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Approved: 26FEB13

Computing Research Association Bylaws

### **Section I: Purpose of CRA**

The purpose of the Computing Research Association, hereafter the Association, is to strengthen research and advanced education in computing and allied fields. The Association does this by working to influence policy that impacts computing research, encouraging the development of human resources, disseminating information, and contributing to the cohesiveness of the research community. The Association has a mission statement, approved by its Board of Directors. As a legal entity, the Association is a non-profit corporation.

### **Section II: Membership of the Board of Directors**

The Board of Directors, hereafter the Board, shall manage all affairs of the Association and shall consist of: 24 members elected by the membership, approximately eight being elected each year for three-year terms, up to ten appointed members, who are appointed by Affiliated Professional Societies, up to four members by virtue of their positions as Chair, Vice Chair, Secretary, or Treasurer, and certain committee leaders as detailed in the next paragraph. The Board is also known as the Computing Research Board. The Chair, Vice Chair, Secretary, and Treasurer remain directors during their terms of office. An elected director may not serve more than 9 years in any 12-year period. An elected director completing 9 years on the Board within a 12-year period may not stand for election for a period of 3 years after leaving the Board. The Board may declare vacant the seat of any director who misses three successive meetings or otherwise fails to comply with the Duties of CRA Board Members. A director may be removed from the Board by a two-thirds vote of the Board.

Additionally, the Board may choose, by majority vote, to establish that the Chair of any of its committees henceforth serves as a full member of the Board during any period during which no Chair of the committee is otherwise a Board member. The Board may also choose, by majority vote to reverse that decision.

### **Section III: Officers**

The Computing Research Board has four officers: the Chair, Vice Chair, Secretary and Treasurer. These officers are elected biennially in odd-numbered years by the directors. All officers must be elected board members at the time they are elected as officers.

1. Chair: The Chair shall be a director elected to preside at meetings of the Board and shall exercise and perform such other powers and duties as may be assigned by the Board or prescribed by these bylaws. The Chair shall have general supervision and control over the activities and affairs of the association, subject to the control of the Board. The Chair may sign and execute, in the name of the association, any instrument authorized by the Board, except when the signing and execution have been expressly delegated by the Board or by these bylaws to some other officer or agent of the association. The Chair shall have discretion to prescribe the duties of other directors of the association in a manner that is consistent with the provisions of these bylaws and the directions of the Board.

2. Vice Chair: The Vice Chair shall be a director elected to perform all the duties of the Chair, in the absence or disability of the Chair, in the event of a vacancy in the office of Chair or in the event such officer refuses to act. When so acting, the Vice Chair shall have all the powers of, and be subjected to all the restrictions on, the Chair. The Vice Chair shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or pursuant to these bylaws.

3. Secretary: The Secretary shall:

a) Keep, or cause to be kept, minutes of all meetings of the Board.

b) Keep, or cause to be kept, a record of the association's constituent member organizations and directors, showing the names and addresses of all constituent members and directors.

- c) Keep, or cause to be kept, an original or copy of the Articles of Incorporation and these bylaws, as amended.
- d) Give, or cause to be given, notice of all meetings of directors and committees of the Board, as required by law or by these bylaws.
- e) Prepare, or cause to be prepared, an annual report that includes the activities of the Board and its financial status.
- f) Exercise such powers and perform such duties as are usually vested in the office of secretary of an association, and exercise such other powers and perform such other duties as may be prescribed from time to time by the Board or these bylaws.

4. Treasurer: The Treasurer shall:

- a) Keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account for the association, and ensure that these books are audited annually by an independent auditor.
- b) Receive, or be responsible for receipt of, all monies due and payable to the association; have charge and custody of, and be responsible for, all monies and other valuables of the association; and be responsible for deposit of all such monies in the name and to the credit of the association with such depositories as may be designated by the Board or the Finance Committee (cf. Section XIII).
- c) Disburse, or be responsible for the disbursement of, the funds of the association as may be ordered by the Board of Directors or a duly appointed and authorized committee of the Board.
- d) Render to the Chair of the Board a statement of the financial condition of the association at each regularly called Board meeting and whenever called upon to do so.
- e) With the Executive Director, propose an annual budget to the Finance Committee and Executive Committees, and to the Board, report to the Finance Committee on CRA fiscal procedures and controls, and provide a liaison between the CRA auditor and the Board.
- f) Exercise such powers and perform such duties as are usually vested in the office of treasurer of an association, and exercise such other powers and perform such other duties as may be prescribed by the Board of Directors or these bylaws.

