

**AMENDED AND RESTATED BYLAWS OF**

**OARC, INC.**

**A Delaware Corporation**

Adopted as of ~~June 30, 2008~~October 11, 2014

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OARC, INC.

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WHEREAS, the original Bylaws of the corporation were adopted by the Board of Directors of the corporation as of June 30, 2008 (the "Original Bylaws"); and

WHEREAS, the Original Bylaws have been amended from time to time by action of the Board of Directors and the members of the corporation; and

WHEREAS, it is in the best interests of the corporation and its members to amend and restate the Original Bylaws to incorporate all such amendments into a single document for ease of reference;

NOW THEREFORE, the Original Bylaws of the corporation are hereby amended and restated in their entirety as follows. The Amended and Restated Bylaws are referred to herein as the "Bylaws."

**ARTICLE I**  
**OFFICES**

SECTION 1. REGISTERED OFFICE AND PRINCIPAL OFFICE. The registered office of the corporation in the State of Delaware shall be c/o National Registered Agents, Inc., 160 Greentree Drive, Suite 101, Dover, Delaware 19904, or such other place as the Board of Directors may designate from time to time. The Board of Directors shall fix the location of the principal executive office of the corporation at any place within or outside the State of Delaware.

SECTION 2. OTHER OFFICES. The Board of Directors may at any time establish branch or subordinate offices at any place or places in this state or otherwise.

SECTION 3. REGISTERED AGENT. The registered agent of the corporation in the State of Delaware is National Registered Agents, Inc.

**ARTICLE II**  
**PURPOSE AND DEDICATION OF ASSETS**

SECTION 1. PURPOSE. This corporation is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the Delaware General Corporation Law for charitable, religious, education and scientific purposes under Section 501(c)(3) of the Internal Revenue Code. The specific purpose of this corporation is to gather and analyze world-wide data from the Internet Domain Name System in support of network operations, co-ordination, research, and prevention of abusive and illegal activity; and to disseminate such information to governmental entities, businesses, educational institutions and individuals, and to carry on other activities associated with this purpose as allowed by law.

SECTION 2. DEDICATION OF ASSETS. The assets of this corporation are irrevocably dedicated to charitable, religious, education and scientific purposes. No part of the net income or assets of this corporation shall ever inure to the benefit of any director, trustee, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, any assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, religious, education and scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE III MEMBERSHIP**

SECTION 1. QUALIFICATIONS FOR MEMBERSHIP. The corporation shall have one class of members. Any company, institution or other entity interested in advancing the goals and programs of the corporation shall be eligible for membership upon execution of a Participation Agreement in the form approved by the directors of the corporation from time to time, and upon timely payment of such dues and fees as may be set forth in the Participation Agreement. In addition, the Board of Directors may from time to time, in its discretion, admit an individual as a member of the corporation on such terms and conditions as may be approved by the Board of Directors. As a condition of becoming a member of the corporation, all such individuals shall execute the Participation Agreement and satisfy such other requirements set by the Board of Directors. Members who have executed the Participation Agreement, have paid the required dues and fees in accordance with such Agreement, and have not been terminated shall be members in good standing.

SECTION 2. RIGHTS OF MEMBERS. All members shall have the right to vote, as set forth in these Bylaws, on the election of directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. Any 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 corporation's members pursuant to these Bylaws.

SECTION 3. TERMINATION OF MEMBERSHIP. A membership shall terminate on occurrence of any of the following events: (a) resignation of the member, (b) expiration of the period of membership set forth in the Participation Agreement, (c) failure of the member to pay dues or fees in accordance with the Participation Agreement, or (d) termination of membership under these Bylaws based on a good faith determination by the Board of Directors that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests. Prior to termination of any member, the Board of Directors shall give the member at least thirty (30) days' prior written notice of the proposed termination and the reasons for such termination. The member shall be given an opportunity to be heard, either orally or in writing, at least ten (10) days before the effective date of the proposed termination. The hearing shall be held, or the written statement considered, by the Board of Directors to determinate whether the termination should occur. The decision of the Board of Directors on any termination shall be final.

