

**BY-LAWS OF
INTERNATIONAL CONFERENCES
ON AUTOMATED DEDUCTION**

(A NON-PROFIT CORPORATION)

ARTICLE 0. GENERAL

Purpose: The purpose of International Conferences on Automated Deduction Inc. shall be to organize conferences on automated deduction.

Relation to AAR: International Conferences on Automated Deduction Inc. is a subcorporation of the Association for Automated Reasoning Inc.

ARTICLE I. OFFICES

Section 1. **Principal Office.**

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Section 2. **Other Offices.**

The corporation may have such other offices, either within or without the County of DuPage, State of Illinois, as the Board of Trustees may determine or as the affairs of the corporation may require from time to time.

ARTICLE II. MEMBERS

Section 1. **Classes of Members.**

The corporation shall have one class of members.

Section 2. **Election of Members.**

The membership of CADE is coincident with the membership of the Association of Automated Reasoning.

Section 3. **Voting Rights.**

Each member shall be entitled to one vote on each matter submitted to a vote of the membership. Votes may be delivered in person, by post, electronic mail or fax.

ARTICLE III. MEETING OF MEMBERS

Section 1. **Meeting.**

There will be a Business Meeting of the CADE Inc. members at each conference sponsored by the corporation. The Business Meeting will be chaired by the first of the following people who is present: the President, the Vice President, the most senior Trustee. At the Business Meeting, business matters may be discussed, and motions may be made and voted on.

Motions other than amendments to the bylaws will require a 50% majority and will be advisory only. However, the reasons for rejecting such a motion must be explained to the members in the next edition of the Association of Automated Reasoning newsletter. Ties may be broken by a vote of the Trustees.

Proposed amendments to the bylaws are addressed in accordance with Article IX, Section 1.

Section 2. **Place of Meeting.**

The Board of Trustees may designate any place, either within or without the State of Illinois, as the place of meeting for any membership meeting or for any special meeting called by the Board of Trustees.

Section 3. **Quorum.**

The members present at any meeting regularly held at a conference sponsored by the corporation shall constitute a quorum at such meeting. At any other meeting of the members, twenty (20%) percent of the members shall constitute a quorum.

Section 4. **Proxies.**

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his or her duly authorized attorney in fact. No proxy shall be valid after sixty (60) days from the date of its execution, unless otherwise provided in the proxy. A given member may serve as the attorney in fact, and cast a vote, for at most one member.

ARTICLE IV. BOARD OF TRUSTEES

Section 1. **General Powers.**

The affairs of the corporation shall be managed by its Board of Trustees.

Section 2. **Number, Qualification and Tenure.**

Subsection 2.0 Membership of Board of Trustees:

There will be six elected Trustees and the following *ex-officio* Trustees: the Program Chairs of the current and forthcoming CADEs; the Secretary; and the Treasurer.

Amendment approved at the business meeting in June 2000 and passed by the membership in a vote held in July/August 2000: The number of trustees elected following each CADE conference will be increased from two to three, while maintaining their term at three CADE conferences, normally three years. This means that there will be a total of nine elected trustees instead of six. The number of elected trustees is currently six, and will increase by one at each trustee election following CADE 2000 until the total reaches nine.

Subsection 2.1 Nominations of Trustees

Nominations for Trustee positions may be made by any member of CADE, in writing, to be received by the Trustees up to or during the next upcoming CADE conference business meeting. Two members are required to make a nomination. No member may make more than one nomination. To be eligible, nominees must be AAR members, must give their permission, and must meet the conditions set forth in §2.2 below. An election as described in §2.3 below will be held within thirty days of the business meeting for the purpose of selecting two nominees to become Trustees.

Subsection 2.2 Terms of Trustees; Three-Term Rule

The elected Trustees shall have terms of office that begin with the election after the CADE conference business meeting at which they are nominated, and end with the third subsequent trustees election. No Trustee may serve three successive elected terms of office. The current and forthcoming Program Chairs will be Trustees from their appointment until the end of the CADE they are chairing. The Secretary and Treasurer will be Trustees during their period of appointment.

Subsection 2.3 Election of Trustees

Elected members of the Board of Trustees shall be elected via email by the entire CADE membership using the single transferable vote system. The election will be held within thirty days of the business meeting that marks the close of nominations and shall be binding on the Trustees.

Subsection 2.4 Vacancies

Trustee positions which become unexpectedly vacant due to resignation, death, or for other reasons, may be filled at the email election taking place subsequent to the following CADE conference, or in a Special Election.

Section 3. Regular Meetings.

