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IAOA BYLAWS

[19June 2012]

THE INTERNATIONAL ASSOCIATION FOR ONTOLOGY AND ITS APPLICATIONS (IAOA)

ARTICLE I. MEMBERSHIP

Section 1. Membership within the Association is on a yearly basis which coincides with the calendar year. Membership fees may vary according to membership category. They may also vary depending on the country of residence and/or other conditions. The fees are fixed every year by the Executive Council and made publicly available on the Association's web site.

Section 2. Membership application and fee payment procedures shall be made publicly available on the Association's web site. After the fees, and where needed, appropriate documentation supporting the participation in a specific membership category, have been collected, the Executive Council shall consider the application for approval. The Executive Council may not approve a membership request if it has good reasons to believe that the applicant carries out or supports activities contrary to the purposes of the Association. If the membership is not approved, the collected fees are returned to the applicant.

Section 3. Membership within the Association shall come up for renewal at the beginning of each fiscal year, that is, each calendar year. A member will be deemed to have resigned if the membership fee is not paid within one month after the membership expiration.

Section 4. Members' personal data are handled by the Association according to Italian law. Any member can access personal data about him or herself and request changes or deletion at any time.

Section 5. Membership policies are described within the Statute and the Bylaws, that are made publicly available through the Association's website.

ARTICLE II. MEETING OF MEMBERS

Section 1. Annual Meeting (a.k.a. Ordinary Assembly).

The IAOA membership meets annually, either physically or virtually, in an Assembly. The President shall call this meeting, as provided in the Statute. The Executive Council shall assist the President on determining the time, place, agenda, and help prepare for the Assembly.

Section 2. Special Meeting (a.k.a. Extraordinary Assembly).

This is a special meeting of the IAOA membership for any lawful purpose. The President may call an Assembly meeting any time, to transact any Association business as he/she deems necessary. However, as provided in the Statute, the President must call an Assembly meeting when requested by a majority of the members of the Executive Council, or when a motivated request is submitted by at least one tenth of the Association's Members. The time and place designated for any special meeting called by the members must be set with the concurrence of the Executive Council. In special meetings, only business as stated in the notified agenda, and no other business, may be transacted

Section 3. Time, Place, Agenda and Notice of Meetings.

Notice stating the place, day, and hour of any Assembly of members shall be delivered - either personally, or by computer network, or by announcement in an official publication of the Association - to each member entitled to vote at such meeting. As provided in the Statute, such notice shall be delivered not less than ten (10) or more than ninety (90) days before the date of such meeting. The notice shall include an agenda stating the general nature of the business to be transacted. Such notice shall also be published on the Association's website at least 15 days in advance.

Section 4. Place of Meetings.

The Executive Council may designate any venue, physical or virtual (i.e., on the Internet, through e-mails, teleconferences, and electronic forums,) as the place of meeting for any annual or special meeting called by the President.

Some (physical) portion of the Annual Meeting of IAOA membership will take place during the FOIS Conference in the years when FOIS is organized. In years when there is no FOIS Conference, some (physical) portion of the Annual Meeting may preferably be co-located with a physical IAOA event.

Section 5. Quorum.

Refer to provision in Article 18 (quorum for the Assembly) and Article 27 (quorum for Statute Amendments) of the Statute.

Section 6. Voting.

(a) Methods and Procedures of Voting. Voting may take place at a meeting of members or by electronic ballot. When a quorum is present, the affirmative vote of a majority of the those

present at the meeting who are entitled to vote, and voting on any matter, shall constitute the agreed upon act of the members.

(b) Electronic Ballot. When electronic ballot is employed, the following process shall apply:

(i) Notification (by the Vice President or the Secretary) to the membership of the impending electronic ballot, the items to be voted on (e.g. approval of last year's financial report), and a calendar of events related to this electronic ballot. This notification shall be made at least 10 days (and no more than 90 days) before the ballot opens.

(ii) Publication of the details being voted on (e.g. the full financial report from last year) and the method of voting to be employed. Such details will be made available to the voting members at least eight (8) calendar days before the ballot opens. During the first 5 calendar days after the publication, members may ask questions, comment on, and suggest changes to those details. Based on feedback from members, the Executive Council will finalize the details, and publish a finalized (possibly revised) version of the matter that is to be voted on, at least two (2) calendar days prior to the opening of the electronic ballot.

(iii) The actual number of members who are entitled to vote (after the ballot opens) will be used to determine whether quorum is met. Alternatively, the President may call for a "registration-to-vote" by all voting members before the ballot opens. The registered-member count shall constitute participation in the assembly and will be used to validate whether quorum is met.

(iv) The President shall call the Assembly to order and the electronic balloting shall begin. The voting period (i.e. the exact date and time when ballot closes) shall be defined when the ballot opens and shall be no less than three (3) working days.

(v) with adequate reason (e.g. some unforeseen delay or technical issue) the President may extend the voting period.