#### SECTION 4. MEETINGS OF MEMBERS; NOTICE; VOTING.

A. Place of Meetings. Meetings of members shall be held at any place within or outside the State of Delaware designated by the Board of Directors. In the absence of any such designation, members' meetings shall be held at the principal executive office of the corporation.

B. Annual Meeting. The annual meeting of members shall be held at 10:00 a.m. on ~~June~~September 30<sup>th</sup> of each year, unless the Board of Directors fixes another date and time and so notifies the members as provided in Subsections 4D and 4E below. If the scheduled date falls on a Saturday, Sunday or holiday, the meeting shall be held on the next full business day. At the annual meeting, directors shall be elected and other proper business which is within the powers of the members may be transacted.

C. Special Meetings. The Board of Directors, the President or five percent (5%) or more of the members may call a special meeting of the members for any lawful purpose at any time. If a special meeting is called by any person or persons other than the Board of Directors, the request shall be in writing, specifying the time of such meeting and the general purpose for which the meeting is called, and shall be submitted to the President, any Vice President, or the Secretary of the corporation. The officer receiving the request shall cause notice to be promptly given to the members, in accordance with Subsections 4D and 4E below, that a meeting will be held at the time requested by the person or persons calling the meeting, not less than thirty (30) nor more than sixty (60) days after the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the person or persons requesting the meeting may give the notice. Nothing contained in this Subsection 4C shall be construed as limiting, fixing or affecting the time when a meeting of members called by the Board of Directors may be held.

D. Notice of Members' Meetings.

(i) All notices of meetings of members shall be sent or otherwise given in accordance with this Section 4 and, except as set forth in Subsection 4C above, shall be sent or otherwise given not less than ten (10) nor more than sixty (60) days before the date of the meeting. The notice shall specify the place, date and hour of the meeting, and (a) in the case of a special meeting, the purpose or purposes for which the meeting is called, or (b) in the case of the annual meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the members. The notice of any meeting at which directors are to be elected shall include the name of any nominee or nominees whom, at the time of the notice, are eligible for election.

(ii) If action is proposed to be taken at any meeting for approval by the members of any of the following actions, then the notice shall also state the general nature of that proposal: (a) amending the Certificate of Incorporation of the corporation, (b) removing a director, (c) filling a vacancy on the Board of Directors, or (d) electing to wind up and dissolve the corporation.

E. Manner of Giving Notice. Notice of any meeting of members shall be given either personally or by first-class mail or other written communication, charges prepaid, addressed to the member at the address of that member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice. If no such address appears on the corporation's books or is given, notice shall be deemed to have been given if sent to that member by first-class mail or other written communication to the corporation's principal executive office, or if published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or

sent by other means of written communication. An affidavit of the Secretary or an Assistant Secretary of the corporation that the notice has been given shall, in the absence of fraud, be *prima facie* evidence of the facts stated therein.

F. Quorum. The presence in person or by proxy of a ~~majority~~one third (1/3) of the members at any meeting of members shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.



G. Adjournment of Meetings and Notice. Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members at that meeting, either in person or by proxy, but in the absence of a quorum, no other business may be transacted at that meeting, except as provided in Subsection 4F above. When any meeting of members, either annual or special, is adjourned to another time and place, notice need not be given of the adjourned meeting if the time and place are announced at a meeting at which the adjournment is taken, unless a new record date for the adjourned meeting is fixed, or unless the adjournment is for more than thirty (30) days from the date set for the original meeting, in which case the Board of Directors shall set a new record date. If the adjournment is for more than thirty (30) days, or if a new record date is fixed for the adjourned meeting, a notice of any such adjourned meeting shall be given to each member in accordance with the provisions of Subsections 4D and 4E above. At any adjourned meeting the corporation may transact any business which might have been transacted at the original meeting.

