

**BY-LAWS OF
INTERNATIONAL JOINT CONFERENCES ON ARTIFICIAL
INTELLIGENCE
(A NON-PROFIT CORPORATION)**

ARTICLE I. OFFICES

Section 1. **Principal Office.** The principal office of the corporation in the State of California shall be located in the City of Menlo Park, County of San Mateo.

Section 2. **Other Offices.** The corporation may have such other offices, either within or without the County of San Mateo, State of California, as the Board of Trustees may determine or as the affairs of the corporation may require from time to time.

ARTICLE II. MEMBERS

Section 1. **Classes of Members.** The corporation shall have one class of members.

Section 2. **Election of Members.** A registered attendee of any conference sponsored by the corporation is automatically a member until the opening of the next succeeding regularly scheduled conference. In addition, members may be elected by a majority vote of the Board of Trustees.

Section 3. **Voting Rights.** Each member shall be entitled to one vote on each matter submitted to a vote of the membership.

Section 4. **Termination of Membership.** The Board of Trustees, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member after an appropriate hearing.

Section 5. **Resignation.** Any member may resign by filing a written resignation with the Secretary-Treasurer.

Section 6. **Reinstatement.** Upon written request by a former member and filed with the Secretary-Treasurer, the Board of Trustees, by the affirmative vote of a majority of the Trustees, may reinstate a former member to membership on such terms as the Board of Trustees may deem appropriate.

Section 7. **Transfer of Membership.** Membership on this corporation is not transferable or assignable.

ARTICLE III. MEETING OF MEMBERS

Section 1. **Annual Meeting.** Except for years when there is a scheduled international conference being held, a regular annual meeting of the members shall be held without other notice than this By-Law, at the Artificial Intelligence Center, SRI International, Menlo Park, California, on the fourth Friday in the month of August in each year, beginning with the year 1976 at the hour of 10:00 a.m., for the transaction of such business as may come before the meeting. If the day fixed for the annual meeting shall fall on a weekend or be a legal holiday in the State of California, such meeting shall be held on the next succeeding business day. If a scheduled international conference is held, the annual meeting shall be convened and held at the conference upon notice of time and place given at the conference.

Section 2. **Special Meetings.** Special meetings of the members may be called by the Board of Trustees.

Section 3. **Place of Meeting.** The Board of Trustees may designate any place, either within or without the State of California, as the place of meeting for any annual meeting or for any special meeting called by the Board of Trustees. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the same as the place of the regular annual meeting as described in Section 1 of this Article III; but if sixty (60%) percent of the members shall meet at any time and place, either within or without the State of California, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

August 4, 2013. Revision

Section 4. **Notice of Special Meetings.** Notice stating the place, day or hour of any special meeting of members shall be delivered by computer network to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the Conference Chair, or the Secretary-Treasurer, or the Board of Trustees at his address as shown by the records of the corporation. In case of a special meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. The notice of a meeting shall be deemed to be delivered when the message is accepted by the communications system.

Section 5. **Quorum.** The members present at any meeting regularly held at a conference sponsored by the corporation shall constitute a quorum at such meeting. At any other meeting of the members, a majority of the members shall constitute a quorum.

Section 6. **Proxies.** At any meeting of members, a member entitled to vote may vote by proxy executed in writing or by email by the member or by his or her duly authorized attorney in fact. No proxy shall be valid after sixty (60) days from the date of its execution, unless otherwise provided in the proxy.

ARTICLE IV. BOARD OF TRUSTEES

Section 1. **General Powers.** The affairs of the corporation shall be managed by its Board of Trustees.

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Section 2. **Number, Qualification and Tenure.** The Board of Trustees shall consist of the President, Past-President, the Conference and Program Chairs, Conference and Program Chairs-Elect for the two upcoming conferences, and the Conference and Program Chairs for the two previous conferences, who shall be elected by an Executive Committee or succeed to those offices pursuant to the provisions of Article VI. Nothing in these By-Laws shall be construed to preclude the election of any current or former Trustee for any new term consistent with this By-Law.

Section 3. **Regular Meetings.** A regular annual meeting of the Board of Trustees shall be held without other notice than this By-Law, immediately before, and at the same place as, the annual meeting of members. The Board of Trustees may provide by resolution the time and place, either within or without the State of California, for the holding of additional regular meetings of the Board without notice other than that resolution.

