

**BYLAWS**  
**OF**  
**INTERNATIONAL SOCIETY FOR ARTIFICIAL LIFE**

**SECTION 1 – MEMBERS**

**1.01. Qualification.** Membership in International Society for Artificial Life (the "Society") shall be open to anyone interested in joining who pays applicable membership dues and is approved by the Board of Directors.

**1.02. Dues.** The amount of dues for membership, and the frequency with which dues shall become payable, shall be established and may be revised from time to time by the Board of Directors. In establishing dues, the Board of Directors shall take into account the cost of operating the Society, including but not limited to the cost of supplying each member with a subscription to the Artificial Life journal, communication with members, and administrative expenses of the organization. The Board of Directors may set a reduced rate of dues for bona fide student members, who will nevertheless have full voting rights. At the discretion of the Board of Directors, dues may be incorporated into the costs of registration for the Artificial Life Conference referred to in Article VIII or, alternatively, registration for the Artificial Life Conference may result in reduced fees being payable.

**1.03. Meetings.** A business meeting of the members of the Society shall be held in conjunction with each Artificial Life Conference. Special meetings of the members for the consideration of such matters as may be named in the call for such meetings may be held at any time upon the call of the President or the Board of Directors. Such special meetings shall be held within or without the State of Oregon, at a place specified in a written notice of such meeting, and no business shall be transacted and no corporate action shall be taken other than as stated in the notice of the special meeting.

**1.04. Notice of Meetings.** No notice shall be required of the business meetings of members to be held in conjunction with each Artificial Life Conference. Unless waived as herein provided, written notice of each special meeting stating the time and place of the meeting and the purpose or purposes thereof shall be given by personal delivery, mail, fax, or e-mail to each member entitled to vote at or entitled to notice of the meeting at his or her address, as it appears on the records of the Society, not less than 14 nor more than 60 days before the date of any such meeting.

**1.05. Quorum.** Unless otherwise provided by law, one-tenth of the members entitled to vote on a particular matter shall be necessary to constitute a quorum for the transaction of any business requiring a vote of such members.

**1.06. Fixing a Record Date.** For purposes of determining the members entitled to notice of or to vote at any meeting of members or, in order to make a determination of members for any other proper purpose, the Board of Directors may fix in advance a record date which shall be not less than 15 days nor more than 60 days preceding the date of such meeting or determination. If no record date is fixed, the day on which notice of a meeting is mailed shall be deemed the record date.

**1.07. Voting.** Each member is entitled to one vote on each matter voted on by the members. Proxy voting shall not be permitted. Any action that may be taken at any meeting of members may be taken without a meeting if the Society delivers a written ballot to every member entitled to vote on the matter. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action or, in the case of election of directors, to vote for candidates for election. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than the election of directors, and specify a reasonable time by which a ballot must be received by the Society in order to be counted. Once received by the Society, a written ballot may not be revoked. Cumulative voting for directors shall not be permitted.

## **SECTION 2 – BOARD OF DIRECTORS**

**2.01. Powers.** All corporate powers shall be exercised by or under the authority of, and the affairs of the Society managed under the direction of, a Board of Directors.

**2.02. Number and Qualifications.** There shall be two classes of directors, Class A directors and Class B directors. The Board of Directors shall consist of not fewer than four nor more than twelve Class A directors and not more than six Class B directors. The number of directors may be fixed or changed periodically, within the minimum and maximum, by the Board of Directors. Directors must be members of the Society. Directors need not be residents of the State of Oregon or of the United States of America.

**2.03. Election and Tenure of Office.** Class A directors shall serve for a term of four years, except that the initial term of any Class A director may be two years or four years, as determined by the Board of Directors, to the end that in no year will the terms of more than one-half plus one of the Class A directors expire. Once every two years, beginning in 2002, the president shall canvas the membership of the Society for nominations of members to serve as directors. Each member may nominate up to five candidates. A member may nominate himself or herself as a candidate. If a number of candidates nominated exceeds three times the number of vacancies, those candidates receiving the most nominations who are willing to serve as elected shall be the candidates for election up to a total of three times the number of vacancies. The names of candidates shall be placed on an election ballot, which shall be sent by electronic or postal mail to all members. Each member can cast as many votes as there are vacancies. Sixty days after the mailing of the election ballot, the election shall be closed and the ballots counted. The members receiving the greatest number of votes shall be elected to fill the vacancies on the Board of Directors. In the case of a tie, the president of the Society shall cast an additional deciding ballot. Class B directors may be elected by the Board of Directors if the Board of Directors determines that it would be useful in order to gain additional relevant expertise on the Board of Directors, to aid in coordination between the Society and related organizations, or for any other reason that the Board of Directors deems beneficial to the Society. Class B directors shall serve two-year terms.

