



## BYLAWS OF AMERICAN ASSOCIATION FOR ARTIFICIAL INTELLIGENCE (AAAI)

A NONPROFIT CORPORATION

### ARTICLE I. NAME

The name of this corporation shall be the American Association for Artificial Intelligence (AAAI).

### ARTICLE II. PURPOSE

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Corporation Law for scientific and educational purposes in the field of artificial intelligence.

### ARTICLE III. LIMITATIONS ON CORPORATE ACTIVITIES

#### Section 1.

(a) This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on:

(i) by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code or

(ii) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

(iii) No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

### ARTICLE IV. DEDICATION AND DISSOLUTION

The property of this corporation is irrevocably dedicated to educational and scientific purposes, and no part of the net income or assets of this organization shall ever inure to the benefit of any councilor, officer, or member thereof or to the benefit of any private persons.

On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational and scientific purposes and which has established its tax-exempt status under Internal Revenue Code Section 501 (c) (3).

### ARTICLE V. 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. The Executive Council may change the principal office in California from one location to another.

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

### ARTICLE VI. MEMBERS

**Section 1. Classes and Privileges.** The corporation shall have two classes of members: Regular and Student. Student members have all the rights and privileges of Regular members except that Student members shall not have voting rights.

**Section 2. Eligibility.** The Executive Council shall determine the qualifications for membership in the corporation.

**Section 3. Membership.** A person becomes a member (Regular or Student) upon acceptance of an application for membership by the corporation and payment of dues.

**Section 4. Voting Rights.** Each Regular member in good standing as of the record date shall be entitled to one vote on any vote of the membership.

**Section 5. Dues.** The Executive Council shall establish membership dues and the method and time of payment thereof. Failure to maintain current dues payments shall result in automatic termination of membership.

**Section 6. Termination of Membership.** The Executive Council, by affirmative vote of two-thirds of all the members of the Council, may suspend or expel a member for cause after an appropriate hearing, such hearing to be held only after prior written notice of the termination to the member to be suspended or expelled, stating the reasons therefore and after providing a timely opportunity to be heard on the matter, as required by law.

**Section 7. Resignation.** Any member may resign by filing a written resignation with the Secretary-Treasurer. Resignation shall not relieve any resigning member from any obligation owed to the corporation and shall not diminish any right of the corporation to enforce such obligation.

**Section 8. Reinstatement.** Upon written request filed with the Secretary-Treasurer by a former member terminated for cause, the Executive Council, by majority vote, may reinstate such member.

**Section 9. Transfer of Membership.** Membership, or any right arising from it, in this corporation is not transferable or assignable, either voluntarily or by operation of law.

**Section 10. Liability.** No member of this corporation shall be personally liable for any indebtedness, obligation,

or liability of the corporation, and all creditors of the corporation shall look only to the assets of the corporation for payment.

## ARTICLE VII. 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, 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 (10) or more than ninety (90) days before the date of such meeting. If notice is given by mail, and the notice is not mailed first class, registered, or certified mail, such notice shall be given not less than twenty (20) days before such meeting. Such notice shall set forth nominations for President-Elect and Councilors and those matters which the Council intends at the time of the notice to present for action by the members.

**Section 2. Special Meetings.** Special meetings of the members for any lawful purpose may be called by five percent (5%) or no more than 500 members, by a majority of the Executive Council, or by the President.

**Section 3. Notice of Special Meetings.** Notice stating the place, day, and hour of any special meeting of members shall be delivered either personally, or by mail, 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 (10) or more than ninety (90) days before the date of such meeting. If notice is given by mail, and the notice is not mailed first class, registered, or certified mail, such notice shall be given not less than twenty (20) days before such meeting. The notice shall state the general nature of the business to be transacted, and no other business may be transacted.

**Section 4. Place of Meetings.** The Executive Council may designate any place, either within or without the State of California, as the place of meeting for any annual or special meeting called by the Executive Council or the President. The time and place designated for any special meeting called by the members must be set with the concurrence of the Executive Council.