H. Voting. Subject to the provisions of the General Corporation Law of Delaware, members in good standing on the record date (as determined under Subsection 4L below) shall be entitled to vote at any meeting of members. The members' vote may be by voice or by ballot; provided however, that any election for directors must be by ballot. Such ballot requirement 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. Each member entitled to vote may cast one vote on each matter submitted to a vote of the members. If a quorum is present, the affirmative vote of the majority of the members at the meeting who are entitled to vote shall be the act of the members, unless the vote of a greater number or voting by classes is required by the General Corporation Law of Delaware, the Certificate of Incorporation or these Bylaws.

I. Waiver of Notice or Consent. The transactions of any meeting of members, either annual or special, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice. The waiver of notice need not specify either the business to be transacted or the purpose of any annual or special meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Subsection 4D(ii) above, the waiver of notice or consent shall state the general nature of the proposal. All such waivers shall be filed with the corporate records or made a part of the Minutes of the meeting. Attendance by a member at a meeting shall also constitute a waiver of notice of that meeting, except when the member objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened, and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting if that objection is expressly made at the meeting.

J. Actions By Written Consent Without a Meeting. Any action which may be taken at any annual or special meeting of the members may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, is signed by the members having not less than the minimum number of votes that would be necessary to authorize or take that action at a meeting at which all members entitled to vote on that action were present and voted. In the case of election of directors, such a consent shall be effective only if signed by all members entitled to vote for the election of directors. All such consents shall be filed with the Secretary of the corporation and shall be maintained in the corporate records. Any member giving a written consent may revoke the consent by a writing received by the Secretary of the corporation before written consents of the number of members required to authorize the proposed action have been filed with the Secretary.

K. Telephone and Electronic Meetings. Members may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Article IX, Section 3 of these Bylaws so long as: (a) each member participating in the meeting can communicate with all of the other members concurrently, and (b) each member is provided with the means of participating in all matters before the members, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the members.

L. Record Date for Notice, Voting and Consents. For purposes of determining the members entitled to notice of any meeting or to vote or entitled to give consent to corporate action without a meeting, the Board of Directors may fix a record date in advance, which shall not be more than sixty (60) days nor less than ten (10) days before the date of any such meeting nor more than sixty (60) days before any such

action without a meeting, and in this event only members of record on the date so fixed are entitled to notice and to vote or to give consents, as the case may be. If the Board of Directors does not so fix a record date: (i) the record date for determining members entitled to notice of or to vote at a meeting of members shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held; (ii) the record date for determining members entitled to give consent to corporate action in writing without a meeting when no prior action by the Board is necessary shall be the day on which the first written consent is given; and (iii) a determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

M. Proxies. Every member entitled to vote for directors or on any other matter shall have the right to do so either in person or by an agent authorized by a written proxy signed by the member and filed with the Secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy by the member or the member's attorney in fact. A validly executed proxy which does not state that it is irrevocable shall continue in full force and effect unless (i) revoked by the member executing it, before the vote pursuant to that proxy, by a writing delivered to the corporation stating that the proxy is revoked, or by a subsequent proxy executed by, or attendance at the meeting and voting in person by, the member executing the proxy; or (ii) written notice of the death or incapacity of the maker of that proxy is received by the corporation before the vote pursuant to that proxy is counted; provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of Section 212 of the General Corporation Law of Delaware.

## **ARTICLE IV** **DIRECTORS**

SECTION 1. POWERS. Subject to the provisions of the General Corporation Law of Delaware and subject to any limitations contained in these Bylaws regarding actions that require approval of the members, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 2. NUMBER AND QUALIFICATION OF DIRECTORS; ~~INITIAL DIRECTORS~~. The number of directors of the corporation shall be not less than five (5) nor more than eight (8), with the exact authorized number of directors to be fixed from time to time within such limits by vote of the members. The initial number of authorized directors shall be six (6). The Board of Directors shall be composed of individual representatives from the members or other entities associated with the corporation as provided below.

