulate the involvement of Puerto Rico's entrepreneurial and scientific and academic community, local businesses, government, and others in the widespread adoption and evolution of the Internet;

b. To further educate Puerto Rico's scientific community, local businesses, and the public at large with respect to the technology, use, and applications of the Internet;

c. To promote educational applications of Internet technology in Puerto Rico for the benefit of government, schools, colleges, and universities, industry, and the public at large;

d. To provide a forum for local entrepreneurs, professionals, students, and government officials to explore and help develop new Internet application, and to stimulate collaboration among organizations in their operational use of the Internet.

2. The ISOCPR will serve natural persons who live or work in the Commonwealth of Puerto Rico, entities which organized or are operating in the Commonwealth of Puerto Rico, and natural persons who and entities which, as approved by the Executive Council of the ISOCPR, have a significant link to the Commonwealth of Puerto Rico, business or otherwise.

3. The ISOCPR is chartered by the Internet Society (the "ISOC"). These Bylaws neither supersede nor abrogate any of the Bylaws of the ISOC that regulate chapter affairs and any provision of these Bylaws which is inconsistent with the foregoing shall be null and void.

Article III.

Membership

1. All members of the ISOCPR shall also be members of the ISOC; provided that membership shall not be necessary for participation in activities of the ISOC or its chapters, including the ISOCPR.

2. All individuals, entities and other organizations falling within the defined scope of the ISOCPR shall be eligible for membership without discrimination with respect to race, age, origin, nationality, gender, religious beliefs, or political affiliations.

3. Membership in the ISOCPR shall be open to all ISOC members in Puerto Rico, upon request and payment of the then applicable dues, as determined by the Executive Council of the ISOCPR.

4. Student membership shall be open to all certified full-time students; student membership dues shall be determined by the Executive Council of the ISOCPR, but shall not exceed 75 percent of regular member dues.

5. Organizational membership shall be open to all entities, profit or non-profit, organized or operating in the Commonwealth of Puerto Rico or, as approved by the Executive Council of the ISOCPR, having a significant link of the Commonwealth of Puerto Rico, business or otherwise; organizational membership dues shall be determined by the Executive Council of the ISOCPR.

Article IV.

Officers

1. The officers of the ISOCPR shall be: Chair, Vice Chair, President, Secretary, and Treasurer.

2. The officers shall be elected at the annual meeting of the Executive Council of the ISOCPR. The officers shall take office upon their election and serve for a year or until their successors are elected.

Article V.

Duties of Officers

1. The Chair is the principal officer and is responsible for leading the Chapter and managing its activities in accordance with the policies and procedures of the Internet Society and these Bylaws. The Chair must be a member of the Executive Council and shall preside at all meetings of this Chapter and of its Executive Council.

2. The Vice-Chair must also be a member of the Executive Council and shall preside at meetings in the absence of the Chair.

3. The President shall have those functions as designated by resolution of the Executive Council of the ISOCPR.

4. The Secretary shall keep the minutes of all Chapter and Executive Council meetings. Other duties of the Secretary include:

A) Preparation of the Annual Chapter Report for presentation to the Chapter at the Annual Meeting of the Members of the ISOCPR.

B) Preparation of the Chapter's Activity Report and submission of this report to ISOC Headquarters.

C) Notification to ISOC Headquarters of any changes in the elected officers of the Chapter.

D) Submission of any proposed amendment to the Vice-Chair of Chapter for approval.

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

A) Preparation of the Chapter's Annual Financial Report for presentation to the Chapter at the Annual Meeting of the Members of the ISOCPR.

B) Completion and submission of the Annual Financial Report to ISOC Headquarters (ISOC Document 94-253).

(This is a mandatory report - it is required by ISOC Document 94-253.)

Article VI.

Executive Council

1. Powers. The business and affairs of ISOCPR shall be under the ultimate control and direction of an Executive Council, which may exercise all such authority and powers of ISOCPR and do all such lawful acts and things as are not directed or required to

be exercised or done by the members of ISOCPR by the law, the Certificate of Incorporation, or these By-Laws.

2. Number and Term. *Qualifications, Election and Term of Office.* The number of directors constituting the initial Executive Council shall be not less than five (5) and no more than thirteen (13). The number of directors may be fixed, from time to time, by the affirmative vote of a majority of the entire Executive Council or by action of the members of ISOCPR. Any decrease in the number of directors shall be effective at the time of the next succeeding annual meeting of members of ISOCPR unless there shall be vacancies in the Executive Council, in which case such decrease may become effective at any time prior to the next succeeding annual meeting to the extent of the number of such vacancies. Directors must be members of ISOCPR. Except as otherwise provided by statute or these By-Laws, the directors shall be elected at the Annual Meeting of the Members of the ISOCPR. Each director shall hold office until his successor shall have been elected and qualified, or until his death, or until he shall have resigned, or have been removed, as hereinafter provided in these By-Laws.