**Section 5. Quorum.** Five percent (5%) or more than 500 members of the Regular members shall constitute a quorum for the transaction of business at a meeting of the members, including all adjourned or continued meetings, provided, however, that if any annual or special meeting is actually attended in person by less than one-third (1/3) of the voting power, the only matters that may be voted on are those of which notice of their general nature was given pursuant to the requirements of these Bylaws. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

## Section 6. Voting.

(a) *Methods of Voting, Procedures.* Voting may take place at a meeting of members or by written ballot circulated prior to that meeting. When a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members. Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting. All voting at meetings shall be by show of hand.

(b) *Solicitation of Written Ballots.* Prior to the annual meeting and prior to any other meeting at the option of the Executive Council, the corporation shall distribute one written ballot to each member entitled to vote; such ballots shall be mailed or delivered in the manner required for giving notice of the annual meetings. All solicitations of votes by ballot shall: (1) indicate the number of responses needed to meet the quorum requirements, (2) state the percentage of approvals necessary to pass the measure(s), and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action and (2) provide the members an opportunity to specify approval or disapproval of each proposal, if more than one proposal is set forth.

**Section 7. Proxies.** No person, whether member or not, may vote the proxy of any Regular member.

**Section 8. Waiver of Notice.** Attendance by a person at a meeting shall constitute waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

## Section 9. Record Date.

(a) *To be determined by Executive Council.* For the purposes of determining which members are entitled to receive notice of any meeting, to vote, or to take any other action, the Executive Council may fix, in advance, a "record date," which shall not be more than ninety (90) or fewer than ten (10) days before the date of any such meeting, or in the event a written ballot is to be solicited, not more than sixty (60) days before the day on which the first written ballot is mailed or solicited. Only members of record on the date so fixed are entitled to notice, to vote, or take other action, as the case may be, notwithstanding any transfer of any membership on the books of the corporation after the record date, except as otherwise provided in the articles of incorporation, by agreement, or in the California Nonprofit Corporation Law.

(b) *Failure of Council to determine date.*

(i) Record date for notices or voting. Unless fixed by

the Executive Council, the record date for determining those members entitled to receive notice of, or to vote at, a meeting of members, shall be the next business day preceding the day on which notice is given. In the event a written ballot is to be solicited, members on the day the first written ballot is mailed or solicited who are otherwise eligible to vote are entitled to cast written ballots.

(ii) "Record date" means as of close of business. For purposes of this paragraph (b), a person holding membership as of the close of business on the record date shall be deemed the member of record.

## ARTICLE VIII. EXECUTIVE COUNCIL

### Section 1. Powers of Councilors.

(a) *General Powers.* The business and affairs of the corporation shall be managed and all corporate powers exercised by or under the direction of its Executive Council, subject to any limitations in the Articles of Incorporation or these Bylaws and according to provisions of the California Nonprofit Corporation Law. The Executive Council may delegate the management of the activities of the Corporation to any person or persons or committee however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Executive Council. All references in such law to "directors" and "Board of Directors" shall apply herein to "councilors" and "Executive Council."

(b) *Specific Powers.* Without prejudice to these general powers and subject to the same limitations, the councilors shall have the power to:

- (i) set all dues and qualifications of members;
- (ii) appoint or remove such committees and establish such offices as the councilors deem necessary; and
- (iii) supervise the preparation and maintenance of procedures and policies for the corporation and its activities.

**Section 2. Qualifications.** Councilors of the Executive Council must be members of the corporation. Not more than 49% of the persons serving on the Executive Council may at any time be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

**Section 3. Number and Tenure.** The Executive Council shall consist of the officers, as identified in Article X; twelve (12) councilors elected by the membership; and six (6) chairs of the Nominating, Conference, Program, Publications, Fellows, and Finance committees, which chairs shall serve ex officio and without vote, except that any

chair otherwise entitled to vote as an officer or elected director may do so. Four councilors shall be elected each year to serve three-year terms.

