



**Industry Advisory Council (IAC)
American Council for Technology (ACT)**

Bylaws

AS AMENDED THROUGH MARCH 31, 2011

ARTICLE I: NAME

The name of this organization shall be the ACT INDUSTRY ADVISORY COUNCIL (hereinafter IAC).

ARTICLE II: PURPOSE

Section 1. The IAC was organized in 1989 as an Advisory Group within the Federation of Government Information Processing Councils, now known as the American Council for Technology (ACT). The mission of the IAC is to bring industry and government executives together to exchange information, support professional development, improve communications and understanding, solve issues and build partnership and trust, thereby enhancing government's ability to serve the nation's citizenry. This is accomplished by:

- A. Providing a forum for studies and analyses of public sector management issues, arriving at IAC positions on these issues, and presenting the results to the appropriate officials in the Federal executive and legislative branches, as well as state and local governments. Such officials shall include, but not be limited to, the Federal Chief Information Officers Council (FCIOC), the Chief Financial Officers Council (CFOC), the Office of Management and Budget (OMB), and other interested groups.
- B. Advising ACT, the above noted organizations, government managers and policy officials on the possible impacts of industry trends on government technology issues, serving as a sounding board for changes to federal regulations, and assisting the ACT and the above noted councils in public relation and public affairs programs aimed at improving the health of government.
- C. Assisting the ACT and the above noted councils in identifying professional speakers to deliver individual presentations on technical, administrative, or managerial topics, selected by the ACT or its councils.
- D. Providing education and training.

Section 2. The IAC is organized on a not-for-profit basis. No part of its net assets shall inure to the benefit of its members or IAC staff. The IAC is required to comply with the ACT constitution and bylaws, including its Code of Ethics and various financial oversight provisions.

ARTICLE III: MEMBERSHIP

Section 1. A company may become a member of the IAC by contributing the required fee in accordance with a schedule proposed by the Executive Committee and approved by the membership. The IAC Executive Committee shall have the authority to increase dues by up to 5% in any year when there is no other dues increase if, in the opinion of the Executive Committee, such an increase is necessary to sustain the effective operations of the organization. Any dues increase exceeding 5% in one year shall be submitted to the IAC membership for approval and shall require approval by a majority of those IAC members voting.

Section 2. Certain activities, principally voting on official business, are limited to a company's official representative. However, most IAC activities are open to all full-time employees of the member companies in addition to the official company representative. Member companies are encouraged to involve their employees in IAC activities, as they deem appropriate. A member company may designate as its official representative any full-time or part-time employee of the company, or any consultant or independent contractor, as it might wish. A member company may change its official representative at any time by providing written notice to the IAC.

Section 3. Voting By Written Ballot and Electronic Media. Any action which may be taken at any annual or special meeting of the members (including the election of officers and directors and the amendment of the bylaws) may be taken without a meeting if IAC delivers a written or electronic ballot to every member entitled to vote on the matter. Voting by written or electronic ballot shall be permitted to the fullest extent allowed by law, and shall be conducted as follows:

- a. The ballot shall set forth each proposed action and shall provide an opportunity to vote either for or against each proposed action.
- b. Unless otherwise required in these bylaws, the matter shall be decided by a majority of those ballots returned to IAC.
- c. All solicitations for votes by written ballot or electronic media shall indicate the number of responses needed to meet the quorum requirement, state the percentage of approvals necessary to approve each matter, and specify the time by which a ballot must be received by IAC in order to be counted.

Section 4. Any IAC member that has not paid their annual membership dues within 90 days of being invoiced shall be removed from the IAC membership unless an exception is approved by the Executive Director.

Section 5. Any IAC member that violates the bylaws, Code of Conduct or operating principles of IAC in a manner detrimental to the interests of IAC, may be removed from the membership by a two-thirds vote of the Executive Committee .

ARTICLE IV: ORGANIZATION

Section 1. Each official representative of a member company may cast one vote in any election and on any item of business put to the membership for a vote. Any person who is an official representative of a member company or a full-time employee of a member company may run for or hold elective office in the IAC, except that only a full-time employee of an IAC member company may be elected to the IAC Executive Committee, unless an exception is made by the Executive Committee.

Section 2. Any person who is an official representative of a member company or a full-time employee of a member company may participate in other activities and may serve as a committee chair or in any other appointed position.

