

Bylaws of the Association for Computing Machinery

[Bylaw 1. Principal Offices and Resident Agent](#)

[Bylaw 2. Membership, Dues and Privileges](#)

[Bylaw 3. Nominations and Elections](#)

[Bylaw 4. Publications Board](#)

[Bylaw 5. Chapters](#)

[Bylaw 6. Special Interest Groups](#)

[Bylaw 7. Committees and Boards](#)

[Bylaw 8. Financial Safeguards](#)

[Bylaw 9. The Budget](#)

[Bylaw 10. Questions of Importance](#)

[Bylaw 11. Meetings](#)

[Bylaw 12. Ballots](#)

[Bylaw 13. Suspension of Bylaws](#)

[Bylaw 14. Representatives to Other Organizations](#)

[Bylaw 15. ACM Code of Ethics and Professional Conduct](#)

[Bylaw 16. Indemnification](#)

Bylaw I. Principal Offices and Resident Agent

Section 1. Delaware Office.

The principal office in the State of Delaware of the Association for Computing Machinery, Inc., sometimes referred to as the Association or ACM, is located at 100 West Tenth Street in the City of Wilmington, County of New Castle. The name and address of the resident agent is the Corporation Trust Company, 100 West Tenth Street, Wilmington, Delaware.

Section 2. Business Office.

The Council shall determine the principal office of the Association for the conducting of Association business.

Section 3. Executive Director and Chief Executive Officer.

There shall be an Executive Director and Chief Executive Officer who shall be a paid employee of the Association. The Executive Director and Chief Executive Officer shall have charge of the principal office of the Association, and shall be responsible for the general administration of the affairs of the Association in accordance with the policies set by the Council and Officers of the Association.

The Executive Director and Chief Executive Officer shall be appointed by the Executive Committee with the consent of the Council. The terms and conditions of his/her employment shall be fixed by the Executive Committee.

The Executive Director and Chief Executive Officer shall work under the direction of the Executive Committee. The Executive Director and Chief Executive Officer shall be an ex-officio member of the Council and Executive Committee without vote.

The Executive Director and Chief Executive Officer or his/her designee shall be an ex-officio member of all other committees without vote.

Bylaw 2. Membership, Dues and Privileges

Section 1. Professional Members.

A candidate for Professional Membership must have a bachelor's degree or equivalent level of education from an accredited educational institution or at least two full-time years of experience in the arts and sciences of information processing or associated fields. Professional Members must subscribe to the purposes of ACM. Professional Members shall have voting rights and the right to hold office in the Association. Each Professional Member shall pay annual dues and receive such publications of the Association as may be determined by an affirmative vote of at least two-thirds of all the members of the Council.

There shall be a Fellow designation for Professional Members who have distinguished themselves by outstanding technical and professional achievements in the field of information technology. Council shall establish procedures for nomination, selection, and approval of ACM Fellow candidates.

There shall be a Senior Member designation for Members who have demonstrated performance that sets them apart from their peers. Procedures for selection and approval of Senior Member candidates shall be established by Council.

There shall be a Distinguished Member designation for Members who have achieved a significant accomplishment or have made a significant impact in the field of computing, computer science, and/or information technology. Procedures for selection and approval of Distinguished Member candidates shall be established by Council.

Section 2. Institutional Members.

Each institutional member shall pay annual dues and receive such publications of the Association as may be determined by an affirmative vote of at least two-thirds of all the members of the Council. The institutional member shall nominate one person who will be a Member.

Section 3. Student Members.

A candidate for student membership must be registered full time in an accredited four or two year educational institution, High School or equivalent. Student members shall not have voting rights or the right to hold office in the Association except as specified in the Bylaws. Student members must subscribe to the purposes of ACM. Each student member shall pay annual dues and receive such publications of the Association as may be determined by an affirmative vote of at least two-thirds of all members of the Council.

Section 4. Affiliate Members.

Each affiliate member shall pay annual dues to an ACM unit (Special Interest Group (SIG), Chapter, etc) and receive such publications and privileges as designated by the unit and additional privileges of the Association as may be determined by an affirmative vote of two-thirds of all the members of the Council. Affiliate members must subscribe to the purposes of the ACM unit in which they are members. Affiliate members shall not have voting rights or the right to hold office in the Association except as specified in the Bylaws. Affiliate members shall have voting rights in the ACM unit in which they are members as specified in the Bylaws of the unit.

Section 5. When Payable.

The term of membership is on an annual basis commencing with the first of the month in which the first annual dues payment is made. Cost of renewal shall be determined by the dues rate in effect at the beginning of the member's membership year. If the dues of any Member, institutional member, student member or affiliate member remain unpaid after 15 days from the date when payable, the membership of such person or institution will lapse. Such person or institution may, however, be reinstated within one year upon the payment of arrears of dues.

[\[top \]](#)

Bylaw 3. Nominations and Elections

Section 1. Nominating Committee.

The Nominating Committee shall be a standing committee consisting of five Members of the Association serving two-year terms beginning January 1 of odd-numbered years. Nominating Committee members shall be appointed by the Executive Committee and confirmed by Council. The Nominating Committee shall, as soon as possible after January 1 of odd-numbered years, elect a chair from among its members for a two-year term. No member of the Nominating Committee may be a candidate for any office for which that Nominating Committee is responsible for nominating candidates. The Nominating Committee will work to achieve balance

across several dimensions important to ACM: gender, age, race, ethnicity, disability, geography, and industry/academia.

Unless qualified by "SGB," use of the term "Nominating Committee" in these Bylaws shall refer to the committee described in the previous paragraph.

