



Constitution of the Association for Computing Machinery

ARTICLE 1.

Name

This organization shall be called the Association for Computing Machinery, Inc.

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ARTICLE 2.

Purposes

The Association is an international scientific and educational organization dedicated to advancing the art, science, engineering, and application of information technology, serving both professional and public interests by fostering the open interchange of information and by promoting the highest professional and ethical standards.

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ARTICLE 3.

Membership

Section 1. Eligibility.

Any person or institution subscribing to the purposes of the Association and eligible for membership in accordance with this Constitution and Bylaws will become a member upon the acceptance of the application for membership and the payment of dues in accordance with the Bylaws.

Section 2. Classes of Membership.

Classes of membership and their qualifications and privileges are defined in the Bylaws. The terms "Member" and "Member of the Association" appearing without a qualifier shall refer only to members of classes that have voting rights at the Association level.

Section 3. Resignation.

A member may at any time file a resignation in writing with the Secretary, and it shall become effective as of the date it is filed.

Section 4. Admonition, Suspension and Expulsion.

A member may be dropped or suspended for nonpayment of dues as provided in the Bylaws. A member of the Association may be admonished, suspended or expelled for demonstrating lack of integrity, or for other reasonable cause after a hearing of the case before the Council and by affirmative vote of at least three-fourths of all members of the Council. A former member of the Association who was expelled from membership can become a member only after approval of the application by an affirmative vote of at least three-fourths of all members of the Council.

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ARTICLE 4.**Officers****Section 1.** Titles and Limitations on Authority.

The officers of the Association shall be a President, a Vice-President, and a Secretary/Treasurer. Each officer of the Association shall be bound by any action taken by the Council or the Association, and shall have such additional authority and duties as may be conferred by the Bylaws or resolution of the Council.

Section 2. The President.

The President shall act as chair of the Executive Committee and of the Council and shall appoint the chairs of all other committees, except as otherwise provided in this Constitution and Bylaws.

Section 3. The Vice-President.

In the temporary absence or incapacity of the President, the Vice-President shall act as chair of the Executive Committee and of the Council. In the absence of both President and Vice President, the Council shall elect a President pro-tem from among its membership to act for period to be determined by the Council.

Section 4. The Secretary/Treasurer.

The Secretary/Treasurer shall ensure that records are kept of all proceedings, actions and meetings of the Association, the Council, and the Executive Committee, and that the votes and minutes thereof are recorded in a book or books to be kept for that purpose. The Secretary/Treasurer shall conduct the correspondence of the Association and shall give due notice of all meetings of members, of the Council, and of the Executive Committee. The Secretary/Treasurer shall provide for the maintenance of a list of all members of the Association, clearly designating those entitled to vote, and such list or a copy thereof shall be made available for inspection by the members at all meetings of the Association where vote of the members are taken. The Secretary/Treasurer shall provide for custody of the original of this Constitution and of the Bylaws, and of the amendments thereto. The Secretary/Treasurer shall provide for custody of the seal of the Association, and when authorized by the Council or the Executive Committee shall affix it to any instrument of the Association requiring a seal.

The Secretary/Treasurer shall ensure that accurate accounts are kept by the Association, that dues and other sums are collected, that all properly approved bills are paid, and that financial

statements and budgets are prepared. The Secretary/Treasurer shall render to the Council or the Executive Committee, as required, an accurate account of all transactions and of the financial condition of the Association.

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ARTICLE 5.

Executive Committee

Section 1. Composition and Authority.

The Executive Committee shall consist of the President, the Vice-President, the Secretary/Treasurer, the Past President and other members of Council as prescribed by the Bylaws.

The Executive Committee shall be bound by any action taken by the Council or the Association. The Executive Committee shall appoint representatives of the Association for specific purposes, and shall in general manage the affairs of the Association between Council meetings except in those matters for which Council action is required by the Constitution or Bylaws. The President shall call a meeting of or cause questions to be presented to the Executive Committee upon the request of any member of the Committee.

Section 2. Authority to Act Without Meeting.

Any resolution adopted by majority vote of the members of the Executive Committee after due notice to each of its members shall be deemed and considered the act of the Executive Committee as though adopted at an actual meeting of the Committee whether or not on the occasion of the vote there was an actual meeting of the Committee. The notice and the voting of the members of the Committee may be by mail, telephone, telegraph, electronic mail, or personally, or by any combination of these, and notice by mail or telegraph shall be deemed given when sent to the Committee member's last mailing address. A record of the notice and of the voting and of the manner in which the action was taken shall be noted in the minutes of the Committee.

Section 3. Place of Meeting.

Meetings of the Executive Committee shall be at the principal office of the Association, or at the place of and in connection with a meeting of the Association, or at such places within or outside the State of Delaware as the Executive Committee may determine.

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ARTICLE 6.

Council

Section 1. Membership.

All Council members are required to be Members of the Association. The Council shall consist of the officers of the Association, the Past President, seven Members-at-Large, and five others as prescribed by the Bylaws of the Association.

Section 2. Authority and Duties.

The Council shall formulate the policies of the Association, and generally supervise their execution by the officers of the Association. Each Council member shall represent the members and the best interests of the Association.

Section 3. Meetings.

