

BY-LAWS OF
INTERNATIONAL ASSOCIATION FOR
APPLIED CONTROL THEORY

ARTICLE I - GENERAL

Section 1. Name. The organization is incorporated under the laws of the State of South Carolina and shall be known as the International Association for Applied Control Theory (IAACT).

Section 2. Location. The principle office of IAACT shall be situated at 1024 Damascus Church Road, Chapel Hill, North Carolina 27516. A change of location of the office may be authorized at any time by a majority vote of the Board of Directors.

Section 3. Purpose. IAACT is organized to advocate and to teach Perceptual Control Theory for the purpose of living effectively with others.

Section 4. Limitation of Methods. The organization shall observe all local, state and federal laws which apply to a nonprofit organization as defined in Section 501(c) (3) of the Internal Revenue Code, and under the laws of the State of South Carolina.

ARTICLE II - MEMBERSHIP

Section 1. Members. Membership is open to parties interested in the applications of Perceptual Control Theory.

Section 2. Membership Dues. Payment of dues constitutes membership. Benefits of membership are detailed in the IAACT handbook.

Section 3. Faculty. The faculty shall consist of instructors, practicum supervisors and persons who are in the program to become instructors or practicum supervisors.

Section 4. Faculty Dues. Dues for faculty are described in the IAACT handbook.

Section 5. Instructors. The senior faculty of IAACT consists of ACT I and ACT II instructors.

Section 6: The senior faculty members of IAACT elect an Executive Council consisting of a Chair, Vice-Chair, Treasurer, and Secretary. The Director for Professional Development and the Board Liaison/Fiscal Officer will be appointed by the Executive Council and sit on the Executive Council as voting members. The Executive Council makes recommendations for policy and procedures for the organization and presents to the Board a program plan and budget each year for approval by the Board.

The IAACT handbook describes the process for becoming an instructor.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Number and Qualification.

The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title or interest in or to any property of the corporation.

Section 2. Removal. The Board, by a two-thirds vote, may, at any board meeting, and after due notice to all Board members, remove any member for misconduct, malfeasance in office, or for other good cause.

Section 3. Regular meetings. The Board shall meet annually and at such other times as the members shall schedule meetings. Such meetings shall be held at such time and place as the Board shall from time to time determine.

Section 4. Special Meetings. A special meeting of the Board may be called upon written request of the members of the Executive Council. Notice of such special meeting shall be given to Board members no less than three weeks prior to such special meeting.

Section 5. Consent of Board members in lieu of meeting. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting

if all members of the Board respond. Responses in writing will be filed with the minutes of the proceedings of the Board.

Section 6. Quorum. At least a majority of Board members shall be present to constitute a quorum at all meetings. All actions of the Board, except otherwise provided in these by-laws, shall be by a majority vote of the Board members present at any meeting.

Section 7. Nomination and Election of Board Officers. The nominating committee shall be composed of two Board members and a member of the Executive Council. The nominating committee will solicit prospective officers; provide the Board members with a list of candidates and their qualifications and provide voting procedures for the Board. They will then compile results and submit results to the Board at the annual meeting. Each Board member will have one vote.

ARTICLE IV - IAAC BOARD OFFICERS

Section 1. Officers. The Board officers of IAAC shall be Chairperson, Vice-chairperson, Treasurer and Secretary, each of whom shall be elected by the Board of Directors. The Board Liaison/Fiscal Officer and one other member of the Executive Council shall be appointed by the Executive Council to sit on the Board as non-voting advisory members. These six persons constitute the Board Officers of IAAC. The Board Officers are empowered to make decisions on behalf of the Board when such decisions are in keeping with these by-laws and the IAAC handbook and are necessary to be made prior to a regularly scheduled or special meeting of the Board.

Section 2. Election, Terms of Office and Qualifications. The Board Officers of IAAC shall be elected by the Board. Each officer shall hold office for two years or until a successor is elected. Officers may serve no more than three successive terms.

Section 3. Removal. Any Board Officer may be removed at any time for cause by a two-thirds vote of the Board.

Section 4. Vacancies. Any vacancy occurring in any office shall be filled by a vote at the next annual meeting. The Board Officers may select officers on an interim basis until such meeting.