Section 2. Elections Committee.

The Elections Committee shall be a standing committee consisting of three Members of the Association each chosen for a three-year term. The terms shall be staggered so that each year one new member shall replace a retiring member of the Committee. The appointment of a Member to the Elections Committee shall be made by the President not later than the last Executive Committee meeting before July 1 each year, and confirmed by the Executive Committee. Members' terms shall begin July 1. As soon as possible after July 1 each year, the Elections Committee shall choose one of its members to be Chair for the new term, effective immediately. The Elections Committee shall be responsible for coordinating and supervising the conduct of elections.

Section 3. Nominations.

The Nominating Committee shall, on or before November 5 of each odd-numbered year, nominate Members for officer and Member-at-Large positions to be filled in the forthcoming elections. The Nominating Committee shall make every effort to insure nominations on a worldwide basis. There shall be at least two nominees for each office to be filled in the forthcoming election. For Members-at-Large, the Committee shall propose at least two more nominees than there are positions to be filled, and at most twice as many nominees as there are positions to be filled.

Section 4. Members-at-Large.

Each Member shall be allowed to vote for as many of the candidates as there are vacancies. The vacancies shall then be filled by taking first the candidate receiving the largest number of votes, second, the candidate receiving the next largest number of votes, and so on, until all the vacancies are filled. In the event that there are vacancies for both 4-year and 2-year terms, the vacancies for 4-year terms shall be filled first.

Section 5. SGB Nominating Committee.

The Past Chair of the SGB will serve as the Chair of the SGB Nominating Committee and will nominate two additional ACM Members to serve on the SGB Nominating Committee for approval by the SGB. All members of the Nominating Committee will serve for two-year terms expiring June 30 of even-numbered years. SGB consideration of the nominees will take place as soon as possible after July 1 of even numbered years.

The SGB Nominating Committee will nominate at least two persons for the office of SGB Chair and at least one more candidate than the number of other SGB Representative positions to be filled in each election. No member of the SGB Nominating Committee may be a candidate for any office for which that SGB Nominating Committee is responsible for nominating candidates. All candidates and all persons elected to these positions must be ACM Members and current members of at least one SIG.

The election process for the SGB representatives is specified in Bylaw 6, Section 3.

Section 6. Notice to Members, Ballots.

The Nominating Committee shall publish a notice of nominees for officer and Member-at-Large positions to all the Members on or before December 31 of each odd-numbered year. Candidates for these elected offices of the Association may also be nominated before January 31 of each even-numbered year by a petition of at least one percent of the Members of the Association, by notice to the Elections Committee accompanied by a written statement from the nominee that the nominee is willing to stand for election.

The SGB Nominating Committee annually will submit its report to the SGB on or before February 1. Candidates for SGB Representatives may also be nominated by a petition of at least two SGB members, by notice to the Elections Committee or its designee, accompanied by a written statement from the nominee that the nominee is willing to stand for election. The report of the SGB Nominating Committee will include the final date by which petitions must be received. At least 30 days must be allowed for the petition process. If the election of the SGB Representatives is to be conducted at an actual meeting of the SGB, floor nominations will be permitted as long as the petition criteria stated above have been met. If the election of the SGB Representatives is to be conducted via mail, the ballots shall be mailed not later than April 25.

No person may be a candidate for more than one position on Council in an election. The candidates for each office will be the nominees of the Nominating Committee or as otherwise prescribed in the Bylaws plus all petitioners for that office who satisfactorily complete the petition process requirements. No candidate shall be concurrently a member of the Elections Committee. The ballots for officer and Member-at-Large elections shall be mailed not later than April 25.

Section 7. Withdrawal of a Candidate Before an Election.

If a candidate for office should withdraw or become ineligible or unavailable before the final date for nomination by petition, resulting in fewer than the minimum number of candidates for this office, then the Nominating Committee or SGB Nominating Committee as appropriate shall

provide additional nominees to ensure the minimum number of candidates, even if this delays the balloting process.

Section 8. Withdrawal of a Candidate During an Election.

If a candidate for office should withdraw or become ineligible or unavailable after the final date for receipt of nominating petitions, but before the final date for return of ballots, the candidate shall be deemed to have withdrawn during the election.

If a candidate for office other than President, Vice-President, or Secretary/Treasurer withdraws during an election, the election shall continue. If a withdrawn candidate receives the largest number of votes, then if two or more candidates for this office remain, the remaining candidate receiving the largest number of votes shall be deemed the winner. If only one candidate remains, no winner shall be declared and the office shall be considered vacant and filled in accordance with the provisions of Article 7.

If a candidate for the office of the President, Vice-President, or Secretary/Treasurer withdraws during an election, one of the following actions is taken:

(a) Election not yet opened for voting: if fewer than two candidates for this office remain, the Nominating Committee shall provide additional names to ensure at least two candidates even if this delays the mailing and return of ballots as specified in Bylaw 12.

(b) Election already opened for voting: the election shall be declared null and void and a new election must be held.

Section 9. Policy and Procedures on Nominations and Elections.

There shall be a document called the "[Policy and Procedures on Nominations and Elections](#)" maintained by the Executive Committee with the advice of the Nominating Committee, the SGB Nominating Committee, the Elections Committee and the Executive Director and Chief Executive Officer. This document shall set forth, in one place, the relevant sections of the Constitution and Bylaws, the policy set by Council for nominations and elections, and the procedures for implementing this policy. All candidates will be bound by the policy and procedures set forth in this document.

Section 10. Council Elections.