~~A. Secretariat Director. One (1) member of the Board of Directors shall be appointed by the entity which is responsible for the day-to-day operations and administration of the corporation (referred to as the "Secretariat"). The initial entity performing the Secretariat duties shall be Internet Systems Consortium, Inc. ("ISC"). If at any time ISC no longer wishes to perform the functions of the Secretariat, ISC shall so notify the Board of Directors, and another entity shall be designated by the Board of Directors as the Secretariat for the corporation. Thereafter a representative from such other entity shall serve as a member of the Board of Directors in the Secretariat position instead of a representative from ISC.~~

~~B. Root Servers Director. One (1) member of the Board of Directors shall be appointed by the Root Servers Advisory Committee per Article V, Section 2B below. Such director shall be chosen by the Committee and shall be subject to the provisions of Section 3 below. The initial Root Servers Director shall be a representative from VeriSign, Inc.~~

C. At-Large Directors. By majority vote, the members shall select ~~four~~six (6) members in good standing (the "At-Large Members") who shall each have the authority to designate one (1) representative as a member of the Board of Directors. ~~The initial At-Large Members shall be: (i) Nominet UK, (ii) DENIC eG, (iii) University of Maryland, and (iv) Afilias Limited.~~ Upon selection by the members, each of the At-Large Members shall promptly appoint a representative to serve as a director of the corporation ~~(the "At-Large Directors")~~ which directors shall be subject to the provisions of Section 3 below. The members, by majority vote at the members' annual meeting, may change the At-Large Members. Any new At-Large Member shall then appoint a representative to serve as a director of the corporation, and such new director's term of office shall begin upon expiration of the term of office of the outgoing ~~At-Large Director~~director.

SECTION 3. TERM OF OFFICE OF DIRECTORS. The directors of the corporation shall be appointed as set forth in Section 2 above. ~~The initial directors appointed by the Secretariat, the Root Servers Advisory Committee and Nominet UK shall each serve for a term of two (2) years, beginning on June 30, 2008 and expiring on June 30, 2010. The remainder of the directors shall serve for a term of one (1) year, beginning on June 30, 2008 and expiring on June 30, 2009. Following the expiration of the initial terms, each~~Each director shall serve for a term of two (2) years and may be appointed to serve no more than three (3) consecutive 2-year terms. Each director shall hold office until expiration of his or her term and until a successor has been appointed or elected. To the extent practicable, the terms of office for directors shall begin on ~~June 30th of each year~~the date of the annual meeting of the members, and shall be staggered so that the terms of approximately one-half (1/2) of the directors will expire each year. ~~Notwithstanding the above, the Secretariat may choose to retain the same representative as the Secretariat Director until there is a change in the entity which holds the Secretariat position as provided in Subsection 2A above.~~

#### SECTION 4. VACANCIES; RESIGNATION.

A. Vacancies. A vacancy in the Board of Directors shall be deemed to exist upon the occurrence of any of the following: (i) the death,

resignation, or removal of any director, (ii) the Board of Directors by resolution declares vacant the office of a director who has been declared of unsound mind by an order of court or convicted of a felony, (iii) the authorized number of directors is increased, (iv) any director duly elected shall refuse in writing to accept the position, or (v) any director shall terminate his or her employment with the entity that appointed such director. A vacancy in the Board of Directors shall be filled by the entity which initially appointed such director pursuant to Section 2 above. In the event that such entity fails to appoint a successor director within sixty (60) days following the event that resulted in a vacancy, then such vacancy may be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director. Each director elected to fill a vacancy shall hold office until a successor has been appointed and qualified.

B. Resignation. Any director may resign effective on giving written notice to the Chairman of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for that resignation to become effective. If the resignation of a director is effective at a future time, a successor may be appointed in advance to take office when the resignation becomes effective. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

SECTION 5. PLACE OF MEETINGS. Regular meetings of the Board of Directors may be held at any place within or outside the State of Delaware that has been designated from time to time by resolution of the Board. In the absence of such a designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of Delaware that has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, at the principal executive office of the corporation.

SECTION 6. ANNUAL MEETING. The annual meeting of the Board of Directors shall be held immediately following each annual meeting of the members. This meeting shall be held for the purpose of organization, any desired election of officers, and the transaction of other business. Notice of this meeting shall not be required.