5. Executive Committee

The Executive Committee consists of the four elected officers and at most one other Board member appointed by the Chair and approved by the Board. The appointed member should be someone who has a broad perspective on the field and is not in their first year on the board. The Executive Director serves as a non-voting ex-officio member. The Executive Committee serves as an advisory committee to the Chair. The Executive Committee shall exercise the power of the Board when the Board is not meeting.

**Section IV: Constituency**

The Constituency of the Computing Research Association consists of those academic and non-academic computing research organizations in North America determined by the Board to be eligible according to:

1. Determination of membership in the Constituency is at the sole discretion of the Board as approved by a vote of the Board. Determination by the Board is final, and will not be reconsidered by that body unless new facts are brought to its attention by the Membership Committee (cf. Section XIV) and at least one calendar year has passed since the last prior determination on that same organization.
2. In determining which organizations are within the Constituency, the Board shall consider the Constituency Guidelines and the recommendation of the Membership Committee (cf. Section XIV). In exceptional cases, the Board may accept constituent membership for an organization that does not fully meet the Constituency Guidelines.

### 3. Constituency Guidelines:

- a) The organization must be located in North America.
- b) The organization must include employees who are actively engaged in computing research.
- c) If the organization is an academic unit, it must offer a baccalaureate or higher degree in one of the computing disciplines.

### **Section V: Members**

Members of the Association are organizations within the Constituency which have paid their dues for the current fiscal year. Organizations in arrears may continue to be considered as members if they express the intent to pay the dues in full within a reasonable period of time. Election of Board Members is the sole right of the members.

### **Section VI: Affiliated Professional Societies**

From time to time, by vote of the Board, the Association may accept as an Affiliated Professional Society any professional society that has a strong interest in computing research and has a significant presence in North America. Such Affiliated Societies shall directly support the Association's activities and may, as determined by vote of the Board, be entitled to appoint at most two appointed directors to the Board. Such appointed directors shall be individuals with a distinguished record in computing research and with a strong interest in the mission areas of the Association.

The period of affiliation for an Affiliated Professional Society shall be for a mutually agreed fixed period, not to exceed three years. The period of affiliation may be renewed by mutual consent of the Board and of the Affiliated Professional Society. Directors appointed by an Affiliated Professional Society shall be excluded from voting on the renewal of affiliation of the Society that appointed them. Directors appointed by an Affiliated Professional Society serve terms in office as determined by the Affiliated Professional Society. If an Affiliated Professional Society chooses to de-affiliate, its appointed Directors cease to serve on the Board as of de-affiliation. The Affiliated Professional Societies are asked to consider the terms governing elected Board member service (cf. Section II) and to consider these terms in their appointments.

### **Section VII: Associate Members**

Organizations that have an interest in the mission of the Association but that do not qualify to become Constituent Members or Affiliated Professional Societies may, by vote of the Board, become Associate Members. Organizations that might be approved for Associate Membership include but are not limited to, academic departments that meet all membership criteria for Constituent Membership with the exception that they are located outside North America, and companies, government, and other organizations located anywhere in the world that are supportive of the Association's mission but do not employ computing researchers.

1. Determination of Associate Membership is at the sole discretion of the Board as approved by a vote of the Board. Determination by the Board is final, and will not be reconsidered by that body unless new facts are brought to its attention by the Membership Committee (cf. Section XIV) and at least one calendar year has passed since the last prior determination on that same organization.

2. In determining which organizations are Associate Members, the Board shall consider the Associate Membership guidelines and the recommendations of the Membership Committee (cf. Section XIV). In exceptional cases, the Board may accept Associate membership for an organization that does not fully meet the Associate Membership guidelines, except that in no circumstances may an organization that qualifies for Constituent Membership be considered for Associate Membership.

3. Associate Members are not eligible to vote in elections of the Board. The Board shall otherwise be free to define rights and benefits of Associate Members, provided that they are in conformance with these bylaws. These rights and benefits are defined at the sole discretion of the Board as approved by a vote of the Board.

