



BY-LAWS OF THE INTERNATIONAL LINEAR ALGEBRA SOCIETY

ARTICLE 1. OFFICES

The principal office of the Society shall be in the State of Florida. The Society shall designate a registered office in accordance with Florida law and shall maintain it continuously. The Society may have offices at such other places within and without the State of Florida as the Board of Directors may from time to time determine.

ARTICLE 2. MEMBERS

Section 1. Qualification. Membership is open to all persons over the age of (18) years who are interested in furtherance of the purposes of the Society.

Section 2. Manner of Admission. Each application for Voting Membership may be approved by a majority of the Executive Board or a majority vote of the Voting Members present at a meeting. The initial Voting Members are those persons named as such in the Articles of Incorporation.

Section 3. Membership Classes. There shall be two classes of Membership:

(A) Voting Members. The Society shall have Voting Members who shall have all the rights and privileges of Members of the Society. A Voting Member may be removed only by an affirmative vote of at least eighty percent (80%) of all Voting Members and only for cause, acts inconsistent with Membership, or conviction of a felony, and only after an opportunity to be heard (unless the Member's whereabouts are unknown).

(B) Nonvoting Members. The Board of Directors may establish one or more classes of Nonvoting Members of the Society by resolution and may assess dues on such Nonvoting Members. Unless otherwise specifically stated in these By-Laws to the contrary, all references to "Members" relate to Voting Members and not to Nonvoting Members.

ARTICLE 3. MEETINGS OF MEMBERS

Section 1. Annual Meeting. A meeting of Members shall be held at every ILAS Conference and at least once within every two (2) year period. However, failure to hold an annual meeting timely shall in no way affect the terms of Officers or Directors of the Society or the validity of actions of the Society.

Section 2. Special Meetings. Special meetings may be held at the call of the President or by written notice of two (2) members of the Board of Directors.

Section 3. Notice. At least five (5) days' notice in writing of each meeting, whether annual, regular or special, shall be mailed (electronic mail is permissible) to each member of the Society at his usual place of business or residence.

Section 4. Order of Business. Order of Business at annual meeting:

- A. Reading of Notice of Meeting.
- B. Reading of the Minutes of Previous Meeting.
- C. Report of President and Vice President.
- D. Report of Secretary/Treasurer.
- E. Reports of Committees.
- F. Transaction of Other Business Mentioned in the Notice.
- G. Adjournment.

Section 5. Quorum. A majority of the members present at the meeting constitute a quorum for the transaction of business.

Section 6. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Florida, as the place of meeting for any meeting of Members. If no designation is made, then the place of meeting shall be the principal office of the Society in the State of Florida.

Section 7. Waiver of Notice. A written waiver of notice signed by a Member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Action Without Meeting. Any action of the Members may be taken without a meeting, without prior notice and without a vote, if a consent in writing (electronic mail permissible) setting forth the action so taken is signed by a majority of Members of the Society. Within ten (10) days after obtaining such authorization by written consent, notice must be given to those Members who have not consented in writing. The notice shall fairly summarize the material features of the authorized action. Any certificate to be filed as a result of the Members' action under this section shall state that written consent was given in accordance with Section 607.394, Florida Statutes.

Section 9. Voting Record. If the Society has six (6) or more Members of record, the Officers having charge of the membership records of the Society shall make, at least ten (10) days before each meeting of Members, a complete list of the Members

entitled to vote at such meeting or any adjournment thereof. The list shall be kept on file at the registered office of the Society or at the principal place of business of the Society, and any Member shall be entitled to inspect the list at any time during usual business hours. The list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member at any time during the meeting. If the requirements of this section have not been substantially complied with, then upon demand of any Member in person or by proxy, the meeting shall be adjourned until the requirements are complied with. If no such demand is made, failure to comply with the requirements of this section shall not affect the validity of any action at such meeting.

Section 10. Voting. When a specified item of business is required to be voted on by a class of members, unless otherwise required in the Articles of Incorporation, a majority of the Members of such a class present at the meeting shall constitute a quorum for the transactions of such items of business of that class. If a quorum is present, unless otherwise provided by law or in the Articles of Incorporation, the affirmative vote of a majority of the Members at the meeting entitled to vote on the subject matter shall be the act of the Members. After a quorum has been established at a Members' meeting, the subsequent withdrawal of Members, so as to reduce the number of members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. Mail ballots to all Members may be used for voting on an issue within the Society. Return of the ballot will be specified on the ballot.

