



American Council for Technology- Industry Advisory Council (ACT-IAC)

Bylaws

November 2025

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Article I – NAME

The legal name of the organization shall be the American Council for Technology. The organization does business as ACT-IAC, representing the long-held value of the government and industry collaboration also known as the American Council for Technology-Industry Advisory Council.

Article II – PURPOSES AND AUTHORITIES

Section 1. Purposes.

The Federation of Government Information Processing Councils, Inc. (FGIPC) was established in 1979 by government employees to provide a forum where Federal, state and local government employees could communicate and collaborate. FGIPC was subsequently renamed the American Council for Technology (ACT). In 1989, ACT created the Industry Advisory Council (IAC) to provide an objective, ethical and vendor-neutral forum where government executives could communicate and collaborate with their industry peers. IAC was also tasked with the fiduciary role and oversight responsibilities for the operation and finances of ACT and IAC. Over the course of time, the organization has merged into a single, unified association of government and industry leaders focused on improving government mission outcomes and is now known as ACT-IAC.

The purposes for which ACT-IAC is organized are to:

- A. Provide a consensus-based, objective and ethical collaborative process where government and industry can work together towards a more effective, efficient and innovative government.
- B. Provide a forum where government and industry executives from a wide range of organizations, functions and disciplines can communicate and collaborate.
- C. Identify barriers to better government and opportunities to create more effective and innovative government programs and organizations.
- D. Provide education and training to maintain and enhance the managerial and technical competence of the workforce at the federal, state and local levels of government.
- E. Promote the profession of information technology management in the public sector.
- F. Provide a forum for studies and analyses of public sector management issues and sharing these results with the appropriate officials in the Federal executive and legislative branches, as well as state and local governments.
- G. Advising the government on the possible impacts of industry trends on government technology issues and serving as a sounding board on implications and considerations of federal legislation, regulations, and policies.

Section 2. Mission and Vision.

The mission of ACT-IAC is to accelerate government mission outcomes through collaboration, leadership and education. The vision of ACT-IAC is pursuing better government, for all.

Section 3. Authority.

- A. *Tax-exempt status.* ACT-IAC is organized exclusively for educational, scientific, and charitable purposes under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law). ACT-IAC has been formally established as a nonprofit corporation under the laws of the State of Delaware and has also received tax exempt status from the U.S. Internal Revenue Service under Section 501(c)(3).
- B. *Certain activities precluded.* Pursuant to its 501(c)3 status as a non-profit educational organization, no substantial part of the activities of ACT-IAC shall be the carrying on of lobbying or otherwise attempting to influence legislation. ACT-IAC shall not participate in nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office or any other activities not permitted to be carried on by a corporation exempt from Federal income tax. All government and industry members shall be aware of the Hatch Act and 18 U.S.C 1913 as it applies to their actions within ACT-IAC. ACT-IAC may educate its members about proposed and pending legislation and may provide awareness and educational opportunities for members of Congress and their staffs.

Article III – MEMBERSHIP

Section 1. Government Membership.

- A. Government membership in ACT-IAC is available to any full-time employee of a government organization who shares the ACT-IAC vision and agrees to abide by the ACT-IAC code of conduct.
- B. Individual members have the opportunity to participate in all ACT-IAC events and activities.
- C. Government employees participating in ACT-IAC may do so in their personal capacity or, if approved by their employing organization, in an official capacity.
- D. Government employees participating in ACT-IAC are responsible for ensuring that their participation is consistent with the ethics rules of their employing organization and, where necessary, approved by the organization.
- E. Government employees who are members of ACT-IAC may engage in any activity related to substantive issues of interest to the government. Examples of activities that ACT-IAC members may engage in include but are not limited to the following:
 - 1) Participate in working groups and committees addressing issues of interest to government.
 - 2) Engage in the planning of agendas for conferences and events on topics relevant to the government.
 - 3) Take part in educational and professional development programs that will enhance the skills and knowledge of the government workforce.
 - 4) Participate in the development of new programs and services by ACT-IAC that will be of value to the government.

- 5) Government members shall not engage in the financial management of the organization, in operational issues or in any other fiduciary activity.
- 6) Attend meetings, forums, conferences and events.

Section 2. Industry Membership.