The Executive Committee shall propose at least two candidates for each position that must be filled by a vote of Council, as provided elsewhere in these Constitution and Bylaws. Council shall be informed of the existence of any vacancy and the names of candidates at least thirty days in advance of the Council meeting in which the election to fill the vacancy is to be conducted.

Additional nominations can be made by any Council member with the support of one additional Council member. No Council member may participate in more than one such additional nomination for each vacancy.

Section 11. Limited Terms of Office.

All elected positions shall have a specified definite term. The expiration date of the term shall be specified at the time of election. An individual may be considered for election to a subsequent term. All elected volunteer positions shall be limited to two full consecutive terms in the same position. Exceptions to the two-term limit are possible for specific SIGs contingent upon approval of the SGB.

[[top](#)]

Bylaw 4. Publications Board

Section 1. Authority.

The Publications Board shall be responsible for and have authority over all ACM subscription publications including proceedings, monographs, newsletters, and journals of record. The Publications Board Co-Chairs or their designee shall appoint Editors-in-Chief of ACM journals and magazines under the auspices of the Publications Board. The Board shall be subject to the approval of and instructions from the Council and the Executive Committee.

Section 2. Membership and Tenure.

The Publications Board shall comprise the Chair, the SGB Publications Advisor (as per Bylaw 6, Section 4), one additional member of Council, and other Members of the Association. The Publications Board chair shall be appointed by the President, with the appointment subject to Council confirmation, for a three-year term.

Terms of appointment of members of the Publications Board shall be staggered so that no more than one-half of such members shall retire from the Board in any one year.

Section 3. Representation on Council.

The Publications Board Chair shall be a voting member of Council.

[[top](#)]

Bylaw 5. Chapters

Section 1. Purpose of Bylaw.

This bylaw defines the purposes of ACM chapters, the rules for forming and dissolving them, and the authority of the the Executive Committee in managing them.

Section 2. Purposes of Chapters.

A chapter is a unit of ACM formed to serve a given virtual or geographic community. Those chapters that serve students at colleges and universities are called "student chapters." Others are called "professional chapters." Chapters may have a particular focus. All chapters will be organized and operated exclusively for educational and scientific purposes.

Section 3. Formation.

Three or more persons in a given virtual or geographic community, who are members of ACM and are willing to become officers of the chapter, may petition the ACM Chief Operating Officer for a charter as an ACM chapter in that community. A petition for a charter as a student chapter must, in addition, contain the name of an ACM Member who is willing to serve as its sponsor.

The ACM Chief Operating Officer shall accept or reject the petitions based on chapter chartering policies set forth in a chapter viability policy established by the ACM Chief Operating Officer and approved by the Executive Committee. Acceptance of a petition for charter of a special interest chapter shall require the concurrence of the SGB or other units as appropriate. The ACM Chief Operating Officer shall inform the petitioners in writing of its decision.

Section 4. Management.

Each chapter is governed by a set of bylaws that defines a minimum of three officers of that chapter, and that contains minimal provisions established by the ACM Chief Operating Officer and approved by the Executive Committee. The bylaws of each chapter, and all amendments to them, must receive approval by the ACM Chief Operating Officer. These approvals must be obtained before any amendment may be distributed for a vote to the members of the chapters.

The officers of a chapter will be elected and vacant offices filled as provided in its bylaws. All officers in student chapters must be ACM members. All officers in professional chapters must be ACM Members.

The sponsor of each student chapter will be appointed as provided in its bylaws. All sponsors of student chapters must be ACM Members.

Section 5. Membership.

Membership in a chapter shall be open to all ACM members and all ACM special interest group members. Such members shall be entitled to vote in chapter affairs. Chapter bylaws may grant affiliate membership to others who are not otherwise ACM members, and may extend chapter voting privileges to those affiliate members.

Section 6. Finance.

The responsibility for collecting, holding and disbursing funds is delegated to all chapters under the terms of a Financial Accountability Policy established by the ACM Chief Operating Officer and approved by the Executive Committee. Each chapter must file an annual financial statement with ACM.

Should two or more chapters merge, all assets and liabilities become the responsibility of the surviving chapter. Should a chapter be dissolved, its assets and liabilities shall be transferred to ACM and shall be supervised by the ACM Finance Director; an exception may be granted by the ACM Chief Operating Officer when there is a conflicting school or government regulation.

Section 7. Viability.

Minimum acceptable levels of activity within chapters are specified in a viability policy established by the ACM Chief Operating Officer and approved by the Executive Committee. Each chapter is responsible for filing reports as required by ACM. These include an annual activity report on the state of the chapter during the last twelve months, an annual financial report as required by the Financial Accountability Policy, and the closing reports for conferences and symposia sponsored by the chapter.

Section 8. Authority.

In case of conflict, this Constitution and Bylaws, the policies set by Council, the policies set by the Executive Committee, and the policies set by the ACM Chief Operating Officer take precedence, in the order stated, over any provisions of chapter bylaws or internal policies.

[[top](#)]

Bylaw 6. Special Interest Groups

Section 1. Purpose of Bylaw.

This Bylaw defines the purposes of Special Interest Groups (SIGs), which can have other designations as approved by the ACM Council; the rules for forming and dissolving them; and the authority of the SIG Governing Board (SGB) and the ACM Executive Committee (ACM EC) in managing them.

Section 2. Purposes of SIGs.

A SIG is a unit of the ACM formed by Members with the desire to pursue significant long-term activity in a technical specialty of interest to the Association. Each SIG must have a mission statement, approved by the SGB [SOR 3.1].

Section 3. SIG Governing Board.

The SGB is charged with forming SIGs, with managing them and setting policies for their management, and with recommending their dissolution, as provided in this Bylaw.