Section 5. Chairperson. The Chairperson of the Board shall be the chief executive officer of IAACT and shall have general charge of the business affairs and property of the association, subject to the direction and under the supervision of the Board. S/he shall preside at all meetings of the corporation at which s/he is present; and shall in general, perform all duties and have all powers incident to the office of Chairperson, and shall perform such other duties and have such power as from time to time may be assigned to him/her by these by-laws, or by the Board.

Section 6. Vice-chairperson. The Vice-chairperson of the Board shall be Chairperson-elect. In the event that the office of Chairperson is vacated before the expiration of his/her term of office, the Vice-chairperson shall automatically ascend to the office of Chairperson. The Vice-chairperson shall perform all duties of the Chairperson at the Chairperson's request or in the event of the disability of the Chairperson, and when so acting shall have all the powers of, and shall be subject to all the restrictions which apply to the Chairperson. The Vice-chairperson shall be responsible for the schedule of the association's activities for the year and shall draft a tentative schedule of activities for the following year.

Section 7. Treasurer. The Treasurer of the Board shall review all accounts kept by the Executive Council Treasurer and the Board Liaison/Fiscal Officer present the Board with a full and accurate accounting of all receipts and disbursements made by the association.

Section 8. Secretary. The Secretary of the Board shall keep the minutes of the proceedings of all meetings of the Board and of Board Officers and shall provide copies of such minutes to all members of the Board within thirty days following the meeting.

Section 9. The Board Fiscal/Liason officer is responsible, with one other faculty member, for representing the Executive Council as a non-voting member on the Board of Directors of IAACT. The Board Fiscal/Liason officer is responsible for overseeing the day to day administration of the Association including management of its financial affairs.

ARTICLE V - EXECUTION OF INSTRUMENTS

Section 1. Execution of Instruments. All documents, instruments or writings of any nature shall be signed by the Board Chairperson in his/her capacity as Board

Chairperson, or a designated officer of the Board, and copies shall be distributed to the Board Secretary.

Section 2. Checks, Drafts, Etc. All notes, endorsements, acceptances and all written securities of the corporation shall be signed by the officers in such a manner as the Board Officers may from time to time determine. All checks and drafts on accounts and transfers of funds of the association shall be signed and countersigned by two officers of the board or their designee.

Section 3. Funds. All receipts of IAACT shall be deposited to the credit of IAACT in such banks as may be designated from time to time by the Board Officers.

ARTICLE VI - FINANCIAL RESPONSIBILITY

Section 1. Fiscal Year. The fiscal year of the corporation shall be such fiscal year as determined by the Board Officers. At this time it shall be January 1 through December 31 of each year.

Section 2. Annual Review or Audit. The books of the association shall be reviewed or audited annually by an independent certified public accountant. The annual review shall be made available for public inspection.

Section 3. Bonding. The Treasurer and other Board Officers determined appropriate by the Board shall be bonded throughout their terms in an amount established by the Board Officers from time to time provided that the bond shall be at least \$10,000.

Section 4. Annual Dues. Annual dues for each association member are described in the IAACT handbook.

ARTICLE VII - GIFTS AND DONATIONS

Section 1. Designated Gifts and Donations. Any gift or donation made to the association, from any person, business or corporation, may be designated for a particular program or activity which is currently being carried on by the association. Any designated gift, if accepted by the association, shall be used only for the purposes for which it has been designated. The Board is empowered to reject any gift which it deems inappropriate.

Section 2. Undesignated Gifts and Donations. Any gift or donation received by the association which is not designated for a particular purpose, shall be used by the association in such a manner as it deems appropriate in furtherance of the objectives and purposes of the association.

ARTICLE VIII - AMENDMENTS

Section 1. Amendments. These by-laws and Articles of Incorporation may be amended or repealed, or new by-laws may be adopted, by an affirmative vote of three-fourths of all persons serving on the Board of Directors of the association at a regular or special meeting provided that written notice of the intention to amend, repeal or make addition to the Articles or bylaws is delivered to each Board member no less than three weeks prior to the meeting at which any such action is to be presented.

ARTICLE IX - PARLIAMENTARY PROCEDURES AND SEAL

Section 1. Authority. The proceedings of IAACT will be governed by and conducted according to the latest edition of Robert's Manual of Parliamentary Rules.

Section 2. Seal. IAACT may use a seal of such design as may be adopted by the Board Officers.