- A. Industry membership in ACT-IAC is available to for-profit and not-for-profit companies with a commitment to better government, who pay annual dues, as established by the ACT-IAC Board of Directors, and abide by the ACT-IAC industry code of conduct.
- B. Certain activities, principally voting on official business, are limited to a company's official representative (point of contact). However, most ACT-IAC activities are open to any full-time employee, part-time employee, consultant or independent contractor of the member company, in addition to the company's official representative. Member companies are encouraged to involve as many of their employees in ACT-IAC activities as they deem appropriate. A member company should designate as its official representative someone who will be engaged with and aware of the work of ACT-IAC; actively communicate, coordinate and promote engagement with ACT-IAC by others within their company; and should be designated by the member company's chief executive or most senior local leader. A member company may change its official representative at any time by providing written notice to the ACT-IAC President & Chief Executive Officer (CEO).
- C. *Voting.* Any action which may be taken at any annual or special meeting of the members (including the election of officers) may be taken without a meeting if the President & CEO delivers an electronic ballot to every official representative entitled to vote on the matter. Voting by electronic ballot shall be permitted to the fullest extent allowed by law, and shall be conducted as follows:
 - 1) The ballot shall set forth each proposed action and shall provide an opportunity to vote either for or against each proposed action.
 - 2) Unless otherwise required in these bylaws, the matter shall be decided by a simple majority of those ballots submitted.

Section 3. Any ACT-IAC member company that has not paid their annual membership dues within 90 days of their renewal date shall be removed from ACT-IAC membership unless an exception is approved by the President & CEO.

Section 4. IAC members and their employees are expected to comply with all government ethics rules and such codes of conduct as the Board of Directors may adopt. Any member company that violates the bylaws, Code of Conduct or operating principles in a manner detrimental to the interests of ACT-IAC, may be removed from the membership by a two-thirds vote of the Board of Directors.

ARTICLE IV – ORGANIZATION

Section 1. Each official representative (point of contact) of a member company may cast one vote in any election and on any item of business put to the membership for a vote. Any person who is an official representative of a member company or a full-time employee of a member company may run for or hold elected office in ACT-IAC, except that only a full-time employee of a member company may be elected to

the Board of Directors, unless an exception is made by the Board.

Section 2. Any person who is the official representative (point of contact) of a member company or any full-time employee, part-time employee, consultant or independent contractor of a member company may participate in other activities and may serve as a committee chair or in any other appointed position.

Section 3. Regular meetings of the ACT-IAC membership are to be held at least once each year. Regular meetings should be scheduled at least 30 calendar days in advance. A special meeting may be called by the Board Chair, by a majority of the Board of Directors, or by a majority of the ACT-IAC member companies. Notice of each regular and special meeting of the ACT-IAC membership shall be provided to the official representative of each member company and to each Government Leadership Council and Board of Directors member at least 24 hours before any such meeting. The notice must identify the purpose of the meeting and the time and place thereof.

Section 4. ACT-IAC is governed by a Board of Directors and the organization's strategy and alignment with government priorities is informed through a government-led Leadership Council.

ARTICLE V – BOARD OF DIRECTORS – ROLE AND ORGANIZATION

Section 1. General. The ACT-IAC Board of Directors is composed of elected and appointed individuals representing ACT-IAC member companies and is responsible for governing the activities of ACT-IAC in a manner that is consistent with its bylaws and strategic plan. The Board of Directors monitors the organization's activities to ensure that all such activities are objective, ethical, and conducted with integrity. The Board has oversight of the operational and fiduciary activities of the organization.

Section 2. The elected officers of the ACT-IAC Board of Directors shall be a Chair, Executive Vice Chair, Vice Chair for Finance, ten (10) Vice Chairs at Large and Immediate Past Chair. The Board will also include the industry chair of the Collaboration Council, the industry chair of the Institute for Innovation, up to five additional appointed Board members and the President & CEO, all of whom are also voting members. All elected Board member positions will have written position descriptions circulated to the membership in advance of the completion of the nomination and election process.

Section 3. Each Board member, with the exception of the President & CEO, shall be a full-time employee of a member company, unless an exception is made by the Board of Directors.