3. Vacancies. Any vacancy in the Executive Council, whether arising from death, resignation, removal (with or without cause), an increase in the number of directors or any other cause, may be filled by the vote of a majority of the directors then in office, though less than a quorum, or by the sole remaining director or by the members of ISOCPR at the next annual meeting thereof or at a special meeting thereof. Each director so elected shall hold office until his successor shall have been elected and qualified.

4. Meetings. Meetings of the Executive Council or any committee thereof may be held without notice at the principal place of business of ISOCPR or at such other place or places, either in or outside the Commonwealth of Puerto Rico, including via telephone conference or any other means of communication in which all participants can listen and participate simultaneously, as the Executive Council may from time to time designate.

5. Quorum and Manner of Acting. A third of the members of the Executive Council shall constitute a quorum for the transaction of business at any meeting of the Executive Council, and, except as otherwise expressly required by statute, the Certificate of Incorporation, or these By-Laws, the act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Executive Council. In the absence of a quorum at any meeting of the Executive Council, a majority of the directors present thereat may adjourn such meeting to another time and place. Notice of the time and place of any such adjourned meeting shall be given to all of the directors unless such time and place were announced at the meeting at which the adjournment was taken, in which case such notice shall only be given to the directors who were not present thereat. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. The directors shall act only as a Board and the individual directors shall have no power as such.

6. Removal of Directors. Any director may be removed, either with or without cause, at any time, by the affirmative vote of the majority of the Executive Council members.

7. Minutes. Minutes shall be kept of all meetings of the Executive Council.

8. Action by Consent. Unless restricted by the Certificate of Incorporation, any action required or permitted to be taken by the Executive Council or any committee thereof may be taken without a meeting if all members of the Executive Council or such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Executive Council or such committee, as the case may be. Such written consent shall have the same effect as a unanimous vote.

Article VII.

Committees

1. A Nominating Committee is hereby created and shall consist of at least three members of the ISOCPR, at least two of whom shall not be members of the Executive Council. Members to the Nominating Committee shall be appointed by resolution of the Executive Council at least two months prior to the Election meeting.

2. An Audit Committee is hereby created and shall be appointed by resolution of the Executive Council at the close of the fiscal year (as determined from time to time by resolution of the Executive Council) 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 ISOC.

3. The Executive Council, through duly adopted resolutions may create such additional committees as it shall deem necessary to fulfill the needs of the ISOCPR. The membership of said committees will consist of at least three members of the ISOCPR, at least one of whom shall not be a member of the Executive Council.

4. Any committee may be dissolved by resolution of the Executive Council.

Article VIII.

Meetings

1. The ISOCPR shall hold meetings only in places that are open and accessible to all members of the ISOCPR. Meetings shall be held as planned by the Program Committee.

2. The Annual Meeting of the members of the ISOCPR for the election of the director(s) whose term expires and for the transaction of such other business as may properly come before the meeting, shall be held at such place, on such date, and at such time as the Executive Council shall each year fix, which date shall be within thirteen (13) months of the last annual meeting of members or, if no such meeting has been held, within thirteen (13) months from the date of incorporation. At this meeting, the Secretary and Treasurer each shall present a report. Also, the election of officers shall be held.

3. Notices of the place and time of all meetings shall be distributed to all members at least one week prior to any meeting, by electronic mail or by oral, telegraphic, or other written notice, duly served on or mailed.

Article IX.

Disbursements and Dues

1. Disbursements from the Treasury for the expenditures of the ISOCPR shall be made by the Treasurer with authorization of the Executive Council and shall be included in the minutes of its meetings.

2. Dues shall be fixed annually by the Executive Council.

Article X.

Amendment and Voting Procedures

1. All proposed changes to these By-laws shall have been approved by the Executive Council and the Vice Chair of the ISOCPR before being presented to the members for a vote.

2. No official business of the Chapter shall be conducted unless quorum is present.

3. Quorum shall be defined as 33% of the voting membership of the Chapter.

4. A simple majority of the members present and voting shall be required to carry a motion.

5. *Directors will be elected by a plurality of votes cast. If the election is conducted by mail ballot, sufficient ballots must be returned to have constituted a Quorum.*

Article XI.

Dissolution of the Chapter

1. *Dissolution of the ISOCPR by consent of the members shall consist of unanimous agreement of all members of the Executive Council together with a majority vote at a meeting which has been publicized in advance to all members of the ISOCPR for the purpose of taking this vote.*

2. *Should the ISOCPR be dissolved, its assets shall be transferred to another non-profit organization chosen at that time by the Executive Council.*

AS AMENDED ON 3/20/02