

Bylaws

This document and/or information was originally written in Spanish, the official language of Uruguay, the country where LACNIC is legally incorporated and whose laws and regulations govern the organization. Likewise, unofficial information and/or documents are also written in Spanish, as this is the language in which most of LACNIC's advisors and officers work and communicate. We do our best to ensure that our translations are reliable and serve as a guide for our non-Spanish-speaking members. However, discrepancies may exist between the translations and the original document and/or information written in Spanish. In such cases, the original text written in Spanish will always prevail.

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CHAPTER I

INCORPORATION

ARTICLE 1 (Name and Address)

A non-government organization is established under the name of Latin American and Caribbean Internet Addresses Registry. This organization shall be headquartered in the department of Montevideo and shall be governed by these Bylaws and by the applicable rules and regulations.

**** Article modified by the Member Assembly held on 24 April 2003.***

ARTICLE 2 (Purposes)

LACNIC has the following goals:

1. To manage the IP address space and related resources for the benefit of the Internet community of the region of Latin America and the Caribbean (LAC).
2. To provide registry services for IP addresses, ASNs, reverse resolution, and related resources, with the object of allowing and facilitating communications over computer networks.
3. To represent and promote the points of view and interests of the region before international organizations, within its area of competence.
4. To contribute to the growth of the Internet in the region.
5. To help the Latin-American and Caribbean community develop procedures, mechanisms, and standards for the efficient assignment of Internet resources.
6. To promote educational opportunities for its members in the technical and policy areas within its competence.
7. to propose and develop public policies within its area of competence.

To achieve its goals, LACNIC may:

- a. Organize any services needed to achieve its goal of managing the IP address space and related resources for the region of Latin America and the Caribbean (LAC).
- b. Organize courses, conferences, symposiums, contests, and any type of event aimed at disseminating, teaching, and achieving the goals of LACNIC.
- c. Produce, edit, publish, and disseminate communication materials using any available technology.
- d. Create documentation centers.
- e. Enter into agreements with individuals, companies, public or private institutions, whether national or international.
- f. Organize and sponsor trips for its members to study, conduct research, or disseminate the goals of LACNIC.
- g. Network with other national or international entities having similar goals in order to organize conferences and common activities.
- h. Cooperate with national, state, and municipal authorities, as well as with public and private entities in relation to the goals of LACNIC.

CHAPTER II

LEGAL CAPACITY, NET WORTH AND RESOURCES

ARTICLE 3

LACNIC has the legal capacity to acquire assets and incur obligations and may therefore operate with public and private banking and financial institutions.

ARTICLE 4

LACNIC's net worth comprises the assets it currently possesses and those it may acquire henceforth in any capacity, as well as the resources obtained as follows:

1. Ordinary and extraordinary fees paid by its members.
2. Any income generated by its assets.
3. Donations, inheritances, legacies, and grants.
4. Any income it may obtain as a result of the activities within the framework of its goals.
5. Any other income it may legally obtain in accordance with the non-profit nature of the institution.

ARTICLE 5

The structure of LACNIC comprises:

- a. Members, who hold the power within the institution.
- b. The Assembly, which is the governing body of LACNIC.
- c. The Board of Directors, which manages and administers the institution.
- d. The Fiscal Commission, which oversees the operation of the institution and the actions of the Board of Directors.
- e. The Electoral Commission, which is responsible for organizing elections.
- f. The Committees, which execute the actions of the institution.

**** Article modified by the Member Assembly held on 29 May 2008.***

CHAPTER III

MEMBERS: CATEGORIES, ADMISSION CRITERIA AND DISCIPLINARY REGULATIONS

ARTICLE 6

LACNIC shall have the following member categories:

1. Active Members:
 - Active “A” Members: Those who receive IP address space directly from LACNIC, those who receive IP address space indirectly through a national registry in accordance with the agreements between LACNIC and such registries, or those who received from ARIN address space that is part of the address space distributed to LACNIC, and who apply for admission.
 - Active Founding Members: The following organizations: AHCIET (Hispano-American Association of Research Centers and Telecommunications Companies), CABASE (Argentine Chamber of Databases and Online Services), CGI-Br (Brazilian Internet Steering Committee), eCOMLAC (Latin American and Caribbean Internet and e-Commerce Federation), ENRED (Network Forum for Latin America and the Caribbean), and NIC-Mx (NIC Mexico).
2. Adhering Members: Those who agree with LACNIC's goals, apply for admission, and are included in one of the following categories:
 - Organizations based in the LAC region or that conduct their activities mainly in Latin America and the Caribbean, which are involved in Internet development and/or comprised of Internet service providers, make a relevant contribution to Internet-related policies in the region, agree with the goals of LACNIC and apply for admission.
 - Organizations that manage IP addresses that are not part of the address space distributed to LAC and that are geographically located in the LAC region.
 - Any person, company or institution designated as such by decision of the LACNIC Member Assembly in recognition of their activities in furtherance of LACNIC's goals.
 - Those persons or legal entities that contribute significantly to LACNIC's financial support.

