
AAAI BUSINESS

By-Laws Of American Association For Artificial Intelligence (AAAI)

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 Executive Council 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 two classes of members: Regular and Student. Student members have all of the rights and privileges of regular members except the student members shall not be allowed to vote.

Section 2. *Qualifications for Membership:* Membership is open to any person actively engaged in research on artificial intelligence and to any person who is a student in a discipline related to artificial intelligence.

Section 3. *Membership:* A person becomes a member (regular or student) upon acceptance of an application for membership by the Executive Council and payment of dues.

Section 4. *Voting Rights:* Each regular member shall be entitled to one vote on any vote of the membership.

Section 5. *Termination of Membership:* The Executive Council, by affirmative vote of two-thirds of all of the members of the Council, may suspend or expel a member after an appropriate hearing. Failure to maintain current

dues payments shall be automatic grounds for termination of membership.

Section 6. *Resignation:* Any member may resign by filing a written resignation with the Secretary-Treasurer.

Section 7. *Reinstatement:* Upon written request by a former member filed with the Secretary-Treasurer, the Executive Council, by majority vote, may reinstate a former member.

Section 8. *Transfer of Membership:* Membership in this corporation is not transferable or assignable.

Article III. Meeting of Members.

Section 1. *Annual Meeting:* The annual meeting of the Corporation will take place during its Annual Conference. In years when there is no Annual Conference, the Annual Meeting shall be held at a time and place selected by the Executive Council. Notice stating the place, day, and hour of the meeting shall be delivered either personally, or by mail, telephone, telegram, or computer network, or by announcement in an official publication of the corporation to each member entitled to vote at such meeting, not less than sixty days before the date of such meeting.

Section 2. *Special Meetings:* Special meetings of the members may be called by ten percent of the members or by a majority of the Executive Council. The time and place designated for such meetings must be set with the concurrence of the Executive Council.

Section 3. *Place of Meeting:* The Executive Council 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 Executive Council.

Section 4. *Notice of Special Meeting:* Notice stating the place, day, and hour of any special meeting of members shall be delivered either personally, or by mail, telephone, telegram, or computer network, or by announcement in an official publication of the corporation to each member entitled to vote at such meeting, not less than ten days before the date of such meeting, by or at the direction of the President, the President-Elect, the Secretary-Treasurer or the Executive Council.

Section 5. *Quorum:* The persons present at the Annual Meeting shall constitute a quorum at this meeting, including all adjourned or continued meetings. At any other meeting of the members, twenty (20) members entitled to vote at such meeting shall constitute a quorum.

Section 6. *Proxies:* No person, whether a member or not, may vote the proxy of any regular member.

Section 7. All voting at meetings shall be by show of hand unless a secret ballot is requested by any member. All voting, whether written or oral, shall be completed and tabulated prior to adjournment of meeting.

Article IV. Executive Council.

Section 1. *General Powers:* The affairs of the corporation, including the setting of all dues and qualification of members, shall be managed by its Executive Council. Councilors of the Executive Council must be members of the corporation.

Section 2. *Number, Qualification and Tenure:* After the initial period of organization of the corporation, the Executive Council shall consist of the Officers, as identified in Article V, twelve individuals elected by the membership for three year terms, and the chairmen of the Conference, Publications and Membership Committees, ex officio and without vote. The terms of the elected members of the Executive Council will be arranged so that four are elected each year. If there are any vacancies on the Executive Council, the Executive Council may select, by affirmative majority vote, persons to fill those vacancies until the next scheduled election, when elections will be held for a full complement of elected councilors. During the initial period of organization of the corporation, the signers of these By-Laws shall constitute the Executive Council.

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

Section 4. *Special Meetings:* Special meetings of the Executive Council may be called by the President or by one-third of its councilors. The President or the councilors calling a special meeting may fix the time and place, either within or without the State of California or by telephone or by computer network connection, for the holding of any special meeting of the Council.

Section 5. *Notice:* One day notice of any special meeting of the Executive Council shall be given by personal notice, by mail, telephone, telegram, or by computer network, except that if two-thirds of the Executive Council has been notified before that period has elapsed, the meeting may be convened at any agreed on time. Any councilor may waive notice of that meeting, except where a councilor attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The 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 Executive Council shall constitute a quorum for the transaction of business at any meeting of the Council.

Section 7. *Manner of Acting:* The act of a majority of the councilors present at a meeting at which a quorum is present shall be the act of the Executive Council, unless the act of a greater number is required by law or by these By-Laws.