Section 4. The terms of office shall be two years in length (with a maximum of four consecutive years) for each elected officer except the Executive Vice Chair and the President & CEO. The Executive Vice Chair shall serve for two years as Executive Vice Chair, two years as Chair and then two years as Immediate Past Chair. Except as noted above, no elected officer may serve more than four consecutive years, except that an elected officer of the Board of Directors may serve beyond this limit if elected as Executive Vice Chair during their term as a Board member. Once a term limit for an elected officer has been reached, at least four years must elapse before that individual can run again for an elected position (with the exception of running for the Executive Vice Chair position).

Section 5. Any officer may be removed by a two-thirds vote of the remaining members of the Board of Directors at a special meeting called for that purpose, with 5 days' notice given stating the specific purpose of the meeting, whenever in the judgment of the Board of Directors it is in the best interests of ACT-IAC.

Section 6. In the event of a vacancy in any office because of death, resignation, removal, disqualification or otherwise, the Chair may appoint a replacement, subject to approval of the Board of Directors, for the

unexpired portion of the term. In the case of the Executive Vice Chair, a search committee composed of three members of the Board of Directors, appointed by the Chair, will bring forward one or more candidates to be voted on by the Board and then appointed by the Chair. The Chair may also appoint additional members to the search committee, as needed. As noted below, in the event that the Chair becomes vacant, the Executive Vice Chair will immediately become the Chair and the Executive Vice Chair position will be filled as described above.

Section 7. The duties of the officers are as follows:

Chair. The Chair is elected initially as the Executive Vice Chair. The Chair shall be responsible for organizing, calling, and conducting all meetings of the membership and of the Board of Directors. The Chair may act on behalf of ACT-IAC in all matters, subject to approval or disapproval by Board of Directors. In the event that the Chair is vacated prior to the end of the term, the Executive Vice Chair will fill the unexpired term of the Chair.

Executive Vice Chair. The Executive Vice Chair serves a two-year term. At the end of that term, this individual becomes the Chair for two years. The Executive Vice Chair will preside at any membership or Board meetings that the Chair cannot attend. The Executive Vice Chair will carry out such other responsibilities as are assigned by the Chair. The Executive Vice Chair may also serve as the Nominating Process Manager for the Nominating committee (see Article VI).

Vice Chair for Finance. The Vice Chair for Finance is elected for a two-year term and in cooperation with the President & CEO, is responsible for reviewing the maintenance of all financial records, financial performance and ensuring the financial integrity of the organization. The Vice Chair for Finance, with consultation and consent by the Board of Directors and in conjunction with the President & CEO, shall review the budget prepared by the President & CEO prior to the approval by the Board before December 31 of each year. (The fiscal year for the organization is the calendar year.) Periodically, the Vice Chair for Finance and the President & CEO will provide a status report on ACT-IAC income and expenditures by major activity and a comparison with the current budget projections. In the event of a shortfall, or expected shortfall, of funds, the President & CEO and the Vice Chair for Finance will recommend appropriate modifications of the budget to the Board of Directors.

Vice Chairs at Large of the Board of Directors. As noted in Article V, Section 3 above, each of the ten Vice Chairs at Large of the Board of Directors will be elected to a two-year term. Each Vice Chair at Large shall be given a portfolio of responsibilities by the Chair and as approved by the Board of Directors.

Section 8. Appointed Members of the Board of Directors. As noted in Article V, Section 3 above, the Board of Directors includes up to five appointed members. Appointed members are recommended by the Board Chair and approved by vote of the Board of Directors. The Nominating Committee may also recommend appointed members to the Board Chair for consideration. Appointed members will have their appointments reviewed annually and can serve no longer than four consecutive years as an appointed member. Having appointed members on the Board of Directors helps to offer additional opportunities to provide a wide range of views and representation on the Board, provide additional skill sets deemed needed by the Board and to potentially prepare candidates for future election as an officer. As appointed members may be likely future candidates to serve as elected officers, their time as an appointed member will not impact their term limit as an elected officer.

Section 9. Regular meetings of the Board of Directors are to be held at least four times each year. Regular meetings should be scheduled at least 30 calendar days in advance. A special meeting may be called by the Chair, or by a majority of the Board of Directors. Notice of each regular and special meeting of the Board of Directors, including the topic(s) to be covered shall be provided to each officer of the Board of Directors at least 24 hours before any such meeting. The notice must identify the purpose of the meeting and time and place thereof.