Section 3. Regular meetings of the IAC membership are to be held at least once each year. Regular meetings should be scheduled at least 30 calendar days in advance . A special meeting may be called by the IAC Chair, by a majority of the IAC Executive Committee, or by a majority of the IAC membership. Notice of each regular and special meeting of the IAC membership shall be provided to the official representative of each member company and to each officer of the IAC and of the ACT at least 24 hours before any such meeting. The notice must identify the purpose of the meeting and the time and place thereof.

Section 4. The IAC membership, by majority vote of all voting members , may approve or disapprove any action by the IAC Executive Committee or the IAC Chair. Decisions of the membership are final unless reconsidered or overturned by majority vote of the membership at any subsequent regular or special meeting.

Section 5. The elected officers of the IAC shall be the Chair, Executive Vice Chair, Vice Chair for Finance and ten (10) Vice Chairs. These officers collectively shall constitute the IAC Executive Committee. In addition, the immediate Past Chair of the IAC shall be an *ex officio* member of the Executive Committee. The Past Chair shall not have an official vote on the Executive Committee. The Chair may, with the approval of the Executive Committee, appoint two (2) additional non-voting members of the Committee. The term of any individual appointed pursuant to this section shall not be more than one (1) year and shall coincide with the term of the Chair at the time of appointment. No individual may serve more than two terms as an appointee.

The Executive Committee, by majority vote at any regular or special meeting, may approve or disapprove any action by the IAC Chair.

Section 6. Regular meetings of the IAC Executive Committee are to be held at least six times each year. Regular meetings should be scheduled at least 30 calendar days in advance and, to the greatest extent possible, should occur at the same time and on the same date or day of each month. A special meeting may be called by the IAC Chair, or by a majority of the IAC Executive Committee. Notice of each regular and special meeting of the IAC Executive Committee shall be provided to each officer of the IAC at least 24 hours before any such meeting. The notice must identify the purpose of the meeting and time and place thereof.

Section 7. A quorum of the Executive Committee shall be needed to conduct business. A quorum shall be a majority of the elected officers. Each elected member of the Executive Committee shall have one vote. Proxies are not permitted. A member of the Executive Committee may participate in an Executive Committee meeting electronically provided that the Executive Director has been notified in advance of the meeting. Electronic participation shall count for the quorum. The Executive Committee may conduct votes electronically unless a member of the Executive Committee objects. If a member of the Executive Committee objects to an electronic vote, the vote may only be taken at an official meeting of the Executive Committee.

Section 8. The IAC shall have an Executive Director. The Executive Director shall be the chief management executive and chief operating officer of IAC and shall have full authority and responsibility for the day-to-day operation of the council, within the business plan and budget as approved by the Executive Committee. The Executive Director shall serve as a member, *ex-officio* without a vote, of the IAC Executive Committee and reports directly to the IAC Chair. The IAC Chair has the responsibility of overseeing the responsibility of the Executive Director.

Section 9. The IAC Executive Committee may establish such committees, shared interest groups, task forces, and other organizational units, as it believes useful. The IAC Chair, in consultation with the IAC Executive Committee, may appoint, remove, or replace the person or persons who will chair each committee, shared interest group, task force, and other organizational unit of the IAC.

Section 10. In general, a shared interest group (SIG) may be formed to address topics of interest to specific segments of the information technology industry. A SIG should be comprised of individuals from IAC member companies and representatives of government agencies. Prior to the creation of a new SIG, those who are interested in the topic should develop a mission statement, a statement of objectives, a description of the planned deliverables, a proposed budget, and an initial list of those who are interested in participating. A SIG should be disestablished when its mission has been fulfilled or its activities are no longer consistent with the IAC objectives or there is a lack of participation. The establishment and disestablishment of a SIG is at the discretion of the Executive Committee.

Section 11. The Executive Committee may establish such task forces, working groups and other entities as are necessary to carry out the mission of the organization.

Section 12. All meetings of the IAC membership, the IAC Executive Committee, and all other committees, SIGs, task forces, and other organizational units of the IAC shall be open to all IAC members and to all members of ACT, with the exception that an executive session may be held for the purpose of discussing matters that would violate personnel privacy (e.g. internal personnel matters, appointment of individuals to leadership positions, selection of awardees, etc.). An executive session may also be held if the matter involves IAC proprietary information or business matters that could affect IAC's financial viability.

ARTICLE V: OFFICERS AND DUTIES

Section 1. As noted above, the officers of IAC shall be a Chair, Executive Vice Chair, Vice Chair for Finance and ten (10) additional Vice Chairs. All Executive Committee member positions will have written position descriptions circulated to the membership in advance of elections by the Nominating Committee.

