

BYLAWS
of
AMERICAN AUTOMATIC CONTROL COUNCIL, INC.

September 9, 2016

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Table of Contents

	Page
Article 1. General Provisions	1
1.1 Name	1
1.2 Offices	1
1.3 Fiscal Year	1
1.4 Automatic Control Definition	1
1.5 IFAC National Member Organization	1
Article 2. Statement of Purposes	1
Article 3. Members	2
3.1 Members	2
3.2 Qualifications	2
3.3 Admission to Membership	2
3.4 Authority	2
3.5 Resignation and Removal	3
3.6 Membership Dues	3
Article 4. Board of Directors	3
4.1 Authority	3
4.2 Composition	3
4.3 Qualifications	3
4.4 Certification of Directors and Alternates	4
4.5 Meetings	4
4.6 Quorum and Voting	4
4.7 Meetings by Remote Communication	4
4.8 Action Without a Meeting	4
4.9 Notice of Meetings and Record	4
4.10 Waiver of Notice for Meetings	5
4.11 Compensation	5
4.12 Vacancies	5
4.13 Resignation	5
4.14 Removal	5
Article 5. Officers	5
5.1 Officers	5
5.2 Qualifications	5
5.3 Terms of Office	6

	5.4 Election	6
	5.5 Vacancies	6
	5.6 Removal	6
	5.7 President	6
	5.8 Vice President	6
	5.9 Immediate Past President	6
	5.10 Treasurer	7
	5.11 Secretary	7
Article 6.	Corporate Transactions	7
	6.1 Contracts	7
	6.2 Indebtedness	7
	6.3 Deposits	8
	6.4 Contributions	8
	6.5 Employees	8
	6.6 Audit and Bond Requirement	8
Article 7.	Books and Records	8
Article 8.	Restrictions on Activities	8
Article 9.	Dissolution	9
Article 10.	Conflicts of Interest	9
Article 11.	Personal Liability	9
Article 12.	Indemnification	10
Article 13.	Committees	10
	13.1 Committees	10
	13.2 Committee Organization	10
Article 14	American Control Conference	11
Article 15	International Federation of Automatic Control	11
	15.1 Events Sponsored by the Corporation in the United States	11
	15.2 Representation of Corporation at IFAC Events	11
Article 16	Amendments to Bylaws	12

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ARTICLE 1
General Provisions

Section 1.1 Name. The name of this corporation shall be American Automatic Control Council, Inc., and shall herein be referred to as “the corporation.”

Section 1.2 Offices. The initial registered office of the corporation shall be at 8 The Green, Suite B, Dover, Delaware. The corporation may also have offices at such other places as the corporation may require.

Section 1.3 Fiscal Year. The fiscal year of the corporation shall begin on January 1 and end on the following December 31 of each year.

Section 1.4 Automatic Control Definition. “Automatic Control” when used in these Bylaws shall mean and include automatic control engineering, instrumentation, systems science, cybernetics, automation, or some particular aspects of these fields.

Section 1.5 IFAC National Member Organization. The corporation is the National Member Organization (NMO) representing the United States of America for the International Federation of Automatic Control (IFAC).

ARTICLE 2
Statement of Purposes

The corporation is organized exclusively for educational, scientific, and literary purposes including, but not limited to, promoting, supporting, and coordinating research, design, development, education, and improvement in automatic control science and engineering. The corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under the laws of the State of Delaware and which are not inconsistent with the corporation’s qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

ARTICLE 3

Members

Section 3.1 Members. The corporation shall have one class of members, and each member shall be referred to in these Bylaws as a “Society Member” or “member” and collectively as the “Society Members” or “members.”