(vi) in the event that a quorum is not met during a first call of the Assembly, the President may make a second call of the Assembly as provided in Article 18 of the Statute. Votes cast in the first Assembly are included in the second Assembly.

(vii) the result of the ballot shall be announced after the ballot closes; such announcement shall be made within five (5) working days of the close of ballot.

Section 7. Waiver of Notice.

Attendance by a person at a meeting shall constitute waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

Section 8. Record Date.

(a) To be determined by Executive Council. For the purposes of determining which members are entitled to receive notice of any meeting, to vote, or to take any other action, the Executive Council may fix in advance a "record date," which shall not be more than ninety (90) days before the date of any such meeting. Only members of record on the date so fixed are entitled to notice, to vote, or take other action, as the case may be, notwithstanding any transfer of any membership on the books of the Association after the record date, except as otherwise provided in the Italian Nonprofit Association Law.

(b) Failure of Council to determine date.

(i) Record date for notices or voting. Unless fixed by the Executive Council, the record date for determining those members entitled to receive notice of, or to vote at, a meeting of members, shall be close-of-business on the day preceding the day on which notice is given.

(ii) "Record date" means: "as of close-of-business", according to the official Italian calendar. For purposes of this paragraph (b), a person holding membership as of the close-of-business on the record date shall be deemed the member of record.

ARTICLE III. EXECUTIVE COUNCIL

Section 1. Powers of Councilors.

(a) General Powers. The business and affairs of the Association shall be managed and all Association powers exercised by or under the direction of its Executive Council, subject to any limitations in the Articles of the IAOA Statute or these Bylaws and according to provisions of the Italian Nonprofit Association Law. The Executive Council may delegate the management of the activities of the Association to any person or persons or committee however composed, provided that the activities and affairs of the Association shall be managed and all Association powers shall be exercised under the ultimate direction of the Executive Council.

(b) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the councilors shall have the power to:

(i) set all dues and qualifications of members;

(ii) appoint or remove such committees and establish such offices as the councilors deem necessary; and

(iii) supervise the preparation and maintenance of procedures and policies for the Association and its activities;

(iv) approval of positions, events and programs organized, co-organized, supported or endorsed by the Association.

Section 2. Term of Office.

Members of the Executive Council are elected some time during the year (nominally around mid-year or near the time of the FOIS Conference.) The elected councilors shall take office on the 1st of January the following year. Between the time they are elected and the time they take office they shall participate in all Executive Council meeting as non-voting members.

Section 3. Qualifications.

Councilors (also referred to as "Members of the Executive Council") must be members of the Association. Not more than 30% of the persons serving on the Executive Council may at any time be interested persons. An interested person is

(a) any person being compensated by the Association for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, and

(b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, father-in-law, step-son, step-daughter, step-mother, step-father of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Association.

Section 3. Vacancies.

(a) Events causing a vacancy. A vacancy or vacancies in the Executive Council shall be deemed to exist on the occurrence of the following:

(i) the death or resignation of any councilor;

(ii) the declaration by resolution of the Executive Council of a vacancy in the office of a councilor who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty of the Italian Nonprofit Association Law;

(iii) the failure of the councilors, at any meeting of the Executive Council at which any councilor or councilors are to be elected, to elect the number of councilors to be elected at such meeting; or

(iv) expulsion from membership according to Article 11 of the Statute.

(b) Resignations. Except as provided in this paragraph, any councilor may resign, which resignation shall be effective on providing written notice to the President, the Secretary, or the Executive Council, unless the notice specifies a later time for the resignation to become effective. If the resignation of a councilor is effective at a future time, the Executive Council may elect a successor to take office as of the date when resignation becomes effective. No councilor may resign when the Association would then be left without a duly elected councilor or councilors in charge of its affairs.

(c) Deemed Resignation. Any councilor who is absent without explanation or due notice from three consecutive meetings of the Executive Council may be deemed to have resigned, and the Executive Council may appoint a successor to fill the vacancy after first giving notice to the councilor who is deemed to have resigned that such appointment will be made.

(d) No vacancy on reduction of number of councilors. No reduction of the authorized number of councilors shall have the effect of removing any councilor before that councilor's term of office expires.

(e) Filling vacancies. In the case of vacancies in the Executive Council an election will normally be held for a replacement within three months of the resignation. The Executive Council may also decide not to fill the vacant post if the next regular election will be held within six (6) months.

Section 4. Compensation.

Members of the Executive Council shall not receive any salaries for their services as councilors, but nothing herein contained shall be construed to preclude any councilor from serving the Association in any other capacity and receiving compensation therefor. Members of the Executive Council may be reimbursed for expenses incurred in connection with their services as councilors.

ARTICLE IV. MEETINGS OF THE EXECUTIVE COUNCIL

Section 1. Regular Meetings.