Section 2. Each IAC officer shall be a full-time employee of a member company.

Section 3. The terms of office shall be two years in length for each officer except the Executive Vice Chair. The Executive Vice Chair shall serve a three-year term with the first year as Executive Vice Chair, the second year as Chair and the third year as Past Chair. No officer may serve more than two consecutive elected terms, except that a member of the Executive Committee may serve a third term if elected as Executive Vice Chair during his/her second term

Section 4. Any officer may be removed by a two-thirds vote of the remaining members of the Executive Committee 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 Executive Committee it is in the best interests of IAC.

Section 5. In the event of a vacancy in any office because of death, resignation, removal, disqualification or otherwise, the IAC Chair may appoint a replacement, subject to approval of the Executive Committee, for the unexpired portion of the term.

Section 6. The duties of the officer are as follows:

Chair. The Chair serves a one-year term and is elected initially as the Executive Vice Chair. The Chair shall be responsible for organizing, calling, and conducting all meetings of the membership and of the Executive Committee. The Chair may act on behalf of the IAC in all matters, subject to approval or disapproval by the Executive Committee. The Chair shall serve as the IAC delegate to ACT or may appoint another to serve in that capacity. In the event that the Chair is vacated prior to the end of the applicable one-year term, the Executive Vice Chair will fill the unexpired term of the Chair.

Executive Vice Chair. The Executive Vice Chair serves a one-year term. At the end of that year this individual becomes the IAC Chair. . The Executive Vice Chair will

preside at any membership or Executive Committee meetings that the Chair cannot attend. The Executive Vice Chair will carry out such other responsibilities as are assigned by the Chair.

Vice Chair for Finance. The Vice Chair for Finance is elected for a two-year term and in cooperation with the Executive Director, is responsible for the maintenance of all financial records, and for all funds received by the IAC from any source. The Vice Chair for Finance, with consultation and consent by the IAC Executive Committee and in conjunction with the Executive Director, shall prepare and propose a . budget prior to December 31 of each year. Prior to final approval of the budget by the IAC Executive Committee, the IAC Vice Chair for Finance shall obtain the comments of the ACT President upon the proposed budget. Any comments from the ACT President will be considered in the development of the final budget. Each quarter, the IAC Vice Chair for Finance and the Executive Director will provide a status report on IAC income and expenditures by activity and a comparison with the current approved budget projections. In the event of a shortfall, or expected shortfall, of funds, the Vice Chair for Finance will recommend appropriate modifications of the budget to the IAC Executive Committee. The process for changing the budget will follow the procedures for establishment of the original budget. The Vice Chair for Finance shall be consulted and must approve all major contracts and agreements that are financially binding to the organization.

Vice Chairs of the Executive Committee. Each of the ten Vice Chairs of the Executive Committee will be elected to a two year term. Each Vice Chair shall be given a portfolio of responsibilities by the IAC Chair and as approved by the Executive Committee.

ARTICLE VI: NOMINATIONS AND ELECTIONS

Section 1. The Chair and the Executive Vice Chair will serve one-year terms. All other officers of the IAC shall be elected for two-year, staggered terms by vote of the membership. No person shall be eligible for election to more than two consecutive elected terms. Elected officers shall serve in only one elected IAC office at a time.

Section 2. No later than February 15 of each year, the Chair shall appoint a Nominating Committee composed of a chair and committee of no fewer than three individuals representing IAC member companies. The Executive Vice Chair shall manage the nominating process on behalf of the Executive Committee. The Executive Committee shall provide the Nominating Committee with the number of vacancies and a description of the requirements and responsibilities for each vacancy.

Section 3. The Executive Vice Chair shall notify all member company official representatives of the number of positions open on the Executive Committee and request that suggestions for nominations be made to the chair of the Nominating Committee no later than March 15. The Nominating Committee shall submit to the Executive Vice Chair one or more nominees for each position no later than March 31. Within 10 days from receiving the nominees of the

Nominating Committee, the Executive Vice Chair shall provide each member company the names of the Nominating Committee nominees along with notice that additional nominations may be made for any office to be elected by petition containing the signatures of official representatives of no less than 5% of member companies and submitted no later than April 30.