Section 3.2 Qualifications. A Society Member must: (i) be organized and operated as a nonprofit membership organization that is recognized by the Internal Revenue Service (IRS) as an Internal Revenue Code (IRC) Section 501(c)(3) tax-exempt organization (or successor provisions thereto), and is independent of all political, commercial, industrial, labor, or profit-making organizations, with a principal place of business within the United States, and with a structure and activities that do not conflict with the legal and tax status of other Society Members or the corporation itself; (ii) be a professional, scientific, or engineering society in which a division or group is actively engaged in Automatic Control as defined in Section 1.4 above; (iii) be willing and able to manage and assume financial responsibility for certain recurrent corporation activities, and (iv) pay the annual dues as may be established by the Board of Directors from time to time. The Board of Directors may determine additional qualifications for membership in the corporation, as it deems necessary.

Section 3.3 Admission to Membership. An applicant for membership in the corporation shall submit an application as the Board of Directors may require. Admission to membership in the corporation requires the approval of at least two-thirds of all of the Society Members. Before the Society Members take final action on any application for membership in the corporation, the Board of Directors may require the applicant to participate in the corporation’s activities for up to one year on an informal non-binding basis. Upon approval by Society Members as above, the Board of Directors shall adopt a resolution accepting the applicant as a Society Member, which resolution shall state the effective date of said membership.

Section 3.4 Authority. Each Society Member shall have the following powers, rights, and responsibilities in the corporation: (i) to appoint one Director to serve on the Board of Directors, and to remove and replace its designated Director at any time with reasonable notice to the Board of Directors as set forth in Section 4.4 of these Bylaws; (ii) to appoint one or more Alternate Directors (“Alternate”) who may attend meetings of the Board of Directors but do not vote unless substituting for their Director at that meeting; and (iii) such other powers and rights as are vested in members by law, by the Certificate of Incorporation, and by these Bylaws.

Section 3.5 Resignation and Removal. Any member may voluntarily resign at any time upon a 90-day written notice to the corporation's President or Secretary. By affirmative vote for removal by at least two-thirds of all of the Society Members, any member may be involuntarily removed at any time if it is found that the member no longer meets the requirements for membership as set forth in Section 3.2 above. In addition, any member may be involuntarily removed from the corporation, with or without assignment of cause, by a vote for removal by at least three-fourths of all of the Society Members. No member shall be involuntarily removed from the corporation without first having the opportunity to be heard at a duly held meeting of the Board of Directors, and reasonable notice of said meeting shall be provided to all Society Members, identifying the date, time, and place of the meeting and the member whose removal is to be considered.

Section 3.6 Membership Dues. Membership dues are established by the Board of Directors and remain in effect until they are changed. The Board of Directors may provide for fractional dues where membership is not in effect during the full year. All dues are payable on the first day of the fiscal year, and become delinquent 60 days thereafter.

ARTICLE 4

Board of Directors

Section 4.1 Authority. The business and affairs of the corporation shall be controlled and governed by the Board of Directors, which shall have the right to exercise all powers of the corporation that are not expressly reserved to the members of the corporation by these Bylaws, the Certificate of Incorporation, or applicable law.

Section 4.2 Composition. The Board of Directors shall be composed of one Director appointed by each Society Member, and each such Director shall be entitled to one vote on all matters to be decided by the Board of Directors. Each Director shall hold office until a respective successor is appointed by the Director's Society Member. In addition, all Officers of the corporation shall be *ex officio* members of the Board of Directors without voting rights.

Section 4.3 Qualifications. Selection of the Directors as provided in Section 3.4 of these Bylaws, and the term of office of each such Director, are to be determined by each of the Society Members for its appointed Director, subject to the restrictions that: (i) a director must be a citizen or permanent resident of the United States of America; (ii) no Director may simultaneously be a paid employee of any Society Member; and (iii) no Officer or employee of the corporation may serve simultaneously as a Director on the Board of Directors.

Section 4.4 Certification of Director and Alternates by Society Members.

Society Members may change their appointment of Director or Alternate to the Board of Directors by delivering electronic or written notice to the Secretary of the corporation. In the event that a Society Member appoints more than one Alternate, it shall certify to the Secretary of the corporation the order of precedence for the purpose of casting a vote on board matters.