The SGB is comprised of the chief executive officer or designee of each regular SIG (defined by SGB policies). The SGB will elect a Chair no later than May 31 of each even-numbered year and an Executive Committee (SGB EC) with staggered terms no later than May 31 of each year. The terms of office are two years, ending June 30. Policies and procedures governing the election of the SGB Chair and the SGB EC and defining their authority and responsibilities, other than as prescribed in these Bylaws, will be established by SGB policies.

Except for actions specified in these Bylaws or SGB policies that explicitly require SGB approval, the SGB EC has full authority to act on behalf of the SGB between its meetings. The SGB EC is bound by the SGB's actions and the SGB may override any decision of the SGB EC.

The SGB will elect four representatives to the ACM Council for two-year terms ending June 30, with nominations as specified in Bylaw 3, Section 5. The SGB Chair will serve as one of these representatives, and also will serve on the ACM EC. The other three will be elected no later than May 31, one in each even-numbered year and two in each odd-numbered year.

The SGB will decide all matters by weighted voting, as follows: Each regular SIG is entitled to one vote, plus one vote for each one-thousand voting SIG members or fraction thereof. Voting SIG membership will be calculated each July 1 for SGB votes taken during that fiscal year. The SGB EC will review each SIG periodically and the SGB will formulate a Program Review Policy [SOR 6.0] for this purpose that specifies minimum acceptable levels of SIG activity.

One member of the SGB EC will be a Publications Advisor. This member also will be a member of the Publications Board (see Bylaw 4, Section 2), appointed by the SGB Chair with the advice and consent of the Chair of the ACM Publications Board.

Section 4. Formation and Consolidation.

A SIG is formed upon approval of a petition for that purpose, in accordance with SGB policies [SOR 7.1]. The status of a SIG is either transitional or regular, as defined by SGB policies [SOR 7.2].

Two or more SIGs may be consolidated, in accordance with SGB policies with approval of the SGB.

Section 5. Structure and Management.

Each SIG is governed by a set of bylaws or operating rules which defines the SIG's officers and executive committee and which contains minimal provisions agreed upon by the SGB and the ACM EC.

The chief executive officer of a transitional SIG is appointed by the ACM President with advice from the SGB Chair, for the lesser of two years or the duration of the SIG's transitional charter. This SIG officer appoints the other SIG officers, with the advice and consent of the SGB Chair. A SIG that elects its officers does so by plurality vote of the SIG members for terms beginning July 1 in odd-numbered years, unless otherwise provided for in the SIG's bylaws. The terms of office for SIG officers are specified within the SIG's bylaws. At the end of an initial term following an election, the SGB EC may exercise an option to extend the term of a SIG's officers for an additional term. Execution of this option is subject to a Policy for Extending the Terms of SIG Officers. [PP&G 17.4.2.0].

All SIG officers, all members of SIG executive committees, and all candidates for these positions must be ACM Members, as well as members of the SIG.

In the absence of provisions in a SIG's bylaws, the SGB Chair will appoint an ACM Member to the unexpired term of a vacant office in the SIG's executive committee.

The SGB EC will by majority vote settle ties occurring in any SIG election or SIG bylaw amendment ballot.

All SIG bylaws and all amendments thereto proposed by the SIG must be reviewed by the SGB EC, the ACM Constitution and Bylaws Committee, and the ACM Executive Director and Chief Executive Officer.

Bylaws of a transitional SIG may be amended by the SGB EC. The bylaws of a regular SIG may be amended by a vote of the SIG members as specified in the SIG's bylaws or by a majority vote of the ACM EC.

At the request of the SIG by referendum, the SGB may change the name or amend the mission statement of a regular SIG, with the approval of the ACM EC. Without a referendum, the SGB may by two-thirds vote change the name or amend the mission statement of a regular SIG, with the approval of the ACM EC.

Section 6. Membership, Dues, and Voting Privileges.

All members of a SIG must pay dues as determined by the SIG's executive committee. For all services for which fees are charged, SIGs will offer rates in accordance with the following relational formula:

Fees for individuals who are neither ACM Members nor SIG members must be greater than fees for SIG-only members, which must be greater than or equal to fees for ACM-only Members, which must be greater than or equal to fees for individuals who are both ACM Members and SIG members.

ACM Headquarters will conduct every SIG ballot and referendum, following procedures approved by the SGB and the ACM EC.

Section 7. Finance.

The responsibility for collecting, holding, and disbursing funds is delegated to all SIGs under the terms of a Financial Accountability Policy [PP&G 17.7.1.0 and 17.7.2.0]. Should there be disagreement on the interpretation of such a policy, the ACM EC interpretation will prevail unless changed by the ACM Council.

All SIG assets are the property of the ACM. Should a SIG be dissolved, the SGB EC will supervise the distribution of its assets.

The SIGs collectively will be financially self-supporting in accordance with the Financial Accountability Policy. SIG collective fund balances, beyond any required reserves [SOR 8.4], may be used for non-SIG ACM activities only with the approval of the SGB or of two-thirds of all members of the ACM Council.

Section 8. Reports and Records.

The chief executive officer of each SIG is responsible for filing reports about the SIG as required by the SGB EC. These reports include:

- (a) An annual report on the state and activities of the SIG during the previous year;
- (b) All reports required by the Financial Accountability Policy referred to in Section 7; and
- (c) Closing reports on technical meetings sponsored or cosponsored by the SIG, as required by ACM policies. ACM Headquarters will oversee the maintenance of all SIG membership records.

Section 9. Removal of Officers.