Section 10. A quorum of the Board of Directors shall be needed to conduct business. A quorum shall be a simple majority of the elected officers and other voting members. Each voting member of the Board shall have one vote. Proxies are not permitted. A member of the Board may participate in a Board meeting electronically. Electronic participation shall count for the quorum. The Board of Directors may conduct votes electronically.

Section 11. The Board of Directors may establish such committees, communities of interest, working groups, and other organizational units, as it believes useful. The Chair, in consultation with the Board of Directors, may appoint, remove, or replace the person or persons who will chair committees, communities of interest, working groups, and other organizational units.

Section 12. The Board of Directors shall monitor the organization's activities to ensure that all such activities are objective, ethical and conducted with integrity.

Section 13. The Board of Directors shall have oversight of the operational and fiduciary activities of the organization. The Board of Directors shall implement such policies and procedures as are needed to carry out its responsibilities.

ARTICLE VI – BOARD OF DIRECTORS – NOMINATIONS AND ELECTIONS

Section 1. No later than February 15 of each year, the Chair shall recommend, and the Board of Directors will approve, a Nominating Committee composed of a chair, one past Board of Directors chair, one current Board of Directors member, up to five additional individuals representing ACT-IAC member companies and the President & CEO. Nominating Committee members typically serve a two-year term, so in the second year of the term, the Chair will only need to recommend any replacements for departing committee members. The Executive Vice Chair or Chair shall serve as Nominating Process Manager on behalf of the Board of Directors. The Board shall provide the Nominating Committee with the number of vacancies and a description of the requirements and responsibilities for each vacancy. The composition of the Nominating Committee and a request for volunteers will be advertised to the membership.

Section 2. The Nominating Process Manager shall notify all member company official representatives of the number of elected positions open on the Board of Directors and request that suggestions for nominations be made to the chair of the Nominating Committee no later than March 31. The Nominating Committee is entrusted with developing a slate of Board of Directors candidates who will best reflect both the skill sets needed by the Board while also reflecting the range of interests of the ACT-IAC member companies, and shall submit to the Nominating Process Manager one nominee for each position no later than April 15. The Nominating Process Manager shall secure from each person so nominated confirmation that they will serve, if elected. Within 10 days from receiving the nominees of the Nominating Committee, the Nominating Process Manager shall provide each member company the names of the Nominating Committee nominees.

Section 3. An individual may be added to the ballot by submitting a petition signed by the official representatives of at least 25% of the total number of ACT-IAC member companies. Any petition must be received by the CEO no later than May 10.

Section 4. By June 10, the Nominating Process Manager shall notify each member company of the nominees agreeing to serve and provide them with a biographical summary for each candidate that will be available on the ACT-IAC website.

Section 5. Ballots shall be distributed by e-mail to the official representative (POC) of each member company no later than June 15. Ballots are electronic and POCs may vote for any/all candidates running for election and all candidates receiving a majority of the votes cast will be elected.

Section 6. Officers shall take office on July 1. In the event of a vacancy, the Chair may appoint a replacement, subject to approval by the Board of Directors, to fill out the balance of the term.

Section 7. The Nominating Committee will also be responsible for maintaining a pipeline of potential future members of the Board of Directors.

Article VII – GOVERNMENT LEADERSHIP COUNCIL

Section 1. General. The affairs of ACT-IAC shall be guided by the ACT-IAC Government Leadership Council, commonly referred to as the “Leadership Council,” for the purpose of ensuring alignment with government priorities and needs.

The Leadership Council shall:

- A. Inform the organization’s strategic agenda by identifying issues and projects where ACT-IAC engagement would be of value to the government.
- B. Monitor the organization’s activities to ensure that ACT-IAC and its component parts are addressing issues relevant to the government.
- C. Communicate the value of ACT-IAC to government organizations and ensure that government employees interested in the issues on the ACT-IAC agenda are aware of opportunities to participate.

Members of the Leadership Council may participate in their personal capacity or, with the approval of their organization, in an official capacity. No member of the Government Leadership Council shall have any fiduciary responsibility towards ACT-IAC or its activities.

It is intended that the Leadership Council shall be focused on providing input and advice on the substantive content of ACT-IAC activities and alignment with government priorities and needs. Responsibility for the management of the organization and its fiduciary activities shall be reserved to the ACT-IAC Board of Directors. The responsibility for managing the organization on a day-to-day basis and its financial activities shall be the responsibility of the ACT-IAC President & CEO.