ARTICLE 4. BOARD OF DIRECTORS

Section 1. Classification of Directors. The Board of Directors shall consist of the following:

- A. Board of Directors as established by Section 2 entitled "Number of Directors".
- B. An Executive Board consisting of
 1. 1.A President.
 2. 2.First Vice President.
 3. 3.Secretary/Treasurer.
 4. 4.Any other Vice Presidents as determined by the Board of Directors.
- C. Any member as determined by the Board of Directors.

Section 2. Number of Directors. The business, property and affairs of this Society shall be managed by the Board of Directors, the minimum number of which shall be three (the minimum required by Florida law) and the maximum number which shall be 10 (the maximum number required by Florida law).

Section 3. Duties of the Board of Directors and the Executive Board. The Executive Board shall transact all business of the Society except for fundamental

decisions vested in the members. It shall determine the policies and take care of all fiscal matters.

The Board of Directors will handle the employment of staff and other personnel policies and, in general, assume responsibility for the management and guidance of the affairs of the Society.

On the recommendation of the ILAS Journals Committee the Board of Directors will establish journals and decide on their scope and shall decide on the appointment and removal of Editors-in-Chief of journals.

Section 4. Quorum. A majority of the members present shall constitute a quorum of the Board of Directors for the Board of Directors to transact business of the Board of Directors. Agreement of a majority of all the members of the Executive Board shall be necessary to constitute a quorum to transact business of the Executive Board.

Section 5. Time of Meeting. The Executive Board will consult at regular intervals when the need occurs and immediately following the annual meeting.

Section 6. Power to elect Officers. The Voting Members of the Society shall elect a President, one or more Vice Presidents, and a Secretary/Treasurer. The Board of Directors shall have the power to appoint such other employees as the Board of Directors may deem necessary for the transaction of the business of the Society. In the absence of the President, the Board of Directors shall have the power to fill any vacancy in any office, occurring for any reason whatsoever.

Section 7. Vacancies. The President, with the consent of the Board of Directors, shall have the power to fill any vacancy in any office.

Section 8. Removal of Directors, Officers and/or Employees. Any Director, Officer and/or employee may be removed by the Board of Directors together with the Advisory Committee whenever, in the judgment of the Board of Directors and the Advisory Committee the best interests of the Society will be served thereby, which removal shall be by a majority vote of the Board of Directors and Advisory Committee. Any Director, Officer or Employee may be removed by a majority vote of the Board of Directors and Advisory Committee without cause, without notice, without a statement of charges, and without any opportunity to be heard.

Section 9. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, the Board of Directors may delegate any power or duty of any Officer or Director to any other officer or Director, but no Officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 10. Investments. All investments of funds of the Society shall be first approved by the Executive Board.

Section 11. Annual Reports. The President and Secretary/Treasurer shall present their respective reports of the operation of the Society annually to the membership.

ARTICLE 5. OFFICES and OFFICERS

Section 1. Offices and Officers. The Offices of the Board of Directors shall be the Offices of the Society. The offices shall consist of the President, Secretary/Treasurer, and such Vice Presidents as are deemed desirable by majority vote of the Board of Directors, or by a majority vote of the Members, all of whom shall be members of the Society. Each officer and each member shall be elected to hold office for a period of three (3) years. An elected President and Vice Presidents (not including the Secretary/Treasurer) may not serve more than two (2) consecutive terms in office. Those elected members of the Board of Directors who are not members of the Executive Board may not serve consecutive terms. Upon completing their term(s) in office: the President, First Vice President, and Secretary/Treasurer will serve a one (1) year term of office on the Board of Directors. The terms of the members of the Executive Board and Board of Directors will be arranged so that normally at most one third of the offices of the Boards are filled by election in any one year. The Directors shall be partitioned into three(3) classes and elected to staggered three(3) year terms. The first such elections will begin in 1994. Other officers may be appointed by the Board of Directors for terms not to exceed three(3) years.

Section 2. President.

(A) The President shall:

- (1) preside at all meetings of the Board of Directors and at all meetings of the Executive Board;
- (2) make all committee appointments other than the Executive Board and the Nominating Committee;
- (3) be a member ex-officio (voting) of all committees except the Nominating Committee;
- (4) be President of the Board of Directors and the Executive Board;
- (5) perform all other duties usually pertaining to the office of President.

