

**AMENDED AND RESTATED BYLAWS
OF
THE GREATER WASHINGTON DC CHAPTER
OF THE INTERNET SOCIETY INC**
(adopted February 16, 2010; amended October 15, 2015)

Article I. Name and Office

Section 1.1. Name: *These are the Bylaws for the Chapter, which shall be called "The Greater Washington DC Chapter of the Internet Society" (the "Chapter"), a chapter of the Internet Society (the "Internet Society" or "ISOC").*

Section 1.2. Trademarks: The Chapter may use the ISOC names ("Internet Society" and "ISOC") and associated logos and service marks in its name and in connection with its activities only in accordance with the published guidelines established by ISOC and provided to the Chapter.

Section 1.3. Principal Office: The initial principal office of the Chapter is located at 1840 Plymouth Street, NW, Washington, DC 20012.

Section 1.4. Change of Address: The Council of the Chapter may change the principal office from one location to another within the District of Columbia (the "District") by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of the Bylaws:

ADDRESS: _____	Dated _____
ADDRESS: _____	Dated _____
ADDRESS: _____	Dated _____

Section 1.5. Other Offices: The Chapter may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Council may, from time to time, designate.

Article II. Purposes

Section 2.1. IRC Section 501(c)(3) Purposes: The Chapter is organized and operates exclusively for one or more of the charitable, scientific and educational purposes permitted to a non-profit corporation under the laws of the District of Columbia (the "District"), as specified in Section 501(c)(3) of the Internal Revenue Code (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

Section 2.2. Specific Purposes: The general purpose of the Chapter shall be to advance and promote the General Purpose and Guiding Principles of the Internet Society by serving the interests of the global Internet community through a local presence. The Chapter will carry out activities designed to engage the local community in sharing information about how the Internet is developing and to support the work of the Internet Society. The Chapter's goals include: (1) protecting the open, innovative development and use of the Internet and (2)

engaging and educating the next generation of Internet users and helping them shape the evolution of the Internet.

Section 2.3. Chapter's Guiding Principles. The Chapter shall be governed and operated at all times in a manner that will foster a decentralized structure that leverages the expertise, energy, and participation of the Chapter's membership and seeks to minimize top-down centralized governance of the Chapter.

Section 2.4. Geographic Area. The Chapter will serve individuals who live or work in the geographic area of the District of Columbia, Maryland, and Virginia (the "Geographic Area"), on a non-exclusive basis, with the understanding that other chapters may be established in overlapping geographic areas.

Article III. ISOC Policies and Procedures

Section 3.1. Chapter Status: *The Chapter is a chapter chartered by the Internet Society. These Bylaws neither supersede nor abrogate any of the Bylaws of the Internet Society that regulate chapter affairs.*

Section 3.2. Conduct of Activities: The Chapter shall conduct its activities in accordance with the policies and guidelines of the Internet Society. The Chapter recognizes that these policies and guidelines may change, and that if the Chapter is unwilling or unable to follow the Internet Society's policies and guidelines, the Internet Society may, on written notice, revoke the Chapter's charter, and the Chapter must immediately cease any claim of association with Internet Society and cease using the name of the "Internet Society" or "ISOC" and its logos and service marks.

Article IV. Membership

Section 4.1. Qualification for Membership: *Membership in the Chapter shall be open to any valid individual member of the Internet Society, without discrimination. To be eligible to vote, a Chapter member shall be resident or working in the Geographic Area; (i) shall have paid the Chapter's annual dues, if any, approved by the Council; and (iii) attended two or more Chapter events or participated significantly in a Chapter activity or on a Chapter committee. No one can be denied membership unless the Council has determined that such exclusion is warranted for reasons of just cause. Any individual denied membership for whatever reason after such procedures shall be entitled to appeal such denial to the Membership.*

Section 4.2. Participation by Non-Members: *Membership is not necessary for participation in public activities or special events of the Internet Society, the Chapter, or the Internet Society's other chapters.*

Section 4.3. Classes of Members: The Chapter shall have one class of individual members ("Members"), among whom those who meet the qualifications for voting membership set forth in Section 4.2 above shall have the right to elect the Council and to vote at meetings of the Members.

Section 4.4. Membership Dues: Chapter membership dues, if any, shall be determined annually by the Council.

Article V. Council (Board of Directors)

Section 5.1. The Council: There shall be a Council of the Chapter. The Council, acting as a board of directors, shall conduct the business and affairs of the Chapter and exercise, or direct the exercise of, all the powers of the Chapter, and perform all lawful acts and things as are not by law, the Articles of Incorporation or these By-Laws directed or required to be exercised or performed by the Members.

