.ORG Stewardship Council Charter

[●], 2020

The following principles and protocols will govern the administration and operation of the .ORG Stewardship Council (the “.ORG Stewardship Council”), a body established by the Board of Managers (the “PIR Board”) of Public Interest Registry, LLC (“PIR”) to provide strategic advice and oversight regarding key policies and functions of PIR affecting the .ORG community.

I. .ORG Stewardship Council Duties and Responsibilities

The .ORG Stewardship Council will have such duties and responsibilities as the PIR Board may assign from time to time, and as such duties and responsibilities may be modified by the PIR Board from time to time, but in any event including those specified below. The .ORG Stewardship Council will at all times act, and make its recommendations in accordance with, all applicable law. The .ORG Stewardship Council is being created to ensure and support PIR’s commitment to the .ORG Community including principles of free expression, privacy and due process. Additionally, the .ORG Stewardship Council will take into consideration the principles contained in any applicable “Statement of Public Benefit” for PIR in carrying out its duties.

Responsibility 1: Advice and Recommendations Regarding Freedom of Expression

The PIR Board will from time to time seek advice and recommendations from the .ORG Stewardship Council regarding any changes to PIR policies proposed by the PIR Board concerning appropriate limitations and safeguards regarding censorship of free expression in the .ORG domain name space, consistent with the values of the .ORG community and with PIR’s Anti-Abuse Policy. The .ORG Stewardship Council will have dispositive veto authority over any such changes as set forth in Principle 12 below.

Responsibility 2: Advice and Recommendations Regarding Use of Data

The PIR Board will from time to time seek advice and recommendations from the .ORG Stewardship Council regarding any changes to PIR policies proposed by the PIR Board concerning appropriate limitations and safeguards regarding use or disclosure of registration data or other personal data of .ORG domain name registrants and users, consistent with the values of the .ORG community and with PIR’s Anti-Abuse Policy. The .ORG Stewardship Council will have dispositive veto authority over any such changes as set forth in Principle 12 below.

Responsibility 3: Strategic Advice Regarding Other PIR Policies

The .ORG Stewardship Council will provide the PIR Board or its designee, upon request of the PIR Board, with independent strategic advice and recommendations to help guide PIR in considering and balancing the best interests of all .ORG stakeholders, including customers, employees, vendors, the Internet community, the public and PIR investors, in order to help the PIR Board assess how it can promote values that serve the mission-driven goals of the .ORG community. This may include independent advice and recommendations regarding services and
programs to be provided by PIR to serve and promote the .ORG community. This will not, however, include advice or recommendations regarding day-to-day operational matters, financial or budgeting matters, or pricing of PIR services.

**Responsibility 4: .ORG Community Enablement Fund Advice**

The .ORG Stewardship Council will provide recommendations and advice regarding a .ORG Community Enablement Fund established by PIR to provide support for initiatives benefitting .ORG registrants that are consistent with the mission and values of the .ORG community. The .ORG Stewardship Council will review (i) from time to time, any changes to the statement of vision and values of the .ORG Community Enablement Fund (the “Fund Value Statement”) that are proposed by the PIR Board, and (ii) at least once annually, PIR’s proposed allocation of appropriations from the .ORG Community Enablement Fund (“Proposed Fund Appropriations”)

**II. .ORG Stewardship Council Policies and Procedures**

**Principle 1**

The .ORG Stewardship Council will seek advice and input from members of the .ORG registrant community regarding key policies and functions of PIR affecting the .ORG community.

**Principle 2**

The .ORG Stewardship Council shall provide independent advice to the PIR Board, undertaking such analysis as the .ORG Stewardship Council sees fit and considering such factors as the .ORG Stewardship Council determines appropriate.

The .ORG Stewardship Council shall not, however, have legal authority to act for PIR or the PIR Board, except that the .ORG Stewardship Council will act for PIR with respect to the .ORG Community Enablement Fund as specified herein and in accordance with the .ORG Community Enablement Fund’s governing documents.

**Principle 3**

The .ORG Stewardship Council shall report its findings and recommendations in a timely manner to the PIR Board through the Chair (as defined below), or in the absence or incapacity of the Chair, through the Vice-Chair (as defined below).

**Principle 4**

The .ORG Stewardship Council shall consist of seven (7) voting members (collectively, “Members”, and each a “Member”), including the Chair. Members will be selected from among authorities knowledgeable in the fields of mission-driven, charitable and non-profit organization management, such as: social entrepreneurship, community development, economic empowerment, social advocacy, human rights, philanthropy and related subjects of concern to the .ORG community—Five (5) (the “Areas of Expertise”).
An internationally recognized executive search firm (the “Search Firm”) will oversee and manage a process for identifying candidates for the initial members of the .ORG Stewardship Council. The Search Firm will identify candidates with sufficient representation from the Areas of Expertise and will solicit applications from a variety of different .ORG stakeholders. The Search Firm then will provide its proposed nominations to a Selection Committee established by the PIR Board (the “Selection Committee”). No employee, officer or director of PIR (or any affiliate), or any member of such person’s immediate family, will be permitted to serve on the Selection Committee. The candidates put forward by the Selection Committee will be subject to PIR Board approval.

After forming the inaugural Members shall be selected and appointed by the PIR Board or its designee. The remaining two (2) inaugural Members, and .ORG Stewardship Council, all subsequent Members, candidates, including in the case of vacancies due to resignation, may be nominated for appointment by each of the PIR Board and will be selected by a Nominating Committee established by the .ORG Stewardship Council, and selections from among those candidates will be subject to approval by both the PIR Board and the .ORG Stewardship Council and the PIR Board.