The regular annual meeting of the Executive Council shall be held during the Association's FOIS Conference. In years when there is no FOIS Conference, the annual meeting shall be held on or about the same date as the date selected by the Executive Council for the annual meeting of the members. The Executive Council may fix by resolution the time, venue, and the mode (physical or virtual, i.e. by telephone or computer network connection) of this meeting, or additional regular meetings of the Council, without notice other than that resolution.

Section 2. Special Meetings.

(a) How Meetings Are Called: Time, Venue, and Mode. Special meetings of the Executive Council may be called by the President or by one-third of the councilors. The President or the councilors calling a special meeting may fix the time and the mode of the meeting (telephone or computer network connection must be guaranteed if requested by some councilor).

(b) Notice. Notice of any special meeting of the Council shall be given by personal notice, by telephone or by computer network, except that if two-thirds of the Executive Council has been notified before the specified time period has elapsed, the meeting may be convened at any agreed upon time. Any councilor may waive notice of any meeting (as defined under Section 3 below).

(c) Time of Notice. Notice of any special meeting shall be given at least forty-eight (48) hours before the time set for the meeting.

Section 3. Waiver of Notice.

Notice of a meeting need not be given to any councilor who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of receipt of notice by such councilor. All such waivers, consents, and approvals shall be filed with the records of the Association or made part of the minutes of the corresponding meetings.

Section 4. Quorum.

A majority of the number of councilors authorized for the Executive Council shall constitute a quorum for the transaction of business at any meeting of the Council. Every act performed or decision made by a majority of the councilors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Executive Council, subject to the provisions of the Italian Nonprofit Association Law and unless a greater number is required by these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of councilors, if any action taken is approved by at least a majority of the required quorum for that meeting or such greater number as is required by law, the Statute, or these Bylaws.

Section 5. Action without Meeting.

Any action required or permitted to be taken by the Executive Council may be taken without a meeting if all members of the council, individually or collectively, consent in writing or via the computer network to this action. Such action by written consent shall have the same force and effect as a vote of the Executive Council. Such written consent or consents shall be filed with the minutes of the meetings of the Council.

Section 6. Meetings by Telephone.

Members of the Executive Council may participate in a meeting through use of conference telephone or similar communications equipment, including computer network connection, so long as all members participating in such meetings can hear one another or otherwise participate in the discussion. Participation in a meeting pursuant to this subdivision constitutes presence in person at such meeting.

Section 7. Adjournment.

A majority of the councilors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 8. Notice of Adjournment.

Notice of the time and place of an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the councilors who were not present at the time of the adjournment.

ARTICLE V. OFFICERS

Section 1. Officer Designations and Qualifications.

Officers other than described in the Statute shall have the authority and perform the duties prescribed by the Executive Council. All officers must be members of the Association. No persons shall hold concurrently more than one of the offices described in this Article, but one or more of these persons may hold such other offices as may be established by the Executive Council. Officers are otherwise deemed qualified for office unless specifically removed for cause.

Section 2. Election and Term.

The President-Elect shall automatically become President upon the expiration of the President's term of office and serve in that capacity for one year unless reelected President. The President shall automatically become the Past-President upon the expiration of his or her term of office and shall serve in that capacity for one year. Each officer shall hold office at least until his or her successor has been duly elected or selected.

Section 3. Removal.

Any officer may be removed for cause by a two-thirds vote of the Executive Council whenever, in its judgment, the best interests of the Association would be served thereby. The Advisory Board shall be consulted prior to any action being taken.

Section 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise (regardless of how the officer was initially selected) may be filled by the Executive Council by an affirmative two-thirds vote.

Section 5. President.

The President shall be the principal executive officer of the Association and shall, in general, supervise and control the business and affairs of the Association. The President or the Vice-

President shall preside at all meetings of the members and of the Executive Council. He or she may sign, with the Secretary or any other proper officer of the Association authorized by the Executive Council, any contracts or other instruments that the Executive Council has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Council, or by these Bylaws or by the Statute, to some other officer of or agent of the Association; and, in general, he or she shall perform all duties incident to this office of President and such other duties as may be prescribed by the Executive Council from time to time. The President can appoint and dismiss the Chairpersons of Committees and may supervise and maintain the personnel policies subject to the approval of the Executive Council.

Section 7. Past-President.

The Past-President shall preside over the Election Committee. He or she shall also assist the current President to provide liaison between the current Executive Council and the Advisory Board.

Section 8. Secretary and Treasurer.

The Secretary shall keep or cause to be kept the minutes of the meetings of the members, meetings of the Executive Council, and meetings of committees (Article III). The Secretary and the Treasurer shall see that all notices are duly given in accordance with the provisions of the Statute, these Bylaws or as required by law; be custodian of all the Association records; ensure that a current register of the mailing address of each member is maintained; have charge and custody of, and be responsible for, all funds and securities of the Association, receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Executive Council; and, in general, perform all the duties incident to the offices of Secretary and of Treasurer and such other duties as, from time to time, may be assigned to them by the President.

