



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

**Bylaws**

**As amended through March 3, 2020**

**ARTICLE I: NAME**

The name of this organization shall be the ACT INDUSTRY ADVISORY COUNCIL (hereinafter IAC).

**ARTICLE II: PURPOSE**

*Section 1.* The IAC was organized in 1989 as an Advisory Group within the Federation of Government Information Processing Councils, now known as the American Council for Technology (ACT). The mission of IAC is to bring industry and government executives together to exchange information, support professional development, improve communications and understanding, solve issues and build partnerships and trust, thereby enhancing government's ability to serve the nation's citizenry. This is accomplished by:

- a. Providing a forum for studies and analyses of public sector management issues, arriving at IAC positions on these issues, and presenting the results to the appropriate officials in the Federal executive and legislative branches, as well as state and local governments. Such officials shall include, but not be limited to, the Federal Chief Information Officers Council (FCIOC), the Chief Financial Officers Council (CFOC), the Office of Management and Budget (OMB), and other interested groups.
- b. Advising ACT, the above noted organizations, government managers and policy officials on the possible impacts of industry trends on government technology issues; serving as a sounding board on implications and considerations of federal legislation, regulations, and policies; and assisting ACT and the above noted councils in engagement and public affairs programs aimed at improving the health of government.
- c. Assisting ACT and the above noted councils in identifying professional speakers to deliver individual presentations on technical, administrative, or managerial topics, selected by ACT or its councils.
- d. Providing education and training.

*Section 2.* The IAC is organized on a not-for-profit basis. No part of its net assets shall inure to the benefit of its members or IAC staff. The IAC is required to comply with the ACT constitution and bylaws, including its Code of Ethics and various financial oversight provisions.

### **ARTICLE III: MEMBERSHIP**

*Section 1. Membership Qualifications.* Membership in 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 IAC Executive Committee, and abide by the IAC code of conduct.

*Section 2.* Certain activities, principally voting on official business, are limited to a company's official representative. However, most 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 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 Chief Executive Officer (CEO).

*Section 3. Voting.* Any action which may be taken at any annual or special meeting of the members (including the election of officers and vice-chairs) may be taken without a meeting if the 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:

- a. The ballot shall set forth each proposed action and shall provide an opportunity to vote either for or against each proposed action.
- b. Unless otherwise required in these bylaws, the matter shall be decided by a majority of those ballots returned to IAC.
- c. All solicitations for votes by electronic media shall indicate the number/percentage of responses needed to meet a quorum requirement (if necessary) and specify the time by which a ballot must be received by IAC in order to be counted.

*Section 4.* Any IAC member that has not paid their annual membership dues within 90 days of being invoiced shall be removed from the IAC membership unless an exception is approved by the CEO.

*Section 5.* IAC members and their employees are expected to comply with all government ethics rules and such codes of conduct as the IAC Executive Committee may adopt. Any IAC member that violates the bylaws, Code of Conduct or operating principles of IAC in a manner detrimental to the interests of IAC, may be removed from the membership by a two-thirds vote of the Executive Committee.

### **ARTICLE IV: ORGANIZATION**

*Section 1.* Each official representative 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 elective office in

IAC, except that only a full-time employee of an IAC member company may be elected to the IAC Executive Committee, unless an exception is made by the Executive Committee.

*Section 2.* Any person who is an official representative 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 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 IAC Chair, by a majority of the IAC Executive Committee, or by a majority of the IAC membership. Notice of each regular and special meeting of the IAC membership shall be provided to the official representative of each member company and to each officer of the IAC and of the ACT 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.* The elected officers of IAC shall be the Chair, Executive Vice Chair, Vice Chair for Finance and ten (10) Vice Chairs. The immediate Past Chair of IAC shall be a voting member of the Executive Committee. The industry chairs of the Collaboration Council, the Institute for Innovation and NexUS shall be voting members of the Executive Committee. The Executive Committee shall also have up to five additional appointed voting members, recommended by either the Nominating Committee or the IAC Chair, and approved by vote of the Executive Committee. The ACT President, or a designee, shall be an ex-officio, non-voting member of the IAC Executive Committee. The CEO shall be a voting member of the Executive Committee. No individual, other than the CEO and the Executive Vice Chair, may serve more than four consecutive years (two terms) as a member of the Executive Committee, and once a term limit has been reached, at least four years must elapse before that individual can run again for office (with the exception of running for the Executive Vice Chair position) The Executive Committee, by majority vote at any regular or special meeting, may approve or disapprove any action by the IAC Chair.

