



BY-LAWS OF THE

American Council for
Technology

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BY-LAWS OF THE AMERICAN COUNCIL FOR TECHNOLOGY

Article I – NAME

The name of the organization shall be the American Council for Technology, formerly known as the Federation of Government Information Processing Councils, Inc., herein referred to as ACT.

Article II – PURPOSES AND AUTHORITIES

Section 1. Purposes. The purposes for which ACT is organized are to:

- A. Develop a coordinated leadership for focusing and facilitating the activities of the member organizations.
- B. Develop a four-way channel of communications among the managers and users of information technologies (IT), government agencies (Federal, state, local and international) regulating the use of these technologies, industry, and the academic community.
- C. Assist its members in increasing the quantity, quality, and timeliness of information technology service delivery through more efficient and effective management in the application of both proven and, where appropriate, state of-the-art information technology.
- D. Provide information technology education and training to maintain the managerial and technical competence of the workforce at the federal, state and local levels of government
- E. Promote the profession of information technology management in the public sector.

Section 2. Mission. To lead the IT community to improve government.

Section 3. Authority.

- A. Tax-exempt status. ACT is organized exclusively for educational, scientific, and charitable purposes under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law). ACT has been formally established as a nonprofit corporation under the laws of the State of Delaware and has also received tax exempt status from the U.S. Internal Revenue Service under Section 501(c)(3).
- B. Certain activities precluded. Pursuant to its 501(c)3 status, no substantial part of the activities of ACT shall be the carrying on of

propaganda or otherwise attempting to influence legislation. ACT shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office or any other activities not permitted to be carried on by a corporation exempt from Federal income tax. All government members and board members shall be aware of the Hatch ACT and 18 U.S.C 1913 as it applies to their actions within ACT. ACT does educate its members about proposed and pending legislation.

Article III – MEMBERSHIP

Section 1. Organizational Membership. ACT may offer membership to non-profit organizations that focus on government IT issues and are consistent with ACT's mission and objectives. Such members shall be referred to as ACT Councils. It shall be the general purpose of the member Councils to provide their membership a forum supporting the objectives of ACT, as stated in Article II. This can be accomplished through meetings; visits to government and military establishments; and seminars, exhibitions, technical panels, and discussions. ACT member Councils are autonomous, within the parameters outlined in the ACT bylaws. There shall be three classes of Councils:

- A. State and Local organizations which cover specific geographic territories.
- B. National organizations which cover specific functional or discipline areas.
- C. International organizations which cover specific country or geographic region.

Section 2. Council Agreements. A proposal to create a Council may be initiated by the ACT Board or another party. Upon approval of the proposal by the ACT Board of Directors, a Memorandum of Understanding between the two organizations shall be prepared and signed. The Memorandum of Understanding shall set for the responsibilities and expectations of each party. No organization shall be approved as a Council unless its mission is focused on improving government. Each ACT Council shall be entitled to have a voting member of the ACT Board of Directors

Section 3. Individual Membership. Full-time employees of public sector organizations may join ACT in an individual membership capacity for an annual membership fee determined by the Board of Directors.

- A. These individuals have access to thought leadership, peer networking, continuous learning and collaboration within the larger information technology community.

- B. Individual members have the opportunity to participate in all ACT events and activities.

Article IV – BOARD OF DIRECTORS

Section 1. General. The affairs of ACT shall be governed and managed by a Board of Directors. The Directors shall:

- A. Establish the organization's strategic agenda and oversee all activities to ensure that ACT and its component parts are addressing issues relevant to the government;
- B. Establish such policies procedures as are necessary to ensure that the organization operates in a manner that is legal, objective and ethical;
- C. Ensure that government organizations are aware of ACT and that employees with an interest in IT are encouraged and have an opportunity to participate in ACT.
- D. Ensure that ACT is fulfilling its mission, including meeting the educational needs of government employees.
- E. Appoint government employees to serve in leadership positions within ACT (such as conference chairs).
- F. Oversee and plan the annual Management of Change Conference;
- G. Establish and manage an awards program to recognize outstanding contributions to ACT and the government IT community by individuals who have made an exceptional contribution.
- H. Establish such chapters, committees, working groups and other organizations as are appropriate to carry out ACT's mission and appoint government individuals to lead and serve on those entities;
- I. Perform the duties prescribed by these bylaws and by the parliamentary authority as described in Article XII.
- J. Perform such other duties as may be prescribed by the Board of Directors from time to time.