Section 5.2. Council's Guiding Principles: In conducting the business and affairs of the Chapter and exercising its powers, the Council shall at all times act in accordance with the Guiding Principles of the Chapter set forth in Section 2.3 above, subject to the requirements of these By-Laws and the laws of the District of Columbia.

Section 5.3. Number and Qualifications: The Council of the Chapter shall consist of not fewer than five (5) members, the initial number set forth in the Articles of Incorporation, nor more than eleven (11) members, whose exact number shall be fixed from time to time by the Council by resolution of a two-thirds majority of the entire Council. The Treasurer appointed by the Council shall serve *ex officio* as a voting member of the Council. Councilmembers shall be of the age of majority in the District, and need not be citizens or residents of the District.

Section 5.4. Elections and Term. Members of the Council shall be elected to serve for a two-year term, or until he or she resigns or is removed or is otherwise disqualified to serve, or his or her successor is elected and qualified, whichever occurs first. A Councilmember's term shall commence immediately after his/her election, or in the case of a councilmember appointed to fill a vacancy, appointment. No decrease in the number of members of the Council shall have the effect of shortening the term of any incumbent Councilmember. Commencing with the date of the amendment of these Bylaws, no Councilmember shall serve more than two (2) consecutive two-year terms; *provided, however*, that a Councilmember elected to serve as a Co-Convenor shall be eligible to serve an additional two-year term.

Section 5.5. Compensation: Councilmembers shall serve without compensation, except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Nothing in this Section shall prevent a Councilmember from receiving compensation for other services, subject to compliance with the Chapter's conflict of interest policies.

Section 5.6. Vacancies. Vacancies on the Council shall exist (i) on the death, resignation, or removal of any Councilmember, or (ii) whenever the number of authorized Councilmembers is increased. Any Councilmember may resign effective immediately upon giving written notice to a Co-Convenor or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. No Councilmember may resign if the Chapter would then be left without a duly elected or appointed Councilmember in charge of its affairs, except after prior written notice to the Office of Corporation Counsel, or other appropriate agency of the District. A Councilmember may be removed from office, for cause, as permitted by and in accordance with the laws of the District.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws, or provisions of law, the Council may fill vacancies on the Council. If the number of Councilmembers then in office is

less than a quorum, a vacancy on the Council may be filled by approval of a majority of the Councilmembers then in office or by a sole remaining Councilmember. A person elected to fill a vacancy on the Council shall hold office until the next election of the Council or until his or her death, resignation, or removal from office.

Section 5.7. Non-liability of Councilmembers. Councilmembers and officers shall not be personally liable for the debts, liabilities, or other obligations of the Chapter.

Section 5.8. Indemnification by Chapter. Councilmembers, officers, and employees of the Chapter shall be indemnified by the Chapter to the fullest extent permissible under the laws of the District against all loss, damage, expense or charge incurred or suffered by him or her arising by reason of his or her having been a councilmember, officer, or employee of the Chapter (whether or not he or she continues to be a councilmember, officer, or employee at the time of incurring or suffering such loss, damage, expense or charge), except for any loss, damage, expense or charge caused by his or her own negligence, willful misconduct, or fraudulent act. The right of indemnification incurred by this Section 5.8 shall be a contract right and shall include the right to be paid by the Chapter reasonable expenses incurred in connection with any proceeding in advance of the final disposition of the proceeding, as specifically authorized by the Council; *provided*, that if applicable District law so requires, the payment of such expenses in advance shall be made only upon receipt by the Chapter of an undertaking by or on behalf of the person claiming indemnification, to repay all amounts so advanced unless it shall be determined that such person is entitled to be indemnified under this Section 5.8 or otherwise. The foregoing right of indemnification shall inure to the benefit of the indemnified person's heirs, executors, administrators, and assigns, and shall not be exclusive of other rights or remedies to which such councilmember, officer, or employee may, as a matter of law, be entitled.

Section 5.9. Insurance for Corporate Agents. Except as may be otherwise provided under provisions of law, the Council may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Chapter (including a councilmember, officer, employee, or other agent of the Chapter) against liabilities asserted against or incurred by such person in such capacity or arising out of the agent's status as such, whether or not the Chapter would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

Section 5.10. Removal. Councilmembers may be removed from office for the following causes by a two-thirds (2/3) vote of the Council: (1) failing to attend three (3) consecutive Council meetings, or 60% of the Council meetings in a year; (2) failing to honor commitments to engage in significant Council/Chapter activities and programs; or (3) undermining the policies and goals of the Chapter.