**** Article modified by the Member Assemblies held on 24 April 2003 and 03 May 2016.***

ARTICLE 7

Members shall have the following rights:

1. Active “A” Members:
 - I. To use the various services available to members.
 - II. To present before the Board of Directors any initiative that will favor the improvement of the institution in any respect.
 - III. To request the summoning of an Extraordinary Member Assembly (Article 14).

- IV. To participate in the assemblies with full voting and speaking privileges and to nominate candidates to the organization's bylaws-mandated bodies.

2. Founding Members:

- I. To use the various services available to members.
- II. To present before the Board of Directors any initiative that will favor the improvement of the institution in any respect.
- III. To request the summoning of an Extraordinary Member Assembly (Article 14).
- IV. To participate in the assemblies with full voting and speaking privileges and to nominate candidates to the organization's bylaws-mandated bodies.

3. Adhering Members:

- I. To use the various services available to members, except those relating to Internet resources.
- II. To present before the Board of Directors any initiative that will favor the improvement of the institution in any respect.
- III. To participate in the General Assembly with speaking privileges but without the right to vote.

**** Article modified by the Member Assemblies held on 31 March 2004, 03 May 2016, and 04 May 2022.***

ARTICLE 8

Members shall have the following obligations:

1. To pay the ordinary and extraordinary fees established by the Assembly.
2. To comply with all other obligations under these Bylaws, regulations, and resolutions of the Member Assembly and the Board of Directors.

ARTICLE 9

Members who no longer meet the conditions required by these Bylaws shall lose their member status. Members who fall behind on payment of their membership fees or any other established contribution shall have their member status automatically suspended. Should such late payment of these membership fees or any other established contribution continue beyond the deadlines established in the LACNIC policies, the defaulting member shall automatically lose their member status. Before requesting their readmission, suspended members must proceed to pay the outstanding balance of their membership fees or other contributions owed to the organization on the date of their suspension. Member status shall also be lost in case of resignation or expulsion.

**** Article modified by the Member Assembly held on 03 May 2016.***

ARTICLE 10

The Board of Directors may apply the following penalties against members:

- a. Warning
- b. Suspension for a maximum of one year
- c. Expulsion, to be determined based on the seriousness of the offense and the specific circumstances of each case, for the following reasons:
 1. Failure to comply with the obligations arising from these Bylaws, regulations, or resolutions of the Member Assembly and the Board of Directors;
 2. Notorious misconduct;
 3. Voluntarily causing damage to LACNIC, causing serious disruptions within the organization, or adopting a behavior that is notoriously detrimental to the organization's interests.

ARTICLE 11

The penalties referred to in the preceding article shall be decided by the Board of Directors once the party involved has presented their defense. In all cases, within thirty days of being notified of the Board of Director's resolution, the affected party may file an appeal before the first Member Assembly to be held. The filing of an appeal shall have suspensive effect. As for their membership rights, if the member who receives a penalty holds a position within the administrative or control bodies, said body may suspend them in this capacity until the corresponding Assembly has decided their case.

CHAPTER IV

ASSEMBLIES

ARTICLE 12

Acting in accordance with these Bylaws, the General Assembly is the governing body of LACNIC. It is comprised of all LACNIC members with the right to participate and shall decide on any matter of interest to LACNIC members in compliance with the Bylaws of the organization and any applicable legal and regulatory standards.

ARTICLE 13

There are two types of General Member Assemblies: Ordinary and Extraordinary Member Assemblies. Ordinary Member Assemblies shall be held once a year, within the first six months following the closing of the fiscal year, the date for which has been set as 31 December. These Assemblies shall:

1. Consider, approve or modify the annual report, general balance sheet, inventory, expense and income account, and the report presented by the Fiscal Commission;
2. Establish membership fees and determine procedures for their update when necessary. These procedures, including payment terms, transitional arrangements in case of modifications to membership fees, as well as discounts, benefits, rebates, fines in case of failure to pay such membership fees, and financing of membership fees, shall be implemented by the Board of Directors;
3. Consider any other matters included in the agenda, provided that they fall within the competence of the Ordinary Member Assembly;
4. Consider any matter proposed by no less than 20% of the members and submitted to the Board of Directors no later than thirty days after the closing of the fiscal year.

All other matters, including modifications to the Bylaws, shall be addressed during Extraordinary Member Assemblies.

**** Article modified by the Member Assemblies held on 24 April 2003, 29 May 2008, 06 May 2014, 03 May 2016, and 23 May 2017.***

ARTICLE 14

Extraordinary Member Assemblies shall be convened whenever the Board of Directors deems it necessary or when the Fiscal Commission, the Electoral Commission or 20% of voting members submit a request to the Board of Directors. Such requests must be decided by the Board of Directors within ten days and the Assembly must be held within a period of forty-five days. Should the Board of Directors decide to reject or dismiss a request, the reasons for such rejection or dismissal must be submitted to the Assembly in writing. Should 20% of voting members decide to persist in their request, they may submit such request to the Fiscal Commission under the same terms and following identical procedure, in which case the Fiscal Commission shall convene the Extraordinary Member Assembly.

Article modified by the Member Assemblies held on 29 May 2008 and 03 May 2016.