A regular meeting of the Board of Trustees shall be held without other notice than this By-Law, immediately before, and at the same place as, the meeting of members. The Board of Trustees may provide by resolution the time and place, either within or without the State of Illinois, for the holding of additional regular meetings of the Board without notice other than that resolution.

Section 4. Special Meetings.

A special meeting of the Board of Trustees may be called by any three Trustees. The Trustees calling a special meeting of the Board may fix any place, either within or without the State of Illinois as the place for holding any special meeting of the Board called by them. The Trustees may hold meetings via electronic mail or in person, as they choose.

Section 5. Notice.

Notice of any special meeting of the Board of Trustees shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by mail, telegram, or computer network to each Trustee at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by computer network, each notice shall be deemed to be delivered when the message is accepted by the communications system. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any

meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Thus business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by statute or by these By-Laws.

Section 6. Quorum.

A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Trustees are present at said meeting, the Trustees present may adjourn the meeting from time to time without further notice for a period not to exceed six (6) months.

Section 7. Manner of Acting.

The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these By-Laws.

Section 8. Compensation.

Trustees as such shall not receive any stated salaries for their services, but by resolution of the Board of Trustees a sum for expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Trustee from serving the corporation in any other capacity and receiving compensation therefor.

Section 9. Powers and Obligations

The Board of Trustees shall have the following powers and obligations:

- a) Select the venues for future conferences. The Board of Trustees shall retain the power to change a previously selected location, and the dates for a conference, except that any change should not delay the holding of a conference by more than 180 days.
- b) Select Program Chairs and Local Arrangement Chairs for future conferences. The Program Chairs will join the Board of Trustees.
- c) Replace, in the event of the death, resignation, removal, disqualification, or refusal to act of a Program Chair or Local Arrangements Chair.
- d) To disqualify by two-thirds, or a greater affirmative vote, a selected Program Chair or Local Arrangements Chair.
- e) If there are additional vacancies on the Board of Trustees, elect by a majority affirmative vote person or persons to fill such unexpired terms.
- f) Select two Trustees to serve on the Board of Directors of the Association for Automated Reasoning.

Section 10 Special Elections.

The Trustees may at times choose to hold Special Elections. A Special Election is defined as an election held between CADE conferences called to fill unexpected Trustee vacancies or decide issues relevant to CADE. A Special Election may be conducted by electronic mail and/or postal mail. If the Special Election is held by electronic mail then the constituency

shall be the members of the AAR with electronic mail access. The nomination and voting rules will be the same as those for the Business Meeting as defined in Article III, §1 and Article IV §2.

Section 11 The Transitional Period.

These bylaws shall go into effect 90 days after the close of the 1996 CADE conference. The Trustees in office at that time shall be divided into a group of two whose terms of office expire at CADE-14, a group of two whose terms of office expire at CADE-15, and a group of two whose terms of office expire at CADE-16; any remaining Trustees' terms of office will expire when these bylaws go into effect. The Trustees shall decide which of themselves belong to which of these groups. When these bylaws go into effect, two Trustees shall be elected at each CADE conference. All Trustees in office when these bylaws go into effect, and whose terms of office expire at CADE-14, will serve as non-voting Advisors to the Trustees for one year after CADE-14. By "non-voting" is meant that the Advisors do not vote at Trustee meetings (unless they are serving a term of office as a Trustee). Trustees whose terms of office expire at CADE-14, CADE-15, or CADE-16 may run for election when these bylaws go into effect. If their election occurs during or at the expiration of one of their terms of office as a Trustee, then they shall be considered as entering their second term of office, for purposes of the three-term rule. Otherwise, they shall be considered as entering their first term of office. In general, Trustees in office when these bylaws go into effect are subject to the three-term rule.

ARTICLE V. OFFICERS

Section 1. Officers.

The officers of the corporation shall be the President, the Vice President, the Secretary, the Treasurer, and such other officers as may be selected in accordance with the provisions of this Article and of Article VI. Other officers shall have the authority and perform the duties prescribed, from time to time, by the Board of Trustees.

Section 2. Election and Term of Office.

The Secretary and the Treasurer of the corporation shall be selected by the Board of Trustees. The President and Vice President shall be elected by and from the Board of Trustees. New offices may be created and filled at any meeting of the Board of Trustees. The terms of the officers shall be for three CADE conferences, from the end of the n-th CADE conference at which they take office to the end of the (n+3)-th CADE conference. Each officer shall hold office until his or her term as a Trustee or term of office has expired, whichever comes first, unless specifically removed for cause. Officers may serve for any number of consecutive terms of office.

Section 3. Removal.