Article VI. Annual Election of Councilmembers

Section 6.1. Elections. The Chapter's annual election of Councilmembers shall be held at the Annual Meeting of the Chapter provided for under Article XI. The results of the election shall be announced at Annual Meeting.

Section 6.2. Voting. Voting by Members eligible to vote (as defined in Section 4.1) for Councilmembers may be by proxy or in person. If by proxy/ballot, the form of the proxy/ballot

(including by electronic delivery) and the method and timetable for delivery and counting of ballots shall be determined by the Council, or by a committee, if so designated by the Council.

Article VII. Meetings of Council

Section 7.1. Regular Meetings: The Council shall hold a minimum of four (4) quarterly meetings at such place and time, as the Council shall determine.

Section 7.2. Special Meetings: Either a Co-Convenor or two Councilmembers may call a Special Meeting of the Council. Such meetings shall be held at such place and time as the Council or the person(s) calling the special meeting shall determine.

Section 7.3. Notice of Meetings: Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the Secretary shall give notice to each Councilmember of each meeting of the Council. The notice shall state the time and place of the meeting.

Section 7.4. Form of Notice. Notice is given to a Councilmember when it is delivered personally to him/her, left at his/her residence or usual place of business, or sent by facsimile or e-mail, at least twenty-four (24) hours before the time of the meeting or, in the alternative, by mail to his/her address as it shall appear on the records of the Chapter, at least seventy-two (72) hours before the time of the meeting. In the case of facsimile or e-mail notification, the Councilmember to be contacted shall acknowledge personal receipt of the facsimile or e-mail notice by a return message or telephone call within twelve (12) hours of the first transmission. Unless the Bylaws or a resolution of the Council provide otherwise, the notice need not state the business to be transacted at or the purposes of any regular or special meeting of the Council. No notice of any meeting of the Council need be given to any Councilmember who attends, or to any Councilmember who, in writing executed and filed with the records of the meeting either before or after the holding of the meeting, waives such notice.

Section 7.5. Quorum for Meetings: A quorum shall consist of one-half (1/2) of the voting Members of the Council, except that a quorum shall not consist of fewer than three (3) Councilmembers. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Council at any meeting at which the required quorum is not present, and the only motion which the Co-Convenor or Councilmember leading the meeting shall entertain at such meeting is a motion to adjourn.

Section 7.6. Majority Action as Council Action: Every act or decision done or made by a majority of the Councilmembers present at a meeting duly held at which a quorum is present is the act of the Council, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Council.

Section 7.7. Conduct of Meetings: Meetings of the Council shall be convened by a Co-Convenor or, if no Co-Convenor is present at the meeting, by another Member of the Council (other than the Treasurer) chosen by a majority of the Councilmembers present at the meeting. The Secretary of the Chapter shall act as secretary of all Council meetings; *provided* that, in his or her absence, the Council shall appoint another person to act as secretary of the

meeting. All meetings of the Council shall be open to all members of the Chapter, unless a special meeting dealing with an employee or other confidential matter has been called in which the Council deems participation solely by Councilmembers appropriate. The conduct of Council meetings should be such as to encourage attendance and participation by Chapter members involved in significant Chapter activities and issues.

Section 7.8. Participation by Conference Telephone. Members of the Council, or any committee of the Council, may participate in any meeting of the Council, or such committee, by conference telephone, Web-meeting, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 7.9. Action Without Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Council, or of any committee of the Council may be taken without a meeting, if all members of the Council or such committee consent to the action in writing, and the writing is filed with the minutes or proceedings of the Council or committee.

Article VIII. Officers

Section 8.1. Officers. The officers of this Chapter shall be: two Co-Convenors, a Secretary, and a Treasurer. Pursuant to DC law, no Co-Convenor may also serve as Secretary.

Section 8.2. Appointment of Officers. At its first meeting immediately after the Annual Meeting, the newly elected Council shall appoint from among the Councilmembers members two Co-Convenors and a Secretary to serve a one-year term. The Council shall appoint a Treasurer from among the Members eligible to vote to serve a three-year term, whenever the current Treasurer's term has expired.

Section 8.3. Vacancies. If for any reason an officer is unable to fulfill his or her duties, he or she shall notify a Co-Convenor or the Secretary immediately. An officer may resign effective immediately upon giving written notice to a Co-Convenor or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. The Council by two-thirds (2/3) majority vote may remove an officer from office, for cause, as permitted by and in accordance with the laws of the District.