ARTICLE 15

Member Assemblies shall be convened by sending a notice to members at their postal or email address thirty days in advance. The Annual Report, General Balance Sheet, Inventory, Expense and Income Account, Fiscal Commission Report, and any other documents to be considered under the agenda items shall be submitted to members fifteen days in advance for their consideration. When modifications to the Bylaws or regulations are submitted for the consideration of the Assembly, such proposed modifications shall also be submitted to members fifteen days in advance. Assemblies may not consider matters other than those expressly included in the agenda, unless full membership is present and the inclusion of the matter is approved by unanimous vote.

**** Article modified by the Member Assemblies held on 24 April 2003, 29 May 2008, and 03 May 2016.***

ARTICLE 16

Assemblies require the presence of the absolute majority of voting members. However, an hour after the time specified in the notice convening the meeting, Member Assemblies shall be valid regardless of the number of members present, even in the event of amendment of the Bylaws and liquidation of the organization. Assemblies shall be chaired by the president of the organization or by the person appointed by the Assembly by simple majority of votes cast. The secretary of the Board of Director or the person appointed by the Assembly by simple majority of the votes cast shall be the secretary of the Assembly.

**** Article modified by the Member Assembly held on 04 May 2022.***

ARTICLE 17

Resolutions shall be adopted by absolute majority of votes cast, except in those cases where these Bylaws require 2/3 of votes cast and those where these Bylaws expressly refer to other majorities. Members who join the Assembly once it has begun may only vote on matters that have not yet been decided. Decisions affecting the requirements and conditions for the membership categories established in Article 6 must be approved by the absolute majority of Active Members present. These requirements complement those specifically established for amending the Bylaws.

**** Article modified by the Member Assemblies held on 24 April 2003, 29 May 2008, 03 May 2016, and 04 May 2022.***

ARTICLE 18

The voters' registry shall be made available to all members with the anticipation set forth in Article 15. Members may submit claims, corrections, or clarifications up to 15 days before the election, and these shall be settled within the following 5 days.

**** Article modified by the Member Assembly held on 04 May 2022.***

ARTICLE 19

Assembly discussions shall be guided by the constant search for consensual agreements.

Should voting become necessary, Founding Members shall be entitled to one vote; Active "A" Members shall be entitled to 1 to 11 votes, depending on the address space they have been assigned, such that those managing the largest number of IP addresses shall have the highest number of votes.

This classification shall be made based on the following criteria:

- TIER 1: Active "A" Members who manage a number of IPv4 addresses equivalent to a block smaller than a /22 that are part of the address space distributed to Latin America and the Caribbean and managed by LACNIC shall be entitled to one vote.
- TIER 2: Active "A" Members who manage a number of IPv4 addresses equivalent to a block equal to or larger than a /22 and smaller than a /20 of the address space distributed to Latin America and the Caribbean and managed by LACNIC shall be entitled to two votes.
- TIER 3: Active "A" Members who (i) manage a number of IPv4 addresses equivalent to a block equal to or larger than a /20 and smaller than a /18 of the address space distributed to Latin America and the Caribbean and managed by LACNIC, or (ii) manage a number of IPv6 addresses equivalent to a block equal to or smaller than a /32 of the address space allocated to Latin America and the Caribbean and managed by LACNIC, shall be entitled to three votes.
- TIER 4: Active "A" Members who (i) manage a number of IPv4 addresses equivalent to a block equal to or larger than a /18 and smaller than a /16 that are part of the address space distributed to Latin America and the Caribbean and managed by LACNIC, or (ii)

manage a number of IPv6 addresses equivalent to a block larger than a /32 and smaller than a /30 of the address space distributed to Latin America and the Caribbean and managed by LACNIC, shall be entitled to four votes.

- TIER 5: Active “A” Members who (i) manage a number of IPv4 addresses equivalent to a block equal to or larger than a /16 and smaller than a /14 of the address space distributed to Latin America and the Caribbean and managed by LACNIC, or (ii) manage a number of IPv6 addresses equivalent to a block equal to or larger than a /30 and smaller than a /28 of the address space distributed to Latin America and the Caribbean and managed by LACNIC, shall be entitled to five votes.
- TIER 6: Active “A” Members who (i) manage a number of IPv4 addresses equivalent to a block equal to or larger than a /14 and smaller than a /12 of the address space distributed to Latin America and the Caribbean and managed by LACNIC, or (ii) manage a number of IPv6 addresses equivalent to a block equal to or larger than a /28 and smaller than a /26 of the address space distributed to Latin America and the Caribbean and managed by LACNIC, shall be entitled to six votes.
- TIER 7: Active “A” Members who (i) manage a number of IPv4 addresses equivalent to a block equal to or larger than a /12 and smaller than a /10 of the address space distributed to Latin America and the Caribbean and managed by LACNIC, or (ii) manage a number of IPv6 addresses equivalent to a block equal to or larger than a /26 and smaller than a /24 of the address space distributed to Latin America and the Caribbean and managed by LACNIC, shall be entitled to seven votes.
- TIER 8: Active “A” Members who (i) manage a number of IPv4 addresses equivalent to a block equal to or larger than a /10 and smaller than a /9 of the address space distributed to Latin America and the Caribbean and managed by LACNIC, or (ii) manage a number of IPv6 addresses equivalent to a block equal to or larger than a /24 and smaller than a /22 of the address space distributed to Latin America and the Caribbean and managed by LACNIC, shall be entitled to eight votes.
- TIER 9: Active “A” Members who (i) manage a number of IPv4 addresses equivalent to a block equal to or larger than a /9 and smaller than a /8 of the address space distributed to Latin America and the Caribbean and managed by LACNIC, or (ii) manage a number of IPv6 addresses equivalent to a block equal to or larger than a /22 and smaller than a /20 of the address space distributed to Latin America and the Caribbean and managed by LACNIC, shall be entitled to nine votes.
- TIER 10: Active “A” Members who (i) manage a number of IPv4 addresses equivalent to a block equal to or larger than a /8 and smaller than a /7 of the address space distributed to Latin America and the Caribbean and managed by LACNIC, or (ii) manage a number of IPv6 addresses equivalent to a block equal to or larger than a /20 and smaller than a /19 of the address space distributed to Latin America and the Caribbean and managed by LACNIC, shall be entitled to ten votes.
- TIER 11: Active “A” Members who (i) manage a number of IPv4 addresses equivalent to a block equal to or larger than a /7 of the address space distributed to Latin America and the Caribbean and managed by LACNIC, or (ii) manage a number of IPv6 addresses equivalent to a block equal to or larger than a /19 of the address space distributed to

