

## **Bylaws Playbook**

ICANN's Supporting Organizations and Advisory Committees, through their leadership, requested that ICANN produce information to explain how Bylaws amendments are suggested, evaluated and considered in ICANN, particularly when the suggestions for amendments are raised by the ICANN community.

The maintenance of ICANN's Bylaws is a fundamental obligation of the ICANN Board of Directors. Article 25, Sections 25.1 and 25.2 of the ICANN Bylaws detail the required processes for amending the Bylaws. The Bylaws, as the community members have noted, do not set out processes for how the ideas for amendment are raised and have asked for information about how the ICANN community can identify proposed amendments and the process to move those formally into the Bylaws amendment processes.

The ICANN Bylaws are classified into two different types: Standard and Fundamental Bylaws. The category that proposed amendment falls into defines the process that must be followed and voting threshold that must be obtained before the amendment can go into effect.

A majority of the Bylaws provisions are considered **Standard**, which is in contrast to a set of specifically enumerated Articles and Sections (at Article 25, Section 25.2) that the ICANN community identified as **Fundamental** to facets of ICANN's governance and accountability. Broadly, these fundamental areas include items such as ICANN's mission; the manner of selection of ICANN Board members; ICANN's accountability mechanisms; the provisions on ICANN's obligation to maintain and support the IANA functions; and the requirements for amending ICANN's Bylaws.

There are common elements between the two processes, including:

- Board Initiation of the Bylaws Amendment Process;
- Public Comment;
- Board Approval; and
- the Empowered Community Process.

However, before the Board initiates a Bylaws Amendment Process - of either type - there first has to be some level of agreement that a Bylaws amendment should be explored and what proposed language might be appropriate to consider. As there are many ways for the need for the community to raise a potential Bylaws amendment, there is not a singular defined process.

This Bylaws Playbook sets out potential paths and general considerations for how the ICANN community can suggest proposals for amending the ICANN Bylaws, and how language for that proposed Bylaws amendment is developed with ICANN's legal team for compliance with ICANN's legal and statutory requirements. The Bylaws Playbook then gives further detail on the Standard and Fundamental Bylaws Amendment Processes, so that the ICANN community has a unified document to understand the full arc of how the ICANN Bylaws can be amended.

### **ICANN Community Proposals to Amend the ICANN Bylaws**

The community-raised Bylaws updates raised since the updated Bylaws amendment sections went into effect are identified below. The Bylaws Playbook will explore how items move through from idea to amendment.

- Specific Reviews
  - Proposed changes to Organizational Reviews or Specific Review sections as recommended by the third Accountability and Transparency Review Team [As of October 2025, pending outcomes of community work on ICANN reviews]
- Organizational Reviews
  - Updates to the Nominating Committee composition and terms, as recommended through the Second Nominating Committee Review [Adopted October 2023]
  - Updates to the definition of membership in the Country Code Names Supporting Organization (ccNSO), recommended through the second organizational review of the ccNSO [Adopted June 2022]
- Other required Reviews
  - Removal of a duplicative requirement for the IANA Naming Function Review, as recommended by the first IANA Naming Function Review Team [Adopted November 2023]
  - Changes to the cadence of the Customer Standing Committee Effectiveness Review and recognition of alternates, as recommended through a Customer Standing Committee Effectiveness Review Team [As of October 2025, proposals and related Charter updates under discussion with the community]
  - Changes to the cadence of future IANA Naming Function Reviews, as recommended by the second IANA Naming Function Review Team [As of October 2025, pending implementation work after September 2025 Board adoption of recommendation]
- Community Working Groups
  - Amending ICANN's Reconsideration and Independent Review Processes to exclude decisions on individual grants in the ICANN Grant Program, as recommended by the Cross-Community Working Group on Auction Proceed [Adopted January 2025]
- Addressing community needs
  - Updating the composition requirements for IANA Naming Function Review Teams based on community-identified concerns with the ability to form review teams [Adopted November 2019; refined November 2023]
  - Changes to the mode of selection of RSSAC membership, requested by RSSAC in light of the updates recommended by the Second Nominating Committee Review [Adopted October 2023]
  - GNSO request to update Bylaws to facilitate the GNSO's participation in the ICANN Empowered Community [Adopted June 2018]

- SO/AC request for Bylaws amendment to address the delay of Specific Reviews while the community conversation on reviews proceeds [As of October 2025, proposal under discussion with community]

For each of the items above, there are some common factors: (1) the community identified a need; and (2) the community chose a way to communicate that need to ICANN. For the ICANN community processes - such as Specific Reviews, Organizational Reviews, other reviews, or Working Groups, the need for a Bylaws change is expressed as a recommendation. That recommendation has typically been posted for public comment as part of the group's report, and refined as needed. For some of the Organizational Review efforts, the Bylaws proposal is forwarded through the implementation reporting conducted by the entity's review implementation group. For the IANA Naming Function composition issues, that arose through discussions with the appointing entities and a specific composition issue was further explored in a public comment submission. The recent community conversations about ICANN Specific Reviews included a request that ICANN produce a Bylaws proposal. While in recent years we have not seen a Bylaws amendment suggested through a policy development process, if one of ICANN's SOs were to make a policy recommendation to the Board that included a proposal for a Bylaws amendment, the Board would consider that proposal when evaluating the recommendations for adoption.