Section 2. Leadership Council Membership.

The Leadership Council shall include a Chair, a Vice Chair and up to 24 additional members. The Leadership Council will also include the ACT-IAC Board Chair, Executive Vice Chair, Immediate Past Chair and President & CEO as voting members.

Section 3. Leadership Transition. Periodically, the Chair of the Leadership Council will be replaced by a majority vote of the Leadership Council members.

Section 4. Removal. Any member of the Leadership Council may be removed by a two-thirds vote of the Leadership Council members whenever in the judgment of the Council members it is in the best interests of ACT-IAC. Such action shall take place at a special meeting called for that purpose, with 30 days' notice given stating the specific purpose of the meeting,

Section 5. Meetings. The Leadership Council shall meet periodically throughout the year. Participation in such meetings may be in-person or virtual.

Section 6. Notification of Meetings. Notice of any meeting of the Leadership Council shall be given by the ACT-IAC President & CEO at least three days prior by electronic communication to each Leadership Council member.

Section 7. Compensation. Leadership Council members shall not receive any salaries or compensation for their services.

Section 8. Nominations and Elections. With the exception of the representatives from the Board of Directors and the ACT-IAC President & CEO, all members of the Leadership Council must be full-time government employees. It is intended that the Leadership Council shall represent the spectrum of government organizations, functions and career levels involved in the use, management and acquisition of technology.

Members must meet the following criteria:

- A. Be a full-time government employee at the federal, state, tribal, or local level (except for the positions of the Board of Directors Chair, Executive Vice Chair, Immediate Past Chair and the ACT-IAC President & CEO).
- B. Be willing to devote the time and resources to being a member of the Leadership Council.
- C. Comply with all applicable ethics rules, codes of conduct and regulations.

Article VIII – COUNCILS, COMMITTEES AND WORKING GROUPS

Section 1. As noted in Article V, Section 10, the Board of Directors may establish committees or other organizational elements to support the work of ACT-IAC.

Section 2. The ACT-IAC Collaboration Council monitors and coordinates the collaborative activities of ACT-IAC to ensure that they are consistent with the ACT-IAC strategy and priorities, address significant issues affecting government and are implemented in an efficient, effective, and timely manner. The Collaboration Council works across the Communities of Interest (COIs), the Institute for Innovation and Small Business Alliance to align and deconflict activities. The Collaboration Council also coordinates with the Federal

Insight Exchanges (FIEs). Collaboration Council membership includes, but is not limited to, the chairs of each COI, the Institute for Innovation and the Small Business Alliance. The Collaboration Council may recommend the establishment or disestablishment of a COI, which would then be approved at the discretion of the Board of Directors. The Chair of the Board nominates the Collaboration Council chairs, who are then voted on by the Board of Directors.

Section 3. In general, a community of interest (COI) may be formed to address topics of interest to specific segments of the technology industry. COIs are governed through the Collaboration Council. A COI should be comprised of individuals from ACT-IAC member companies and representatives of government agencies. Prior to the creation of a new COI, those who are interested in the topic should develop a mission statement, a statement of objectives, and a description of the planned deliverables that will benefit the government, a proposed budget, and an initial list of those who are interested in participating. A COI should be disestablished when its mission has been fulfilled, or its activities are no longer consistent with the ACT-IAC mission or there is a lack of participation.

Section 4. All meetings of the ACT-IAC membership and all other committees, COIs, task forces, and other organizational units of ACT-IAC shall be open to all government and industry members, with the exception that an executive session may be held for the purpose of discussing matters that would violate personnel privacy (e.g. internal personnel matters, appointment of individuals to leadership positions, selection of awardees, etc.). An executive session may also be held if the matter involves ACT-IAC proprietary information or business matters that could affect ACT-IAC's financial viability.

Section 5. Committees and Working Groups. The Board may designate such committees and working groups as necessary to achieve the objectives of ACT-IAC.

Section 6. Committee Vacancies. Vacancies in membership of any committee may be filled by the President & CEO, the Collaboration Council or the Board of Directors.

Section 7. Strategic Partnerships. ACT-IAC may establish strategic relationships with other organizations as deemed appropriate to achieve its mission.