Latin America and the Caribbean and managed by LACNIC, shall be entitled to eleven votes.

Whenever technical advances require the use of new criteria or new terminology for the assignment of IP address space, the Board of Directors shall be responsible for establishing the equivalences between the new address blocks and the tiers herein established by applying the special majority set forth in Article 23, always preserving the spirit of assigning more votes to those members who manage larger address spaces.

The votes of members who qualify for more than one category shall not be cumulative; therefore, such members shall be entitled to the number of votes corresponding to the category with the highest number of votes.

**** Article modified by the Member Assemblies held on 24 April 2003, 31 March 2004, 03 May 2016, and 23 May 2017.***

CHAPTER V

BOARD OF DIRECTORS, ELECTORAL COMMISSION AND FISCAL COMMISSION

ARTICLE 20

20.1 About the Board of Directors

LACNIC shall be managed and administered by a Board of Directors comprised of nine members elected among the citizens of the countries or territories that are part of the LACNIC service region. The Board of Directors shall include the following positions: president, vice president, secretary, deputy secretary, treasurer, and deputy treasurer. Directors shall each serve a three-year term, except in case of permanent vacancy as described in Article 21. Directors shall be eligible for reelection provided that they meet the eligibility criteria. Each year, they shall be partially renewed in groups of three. LACNIC's Executive Director/CEO shall participate in Board meetings with the same rights as a director, except for the right to vote.

Directors shall be elected according to the provisions of Articles 20.3, 24, and 25. Each year, after the renewal of its members, the Board of Directors shall decide the position in which each member shall serve.

20.2 About the Fiscal Commission

LACNIC shall have a Fiscal Commission comprised of three members. Members of the Fiscal Commission shall each serve a three-year term, one of these positions shall be renewed each year, and members shall be eligible for reelection provided that they meet the eligibility criteria.

20.3 About the Electoral Commission

The Electoral Commission shall be comprised of five members. This commission shall be responsible for:

- a) Overseeing and certifying the election processes for the bodies established under these Bylaws;
- b) Verifying and checking the documentation presented by each candidate to certify compliance with the requirements established in the Regulations on Candidate Competencies and Suitability;
- c) Contesting or limiting to one the positions at stake, the candidacies or current positions in case of incompatibilities (having the authority to eliminate and/or restrict the candidacy of one or more contested candidates and/or candidates investigated at the Electoral Commission's own initiative);
- d) Counting the votes and determining election results and winning candidates.

The Electoral Commission may act based on third-party accusations or on its own initiative and has the authority to convene an Extraordinary Member Assembly in case of serious irregularities in an election. Members of the Electoral Commission shall each serve a three-year term, with partial renewal of one or two positions each year, as applicable, and shall be eligible for reelection provided that they meet the eligibility criteria.

In case of third-party accusations, the Electoral Commission shall also have the authority to investigate and decide on alleged incompatibilities of the members of the Board of Directors and of the Fiscal Commission.

*** Article modified by the Member Assemblies held on 24 April 2003, 31 March 2004, 29 June 2005, 29 May 2008, 28 May 2009, 03 May 2016, 23 May 2017, and 04 May 2022.**

ARTICLE 21

Should for any reason an elected position (member of the Board of Directors, member of the Fiscal Commission or member of the Electoral Commission) become permanently vacant, such vacancy shall be filled during the following election, in which case the winning candidate shall serve for the remainder of the term for which the person who caused the permanent vacancy was elected and shall take office immediately after all the stages of the election process have been completed.

The same procedure shall be used in case an elected candidate is unable to take office.

Article modified by the Member Assemblies held on 24 April 2003, 06 May 2014, and 03 May 2016.