## **Section VIII: Election of the Board of Directors**

The conduct of elections and determination of eligibility to vote are governed by election procedures adopted by the Board. The procedures will ensure that elected directors remain approximately 75% academic and 25% nonacademic. Academic departments count as academic members, whereas academically sited laboratories and centers count as nonacademic for these purposes. Elected directors are elected by a vote of Constituent Member Organizations who are current in dues payment. Each organization's vote is cast by the organization's head or his or her designate. Elections are held in the winter of each year by mail ballot from among nominees proposed by the Elections Committee (cf. Section XIV), and terms of office begin July 1. Balloting by electronic mail is permitted.

In case of a tie for one or more of the open seats, the tie will be resolved by an immediate vote of the Board.

## **Section IX: Filling of Vacancies**

If a vacancy by an elected director occurs for any reason, the Chair, with the approval of the Board, may appoint an individual to fill the vacancy for the remainder of the term of that elected director. Filling of vacancies of appointed directors is the responsibility of the appointing Affiliated Professional Society.

## **Section X: Voting**

Votes by the Board may be conducted either at a meeting or during either a conference or video call. Matters submitted to a vote at a meeting shall be approved if at least one more director voted for than voted against. Directors are not permitted to vote by proxy at meetings.

## **Section XI: Election of Officers**

Officers are elected by the directors from among nominees proposed by the Elections Committee (cf. Section XIV). Terms of office begin on July 1. The Chair may appoint an elected Board member to the unexpired term of a vacant office, with the approval of the Board.

## **Section XII: Meetings**

The Board will meet at least once, but generally twice, annually. These meetings are decided upon by the officers and are announced to all constituents current in dues payment at least four weeks in advance. A meeting may also be called upon petition of six or more directors. A quorum consists of half the directors.

## **Section XIII: Finances**

The Board may raise or accept money to be used in carrying out the purposes of the Board. Authority to raise or accept money can be granted only by vote of the Board of Directors.

## **Section XIV: Committees**

The Board shall establish permanent standing committees and have the ability to create long-term programmatic committees. The Chair may create ad hoc committees as necessary.

Committee membership must include at least one Board member but is not restricted to Board members. The Chair is an ex-officio member of every committee except the Elections Committee.

### **Standing Committees**

The Board shall have standing committees on Membership, Elections, and Finance with membership consisting of Board members. Standing committee members are appointed annually by the Chair with the approval of the Board.

Committee responsibilities are:

- Membership: to make recommendations to the Board on 1) whether each applicant for acceptance as a constituent member organization satisfies the Association's constituency guidelines, 2) whether each applicant for acceptance as a Constituent Member Organization should be accepted by the Board; 3) whether each applicant for acceptance as an Associate Member satisfies the Association's Associate Member guidelines; and 4) whether each applicant for acceptance as an Associate Member should be accepted by the Board.
- Elections: to oversee elections of directors and officers, as provided herein.
- Finance: to review an annual budget prepared by the Executive Director and Treasurer before its presentation to the Board and to designate depositories which the Treasurer may use in accordance with Section III 4b. Also to monitor CRA fiscal procedures and controls, to recommend the selection of an auditor, and to provide liaison between the CRA auditor and the Board.

#### Programmatic Committees

The Board may establish programmatic committees given (1) a well-defined mission to address problems of the computing research community requiring a longer-term focus and (2) a leadership team approved by the Board.

Once created, these committees are permanent until explicitly dissolved by Board action. The Board ratifies committee membership changes and ratifies any operating procedures, rules, committee bylaws, and changes thereof. The Committee must provide the Board with written status reports prior to regularly scheduled Board meetings. Committee financial commitments are managed by or negotiated with CRA.

#### Ad Hoc Committees

The Chair may appoint other committees as necessary with the concurrence of the Board. Such committee members are appointed annually by the Chair.

### **Section XV: Indemnification**

Directors, officers and other authorized employees or agents of the Association shall be indemnified against claims for liability arising in connection with their positions or activities on behalf of the Association to the full extent permitted by law.

### **Section XVI: Bylaws Changes**

Changes to these bylaws must be proposed and circulated to all directors at least one month in advance of being voted on. Two-thirds of the members of the Board must approve a change in these bylaws. Except as provided in these bylaws, the activities of the Board shall be governed by Robert's Rules of Order and accepted business practice.