For just cause by two-thirds vote, the SGB EC may remove specific officers or members of a transitional SIG's executive committee. For just cause by two-thirds vote, the ACM EC may remove specific officers or members of a regular SIG's executive committee. If the ACM EC removes all the officers of a regular SIG, that SIG will automatically return to transitional status with a two-year charter.

Grounds for removing officers include, but are not limited to: failure to comply with the ACM Constitution and Bylaws, with the SIG's bylaws, with the directives of the ACM Council, ACM EC, or SGB, or with the ACM policies; failure to adequately carry out the prescribed duties of office; or mismanagement.

During any official deliberations on a proposal to remove from office, the affected individuals have the right to participate or to send witnesses. Should they fail to exercise this right, votes may be taken in their absence.

Section 10. External Relationships.

A SIG must have prior approval to establish an obligatory relationship with any group or organization outside the ACM. A relationship is "obligatory" if it commits ACM's services, assets, or name. Special relationships--those for which the ACM has no pro forma approval procedure--must be approved by the SGB and the ACM EC. The proposal must specify the nature and duration of the ACM's obligations. The ACM Council must be notified of all special relationships approved [PP&G 8.7.4.0].

Section 11. Dissolution.

A SIG may be dissolved only by the ACM Council, and may be returned to transitional status only by the ACM Council or by the removal of its entire executive committee by the ACM EC. If two-thirds of all members of the SIG Governing Board recommend such action, an affirmative majority vote of Council suffices; otherwise an affirmative two-thirds vote of the entire Council is required. A transitional SIG may be dissolved at any time by a vote of two-thirds of all members of the SGB or by a majority vote of the Council. Any proposal to dissolve a SIG must include a reasonable plan for accommodating unfulfilled commitments to the SIG's members.

The reasons for considering the dissolution of a SIG include, but are not limited to: the majority recommendation of the SIG's executive committee; failure to maintain sufficient activity or member support; and failure to comply with bylaws and ACM policies over an extended period.

At least sixty days prior to formal action on a SIG dissolution proposal, the SGB Chair will publish notice of the proposed action to all ACM members. If one percent of ACM Members, or five percent of the voting members of the subject SIG, challenge the proposal, the SGB EC will extend transitional status for six months to allow the challengers an opportunity to undertake a revitalization plan.

During any official deliberations on a proposed dissolution action, the subject SIG has the right to have a representative participate. If the SIG fails to exercise this right, votes may be taken in the absence of a representative.

Section 12. Newsletters.

ACM authorizes the publication of SIG newsletters. The SIG organization and newsletter names are listed in Appendix A of the ACM Policy and Procedures Guidelines Manual. The annual subscription cost for each SIG newsletter is included in the SIG member dues.

Section 13. Authority.

In case of conflict, this Constitution and Bylaws, the policies set by the ACM Council, the policies set by the ACM EC, and the policies set by the SGB take precedence (in the order stated) over any provisions of a SIG's bylaws or internal policies.

[[top](#)]

Bylaw 7. Committees, Boards, and Councils

Section 1. Authority, Structure, Tenure and Membership.

There shall be two classes of committees: Standing Committees shall be established by the Council and have a continuing long-term purpose. Ad hoc Committees may be established by the Council or the President with a short-term purpose and are to be dissolved when their duties have been performed. Standing or Ad hoc Committees may be established jointly with other organizations. All Committees shall be subject to instructions from the Executive Committee and the Council and shall make recommendations to them.

Committee Chairs shall report administratively to the Council, to the Executive Committee, or to a Board Chair, as determined by the Executive Committee. The Executive Committee shall oversee the activities of all committees and boards and shall report to the Council on the extent to which each committee and board has discharged its responsibilities. Since the areas of responsibility of some committees may overlap, it is the intention of these Bylaws that the chairs of such committees and their respective board chair communicate and cooperate with each other, in the best interests of ACM.

The ACM Council may establish Councils with a regional or other particular focus. The current Councils are ACM China; ACM Europe; ACM India; Diversity, Equity, and Inclusion; and Technology Policy. The Chairs of ACM Europe and ACM India are elected by their respective regional membership. The Chairs of the other Councils are appointed by the President. The composition of the Councils is as specified in their charters or Articles of Incorporation as appropriate.

Except as otherwise provided in this Constitution and Bylaws, a) each board chair shall be appointed by the President; and b) the composition of each board shall be as approved by the Executive Committee. Each board chair shall have line management responsibility for the committees assigned to the board. Except as otherwise provided in this Constitution and Bylaws, a) each board member and chair of committees within a board shall be appointed by the relevant board chair with the advice and consent of the President; b) the term of each board member and committee chair shall be until terminated by the President, or until a new President takes office, whichever is sooner; and c) resignations of board members and

committee chairs will be automatically effective when a new President takes office, but board members and committee chairs will continue until a successor is appointed. In case of a vacancy on a Board or Committee, it shall be filled in the same manner as for the original appointment. Except in the case of a) the Nominating Committee and the Elections Committee; b) committees established jointly with other organizations; or c) committees where the members have been designated by the President, Council or the Executive Committee; the committee chair, subject to the approval of the President, may appoint the members of the committee, designate subcommittees and appoint their chair and members. The President may delegate the approval authority. The committee chair shall determine the term of office of subcommittee members. For each committee established jointly with other organizations, the Executive Committee shall approve the manner in which its chair, its members, any subcommittees, and the terms of office of individuals serving on the committee or subcommittees, are determined.