ARTICLE IX – PRESIDENT & CHIEF EXECUTIVE OFFICER

Section 1. ACT-IAC shall have a President and Chief Executive Officer (CEO). The President & CEO shall have full authority and responsibility for the day-to-day operation of the organization, to include developing, approving and implementing necessary policies to run the organization. The President & CEO shall serve as a voting member of the ACT-IAC Board of Directors and the Leadership Council. The President & CEO reports directly to the Chair of the Board of Directors.

Section 2. The President & CEO shall be employed through a process that begins with the establishment of an executive search committee appointed by the Board Chair and approved by the Board of Directors. The executive search committee will be composed of the Executive Vice Chair, three current Board of Directors members, one additional member (if needed) and a past Chair who shall serve as the executive search committee chair. The Leadership Council Chair shall be an ex-officio member of the executive search committee.

Section 3. The executive search committee shall employ an appropriate process and may include the use of an executive search firm, if deemed appropriate, to identify potential candidates for the position of President & CEO. In conducting its search, the executive search committee shall operate in accordance with best practices applicable to non-profit organizations similar to ACT-IAC in size, scope and

complexity. The executive search committee shall provide a recommended candidate to the Board of Directors Chair and the Government Leadership Council Chair. Upon the concurrence of the Board of Directors Chair and the Government Leadership Council Chair, the candidate shall be submitted to the Board of Directors. Approval requires a two-thirds majority vote by the Board of Directors.

Section 4. The employment of the President & CEO shall include a clear statement of the responsibilities of the position, the tenure, compensation and benefits, severance, actions that can result in termination and such other matters as are deemed appropriate.

Section 5. The employment agreement shall be three years in length. Six months prior to the end of the three years, the Board of Directors, with the consent of the Government Leadership Council Chair, shall make a decision as to whether the agreement shall be terminated or extended for up to an additional three years. Extension of the agreement requires a majority vote of the Board of Directors in favor of extension. If the decision is to not extend the agreement, the incumbent shall be so notified and a search process shall begin as set forth in Section 2 of this Article. If the Board of Directors fails to make a decision prior to the six-month deadline, the agreement shall be automatically extended for one year.

Section 6. During their employment, the President & CEO shall have annual performance goals and assessments. The Board of Directors Chair shall be responsible for establishing the annual performance goals and conducting the annual assessment. The Board Chair, in consultation with the Vice Chair for Finance, shall be responsible for setting the initial annual compensation of a new President & CEO. Subsequent compensation increases and bonuses are the responsibility of the Board Chair.

Section 7. If at any time during the tenure of the President & CEO, their performance demonstrably and significantly fails to meet the expectations of the position, the Board of Directors shall be so notified. The Board of Directors shall decide whether to retain the President & CEO. A decision to remove the President & CEO prior to the end of the three year term would require a two-thirds vote of the Board of Directors. The Government Leadership Council Chair shall be advised and consulted if this issue arises.

Section 8. The ACT-IAC President & CEO shall have full authority and responsibility for the day-to-day operation of the organization. The President & CEO serves as a voting member of both the Leadership Council and the Board of Directors. The President & CEO is subject to the direction and control of the ACT-IAC Board Chair with assistance from the Government Leadership Council Chair.

1. **General Responsibilities.** The ACT-IAC President & CEO shall be responsible for the operations and external relations of the organization. The Board of Directors shall set forth the specific responsibilities of this position.
2. **Authority.** The ACT-IAC President & CEO shall have full responsibility for all ACT-IAC staff, including hiring, promoting, approving performance bonuses, supervising, and terminating employment, and for all outside contract services including events, professional development, office temporary help, accounting services, independent audit services, insurance coverage, legal counsel, and other services, as provided for in the annual budget.
3. **Office Operations.** With the approval of the Board of Directors, the ACT-IAC President & CEO shall contract for appropriate headquarters office space, and shall be responsible for equipping and maintaining that office as the official base of operations for ACT-IAC. The ACT-IAC President & CEO will sign any deeds, leases, mortgages, bonds, contracts, and other instruments which the Board of Directors has authorized to be executed.