### Section 4. Vacancies.

(a) *Events causing vacancy.* A vacancy or vacancies in the Executive Council shall be deemed to exist on the occurrence of the following:

- (i) the death or resignation of any councilor, including a resignation caused by the election of a councilor as an officer;
- (ii) the declaration by resolution of the Executive Council of a vacancy in the office of a councilor who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under section 5230 and following of the California Nonprofit Corporation Law;
- (iii) the increase of the authorized number of councilors;
- (iv) the failure of the councilors, at any meeting of the Executive Council at which any councilor or councilors are to be elected, to elect the number of councilors to be elected at such meeting; or
- (v) the removal of a councilor or councilors by the members according to law.

(b) *Resignations.* Except as provided in this paragraph, any councilor may resign, which resignation shall be effective on giving written notice to the President, the Secretary-Treasurer, or the Executive Council, unless the notice specifies a later time for the resignation to become effective. If the resignation of a councilor is effective at a future time, the Executive Council may elect a successor to take office as of the date when resignation becomes effective. No councilor may resign when the corporation would then be left without a duly elected councilor or councilors in charge of its affairs.

(c) *Deemed Resignation.* Any councilor who is absent from two consecutive meetings of the Executive Council may be deemed to have resigned, and the Executive Council may appoint a successor to fill the vacancy after first giving notice to the councilor who is deemed to have resigned that such appointment will be made.

(d) *No vacancy on reduction of number of councilors.* No reduction of the authorized number of councilors shall have the effect of removing any councilor before that councilor's term of office expires.

(e) *Filling vacancies.* A vacancy occurring among the councilors may be filled by the affirmative vote of a majority of the remaining councilors. Any person so selected shall serve the balance of the term of the councilor he or she replaced or until the next election.

**Section 5. 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. Members of the Executive Council may be reimbursed for expenses incurred in connection with their services as councilors.

## ARTICLE IX. MEETINGS OF THE EXECUTIVE COUNCIL

**Section 1. Regular Meetings.** The regular annual meeting of the Executive Council shall be held during the corporation's Annual Conference. In years when there is no Annual Conference, the annual meeting shall be held on the same date as the date selected by the Executive Council for the annual meeting of the members. The Executive Council may fix by resolution the time and place, either within or without the State of California, and the mode of the meeting, including telephone or computer network connection, for the holding of additional regular meetings of the Council, without notice other than that resolution.

### Section 2. Special Meetings.

(a) *How Called: Time, Place, and Mode.* 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 meeting, including telephone or by computer network connection, for the holding of any special meeting of the Council.

(b) *Notice.* Notice of any special meeting of the 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 the specified time period has elapsed, the meeting may be convened at any agreed upon time. Any councilor may waive notice of any meeting. The business to be transacted at the meeting need not be specified in the notice or waiver thereof, unless specifically required by statute or by these Bylaws.

(c) *Time of Notice.* Notice of any special meeting given by mail shall be by first class mail at least ten (10) days before the time set for the meeting. Notice given by any other means specified in (b) shall be given at least forty-eight (48) hours before the time set for the meeting.

**Section 3. Waiver of Notice.** Notice of a meeting need not be given to any councilor who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice of such councilor. All such waivers, consents, and approvals shall be filed with the records of the corporation or made part of the minutes of the meetings.

**Section 4. Quorum.** A majority of the number of councilors authorized for the Executive Council shall constitute a quorum for the transaction of business at any meeting of the Council. Every act or decision done or made by a majority of the councilors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Executive Council, subject to the provisions of the California Nonprofit Corporation Law and unless a greater number is required by these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdraw-

al of councilors, if any action taken is approved by at least a majority of the required quorum for that meeting or such greater number as is required by law, the Articles, or these Bylaws.

**Section 5. Action without Meeting.** Any action required or permitted to be taken by the Executive Council may be taken without a meeting, if all members of the council, individually or collectively, consent in writing or via the computer network to this action. Such action by written consent shall have the same force and effect as a vote of the Executive Council. Such written consent or consents shall be filed with the minutes of the proceedings of the Council.