All appointed volunteer positions shall have a specified definite term. The expiration date of the term shall be specified at the time of appointment. Terms shall not exceed three years, except as otherwise provided in the Constitution, Bylaws, or Policy and Procedures Guidelines. An individual may be considered for appointment to a subsequent term. It is recommended that appointment of an individual to volunteer positions within ACM shall be in general limited to two full consecutive terms in the same position. Appointment to a third or subsequent term should be limited to situations where such appointment is believed to be in the best interests of the Association and shall require the approval of the ACM Executive Committee.

Each committee chair and board chair shall submit a written report annually to the Council, in a manner determined by the Executive Committee. Board reports shall incorporate the reports of the committees grouped within them. The chairs shall be notified by the Secretary/Treasurer as to the exact date on which the reports are due.

Except as otherwise provided in this Constitution and Bylaws, a) the development and approval of policies relevant to the operations and activities of ACM's Boards, individually and collectively, is delegated to the ACM Executive Committee; and b) the development and approval of procedures required to implement policies relevant to the operation and activities of ACM's Boards, individually and collectively, is delegated to the respective Boards affected. Nothing in the above delegations of authority shall be construed to mean that Council has delegated any authority or responsibility specifically assigned to Council by the Constitution and Bylaws.

Except in the case of a committee established jointly with other organizations, all funds and other assets held by any committee or board is the property of ACM. For committees established jointly with other organizations, the Executive Committee shall, subject to instructions from Council, approve rules governing ACM's ownership of committee funds and

other assets, and ACM's rights to such funds and assets upon dissolution of ACM's relationship with the committee.

A list of committees, and board and committee chairs shall be published annually in one of ACM's publications sent to all members. Changes in individuals who chair boards, committees and subcommittees shall be published as soon as possible in one of ACM's publications sent to all members. The President shall, at each meeting, notify the Council of new board and committee chairs.

Section 2. Boards.

The Education Board shall be responsible for the educational activities of ACM, including accreditation and curricula.

The Practitioner Board shall be responsible for developing programs that support the professional needs of ACM members.

The Chairs of the Education Board and Practitioner Board shall be non-voting ex-officio members of Council.

The Digital Library Board shall be responsible for the oversight of the Digital Library and supporting technology platforms. The Digital Library Chair will be an ex-officio non-voting member of Council and appointed by the President subject to Council confirmation.

The SIG Governing Board and the Publications Board are described in Bylaw 6 and Bylaw 4, respectively.

[[top](#)]

Bylaw 8. Financial Safeguards

Section 1. Audit.

The ACM Audit Committee shall appoint a certified public accountant to audit annually the books and accounts of the Association.

Section 2. Bonds.

The Secretary/Treasurer, the Executive Director and Chief Executive Officer, the chief full-time paid exempt finance and accounting employee, and an additional full-time paid exempt employee of the Association to be designated by the Executive Director and Chief Executive Officer, shall give bond, with sufficient surety or sureties conditioned for the faithful performance of their duties, in such amount as the Council may determine. The cost of such bond shall be borne by the Association.

Section 3. Withdrawal of Funds of Deposit.

Checks and withdrawal slips executed in the name of the Association may be drawn over the signature of the Secretary/Treasurer alone. The Secretary/Treasurer may delegate these authorities as follows:

(a) To the Executive Director and Chief Executive Officer alone and/or the full-time paid exempt employee referred to in this Bylaw, Section 2 alone; above designated dollar amounts to both these individuals on a cosignatory basis. The designated dollar amount, above which two signatures will be required, will be specified in the letter of delegation.

(b) To the chief full-time paid exempt finance and accounting employee of the Association alone; above designated dollar amounts to the chief full-time paid exempt finance and accounting employee and either the Executive Director and Chief Executive Officer or designated full-time paid exempt employee referred to in this Bylaw, Section 2, on a cosignatory basis. The designated dollar amount, above which two signatures will be required, will be specified in the letter of delegation.

(c) To the chief full-time paid exempt finance and accounting employee of the Association on a cosignatory basis either with the full-time paid exempt employee referred to in Section 2 of this Bylaw, or the Executive Director and Chief Executive Officer, or both, solely for the purposes of authorized investments in accordance with the Investment Guidelines approved by the Executive Committee.

Section 4. Collection and Disbursement of Funds.

Any chapter, committee, member or group of members who collect, hold or disburse funds in behalf of ACM or any of its branches, shall submit at least annually an accounting of such funds at a time and in a manner prescribed by the Secretary/Treasurer.

All funds described above shall be accounted for in the tax returns of ACM except that any chapter, Technical Community, or other group desiring to file a separate tax return may do so upon providing copies of such return to the Secretary/Treasurer at a time and in a manner prescribed by the Secretary/Treasurer.

Failure to submit financial reports by any chapter, committee, member or group of members who hold funds shall be grounds for revocation of charter, dissolution of the committee or group, or expulsion from ACM as provided in the Constitution and Bylaws.

Section 5. Approval for Collection and Disbursement of Funds.

Any chapter, committee, member or group of members desiring to solicit funds in behalf of ACM or any of its branches, or in behalf of any activity sponsored by ACM or its branches, shall

obtain in advance the approval of the President. Approval is not necessary for donations of small magnitude, which are for specific goods or services of temporary value.

Any chapter, committee, member or group of members desiring to disburse funds for any purpose shall obtain advance approval of the ACM President except for those expenditures necessary for the normal operation of the group.

Section 6. Compensation Committee.

There shall be a standing Compensation Committee composed of the President, Vice President, and Past President to set the CEO's compensation, to have oversight over executive compensation, and to review annual budgets for staff salaries and benefits.

[[top](#)]

Bylaw 9. The Budget

The Executive Committee shall prepare a detailed budget following the policies adopted by the Council. This budget shall be submitted to the Council 30 days before the Council meeting at which the budget is to be considered.