The responsibility for managing the organization on a day-to-day basis and its financial activities shall be the responsibility of the Executive Director. The Industry Advisory Council shall have overall responsibility for the organization's financial activities.

Section 2. Board Membership. The Board of Directors of ACT shall consist of the following elected individuals:

- President;
- Executive Vice President;
- Twenty (20) Vice Presidents at Large

In addition to the above elected individuals, the following individuals shall also be members of the ACT Board of Directors.

- Chair of the Intergovernmental Advisory Board
- Chair of the Industry Advisory Council
- Immediate Past President of ACT (ex-officio, non-voting)
- Executive Director of ACT (ex-officio, non-voting)
- A representative from each ACT council in good standing;
- A representative from each ACT chapter in good standing (ex-officio, non-voting)

The Board may vote to add additional board positions as appropriate by a super majority of two-thirds of the voting board members.

Section 3. Voting. All Directors, except the Immediate Past President, Executive Director and representatives of ACT chapters, shall have the right to vote. A majority of the Board of Directors present in person or by telephone shall constitute a quorum for the transaction of business at any meeting of the Board. If a vote is called, a simple majority of those present and voting is required for passage.

Section 4. Eligibility. With the exception of the IAC representative and the Executive Director, all Directors must be full time government employees. If a Director is a government employee, she/he is required to notify her/his agency's or department's ethics officer of their service and submit any required disclosure forms.

Section 5. Term of office. With the exception of the President and Executive Vice President, the terms of office are two years in length. The President and Executive Vice President shall each serve a one year term. No Director may serve more than two consecutive terms in the same office. Elected Directors shall serve in only one elected office at a time.

Section 6. Leadership Transition. The individual elected as Executive Vice President shall serve a one year term and then move up to the position of President. After a one-year term as President, he/she shall become the Immediate Past President.

Section 7. Removal. Any Director may be removed, as determined by the Board, by a two-thirds vote of the Board of Directors at a special meeting called for that purpose, with 30 days' notice given stating the specific purpose of the meeting, whenever in the judgment of the Board Members it is in the best interests of ACT.

Section 8. Filling vacancies. A vacancy in any office, except President, because of death, resignation, removal, disqualification or otherwise may be filled through appointment by the President of the Board for the remainder of the term. A vacancy by the President will be filled by the Executive Vice President.

Section 9. Duties of Board Members. The duties of Board members include, but are not limited to:

A. President. The President shall:

1. Guide the activities of ACT and ensure that the organization is fulfilling its mission and requirements.
2. Establish the agenda and preside at all meetings of the Board of Directors;
3. Appoint committee chairs;
4. Serve as the official representative of ACT; and
5. Manage and evaluate the performance of the Executive Director (with the advice and counsel of the Chair of the Industry Advisory Council).

B. Executive Vice President. The Executive Vice President shall:

1. Carry out such responsibilities as are assigned by the ACT President; and
2. Manage the annual nomination process for electing new members of the ACT Board.
3. In the absence of the President or in the event of the President's inability to act, perform the duties of the President until the President's return or the end of the President's term. When so acting it will be with all the powers of the President, while being subject at the same time to all the restrictions upon the President;.

C. Vice Presidents at Large. The Vice Presidents at Large shall:

1. Advise the President and Board on issues and policies relevant to the government;
2. Be responsible for overseeing and managing such activities and or portfolios as are assigned by the ACT President.
3. Identify and recommend programs and other ways that ACT can serve the government;
4. Ensure that government employees are aware of ACT and participating in its activities.

5. Provide leadership or support for such activities as may be requested by the ACT president.

D. Chair, Intergovernmental Advisory Board. The Chair of the IAB serves as a liaison between the IAB and ACT.

E. Chair, Industry Advisory Council. The Chair of the IAC serves as a liaison between the IAC and ACT.

F. Executive Director. The Executive Director participates as a non-voting member of the ACT Board of Directors and is responsible for implementation of Board decisions.