Section 4. **Special Meetings.** A special meeting of the Board of Trustees may be called by any four Trustees. The trustees calling a special meeting of the Board may fix any place, either within or without the State of California as the place for holding any special meeting of the Board called by them.

Section 5. **Notice.** Notice of any special meeting of the Board of Trustees shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by mail, telegram, or computer network to each Trustee at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice be given by computer network, each notice shall be deemed to be delivered when the message is accepted by the communications system. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Thus business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by statute or by these By-Laws.

Section 6. **Quorum.** A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Trustees are present at said meeting, the Trustees present may adjourn the meeting from time to time without further notice for a period not to exceed six (6) months.

August 4, 2013. Revision

Section 7. **Manner of Acting.** The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these By-Laws. In the event of an even split of votes amongst the Trustees present, the President shall cast the deciding vote. In the absence of the President, the Past President will cast the deciding vote.

Section 8. **Vacancies.** Any vacancy occurring in the Board of Trustees and any Trusteeship to be filled by reason of an increase in the number of Trustees can be filled by the Board of Trustees unless the Executive Committee shall be meeting within ten (10) days, in which event the provisions of Article IV, Section 2, shall apply. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 9. Compensation. Trustees as such shall not receive any stated salaries for their services, but by resolution of the Board of Trustees a sum for expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Trustee from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE V. OFFICERS

August 4, 2013. Revision

Section 1. **Officers.** The officers of the corporation shall be the President, the Past President, the Conference Chair, the Program Chair, the Secretary-Treasurer, and such other officers as may be selected in accordance with the provisions of this Article and of Article VI. Other officers shall have the authority and perform the duties prescribed, from time to time, by the Board of Trustees.

August 4, 2013. Revision

Section 2. **Election and Term of Office.** The Secretary-Treasurer of the corporation shall be selected by the Board of Trustees, and will hold office for four conference terms. The President, Conference Chair and Program Chair shall be selected by the Executive Committee pursuant to the provisions of Article VI. In the event any of these offices shall be vacant and the Executive Committee shall for a period of 90 days fail to act to fill any vacancy, a replacement may be selected by an affirmative majority vote of the Board of Trustees pursuant to Section 4 of this Article V. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his or her successor shall have been duly selected and shall have been qualified unless specifically removed for cause.

Section 3. **Removal.** Any officer selected by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. **Vacancies.** A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise (regardless of how the officer was initially selected), may be filled by the Board of Trustees by affirmative majority vote consistent with the other provisions of these By-Laws.

Section 5. **President.** The President shall be the principal executive officer of the corporation and shall, in general, supervise and control the business and affairs of the corporation. He or she shall preside at all meetings of the members, the Board of Trustees, and the Executive Committee. He or she may sign, with the Secretary-Treasurer or any other proper officer of the corporation authorized by the Board of Trustees, any contracts or other instruments that the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees, or by these By-Laws, or by statute, to some other officer of or agent of the corporation; and, in general, he or she shall perform all duties incident to this office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 6. **Conference Chair.** The Conference Chair shall be responsible for the planning of the next scheduled conference. He or she shall preside at all meetings of the Conference Committee. He or she may sign, with the Secretary-Treasurer or any other proper officer of the corporation authorized by the Board of Trustees, any contracts or other instruments relating to holding the next scheduled conference, or any contracts that the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees, or by these By-Laws, or by statute, to some other officer of or agent of the corporation; and, in general, he or she shall perform all duties incident to this office of Conference Chair and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 7. **Secretary-Treasurer.** The Secretary-Treasurer shall keep, or cause to be kept, the minutes of the meetings of the members, meetings of the Executive and Conference Committees and of the Board of Trustees; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which, on behalf of the corporation under its seal, is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member, which shall be furnished to the

Secretary- Treasurer by such member; have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Trustees; and, in general, perform all duties incident to the office of Secretary-Treasurer and such other duties as, from time to time, may be assigned to him or her by the President, the Conference Chair or by the Board of Trustees. If required by the Board of Trustees, the Secretary-Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Trustees shall determine.