Section 8. *Vacancies:* Any vacancy occurring in the Executive Council, or any vacancy by reason of an increase in the number of members of the Executive Council, shall be filled by the Executive Council. A person so elected to fill a vacancy shall serve until the next regular election.

Section 9. *Compensation:* Members of the Executive Council shall not receive any salaries for their services as councilors, but nothing herein contained shall be construed to preclude any councilor from serving the corporation in any other capacity and receiving compensation therefor.

Article V. Officers.

Section 1. *Officers:* The officers of the corporation shall be the President, the President-Elect, the Past-President and the Secretary-Treasurer, and such other officers as may be selected in accordance with the provisions of this Article and of Article IV. Officers, other than those described in this Article, shall have the authority and perform the duties prescribed by the Executive Council. All officers must be members of the corporation. No person shall hold concurrently more than one of the offices described in this article, but one or more of these persons may hold such other offices as may be established by the Executive Council.

Section 2. *Election and Term of Office:* The President-Elect shall be elected by the membership for a one-year term. The President-Elect shall automatically become President upon the expiration of his or her term of office and serve in that capacity for one-year term. The President shall automatically become the Past-President upon the expiration of his or her term of office and shall serve in that capacity for one year. The Secretary-Treasurer shall be selected by the Executive Council. 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. During the initial period of organization of the corporation, the President, the President-Elect, and the Secretary-Treasurer shall be selected by the Executive Council.

Section 3. *Removal:* Any officer may be removed by a two-thirds vote of the Executive Council whenever, in its judgment, the best interests of the corporation would be served thereby.

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 Executive Council by an affirmative two-thirds vote.

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 and of the Executive Council. He or she may sign, with the Secretary or any other proper officer of the corporation authorized by the Executive Council, any contracts or other instruments that the Executive Council have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Council, 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 Executive Council from time to time.

Section 6. *President-Elect:* The President-Elect shall perform such duties as the President or the Executive Council may assign. In the event the President and the Past-President are unable to act, the President-Elect shall perform the duties of that office, and, when so acting, shall have all the powers of and be subject to all the restrictions of that office until the Executive Council fills the vacant office pursuant to Section 4.

Section 7. *Past-President:* The Past-President shall preside over the Nominating Committee and shall perform such other duties as the President or the Executive Council may assign.

Section 8. *Secretary-Treasurer:* The Secretary-Treasurer shall keep or cause to be kept, the minutes of the meetings of the members, meetings of the Executive Committee, and meetings of committees (per Article VII); 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; ensure that a register of the post office address of each member is kept; 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 him or her or by the Executive Council; and, in general, perform all the 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 or by the Executive Council.

Article VI. Elections.

Section 1. *Procedures:* The Nominating Committee shall nominate one or more persons for the position of President-Elect and at least four persons for positions on the Executive Council. These nominations shall be circulated to the membership at least sixty (60) days before the Annual Meeting. Each Regular Member may vote for the President-Elect and for as many members of the Executive Council as are necessary to be elected so that there are twelve elected members of the Council serving each term. Ballots must be received by the Nominating Committee no later than fifteen (15) days prior to the Annual Meeting. Those nominees receiving the highest number of votes, including write-in votes, shall be declared elected. Those elected to the Executive Council shall serve three year terms except that if there are vacancies in the Executive Council, those with the smaller number of votes will serve for the shorter periods required to fill those vacancies.

Section 2. *Additional Nominations:* At any time prior to the circulation of nominations ten (10) name to the list of nominations. Persons nominated by membership petition or with significant write-in votes, if not elected, shall be considered by the Nominating Committee for nomination in the next election.

Section 3. *Period of Incumbency:* Each person elected to an office shall occupy that office from the end of the Annual Meeting of the corporation immediately following his or her election for the term of office specified.

Article VII. Committees.

Section 1. *Committees of Executive Council:* The Executive Council, by resolution adopted by an affirmative majority vote, may designate one or more committees, each of which shall consist of one or more councilors of the Executive Council. These committees, to the extent provided by their enabling resolutions, shall have and exercise the authority of the Executive Council in the management of the corporation. The designation of any committee and any delegation of authority shall not operate to relieve the Executive Council or any councilor of any responsibility imposed by law.

Section 2. *Nominating Committee:* The Nominating Committee shall be responsible for the conduct of elections in accordance with the provisions of Article VI. The members of the Nominating Committee will be the Past-President and the four elected members of the Executive Council who are serving their third year in that position.