The Council shall consider, amend, and adopt the budget.

[[top](#)]

Bylaw 10. Questions of Importance

Section 1. Scope.

Questions of importance may include any question relating to the policies or public position of the Association, changes in the Constitution, affiliation with other societies, or the holding of business meetings.

Section 2. Lead Petitioner.

The person who transmits the petition to the Association will be considered as the lead petitioner for purposes of formal communication between the petitioners and the Association.

Section 3. Submission to Members.

A notice mailed by the Secretary/Treasurer to all members of the Association asking them plainly for their views on a given question of importance is declared to be a reasonable opportunity under Article 6, Section 6, of the Constitution, provided replies are collected for 30 days following the mailing of such notice and are presented to the Council for inspection. If the question of importance is submitted for the purpose of taking a vote on the question, the provisions of Bylaw 12 shall apply.

[\[top\]](#)

Bylaw 11. Meetings

Section 1. Meetings of Members.

Meetings of all classes of members of the Association may be held at such times and at such places within or outside the State of Delaware as may be determined by a vote of the Members of the Association pursuant to Bylaw 10 and 12 or by the Council. The Association or its constituent groups may hold meetings only in places that are open to all members of the Association.

Section 2. Attendance at Council Meetings.

Any interested member of the Association may attend meetings of the Council and may take part in discussion but not vote.

All Board and Council Chairs unless specified in the bylaws will be ex-officio members of Council and are expected to attend Council meetings for the purpose of reporting and participating in discussions without voting privileges.

Section 3. Order of Business.

At actual business or technical meetings of the Association at which the actual attendance of members is contemplated, the order of business shall be in accordance with an agenda distributed in advance, but such agenda shall be subject to alteration or suspension at the meeting by a majority vote of the Members present. Unless Council has previously approved an alternative procedure, Robert's Rules of Order will prevail.

Section 4. Notice of Meetings of Council and Executive Committee.

Regularly scheduled meetings of the Council or of the Executive Committee may be held without further notice; other meetings may be held on ten days notice, which shall be deemed to have been given when properly mailed ten days prior to the meeting. Lack of timely notice may be waived by any member of the Council or of the Executive Committee.

Section 5. Council Ballots.

On authorization of the Executive Committee, mail ballots may be used for urgent and pro-forma motions. E-mail (electronic mail) will be the primary medium except when there are legal requirements for signed action. The ballot materials will contain a justification of urgency or of the motion's pro-forma nature and will specify an interval for voting after adequate time for discussion. The ballot will permit an affirmative, negative, or abstaining vote.

A Council member can move to postpone the vote, in which case an immediate ballot will be sent out on the motion to postpone. If the motion to postpone does not carry, the original ballot process will be completed. Only one motion on postponement may be considered.

[[top](#)]

Bylaw 12 . Ballots

Section 1. Mailing.

Ballots for elections or for referendums shall be sent out under the supervision of the Elections Committee as instructed by the Council. They shall be mailed to the last email address of each Member of the Association. The last date for mailing shall be as fixed by the Council, or by the Elections Committee as instructed by the Council, except that, for elections of officers, the last date for mailing shall be April 25. Any ballot sent to Members shall state the last date for receipt of a voted ballot and shall remind the Member of the requirements for properly returning the ballot. The ballot shall state the day and hour of counting, but such time may be deferred by the Council if pursuant to Section 2 of this Bylaw the Council extends the time for the receipt of ballots.

Section 2. Return and Counting.

The last date for receipt of a ballot shall be at least 30 days after the last date for mailing. All ballots shall be returnable as specified in the ballot instructions and as approved by the Elections Committee. No ballots delivered after the last date for receipt shall be counted unless such date is extended by Council. The ballot of a Member whose dues are in arrears shall not be counted. All other ballots and votes shall be counted as valid. Unless otherwise specified in the Constitution or Bylaws, a plurality of the valid votes shall decide a question or elect a candidate.

Section 3. Certification.

The Elections Committee shall be responsible for the final certification of each election.

Section 4. Ties.

In the case of any ties on balloting questions, the issue shall be decided by the Council. The outcome of a ballot shall be reported to the Association.

[[top](#)]

Bylaw 13. Suspension of Bylaws

Council, by the same majority which is required to amend a bylaw, may temporarily suspend one or more requirements of one or more bylaws. A motion for such suspension must include a

list of all of the provisions to be suspended, the reason for the suspension and the period of time during which the suspension will be in force.

[[top](#)]

Bylaw 14. Representatives to Other Organizations

Section 1. Roster of Outside Organizations.

The Secretary/Treasurer shall provide for the maintenance of a roster of outside organizations to which ACM sends Representatives. An organization may be added to or removed from the roster by a majority vote of Council.

Section 2. Appointment, Tenure, and Confirmation.

The President shall appoint each ACM Representative to an outside organization, the appointment being for a specified term. When more than one Representative is sent to an outside organization, the terms of the Representatives shall be staggered so that an approximately equal number of terms expire each year, unless the rules of the outside organization provide to the contrary. An ACM Representative must be an ACM Member. The President may appoint himself or herself as a Representative. Each appointment of a Representative shall be confirmed by Council, except that Council may delegate confirmation for a particular position to the Executive Committee or grant full authority to the President to make the appointment for a particular position.

Section 3. Removal.

The President has the authority to remove any ACM Representative to an outside organization.

Section 4. Vacancy.

In the event that a Representative's office becomes vacant through removal or otherwise, the President shall appoint another Representative to serve until the end of the term. Such an interim appointment shall be confirmed in the same way as an original appointment.