SECTION 7. OTHER REGULAR MEETINGS. Other regular meetings of the Board of Directors shall be held without call at such time as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice.

SECTION 8. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board or the President or any two (2) directors. Notice of the time and place of special meetings shall be given to each director at least four (4) days before any such meeting if given by first-class mail or forty-eight (48) hours before any such meeting if given personally or

by telephone, including a voice messaging system or by other electronic transmission in compliance with Article IX, Section 3 of these Bylaws.

SECTION 9. QUORUM. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article IV. Every act or decision done or made by the majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the General Corporation Law of Delaware and these Bylaws which require member approval. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

SECTION 10. WAIVER OF NOTICE. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice if a quorum is present and if, either before or after the meeting, each of the directors not present signs a written waiver of notice. The waiver of notice need not specify the purpose of the meeting. All such waivers shall be filed with the corporate records or made a part of the Minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting except when the director attends such meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 11. ADJOURNMENT. A majority of the directors present at a meeting of the Board of Directors, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION 12. NOTICE OF ADJOURNMENT. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting, in the manner specified in Section 8 of this Article IV, to the directors who were not present at the time of the adjournment.

SECTION 13. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors, and any resolution so adopted may be certified as having been adopted at a meeting of the Board of Directors held on the date of the last signature to consent at the principal executive office of the corporation. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board.

SECTION 14. TELEPHONE AND ELECTRONIC MEETINGS. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with Article IX, Section 3 of these Bylaws so long as: (a) each director participating in the meeting can

communicate with all of the other directors concurrently, and (b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

SECTION 15. COMPENSATION OF DIRECTORS. Directors shall not receive compensation for their services as directors. The Board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 16 of this Article.

SECTION 16. CONFLICTS OF INTEREST.

A. Directors will exercise their authority and carry out their duties for the sole benefit of the corporation. No director will vote or act on any matter as to which he or she has a conflict of interest. Any dispute as to whether a conflict of interest exists will be resolved by a majority vote of the Board of Directors, excluding the director or directors alleged to have a conflict of interest.

B. A "conflict of interest" will mean any actual or apparent financial, personal or other motivation which is or could be affected by the exercise of the director's authority and duties or that the director is a financially interested person. A "financially interested person" means either (a) any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full-time or part-time officer or other employee, independent contractor or otherwise, excluding any advancement or reimbursement of reasonable expenses pursuant to Section 15 of this Article; or (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

C. The corporation will not enter into any transaction in which any director of the corporation has a conflict of interest, unless the Board has determined in good faith that all of the following criteria have been met: (a) the corporation is entering into the transaction for its own benefit; (b) the transaction is fair and reasonable to the corporation; and (c) the transaction has received the approval of the Board, excluding the input of any interested director, with the disclosure of all material facts concerning the transaction and of the conflict of interest of the director.

D. Each person elected as director will certify to the corporation upon election and once per year thereafter that such person does not know of any conflict of interest with the corporation, or describing in full the conflict of interest. Immediately upon discovery, a director will disclose to the President or Chairman of the Board in writing any conflict of interest with the corporation.

## ARTICLE V

## COMMITTEES

SECTION 1. COMMITTEES OF DIRECTORS. The Board of Directors may, by resolution adopted by a majority of the authorized number of directors, designate one or more committees, each consisting of one or more directors, to serve at the pleasure of the Board. The Board may designate one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of any committee requires the vote of a majority of the authorized number of directors. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except with respect to:

- A. The approval of any action which under these Bylaws also requires members' approval;
- B. the filling of vacancies on the Board of Directors or in any committee;
- C. the setting of the number of directors as specified in these Bylaws;
- D. the amendment or repeal of Bylaws or the adoption of new Bylaws;
- E. the amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable; or
- F. the appointment of any other committees of the Board of Directors or the members of these committees.

## SECTION 2. ADVISORY COMMITTEES.

A. General. The Board of Directors may also establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed as the Board determines. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of the corporation, but shall be restricted to making recommendations to the Board and implementing Board decisions and policies under the supervision and control of the Board.