Section 4.5 Meetings. The Board of Directors shall hold annual meetings and may elect the time and place for annual, regular, additional, and special meetings of the Board of Directors. The Annual Meeting of the Board of Directors shall be held at the American Control Conference or an equivalent event. Additional meetings may be called by resolution of the Board, by the President, by the Secretary on demand of two or more Officers, or by the Secretary on demand of Directors representing a majority of the Board of Directors. Meeting notices, including proposed agenda, shall be sent by the Secretary to all Directors at least 15 days prior to the meeting. All meetings of the Board of Directors shall be open to guests who are members in good standing of any Society Member, and to other guests invited by the President or the Board of Directors. At its discretion, the Board may hold closed sessions, which only Directors or others as invited by the Directors, may attend.

Section 4.6 Quorum and Voting. A majority of all the Directors constitute a quorum for a meeting of the Board of Directors. At any meeting of the Board of Directors at which a quorum is present, a majority of those Directors present shall decide any matter, unless a different process is specified by law, the Certificate of Incorporation, or these Bylaws.

Section 4.7 Meetings by Remote Communication. One or more Directors may attend any annual, regular, special, or committee meeting of the Board of Directors through telephonic, electronic, or other means of communication by which all Directors have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

Section 4.8 Action Without a Meeting. Any action required or permitted to be taken at any Board of Directors meeting may be taken without a meeting if consent in writing, setting forth the action taken, shall be signed by each of the Directors. Such consent, which may be signed in multiple counterparts, shall have the same force and effect as a vote of the Board of Directors.

Section 4.9 Notice of Meetings and Record. Notice of all meetings of the Board of Directors may be by in-person communication, electronic means, postal mail, delivery service, telephone, or by any combination of these, and notice by mail or electronic means shall be deemed given when sent to the Director's last mailing address as provided by the Director or his/her Society Member. A record of the notice and of the voting and of the manner in which the action was taken shall be noted in the minutes of the Board of Directors.

Section 4.10 Waiver of Notice for Meetings. Whenever any notice of a meeting is required to be given to any Director under the Certificate of Incorporation, these Bylaws, or the laws of the State of Delaware, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 4.11 Compensation. Directors as such shall not receive any compensation for their services on the board, but Directors shall not be precluded from serving the corporation in any other capacity and receiving reasonable compensation, and the Board of Directors may determine to reimburse a Director or Directors for expenses incurred by him/her/them in connection with his/her/their service as a Director(s), except as specified by law, the Certificate of Incorporation, or these Bylaws.

Section 4.12 Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the Society Member whose appointed Director's absence created the vacancy. In the event that a Society Member does not duly appoint a Director or Alternate as required by Section 3.4 of these Bylaws to represent it on the Board of Directors, such Society Member does not then have a vote on matters coming before the Board of Directors, and is not counted toward the quorum or vote requirement of Sections 3.5, 4.6, 4.14, or 5.6, or Articles 10, 12, or 16 of these Bylaws.

Section 4.13 Resignation. Any Director may resign by delivering a written resignation to the corporation at its principal office or to the President or Secretary, and to its Society Member. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

Section 4.14 Removal. Any Director may be removed, with or without assignment of cause, by at least two-thirds affirmative vote of all Directors at any duly held meeting of the Board of Directors. No Director shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the Director whose removal is sought.

ARTICLE 5

Officers

Section 5.1 Officers. The Officers of the corporation shall be a President, Vice President, Immediate Past President, Treasurer, Secretary, and such other Officers as may be appointed by the Board of Directors. Officers shall attend all meetings of the Board of Directors as *ex officio* members of the Board without voting rights in such capacity.

Section 5.2 Qualifications. An Officer must be an individual member in good standing of a Society Member, a citizen or permanent resident of the United States of America, and resident in the United States of America. In addition, the Vice President shall be selected from among the then-appointed and serving Directors/Alternates or who have so served as such during the previous ten years.