ARTICLE 22

Should the number of members of the Board of Directors, the Fiscal Commission or the Electoral Commission fall below the absolute majority of each of these bodies, the Board of Directors or the remaining members of the Board of Directors shall convene an Extraordinary Election within thirty days of the fact in order to complete the corresponding body. In the event of total vacancy of the Board of Directors, the Extraordinary Election shall be convened by the Fiscal Commission, notwithstanding the responsibilities pertaining to resigning members of the Board of Directors. In both cases, the body that convenes the election shall have all the attributions inherent to such election.

This same Extraordinary Election procedure shall be used in the event that a position on the Board of Directors, the Fiscal Commission or the Electoral Commission becomes permanently vacant more than three months prior to the start of the following election process.

In the event that the Fiscal Commission or the Electoral Commission: a) is reduced to two or four members as the case may be, and must decide on a matter on which its members disagree thus creating a tie due to the body's lack of a chairperson with the authority to break the tie; or b) becomes vacant or loses a majority of its members and must act or decide and there is no deadline for convening an Extraordinary Election, the vacant or reduced Fiscal or Electoral Commission shall be completed with the members of the remaining Commission, either Fiscal or Electoral (as the case may be). Those members of the remaining Commission who do not incur in any of the incompatibilities set forth in these Bylaws shall be given priority when completing a vacant or reduced Commission. Should more than one member of the remaining Commission not incur in any incompatibility, the new composition of the vacant or reduced Commission shall be decided by lot under the supervision of the President of the Board of Directors, and, in case of the latter's incompatibility or impossibility, under the supervision of the person appointed by the Board of Directors

*** Article modified by the Member Assemblies held on 24 April 2003, 29 May 2008, 06 May 2014, 03 May 2016, and 23 May 2017.**

ARTICLE 23

The Board of Directors shall meet at least once every three months, on the date and at the time decided during their first annual meeting. The Board of Directors may also meet at such times as it is summoned by the President, at the request of the Fiscal Commission, or at the request of two members of the Board of Directors, in which case the meeting shall be held within 15 days of the request. Meetings shall be convened 10 days in advance using the means and procedures established by the Board of Directors. Meetings of the Board of Directors shall be valid with the presence of the absolute majority of its designated members. Decisions require the vote of the absolute majority of the members present, except for those decisions for which Article 26.2 of these Bylaws require a special majority, in which case at least the vote of the absolute majority plus one of the designated Members of the Board of Directors shall be required.

*** Article modified by the Member Assemblies held on 24 April 2003, 29 May 2008, 03 May 2016, 23 May 2017, and 04 May 2022.**

ARTICLE 24

Incompatibilities and Conflicts of Interest.

24.1 General Incompatibilities for Members of Bylaws-Mandated Elected Bodies

Not more than one member of the bylaws-mandated elected bodies may have employment relationships with the same Company or Organization and/or with one of its Related Companies, whether established in the same country or not.

In order to determine whether such incompatibility exists, the following criteria shall be considered: whether the relationship is in a paid or honorary capacity; the influence that the Company or Organization may exert in relation to the candidate's election and the background that makes the candidate eligible; the position held by the candidate within the Company or Organization; and the degree of influence that the Company or Organization may have over the individual who will occupy the position, or that it may have over the member of the bylaws-mandated elected body related to such Company or Organization, or vice versa, for reasons of hierarchy or control.

When determining whether an incompatibility exists, participation in global, regional, or national Internet organizations and/or in organizations having no relation to the activities carried out by LACNIC (sports clubs, academic clubs, etc.) shall not be taken into consideration.

These incompatibilities shall be analyzed under the theory of reality, according to which material reality prevails over formalities.

Based on the principles set forth herein, the Board of Directors shall establish detailed, objective criteria to regulate grounds for incompatibility, borderline or doubtful cases, as well as objective mechanisms to assess the competencies and suitability of the candidates and how such requirements will be documented and controlled. These regulations and any successive

modifications thereto may only be implemented if they are approved prior to any election process.

Should any of the incompatibilities described in this article occur once a member of the bylaws-mandated body is serving in their elected position, different solutions shall be adopted depending on whether the grounds for the incompatibility are due to a change in the member's citizenship or employment relationship.

In the case of the member of the bylaws-mandated elected body who caused the incompatibility due to a change of citizenship, such member may continue to serve in their position until the end of their term, after which, should the incompatibility persist, they may not run for reelection.

24.1.1 Incompatibilities for Members of the Board of Directors

Members of the Board of Directors shall be subject to the following incompatibilities:

Not more than two directors may be citizens of the same country or territory. Should a candidate for a position on the Board of Directors have more than one citizenship, all such citizenships shall be considered when evaluating any alleged incompatibility. Any new citizenship acquired by a Director after their election shall not be considered grounds for incompatibility.

In the case of the Director who caused the incompatibility due to a change in their relationship with another Organization and/or Company already represented on the Board by another Director, the matter shall be referred to the Electoral Commission which, in exercise of its faculties, shall determine whether such incompatibility exists and, if so, shall remove the Director from their position, which shall remain vacant until the following election. In the event that the incompatibility cannot be attributed to any of the Directors involved, all the Directors involved shall resign or be removed from their position, and a special election shall be held under Article 22 of these Bylaws solely to determine which of the resigning or removed Directors shall continue to serve on the Board.