The Council shall meet at least twice a year, usually at meetings of the Association, and otherwise upon the call of the Executive Committee or of any five members of the Council. A quorum of the Council shall consist of a majority of persons entitled to vote. Except where otherwise provided by law, by this Constitution, or by the Bylaws, the act of a majority of a quorum shall be deemed the act of the Council.

Meetings of the Council shall be at the principal office of the Association or at the place of and in connection with meetings of the Association, or at such places within or outside the State of Delaware as the Council may determine, or in the absence of such a determination : determined by the Executive Committee.

A member of the Council unable to be present at a meeting may appoint in writing a Member of the Association as the Council member's proxy. The proxy may take part in discussion and may vote in the place of the member of the Council. While so acting as a proxy for the Council member, the proxy shall be deemed for all purposes to be a member of the Council in lieu of the Council member, but only as a Council member and not otherwise as an officer of the Association.

Except where by law or by this Constitution a meeting of the members of the Council or the proxies requires their physical presence at the same time and place, the Council may transact business by mail, electronic communications or in the physical presence of each other, or by any combination of these. Any resolution adopted in such manner by a majority vote of a quorum of the members of the Council (or by such larger vote as may be required by law or by this Constitution or the Bylaws), after due notice is given to its members shall be deemed and considered the act of the Council as though adopted at a meeting of the Council. Notice by mail or electronic communications shall be deemed given when sent to the Council member's last address. A record of the notice and of the voting and of the manner in which the action was taken shall be noted in the minutes of the Council.

Actual meetings of the Council twice each year are required by this Section. Actual meeting of the Council is also required for Council action pursuant to the following provisions of the Constitution: Section 4 of Article 3 and Section 1 of Article 12.

Section 4. Annual Report.

The Council shall report annually to the members of the Association either by mail or through the medium of one of the Association's publications which is sent to all members.

Section 5. Annual Budget.

Each year the Council shall adopt an annual budget for the guidance of the fiscal affairs of the Association for the following fiscal year.

Section 6. Questions.

The Council shall give members of the Association reasonable opportunities to express their views on questions to the Association. Upon petition of one percent of the Members of the

Association or by decision of the Council, a question to the Association shall be submitted without undue delay by the Secretary/Treasurer to a ballot of the Association by mail as provided in the Bylaws. The vote of a majority of the Members balloting, if the number of Members balloting is more than one quarter of all Members of the Association, shall be binding upon the Council, except where a larger vote is required by law and except in the case of an amendment to this Constitution or the Certificate of Incorporation.

Section 7. ACM Code of Professional Ethics.

The Council shall adopt, maintain, enforce and conspicuously publish and display to all members and the public a code of professional ethics, which shall be binding on all members of the Association.

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ARTICLE 7.

Elections

The President, Vice-President, Secretary/Treasurer and as many Members-at-Large as are required to fill vacancies for the Members-at-Large on the Council as provided in Article 6, Section 1 and Article 8, Section 1 of the Constitution, shall be elected as of June 30 in each even-numbered year by the Members of the Association. The constituency eligible to vote for other members of Council shall be defined in the bylaws. Balloting shall be conducted and recorded as provided in the bylaws.

No person may hold two Council positions.

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ARTICLE 8.

Tenure

Section 1. Council Members.

The President, the Vice-President, and the Secretary/Treasurer, shall hold office through June 30 in the year in which they retire.

The Members-at-Large shall be elected for four-year terms and shall hold office through June 30 of the year in which they retire. Terms of office for other members of Council shall be specified in the bylaws.

If any vacancy arises in an office the Council shall fill it by appointment until the next regular election unless otherwise prescribed by the Bylaws.

Section 2. Committees.

The terms of office of all committee chairmen and members of Committees of the Association except as otherwise provided in these Constitution and Bylaws shall be determined by the President and may be terminated at any time by the President.

Section 3. Recall.

Any elected member of the Council may be recalled by vote of the Members following an impeachment. Impeachment may be either by a two-thirds vote of the whole Council or by petition to the Council signed by three percent of the Members of the constituency of the Association. Upon impeachment the Council shall promptly direct a special ballot by all Members. Provided that at least one-third of all eligible Members cast ballots, a two-thirds majority of the votes cast will suffice for immediate removal of the Council member from the Council.

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ARTICLE 9.**Nominations**

Members shall be notified of nominations for officers and Members-at-Large as provided in the Bylaws. Prior to distribution of the ballot, nominations by petition of at least one percent of the Members of the constituency shall be received and entered on the ballot in the manner described in the Bylaws.

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ARTICLE 10.**Association Meetings by Ballot**

With respect to any question or vote required by law to be submitted to or taken by the Members of the Association at a meeting of the Members, the timely mailing of the ballot or other notice to each Member at the last post-office address as given to the Secretary shall be deemed and considered notice of a meeting of the Association; the return of the ballot shall be deemed a proxy directed to the Secretary authorizing and directing the Secretary to vote the ballot as marked; and the Secretary shall be bound to vote in such manner. Each Member of the Association, however, shall have the privilege of attending in person at the time and place stated in the ballot or other notice for the opening and counting of the ballots, and the Member may cast a vote personally instead of by mailed ballot.

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ARTICLE 11.**Bylaws**

Bylaws may be adopted or amended by an affirmative vote of at least two-thirds of all the members of the Council. The Council shall have the authority to interpret the Bylaws.

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