What this shows is that there are a variety of ways that the community can identify that it believes a Bylaws change is necessary. For some of these processes, there are formal ways that the Board then considers if the idea of the Bylaws change should proceed. For example, when the Board adopted the CCWG-Auction Proceeds' recommendation on excluding the Grant Program from ICANN's accountability mechanisms, or when the Board adopted the ATRT3 Recommendation on changes to the future iterations of a couple of the Specific Reviews, the Board noted that its acceptance is still subject to ICANN community agreement on Bylaws changes.<sup>1</sup> In each case, a subsequent Bylaws amendment process is required.

Any community request for a Bylaws change should indicate support from other community groups that might be impacted by the change. At times, this showing of support isn't possible. For example, a few years ago there was potential for a proposal arising from the Second Review of the Nominating Committee to modify the composition of the Nominating Committee delegates as appointed by GNSO Stakeholder Groups and Constituencies. There was not clear support for the idea from those impacted Stakeholder Groups and Constituencies. Therefore, in that instance, no recommendation came to the Board regarding changing the Bylaws on the appointment of Nominating Committee delegates from those groups.

a. ICANN Org Coordination with Requesting Entities

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<sup>1</sup> See the language used in the [Scorecard on the Board's Action on ATRT3 Recommendations](#) at Recommendations 3.1-3.4 as an example.

After the community identifies a need for a Bylaws amendment and the scope of the intended Bylaws amendment is understood<sup>2</sup>, the ICANN legal team will, if necessary, coordinate with the requesting entity/entities to draft the proposed Bylaws amendment (or review and revise the text as proposed by the ICANN community). The ICANN org staff responsible for supporting the requesting entity/entities, or the ICANN org staff responsible for planning the implementation, is expected to bring the legal team and the requesting entity together.

The ICANN legal team confirms that any intended language that will be presented in a Bylaws Amendment Process is legally sound, aligns with ICANN's legal obligations under California law and its obligations as a entity recognized under the U.S. Internal Revenue Code Section 501(c)(3). The legal team also considers the consistency of the proposed amendments with other portions of ICANN's Bylaws or Articles of Incorporation.

Some examples of coordination include:

- Multiple engagements with the Nominating Committee Review Implementation Working Group (RIWG) to streamline the significant revisions to the Bylaws to effectuate the outputs of the Second Review of the Nominating Committee in line with RIWG expectations, including attending meetings and providing drafts.
- Engagement with the ccNSO Council to draft the Bylaws amendments to effectuate the updates to ccNSO Council membership and voting structures.
- Providing documents and questions to ccNSO and GNSO Council leadership to develop language to effectuate the CSC Effectiveness Review schedule change and allow for alternates on the CSC, and to confirm that the requisite changes were also made to the CSC Charter. ICANN Policy Development Support staff managed communication with the impacted community entities.

Sometimes, coordination is not needed to reach appropriate text. For example, the first and second IANA Naming Function Review Teams each recommended a proposed Bylaws amendment. In each case, the intended Bylaws change was clear and did not raise other dependencies that required further clarification. Therefore, ICANN's legal team could develop language to implement the recommendations in order to proceed to Board initiation..

### **Process Once Language is Finalized**

#### **A. Presentation to ICANN Board for Initiation**

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<sup>2</sup> There are times when further community or implementation work might be needed in order to understand what is expected to be incorporated into the Bylaws. For example, the ATRT3 recommendations that would require amendments to the Bylaws to effectuate changes to ICANN's Organizational or Specific Reviews, or to incorporate a Holistic Review, each require significant community work to scope what the changes are that the ICANN community wishes to see instantiated in the Bylaws. Some of that work is paused pending the ongoing community dialogue on the future of ICANN reviews.

The proposed amendment is presented to the ICANN Board to initiate a Bylaws Amendment Process, along with a resolution and rationale that detail the basis for the proposed amendment. Unless specifically indicated in the resolution or rationale, the Board's initiation of a Bylaws Amendment Process does not indicate the Board's agreement with the proposed text, or that the Bylaws will eventually be amended. The purpose of the initiation of the Bylaws Amendment Process is to gather community inputs about the text, which will guide future revision and actions.

