

**PROCEEDINGS OF THE BOARD OF DIRECTORS
OARC, INC.**

The undersigned, constituting all of the Directors of OARC, Inc. (the "Company") in attendance at the Board of Directors' meeting held on ____ ____, 2018, hereby considered the following matters and adopted the following resolutions:

Procedures for Change in Election of Directors:

WHEREAS, on September 30, 2017, the Company adopted and approved revisions to Article IV of the Company's Bylaws regarding changes in the election of the Directors; and

WHEREAS, it is in the best interests of the Company and its members for the Board of Directors to approve additional revisions to Article IV of the Company's Bylaws in order to clarify the method and procedures for the previously approved changes in the election of Directors;

NOW THEREFORE, IT IS RESOLVED, that Sections 2 and 4A of Article IV of the Company's Bylaws (as previously amended) shall be further amended to provide as follows:

Section 2. NUMBER AND QUALIFICATION OF 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 shall be composed of persons employed by or otherwise affiliated with a member organization; provided however, that not more than one (1) person employed by or affiliated with a particular member organization may be nominated or elected to serve as a Director.

Notwithstanding the above, in the event that (i) two or more persons employed by or affiliated with a particular member organization are elected as Directors, or (ii) two or more persons become employed by or affiliated with a particular member organization while serving as Directors as a result of an employment or affiliation change or change in the structure of the member organization, then such additional persons may be removed by a majority vote of the members so that only one Director employed by or affiliated with a particular member organization remains on the Board of Directors. In such event, any resulting vacancies shall be filled by vote of a majority of the members.

Section 4. VACANCIES; RESIGNATIONS.

- 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, or (iv) any director duly elected shall refuse in writing to accept the position. Except as provided in Article IV, Section 2, a vacancy in the Board of Directors shall 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.

FURTHER RESOLVED, that any Director holding office as of the date of the Company's 2018 annual meeting of the members (*i.e.*, those Directors continuing their terms and not newly elected) shall serve the remainder of their terms as individual Directors, not as designees of particular member organizations.

FURTHER RESOLVED, that the officers of the Company are hereby authorized and directed to sign all documents and take all actions necessary and appropriate to implement the actions approved hereby.

This Proceedings of the Board of Directors shall be signed by those Directors in attendance at the meeting of the Board of Directors on the date hereof and shall be incorporated into the official minutes of such meeting.

Dated: ____ ____, 2018

David Lawrence, Director

Jaromir Talíř, Director

Jacques Latour, Director

George Michaelson, Director

Ondrej Sury, Director

Duane Wessels, Director

**PROCEEDINGS OF THE BOARD OF DIRECTORS
OARC, INC.
SEPTEMBER _____, 2018**

The undersigned, constituting all of the Directors of OARC, Inc. (the "Company") in attendance at the Board of Directors' meeting held on September _____, 2018, hereby considered the following matters and adopted the following resolutions:

Revision to Participation Agreement:

WHEREAS, it is in the best interests of the Company and its Members to have all Members and all Participants comply with the DNS-OARC Conduct Policy (the "Conduct Policy"), a copy of which is attached hereto; and

WHEREAS, the Directors wish to amend the DNS-OARC Participation Agreement (the "Participation Agreement") to include an obligation on behalf of all Participants (and any individuals acting on behalf of a Participant) to comply with the Conduct Policy; and

WHEREAS, the Directors have reviewed the following proposed change to the Participation Agreement:

A new Section 2.3(d) shall be included in the Participation Agreement which states as follows: "Participant, and all individuals acting on behalf of Participant, shall comply at all times with the DNS-OARC Conduct Policy which is located at <https://www.dns-oarc.net/oarc/policies/conduct>."

NOW THEREFORE, IT IS RESOLVED, that the revision to the Participation Agreement, in the form set forth above, is hereby ratified, confirmed, adopted and approved by the Directors, effective as of the date hereof.

Approval to Implement Changes:

RESOLVED, that all of the Board of Directors' actions as described herein are hereby ratified, confirmed, adopted and approved; and

FURTHER RESOLVED, that the Officers of the Company are hereby authorized and directed to sign all documents and take all actions necessary and appropriate to implement the actions approved hereby, including the above revision of the Participation Agreement.

This Proceedings of the Board of Directors shall be signed by those Directors in attendance at the meeting of the Board of Directors on the date hereof and shall be incorporated into the official minutes of such meeting.

Dated: September _____, 2018

Jacques Latour, Director

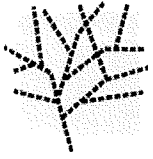
David Lawrence, Director

Jaromir Talíř, Director

Ondrej Sury, Director

George Michaelson, Director

Duane Wessels, Director



DNS-OARC

Domain Name System Operations Analysis and Research Center

DNS-OARC Conduct Policy

DNS-OARC's member community and workshops exist as an open environment which encourages information sharing and learning, to build an inclusive and welcoming community between the professionals who enable, operate and study the Internet's Domain Name System.

By participating in OARC activities, whether online, or in person at an OARC workshop, you are confirming your commitment to follow these principles.

- When participating, treat others with tolerance, respect and courtesy, regardless of who they are and who you are.
- Conduct which is felt to be disrespectful, disruptive, harassing or discriminatory does not belong at OARC. We are especially sensitive to behaviour that offends based on gender, sexual orientation, gender identity, disability, age, religion, race, nationality or ethnic origin; or other perceived social, cultural or personal differences.
- This policy does not prohibit disagreement or vigorous debate, but participants should always avoid personal comments. Free speech and an open exchange of ideas are encouraged and celebrated. Nobody should feel hesitant or afraid to participate in discussions. Demeaning, intimidating or harming anyone in the OARC community is prohibited.
- OARC fosters a transparent and accountable professional environment. Anonymous subscriptions and postings to OARC mailing lists and media channels are discouraged.
- Activity which is illegal, breaches the terms of the [OARC Participation Agreement](#), or endangers the safety of others is prohibited.
- If you feel as though you are not being treated with respect and courtesy by another OARC participant, or you feel uncomfortable with behaviour you experience or witness and need someone to talk to, then approach a member of the OARC Staff or Board, who will have their workshop badges clearly marked, or email [<admin@dns-oarc.net>](mailto:admin@dns-oarc.net). We will do what we can to help resolve such misunderstandings or disagreements. All reports will be handled confidentially.
- Please be aware that anyone failing to respect this Conduct Policy may, at the discretion of the OARC Board, be subject to suspension without refund, expulsion from an OARC workshop, and/or other actions may be taken as deemed necessary.

This policy is established and amended, from time to time, by the OARC Board.