*Section 5.* Regular meetings of the IAC Executive Committee are to be held at least four times each year. Regular meetings should be scheduled at least 30 calendar days in advance and, to the greatest extent possible, should occur at the same time and on the same date or day of each month. A special meeting may be called by the IAC Chair, or by a majority of the IAC Executive Committee. Notice of each regular and special meeting of the IAC Executive Committee, including the topic(s) to be covered shall be provided to each officer of the IAC Executive Committee at least 24 hours before any such meeting. The notice must identify the purpose of the meeting and time and place thereof.

*Section 6.* A quorum of the Executive Committee shall be needed to conduct business. A quorum shall be a majority of the elected officers and other voting members. Each voting member of the Executive Committee shall have one vote. Proxies are not permitted. A member of the Executive Committee may participate in an Executive Committee meeting electronically provided that the CEO has been notified in advance of the meeting. Electronic participation shall count for the quorum. The Executive Committee may conduct votes electronically unless a member of the Executive Committee objects. If a member of the Executive Committee objects to an electronic vote, the vote may only be taken at an official meeting of the Executive Committee.

*Section 7.* The IAC Executive Committee may establish such committees, communities of interest, task forces, and other organizational units, as it believes useful. The IAC Chair, in consultation with the IAC Executive Committee, may appoint, remove, or replace the person or persons who will chair each committee, community of interest, task force, and other organizational unit of the IAC.

*Section 8.* In general, a community of interest (COI) may be formed to address topics of interest to specific segments of the information technology industry. COIs are governed through the Collaboration Council, whose membership includes the chairs of each COI. A COI should be comprised of individuals from 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 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 IAC objectives or there is a lack of participation. The Collaboration Council may recommend the establishment or disestablishment of a COI, which will be approved at the discretion of the Executive Committee. The Chair of the Executive Committee nominates the Collaboration Council chairs, who are then voted on by the Collaboration Council membership.

*Section 9.* All meetings of the IAC membership and all other committees, COIs, task forces, and other organizational units of the IAC shall be open to all IAC members and to all members of ACT, 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 IAC proprietary information or business matters that could affect IAC's financial viability.

#### **ARTICLE V: OFFICERS AND DUTIES**

*Section 1.* As noted above, the elected officers of IAC shall be a Chair, Executive Vice Chair, Vice Chair for Finance, ten (10) additional Vice Chairs and immediate past IAC chair. The Executive committee will also include the industry chairs of the Collaboration Council, Institute for Innovation and NexUS, up to five additional appointed Executive Committee members and the CEO, all of whom are also voting members. All elected Executive Committee member positions will have written position descriptions circulated to the membership in advance of elections by the Nominating Committee.

*Section 2.* Each IAC elected officer shall be a full-time employee of a member company, unless an exception is made by the Executive Committee.

*Section 3.* The terms of office shall be two years in length (with a maximum of four consecutive years) for each officer except the Executive Vice Chair and the CEO. The Executive Vice Chair shall serve for two years as Executive Vice Chair, and two years as Chair. The Chair then remains on the Executive Committee for one additional year as Immediate Past Chair. Except as noted above, no officer may serve more than four consecutive years, except that a member of the Executive Committee may serve beyond this limit if elected as Executive Vice Chair during his/her term as an Executive Committee member.

*Section 4.* Any officer may be removed by a two-thirds vote of the remaining members of the Executive Committee 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 Executive Committee it is in the best interests

of IAC.