Members will serve for staggered overlapping terms of three years; provided, that each of the inaugural Members will serve a term of either one, two, or three years as determined by the PIR Board. Members also may resign at any time by written notice to each of the .ORG Stewardship Council and the PIR Board.

Principle 5

The .ORG Stewardship Council will have a Chairperson (the “Chair”), a Vice Chairperson (the “Vice-Chair”) and a Recording Secretary, each of whom will be elected for one-year terms by simple majority vote of Members. Elections will be held at the first meeting of the new membership year. The .ORG Stewardship Council may designate additional officers as it deems necessary or appropriate.

The Chair may call for the creation of Committees and Working Groups to address any matter within the functions and responsibilities of the .ORG Stewardship Council.

If the Chair is absent from any meeting or part thereof, the Vice-Chair shall perform the functions of the Chair; provided, that, if the Vice-Chair also is absent, the .ORG Stewardship Council shall elect an interim Chair for that meeting or that part of the meeting.

If the Chair can no longer perform the functions of the office, the .ORG Stewardship Council shall designate the Vice-Chair to perform those functions pending election of a new Chair; provided, that if the Vice-Chair also is incapacitated or the position is vacant, the .ORG Stewardship Council shall elect an interim Chair to perform those functions pending the election of a new Chair.

Principle 6
The .ORG Stewardship Council shall meet at least twice annually in person on such dates and at such locations as are determined by the Chair and notified to Members in accordance with Principle 6 below. In addition to the designated semi-annual meeting, the .ORG Stewardship Council may meet additionally as often as Members deem appropriate. Additional .ORG Stewardship Council meetings may be convened (i) in the discretion of the Chair, at the request of any Member or (ii) at the request of the PIR Board.

Principle 7

Meetings of the .ORG Stewardship Council shall be convened by the Chair, or in the case of vacancy or incapacity of the Chair, the Vice-Chair, by written notice (including, without limitation, notice by email) issued (i) in the case of in person meetings, not less than twenty-eight (28) calendar days prior to the meeting date, (ii) in the case of electronic meetings, not less than ten (10) calendar days prior to the meeting date or (iii) in the case of emergency (as determined by the Chair or the other Member calling such meeting), not less than five (5) calendar days prior to the meeting date, unless, in each case, such notice period is waived by all Members. Attendance at a .ORG Stewardship Council meeting without objection prior to the start of such meeting shall be deemed waiver of notice requirements.

Telephonic attendance shall be deemed to constitute attendance in person.

Principle 8

Online and electronic meetings of the .ORG Stewardship Council may be conducted via any secure communications, including email, web-based communications and teleconference platforms that can be accessed by all Members.

Principle 9

A proposed agenda for each .ORG Stewardship Council meeting shall be communicated to Members prior to the meeting.

Requests for items to be included in the agenda of a forthcoming meeting shall be communicated by any Member and/or the PIR Board to the Chair in writing, which may include by email.

Principle 10

There shall be no attendance or voting by proxy. Members may only be represented at .ORG Stewardship Council meetings, whether in person or electronic, by Members themselves and not by designated representatives.

Principle 11

A quorum of the .ORG Stewardship Council shall consist of a simple majority of Members. A quorum shall only be necessary for any meeting at which a decision or decisions must be made.
Principle 12

With respect to any proposed change to PIR policy described in Responsibility 1 and/or Responsibility 2 above (a “Designated Policy Change”), if two-thirds or more of all Members vote against such proposed Designated Policy Change, PIR will refrain from implementing such proposed Designated Policy Change. Additionally, any proposed amendment to this .ORG Stewardship Council Charter that would diminish the .ORG Stewardship Council’s right to provide advice on and approve a Designated Policy Change also shall be submitted to a vote by the .ORG Stewardship Council, and, if such proposed amendment is rejected by a vote of two-thirds or more of all Members, PIR will refrain from implementing such amendment.

Notwithstanding the foregoing, PIR and the PIR Board reserve the right at all times in their sole judgment to take actions consistent with PIR’s Anti-Abuse Policy and to ensure compliance with applicable laws, policies and regulations, and ICANN policies.

With respect to any proposed change to the Fund Value Statement described in Responsibility 4 above (“Fund Value Statement Change”), if two-thirds or more of all Members vote against such proposed Fund Value Statement Change, PIR will refrain from implementing such proposed Fund Value Statement Change.

With respect to Proposed Fund Appropriations described in Responsibility 4 above, if two-thirds or more of all Members vote against such Proposed Fund Appropriations, the PIR Board will revise and resubmit Proposed Fund Appropriations to the .ORG Stewardship Council for another vote by the Members.

With respect to all other matters, the .ORG Stewardship Council will work on the basis of seeking consensus among its membership. Consistent with United Nations practice¹, consensus is understood to mean the practice of adopting decisions by general agreement in the absence of any formal objection. Where consensus is not possible, the Chair shall convey the full range of views expressed by Members to the PIR Board.

Principle 13

Minutes of all meetings of .ORG Stewardship Council shall be maintained in PIR’s corporate books and records. All decisions and recommendations of the .ORG Stewardship Council that are communicated to the PIR Board shall be made public.

¹ In United Nations practice, the concept of “consensus” is understood to mean the practice of adoption of resolutions or decisions by general agreement without resort to voting in the absence of any formal objection that would stand in the way of a decision being declared adopted in that manner. Thus, in the event that consensus or general agreement is achieved, the resolutions and decisions of the United Nations meetings and conferences have been adopted without a vote. In this connection, it should be noted that the expressions “without a vote”, “by consensus” and “by general agreement” are, in the practice of the United Nations, synonymous and therefore interchangeable.