24.1.2 Incompatibilities for Members of the Fiscal Commission

Members of the Fiscal Commission shall be subject to the following incompatibilities:

Not more than one member with the same citizenship may be elected. Should a candidate for a position on the Fiscal Commission have more than one citizenship, all such citizenships shall be considered when evaluating an alleged incompatibility. Any new citizenship acquired by a member of the Fiscal Commission after their election shall not be considered grounds for incompatibility.

In the case of the member of the Fiscal Commission who caused the incompatibility due to a change in their relationship with another Organization and/or Company already represented on this Commission by another member, the matter shall be referred to the Electoral Commission which, in exercise of its faculties, shall determine whether such incompatibility exists and, if so, shall remove the member from their position, which shall remain vacant until the following election. In the event that the incompatibility cannot be attributed to any of the members of the Fiscal Commission involved, all members involved shall resign or be removed from their position, and a special election shall be held under Article 22 of these Bylaws solely to determine which of the resigning or removed members shall continue to serve on the Fiscal Commission.

24.1.3 Incompatibilities for Members of the Electoral Commission

Members of the Electoral Commission shall be subject to the following incompatibilities:

Not more than one member with the same citizenship may be elected. Should a candidate for a position on the Electoral Commission have more than one citizenship, all such citizenships shall be considered when evaluating an alleged incompatibility. Any new citizenship acquired by a member of the Electoral Commission after their election shall not be considered grounds for incompatibility.

In the case of the member of the Electoral Commission who caused the incompatibility due to a change in their relationship with another Organization and/or Company already represented on this Commission by another member, the matter shall be referred to the Board of Directors which, in exercise of its faculties, shall determine whether such incompatibility exists and, if so, shall remove the member from their position, which shall remain vacant until the following election. In the event that the incompatibility cannot be attributed to any of the members of the Electoral Commission involved, all members involved shall resign or be removed from their position, and a special election shall be held under Article 22 of these Bylaws solely to determine which of the resigning or removed members shall continue to serve on the Electoral Commission.

24.2 Conflicts of Interest

Members of the bylaws-mandated elected bodies serve in an individual capacity, not as representatives of the member organizations of which they are part. Likewise, members of the bylaws-mandated elected bodies shall refrain from participating in discussions and voting on matters that may present a potential conflict of interest, both personally and because of their participation in entities or companies to which they are related.

After consulting with the Electoral Commission and prior to the start of the election process, the Board of Directors shall regulate the conflicts of interest that will apply to members of, and candidates to, positions on LACNIC's elected bodies.

24.2.1. Conflicts of interest shall include the following impediments:

1. Being simultaneously part of more than one bylaws-mandated elected body. This conflict of interest shall not apply in the case of the temporary replacements set forth in these Bylaws.
2. Simultaneously standing for election to more than one bylaws-mandated elected body.

24.2.2. In the case of members of the Board of Directors, conflicts of interest shall include the following impediment:

1. Being simultaneously part of other elected bodies for which the LACNIC Board of Directors has designated the Electoral Commission as oversight authority for the election processes.

24.2.3. In the case of candidates to the Board of Directors, conflicts of interest shall include the following impediment:

1. Simultaneously standing for election to other elected bodies for which the LACNIC Board of Directors has designated the Electoral Commission as oversight authority for the election processes.
- 24.2.4. In the case of members of the Electoral Commission, conflicts of interest shall include the following impediments:
1. Being simultaneously part of other elected bodies for which the Electoral Commission has been designated as oversight authority for the election processes.
 2. Standing for election in a process for which they serve as a member of the Electoral Commission, unless they remove themselves from their role prior to the start of said election process.
- 24.2.5. In the case of candidates to the Electoral Commission, conflicts of interest shall include the following impediment:
1. Simultaneously standing for election to other elected bodies for which the LACNIC Board of Directors has designated the Electoral Commission as oversight authority for the election processes.

** Article modified by the Member Assemblies held on 24 April 2003, 31 March 2004, 29 June 2005, 29 May 2008, 23 May 2017, and 04 May 2022.*

ARTICLE 25

Election Processes

Elections to appoint members of the Board of Directors shall be held within the second half of the calendar year. Elections to appoint members of the Fiscal and Electoral Commissions shall be held within the first nine months of the calendar year.

The voters' registry shall be published no later than 30 days after the start of the election process. Members may submit claims, corrections, or clarifications up to 15 days before voting begins, and these shall be settled within the following 5 days.

Should vacant seats remain after the election, the election shall be repeated within 30 days, as many times as necessary until all vacant seats are filled.

Voting shall be secret and may be conducted through physical or electronic mechanisms that will guarantee the voter's identity and the secrecy of their vote. Candidates shall be endorsed by two members other than the member submitting the nomination, who at the same time shall endorse the accuracy of the information submitted by the candidate in their nomination as well as the candidate's competency and suitability.