B. Root Servers Advisory Committee. The corporation shall have a Root Servers Advisory Committee consisting of operators of DNS Root Name Servers. The Root Servers Advisory Committee shall be consulted from time to time in connection with the analysis and characterization of data. ~~The Root Servers Advisory Committee shall~~



~~appoint one (1) representative to serve as a member of the Board of Directors.~~

### SECTION 3. MEETINGS AND ACTION OF COMMITTEES.

A. Board Committees. Meetings and action of Board Committees shall be governed by, and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records..

B. Advisory Committees. Subject to the authority of the Board of Directors, Advisory Committees may determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

## **ARTICLE VI** **OFFICERS**

SECTION 1. OFFICERS. The initial officers of the corporation shall be a President, a Secretary, and a Treasurer. The corporation shall also have a Chairman of the Board and may have, at the discretion of the Board of Directors, one or more Vice Presidents, Assistant Secretaries, or Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article VI. Any number of offices may be held by the same person.

SECTION 2. ELECTION OF OFFICERS. The officers of the corporation, except such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article VI, shall be chosen by the Board of Directors. ~~Unless otherwise determined by the Board of Directors, the positions of President, Secretary and Treasurer shall be held by representatives from the Secretariat in order to more effectively coordinate the day-to-day operations and administration of the corporation.~~ Each officer shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

SECTION 3. SUBORDINATE OFFICERS. The Board of Directors may appoint, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

#### SECTION 4. REMOVAL AND RESIGNATION OF OFFICERS.

A. Removal. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

B. Resignation. Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

SECTION 5. VACANCIES IN OFFICES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

SECTION 6. CHAIRMAN OF THE BOARD. The Chairman of the Board shall be elected by the Board of Directors, shall preside at meetings of the Board of Directors, and shall exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by the Bylaws. The Chairman of the Board shall cast the deciding vote for any matter on which the vote of the Board is evenly split. If there is no President, the Chairman of the Board shall in addition be the chief executive officer of the corporation and shall have the powers and duties prescribed in Section 7 of this Article VI.

SECTION 7. PRESIDENT. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, the President shall be the general manager and the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and the officers of the corporation. The President shall preside at all meetings of the members, and in the absence of the Chairman of the Board, the President shall preside at all meetings of the Board of Directors. The President shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

SECTION 8. VICE PRESIDENTS. In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board of Directors or, if not ranked, a Vice President designated by the Board of Directors, shall perform all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to

time may be prescribed for them respectively by the Board of Directors, the Bylaws, the President or the Chairman of the Board.

SECTION 9. SECRETARY. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a Minute Book of all meetings and actions of members, directors and committees of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at members' meetings, directors' meetings or committee meetings, and the proceedings. The Secretary shall also keep, or cause to be kept, at the principal executive office, a record of all members and their addresses. The Secretary shall also give, or cause to be given, notice of all meetings of the members or Board of Directors required by the Bylaws or by law to be given, and shall keep the seal of the corporation if one be adopted, in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, the President or the Bylaws.

SECTION 10. TREASURER. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and retained earnings. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all transactions by the Treasurer and of the financial condition of the corporation, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors, the President or the Bylaws.

**ARTICLE VII**  
**INDEMNIFICATION OF DIRECTORS,**  
**OFFICERS, EMPLOYEES AND OTHER AGENTS**

SECTION 1. LIMITED PERSONAL LIABILITY. To the fullest extent permitted by the General Corporation Law of Delaware, as the same may be amended from time to time, a director of the corporation shall not be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director. However, such relief from liability shall not apply in any instance in which such relief is inconsistent with any provision of the Internal Revenue Code which is applicable to organizations described in Section 501(c)(3) of the Internal Revenue Code.

SECTION 2. INDEMNIFICATION.