Section 5. Guidance.

A Representative to an outside organization shall act in accordance with his or her best judgment in representing the interests of ACM, except that Council may direct the actions of any Representative by a two-thirds vote.

Section 6. Temporary Appointments.

In the event that a Representative to an outside organization is unable to attend a meeting of that organization, the President may appoint a temporary representative for that meeting only.

The temporary representative has exactly the same duties, prerogatives, and limitations as the elected representative, except as these prerogatives may be restricted by the rules of the outside organization.

[[top](#)]

Bylaw 15. ACM Code of Ethics and Professional Conduct

Preamble

Computing professionals' actions change the world. To act responsibly, they should reflect upon the wider impacts of their work, consistently supporting the public good. The ACM Code of Ethics and Professional Conduct ("the Code") expresses the conscience of the profession.

The Code is designed to inspire and guide the ethical conduct of all computing professionals, including current and aspiring practitioners, instructors, students, influencers, and anyone who uses computing technology in an impactful way. Additionally, the Code serves as a basis for remediation when violations occur. The Code includes principles formulated as statements of responsibility, based on the understanding that the public good is always the primary consideration. Each principle is supplemented by guidelines, which provide explanations to assist computing professionals in understanding and applying the principle.

Section 1 outlines fundamental ethical principles that form the basis for the remainder of the Code. Section 2 addresses additional, more specific considerations of professional responsibility. Section 3 guides individuals who have a leadership role, whether in the workplace or in a volunteer professional capacity. Commitment to ethical conduct is required of every ACM member, ACM SIG member, ACM award recipient, and ACM SIG award recipient. Principles involving compliance with the Code are given in Section 4.

The Code as a whole is concerned with how fundamental ethical principles apply to a computing professional's conduct. The Code is not an algorithm for solving ethical problems; rather it serves as a basis for ethical decision-making. When thinking through a particular issue, a computing professional may find that multiple principles should be taken into account, and that different principles will have different relevance to the issue. Questions related to these kinds of issues can best be answered by thoughtful consideration of the fundamental ethical principles, understanding that the public good is the paramount consideration. The entire computing profession benefits when the ethical decision-making process is accountable to and transparent to all stakeholders. Open discussions about ethical issues promote this accountability and transparency.

1. GENERAL ETHICAL PRINCIPLES. *A computing professional should...*

- 1.1 Contribute to society and to human well-being, acknowledging that all people are stakeholders in computing.
- 1.2 Avoid harm.
- 1.3 Be honest and trustworthy.
- 1.4 Be fair and take action not to discriminate.
- 1.5 Respect the work required to produce new ideas, inventions, creative works, and computing artifacts.
- 1.6 Respect privacy.
- 1.7 Honor confidentiality.

2. PROFESSIONAL RESPONSIBILITIES. *A computing professional should...*

- 2.1 Strive to achieve high quality in both the processes and products of professional work.
- 2.2 Maintain high standards of professional competence, conduct, and ethical practice.
- 2.3 Know and respect existing rules pertaining to professional work.
- 2.4 Accept and provide appropriate professional review.
- 2.5 Give comprehensive and thorough evaluations of computer systems and their impacts, including analysis of possible risks.
- 2.6 Perform work only in areas of competence.
- 2.7 Foster public awareness and understanding of computing, related technologies, and their consequences.
- 2.8 Access computing and communication resources only when authorized or when compelled by the public good.
- 2.9 Design and implement systems that are robustly and useably secure.

3. PROFESSIONAL LEADERSHIP PRINCIPLES. *A computing professional, especially one acting as a leader, should...*

- 3.1 Ensure that the public good is the central concern during all professional computing work.
- 3.2 Articulate, encourage acceptance of, and evaluate fulfillment of social responsibilities by members of the organization or group.
- 3.3 Manage personnel and resources to enhance the quality of working life.

3.4 Articulate, apply, and support policies and processes that reflect the principles of the Code.

3.5 Create opportunities for members of the organization or group to grow as professionals.

3.6 Use care when modifying or retiring systems.

3.7 Recognize and take special care of systems that become integrated into the infrastructure of society.

4. COMPLIANCE WITH THE CODE. *A computing professional should...*

4.1 Uphold, promote, and respect the principles of the Code.

4.2 Treat violations of the Code as inconsistent with membership in the ACM.

[[top](#)]

Bylaw 16. Indemnification

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a member of the Council or an officer of the Association, or was a Council member, officer or employee of the Association acting as a fiduciary of any employee benefit plan of the Association, against expenses (including attorney's fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, to the fullest extent and in the manner set forth in and permitted by the General Corporation Law of the State of Delaware and any other applicable law, as from time to time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which such Council member, officer or fiduciary of any employee benefit plan may be entitled apart from the foregoing provisions.

The foregoing provisions of this Bylaw shall be deemed to be a contract between the Association and each such Council member, officer or fiduciary of any employee benefit plan who serves or served in such capacity at any time while this Bylaw and the relevant provisions of the General Corporation Law of the State of Delaware and other applicable law, if any, are in effect, and, except to the extent otherwise required by law, any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit, or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

In addition, the Association may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was an

employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation or any partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, to the fullest extent and in the manner set forth and permitted by General Corporation Law of the State of Delaware and any other applicable law, as from time to time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled apart from the foregoing provisions.

The Association shall have power to purchase and maintain insurance or to self-insure on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, or any partnership, joint venture, trust or other enterprise, against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Association would have the power to indemnify the person against such liability under the foregoing provisions of this Bylaw or under Section 145 of the General Corporation Law of the State of Delaware or any other provisions of law.

[\[top \]](#)