Section 9. The Secretary will maintain a list of past and present Executive Council members, together with their dates of office.

ARTICLE VI. ADVISORY BOARD

Section 1. Name.

The name of the board is IAOA Advisory Board, hereinafter, known as the Advisory Board (AB).

Section 2. Mission of the Advisory Board.

The Advisory Board shall focus on the long-range planning for the Association. The intended purpose of the Advisory Board is to provide advice to the Executive Council on IAOA strategy and IAOA initiatives, to stimulate coherence and continuity in ongoing IAOA activities, and to provide guidance on election and ballot procedures.

Section 3. Members.

(a) Members of the Advisory Board include the two previous IAOA Presidents, retiring members of the Executive Council who have agreed to serve in this capacity, as well as experts appointed by the Executive Council on the basis of their scientific authority, their

technical experience, or their overall contribution to the ontology community. Except as provided below, active members of the Executive Council cannot be members of the Advisory Board.

(b) The number of members may vary between ten and twenty.

(c) Members of the Advisory Board shall be appointed by the Executive Council, taking into consideration nominations by the current Advisory Board. There shall be no restriction on the re-appointment of members of the Advisory Board.

(d) Members of the Advisory Board shall be appointed for a four-year term beginning on 1st January. In order to ensure continuity, approximately half of the members of the Advisory Board shall be appointed in every even-numbered year in order to begin a four-year term on the 1st of January of the following year.

(e) Members of the Advisory Board automatically become IAOA Honorary Members.

Section 3. President.

The past IAOA President shall chair the Advisory Board without voting rights, or shall nominate a deputy in case of absence.

Section 4. Meetings.

Meetings of the Advisory Board shall be held at least at each FOIS Conference. Such meeting may include physical or virtual attendance.

Section 5. Decision.

Decisions of the Advisory Board shall be made by consensus or simple majority vote of those attending a meeting. In between conferences, decisions shall be made by mail or e-mail ballot. In case of mail or e-mail ballots, background information required by the members in order to make an informed decision on the subject of the vote shall be provided to them by the President. After a decision is taken by the Advisory Board, the President will inform the EC about that decision.

Section 6. Records.

The IAOA Secretary shall keep records of the Advisory Board membership and of the term of office for each Advisory Board member.

ARTICLE VII. ELECTION OF COUNCILORS AND OFFICERS

Section 1. Election Committee.

At least six (6) weeks before an Executive Council Member election, the President and the immediate Past-President shall call the Election Committee to order. Composition of the Election Committee is detailed below in Article VIII Section 2. The Election Committee shall fix the number of EC members to be elected, plan the election schedule, preside over the nomination, and conduct the entire election process.

Section 2. Procedures.

The following process shall be observed.

(i) Announcement (by the President, or the Election Committee) to the membership of the impending Assembly to elect Executive Council members. This notification shall state the number of EC membership vacancies to be filled and the details of the election process. The announcement shall be made at least 20 days (and no more than 90 days) before the ballot opens.

(ii) A window of no less than 2 weeks is then open for nominations of candidates. (Refer to Section 3 below for nomination details.) During this period any nominated individual may start to campaign for support.

(iv) After the close of nomination, the Election Committee will publish the list of candidates and their position statements.

(v) All candidates will be allowed at least one more week to campaign for support, before ballot opens.

(vi) The actual number of members who will be voting (after the ballot opens) will be used to validate whether quorum is met.

(vii) The President shall call the Assembly to order and the electronic balloting shall begin. The exact date and time when ballot closes shall be defined when the ballot opens. The voting period shall be no less than three (3) working days.

(viii) with adequate reason (e.g. some unforeseen delay or technical issue) the President may extend the voting period.

(ix) in the event that a quorum is not met during a first call of the Assembly, the President may make a second call of the Assembly as provided in the Statute.

(x) the result of the ballot shall be announced after the ballot closes; such announcement shall be made within five (5) working days of the close of ballot.

(xi) the available positions will be assigned to those candidates who got more votes. In case of a tie, the candidate with higher permanence in the Association and (as a subordinate criterion) the youngest age will be preferred.

Section 3. Nominations and Campaigning.

At least two members (a proposer and at least one seconder, none of whom should be the nominee) are required in order to make a nomination. The members making the nomination shall ensure that they, as well as the nominee, are current members of the Association, and that the nominee shall accept the nomination. Nominees must have been members for more than one year. The nomination, signed by those nominating members, along with the nominee's "position statement" shall be delivered to the Election Committee during that "nomination window." On timely receipt of a nomination and after the positive verification of the IAOA membership of the candidates and the proposers, the Election Committee shall add a nominee to the ballot list of candidates. The Executive Council may also nominate candidates by communicating to the Election Committee the names of the nominees during that "nomination window." All communication can be done in writing or in electronic form. Once verified, the nominee becomes a candidate and may actively campaign for support, making use of the Association's member mailing list and other communication means to do so, until the specified end-of-campaign time point.