A. Each person who was or is made a party or is threatened to be made a party to or is involved in any Proceeding (which for purposes of this Article VII shall mean any action, suit or proceeding, whether civil, criminal, administrative or investigative) by reason of the fact that he, or a person of whom he is the legal representative, is or was a director or

officer of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the corporation to the fullest extent authorized by the General Corporation Law of Delaware, as the same may be amended from time to time (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than said law permitted the corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his heirs, executors and administrators; provided, however, that, except as provided in Section 2.B of this Article VII, the corporation shall indemnify any such person seeking indemnification in connection with a Proceeding (or part thereof) initiated by such person only if such Proceeding (or part thereof) was authorized by the Board of Directors of the corporation. The right to indemnification conferred in this Article VII shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition. The corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the corporation with the same scope and effect as the foregoing indemnification of directors and officers. However, the indemnification provided hereunder shall not apply in any instance in which such indemnification is inconsistent with any provision of the Internal Revenue Code which is applicable to organizations described in Section 501(c)(3) of the Internal Revenue Code.

B. If a claim under Section 2.A of this Article VII is not paid in full by the corporation within thirty (30) days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the General Corporation Law of Delaware for the corporation to indemnify the claimant for the amount claimed, but the burden of proving that the claimant has met such standards of conduct

shall be on the claimant. Neither the failure of the corporation (including its Board of Directors, independent legal counsel or its members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the General Corporation Law of Delaware, nor an actual determination by the corporation (including its Board of Directors, independent legal counsel or its members) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

C. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article VII shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of this Bylaw, the Certificate of Incorporation, agreement, vote of members or disinterested directors or otherwise.

D. The corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the General Corporation Law of Delaware.

## **ARTICLE VIII**

### **RECORDS AND REPORTS**

SECTION 1. CORPORATE RECORDS. The corporation shall keep adequate and correct books and records of account, minutes of the proceedings of its members, Board of Directors and committees of the Board of Directors, copies of the corporation's articles, bylaws and other corporate documents, and a record of its members and their addresses. The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

SECTION 2. INSPECTION OF CORPORATE RECORDS. Every member and director shall have the right at any reasonable time during office hours to inspect and copy the corporation's books, records, documents, list of members and physical properties. The inspection may be made in person or by the member's or director's agent or attorney. If the principal executive office of the corporation is outside the State of Delaware and the corporation has no principal business office in this state, the Secretary shall, upon the written request of any member, furnish to that member a copy of the Bylaws as amended to date.

SECTION 3. ANNUAL REPORT TO MEMBERS AND DIRECTORS. Within 120 days after the end of the corporation's fiscal year, the President shall furnish a written report to all members and directors of the corporation containing the following information:

A. the assets and liabilities, including the trust funds of the corporation, as of the end of the fiscal year;

B. the principal changes in assets and liabilities, including trust funds, during the fiscal year;

C. the revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

D. the expenses or disbursements of the corporation, for both general and restricted purposes, for the fiscal year; and

E. any transaction during the previous fiscal year involving more than \$50,000 between the corporation (or its parent or subsidiaries, if any) and any of its directors or officers (or the directors or officers of its parent or subsidiaries, if any) or any holder of more than ten percent of the voting power of the corporation or its parent or subsidiaries, if any, or any of a number of such transactions in which the same person had a direct or indirect material financial interest, and which transactions in the aggregate involved more than \$50,000, as well as the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any director or officer of the corporation. For each transaction, the report must disclose the names of the interested persons involved in such transaction, stating such person's relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the value of such interest.

The foregoing report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without an audit from the books and records of the corporation. The report and any accompanying material may be sent by electronic transmission in compliance with Section 3 of Article IX.

SECTION 4. ANNUAL STATEMENTS. The corporation shall timely file with the Secretary of State of the State of Delaware, on the prescribed forms, periodic reports, filings and statements as required by the General Corporation Law of Delaware.

## **ARTICLE IX**

### **GENERAL CORPORATE MATTERS**

SECTION 1. CHECKS, DRAFTS, EVIDENCES OF INDEBTEDNESS. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by

such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

**SECTION 2. EXECUTION OF CORPORATE INSTRUMENTS.** The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and this authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

**SECTION 3. ELECTRONIC TRANSMISSIONS.** Unless otherwise provided in these Bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written" and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (i) for electronic transmissions *from* the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions *to* the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form.