The Trustees may vote at Trustee meetings to remove the President, Vice President, Secretary, or Treasurer from office at any time if, in their judgement, the best interests of the corporation shall be served by such removal. For this a two-thirds majority of the Trustees in favor of removal is needed. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

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 Board of Trustees by affirmative majority vote consistent with the other provisions of these By-Laws.

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 the Board of Trustees. He or she may sign, with the Vice President, the Secretary, the Treasurer or any other proper officer of the corporation authorized by the Board of Trustees, any contracts or other instruments that the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees, or by these By-Laws, or by statute, to some other officer of or agent of the corporation; and, in general, he or she shall perform all duties incident to this office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 6. **Vice President.**

The Vice President will assist the President and will deputize for the President at meetings of the members or the Board of Trustees, when the President is not available; and, in general, perform all duties incident to the office of Vice President and such other duties as, from time to time, may be assigned to him or her by the President or by the Board of Trustees.

Section 7. **Secretary.**

The Secretary shall keep, or cause to be kept, the minutes of the meetings of the members and of the Board of Trustees; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member, which shall be furnished to the Secretary by such member; and, in general, perform all duties incident to the office of Secretary and such other duties as, from time to time, may be assigned to him or her by the President or by the Board of Trustees.

Section 8. **Treasurer.**

The Treasurer shall 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 Board of Trustees; and, in general, perform all duties incident to the office of Treasurer and such other duties as, from time to time, may be assigned to him or her by the President or by the Board of Trustees.

ARTICLE VI. COMMITTEES

Section 1. **Committees of Trustees.**

The Board of Trustees, by resolution adopted by an affirmative majority vote of the Trustees in office, may designate one or more committees, each of which shall consist of one or more

Trustees, which committees, to the extent provided in its enabling resolution, shall have and exercise the authority of the Board of Trustees in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed on it or him or her by law.

Section 2. Conference Committee.

The Conference Committee for each conference shall consist of its Program Chair, Local Arrangements Chair and the President, Secretary and Treasurer of the Corporation. The Program Chair shall choose a Program Committee for the conference. The Conference Committee may advise the Program Chair on the choice of the Program Committee. The Program Committee, under the supervision of the Program Chair, shall decide which submitted papers are accepted and rejected for the conference. Each Conference Committee shall be responsible for the planning and execution of its conference. It is empowered to establish subcommittees and enter into contractual relations to satisfy this purpose. In particular, both the Program Chair and the Local Arrangements Chair will be responsible for managing the finances associated with their part of the conference organization. They must keep accounts of these finances and these accounts must be approved by the Treasurer. The Treasurer will advance appropriate amounts of CADE Inc monies to the conference accounts and any profits made by the conference must be returned to CADE Inc at the end of the conference.

Section 3. Other Committees.

Other committees not having and exercising the authority of the Board of Trustees in the management of the corporation may be designated by a resolution adopted by a majority of the Trustees present 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 Trustees shall appoint the members thereof. Any member thereof may be removed by the Trustees with a majority vote of a quorum if, in their judgment, the best interests of the corporation shall be served by such removal.

Section 4. Term of Office.

Each member of a committee shall continue as such until the next meeting of the members of the corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5. President.

One member of each committee shall be appointed President by the person or persons authorized to appoint the members thereof.

Section 6. 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.

Section 7. Quorum.

Unless otherwise provided in the resolution of the Board of Trustees 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 8. **Rules.**

Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Trustees.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. **Contracts.**

The Board of Trustees may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. **Checks, Drafts or Orders for Payment.**

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall, from time to time, be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer or by the President.

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 Board of Trustees may select.

Section 4. **Gifts.**

The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the corporation.

ARTICLE VIII. 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, Board of Trustees, and committees having any of the authority of the Board of Trustees, and shall keep at the registered or principal office a record giving the names and addresses 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 Board of Trustees.

Section 3. Waiver of Notice.

Whenever any notice is required to be given under the provisions of the General Non-Profit Corporation Law of Illinois or under the provisions of the Articles of Incorporation or the By-Laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX. AMENDMENTS

Section 1. Power of Members to Amend By-Laws.

To amend (including repeal, add to, or replace) the bylaws, a simple majority at a CADE business meeting, or the Board of Trustees, may put such an amendment to the vote of the entire CADE membership. The amendment passes if 30% of the membership votes, and two-thirds of those voting vote in favor.

Section 2. Restrictions on Amendment of By-Laws

The By-Laws of this corporation may only be amended, repealed, or added to, or new By-Laws adopted, as specified in the preceding Section, except as required by applicable local, county, state, national, or international laws. However, the Trustees may modify the address of this corporation as given in Article I, Section 1 at any time, without a vote of the members.