In the event of resignation, removal, or inability of an officer to serve, the Council shall designate a Member in good standing to hold such position until the next scheduled Annual Meeting or the expiration of the officer's term, whichever occurs sooner.

Section 8.4. Co-Convenors. The Co-Convenors are the principal officers of the Chapter and are responsible for leading the Chapter and insuring its activities are conducted in accordance with the policies and procedures of the Internet Society, the Articles of Incorporation, these Bylaws, and applicable law.

Section 8.5. Secretary. The Secretary shall keep the minutes of all Chapter and Council meetings. The Secretary shall maintain a list of Members of the Chapter eligible to vote and serve on the Council. Other duties of the Officers that the Secretary may assist in include:

- *Preparation of the Annual Chapter Report for presentation to the Chapter at the Annual Election/Business Meeting.*
- *Preparation of the Chapter's Activity Report and its submission of this report to ISOC Headquarters.*
- *Notification to ISOC Headquarters of any changes in the elected officers of the Chapter.*
- *Submission of any proposed amendment to these Bylaws to the Vice President of Chapters for approval.*

The Council may appoint one or more Assistant Secretary(s) to assist the Secretary in carrying out his or her duties.

Section 8.6. Treasurer. The Treasurer shall collect dues, pay all bills, and maintain the Chapter's financial records. The Treasurer shall assist the Council in the preparation of an annual budget of the Chapter. Duties of the Treasurer shall also include:

- *Preparation of the Chapter's Annual Financial Report for presentation to the Chapter at the Annual Election/Business meeting.*
- *Completion and submission of the Annual Financial Report to ISOC Headquarters.*

The Council may appoint one or more Assistant Treasurer(s) to assist the Treasurer in carrying out his or her duties.

Section 8.7. Executive Director and Other Officers. The Council may appoint an Executive Director, who shall serve as an *ex officio* non-voting member of the Council, and such other officers with such titles, duties, and compensation as the Council may determine.

Section 8.8. Compensation: Officers who are members of the Council shall serve without compensation, except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Nothing in this Section shall prevent an Officer who is a member of the Council from receiving compensation for other services, subject to compliance with the Chapter's conflict of interest policies.

Article IX. Disbursements and Obligations

Section 9.1. The Treasurer shall make all disbursements from the treasury for Chapter expenditures. Any other officer may have such authorization only if approved by the Council. All such authorizations shall be included in the minutes of the Council. All expenditures shall be included in the Treasurer's report to the Annual Meeting of the Chapter. The Council must specifically approve any disbursements above \$250 outside the budget approved by the Council.

Section 9.2. Contracts shall only be entered into by the Chapter as follows: (i) all agreements (in excess of \$500) must be in writing and duly recorded in the minutes; (ii) all agreements must be within the Chapter's budget, or specifically approved by Council; and (iii) the following officers of the Chapter, must act as signatories on behalf of the Chapter for any

such agreement or contract to be deemed as binding on the Chapter: Co-Convenor, Secretary, or Treasurer.

Section 9.3. The binding signatory requirement of Section 9.2 above may only be modified by the Council.

Article X. Committees

Section 10.1. Committees. The Chapter may have an Advisory Committee (consisting of chapter sponsors, experts and interested individuals) and such other committees as may from time to time be designated, and with such limited powers as provided, by resolution of the Council. These committees may consist of persons who are not also members of the Council; *provided* that any committee that shall have or exercise authority of the Council in the management of the Chapter shall consist of at least two (2) Councilmembers. With the advice of the Council, a Co-Convenor may appoint members of committees of this Chapter and committee chairs.

Section 10.2. Meetings and Actions of Committees. Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Council, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Council and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Council or by the committee. The Council may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Article XI. Chapter Meetings

Section 11.1. Accessibility. *The Chapter shall hold meetings only in places that are open and accessible to all members of the Society in accordance with applicable accessibility laws for the disabled.*

Section 11.2. Date and Conduct. The Annual Meeting of the Chapter shall be held on a date in February or March of each year, and at a time and location, to be determined by the Council. At this meeting, the Secretary and the Treasurer each shall present a report, the election of Councilmembers shall be held, and the Secretary shall announce the results of the election of Councilmembers to take office immediately for the following year.

Section 11.3. Notice. *Notices of the place and time of all Chapter meetings shall be distributed to all Members at least one week prior to the meeting in a manner deemed appropriate by the Council and consistent with the Internet Society's rules, except as otherwise specifically provided in these Bylaws.*

Article XII. Quorum, Voting Procedures for Chapter Meetings

Section 12.1. Status No official business of the Chapter shall be conducted unless a quorum of the Chapter is present at the meeting.

