

Bylaws of the International Machine Learning Society (IMLS)

A Nonprofit Corporation

1. Name

The name of this corporation shall be the International Machine Learning Society (IMLS).

2. Purpose

This corporation is a nonprofit public benefit corporation organized under the New Jersey Nonprofit Corporation Law. Its purpose is to foster and support research and the free exchange of information on all aspects of machine learning. This shall include organizing and conducting conferences at which scientists specializing in the use of machine learning may meet and exchange information in furtherance of their research. These activities include supporting or sponsoring, in whole or in part, the International Conference on Machine Learning (ICML). The IMLS can solicit donations and provide grants in furtherance of its goals.

3. Offices

3.1. Principal Office

The principal office of the corporation shall be located at such place as the Board may determine.

3.2. Other Offices

The corporation may have such other offices, either within or without the State of New Jersey, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

4. Organization

4.1. Officers

The officers of the corporation shall be the following:

- The **President-Elect** is the first in a succession of offices, from President-Elect, to President, to Past-President, each held for two years, with succession occurring at the conclusion of the yearly ICML conference. The President-Elect is empowered to sign legal documents on behalf of IMLS provided that such legal documents are approved by the Board of Directors. The President may delegate various tasks to the President-

Elect, especially those that may facilitate preparation for service as President. The President-Elect is responsible for assuming some or all of the duties of the President in the event the President becomes temporarily unavailable or is otherwise unable to undertake the duties of President. The President-Elect is nominated and elected by the Board of Directors from amongst the research community as a whole (not only existing Board of Directors members), serves a two year term, then, subject to a confirmation vote by the Board of Directors, assumes the office of President. The President-Elect may be removed from office by a two-thirds vote of the Board, upon which the Board will select a new President-Elect to serve the remainder of the former's term.

- The **President** is the chief executive officer of IMLS, and serves as Chairperson of the Board for a term of two years. The President ensures corporate records are maintained, is empowered to sign legal instruments on behalf of IMLS provided that such legal instruments are approved by the Board of Directors, and generally shall act on behalf of IMLS in day-to-day matters. At the end of this term, the office of President is filled by the President-Elect, subject to a majority-vote confirmation vote by the Board of Directors. If the confirmation vote does not pass, the Board of Directors selects an alternative President. The President may be removed from office by a two-thirds vote of the Board.
- The **Past-President** provides advice and continuity in the handling of officer-related business, and performs tasks as requested by the President. The Past President is responsible for assuming some or all of the duties of the President in the event the President and President-Elect are temporarily unavailable or are otherwise unable to undertake the duties of President. The office of the Past-President is filled by the outgoing President for a term of two years. The Past-President may be removed from office by a two-thirds vote of the Board.
- The **Treasurer** is the officer responsible for financial matters of the IMLS and for disbursement of monies for the operation of the Foundation and its activities. The Treasurer shall be elected by the Board of Directors for a period of three years. The Treasurer may be removed from office by a two-thirds vote of the Board.
- The **Secretary** is responsible for holding a duplicate set of corporate records, establishing and maintaining all records not maintained by the Executive Director, including records of the meetings of the Board of Directors as well as maintaining corporate correspondence, and running elections for open seats on the Board of Directors. In addition, at the request of the President, the Secretary performs various tasks related to records, marketing, and publications. The Secretary shall be elected by the Board of Directors for a period of three years. The Secretary may be removed from office by a two-thirds vote of the Board.
- The **Executive Director**, a paid staff person with unlimited term, is responsible for establishing and maintaining the corporate records and correspondence, manages finances, produces an Annual Financial Report, makes payments, administers donations, manages ICML site contracts, coordinates ICML volunteers, and is empowered to sign financial commitments on behalf of IMLS provided that such commitments are approved by the President, acting President, or Board of Directors. Appointment and termination of this role is by majority vote of the Board of Directors.

- The **General Counsel** shall be the legal representation to the IMLS. Appointment and termination of this role is by majority vote of the Board of Directors.
- Such **other officers** as from time to time the Board of Directors may designate.

The officers serve as the executive agents of IMLS and act with the concurrence of the Board of Directors. The Board of Directors is the primary decision-making unit of IMLS. The Board of Directors may delegate portions of its authority as appropriate to the IMLS officers, reserving, however, the right to rescind this delegation by majority vote.

The IMLS officers, in conjunction with the current General Chair and the Board of Directors, shall be responsible for maintaining the financial integrity of the IMLS and the ICML. This may be done by setting registration fees, applying for grants to run the ICML and to support attendance by students and postdoctoral fellows, co-sponsoring events with other organizations and by other revenue-raising devices generally accepted for educational and research support in the scientific community. The officers incur no personal financial responsibility for the IMLS.

4.2. Board of Directors

The Board of Directors is the senior executive body of the IMLS. The Board of Directors shall consist of the following:

- The officers.
- The ICML General Chairs and Program Co-Chairs for as many upcoming years as have been appointed.
- The previous ICML General Chair and Program Co-Chairs for the past two years, ending one week after the close of the last day of the ICML held two years after their Chair service.
- Elected Members, consisting of not fewer than seven nor more than thirteen persons, elected by the ICML Community, serving a term of three years, in staggered fashion with approximately one-third of the Elected Members' terms expiring each year. The ICML Community consists of all persons who have been authors, reviewers or organizers for ICML within the past six years. Each year the Secretary shall run an election to fill the approximately one-third of the Elected Member seats being vacated.