Section 3. First Vice President.

(A) The First Vice President shall:

- (1) preside at all meetings of the Board of Directors and at all meetings of the Executive Board in the absence of the President;
- (2) be a member of the Executive Board;
- (3) record the minutes of all meetings;
- (4) write up the minutes the week following the meeting;

- (5) confer with the President for possible omissions;
- (6) send duplicate copy of minutes to the President;
- (7) give notices of all meetings required by statutes, By-Laws or resolutions;
- (8) take attendance record at meetings;
- (9) maintain committee reports;
- (10) carry on correspondence of the Society;
- (11) perform such other duties as may be delegated to the Vice President by the Board of Directors and the Executive Board;
- (12) perform all other such duties usually pertaining to the office of First Vice President;
- (13) becomes the President for the remainder of the President's term if the position of the President becomes vacant.

Section 4. Additional Vice Presidents.

(A) If the Society shall have additional Vice Presidents, they shall be ranked in chronological order and shall:

- (1) preside at all meetings of the Board of Directors and at all meetings of the Executive Board in the absence of the President and any Vice President higher in priority;
- (2) perform all such other duties usually pertaining to the office of President or such Vice President higher in priority or the absence of them.

Section 5. Secretary/Treasurer.

(A) The Secretary/Treasurer shall:

- (1) be custodian of all funds and securities of the Society and collect interest thereon;
- (2) keep a record of the accounts of the Society and report thereon at each regular meeting of the Executive Board;
- (3) make an annual report and special reports when requested;
- (4) deposit all monies of the Society in the name of the Society in a bank or banks selected and designated by the Executive Board, subject to withdrawal for authorized purposes. The number of

signatures required on such withdrawals and the designation of such eligible signatures shall be by majority vote of the Executive Board.

(5) give bond in such amount as the Executive Board may require, the Society to pay the premium for such bond;

(6) prepare and file reports and returns required by all governmental agencies;

(7) prepare, send out, and collect all dues;

(8) prepare and send out the ballots for all elections;

(9) maintain membership records.

(B) All securities and other valuable papers shall be placed in a safety deposit box or vault, designated by the Executive Board, which may be opened only upon the signature of the President or Secretary/Treasurer of the Society.

ARTICLE 6. COMMITTEES AND JOURNALS

Section 1. Standing Committees.

(A) The International Linear Algebra Society has three (3) Standing Committees: Advisory Committee, ILAS Journals Committee, and Nominating Committee. With the exception of the Nominating Committee and the ILAS Journals Committee the membership of which is provided by these By-Laws, the President, within two (2) months after taking office, shall make appointments to all appointive committees, ILAS-NET/IIC Manager, and the Chair of each committee from the membership. In addition to the Standing Committees hereinafter established, the President may appoint special committees, as the need arises. Each committee shall consist of at least two (2) Members. The three (3) Standing Committees shall be as follows:

Section 2. Nominating Committee.

(A) The President shall appoint the chair of the Nominating Committee. The Board of Directors shall select two (2) members for this committee and the Advisory Committee shall select two (2) additional members for this committee. The chair and each member of the Nominating Committee is appointed for a period of one (1) year.

(B) The Nominating Committee shall consult with the Secretary/Treasurer to determine whether to renominate him/her. The Nominating Committee shall report a slate of officers for those offices that are to be filled that year. The Nominating Committee will select at least two nominees for all elected positions except Secretary/Treasurer. If the President or Vice

Presidents are renominated there may only be one nominee for these positions. Additional nominations for officers may be made by electronic or regular mail by any three members of the Society. No individual shall be considered nominated without prior approval of the nominee.

Section 3. Advisory Committee.

(A) The committee shall select two (2) members of the Nominating Committee.

(B) It shall confer with the President on issues concerning the Society as spelled out in these By-Laws.

Section 4. The ILAS Journals Committee.

(A) It shall recommend establishment and scope of journals to the Board of Directors.

(B) It shall decide general procedural rules and approve guidelines for ILAS journals.

(C) It shall make recommendations to the Board of Directors on the appointment and removal of Editors-in-Chief.

(D) Editors-in-Chief shall be excused from ILAS Journals Committee Meetings when any discussion of the performance of an Editor-in-Chief takes place, or when there is discussion of an appointment of an Editor-in-Chief.

(E) ILAS Journals Committee Membership.

