

DNS-OARC EGM

Warsaw, May 10, 2014
Ondrej Filip
chairman



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Domain Name System Operations Analysis and Research Center

OARC Board

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New OARC

- Restart of the organization
- Strategy introduced in 2013
- „Ideal OARC“
- Bootstrap issue



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New OARC

- New projects
- New people
- New members
- Infrastructure renewal
- More value to the members
- Increased budget
- More in president's report



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Membership growth

- Helps to increase budget – required for new projects
- Decrease of participation (percentage)
- Quorum issue (Phoenix and also here)
- Solution – decrease quorum, electronic voting
- This raises a thread of company capture
- Anti-capture provisions proposed



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Quorum

- Currently more than 50% of membership (in person or proxies)
- Issues every meeting
- Proposal – decrease to 33,3% (minimum required by Californian law)
- Estimate – this could help at least for 3-5 years – depending on membership growth and attendance



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Quorum

WHEREAS, Article III, Section 4F of the Company's Bylaws provides that a majority of the members at any meeting of members shall constitute a quorum for the transaction of business; and

WHEREAS, it is in the best interests of the Company and its members to change the quorum requirement from a majority of the members to one-third of the members;

NOW THEREFORE, IT IS RESOLVED, that Article III, Section 4F of the Company's Bylaws shall be revised to provide that the presence in person or by proxy of one-third of the members at any meeting of members shall constitute a quorum for the transaction of business.



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Electronic voting

- Currently – only voice or written ballot – not very practical for remote members
- Proposal – allow electronic transmission of ballots
- Ability to determine that the electronic transmission was authorized by the member
- No solution implemented yet



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Electronic voting

WHEREAS, Article III, Section 4H of the Company's Bylaws currently provides that members shall be entitled to vote at any meeting of members by voice or by written ballot; and

WHEREAS, it is in the best interest of the Company and its members to allow for electronic transmission of written ballots;

NOW, THEREFORE, IT IS RESOLVED, that Article III, Section 4H of the Company's Bylaws is hereby revised to provide that the requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member.



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Anti-capture provisions

- Currently – no restriction on voting of “cooperating” companies (owned by one entity, etc.)
- Organization capture is easier with quorum decrease and electronic voting
- Although we have no indication of such behavior we propose to prevent it
- Proposal – include anti-capture provisions



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Anti-capture provisions

WHEREAS, Article III, Section 2 of the Company's Bylaws currently provides that all members shall have the right to vote as set forth in the Bylaws; and

WHEREAS, it is in the best interest of the Company and its members to clarify voting procedures for the members;

NOW THEREFORE, IT IS RESOLVED, that Article III, Section 2 of the Company's Bylaws is hereby revised to provide that any such company, institution or other entity which qualifies for membership under Article III, Section 1 of these Bylaws shall be deemed to include, for purposes of voting, all of such company's, institution's or other entity's respective employees, agents and affiliates. In all cases, regardless of the number of employees, independent contractors, agents or affiliates, such company, institution or other entity shall be entitled to only one vote on any matter which requires approval of the Company's members pursuant to the Bylaws.



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Categories and agreement

- **Not finalized yet, just FYI**
- Membership categories
- Participation agreement amendment
- Still working on the document – draft ready, more discussion required
- Planned to be finalized at AGM 2014



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Categories and agreement

- New membership category – blue
- Low financial contribution, only companies with limited revenue and number of employees
- Better description of platinum category – more than 20k USD, more PoC
- Simplification of non-paying participants into a single category without voting right – non-members – might have right to access data



Categories and agreement

- Other changes:
 - Split of Information and Data
 - Information – attacks, DNS SW vulnerabilities, outages, cutting edge research results, etc.
 - Data – data access agreement required; Raw data – DITL, ODVR, Porttest, benchmark etc.



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Questions ?

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