Section 8. **Program Chair.** In the absence of the Conference Chair or in the event of his or her inability or refusal to act, the Program Chair shall perform the duties of the Conference Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Conference Chair. The Program Chair shall be primarily responsible for the content and scheduling of the program for the conference and shall perform such other duties as, from time to time, may be assigned to him or her by the Conference Chair or by the Board of Trustees.

August 4, 2013. Revision

Section 9. Past President. In the absence of the President or in the event of his or her inability or refusal to act, the Past President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

ARTICLE VI. COMMITTEES

Section 1. **Committees of Trustees.** The Board of Trustees, by resolution adopted by an affirmative majority vote of the Trustees in office, may designate one or more committees, each of which shall consist of one or more Trustees, which committees, to the extent provided in its enabling resolution, shall have and exercise the authority of the Board of Trustees in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed on it or him or her by law.

August 4, 2013. Revision

Section 2. **Executive Committee.** The Executive Committee shall consist of the Board of Trustees, the past Presidents (for the period up to 1995 these were the past Conference Chairs), other members of the Conference Committee, and the Advisory Committee for the current conference. The term of the Executive Committee shall continue until the conclusion of the current conference. Throughout its existence, the Executive Committee shall have the following powers and obligations:

- a) Select by approval vote the venue of and a Local Arrangements Chair for the fourth following conference. The Executive Committee shall retain the power to change a previously selected location, dates, and the Local Arrangements Chair for a conference, except that any change should not delay the holding of a conference by more than 180 days.
- b) Elect by approval vote a Conference Chair-Elect and a Program Chair-Elect for the fourth following conference. These persons will become Trustees at the conclusion of the third previous conference to the conference for which they serve as Conference/Program Chair, and then Conference Chair and Program Chair at the conclusion of the immediately prior conference. Their term of office as a trustee will expire at the end of the second following conference after the conference for which they serve as Chair.

- c) Elect by approval vote a President, who will take office at the conclusion of the conference until the conclusion of the second following conference. At the conclusion of the second following conference the President will become Past-President until the end of the fourth following conference.
- d) Replace, in the event of the death, resignation, removal, disqualification, or refusal to act of a Conference or Program Chair or Chair-Elect, or the President.
- e) To disqualify by two-thirds, or a greater affirmative vote, an elected Conference or Program Chair or Chair-Elect, or the President.
- f) If there are additional vacancies on the Board of Trustees, unfilled by the Board of Trustees pursuant to Article IV, Section 8, elect by a majority affirmative vote person or persons to fill such unexpired terms.
- g) To expand its own membership on the Executive Committee as it shall decide upon by an affirmative majority vote.
- h) At any meeting of the Executive Committee a member may vote in person, by a written or electronic proxy, or by written or electronic ballot recorded with the Secretary-Treasurer of the corporation.
- i) Any three members of the Executive Committee or the President or the Conference Chair or the Program Chair, may call a special meeting of the Executive Committee upon ten (10) days written notice of the time, date and place. At any such special meeting, any member of the Executive Committee may have his or her vote recorded by submitting a written vote on any issue to be decided. Further, if a member of the Executive Committee was absent and did not submit a written vote, or was present and abstained, or did not vote by proxy, the member may have the vote recorded which shall be counted to determine the Executive Committee decision on any resolution provided a written vote is received by the Secretary-Treasurer of the corporation within thirty (30) days of the conclusion of any special Executive Committee meeting. All decisions of the Executive Committee shall, therefore, be subject to the final vote as tabulated by the Secretary-Treasurer. Any proponent of a resolution presented at any special meeting of the Executive Committee shall be responsible for making a good faith, reasonable effort to see that each member of the Executive Committee has notice of his or her resolution and a reasonable opportunity to register a vote.

Quorum: A majority of the Trustees and the combined total of one third of the entire Executive Committee constitutes a quorum of the Executive Committee.

Section 3. Conference Committee. The Conference Committee for each conference shall consist of its Conference Chair, Program Chair, Local Arrangements Chair, and the Secretary-Treasurer of the Corporation. Each Conference Committee shall be responsible for the planning and execution of its conference. It is empowered to establish subcommittees and enter into contractual relations to satisfy this purpose.