Section 4. If the number of candidates is not larger than the number of vacancies, no ballot is required and the nominated candidates are deemed to have been elected.

Section 5. If an Executive Council position remains vacant due to the lack of candidates at an election, member(s) may be co-opted by existing Executive Council members to be councilor(s). Alternatively, the duties associated with the vacant position may be taken on by an existing Executive Council member.

Section 6. A newly constituted Executive Council should elect its President at least one month before the 1st of January when the newly elected Executive Councillors will take

office. The current Secretary oversees this election. The new President must be approved by an absolute majority of the Executive Council members.

ARTICLE VIII. COMMITTEES

Section 1. Committees of the Executive Council.

The Executive Council, by resolution adopted by an affirmative majority vote of the number of councilors in office provided a quorum is present, may designate one or more committees, each of which shall consist of one or more IAOA members. The President may appoint Chairpersons to all Standing Committees subject to the approval of the Executive Council. These committees, to the extent provided by their enabling resolutions and within the limitations of the law, the Statute or these Bylaws, shall have and exercise the authority of the Executive Council in the management of the Association, except that no committee, regardless of the resolution, may:

- (a) take any final action on matters which, under the Italian Nonprofit Association Law, also require members' approval or approval of a majority of all the members;
- (b) fill vacancies on the Executive Council or on any committee which has the authority of the Council;
- (c) fix compensation, if any, of the councilors for serving on the Council or on any committee;
- (d) amend or repeal bylaws or adopt bylaws;
- (e) amend or repeal any resolution of the Executive Council;
- (f) appoint other committees of the Council or the members thereof;
- (g) approve any transaction (1) to which the Association is a party and in which one or more councilors has a material financial interest or (2) between the Association or any person in which one or more of its councilors has a material financial interest. The designation of any committee and any delegation of authority shall not operate to relieve the Executive Council or any councilor of any responsibility imposed by law. Such committees shall serve at the pleasure of the Council.

Each Chairperson is in charge of reporting on their Committee's activity at least once a year. To enable the Executive Council to be directly informed of Committee matters, the Executive Council may appoint a Liaison from the Executive Council to the Committee at the Executive Council's discretion.

Section 2. Election Committee.

The Election Committee shall be responsible for the conduct of elections in accordance with the provisions of Article VII. The members of the Election Committee shall be jointly appointed by the immediate Past-President and the current President. The Election Committee shall have five (5) to seven (7) members, comprising: a current EC officer (President, Vice President, Secretary or Treasurer), one other Executive Council member (both preferably non-candidates); two or three Advisory Board members (preferably including a Past-President); and, one or two regular member(s), maximally one of which can be an institutional member representative.

Section 3. Finance Committee.

The Finance Committee will assist the Treasurer in the preparation and review of the annual budget, supervise financial controls over expenditures, and establish spending limits. The Treasurer shall be the chair of this committee.

Section 4. Conference Committee.

The Conference Committee shall be responsible for the planning and execution of the conferences held by the Association. The Executive Council shall, by affirmative vote, elect the Conference Chair and such other members of the Committee as the Executive Council deems appropriate.

Section 5. Membership Services Committee.

The Membership Services Committee shall be responsible for developing policies and providing guidance on all matters related to IAOA membership, including the publication of the newsletter of the Association and such other publications as are established by the Executive Council. The Executive Council shall, by affirmative vote, elect the Membership Services Committee Chair and such other members of the Committee as the Executive Council deems appropriate.

Section 6. Other Committees.

Other committees not having and exercising the authority of the Executive Council may be designated by a resolution adopted by majority of the members of the Executive Council at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the Executive Council may nominate a person the chair of the committee subject to the approval of the Executive Council.

Section 7. Qualifications and Term.

Members of committees must be members of the Association, unless otherwise provided in the resolution of the Executive Council establishing such a committee. Each member of the committee shall be appointed for a specific term and shall serve until the end of that term or until a successor is appointed, unless the committee is dissolved, such member is removed or resigns from such committee, or such member shall cease to qualify as a member thereof. Specific initial terms will be decided by the Executive Council in consultation with the committee members on the basis of reasonable times to establish the work of the committee.

Section 8. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Vacancies on any committee having the authority of the Council may be filled only by the Executive Council.

Section 9. Quorum.

Unless otherwise provided in the resolution of the Executive Council designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 10. Rules.

Each Committee may adopt rules for its own governance not inconsistent with the Statute, with these Bylaws, with rules adopted by the Executive Council, or with the Italian Nonprofit Association Law.

Section 11. Termination or Removal.

The Executive Council may, by affirmative majority vote, remove any chairperson or member of any committee or may eliminate any committee not specifically designated in these Bylaws.