G. Council Representatives. The representative of an ACT council shall serve as a liaison between the council and ACT. The representative of an ACT council must be a full time government employee.

H. Chapter Representatives. Each ACT chapter shall be entitled to a representative on the ACT Board of Directors. This individual shall serve as a liaison with the chapter. This position shall be non-voting.

Section 9. Meetings. The ACT Board of Directors shall meet at least six times a year. A regular annual meeting of the Board of Directors shall be held in conjunction with the annual Management of Change conference.. Participation in such meetings may be in person or by conference call.

Section 10. Notification of meetings. Notice of any meeting of the Board, along with the topics to be discussed, shall be given by the Executive Director at least seven days prior by written notice delivered personally, by mail, or electronically to each Director. If mailed, such notice shall be deemed to have been delivered three days after being deposited in the United States mail in a sealed envelope so addressed. If notice is sent by facsimile machine or e-mail, such notice shall be deemed to have been delivered when it has been transmitted

Section 11. Compensation. Directors as such shall not receive any salaries or compensation for their services

Section 12. Files. All appropriate files shall be forwarded to the newly elected Directors within twenty-one (21) days after their election. Central files, which reflect historical decisions, actions, or documentation such as past audits, etc., will be maintained at the ACT office.

Section 13. Executive Committee

Upon the recommendation of the ACT President and, with the approval of the ACT Board of Directors, the ACT Board may establish an Executive Committee of the Board.

1. The Executive Committee shall be composed of the ACT President, Executive Vice President and up to five elected members of the Board of Directors.
2. The ACT Executive Director shall be a non-voting member of the Executive Committee.
3. The Executive Committee shall meet between meetings of the ACT Board and shall have all of the authorities of the Board.
4. Decisions of the Executive Committee shall be subject to review by the entire ACT Board and a decision or action by the ACT Executive Committee may be overturned by a two-thirds vote of the entire ACT Board of Directors.

Article V - NOMINATIONS AND ELECTIONS

Section 1. Eligibility.

- a. It is intended that the ACT Board of Directors shall represent the spectrum of government organizations, functions and career levels involved in the use and management of information technology assets. In identifying candidates to serve on the ACT Board, the following criteria shall be considered:..
 - a. Must be a full-time government employee at the federal, state or local level;
 - b. An interest in, or responsibility for, improving government through the effective and innovative application of IT;
 - c. Must occupy a career position;
 - d. Shall have responsibilities consistent with the ACT mission (CIO, CXO, program manager, etc.);
 - e. Shall be supportive of collaboration between the public and private sectors;
 - f. Shall have executive or management experience that is relevant to the ACT mission;
 - g. Shall know how to operate effectively in a consensus-based environment;
 - h. Shall be willing to devote the time and resources to being a member of the ACT Board;
 - i. Shall comply with all applicable ethics rules and regulations; and
 - j. Shall agree to comply with the ACT/IAC Leadership Code of Conduct.

- b. An individual appointed as the representative of an ACT Council shall be a full-time government employee.

Individuals are elected for two-year terms by a vote of the Board of Directors at the annual meeting of the Board of Directors

It is intended that no more than one-half of the ACT Board shall be elected in any single year. To move to this process, the following actions shall be taken. In 2011, seven of the Vice Presidents at Large shall be elected to initial one year terms. In 2012 these seven positions shall become two-year terms. The remaining eight Vice Presidents at Large shall be elected to two-year terms beginning in 2011. To determine which positions will be one-year terms in 2011 and which will be two-year terms, a lottery will be held at the conclusion of the 2011 election.

Section 2. Nominations. No later than March 31st of each year, the President shall appoint a Nominating Committee chaired by the Executive Vice President. The Executive Vice President shall notify all Directors and all Member Councils that suggestions for nominations may be made to the chair of the Nominating Committee no later than April 30th. The Nominating Committee shall submit to the President one or more nominees for each position no later than May 31st. The Nominating Committee shall secure from each candidate a written statement that he/she will serve if elected and comply with the ACT Code of Conduct and all appropriate government ethics rules.