**Section 6. Meetings by Telephone.** Members of the Executive Council may participate in a meeting through use of conference telephone or similar communications equipment, including computer network connection, so long as all members participating in such meetings can hear one another or otherwise participate in the discussion. Participation in a meeting pursuant to this subdivision constitutes presence in person at such meeting.

**Section 7. Adjournment.** A majority of the councilors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

**Section 8. Notice of Adjournment.** Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the councilors who were not present at the time of the adjournment.

## ARTICLE X. OFFICERS

**Section 1. Officer Designations and Qualifications.** 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 Article VIII. Officers other than 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 persons 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. Officers are otherwise deemed qualified for office unless specifically removed for cause.

**Section 2. Election and Term.** The President-Elect shall be elected by the membership for a two-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 two years. 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 two years. The Secretary-Treasurer shall be selected by the President, subject to the approval of the Executive Council, and shall serve at its pleasure. Each officer shall hold office until his or her successor has been duly elected or selected.

**Section 3. Removal.** Any officer may be removed for cause by a two-thirds vote of the Executive Council whenever, in its judgment, the best interests of the corporation would be served thereby. The Strategic Planning Board should be consulted prior to any action being taken.

**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 has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Council, or by these Bylaws 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. The President can appoint and dismiss the Secretary-Treasurer and the Chairpersons of the Standing Committees and may supervise and maintain the personnel policies subject to the approval of the Executive Council. From time to time, the President may assign duties to the President-Elect, Past-President, and the Secretary-Treasurer.

**Section 6. President-Elect.** The President-Elect shall perform such duties as the President may assign. In the event either the President or the Past-President is unable to act, the President-Elect shall perform the duties of such office and, when so acting, shall have all the powers of, and be subject to, all the restrictions of such 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, the Fellows Committee, and the Strategic Planning Board and shall perform such other duties as the President 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 (Article XII); see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of all 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 Bylaws; ensure that a current register of the mailing address of each member is maintained; 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 Executive Council; cause an audit of the corporation's books and records to be made each year by an independent accountant, the selection of which shall be approved by the Executive Council, such audit to be completed within four (4) months from the close of the corporation's fiscal year; 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.

**Section 9. Executive Committee.** The Executive Committee will be composed of the President, President-Elect, Past-President, and the Secretary-Treasurer which will serve with vote. This committee will act as a management council to the President and the Executive Council on day-to-day operations.

**Section 10. Strategic Planning Board.** The Strategic Planning Board shall be responsible for long-range planning for the corporation. The chair of the Strategic Planning Board shall be the Past-President. Members of such committee shall include former Past-Presidents and anyone appointed by the President who serve ex officio and without vote.

## ARTICLE XI. ELECTION OF COUNCILORS AND OFFICERS

**Section 1. Procedures.** The Nominating Committee shall nominate one person or more persons for the position of President-Elect and at least as many persons for positions on the Executive Council as there are vacancies on the Council. These nominations shall be included in the notice of the annual meeting given to all members. Ballots shall be circulated to the membership at least forty-five (45) days before the Annual Meeting. Each Regular member may vote for the President-Elect and for as many members of the Executive Council as there are vacancies to be filled. Ballots must be received by the Nominating Committee no later than fifteen (15) days prior to the Annual Meeting. Those four nominees for Executive Council receiving the highest number of votes, including write-in votes, shall be declared elected for three-year terms.

**Section 2. Nominations by Members.** Each year the AAAI will include an announcement in the official publication requesting nominations to the positions of President-Elect and Councilor. Members representing five percent (5%) of the voting power or at least 500 members may nominate candidates for councilors by a petition, signed by those members, and delivered to an officer of the corporation at least four (4) months prior to such election. On timely receipt of a petition signed by the required number of members, the secretary shall cause the names of the candidates named on it to be placed on the ballot along with the names of those candidates named by Nominating Committee.