ARTICLE IX. SPECIAL INTEREST GROUPS AND REGIONAL CHAPTERS

Section 1. The function of a Special Interest Group (SIG) is to pursue significant long-term activity in a specific technical area within the broad field of the Association. The function of a Regional Chapter (RC) is to encourage interest and activity in the field of the Association within a specific geographical region. The activities of SIGs and RCs may include scientific meetings such as conferences, workshops, special conference sessions, journal special issues, dedicated web pages and other schemes that might be proposed. A SIG can have a single scientific focus, but could also have a wider scope and relate to language or member status. All SIGs and RCs will be organized and operated exclusively for educational and scientific purposes.

Section 2. Three or more persons in a given region, who are members of IAOA and are willing to become officers of a RC, may petition the IAOA Executive Council for a charter as an IAOA chapter in that region. A region is either a country, a collection of countries or a geographical region. A SIG can be formed by the proposal of at least three IAOA members who can demonstrate an international research record in the technical area of the SIG.

Section 3. Before it is approved, a candidate SIG or RC is given six months in which to organize itself and to meet the requirements of the bylaws.

Section 4. Each SIG and RC shall have a charter which includes a mission statement, and optionally provides for regulations specific to the running of the SIG or RC. The SIG or RC shall be designated as an "IAOA Special Interest Group on XX", or "IAOA Regional Chapter for XX". The IAOA Executive Council shall examine the RC or SIG creation proposal which can be either accepted or rejected and shall inform the petitioners in writing of its decision. Rejection decisions should be properly motivated.

Section 5. A SIG or RC shall have a committee of at least two elected officers - Chairperson and Secretary. Once the SIG or RC is established, elections shall be held for these positions every two years. In the document proposal for the creation of a SIG or RC, the proponents must indicate a Chairperson and Secretary for the SIG or RC and indicate the time that will be required for the first initial term of office for establishing the SIG or RC. For subsequent terms, the officers of a chapter will be elected by the majority vote of SIG or RC members. Re-election is possible but consecutive appointments are limited to three successive terms. The election procedure must be specified in the SIG's charter. All RC and SIG officers, and all candidates for these positions must be IAOA Members, as well as members of the respective RC or SIG.

Section 6. The IAOA EC will by majority vote settle ties occurring in any SIG or RC election or SIG or RC bylaw amendment ballot. The SIG or RC bylaws can only be amended by a vote of the SIG or RC members as specified in the SIG or RC's bylaws or by a majority vote of the IAOA EC.

Section 8. Minimum acceptable levels of activity within RCs and SIGs are specified in a viability policy established by the IAOA Executive Council.

Section 9. Each SIG and RC may have access to the membership list of the Association, and SIG and RC announcements may be included in normal publicity of the Association.

Section 10. A SIG may hold workshops in conjunction with conferences of the Association (independent of other workshops it may hold). A SIG or RC may request to have an RC or SIG organized event to be organized as an IAOA event or not. If such a request is granted by the Executive Council, IAOA membership rules shall apply.

Section 10. A SIG or RC must have at least ten members, and it shall maintain a list of its members and supply this to the Executive Council along with its annual report. Membership in a RC or SIG shall be open to all IAOA members. Such members shall be entitled to vote in RC or SIG affairs. It is obligatory for a member of a SIG or RC to be member of the Association.

Section 11. A SIG or RC is allowed, though not required, to solicit subscriptions from its members. Any proposal to support a SIG or RC via membership subscriptions must be explicitly approved by the Executive Council.

Section 12. The responsibility for collecting, holding and disbursing funds is delegated to RCs and SIGs under the terms of a Financial Accountability Policy established and approved by the Executive Council. In particular, an RC or SIG may not incur financial liabilities without the prior approval of the IAOA EC. Should there be disagreement on the interpretation of any financial policy, the IAOA EC interpretation will take precedence.

Section 13. The Association will not provide any automatic financial support for a SIG or RC. The RCs and SIGs collectively will be financially self-supporting in accordance with the aforementioned Financial Accountability Policy. Any significant proposed expenditure must be approved by the Executive Council. A SIG or RC may apply to the Executive Council for an annual budget - not to subsidize events, but as an advance on costs. SIG collective fund balances, beyond any required reserves, may be used for non-SIG activities only with the approval of the IAOA EC.

Section 14. A surplus from any activity organized by a SIG or RC will be available in equal parts by the SIG or RC and the Association.

Section 15. With the exception of assets explicitly owned by any group or organization outside the IAOA but participating in the SIG (see Sections 20 and 21), all SIG assets are the property of the IAOA. Should a SIG be dissolved, the IAOA EC will supervise the distribution of its assets.

Section 16. Two or more RCs or SIGs may be consolidated, in accordance with IAOA policies, with approval of the IAOA EC. Should two or more RCs or SIGs merge, all assets and liabilities become the responsibility of the surviving chapter. Should a RC or SIG be dissolved, its assets and liabilities shall be transferred to IAOA and shall be supervised by the IAOA Executive Council.