Section 3. Elections. Not less than 30 days before the annual meeting of the Board of Directors, the Executive Vice President shall notify each Board Member of the nominees agreeing to serve and provide them with a biographical summary for each candidate. The Board Members, at their annual meeting shall elect a person to each office from among such nominees, and the newly elected Directors shall take office on July 1st.

Article VI – ADVISORY GROUPS, CHAPTERS AND COMMITTEES

Section 1. Advisory groups. The ACT Board of Directors has established Advisory Councils to support the mission of ACT. All members of an ACT Advisory Council who are government employees are required to notify their agency or department ethics officers and submit any required disclosure forms.

A. Intergovernmental Advisory Board. The ACT Intergovernmental Advisory Board (IAB) was established for the purpose of providing a broad government body that counsels and gives input to the program efforts of ACT. The IAB was designed to consist of senior IT executive members representing federal agencies as well as state and local government representatives. It works closely

with the Office of Government wide Policy, and the Office of Citizen Services and Communications in the General Services Administration. The IAB is different from other councils in that it operates under the auspices of ACT and under ACT's tax ID and status. ACT possesses all financial and official tax reports, state and county filings, and handles other official matters on behalf of the IAB.

B. Industry Advisory Council. The ACT Industry Advisory Council (IAC) was established by ACT for the purpose of providing industry counsel and support to the ACT and its programs. IAC is comprised of private firms involved in the government IT and telecommunications community that wish to participate in a council that maintains a formal link to ACT. Each IAC member firm designates an individual to serve as the firm's official representative to ACT. IAC is different from other councils in that it operates under the auspices of ACT and under ACT's tax ID and status. ACT possesses all financial and official tax reports, state and county filings, and handles other official matters on behalf of the IAC.

Section 2. Chapters.

The ACT Board may establish such chapters as it deems appropriate to provide an appropriate collaborative venue for government employees in other parts of the country. Such chapters shall not have a separate legal identity, shall operate in accordance with ACT's policies and procedures and shall be subject to the direction and control of the ACT Board of Directors. The ACT Board of Directors shall establish and publish criteria to govern the establishment and operation of chapters. The government leader of each approved ACT chapter shall be an ex-officio, non-voting member of the ACT Board of Directors.

Section 3. Committees. The President may designate committees. Any such committee shall have a specific purpose and shall report recommended actions to the President and the Board of Directors.

Section 4. Committee Chair. One member of each committee shall be appointed Chair by the person or persons authorized to appoint the members. The appointing authority may allow the committee to elect its chair.

Section 5. Committee Vacancies. Vacancies in membership of any committee may be filled by the President.

Article VII - EDUCATION AND TRAINING CONFERENCES

Section 1. Policy Guidance. ACT's education programs extend to members and others interested in public sector IT issues. These are instructional opportunities in various formats, including short courses, topical conferences, general conferences, self-study courses, and other formats. It is ACT policy that all education program offerings sponsored by and/or operated by ACT are operated in a professional manner and on a financially sound basis.

Section 2. Training Revenues. ACT-sponsored education programming shall be operated in a financially sound manner.

Section 3. Annual Conference. ACT will hold an annual educational conference. The industry and government co-chairs shall be appointed by the President, along with the members of the Executive Steering Committee. The Board of Directors shall make recommendations to the President for these positions.

Article VIII – ADMINISTRATIVE PROCEDURES

Section 1. Offices. The principal office of ACT shall be located in the State of Delaware. ACT may have such other offices as the Board of Directors may determine. ACT shall have and continuously maintain in the State of Delaware a registered office, and a registered agent whose office is identical to such registered office, as is required by the State of Delaware General Corporation Law. The registered office may be, but need not be, identical with the principal office in the State of Delaware, and the address of the registered agent may be changed from time to time by the Board of Directors.

Section 2. Financial and Administrative Policies and Procedures Manual. Operations not covered in these bylaws shall be operated in accordance with the ACT Financial and Administrative Policies and Procedures Manual. This manual shall be developed and maintained by the Executive Director and submitted to the Board for approval.