Section 4. Upon receiving the nominations from the Nominating Committee and petitioners, the Executive Vice Chair shall secure from each person so nominated a written statement that s/he will serve, if elected. By May 15, the Executive Vice Chair shall notify each member company of the nominees agreeing to serve and provide them with a biographical summary for each candidate. At the May membership meeting, nominees will be introduced and have an opportunity to briefly discuss their candidacy.

Section 5. Ballots shall be distributed by mail or e-mail to the official representative of each member company no later than June 1. Ballots may be returned by mail, e-mail or hand-delivery. The person receiving a plurality of the votes for each office shall be elected. In the event of a tie vote, a run-off vote will be conducted in the same manner.

Section 6. Officers shall take office on July 1. In the event of a vacancy, the IAC Chair may appoint a replacement, subject to approval by the IAC Executive Committee, to fill out the balance of the term.

ARTICLE VII: ACTIVITIES

Section 1. To the maximum extent practicable, the IAC intends that each separate activity should be self-supporting, unless otherwise approved in advance by the Executive Committee. Costs of an activity ordinarily should be recaptured through a charge to the participants or through donations from a member company or individual. In appropriate cases, the Executive Committee may approve the use of IAC funds to support an activity where consistent with the approved budget and fiscally prudent. Any funds received from an activity must be handled in accordance with the approved budget.

Section 2. Persons involved in IAC activities should avoid the appearance, as well as the fact, of conflict of interest. No IAC member, or an employee of an IAC member company, shall accept compensation of any sort for their efforts in connection with the IAC unless the arrangement is disclosed in advance to and approved by the IAC Executive Committee.

Section 3. Every person who has the responsibility for making appointments to any committee or other activity shall make an affirmative effort to appoint persons who will represent as many points of view as are relevant considering the assignment. Appointments shall also take into consideration the diversity in all manner of IAC's membership.

Section 4. Position statements and decisions to sponsor events or other activities can be established only by approval of the IAC Executive Committee or the IAC membership at a regular or special meeting. The Chair of the IAC shall be the official spokesperson for IAC. As appropriate, other individuals may be authorized to speak on behalf of IAC or some specific activity (such as a SIG). A person who, when making a public statement, is identified

as having an official connection with the IAC shall, if the matter has been determined by the IAC membership or the IAC Executive Committee, fairly state that policy and, if expressing a view at variance with it, clearly identifying the variance as the person's personal views only. If there has not been, or the person has no knowledge of, any such policy determination, the person shall nevertheless identify the utterance as personal views. No one may represent that the IAC has taken any position or sponsors or endorses any event or other activity except as approved by the IAC Executive Committee or the IAC membership as provided herein.

Section 5. As a constituent part of the ACT, which is a section 501(c)3 organization, the IAC is prohibited from supporting or opposing candidates for public office, from having a primary objective that may be attained only by legislative activity and advocating or campaigning for such primary objective, and from engaging in any substantial legislative activity and advocating or campaigning for such primary objective, and from engaging in any substantial legislative activity. In addition, the IAC is prohibited from advocating any particular position involving legislative matters without giving a full and fair exposition. In general, the IAC may engage in nonpartisan analysis, study or research with respect to issues that may be addressed during the legislative process, may provide requested technical assistance at the request of a legislative representative, may engage in activities that relate directly to its own existence, powers and other matters of self-protection, and may conduct discussions with legislators of broad social, economic and similar problems so long as that discussion does not address itself to the merits of specific legislation. Anyone with a question regarding the lobbying restrictions should seek guidance of the IAC Executive Director prior to engaging in any activities that might cause any concern in this regard.

Section 6. Unless otherwise prohibited by law, IAC shall indemnify any director or officer or any former director or officer, and may by resolution of the Executive Committee indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to IAC for damages arising out of his own gross negligence in the performance of a duty to IAC.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. IAC may advance expenses or where appropriate may itself undertake the defense of any director, officer or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Executive Committee may also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the IAC would have the power to indemnify the person against that liability under law.

ARTICLE VIII: AMENDMENTS

Notice of any proposed amendment to these bylaws, and an appropriate ballot on which to vote for or against such amendment, must be distributed by mail or e-mail to the official representative of each member company and to each officer of the IAC and the ACT at least 10 calendar days prior to the date on which the votes are to be counted. Ballots may be returned by mail, e-mail or by hand-delivery. No proposed amendment will become effective unless 60 percent or more of the official representatives casting a ballot are in favor of the amendment. All amendments shall be submitted to the Executive Director of the ACT.

Note: "Member" in these by-laws refer to a representative of a member company in good standing, no membership dues in arrears beyond one (1) quarter.