

2022 Changes to the Bylaws

Summary for the Assembly

Grouped by theme

1. Transparency
2. Election periods
3. Conflicts of interests for **members** of bylaws-mandated bodies
4. Conflicts of interests for **candidates** to bylaws-mandated bodies
5. Member support for candidates
6. Two additional directors
7. Objective mechanisms
8. Reflect common practices
9. Miscellaneous minor adjustments
10. Modify the order of certain articles

1. Transparency

- **Rationale**

- Although the Board has already established LACNIC's [commitment](#) to transparency, we suggest that this be expressly recorded as a bylaws-mandated responsibility.
- To have this commitment at the Member level, not only at the Board level.
- **(Article 26)**



The screenshot shows the top navigation bar of the LACNIC website. On the left is a hamburger menu icon. In the center is the LACNIC logo, which includes the text 'lacnic' in a bold, lowercase font, with '20 años' written below it in a smaller font. To the right of the logo are three circular icons: a globe, a magnifying glass, and a person icon. Below the navigation bar, the main content area features the title 'Lineamiento de Transparencia de LACNIC' in a large, bold, blue font. Underneath the title, the date 'Marzo 2019' is displayed. Below the date is the section heading 'Introducción' in a blue font. The main text of the introduction begins with 'LACNIC es una organización privada sin fines de lucro que gestiona recursos mediante la aplicación de políticas definidas por la comunidad en procesos abiertos, participativos y de abajo hacia arriba. Como organización basada en membresía, se debe a sus asociados, quienes son los mandantes de la organización, y también a la comunidad ampliada, destinataria final del desarrollo de Internet.'

2. Election periods

- **Rationale**

- The term established for bylaws-mandated elections is too rigid and tied to the Ordinary Member Assembly.
- It also limits the election calendar and does not allow changing the date of the elections.
- We propose decoupling election processes from the Ordinary Member Assembly.
- This will allow extending the election calendar and having greater flexibility when setting both bylaws-mandated and community election processes.
- **(Article 25)**

3 and 4. Conflicts of interests for members of, and candidates to, bylaws-mandated bodies

- The Bylaws anticipate the regulation of incompatibilities for bylaws-mandated bodies.
- They contain isolated references to conflicts of interest for some of the bylaws-mandated bodies.
- We propose clearly specifying the impediments of the various conflicts of interest for all bylaws-mandated bodies (Board of Directors and Commissions).
- Unify criteria and **TEXTS** in the Bylaws for the three bylaws-mandated bodies.
- Impediments to **being part of** and simultaneously **being a candidate** to more than one body means that:

	DIR	Fiscal	Elect	Com*
DIR	-	NO	NO	NO
Fiscal	NO	-	NO	OK
Elect	NO	NO	-	NO
Com*	NO	OK	NO	-

	DIR	Fiscal	Elect	Com*
DIR	-	NO	NO	NO
Fiscal	NO	-	NO	OK
Elect	NO	NO	-	NO
Com*	NO	OK	NO	-

(Articles 24 and 26)

5. Member support for candidates

- **Rationale**

- Expressions of support are a good practice that ensures that members have some knowledge of the candidates and support them.
- This practice is used for community elections, but not for bylaws-mandated elections.
- We propose adding the obligation that, in order to run for a position on a bylaws-mandated body, a candidate must be supported by two members.
- At the same time, these expressions of support will endorse the suitability of the candidate and the information that has been presented.

- **(Article 25)**

6. Two directors

- **Rationale**

- The Board has analyzed and believes that the inclusion of two additional Directors will allow for a better distribution of the tasks and responsibilities among the directors.
 - The complexity of the organization requires the creation of committees within the Board. Having more members would allow us to better distribute the work.
- It favors greater representation in various community spaces, allowing the Board to better identify community needs.
- It increases community participation in the Board, expands the Board's cumulative experience, and enriches decision-making.
- The financial impact of including two additional directors on the annual budget is 0.1%.

- **(Articles 20, 31, and Interim provision)**

7. Objective mechanisms

- **Rationale**

- The Board believes that objective mechanisms should be defined that will allow establishing certain requirements for candidates seeking to serve on bylaws-mandated bodies, such as:
 - Submission of a letter of no criminal record or tax liens.
 - Satisfactory assessment of their knowledge of the organization (LACNIC, corporate governance skills, and knowledge of other organizations that are part of the environment).
- A special majority of the Board will be required to establish these objective mechanisms.
- As the body responsible for monitoring election processes, the Electoral Commission must ensure that these requirements are met.

- **(Articles 20, 24, and 26)**

8. Reflect common practices

- a) Clarify member rights so that the text will be consistent with practice.
- b) Clarify the powers of the Board of Directors and the Fiscal Commission so that the text will be consistent with practice.
- c) Publish the voters' registry for assembly and elections.
- d) Clarify the powers of the Board of Directors in terms of regulations.
- e) Unify the wording of the duties of the various positions on the Board:
 - President
 - Secretary
 - Other positions
- f) Clarify that the authority to decide on incompatibilities of the Electoral Commission falls to the Board.
- g) Modify the powers of the Secretary for consistency with those of the acting President during assembly.
 - **(Articles 7, 16, 17, 18, 25, 26, 28, 29, 30, and 31)**

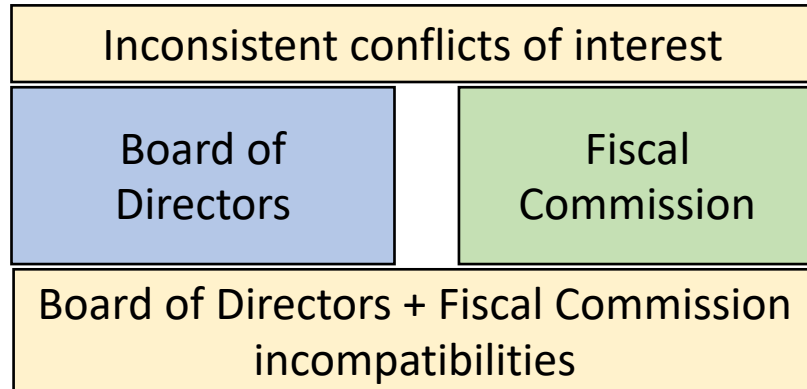
9. Miscellaneous minor adjustments

- a) Separate the powers of the Board based on the type of majority required: powers that require an absolute majority and those that require special majorities
- b) Including powers in article 26 makes it is necessary to edit article 23 and update the cross reference to 26.2
- c) Unify terminology: members of bylaws-mandated elected bodies

(Articles 23 and 26)

10. Modify the order of certain articles

- Art.20



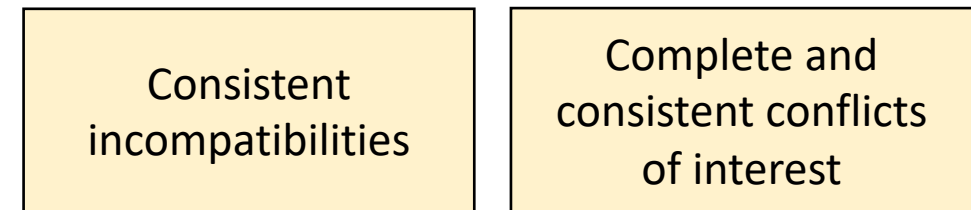
- Art. 24



- Art. 20



- Art. 24



Rationale:

- Article 20 contains the description and operation of the Board and the Fiscal Commission, including incompatibilities and conflicts of interest.
- Article 24 addresses all matters related to the Electoral Commission.

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