Section 5.3 Terms of Office. The Vice President shall be elected to a term of two years, and shall then assume the office of President for a term of two years, and thereafter assume the office of Immediate Past President for two years. The Treasurer and the Secretary each shall be elected for a term of six years and continuing until their successors are elected.

Section 5.4 Election. Election of an Officer shall take place at a meeting of the Board of Directors. For each Officer to be elected, the Secretary shall transmit a nomination to the Board of Directors at least 15 days prior to the meeting at which the election is to take place.

Section 5.5 Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.6 Removal. Any Officer may be removed at any duly held meeting of the Board of Directors, with or without assignment of cause, by at least two-thirds affirmative vote of all Directors. No Officer shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the Officer whose removal is sought.

Section 5.7 President. The President shall be the principal officer and spokesperson of the corporation, shall preside at meetings of the Board of Directors, and shall be the corporation's representative to other organizations, except as otherwise provided in the Bylaws. The President, or other proper officer or agent of the corporation authorized by the Board of Directors, may sign any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.8 Vice President. The Vice President shall perform the duties of the President when the President is unable to fulfill them, and other duties assigned by the President and/or the Board of Directors. The Vice President is the president-elect, and upon completion of the term as Vice President, shall assume the position of President.

Section 5.9 Immediate Past President. The Immediate Past President shall offer advice and guidance to the Directors, and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 5.10 Treasurer. The Treasurer shall keep the Board of Directors informed regarding the financial position of the corporation; shall be responsible for the receipt, disbursement, and custody of all the corporation's monies and financial assets; shall prepare and submit to the Board of Directors for its approval the annual budget and annual financial statement; shall collect the membership dues and shall conduct all official correspondence regarding finances with the Society Members. The Treasurer, or other proper officer or agent of the corporation authorized by the Board of Directors, shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and in general perform all of the duties incident to the office of Treasurer and such others as may from time to time be assigned by the Board of Directors.

Section 5.11 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; ensure that all notices are given in accordance with the provisions of these Bylaws; be custodian of the corporate records; and in general perform all such duties as may from time to time be assigned by the Board of Directors. The Secretary shall be responsible for notifying Officers, Directors, and committee chairs of meetings of the Board of Directors; shall attend all board meetings, keep minutes of the proceedings and distribute them to the Directors/Alternates; shall maintain a current roster of Society Members and of their appointed Directors and Alternates, and of committees and their officers; shall keep a record of all proceedings and reports relevant to the corporation; shall conduct official correspondence with the Society Members, with other organizations and keep a record of such; and shall distribute to the Society Members letters, reports, and announcements received from IFAC, foreign countries or others.

ARTICLE 6

Corporate Transactions

Section 6.1 Contracts. The Board of Directors 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 specific instances.

Section 6.2 Indebtedness. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such Officer or agent of the corporation as from time to time may be determined by the Board of Directors. In the absence of such determination of the board, such instruments shall be signed by the Treasurer, President, or Secretary of the corporation.

Section 6.3 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 Directors shall select.

Section 6.4 Contributions. The Board of Directors 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.

Section 6.5 Employees. The Board of Directors shall have the authority to hire, or authorize the Officers to hire, paid employees. All employment agreements require approval by the Board of Directors.

Section 6.6 Audit and Bond Requirement. The Board of Directors may provide for an independent audit of the corporation's funds and may require the bonding of the Officers and/or agents having access to the corporation's funds.

ARTICLE 7

Books and Records

The corporation shall keep at the principal office of the corporation correct and complete books and records of account; minutes of the proceedings of Board of Directors; and a register of the names and addresses of the Directors of the corporation. All books and records of the corporation may be inspected by any Director, or agent or attorney thereof, for any proper purpose at any reasonable time.

ARTICLE 8

Restrictions on Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its Directors, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation. Except to the extent permitted by the Internal Revenue Code, whether pursuant to an election under Section 501(h) or otherwise, no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, neither the corporation nor any Director, Officer, employee, agent, or any other representative of the corporation shall 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 corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 9

Dissolution

In the event of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation to the extent assets of the corporation permit, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as the Board of Directors shall determine, in such manner as required by section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the laws of the State of Delaware.