## **B. Public Comment**

After Board initiation, the proposed Bylaws Amendment will be posted for Public Comment in accordance with ICANN's then-current Public Comment Process. After the close of Public Comment, a summary report of the Public Comment Forum will be published.

If substantial modifications are made to the proposal as a result of Public Comment, depending on the materiality of those changes, the Board may direct further Public Comment on a revised proposal.

## **C. Board Consideration After Public Comment**

The Board will consider the proposal, the Public Comment, and any updates that might have been made to the proposed text as a result of Public Comment. Depending upon the issue, an ICANN Board committee might be responsible for making a recommendation to the Board on further action.

The ICANN Board will then consider whether it will approve the Bylaws amendment. If the proposed amendment is to a Standard Bylaw provision, then the Board will need to approve the amendment by a  $\frac{2}{3}$  majority vote. If the proposal is a Fundamental Bylaw provision, at least  $\frac{3}{4}$  of the Board must approve the amendment. If the relevant threshold is not met, the Bylaws provision cannot be approved. The Bylaws cannot be amended without ICANN Board approval.

If Public Comment reveals that there is not community support for the proposal, the item might not come back to the Board for further action, and the Bylaws amendment process concludes there. Alternatively, the Board might direct further action to modify the proposal. The Board is not obligated to approve Bylaws amendments after the process is initiated. This happened, for example, in 2024 after public comment on a proposal to update the ICANN Bylaws to identify when community groups could exclude matters from ICANN's accountability mechanisms. There was little support for the Bylaws change, therefore the proposal was abandoned.

## **D. Empowered Community Process**

The Empowered Community has an opportunity to consider all Bylaws amendments that are approved by the Board. The ICANN Board Secretary is expected to notify the Empowered Community of the Board's approval within seven days in order to initiate the Empowered

Community Process. If the Board does not approve the amendment, no Empowered Community Process is required.

### 1. Standard Bylaws Amendments

If the Board has approved a Standard Bylaws amendment, that will then initiate the Empowered Community Rejection Action process, which is described in full at Annex D, Article 2 of the Bylaws. The Empowered Community has the opportunity to consider whether it wishes to raise a petition to reject the Board's approval - or in other words, does the Empowered Community disagree with the Board's action? There are also special provisions for the Empowered Community process if the Bylaws amendment was the result of a policy development process, to make sure the entity responsible for policy development has a unique voice in the rejection action.

There is a period of 21 days for a Decisional Participant in the Empowered Community to raise a petition against the Board action, and then another seven days for that petition to be supported by another Decisional Participant. If all of that support is gathered, then the Empowered Community will proceed to a Community Forum, which must happen within 21 days or by the end of the next ICANN Public Meeting (if requested). The Decisional Participants in the Empowered Community then have 21 days to vote on whether they will reject the Board's approval. The Board's approval will be rejected - meaning the Bylaws Amendment will not go into effect - if at least three Decisional Participants support rejection and no more than one Decisional Participants objects.

If the Empowered Community process terminates (because no petition was raised, or no other participant supported the petition) or the voting threshold is not met, the Standard Bylaws Amendment will go into effect.

The Empowered Community has never rejected a Standard Bylaws Amendment since the process was created in 2016. If it were to happen, the ICANN community and Board would need to consider whether there was a different path forward or if the proposal would be abandoned.

### 2. Fundamental Bylaws Amendments

After the Board approves a Fundamental Bylaws amendment by the appropriate threshold, that then initiates an Empowered Community Approval Process, which means that the Empowered Community must affirmatively approve of the amendment in order for it to go into effect. This requires: (1) a community forum on the Proposed Amendment, which may occur virtually within 30 days of the initiation of the Approval Process, or can happen upon request in person at the next ICANN Public Meeting; and (2) a time for consideration and voting after the community forum. The Fundamental Bylaws Amendment is approved only when it is supported by three of the five Decisional Participants and no more than one decisional participant has issued an objection. If that threshold of approval is reached, the Fundamental Bylaws Amendment goes

into effect as of the date the Empowered Community Process concludes. The Empowered Community Approval Process is set forth at Annex D, Article 1 of the ICANN Bylaws.

The Empowered Community has never voted against a Fundamental Bylaws Amendment since the process was created in 2016. If it were to happen, the ICANN community and Board would need to consider whether there was a different path forward or if the proposal would be abandoned in full.

***After a Bylaws Amendment Process is Complete***

The amendments to the Bylaws are effective as of (1) the date that the Empowered Community certifies that its Standard Bylaws rejection process terminated without rejection; or (2) the date that the Empowered Community confirms its approval of the Fundamental Bylaws Amendment.

ICANN posts the updated version of the Bylaws at <https://www.icann.org/en/governance/bylaws>, noting the effective date. All superseded versions of the Bylaws are archived and remain available on icann.org.