

# **The International Association for Perceptual Control Theory BYLAWS**

## **Article I. Name.**

The name of this corporation is The International Association for Perceptual Control Theory. This name may be represented by the acronym IAPCT.

## **Article II. Purpose.**

**Section 1.** The purpose of the corporation is to encourage and support research based on William T. Powers original perceptual control theory, its continuing development, and its use as a theory informing a wide range of applications. The corporation promotes activities such as publishing and conferences in order to disseminate the results of such work.

**Section 2.** Said corporation is organized exclusively for charitable, educational, religious and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Section 3.** No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 section 1 hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office. Notwithstanding any other provision of these articles the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)3 of the Internal Revenue Code, or corresponding section of any future federal tax code (b) by an organization, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Section 4.** A two-thirds vote of the membership shall be required to sell or mortgage assets of the corporation not in the regular course of business or to dissolve the corporation. Upon dissolution of the corporation, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid to a designated member of the William T. Powers family, or if none are living, to The William T. Powers Collection archived at Northwestern University.

## **Article III. Members.**

**Section 1. Classes of membership.** There are three classes of membership: regular, student, and honorary.

**Section 2. Qualification for membership.** Regular and student members shall be those individuals who have paid annual dues. The schedule of dues is determined by the Directors subject to majority vote at the annual meeting. Honorary members may be approved by the Directors as nominated by one or more members.

## **Article IV. Officers.**

**Section 1. Enumeration of officers.** The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. If it is deemed necessary, one person may serve as Secretary-Treasurer. Officers shall be members nominated and elected at an annual meeting.

**Section 2. Term of office.** The term of office for the President, Vice President, and Secretary is three years; except that, counting from the date of acceptance of this bylaw in 2020, the Secretary shall be subject to election or re-election after one year, and the Vice President after two. The Treasurer will serve until he or she resigns or is removed. Any officer may be removed by a majority of those voting at an annual meeting. In the case of a vacancy, the other officers can appoint a replacement from among the members to serve until the next election.

### **Section 3. Duties of officers.**

- A. The President shall be the principal executive officer, and have general supervision, direction, and control of the business of the organization.
- B. The Vice-President shall perform such duties as are assigned by the President, and act as President if the latter is unable to act.
- C. The Secretary shall keep minutes of meetings, see that notices are properly given of meetings and elections, and maintain the records of the organization.
- D. The Treasurer shall maintain adequate books, have charge and custody of funds, and be responsible for receipts and disbursements and the timely filing of all required state and federal forms.

## **Article V. The Executive Board.**

**Section 1. Membership.** The Executive Board of Directors shall consist of the officers of the organization and one at-large member nominated and elected each year by the members of IAPCT at an annual meeting.

**Section 2. Powers.** The Board shall conduct the affairs of the organization, subject to the approval of the members expressed through annual elections.

## **Article VI. Meetings.**

**Section 1. Participation.** Participation in all meetings may be by any means enabling all participants to communicate simultaneously with each other, including telecommunications. All meetings are open to all members of the organization.

**Section 2. Annual Meeting.** The annual meeting shall be at a time and place determined by the Executive Board and duly announced by the Secretary at least one month in advance.

**Section 3. Voting.** All members while participating in the annual meeting, and all Directors while attending a meeting of the Board of Directors, are eligible to vote, and each is entitled to one vote on any given question. One may vote in person or by proxy. The following provisions apply to voting by proxy:

- A. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form, either personally or by the member's attorney-in-fact. If the member is a Director, the appointment does not relieve the Director's liability for acts or omissions imposed by law on Directors.
- B. An appointment of a proxy is effective when received by the secretary. An appointment is valid for one month unless a different period is expressly provided in the appointment form.
- C. An appointment of a proxy is revocable by the member who made it.
- D. The death or incapacity of the member appointing a proxy does not affect the right of the corporation to accept the proxy's authority unless the Secretary receives written notice of said death or incapacity before the proxy exercises the authority granted under the appointment.
- E. Subject to any express limitation on the proxy's authority appearing on the face of the appointment form, a corporation is entitled to accept the proxy's vote or other action as of the member making the appointment.

**Section 4. Board Meetings.** The Board may hold an annual meeting immediately after and in the same place as the annual meeting of members. Other meetings of the Board may take place as needed by resolution of the Board.

**Section 5. Quorum.** A quorum for the annual meeting shall consist of those members participating with the Executive Board in the meeting. A majority of officers shall constitute a quorum for a meeting of the Executive Board.

## **Article VII. Amendments.**

These bylaws may be amended when necessary by two-thirds majority of the Executive Board, effective upon ratification by a majority of members voting at the next annual meeting. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

**Certification.** Reconstitution from bylaws of the Control Systems Group (CSG) approved 5 August 2017. Amended 10 October 2018; 9 October 2020.