Section 17. Each SIG and RC shall appoint a Liaison Representative (who may be one of the officers) who shall be responsible for communication with members of the SIG or RC and with the Executive Council.

Section 18. Each SIG and RC committee shall provide a written annual report to the Executive Council before 1st July each year. These reports include:

- (a) An annual report on the state and activities of the SIG or RC during the previous year;
- (b) All reports required by the Financial Accountability Policy; and
- (c) Closing reports on all scientific activities sponsored, cosponsored or supported by the SIG or RC. IAOA will oversee the maintenance of all SIG or RC membership records.

Section 19. A SIG's or RC's charter and mission statement, current officer information, and annual report shall be published on the web pages of the Association.

Section 20. A RC or SIG must have prior IAOA EC approval to establish an obligatory relationship with any group or organization outside the IAOA. A relationship is "obligatory" if it commits IAOA's services, assets, or name. Special relationships - those for which the IAOA has no pro forma approval procedure - must be approved by the IAOA EC. The proposal must specify the nature and duration of the IAOA's obligations. In particular, a SIG or RC must obtain IAOA EC approval for any activities sponsored jointly with any organization(s) other than IAOA.

Section 21. The Executive Council may approve the establishment of a SIG or RC jointly with other organizations. In that case, at least 5 members of the SIG or RC committee should be members of the Association, one of whom should be the Liaison Representative. All IAOA bylaw articles pertaining to a specific SIG or RC as well as all IAOA bylaw articles on SIGS and RCs in general, unless explicitly modified by the articles of the SIG or RC, shall apply to a joint SIG or RC, respectively.

Section 22. A RC or SIG may be dissolved only by the IAOA Executive Council. Any proposal to dissolve a SIG or RC must include a reasonable plan for accommodating unfulfilled commitments to its members.

Section 23. The reasons for considering the dissolution of a RC or SIG include, but are not limited to: the majority recommendation of the RC or SIG's officers; failure to maintain sufficient activity or member support; failure to comply with bylaws and IAOA policies over an extended period; divergence from the interests of the Association.

Section 24. At least sixty days prior to formal action on a RC or SIG dissolution proposal, the IAOA Executive Council will publish notice of the proposed action to all IAOA members. If one percent of IAOA Members, or five percent of the members of the subject SIG or RC, challenge the proposal, the EC will extend transitional status for six months to allow the challengers an opportunity to undertake a revitalization plan.

Section 25. During any official deliberations on a proposed dissolution action, the subject SIG has the right to have a representative participate. If the SIG fails to exercise this right, votes may be taken in the absence of a representative.

Section 26. In case of conflict, the IAOA Statute and Bylaws, as well as policies set by the IAOA Executive Council shall take precedence over any provisions of a RC's or SIG's bylaws or internal policies.

ARTICLE X. EVENTS AND PROGRAMS

Section 1. The Association may at its discretion organize and/or participate in several distinct kinds of events and programs. All such events and programs must be in pursuance of the general goals of the Association and conform to the Association's commitment to openness and transparency for the community and its members.

Section 2. The following types of Association Events and Programs are distinguished:

(a) IAOA events and programs. IAOA events are events and programs directly organised or co-organised by the Association.

Such events and programs include:

- FOIS: the “Formal Ontology in Information Systems” conference series (est. 1998)
- FOMI: the “Formal Ontologies Meet Industry” workshop series (est. 2005)
- WoMO: the “Workshop on Modular Ontologies” series (est. 2006)
- OntologySummit: the annual “Ontology Summit” series (est. 2006; IAOA co-organised)
- The IAOA Summer Institute (est. 2011; IAOA co-organised)
- The IAOA Summer School (est. 2012)
- The IAOA Textbook initiative (est. 2012)

Except for events that are free-of-charge, and unless otherwise approved by the IAOA EC, all registrants for an IAOA event for which IAOA has budget and management responsibilities have to be members of the Association.

The Association may provide reductions in participation fees for members; limited support for attendance to qualified applicants; and/or access to any publication agreements established by the Association.

Organisation, budget and process related to these events and programs shall be documented, reviewed and vetted by the Executive Council.

(b) IAOA supported events. IAOA supported events are for the mutual sharing of information and publicity between the Association and organizers of events relevant to IAOA members.

IAOA support indicates that the event has been evaluated as relevant and appropriate with respect to the aims of the Association, and should provide a form of quality assurance to such event.

IAOA supported events must be approved by the Executive Council. At least one organiser or key personnel of the proposed event should be a member of the Association. A request for “IAOA Supported Event” recognition shall be made in writing, showing relevance to the aims of the Association, by a “Member Champion” (an IAOA member who is closely involved with the event) and an “EC Liaison” (an Executive Council member or an IAOA Committee/SIG chair) to the Executive Council. The Executive Council will assess and deliberate on the request at the earliest available opportunity. A response to the request shall be made within 3 weeks of the request.