(1) The President shall appoint the chair and one (1) additional member for three (3) year terms.

(2) The Board of Directors shall appoint one (1) member for three (3) year terms.

(3) The President shall appoint an Editor-in-Chief from each journal for three (3) year terms.

ARTICLE 7 JOURNALS

Section 1. Electronic Journal of Linear Algebra (ELA)

(A) The President shall appoint at the direction of the Board of Directors and after consultation with the Journals Committee not more than two (2) Editors-in Chief for three (3) year terms.

(B) Editors-in-Chief of ELA

- (1) The Editors-in-Chief shall appoint Advisory Editors for three (3) year terms.
- (2) The Editors-in-Chief shall appoint Associate Editors for three (3) year terms.
- (3) The Editors-in-Chief shall appoint one or more Mirror Site Managers at each deposit site.
- (4) The Editors-in-Chief shall decide collectively on detailed policies and scope statements.
- (5) The Editors-in-Chief individually shall decide on final acceptance of articles and papers for publication.
- (6) Normally the Senior Editor-in-Chief shall serve as Managing Editor, whose duties include maintaining the records of the journal and supervising the functioning of the journal.
- (7) The Editors-in-Chief can decide collectively to appoint an Associate Managing Editor who would assist the Managing Editor.
- (8) Six months before the expiration of a term of any Editor-in-Chief, the Editors-in-Chief shall present a report to the Board of Directors (to be discussed with the Journals Committee) on the operation of the journal since the last such report.

(C) Associate Editors and Advisory Editors of ELA

- (1) They shall handle papers according to guidelines recommended by the Editors-in-Chief and approved by the ILAS Journals Committee.

(D) Mirror Site Managers of ELA.

- (1) They shall be responsible to the Editors-in-Chief for the electronic operation of ELA.

(E) The Editors-in-Chief, Advisory Editors, and Associate Editors shall form the Editorial Board of ELA.

Section 2. The Bulletin of the International Linear Algebra Society (IMAGE)

- (A) The President shall appoint at the direction of the Board of Directors and after consultation with the Journals Committee not more than two (2) Editors-in Chief for three (3) year terms.

(B) Editors-in-Chief of IMAGE

- (1) The Editors-in-Chief shall appoint Contributing Editors for three (3) year terms.
- (2) The total number of Contributing Editors shall not exceed 24. Each year there shall not be more than 12 Contributing Editors appointed.
- (3) The Editors-in-Chief shall appoint three up to (3) Advisory Editors for three (3) year terms.
- (4) The Editors-in-Chief shall collectively appoint one or more Production Managers.
- (5) The Editors-in-Chief collectively shall decide on detailed policies and scope statements.
- (6) The Editors-in-Chief individually shall decide on final acceptance of articles for publication.
- (7) Six months before the expiration of a term of any Editor-in-Chief, the Editors-in-Chief shall present a report to the Board of Directors (to be discussed with the Journals Committee) on the operation of the journal since the last such report.

(C) Contributing Editors and Advisory Editors of IMAGE

- (1) They shall handle articles according to guidelines recommended by the Editors-in-Chief and approved by the ILAS Journals Committee.

(D) IMAGE Production Managers

- (1) They shall be responsible to the Editors-in-Chief of IMAGE for the production of IMAGE.

(E) The Editors-in-Chief, Advisory Editors and Contributing Editors shall form the Editorial Board of IMAGE.

ARTICLE 8. STAFF

(A). Executive Director.

The Executive Board may employ an Executive Director upon the recommendation of the Executive Board and the Advisory Committee. The Executive Director shall be responsible to the Board of Directors and the Executive Board for the performance of his/her duties connected with his/her office and shall be the administrative head responsible for all staff, subject to the approval of the Board of Directors. In such capacity, the Executive Director shall be responsible for the efficient operation of the Society, shall represent the Society at conferences and conventions, either with Board

Members or as the sole representative; shall be present at regular or specially called Board meetings without vote, and shall give monthly written report. All other staff members shall recognize their responsibility to the Executive Director. The Executive Director shall work with the Executive Board in the selection and/or termination of personnel and shall be an ex-officio member of all committees.

ARTICLE 9. OUTREACH DIRECTOR

The President, with the consent of the Board of Directors, may appoint an Outreach Director. The duties of the Outreach Director shall be as provided for in (1) - (4) of this section.