4. **Reports to the Board of Directors.** The ACT-IAC President & CEO shall provide regular reports on the state of the organization.
5. **Books and records.** The ACT-IAC President & CEO shall keep correct and complete books and records of account and shall also keep and distribute notices of and minutes of the Board of Directors meetings. The ACT-IAC President & CEO shall be custodian of records and of the seal of ACT-IAC and ensure that the seal is affixed to all documents, the execution of which on behalf of ACT-IAC under its seal is duly authorized in accordance with the provisions of these bylaws.
6. **Reports due to Governmental bodies.** The ACT-IAC President & CEO shall ensure the correct and timely filing of all required internal and external reports.

ARTICLE X – ACTIVITIES AND PROCEDURES

Section 1. To the maximum extent practicable, ACT-IAC intends that each separate activity should be self-supporting, unless otherwise approved in advance by the Board of Directors. Costs of an activity ordinarily should be recaptured through a charge to the participants or through sponsorships or donations from a member company or individual. In appropriate cases, the President & CEO or the Board of Directors may approve the use of ACT-IAC funds to support an activity, consistent with budget goals and fiscal responsibility.

Section 2. Persons involved in ACT-IAC activities should avoid the appearance, as well as the fact, of conflict of interest. No ACT-IAC member, or an employee of a member company or government agency, shall accept compensation of any sort for their efforts in connection with ACT-IAC unless the arrangement is disclosed in advance to and approved by the Board of Directors.

Section 3. Every person who has the responsibility for making appointments to any committee or other activity shall make an effort to appoint persons who will represent as many points of view as are relevant considering the assignment. Appointments should also consider the wide range of interests represented by ACT-IAC members.

Section 4. The Board of Directors Chair and the President & CEO shall be the official spokespersons for ACT-IAC. The Leadership Council Chair shall also be an official spokesperson on the priorities, goals and initiatives of the organization. As appropriate, other individuals may be authorized to speak on behalf of ACT-IAC or some specific activity (such as a COI). All ACT-IAC members are expected to abide by the ACT-IAC Codes of Conduct.

Section 5. As a 501(c)3 organization, ACT-IAC is prohibited from supporting or opposing candidates for public office, may not lobby or take a position on legislation or regulations. ACT-IAC may engage in nonpartisan analysis, study or research with respect to issues that may be addressed during the legislative process, may provide requested technical assistance at the request of a legislative representative, may engage in activities that relate directly to its own existence, powers and other matters of self-protection, and may conduct discussions with legislators of broad social, economic and similar problems so long as that discussion does not address itself to the merits of specific legislation. Anyone with a question regarding the lobbying restrictions should seek guidance from the President & CEO prior to engaging in any activities that might cause any concern in this regard.

Article XI – INDEMNIFICATION AND DISSOLUTION

Section 1. Unless otherwise prohibited by law, ACT-IAC shall indemnify all Board of Directors members, Government Leadership Council members and employees of ACT-IAC, and may (by resolution of the Board of Directors), also indemnify any former directors and officers as necessary, against any and all expenses and liabilities incurred by them in connection with any claim, action, suit, or proceeding to which they are made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which they shall be adjudged to be guilty of a criminal offense or liable to ACT-IAC for damages arising out of their own gross negligence in the performance of a duty to ACT-IAC. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. ACT-IAC may advance expenses or where appropriate may itself undertake the defense of any director, officer or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that they are not entitled to indemnification under this Article. Such indemnification shall not be deemed exclusive of any other rights to which such director or employee may be entitled, under any bylaw, agreement, or vote of the Board. The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by them which arises out of such person's status as a director, officer, employee, or agent, whether or not ACT-IAC would have the power to indemnify the person against that liability under law.

Section 2. Upon dissolution of ACT-IAC, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of ACT-IAC, dispose of all of the assets of ACT-IAC exclusively for the purposes of ACT-IAC in such manner, or to such organization(s) organized and operated exclusively for charitable, education, or scientific purposes as at the time shall qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of general jurisdiction of the jurisdiction in which the principal office of ACT-IAC is then located, exclusively for such purposes or to such organization(s), as said Court shall determine which are organized and operated exclusively for such purposes.

Section 3. No part of the net earnings of ACT-IAC shall inure to the benefit of, or be distributable to any Board of Directors or Government Leadership Council member or other private persons, except that ACT-IAC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.

Article XII – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern ACT-IAC in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

Article XIII – SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, State of Delaware."

Article XIV – AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority vote of the Board of Directors present at any regular meeting or at any special meeting, if at least thirty days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.