Section 4. Advisory Committee. An Advisory Committee, which is representative of the international artificial intelligence community, shall be selected for each new conference by the Conference Chair-Elect with the advice and consent of the Board of Trustees. The Conference Chair and Conference Chair-Elect shall chair the Advisory Committees for their respective conferences.

Section 5. Other Committees. Other committees not having and exercising the authority of the Board of Trustees in the management of the corporation may be designated by a resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the Trustees shall appoint the members thereof. Any member thereof may be removed by the

Trustees with a majority vote of a quorum if, in their judgment, the best interests of the corporation shall be served by such removal.

Section 6. **Term of Office.** Each member of a committee shall continue as such until the next meeting of the members of the corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 7. **Chair.** One member of each committee shall be appointed Chair by the person or persons authorized to appoint the members thereof.

Section 8. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 9. **Quorum.** Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 10. **Rules.** Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Trustees.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. **Contracts.** The Board of Trustees may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. **Checks, Drafts or Orders for Payment.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall, from time to time, be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Secretary-Treasurer or by the President or Conference Chair or Program Chair.

Section 3. **Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Trustees may select.

Section 4. **Gifts.** The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the corporation.

ARTICLE VIII. MISCELLANEOUS

Section 1. **Books and Records.** The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees, and committees having any of the authority of the Board of Trustees, and shall keep at the registered or

principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

Section 2. **Fiscal Year.** The fiscal year of the corporation shall be as determined by law and a majority vote of the Board of Trustees.

Section 3. **Corporate Seal.** The Board of Trustees shall provide a corporate seal, which shall be in the form of “INTERNATIONAL JOINT CONFERENCES ON ARTIFICIAL INTELLIGENCE”.

Section 4. **Waiver of Notice.** Whenever any notice is required to be given under the provisions of the General Non-Profit Corporation Law of California or under the provisions of the Articles of Incorporation or the By-Laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX. INDEMNIFICATION

To the fullest extent permissible under applicable law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, suit or proceeding, whether civil, criminal, administrative or investigative (a “Proceeding”) by reason of the fact that such person is or was a Trustee and/or officer of the Corporation, including any division of the Corporation, against expenses (including without limitation attorneys’ fees and any expenses of establishing a right of indemnification), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such Proceeding; *provided, however*, that the Corporation shall not be required to indemnify any Trustee and/or officer seeking indemnification in connection with any Proceeding (or part thereof) initiated by such person unless the Board of Trustees authorizes such Proceeding. To the fullest extent permissible under applicable law, expenses incurred by a person seeking indemnification under this Article in any Proceeding covered by this Article shall be advanced by the Corporation prior to the final disposition of such Proceeding upon receipt by the Corporation of an undertaking by or on behalf of that person that he or she will repay that advance unless it is ultimately found that he or she is entitled to be indemnified by the Corporation for those expenses.

ARTICLE X. AMENDMENTS

Section 1. **Power of Members to Amend By-Laws.** The By-Laws of this corporation may be amended, repealed, or added to, or new By-Laws may be adopted by the vote or written assent of a majority of a quorum at a meeting duly called for the purpose according to the Articles or By-Laws.

Section 2. **Power of Trustees to Amend By-Laws.** Subject to the limitations of the Articles of Incorporation, these By-Laws, the General Non-Profit Corporations Law of California, concerning corporate action that must be authorized or approved by the members of the corporation, the By-Laws of this corporation may be amended, repealed, or added to, or new By-Laws may be adopted by a resolution of the Board of Trustees.

Incorporated in the State of California, U.S.A., 19 October 1977.

Amended by the Board of Trustees in Austin, Texas, U.S.A., 8 August 1984.

Amended by the Board of Trustees in Los Angeles, California, U.S.A., 19 August 1985.

Amended by the Board of Trustees in Detroit, Michigan, U.S.A., 20 August 1989.

Amended by the Board of Trustees in Montreal, Canada, 21 August 1995.

Amended by the Board of Trustees in Barcelona, Spain, 9 June 2000.

Amended by the Board of Trustees in Rome, Italy, 19 July 2002.

Amended by the Board of Trustees in Acapulco, Mexico, 10 August 2003.

Amended by the Board of Trustees in Hyderabad, India, 11 January 2007.

Amended by the Board of Trustees in Okinawa, Japan, 8 August 2010.

Amended by the Board of Trustees in Beijing, China, 4 August 2013.