Section 12.2. Quorum. A quorum of the Chapter shall be defined as twenty-five percent (25%) percent of the Members of the Chapter eligible to vote or at least twenty-five (25) Members eligible to vote present or participating by remote means or voting by proxy, whichever is greater.

Section 12.3. Majority Vote. Unless otherwise specifically provided for in these Bylaws, a simple majority of the Members eligible to vote who are present, participating by remote means, and voting by proxy shall be required to carry a motion.

Section 12.4. Election Vote. Councilmembers shall be elected by a plurality of votes cast at the Annual Meeting. If the election is conducted by mail or email ballot, sufficient ballots must be returned to have constituted a quorum. The Council shall determine the manner of election, and communicate the same in writing to all Members eligible to vote. The manner of election may include (but shall not be limited to) voting by electronic mail or other secure method.

Article XIII. Dissolution of the Chapter

Section 13.1. Dissolution. Dissolution of this Chapter by consent shall require the unanimous agreement of the Council together with a majority vote of the Members at a Chapter meeting which has been publicized thirty (30) days in advance to all Members of the Chapter for the purpose of taking this vote.

Section 13.2. Distribution of Assets. Upon the liquidation, dissolution, or winding up of the Chapter, after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provision has been made therefor, all of the assets of the Chapter shall be distributed exclusively for such educational, charitable and scientific purposes as the Council (or such other persons as may be in charge of liquidation) shall determine, *provided* that such distributions shall be made in the first to the Internet Society, a Chapter, and/or one or more other organizations, all of which must qualify as exempt organizations under Section 501(c)(3) of the IRS Code as amended (or corresponding provisions of any future United States Internal Revenue law). Any such assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes.

Article XIV. IRC 501(c)(3) Tax Exemption Provisions

Section 14.1. Restriction on Activities. No substantial part of the activities of this Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as otherwise provided by Section 501(h) of the Internal Revenue Code, and this Chapter shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, the Chapter shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 14.2. No Benefits. No part of the net earnings of this Chapter shall inure to the benefit of, or be distributable to, its sponsors, or councilmembers, officers, or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the charitable purposes of this Chapter.

Section 14.3. Private Foundation. In any taxable year in which this Chapter is a "private foundation" as described in Section 509(a) of the Code, the Chapter (i) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Code; (ii) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Code; (iv) shall not make any investments in such manner as to subject the Chapter to tax under Section 4944 of the Code; and (v) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Article XV. Affiliate Transactions and Interested Councilmembers

Section 15.1. Affiliate Transactions. No contract or transaction between the Chapter and one or more of its councilmembers or officers, or between the Chapter and any other corporation, partnership, association, or other organization in which one or more of its councilmembers or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the councilmember or officer is present at or participates in the meeting of the Council or committee thereof which authorizes the contract or transaction or solely because his/her or their votes are counted for such purpose, if:

(a) The material facts as to this relationship or interest and as to the contract or transaction are disclosed or are known to the Council or the committee, and the Council or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Councilmembers or committee members, even though the disinterested Councilmembers may be less than a quorum; and

(b) The contract or transaction is fair to the Chapter as of the time the contract or transaction is authorized, approved, or ratified by the Council or a committee thereof.

Section 15.2. Quorum. Common or interested Councilmembers (directors) may be counted in determining the presence of a quorum at a meeting of the Council or of a committee of the Chapter that authorized any contract or transaction specified in this Article XV.

Section 15.3. Prohibition on Loans. Notwithstanding any other provision of this Article XIII, the Chapter shall make no loan to any Councilmember or officer of the Chapter.

Article XVI. Amendment of Bylaws

Section 16.1. Pre-Approval. *All proposed changes to these Chapter Bylaws shall have been approved by ISOC's Membership Team before being presented to the Chapter membership for a vote.*

Section 16.2. Requirements. Amendment of the Bylaws shall require the affirmative vote of two-thirds of the Council, thirty-days advance notice to all Members of the meeting and

the proposed amendment(s), and a majority vote of the Members eligible to vote present, participating remotely or voting by proxy at the Annual Meeting or a special meeting called for this purpose, at which a quorum of 50% of the Members eligible to vote is present in person or by proxy.

Section 16.3. Conformity to Internet Society Rules. In the event a provision of these Bylaws conflicts with the rules of the Internet Society, the Council shall amend such provision of the Bylaws without the requirement of a vote of the Membership of the Chapter in accordance with Internet Society procedures.