Each member may exercise their right to vote as set forth in Articles 7 and 19 as many times as positions are being elected, yet they may only award the same candidate the number of votes specified in said article. Candidates shall be voted individually among those who were nominated in due time and form. Candidates who receive the highest number of votes shall be elected in the same number as positions are up for election. In case of a tie in the number of votes for one or more of the positions up for election, runoff voting shall be held between the

tied candidates within the period and under the conditions decided by the Electoral Commission.

** Article modified by the Member Assemblies held on 24 April 2003, 29 May 2008, 06 May 2014, and 04 May 2022.*

ARTICLE 26

The Board of Directors shall have the following powers and responsibilities:

26.1 Powers of the Board of Directors requiring a simple majority:

1. To execute Assembly decisions, to comply with and enforce these Bylaws and regulations, interpreting them in case of doubt and with the obligation of reporting this at the next Assembly.
2. To undertake the administration of LACNIC.
3. To convene Member Assemblies.
4. To decide the admission of those requesting membership. The Board of Directors may delegate this function to the LACNIC staff.
5. To expel or penalize members.
6. To designate the staff needed to fulfill the objectives of the organization, set their salaries, determine their obligations, penalize, and fire them. The Board of Directors may delegate this function to the LACNIC staff.
7. To present the Annual Report, General Balance Sheet, Inventory, Expense and Income Account, and Fiscal Commission Report before the Ordinary Member Assembly. These documents must be made available to the members with the anticipation required by Article 15 for convening the Ordinary Member Assembly.
8. To issue the internal regulations needed to fulfill LACNIC's objectives.
9. To ratify resource management and assignment policies for the Internet resources under LACNIC's responsibility.

26.2 Powers of the Board of Directors requiring a special majority:

1. To propose modifications to the Bylaws and convene the corresponding Extraordinary Member Assembly for their discussion and approval.
2. To hire the Executive Director.
3. To approve the annual budget.
4. To approve the General Balance Sheet to be submitted before the Ordinary Member Assembly.
5. To approve the purchase and sale of real estate property.
6. To implement payment terms and the transitional arrangements in case of modifications to membership fees, as well as discounts, benefits, rebates, fines in case of failure to pay such membership fees, and financing of membership fees.
7. To exercise the power defined in the final paragraph of Article 19, establishing the equivalences for new address blocks should technical advances require the use of new criteria or new terminology in the assignment of IP address space.
8. To draft, implement, and approve the Regulations on Incompatibilities for Members of LACNIC's Bylaws-Mandated Elected Bodies.
9. To draft, implement, and approve the Regulations on Candidate Competencies and Suitability.

10. To draft, implement, and approve the Regulations on Conflicts of Interest for Members of and Candidates to LACNIC's Bylaws-Mandated Elected Bodies.
11. To define Transparency Guidelines for LACNIC and ensure their application.
12. To implement and approve election processes and their regulations.

*** Article modified by the Member Assemblies held on 24 April 2003, 29 May 2008, 03 May 2016, 23 May 2017, and 04 May 2022.**

ARTICLE 27

The Fiscal Commission shall have the following powers and responsibilities:

- a. To monitor all accounting books and supporting documentation, overseeing the administration and verifying cash flow statements and the existence of funds, bonds, and stock in accordance with the laws and Bylaws in force.
- b. To present suggestions to the Board of Directors regarding the duties detailed in the item above.
- c. To rule on the Annual Report, Inventory, General Balance Sheet, and Expenses and Income Account submitted by the Board of Directors for the consideration of the Ordinary Member Assembly at the end of each fiscal year.
- d. To convene an Ordinary Member Assembly should the Board of Directors fail to do so, duly notifying the Board of Directors fifteen days in advance.
- e. To request the convening of an Extraordinary Member Assembly when it is deemed necessary, justifying the request before *Dirección General de Registros, Asociaciones Civiles y Fundaciones* (General Directorate of Registries, Civil Associations, and Foundations) should the Board of Directors refuse to comply with the request.
- f. To convene an Extraordinary Member Assembly, informing the Control Organ, when members unsuccessfully submit a request for such an Assembly before the Board of Directors under Article 14.
- g. To oversee the operations for the liquidation of LACNIC. The Fiscal Commission shall fulfill its functions without interfering with the regular administration of the organization.
- h. In case of third-party accusations, to investigate and decide on any alleged incompatibility of the members of the Electoral Commission.

*** Article modified by the Member Assembly held on 24 April 2003 (as a result of an observation formulated by the Ministry of Foreign Affairs).**

*** Article modified by the Member Assembly held on 29 May 2008.**

CHAPTER VI

ABOUT THE PRESIDENT

ARTICLE 28

The President or whoever replaces the President under these Bylaws shall have the following powers and responsibilities:

1. To represent LACNIC jointly with the Vice President, Secretary, and/or Treasurer.
2. To convene Member Assemblies, and to summon and chair Board meetings.
3. To attend the Assemblies. To participate in Board of Director meetings with full voting and speaking privileges and, in the event of a tie, to vote once again to break the tie.
4. To sign the correspondence and the minutes of Board meetings and Member assemblies with the Secretary.
5. To authorize expenditure accounts with the Treasurer, signing receipts and other treasury documents in accordance with the decisions of the Board, a function that the President may delegate to the LACNIC staff. The President shall not allow social funds to be invested in anything other than what is specified in these Bylaws.
6. To lead the discussions as well as to suspend and terminate Board meetings and Assemblies in the event that the order is disturbed and due respect is disregarded.
7. To oversee the functioning and administration of LACNIC, complying with and enforcing the Bylaws, regulations, and resolutions of the Assembly and the Board of Directors.
8. To penalize employees who do not fulfill their obligations and to adopt resolutions in unforeseen circumstances. In both cases, such decisions shall be adopted *ad referendum* of the next Board meeting. The President may delegate this function to the LACNIC staff.

