

Resolution Regarding ICA Board Participation of Junior Membership Classes

Whereas:

- The General Purpose of the Internet Commerce Association (ICA) is to promote the value and benefits of Internet traffic, including the value of buying direct navigation traffic, on behalf of our membership, to the media, the advertising market, government and regulatory authorities around the world; to stand for prosperity and entrepreneurship within the Internet and fairness among regulators, in the application of trademark law as well as the uniform dispute resolution process (UDRP), and the tax code as well as other United States and international laws; and any other lawful purpose of benefit to ICA members;
- The ICA benefits from the broadest possible participation of individuals and companies that own, buy, sell, resell, host and manage Internet traffic which comes from search engines, domain names and Internet links, in helping set its official policies as well as in promoting the ICA to the media, policymakers and public, and to other participants on the domain investment and development sector, and
- The consensus among current Board members, based upon input received from ICA members and other domain industry participants, is that the current membership structure of the ICA should be expanded to permit meaningful participation as Members by those individuals and companies that cannot afford to pay the current minimum membership annual dues of \$5,000.

Now therefore, the Board of Directors of the ICA, in exercise of the discretion granted to it pursuant to Section 1b of Article III of the ICA Bylaws, as amended in April 2008 and currently in force, which states that in addition to the Platinum Member class described in Section 3 of Article III of the ICA Bylaws and requiring annual dues of \$25,000 and above, "There shall be such other membership classes as the Board shall establish. The eligibility criteria and annual dues for, privileges of, and the representation on the Association Board of Directors accorded to such other classes, if any, shall be determined by the Board of Directors.", hereby *Resolves* –

- There shall continue to be a membership class designated as "Gold" available to individuals and corporations that pay annual dues of not less than \$10,000 or more than \$24,999;

- There shall continue to be a membership class designated as “Silver” available to individuals and corporations that pay annual dues of not less than \$5,000 or more than \$9,999;
- There shall be a new membership class designated as “Bronze” available to individuals and corporations that pay annual dues of not less than \$1,000 or more than \$4,999;
- That, for each aggregate total of \$25,000 in annual dues derived collectively from all of these three membership classes (subject to Board verification that this financial criteria has been met) there shall be an ICA Board member elected by the members of these classes to represent their collective views and interests on the Board, subject to the limitation on total Board size contained in Section 1 of Article IV (Directors) of the Bylaws;
- That, in any election held to select such Board members each Gold Member shall be entitled to cast five votes, each Silver member three votes, and each Bronze Member one vote;
- That each ICA member may nominate one candidate to stand for open Board positions, subject to deadlines and procedures subsequently established by the Board, and that such nominee need not be a then-current or past Member or Supporter of the ICA;
- That in any election in which more than one Board member shall be selected the winning candidates shall be those receiving the largest total aggregate number of votes, in order, until all open Board positions have been filled;
- That the initial election for junior membership class Board representatives held pursuant to the adoption of this Resolution shall occur no later than December 31, 2014; and
- That upon certification of the election results by the Board each elected representative shall commence a Board term of two years.

The Board further *Resolves* that not less than six months prior to the expiration of the term(s) of those Board member(s) initially elected pursuant to the adoption of this Resolution it shall commence a review of Board composition and Member class representation in order to evaluate whether modifications are advisable.

Upon adoption, this Resolution supplants and supersedes any prior Resolution or other action taken by the Board in regard to membership classes and their representation on the Board.

Adopted by a unanimous Board vote of 3 to 0 on the third day of October, 2014.