ARTICLE 10

Conflicts of Interest

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the affected Director or Officer shall (i) fully disclose the nature of the interest and (ii) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval. The Board of Directors may adopt additional provisions to this policy that are not inconsistent with this Article or the requirements of IRC Section 501(c)(3).

ARTICLE 11

Personal Liability

No Officer or Director of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as such notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an Officer or Director to the extent that such liability is imposed by applicable law (i) for a breach of the Officer or Director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the Officer or Director derived an improper personal benefit.

ARTICLE 12
Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer or Director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment must be approved by a majority vote of the Directors who are not at that time parties to the proceeding. The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. This Article constitutes a contract between the corporation and the indemnified persons. No amendment or repeal of the provisions of this Article that adversely affects the right of an indemnified person under this Article shall apply to such indemnified person with respect to those acts or omissions that occurred at any time prior to such amendment or repeal.

ARTICLE 13
Committees

Section 13.1 Committees. The Board of Directors may create such standing and special committees as it determines to be in the best interest of the corporation. The Board of Directors shall determine the duties, powers, and composition of such committees, except that the Board shall not delegate to such committees those powers that by law may not be delegated. Each such committee shall submit to the Board of Directors at such meetings as the Board may designate, a report of the actions and recommendations of such committees for consideration and approval by the Board of Directors. Any committee may be terminated at any time by the Board of Directors.

Section 13.2 Committee Organization.

13.2.1 The chair of each committee, except as otherwise provided in these Bylaws, shall be appointed by the Board of Directors. The term of office shall be specified at the time of appointment or shall continue until a successor is appointed.

13.2.2 The committee chair, the President, and the Board of Directors may appoint additional committee members, except as otherwise provided in these Bylaws.

13.2.3 Each committee shall determine its own organization, procedures, and sub-committees, and elect its own officers, as it deems necessary. The committee chair is responsible for preparing and keeping an up-to-date written record of its officers, members, and a guide of its committee procedures.

13.2.4 Committee chairs may attend Board of Directors meetings, without voting rights and subject to the discretion of the Board of Directors.

ARTICLE 14

American Control Conference

The American Control Conference (ACC) is the annual meeting of the corporation. It is operated by the corporation representing the Society Members, and is their joint financial responsibility.

ARTICLE 15

International Federation of Automatic Control

Section 15.1 Events Sponsored by the Corporation in the United States.

The Board of Directors may authorize the corporation to sponsor International Federation of Automatic Control (IFAC) Congresses, Symposia, and Workshops in the United States (“IFAC Technical Meetings”). Operation and financial responsibility for such IFAC Technical Meetings shall be vested in the corporation. At the request of the organizers of such an IFAC Technical Meeting, the Board of Directors may waive its direct financial involvement in a specific meeting, without thereby waiving its right of financial oversight. The IFAC Technical Meeting organizers are in any event required to adhere to the corporation’s operational and financial guidelines, including submission of all budgets and financial reports to the Board of Directors at such times as may be established before or during such meeting.

Section 15.2 Representation of Corporation at IFAC Events. The President or the Board of Directors may appoint individuals to represent the corporation at IFAC events, to serve on IFAC committees, or participate in organizing, running, or supervising IFAC events on behalf of the corporation. All such individuals so authorized or appointed shall report promptly to the Board of Directors either on an on-going basis or upon completion of the event, as appropriate.

ARTICLE 16
Amendment to Bylaws

The Board of Directors may amend these Bylaws by at least two-thirds affirmative vote of all Directors, provided that: (i) a draft of the proposed amendment has been submitted to each Director at least thirty days before the meeting at which the action is to be taken; and (ii) the Board of Directors may not make any amendment to these Bylaws affecting the rights of the Society Members under these Bylaws or the Certificate of Incorporation without the prior written approval of each of the Society Member's appointed Director.

(End of Bylaws)