Section 3. *Conference Committee:* The Conference Committee shall be responsible for the planning and executive of the conferences held by the corporation. The Executive Council shall, by affirmative majority vote, elect the Conference Committee Chairperson and such other members of the Committee as the Executive Council deems appropriate. Other members of the Committee may be appointed by the Chairperson.

Section 4. *Program Committee:* The Program Committee shall be responsible for the program(s) for conference(s). The Executive Council shall, by affirmative majority vote, elect the Program Committee Chairperson and such other members of the Committee as the Executive Council deems appropriate. Other members of the Committee may be appointed by the Chairperson.

Section 5. *Publications Committee:* The Publications Committee shall be responsible for any newsletter of the corporation and for such other publications as are established by the Executive Council. The Executive Council shall, by affirmative majority vote, elect the Publications Committee Chairperson and such other members of the Committee as the Executive Council deems appropriate. Other members of the Committee may be appointed by the Chairperson.

Section 6. *Membership Committee:* The Membership Committee, under the direction of the Secretary, shall be responsible for the organization and maintenance of membership lists, including addresses, and for the solicitation of new members. The Executive Council shall, by affirmative majority vote, elect the Membership Committee Chairperson and such other members of the Committee as the Executive Council deems appropriate. Other members of the Committee may be appointed by the Chairperson.

Section 7. *Other Committees:* Other committees not having and exercising the authority of the Executive Council may be designated by a resolution adopted by a majority of the members of the Executive Council 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 Executive Council shall, by affirmative majority vote, elect a person to chair the committee and such other members as the Executive Council deems appropriate. Other members of the committee may be appointed by the chairperson.

Section 8. *Qualifications and Term of Office:* Each member of a committee shall be a member of the corporation, unless otherwise provided in the resolution establishing such a committee by the Executive Council. Each member of a committee shall be appointed for a specific term and shall continue until the end of that term or until a 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 9. *Vacancies:* Vacancies in the members of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 10. *Quorum:* Unless otherwise provided in the resolution of the Executive Council 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 11. *Rules:* Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Executive Council.

Section 12. *Termination or Removal:* The Executive Council may, by affirmative majority vote, remove any chairperson or member of any committee or may eliminate any committee not specifically designated in these By-Laws.

Article VIII.

Contracts, Checks, Deposits, and Funds.

Section 1. *Contracts:* The Executive Council 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 instrument 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 payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers as shall, from time to time, be determined by resolution of the Executive Council. In the absence of such determination by the Executive Council, such instruments shall be signed by the Secretary-Treasurer or by the President of the corporation.

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 Executive Council may select.

Section 4. Gifts: The Executive Council may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

Article IX. 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, Executive Council, and committees having any authority of the Executive Council, and shall keep at the registered or principal office or such other place as the Secretary-Treasurer may designate a record giving the names 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 Executive Council.

Section 3. Corporate Seal: The Executive Council shall provide a corporate seal, which shall be in the form of "AMERICAN ASSOCIATION FOR ARTIFICIAL INTELLIGENCE (AAAI)".

Section 4. Waiver of Notice: Whenever any notices 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 hereof 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 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 or a quorum at a meeting duly called for the purpose according to the Articles or By-Laws.

Section 2. Power of Executive Council to Amend By-Laws: Subject to the limitations of the Articles of Incorporation, these By-Laws and the General Non-Profit Corporation 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 Executive Council.

KNOW ALL MEN AND WOMEN BY THESE PRESENTS THAT WE, the undersigned, being all of the persons empowered to act as the first Executive council of the AMERICAN ASSOCIATION FOR ARTIFICIAL INTELLIGENCE (AAAI) hereby assent to the foregoing By-Laws, and adopt the same as the By-Laws of said corporation.

IN WITNESS THEREOF, we have hereunto set our hands on the dates indicated below.

Woody Bledsoe
Bruce G. Buchanan
Lee D. Erman
Edward A. Feigenbaum
Allen Newell
H. Penny Nii
Nils J. Nilsson
D. Raj Reddy
Earl D. Sacerdoti
Roger C. Schank
Donald E. Walker
David L. Waltz
Patrick H. Winston

Below is a suggested change to the AAAI By-laws. We will be sending out a ballot asking the membership to vote on this amendment in the Spring.

Article V, Section 2:

The President's term should be extended to two years.