Article modified by the Member Assemblies held on 03 May 2016 and 04 May 2022.

CHAPTER VII

ABOUT THE SECRETARY

ARTICLE 29

The Secretary or whoever replaces the Secretary under these Bylaws shall have the following powers and responsibilities:

- a. To attend the Assemblies. To participate in Board of Director meetings with full voting and speaking privileges, drafting the corresponding minutes, a task which may be delegated to the LACNIC Staff. Such minutes shall be recorded in the Book of Minutes and signed by the Secretary and the President.
- b. To sign LACNIC's correspondence and documents with the President.
- c. To summon Board meetings according to the provisions of Article 23.
- d. To maintain the Book of Minutes and the Members' Registry, the latter jointly with the Treasurer, a task they may delegate to the LACNIC staff.

**** Article modified by the Member Assembly held on 04 May 2022.***

CHAPTER VIII

ABOUT THE TREASURER

ARTICLE 30

The Treasurer or whoever replaces the Treasurer under these Bylaws shall have the following powers and responsibilities:

1. To attend the Assemblies. To participate in Board of Director meetings, with full voting and speaking privileges.
2. To serve as liaison between the Board and the Fiscal Commission, including the latter's annual meeting with the LACNIC staff.
3. To accompany the financial management of the organization.
4. To present their opinion on the financial reports before the LACNIC Ordinary Member Assembly.
5. To maintain the Members' Registry jointly with the Secretary, and to be responsible for all things relating to the collection of membership fees. The Treasurer may delegate this function to the LACNIC staff.
6. To keep the accounting books. The Treasurer may delegate this function to the LACNIC staff.
7. To present monthly balance sheets to the Board and prepare the General Balance Sheet, Statement of Resources and Expenses, and Inventory at the end of each fiscal year, which, once approved by the Board, shall be submitted to the Ordinary Member Assembly. The Treasurer may delegate this function to the LACNIC staff.
8. To sign receipts and other treasury documents with the President, executing the payments decided by the Board. The Treasurer may delegate this function to the LACNIC staff.
9. To deposit all funds collected by the organization in a banking institution under the name of LACNIC and requiring the joint signature of the President and the Treasurer, where funds up to the amount authorized by the Board may be maintained. The Treasurer may delegate this function to the LACNIC staff.
10. To report on the financial status of the organization to the Board and to the Fiscal Commission as required. The Treasurer may delegate this function to the LACNIC staff.

**** Article modified by the Member Assemblies held on 29 May 2008, 03 May 2016, and 04 May 2022.***

CHAPTER IX

ABOUT THE VICE PRESIDENT, DEPUTY SECRETARY, AND DEPUTY TREASURER

ARTICLE 31

The Vice President shall have the following powers and responsibilities:

- a. To fulfill the functions of the President should the President give notice of their absence or resignation.

The Deputy Secretary shall have the following powers and responsibilities:

- a. To fulfill the functions of the Secretary should the Secretary give notice of their absence or resignation.

The Deputy Treasurer shall have the following powers and responsibilities:

- a. To fulfill the functions of the Treasurer should the Treasurer give notice of their absence or resignation.

Each Director shall have the following powers and responsibilities:

- a. To attend the Assemblies.
- b. To participate in Board of Director meetings, with full voting and speaking privileges.
- c. To undertake the assignments, functions, and tasks entrusted to them by the Board of Directors.

**** Article modified by the Member Assemblies held on 24 April 2003, 28 May 2009, and 04 May 2022.***

CHAPTER X

DISSOLUTION AND LIQUIDATION

ARTICLE 32

The Assembly may not decree the dissolution of LACNIC as long as there is a number of members willing to support the organization and ensure the proper functioning of the organization's internal bodies. Should dissolution become effective, liquidators shall be appointed. These liquidators may be the Board itself or any other member committee that the Assembly may appoint. The Fiscal Commission shall oversee the operations for the liquidation of LACNIC. Once debts are paid in full, the remaining assets shall be assigned to a legally incorporated charity domiciled in the country and exempted from all national, state, and municipal taxes. The recipient of such remaining assets shall be designated by the Assembly deciding the dissolution.

Article modified by the Member Assembly held on 29 May 2008.

TRANSITIONAL PROVISION (To be applied because of the inclusion of two additional Directors approved by the Extraordinary Member Assembly held in May 2022):

Once the Regulations on Candidate Competencies and Suitability have been published, the vacant positions on the Board of Directors created by this modification of the Bylaws shall be filled one per election in those years when two positions on the Board are up for election (not considering permanent vacancies as mentioned in Article 21).