*Section 5.* In the event of a vacancy in any office because of death, resignation, removal, disqualification or otherwise, the IAC Chair may appoint a replacement, subject to approval of the Executive Committee, for the unexpired portion of the term. In the case of the Executive Vice Chair, a search committee composed of three members of the Executive Committee, appointed by the Chair, will bring forward one or more candidates to be voted on by the Executive Committee 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 IAC 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 6.* 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 Executive Committee. The Chair may act on behalf of IAC in all matters, subject to approval or disapproval by the Executive Committee. The Chair shall serve as the IAC delegate to ACT or may appoint another to serve in that capacity. 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 IAC Chair for two years. The Executive Vice Chair will preside at any membership or Executive Committee meetings that the Chair cannot attend. The Executive Vice Chair will carry out such other responsibilities as are assigned by the Chair.

**Vice Chair for Finance.** The Vice Chair for Finance is elected for a two-year term and in cooperation with the CEO, is responsible for reviewing the maintenance of all financial records, and for all funds received by IAC from any source. The Vice Chair for Finance, with consultation and consent by the IAC Executive Committee and in conjunction with the CEO, shall review the budget prepared by the CEO prior to the approval by the Executive Committee before December 31 of each year. Each quarter, the IAC Vice Chair for Finance and the CEO will provide a status report on IAC income and expenditures by activity and a comparison with the current approved budget projections. In the event of a shortfall, or expected shortfall, of funds, the CEO and the Vice Chair for Finance will recommend appropriate modifications of the budget to the IAC Executive Committee. The process for changing the budget will follow the procedures for establishment of the original budget.

**Vice Chairs of the Executive Committee.** As noted in Article V, Section 3 above, each of the ten Vice Chairs of the Executive Committee will be elected to a two year term. Each Vice Chair shall be given a portfolio of responsibilities by the IAC Chair and as approved by the Executive Committee.

**Appointed Members of the Executive Committee.** As noted in Article V, Section 3 above, the five appointed members of the Executive Committee will have their appointments reviewed annually and can serve no longer than four consecutive years.

## **ARTICLE VI: NOMINATIONS AND ELECTIONS**

*Section 1.* The Chair and the Executive Vice Chair will serve two-year terms. All other officers of the IAC, with the exception of the CEO, shall be elected or appointed for two-year, staggered terms. No person shall be eligible for election to more than two consecutive terms (four years). Elected officers shall serve in only one elected IAC office at a time.

*Section 2.* No later than February 15 of each year, the Chair shall recommend and the Executive Committee will approve a Nominating Committee composed of a chair, one past IAC chair, one current IAC EC member, up to five additional individuals representing IAC member companies and the CEO. The Executive Vice Chair shall manage the nominating process on behalf of the Executive Committee. The Executive Committee shall provide the Nominating Committee with the number of vacancies and a description of the requirements and responsibilities for each vacancy.

*Section 3.* The Executive Vice Chair shall notify all member company official representatives of the number of positions open on the Executive Committee and request that suggestions for nominations be made to the chair of the Nominating Committee no later than March 15. The Nominating Committee shall submit to the Executive Vice Chair one or more nominees for each position no later than March 31. Within 10 days from receiving the nominees of the Nominating Committee, the Executive Vice Chair shall provide each member company the names of the Nominating Committee nominees along with notice that additional nominations may be added to the ballot through a petitioning process.

*Section 4.* An individual may be added to the ballot by submitting a petition signed by the official representatives of at least 10% of the total IAC member companies. Any petition must be received by the CEO no later than April 30.

*Section 5.* Upon receiving the nominations from the Nominating Committee and petitioners, the Executive Vice Chair shall secure from each person so nominated a written statement that s/he will serve, if elected. By May 15, the Executive Vice Chair shall notify each member company of the nominees agreeing to serve and provide them with a biographical summary for each candidate. Each nominee is permitted to record a brief presentation on their candidacy that will be available on the ACT-IAC website, and can also communicate with each IAC point of contact once – via email, phone, etc. However, no campaigning is permitted and none may be done on behalf of a candidate by other persons to any individuals in member organizations.