**2.04. Vacancies.** A vacancy on the Board of Directors shall exist upon the death, resignation or removal of any director. Except as provided in Section 2.06, a vacancy on the Board of Directors may be filled by the Board of Directors at any meeting. Each director so elected shall hold office for the balance of the unexpired term of his or her predecessor.

**2.05. Resignation.** A director may resign at any time by delivering a written notice to the president or the secretary, except that no director may resign if that resignation would leave the Society without any duly elected director.

**2.06. Removal.** Upon petition of 10 percent of the membership of the Society, a mail ballot will be held on proposals with respect to the recall of one or more members of the Board of Directors. A director will be recalled only if a majority of all members of the Society vote in favor of recall. Sixty days after mailing of the recall ballot, the recall shall be closed and the ballots counted. If a recall is successful, the vacancy shall be filled by nomination and election conducted in the same manner described in Section 2.03. Each director so elected shall hold office for the balance of the unexpired term of his or her predecessor.

**2.07. Meetings.** A regular meeting of the Board of Directors shall be held during the Artificial Life Conference. All other meetings are special meetings. The Board of Directors may permit any or all of the directors to participate in any regular or special

meeting by, or to conduct the meeting through, use of any means of communications by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be deemed present in person at the meeting.

**2.08. Action Without Meeting.** Any action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board of directors. The action shall be evidenced by one or more written consent describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. A consent under this section has the effect of a meeting vote and may be described as such in any document.

**2.09. Call and Notice of Meeting.** Regular meetings of the board of directors may be held without further notice of the date, time, place, or purpose of the meeting. Special meetings of the board of directors must be preceded by at least 14 days' notice, if given by first-class mail, or 72 hours' notice, if delivered personally or given by telephone, e-mail, or fax, to each director of the date, time, and place of the meeting. Except as specifically provided in these bylaws, the notice need not describe the purpose of any annual or regular meeting. However, the notice of any special meeting shall describe the purpose of the meeting. The president or any three directors then in office may call and give notice of a meeting of the board.

**2.10. Waiver of Notice.** A director may at any time waive any notice required by these bylaws. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transaction of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. Except as provided in the preceding sentence, any waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records.

**2.11. Quorum and Voting.** A quorum of the board of directors shall consist of one third of the number of directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the action is taken is the act of the board of directors except to the extent that these bylaws require the vote of a greater number of directors. Directors may not vote by proxy. A majority of directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of an adjourned meeting need not be given unless the meeting is adjourned for more than 24 hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

**2.12 Advisory Board.** The Board of Directors may appoint an Advisory Board, which shall consist of persons of international standing who are prepared to endorse the Society in its mission and to advise the Board of Directors on relevant issues. Members of the Advisory Board shall have no formal responsibilities, and need not be members of the Society. The manner and timing of the appointment or the removal of a member of the Advisory Board shall be at the discretion of the Board of Directors.

**2.13 Board Committees.** The board of directors may create one or more committees of the board of directors, including an executive committee, and appoint members of the board to serve on them or designate the method of selecting committee members. Each such committee shall consist of two or more directors who serve at the pleasure of the board of directors. The creation of a committee and the appointment of directors to the committee or designation of a method of selecting committee members must be approved by a majority of all directors in office when the action is taken.

**2.14 Board Committee Powers and Procedures.** The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors shall apply to committees of the board of directors and their members as well. Committees of the board of directors may, to the extent specified by the board of directors, exercise the authority of the board of directors; provided, however, that no committee of the board of directors may:

- a) Authorize distributions;
- b) Approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Society's assets;
- c) Elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or
- d) Adopt, amend, or repeal the articles of the Society or bylaws.

**2.15. Other Committees.** The board of directors may create one or more other committees. Members of these committees need not be members of the board of directors, but at least one director shall serve on each such committee. These committees shall have no power to act on behalf of, or to exercise the authority of, the board of directors, but may make recommendations to the board of directors.

### **SECTION 3 – OFFICERS**

**3.01. Designation; Election; Qualification.** The officers of the Society shall be a president, a vice-president, a secretary, a treasurer, and such other officers as the Board of

Directors from time to time shall appoint. The president, vice-president, secretary, and treasurer must be members of the Board of Directors; other officers need not be members of the Board of Directors. The officers shall be elected by, and hold office at the pleasure of, the Board of Directors. The same individual may simultaneously hold more than one office, except that the offices of president and secretary may not be held simultaneously by the same individual.

**3.02. Term of Office.** The term of office of all officers of the Society shall be two years, provided that any officer may be removed, with or without cause, at any time by action of the Board of Directors. An officer may resign at any time by delivering notice to the president or secretary.