IAOA Supported events are listed on the Association website. Announcements and other information concerning them will also be circulated to the member mailing list.

The supported event organizer may represent such event as “an IAOA Supported Event”, and use the IAOA logo in association with such representation on their published material. The IAOA may also provide appropriate Public Relations (PR) material to be distributed at each supported event.

A report on the event shall be provided by the “Member Champion” after the event has taken place. Information concerning the event will be archived on the Association website

(c) SIG and RC organized events. SIG and RC organized events are events directly organized or supported by a SIG or RC. The individual SIG and RC concerned will be

responsible for its interaction with the event as subject to the general obligations of SIGs and RCs as described in these Bylaws.

Section 3. Other types of events and programs may be initiated by the Executive Council as required and be subject to ratification at the next following general Assembly.

Section 4. Any surplus arising from any IA OA event will be accumulated in the general funds of the Association and reinvested in future Association programs.

ARTICLE XI. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts.

The Executive Council may authorize any officer or officers, or person delegated by the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specified instances. Any authority so delegated is subject to the same provisions of law and limitations of the IA OA Statutes and these Bylaws as they pertain to the Executive Council.

Section 2. Checks, Drafts, or Orders for Payment.

All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers as shall, from time to time, be determined by resolution of the Executive Council. In the absence of such determination by the Executive Council, such instruments shall be signed by the Secretary, or by the Treasurer or by the President of the Association, unless otherwise specified by law.

Section 3. Deposits.

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Executive Council may select.

Section 4. Gifts and donations.

The Executive Council may accept on behalf of the Association any contribution, gift, donation, bequest, or devise for the general purposes or for any special purpose of the Association in accordance with its statutes and subject to any limits specified by law.

ARTICLE XII. MISCELLANEOUS

Section 1. Books and Records.

The Association shall keep correct and complete books and records of account and shall also keep minutes of meeting proceedings of its members, Executive Council, and committees having the authority of the Executive Council, and shall keep at the registered or principal office or such other place as the Secretary and Treasurer may designate, a record giving the names of the members entitled to vote. All books and records of the Association may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time.

Section 2. Fiscal Year.

The fiscal year of the Association shall be as determined by a majority vote of the Executive Council within any limitations imposed by the civil law of the jurisdiction in which the Association is established.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

Section 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised (RONR) shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with the Association's Statute, these Bylaws, and any special rules of order the Association may adopt.

ARTICLE XIV. LIMITATION OF LIABILITY

Section 1. All IAOA Deliverables are provided "as is", without warranty of any kind, express or implied, and IAOA, as well as all IAOA Councilors, Officers, Representatives and Members, expressly disclaim any warranty of merchantability, fitness for a particular or intended purpose, accuracy, completeness, non-infringement of third party rights, or any other warranty.

Section 2. In no event shall IAOA or any of its agents (including, but not limited to, the IAOA Executive Council or any of its members), be liable to any other person or entity for any loss of profits, loss of use, direct, indirect, incidental, consequential, punitive, or special damages, whether under contract, tort, warranty, or otherwise, arising in any way out of this Policy, whether or not such party had advance notice of the possibility of such damages.

Section 3. In addition, except for grossly negligent or intentionally fraudulent acts, IAOA agents shall not be liable to any other person or entity for any loss of profits, loss of use, direct, indirect, incidental, consequential, punitive, or special damages, whether under contract, tort, warranty, or otherwise, arising in any way out of this Policy, whether or not such party had advance notice of the possibility of such damages.

Section 4. IAOA assumes no responsibility to compile, confirm, update or make public any assertions of Essential Claims or other intellectual property rights that might be infringed by an implementation of an IAOA Deliverable.

Section 5. If IAOA at any time refers to any such assertions by any owner of such claims, IAOA takes no position as to the validity or invalidity of such assertions, or that all such assertions that have or may be made have been referred to.

ARTICLE XV. AMENDMENTS TO THESE BYLAWS

Section 1. Any member can propose amendments to these Bylaws anytime, by posting a Bylaws amendment proposal on the members mailing list. The Executive Council may decide to provisionally adopt such proposals, which are however subject to ratification by the next Assembly. Provisionally adopted amendments must be properly identified as such and incorporated in the public version of the Bylaws that is made available on the IAOA Web site.

Section 2. The Executive Council may not, without the approval of the members, specify or change any bylaw provision that would cause any change on the Bylaws from two (2) weeks before the start of a voting or election period to the end of this period.

Section 3. If an objection from 5% or more of the membership is registered with the Executive Council within two weeks of the announcement of the above mentioned provisional changes to the Bylaws, such change will cease to be in effect, until it is properly approved by the members in an Assembly.