**SECTION 4. CONSTRUCTION AND DEFINITIONS.** Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the General Corporation Law of Delaware shall govern the construction of these Bylaws. Without limiting the generality of this provision, the singular number includes the plural, the plural number includes the singular, the term "person" includes both a corporation and a natural person and pronouns of the masculine gender include pronouns of the feminine gender.

**SECTION 5. EMERGENCY PROVISIONS.** During any emergency resulting from an attack on the United States or on a locality in which the corporation conducts its business or customarily holds meetings of its Board of Directors or its members, or during any disaster, or other emergency condition, as a result of which a quorum of the Board of Directors or a standing committee, if any, cannot readily be convened for action, a meeting of the Board of Directors or of said committee may be called by any officer or director. Such notice may be given only to such of the directors or members of the committee, as the case may be, as it may be feasible to reach at the time and by such means as may be feasible at the time including, without limitation, publication or radio. The director or directors in attendance at the meeting of the Board of Directors and the member or members of the executive committee, if any, in attendance at the meeting of the committee, shall constitute a quorum. If none are in attendance at the meeting, the officers or other persons designated on a list approved by the Board of Directors before the emergency, all in such order of priority and subject to such conditions and for such period of time (not longer than reasonably necessary after the

termination of the emergency) as may be provided in the resolution approving the list, shall, to the extent required to provide a quorum at any meeting of the Board of Directors or of the executive committee, be deemed directors or members of the committee, as the case may be, for such meeting. In the absence of a designation by the Board of Directors, the order of priority of such officers shall be as follows: President, Vice President, Treasurer, Secretary, Assistant Treasurer and Assistant Secretary. The Board of Directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such emergency any or all officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties. The Board of Directors, either before or during any such emergency, may, effective in the emergency, change the principal executive office or designate several alternative offices or authorize the officers so to do.

SECTION 6. FISCAL YEAR. The fiscal year of this corporation shall end each year on December 31.

SECTION 7. AMENDMENTS BY MEMBERS. New bylaws may be adopted, or these Bylaws may be amended or repealed by the members. Any proposed amendments to these Bylaws shall be submitted in writing to the members at least thirty (30) days in advance of any members' meeting at which they will be considered for adoption. Any one of the following shall be required to adopt a new bylaw or a bylaw amendment by the members: (a) the affirmative vote of three-quarters (3/4ths) of the members present at any such members' meeting (provided there is at least a quorum present for the vote), or (b) the affirmative vote of two-thirds (2/3rds) of the entire membership at any such members' meeting, or (c) the unanimous written consent of all the members.

SECTION 8. AMENDMENTS BY DIRECTORS. Subject to the members' rights under Section 7 above and the limitations set forth below, the directors may adopt, amend or repeal bylaws unless doing so would materially and adversely affect the members' rights as to voting or transfer. The Board of Directors may not extend a director's term beyond that for which the director was elected nor may it change the minimum, maximum or authorized number of directors. Any proposed amendments to these Bylaws shall be submitted in writing to the directors at least thirty (30) days in advance of any directors' meeting at which they will be considered for adoption. The vote of a majority of the directors or the unanimous written consent of the directors shall be required to adopt a new bylaw or a bylaw amendment.

SECTION 9. GOVERNING LAW. In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the Delaware General Corporation Law as then in effect shall apply.



**CERTIFICATE OF ADOPTION OF AMENDED AND RESTATED BYLAWS**

I, the undersigned, the Secretary of OARC, Inc., a Delaware corporation, do hereby certify that the foregoing Amended and Restated Bylaws were adopted unanimously as the Bylaws of the corporation by the all of the Directors of the corporation as of ~~June 30, 2008~~, October 11, 2014, and do now constitute the Bylaws of said corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name as of ~~June 30, 2008~~, October 11, 2014.

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Keith N. Mitchell, Secretary

Document comparison by Workshare Compare on Tuesday, September 23, 2014  
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