**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 and until a successor has been elected and qualified.

## ARTICLE XII. COMMITTEES

**Section 1. Committees of the Executive Council.** The Executive Council, by resolution adopted by an affirmative majority vote of the number of councilors in office provided a quorum is present, may designate one or more committees, each of which shall consist of two or more councilors of the Executive Council. The President may appoint Chairpersons to all Standing Committees subject to the approval of the Executive Council. These committees, to the extent provided by their enabling resolutions and within the limitations of the law or these Bylaws, shall have and exercise the authority of the Executive Council in the management of the corporation, except that no committee, regardless of the resolution, may:

- (a) take any final action on matters which, under the California Nonprofit Corporation Law, also require members' approval or approval of a majority of all the members;
- (b) fill vacancies on the Executive Council or on any committee which has the authority of the Council;
- (c) fix compensation, if any, of the councilors for serving on the Council or on any committee;
- (d) amend or repeal bylaws or adopt the bylaws;
- (e) amend or repeal any resolution of the Executive Council which by its express terms is not so amendable or repealable;
- (f) appoint other committees of the Council or the members thereof;
- (g) approve any transaction (1) to which the Corporation is a party and in which one or more councilors has a material financial interest or (2) between the Corporation or any person in which one or more of its councilors has a material financial interest.

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. Such committees shall serve at the pleasure of the Council.

**Section 2. Nominating Committee.** The Nominating Committee shall be responsible for the conduct of elections in accordance with the provisions of Article XI. The members of the Nominating Committee will be the Past-President and the members of the Executive Council whose terms of office expire at the next annual meeting.

**Section 3. Finance Committee.** The Finance Committee shall be responsible for the preparation and review of the annual budget, supervise financial controls over expenditures, and establish spending limits. The Secretary-Treasurer shall be a member of this committee. The Executive Council shall, by majority vote, elect the Finance Chair and such other members of the Committee as the Executive Council deems appropriate.

**Section 4. Conference Committee.** The Conference Committee shall be responsible for the planning and execution of the conferences held by the corporation. The

Executive Council shall, by affirmative vote, elect the Conference Chair and such other members of the Committee as the Executive Council deems appropriate.

**Section 5. Program Committee.** The Program Committee shall be responsible for the program(s) of the conference(s). The Executive Council shall, by affirmative vote, elect the Program Committee and such other members of the Committee as the Executive Council deems appropriate.

**Section 6. 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 vote, elect the Publication Chair and such other members of the Committee as the Executive Council deems appropriate.

**Section 7. Fellows Committee.** The Fellows Committee shall be responsible for selection of Fellows of the AAAI. The Past President will act as Chair, and past AAAI Fellows will be members of the Committee.

**Section 8. Other Committees.** Other committees not having and exercising the authority of the Executive Council may be designated by a resolution adopted by 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 may nominate a person the chair of the committee subject to the approval of the Executive Council.

**Section 9. Qualifications and Term.** Each member of any committee shall be a member of the corporation, unless otherwise provided in the resolution of the Executive Council establishing such a committee. Each member of the committee shall be appointed for a specific term and shall serve until the end of that term or until a successor is appointed, unless the committee is dissolved, such member is removed or resigns from such committee, or such member shall cease to qualify as a member thereof.

**Section 10. 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. Vacancies on any committee having the authority of the Council may be filled only by the Executive Council.

**Section 11. 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 12. Rules.** Each Committee may adopt rules for its own government not inconsistent with these Bylaws, with rules adopted by the Executive Council, or with the California Nonprofit Corporation Law.

**Section 13. Termination or Removal.** The Executive Council may, by affirmative majority vote, remove any chairperson or member of any committee or may elimi-

nate any committee not specifically designated in these Bylaws.

#### ARTICLE XIII. 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 Bylaws, 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 specified instances. Any authority so delegated is subject to the same provisions of law and limitations of the Articles of Incorporation and these Bylaws as pertain to the Executive Council.

**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, unless otherwise specified by law.

**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 purposes or for any special purpose of the corporation.

#### ARTICLE XIV. 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 the 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)."

#### ARTICLE XV. PARLIAMENTARY AUTHORITY

**Section 1.** The rules contained in the most recent edition of Robert's Rules of Order shall govern this corporation in all cases to which they are applicable and in which they

are not inconsistent with these Bylaws.

