

# **Computational Social Science Society of the Americas BYLAWS**

## **ARTICLE I**

### **NAME AND PURPOSE**

#### **1.1 Name**

The name of this association shall be Computational Social Science Society of the Americas. It shall be a nonprofit association incorporated under the laws of the District of Columbia. The business of the association may be conducted as Computational Social Science Society of the Americas or CSSSA.

#### **1.2 Purpose**

CSSSA shall be operated exclusively for scientific, charitable, and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. The purpose includes but is not limited to promoting basic and applied research and providing education in computational social science. Computational social science employs computer-based approaches to advance our fundamental interdisciplinary understanding of social dynamics on many scales of spatial-temporal complexity, ranging from the human mind to global society and the organizational levels in between.

## **ARTICLE II**

### **MEMBERSHIP**

#### **2.1 Eligibility for membership**

Application for voting membership shall be open to any natural person who supports the purpose statement in Article I, Section 1.2. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the board.

#### **2.2 Annual dues**

The amount required for annual dues shall be determined by the board and posted on the association website. Continued membership in the association is contingent upon being up-to-date on membership dues.

#### **2.3 Rights of members**

Each member shall be eligible to cast one vote in association elections.

## **2.4 Non-Voting affiliates**

The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other associations that seek to support the mission of the association. The board of directors shall have authority to admit any individual or association as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other associations or groups without the consent of the affiliate. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at association events or on the association website. Affiliates have no voting rights, and are not members of the association.

## **ARTICLE III**

### **MEETINGS OF MEMBERS**

#### **3.1 Annual meetings**

Regular meetings shall be annual, at a time and place designated by the board of directors.

#### **3.2 Special meetings**

Special meetings may be called by a simple majority of the board of directors. A petition signed by twenty percent of the voting members may also call a special meeting. At the discretion of the board, a special meeting may be conducted electronically.

#### **3.3 Notice of meetings**

Notice of each meeting shall be distributed to each voting member via email, not less than two weeks prior to the meeting, to the address in the member's current online membership profile.

#### **3.4 Quorum**

For the annual meeting held at the annual conference, all members attending the annual business meeting shall constitute a quorum. For any other general membership meeting, ten percent of the voting membership shall constitute a quorum.

### **3.5 Voting**

All issues to be voted on shall be decided by a simple majority vote at a meeting for which there is a quorum.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

#### **4.1 Board role, size, and compensation**

The board is responsible for overall policy and direction of the association, and may delegate day-to-day operations to staff and committees, if any. The board shall consist of at least 4 and no more than 15 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors. The board receives no compensation other than reasonable expenses.

#### **4.2 Terms and eligibility**

All board members shall serve two-year terms and are eligible for re-election subject to the limitations in the next section. The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected. In order to be eligible to serve as an officer on the board of directors, the individual must be 18 years of age or older and be a member in good standing.

##### **4.2.1 Re-election limitation for current officers of the board**

Officers of the Board are eligible for re-election for up to three consecutive terms as an officer. After that time, the individual may be re-elected to the Board, but not as an officer.

##### **4.2.2 Special eligibility for candidate for president**

All candidates for the position of president of the board must have served as a director for at least one election cycle. This requirement may be waived by a three-quarters majority of the directors.

#### **4.3 Meetings and notice**

The board shall meet at least quarterly, at an agreed upon time and place, and may be conducted electronically. An official board meeting requires that each board member have written notice at least two weeks in advance. Email with confirmed receipt constitutes written notice.

#### **4.4 Board elections**

New directors and current directors shall be elected or re-elected by a quorum of the voting members at the annual meeting. Directors will be elected by a simple majority of members present at the annual meeting. Under extraordinary circumstances, and at the board's majority discretion, directors may be elected through an online vote conducted within one month of the annual meeting. Online elections must be concluded within 30 days following the annual meeting or before the end of the calendar year, whichever comes first.

##### **4.4.1 Appointment of ex officio board members**

For purposes of organization continuity, the board may appoint a departing officer to continue as a board member within the Governance Committee. The term of an appointed board member so appointed shall be no more than two years, at which time the board member is subject to re-election along with any other board member with an expiring term.

#### **4.5 Election procedures**

A Governance Committee shall be responsible for nominating a slate of prospective board members representing the association's diverse constituency. In addition, any member can nominate a candidate to the slate of nominees. All paid-up members will be eligible to vote for each candidate.

#### **4.6 Quorum**

A quorum for a meeting of the board is at least forty percent of board members and no fewer than three board officers for business transactions to take place and motions to pass.

#### **4.7 Officers and duties**

There shall be at least four officers of the board, consisting of president, vice-president, secretary, and treasurer.

The *president* shall convene regularly scheduled board meetings, shall preside or arrange for other members of the board to preside at each meeting the following order: vice-president, secretary, treasurer.

The *vice-president* is the first designated substitute for the president at board meetings.

The *secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The *treasurer* shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

#### **4.8 Vacancies**

When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

#### **4.9 Resignation, termination, and absences**

Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, meaning absences from more than fifty percent of board meetings in a year. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

#### **4.10 Special meetings**

Special meetings of the board shall be called upon the request of the president, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

#### **4.11 Informal action by the board of directors**

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

## **ARTICLE V**

### **COMMITTEES**

#### **5.1 Committee formation**

The board may create committees as needed, such as conference, fund-raising, elections, etc. The full board shall elect all committee chairs.

## **5.2 Executive Committee**

The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws or to spend or otherwise commit to be spent organization funds, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

## **5.3 Governance Committee**

The four officers serve as members of the Governance Committee along with other board members appointed to the committee by a two-thirds majority of the full board. Except as otherwise provided in the articles or in these bylaws, the Governance Committee by resolution may authorize any officer, officers, agent, or agents to enter into any contract or to execute any instrument in the name of and on behalf of the organization. This authority may be general or it may be confined to one or more specific matters. No officer, agent, employee, or other person purporting to act on behalf of the organization shall have any power or authority to bind the organization in any way, to pledge the organization's credit, or to render the organization liable for any purpose or in any amount, unless that person was acting with authority duly granted by the Governance Committee as provided in these bylaws, or unless an unauthorized act was later ratified by the organization. The Governance Committee can also override a decision by the Executive Committee with a two-thirds vote.

## **5.4 Finance Committee**

The treasurer is the chair of the Finance Committee, with additional board members as appointed by the full board. The Finance Committee is responsible for developing and reviewing fiscal procedures, fund raising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the full board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditure, and pending income. The financial records of the association are public information and shall be made available to the membership, board members, and the public.

# **ARTICLE VI**

## **DIRECTOR AND STAFF**

### **6.1 Executive director**

The board may create the position of executive director as need arises, and is responsible for formalizing the job description of executive director. The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

## **ARTICLE VII**

### **AMENDMENTS**

#### **7.1 Amendments**

These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

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### **CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above stated Bylaws of CSSSA were approved by CSSSA's board of directors on \_\_\_\_\_ and constitute a complete copy of the Bylaws of the association.

Secretary \_\_\_\_\_

Date: \_\_\_\_\_