*Section 6.* Ballots shall be distributed by e-mail to the official representative of each member company no later than June 1. Ballots may be returned by e-mail or hand-delivery. The person receiving a plurality of the votes for each office shall be elected. In the event of a tie vote, a run-off vote will be conducted in the same manner.

*Section 7.* Officers shall take office on July 1. In the event of a vacancy, the IAC Chair may appoint a replacement, subject to approval by the IAC Executive Committee, to fill out the balance of the term.

## **ARTICLE VII: CHIEF EXECUTIVE OFFICER**

*Section 1.* The IAC shall have a Chief Executive Officer (CEO) who shall also serve as CEO of ACT. The 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 CEO shall also

have those responsibilities set forth in the ACT Bylaws. The CEO shall serve as a voting member of the IAC Executive Committee. The CEO reports directly to the IAC Chair and the ACT President.

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

*Section 3.* The executive search committee shall employ an appropriate process, including the use of an executive search firm, if appropriate, to identify potential candidates for the position of 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 Search Committee shall provide a recommended candidate to the IAC Chair and the ACT President. Upon the concurrence of the IAC Chair and ACT President, the candidate shall be submitted to the IAC Executive Committee. Approval requires a 2/3 majority vote by the IAC Executive Committee.

*Section 4.* The employment of the 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 IAC Executive Committee, with the concurrence of the ACT President, 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 IAC Executive Committee 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 Executive Committee fails to make a decision prior to the six month deadline, the agreement shall be automatically extended for one year.

*Section 6.* During his/her employment the CEO shall have annual performance goals and assessments. The IAC Chair, in cooperation with the ACT President, shall be responsible for establishing the annual performance goals and conducting the annual assessment. The IAC Chair, in consultation with the IAC Vice Chair for Finance, shall be responsible for setting the annual compensation of the CEO.

*Section 7.* If at any time during the tenure of the CEO his/her performance demonstrably and significantly fails to meet the expectations of the position, the Executive Committee shall be so notified. The Executive Committee shall decide whether to retain the CEO. A decision to remove the CEO prior to the end of the three year term would require a two-thirds vote of the IAC Executive Committee. The ACT President shall be advised and consulted if this issue arises.

## **ARTICLE VIII: ACTIVITIES**

*Section 1.* To the maximum extent practicable, IAC intends that each separate activity should be self-supporting, unless otherwise approved in advance by the Executive Committee. 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 Executive Committee may approve the use of IAC funds to support an activity, consistent with the budget and fiscally prudent.

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

*Section 3.* Every person who has the responsibility for making appointments to any committee or other activity shall make an affirmative effort to appoint persons who will represent as many points of view as are relevant considering the assignment. Appointments shall also take into consideration the diversity in all manner of IAC's membership.

*Section 4.* The Chair of IAC and the CEO shall be the official spokespersons for IAC. As appropriate, other individuals may be authorized to speak on behalf of IAC or some specific activity (such as a COI). All IAC members are expected to abide by the Code of Conduct for IAC members.

*Section 5.* As a constituent part of the ACT, which is a section 501(c)3 organization, IAC is prohibited from supporting or opposing candidates for public office, may not lobby or take a position on legislation or regulations. 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 of the CEO prior to engaging in any activities that might cause any concern in this regard.

*Section 6.* Unless otherwise prohibited by law, IAC shall indemnify any director or officer or any former director or officer, and may, by resolution of the Executive Committee, indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is 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 he or she shall be adjudged to be guilty of a criminal offense or liable to IAC for damages arising out of his own gross negligence in the performance of a duty to 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. 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 he or she is not entitled to indemnification under this Article. The Executive Committee may also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the IAC would have the power to indemnify the person against that liability under law.

## **ARTICLE IX: AMENDMENTS TO BYLAWS**

These bylaws may be altered, amended or repealed and new bylaws adopted by a majority vote by the IAC Executive Committee at either a regular meeting or a special meeting, if at least 30 days' written notice is given to the members of the IAC Executive Committee of the intention to alter, amend or repeal or to adopt new bylaws at such meeting.