

RESEARCH TRIANGLE AI SOCIETY

Bylaws

Article I: Name and Purpose

1. **Name:** The name of this organization shall be the Research Triangle AI Society (hereinafter referred to as "RTAI").
2. **Purpose:** RTAI is a nonprofit organization dedicated to advancing the understanding, application, and impact of Artificial Intelligence within the North Carolina Research Triangle community and beyond.

Article II: Membership

1. **Membership Eligibility:** Membership shall be open to individuals and organizations who support the mission and vision of RTAI. Members fall into three categories:

a. Regular Members

- Individuals who pay quarterly, annual, or long-term membership fees as determined by the organization to access its goods and services or receive discounted rates on them.

b. Executive Members

- Must be at least 18 years old
- Must contribute either minimum volunteer service hours or monetary donations annually, with specific requirements (X hours or \$Y) set and reviewed annually by the Board
- The Board may confer executive membership to selected individuals based on criteria deemed appropriate
- Requirements for the current year are maintained in a separate Board-managed document

c. Organizational Members

- Organizations that provide monetary donations, services, or goods to the organization
- Organizations that maintain strategic collaborative relationships with RTAI

2. **Voting Rights:** Only Executive Members are eligible to vote and be elected to leadership positions (Board of Directors, President, and other designated positions).

Article III: Board of Directors

1. **Composition:** The Board shall comprise 5 to 9 members, including the President.
2. **Terms**
 - a. Each director, except the President, shall serve a three-year term, commencing April 1 and concluding March 31
 - b. Elections shall be staggered, with approximately one-third of directors elected annually
 - c. Directors elected to fill vacancies shall be considered to have served a full term, regardless of the unexpired term's duration
3. **Officers**
 - a. The Board shall elect a Chair and Treasurer
 - b. The Chair may appoint an Acting Chair in their absence
4. **Meetings**
 - a. Frequency: The Board shall meet at least quarterly
 - b. Convening Authority:
 - Meetings may be called by the Chair, Acting Chair, or President
 - Special meetings may be called by one-third of board members
 - c. Quorum:
 - A majority of current board members constitutes a quorum
 - For even-numbered boards, half plus one constitutes a quorum
 - No formal decisions requiring board approval may be made without a quorum
 - d. Voting:
 - Regular matters: Simple majority of present members, with Chair casting deciding vote in ties
 - Significant matters: Two-thirds majority required for:
 - Bylaw amendments
 - Mission changes
 - Organizational dissolution
 - Removal of president

Article IV: Officers and Operations

1. **President**

a. Election and Authority:

- Elected by Executive Members
- Serves as chief executive officer
- Has voting rights on the Board
- May call Board meetings

b. Term:

- Two-year term
- Maximum of two consecutive terms
- Must step down for one term before re-election eligibility

c. Responsibilities:

- Quarterly reporting to the Board
- Must respond to Board inquiries

2. **Vice Presidents (VPs)**

a. Appointment and Term:

- Nominated by the President
- Appointment requires approval by more than fifty percent (>50%) of the Board of Directors
- There is no term limit for Vice Presidents
- Serve at the pleasure of the President and Board

b. Roles and Responsibilities:

- Report directly to the President
- Assume operational leadership responsibilities as assigned by the President

c. Removal: May be removed by more than fifty percent (>50%) vote of the Board of Directors

Article V: Committees

1. **Standing Committees:** The Board may establish standing committees as needed to support ongoing functions.

2. **Election Committee**

- a. Appointed by the Board
- b. Oversees election process
- c. Works under Board supervision
- d. Must communicate critical decisions to Board for majority approval

Article VI: Elections

1. **Term Alignment:** All positions' terms begin April 1 and end March 31
2. **Voting Process**
 - a. Eligibility: All Executive Members in good standing
 - b. Method: Electronic or in-person, as determined by the Election Committee
3. **Candidate Eligibility**
 - a. Executive Members in good standing may run for Board, President
 - b. Presidential candidates must have either:
 - One year of Board service, or
 - One year in senior operations role
 - c. Election Committee may establish additional requirements with approval from the board

Article VII: Amendments

1. **Proposal:** Amendments may be initiated by:
 - Board majority vote, or
 - Petition signed by 10% of Executive Members
2. **Approval:** Two-thirds Board majority required for adoption

Article VIII: Dissolution

Upon dissolution, remaining assets shall be distributed to a nonprofit organization with a similar mission, in accordance with applicable laws and regulations.

Certification

Version 1.0 - These bylaws were adopted by the Board of Directors by unanimous consent on 01/21/2025.

Guoliang Cao, Board Chair

Version 1.1 - These bylaws were amended by the Board of Directors by unanimous consent on 10/06/2025 to revise Vice President appointment provisions.

Guoliang Cao, Board Chair