4.3. Meetings and Communication

An in-person annual meeting of the Board of Directors shall be held at least once a year, organized by the Executive Committee (typically at the ICML).

Additional meetings of the Board, discussion, business and voting shall be conducted via telephone and/or internet.

The Secretary shall post publicly on the IMLS web site within 10 days after their adoptions all motions, directives, and orders of the Board of Directors.

The IMLS Board will report to the ICML community an open meeting of ICML attendees at each yearly ICML.

4.4. Voting

Unless otherwise stipulated, decision making of the Board of Directors shall be by simple majority vote except for amending these Bylaws which shall require a two-thirds vote. Members of the board of directors do not need to be physically present at a board meeting, but can attend and vote “electronically” by telephone, email or via any technology with similar functionality. A majority of all of the members entitled to vote, present in person, electronically, or by proxy, shall constitute a quorum for all purposes. On any vote any Board member shall have the right to call for an “electronic” ballot of the full Board of Directors. In the event that those Board members present at the Board of Directors meeting are deadlocked, an “electronic” ballot of the full Board of Directors shall be used to resolve the deadlock.

If by reason of resignation or death or any other reason an officer or member of the Board of Directors is no longer able to function in that role, the Board of Directors may replace that member by a simple majority vote.

4.5. Committees of the Board of Directors

The Board of Directors may establish additional permanent or ad hoc committees. Members of these committees need not be members of the Board of Directors.

There shall be an **Executive Committee** consisting of the President, President-Elect, Past-President, Secretary, Executive Director, current General Chair, and up to two additional Board of Directors members appointed by the Board of Directors. This committee will be charged with acting on behalf of the Board of Directors on matters that the President determines do not require the full Board’s input. The full Board of Directors will be informed of decisions made by the Executive Committee.

There shall be a **Fundraising Committee** charged with gathering grants and financial donations from corporate sponsors. The members of this committee have the title “Financial Chairs” and serve a term of at least two years.

There shall be a **Officer Nominating Committee** charged with the gathering of nominations for President-Elect, President (in the case of failure of the confirming vote), and other elected Officers. It shall consist of current President-Elect, the current President, and up to three additional Board of Directors members appointed by the Board of Directors.

There shall be a **Financial Oversight Committee** consisting of the Secretary and two elected members of the Board of Directors, the latter two serving two year staggered terms. The duty of

this Committee is to consider the Executive Director's Annual Financial Report and to review the financial state of the IMLS, in preparation for the Annual Executive Committee Meeting.

There shall be a **Mailing List Moderating Committee** charged with moderating the mailing list ml-news@googlegroups.com, or similar lists.

There shall be a **Strategic Planning Committee** charged with longer-term planning for the success of IMLS and ICML.

4.6. IMLS and ICML

The ICML General Chairs and Program Co-Chairs shall be elected by the Board of Directors by simple majority vote for technical and administrative skills suitable to the organization and conduct of the ICML Conference.

In accordance with its mission, IMLS shall financially support each ICML, including liability insurance, venue reservation, and other necessary reservations. Surplus revenue from each ICML is to be deposited in IMLS accounts.

5. Solicitations

The IMLS may solicit Federal agencies, for example the National Science Foundation and similar Federal granting agencies for support of the annual ICML meetings and other IMLS activities. The IMLS may also solicit grants for support of its operation from private industry active in the field of machine learning, such as Microsoft. These solicitations will be by email and/or phone calls to specific individuals in the agencies and companies. The operations to be supported by such grants will include all ordinary expenses to support machine learning research, including the support of annual meetings.

6. Additional Provisions

This Corporation shall indemnify and hold harmless each of its directors and officers (and his or her executor, personal representative and heirs), whether or not then in office, who were or are a party or are threatened to be made a party to any proceeding, whether civil, criminal, administrative or investigative (including an action or suit by or in the right of the Corporation) by reason of the fact that he or she is or was a director or officer of the Corporation, against expenses (including all reasonable attorney's fees), judgments, fines, and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding, unless there is a final adjudication by a court of competent jurisdiction that such person is liable for gross negligence, or willful misconduct or a knowing violation of criminal law. All reasonable attorney's fees and costs shall be reimbursed immediately by the Corporation as they are incurred by such person, and shall be promptly repaid to the Corporation only upon a final adjudication by a court of competent jurisdiction that such person is liable for gross negligence, or willful misconduct or a knowing violation of criminal law. The foregoing right to indemnification

shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled including but not limited to any rights under policies of insurance that may be purchased and maintained by the Corporation.

In any proceeding brought in the right of this Corporation or brought by or on behalf of the Corporation, the damages assessed against an officer or director arising out of a single transaction, occurrence or course of conduct shall not exceed the lesser of (i) \$1,000.00, or (ii) a lesser amount (if any) as may be afforded by law from time to time, unless there is a final adjudication by a court of competent jurisdiction that such person was engaged in willful misconduct or a knowing violation of criminal law. The limitation on liability provided herein shall not be deemed to supersede or prevent any greater limitation on liability as may be afforded by law from time to time.

Unless otherwise provided herein, the provisions of New Jersey law apply and are incorporated herein by reference and made a part of these bylaws as if fully set out herein.

7. Amendments

These bylaws may be amended by a two-thirds vote of the Board of Directors. A vote to amend these bylaws may occur at either the annual meeting or at a special meeting called for that purpose or via the internet. Twenty days notice is required to the Board for any vote amending these bylaws, at the beginning of which notification of proposed amendments shall be announced on a mailing list of the Board, the ICML Community, and posted publicly through the IMLS web site.