**3.03. President.** The president shall preside at meetings of the members of the Board of Directors, shall assure that the Board of Directors is advised on all significant matters of the Society's business, shall have all powers and duties ordinarily exercised by the president or the chair of the board of a nonprofit Society, and shall have such other powers and duties as may be prescribed by the board of directors or the bylaws.

**3.04. Vice-President.** The vice-president shall perform such duties as the board of directors may prescribe. In the absence or disability of the president, the duties and powers of the president shall be performed and exercised by the vice-president.

**3.05. Secretary.** The secretary shall have responsibility for preparing minutes of meetings of the board of directors and for authenticating records of the Society. The secretary shall keep or cause to be kept, at the principal office or such other place as the board of directors may order, a book of minutes of all meetings of the board of directors and of committees of the board of directors. If the Society has a seal, the secretary shall keep the seal in safe custody. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws.

**3.06. Treasurer.** The treasurer shall be the chief financial officer of the Society and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Society. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Society with such depositories as may be designated by the board of directors; shall disburse, or cause to be disbursed, funds of the Society as may be ordered by the board of directors; and shall have such other powers and perform such other duties as may be prescribed by the board of directors or these bylaws.

**3.07. Assistants.** The board of directors may appoint or authorize the appointment of assistants to the secretary or treasurer or both. Such assistants may exercise the powers of the secretary or treasurer, as the case may be, and shall perform such duties as are prescribed by the board of directors.

## SECTION 4 – CONFLICTS OF INTEREST

**4.01. Conflict-of-Interest Transactions.** A conflict-of-interest transaction is a transaction with the Society in which a director or officer of the Society has a direct or indirect interest. A conflict-of-interest transaction is not voidable or the basis for imposing liability on the director or officer if:

- a) the transaction is fair to the Society at the time it was entered into,
- b) the material facts of the transaction and the director's or officer's interests are disclosed or known to the board of directors or committee of the board of directors,
- c) the board of directors considers and in good faith determines after reasonable investigation in the circumstances that the Society could not obtain a more advantageous arrangement with reasonable effort in the circumstances,
- d) the Society enters into the transaction for its own benefit, and
- e) the transaction is approved either (i) by the vote of the board of directors or a committee of the board of directors; (ii) by the vote of the members; or (iii) by obtaining the approval of the Oregon Attorney General or a circuit court of the State of Oregon in an action in which the Oregon Attorney General is joined as a party.

For the purposes of this section, a director or officer of the Society has an indirect interest in a transaction if:

- a) another entity in which the director or officer has a material interest or in which the director or officer is a general partner is a party to the transaction, or
- b) another entity of which the director or officer is a director, officer, or director is a party to the transaction, and the transaction is or should be considered by the board of directors of the Society.

For purposes of this section, a conflict-of-interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors of the board of directors or of the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved, or ratified by a single director. If a majority of the directors who have no direct or indirect interest in the transaction votes to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under

this section if the transaction is otherwise approved as provided in this section. The provisions of this section do not apply to a transaction that is part of an educational or charitable program of the Society if it (i) is approved or authorized by the Society in good faith and without unjustified favoritism and (ii) results in a benefit to one or more directors or officers or their families solely because they are in the class of persons intended to be benefitted by the educational or charitable program of the Society.

**4.02. Loans to or Guaranties for Directors and Officers.** The Society may not lend money to or guarantee the obligation of a director or officer of the Society; provided, however, that the Society may advance money to a director or officer of the Society for expenses reasonably anticipated to be incurred in the performance of the duties of such director or officer if, in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the Society.

## SECTION 5 – OTHER POSITIONS

The Board of Directors may appoint appropriate and willing individuals to whatever roles in addition to the officers it deems necessary for conducting the affairs of the Society. These roles may include, but are not limited to, Webmaster, fundraising coordinator, and outreach coordinator. Persons filling these roles must be members of the Society, but need not be members of the Board of Directors.

## SECTION 6 – ARTIFICIAL LIFE JOURNAL

**6.01. The Journal.** The journal "Artificial Life" shall be the official organ of the Society.

**6.02. Editors.** Subject to any contractual obligations, the editors of the Artificial Life journal shall be chosen by the Board of Directors to serve for a term of two years, with the understanding that appointments will normally be renewed for a second term. The primary concerns of the Board, in this regard, shall be ensuring the timely and professional publication of the journal.

**6.03. Annual Report.** The editors of the Artificial Life journal shall present to the Board of Directors an annual report on the health and status of the journal.

**6.04. Associate Editors, Book Review Editor, Editorial Board.** The editors of the Artificial Life journal shall have the power to appoint new members to the Editorial Board of the journal and to remove members of the Editorial Board. The editors shall also have the power to appoint and remove Associate Editors, a Book Review Editor, and any other special-purpose editors that they might create (e.g., Managing Editor).