#### ARTICLE XVI. INDEMNIFICATION OF COUNCILORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

**Section 1. Definitions.** For purposes of this Article,

(a) *agent* means any person who is or was a councilor, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a councilor, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a councilor, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or another enterprise at the request of the predecessor corporation;

(b) *proceeding* means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

(c) *expenses* includes, without limitation, all attorneys' fees, costs, and other expenses incurred in the defense of any claims or proceedings against any agent by reason of his or her position or relationship as agent and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnifications under this Article.

**Section 2. Mandatory Indemnity.** In any case where the agent "wins" on a claim brought against him or her that arises out of the agent's actions for or on behalf of the corporation, the corporation must indemnify that agent against any expenses incurred in connection with the claim or suit. To "win," the case must be fully decided based on its merits. Most commonly, a decision on the merits occurs when a court or other tribunal reaches a verdict or issues an order based on the facts and the law in the case.

**Section 3. Prohibited or Restricted Indemnity.** The association may provide only limited indemnification (or cannot provide any indemnification) in the following cases:

(a) Suits brought by or on behalf of the corporation against the agent or agents;

(b) Suits in which the agent is accused of self-dealing; or

(c) Suits involving a breach of a duty regarding assets held in charitable trust.

**Section 4. Permissive Indemnity.** In all other cases that do not fall into the situations mentioned above, the agent may be indemnified, provided that the Executive Council authorizes the indemnification or that the court authorizes indemnity. Permissive Indemnity situation typically involves claims by third parties in which both the corporation and one or more of its agents individually are named as defendants in the suit.

Where the Executive Council authorizes indemnity, it must first determine that the agent acted in good faith and with a reasonable belief that his or her acts were in the AAAI's best interests. The Executive Council should make a thorough investigation regarding the extent of the

agent's good faith, belief of corporate best interest, and prudence of conduct in any situation where indemnity issues arise.

**Section 5. Determination of Agent's Good Faith Conduct.** The indemnification granted to an agent in Sections 2 and 4 above is conditioned on the following:

(a) *Required standard of conduct.* The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he or she believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or interest of this corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful. In the case of criminal proceeding, the person must have had no reasonable cause to believe that his or her conduct was unlawful.

(b) *Manner of determination of good faith conduct.* The determination that the agent did act in a manner complying with Paragraph (a) above shall be made by:

(i) the Executive Council by a majority vote of a quorum consisting of councilors who are not parties to proceedings; or

(ii) the members by an affirmative vote (or written ballot) of a majority of the members represented and voting at a duly held meeting of members at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); or

(iii) the court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this Corporation.

**Section 6. Limitations.** No indemnification or advance shall be made under this Article, except as provided in Section 2 or 5(b) (iii), in any circumstance which it appears:

(a) That the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

**Section 7. Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

**Section 8. Contractual Rights of Noncouncilors and Nonofficers.** Nothing contained in this Article shall affect any right to indemnification to which persons other than councilors and officers of this corporation, or any subsidiary hereof, may be entitled to by contract or otherwise.

**Section 9. Insurance.** The Executive Council may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not his or her corporation would have the power to indemnify the agent against that liability under the provisions of this section.

## ARTICLE XVII. AMENDMENTS TO THESE BYLAWS

### Section 1. Amendment by Executive Council.

(a) Subject to the limitations set forth below, the Executive Council may adopt, amend or repeal bylaws unless the action would materially and adversely affect the members' rights as to voting. The Executive Council may not extend the term of a Councilor beyond that for which the Councilor was elected.

(b) The Executive Council may not, without the approval of the members, specify or change any bylaw provision that would:

(i) Fix or change the authorized number of councilors;

(ii) Fix or change the minimum or maximum number of councilors;

(iii) Change from a fixed number of councilors to a variable number of councilors or vice versa;

(iv) Increase or extend the terms of councilors; or

(v) Increase the quorum for members' meetings.

**Section 2. Approval by Members.** New bylaws may be adopted or these Bylaws may be amended or repealed by approval of the members. No amendment may extend the term of a director beyond that for which the director was elected.