Section 3. Executive Director and Staff. The Executive Director shall be the chief staff operating officer of ACT and shall have full authority and responsibility for the day-to-day operation, consistent with the strategic guidance provided by the Board of Directors. The Executive Director shall serve as a member, ex-officio without vote, of the ACT Board of Directors. The Executive Director is subject to the direction and control of the ACT President and IAC Chair. The Executive Director shall conduct his or her responsibilities in a way which brings no conflict of interest or adverse publicity to the organization.

A. General Responsibilities

1. Is responsible for all ACT operations, including recommending and participating in the formulation of policies and directing the implementation of those policies as approved by the ACT Board of Directors and IAC Executive Committee;
2. Plans, directs and coordinates all activities of the ACT to ensure that its objectives are achieved;
3. Creates partnerships among the councils, industry, and the government;

4. Works with the Treasurer to ensure that an appropriate financial management system is in place and documented for the future; and
5. Ensures that a file management system is in place to allow for continuity of operations.

B. Authority. The Executive Director shall have full responsibility for all ACT staff as required, (including hiring, promoting, approving performance bonuses, supervising, and terminating authority), and for all outside contract services including office temporary help, accounting services, independent audit services, legal counsel, and other services, as provided for in the annual budget approved by the Board of Directors.

C. Office Operations. With the approval of the President and Board, the Executive Director shall contract for appropriate headquarters office space, and shall be responsible for equipping and maintaining that office as the official base of operations for ACT. The Executive Director may sign any deeds, mortgages, bonds, contracts, and other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors.

D. Reports to the Board. The Executive Director shall provide regular reports to the ACT President and Board on the state of the organization

E. Books and records. The Executive Director shall keep correct and complete books and records of account and shall also keep and distribute notices of and minutes of the proceedings of the Board of Directors meetings. The Executive Director shall be custodian of records and of the seal of ACT and ensure that the seal is affixed to all documents, the execution of which on behalf of ACT under its seal is duly authorized in accordance with the provisions of these by-laws.

F. Reports due to Governmental bodies. The Executive Director shall assure the correct and timely filing of all required internal and external reports.

Section 4. Dissolution. Upon dissolution of ACT, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of ACT, dispose of all of the assets of ACT exclusively for the purposes of ACT in such manner, or to such organization(s) organized and operated exclusively for charitable, education, religious, or scientific purposes as at the time shall qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of general jurisdiction of the jurisdiction in which the principal office of ACT is then located, exclusively for such purposes or

to such organization(s), as said Court shall determine which are organized and operated exclusively for such purposes.

Section 5. Distribution of Earnings. No part of the net earnings of ACT shall inure to the benefit of, or be distributable to Directors or other private persons, except that ACT shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.

Article X - INDEMNIFICATION OF DIRECTORS

All directors and employees of ACT shall be indemnified by ACT. This indemnification applies to expenses actually and necessarily incurred by ACT's directors and employees in connection with the defense of any action, suit, or proceeding in which they are made a party by reason of being or having been such director or employee. This indemnification will not apply to matters in which they are adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such director or employee may be entitled, under any bylaw, agreement, or vote of the Board of Directors.

Article XI - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern ACT and its member councils in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

Article XII – SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, State of Delaware."

Article XIII - AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Board of Directors present at any regular meeting or at any special meeting, if at least thirty days' written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting.

APPENDIX A – CRITERIA FOR ACT ORGANIZATIONAL MEMBERS

To be a member council or strategic partner of ACT, organizations must:

- Be a non-profit organization with 501(c) status or be a government organization.
- Have significant government involvement in activities and programming.
- Have a financially stable business model.
- Have a solid reputation in the government IT community either at the federal, state or local level.
- Have a mission which complements ACT's mission.
- Share a joint interest in improving government.
- Be able to appoint a liaison with significant experience related to government and an interest in leading the IT community to improve government
- Be willing to work together at least annually to review joint goals and objectives.
- Be approved by the ACT Board of Directors.