**6.05. Contracts.** The Board of Directors of the Society shall authorize and approve all contracts with the Artificial Life journal's publisher.

## **SECTION 7 – THE ARTIFICIAL LIFE CONFERENCE**

**7.01. Artificial Life Conference.** The Society shall operate a conference, referred to herein as the Artificial Life Conference, and to be known formally as the International Conference on Artificial Life.

**7.02. Organizing Committee.** Members of the Society interested in forming an Organizing Committee for an Artificial Life Conference should make themselves known to the President of the Society at the earliest possible date.

**7.03. Location and Timing of Conference.** The location and timing of each Artificial Life Conference shall be determined by the Board of Directors. Artificial Life Conference shall normally be held annually or biannually. The Board will normally decide the location and timing of a Conference by voting on any competing bids to form Organizing Committees for the Conference.

**7.04. Geographical Diversity.** Every effort will be made to reflect the geographical diversity of the Society when choosing the location and timing of the next Artificial Life Conference. If the two previous conferences were held on the same continent, then Organizing Committee bids from other continents shall be given priority.

**7.05. Membership of Organizing Committee.** Once the location and timing of an Artificial Life Conference has been determined, the Board of Directors shall confirm the membership of the Organizing Committee. At the discretion of the Board of Directors, an Organizing Committee may be required to take on additional members, in order to provide the Board with additional experience and expertise. The Organizing Committee shall determine its own Chair. All members of an Organizing Committee for an Artificial Life conference must be members of the Society.

**7.06. Organizing Committee's Responsibilities.** The Organizing Committee of a Conference shall have responsibility for all aspects of the Conference's organization. The Organizing Committee's responsibilities include, but are not limited to, supervising the finances and operations of the Conference, soliciting financial contributions for the Conference, issuing the Conference's Call For Papers, arranging appropriate peer review of submitted papers, arranging for publicity, selecting tutorials and workshops, awarding student travel grants, selecting invited speakers, arranging demonstrations and exhibits, determining the Conference's time schedule, and providing the Board of Directors with a final report on the finances and operations of the Artificial Life Conference.

**7.07. Assistance.** The Board of Directors shall offer assistance and advice to the Organizing Committee.

**7.08. Revocation of Powers.** In the event of gross negligence or incompetence on the part of the Organizing Committee, the Board of Directors may revoke the powers of the existing committee and replace it with a new Organizing Committee made up of members of the Society selected by the Board. Such a decision would require the vote of a two-thirds majority of the Board of Directors.

**7.09. Other Designated Conferences.** The Board of Directors shall, at its discretion, designate conferences other than the Artificial Life Conference as allied with or sponsored by the Society. Such arrangements might include (but are not limited to) the provision of seed money from the Society, a reduced-price membership in the Society included with the registration fee for the allied conference, and the holding of business or Board meetings at the allied or sponsored conference. From time to time the Board of Directors may negotiate the merger of the Artificial Life Conference with another conference series, such as the European Conference on Artificial Life.

## **SECTION 8 – NONDISCRIMINATION**

The Society shall not discriminate in providing services, hiring employees, or otherwise upon the basis of sex, race, creed, marital status, sexual orientation, religion, color, age, or national origin.

## **SECTION 9 – GENERAL PROVISIONS**

**9.01. Amendment of Bylaws.** Except as otherwise provided by law, the Board of Directors may amend or repeal these bylaws or adopt new bylaws by vote of two-thirds of the entire Board of Directors at any regular or special meeting. Whenever an amendment or new bylaw is adopted, it shall be copied in the minute book with the original bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in such book and place.

**9.02. Inspection of Books and Records.** All books, records, and accounts of the Society shall be open to inspection by the members and the directors in the manner and to the extent required by law.

**9.03. Checks, Drafts, Etc.** All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the Society

shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

**9.04. Execution of Documents.** The Board of Directors may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Society. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Society by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

**9.05. Fiscal Year.** The fiscal year of the Society shall begin on the first day of January and end on the last day of December in each year.

**9.06. Insurance.** The Society may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of the Society, or who, while a director, officer, employee, or agent of the Society, is or was serving at the request of the Society as a director, officer, partner, director, employee, or agent of another foreign or domestic business or nonprofit Society, partnership, joint venture, trust, employee benefit plan, or other enterprise; provided, however, that the Society may not purchase or maintain such insurance to indemnify any director, officer, or agent of the Society in connection with any proceeding charging improper personal benefit to the director, officer, or agent in which the director, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, or agent.

**9.07. Corporate Seal.** The Society may adopt a corporate seal, but the affixing of such seal on any agreement, instrument, or other document shall not be required in order to make such agreement, instrument, or other document binding and effective.

Adopted: \_\_\_\_\_

\_\_\_\_\_  
Secretary