- (1) Overseeing the publication of a print version of the Electronic Journal of Linear Algebra, and similar publications, including their marketing and distribution.
- (2) Development of relations with other professional and learned societies.
- (3) Recruitment of individual and corporate members of ILAS.
- (4) Other activities of an outreach nature as directed by the ILAS Executive Board.
- (5) The Outreach Director shall be an ex-officio non-voting member of the Board of Directors and reports to and is responsible to it and the Executive Board.
- (6) The term of the Outreach Director shall end with the term of the ILAS President who makes the appointment. The term may be extended according to the rules of appointment stated above.

ARTICLE 10. ELECTIONS

1. At an appropriate time, the President shall inform the membership of the officers to be elected in the next elections and encourage members to suggest candidates to the Nominating Committee. The Nominating Committee shall consider such suggestions. A suggested candidate who is not nominated by the Nominating Committee may still be nominated under the provisions of Article 6, Section 2(B).
2. The President shall circulate over ILAS Net and/or another appropriate electronic net the nominations for officers by the Nominating Committee made under Article 6 Section 2(B) and shall inform the membership of the possibility for additional nominations as provided by the said article. At least two weeks shall be allowed for the additional nominations.
3. Elections for the Board of Directors (including the Executive Officers) shall be held within the period November 1 of the given year and February 20 of the following year

for terms beginning March 1 of the following year, and voting shall last a minimum of 30 days.

4. A member of the Executive Board will be deemed elected upon receiving an absolute majority of votes cast. If no candidate receives such a majority, there shall be a new election to decide between the two candidates who receive the most votes in the first election.

5. In elections of other members of the Board of Directors, each voter may cast one vote for each of as many candidates as there are open positions. Candidates receiving the most votes sufficient to fill the number of vacancies will be deemed elected provided they receive a vote on at least one-third of the ballots received. If there remain vacancies, then those candidates, numbering twice the number of remaining vacancies, who have received the most votes among those not already declared a winner will, with their consent, compete in a new election.

6. In the case of ties in an election, a decision is determined by lot.

7. Voting shall be conducted with proper precautions for the security of the ballots and the anonymity of voters.

8. The outcome of the voting will be verified by the Chair of the Nominating Committee and by an ILAS officer whose term extends at least a year beyond the election.

9. The results of the elections shall be transmitted by the Chair of the Nominating Committee to the President who informs the ILAS membership of the winners.

ARTICLE 11. RULES OF ORDER

"Robert's Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws.

ARTICLE 12. BOOKS, RECORDS AND REPORTS

Section 1. Report to Members. The Society shall send an annual report to the Members of the Society not later than four (4) months after the close of each fiscal year of the Society. Such report shall include a balance sheet as of the close of the fiscal year of the Society and a Revenue and disbursement statement for the year ending on such closing date.

Section 2. Inspection of Society Records. Any person who is a Voting Member of the Society shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of Members of the Society. Upon the written request of any Voting Member, the Society shall mail to such Member a copy of the most recent balance sheet and revenue and disbursement statement. If such request is received by the Society before such financial statements

are available for its last fiscal year, the Society shall mail such financial statements as soon as they become available. In any event, the financial statements must be mailed within four (4) months after the close of the last fiscal year. Additionally, balance sheets and revenue and disbursement statements shall be filed in the registered office of the Society in Florida, shall be kept for at least five (5) years, and shall be subject to inspection during business hours by any Voting Member, in person or by agent.

ARTICLE 13. NONPROFIT OPERATION

The Society will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Society will be distributed to its Members, Directors or Officers without full consideration. No Member of the Society has any vested right, interest or privilege in or to the assets, property, functions or activities of the Society. The Society may contract in due course with its Members, Directors and Officer without violating this provision.

ARTICLE 14. FISCAL YEAR

The fiscal year of the Society shall be the period selected by the Executive Board as the taxable year of the Society for federal income tax purposes.

ARTICLE 15. INDEMNIFICATION

The Society shall indemnify each Officer and Director including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

ARTICLE 16. AMENDMENTS

These By-Laws may be altered, amended or replaced and new By-Laws may be adopted by the Board of Directors; provided that any By-Laws or amendments thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the Members, or a new By-Law in lieu thereof may be adopted by the Members. No By-Law which has been altered, amended, repealed or adopted by such a vote of the Members may be altered, amended or repealed by a vote of the Board of Directors for a period of two (2) years after the action of the members.