

BY-LAWS of BICA SOCIETY

A Not-for-Profit Corporation

Ratified at the First Annual Meeting of BICA Society on November 13, 2010

ARTICLE I: NAME AND OFFICE

Section 1. Name

The name of the corporation shall be *BICA Society*, also to be known as the Biologically Inspired Cognitive Architectures Society, a nonprofit corporation organized under the laws of the State of Delaware.

The organization shall have a corporate seal which shall be held by the President and be imprinted on all corporate documents that require corporate approval and signature.

The organization may at its pleasure by a unanimous vote of the membership body change its name.

Section 2. Office and Address

The registered office and the registered agent of the BICA Society shall be provided by the Company Corporation. The legal address of the BICA Society shall be:

BICA Society
4450 Rivanna River Way #3707
Fairfax (Fairfax County), Virginia 22030-4441, USA

The public mailing address, as well as the physical address and/or the legal mailing address of the principal office (which may be different from the public mailing address), including the designation of the county and/or state of the corporation's principal office, may be changed by the Board of Directors as necessary, and such changes shall not be deemed, nor require, an amendment of these bylaws.

ARTICLE II: PURPOSE

Section 1. IRC Section 501(c)(3) Purposes

This corporation is organized exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

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Section 2. Specific Objectives and Purposes

This corporation is dedicated to scientific, technological and educational purposes. The specific objective and purpose of the BICA Society is to promote and facilitate the transdisciplinary study of Biologically Inspired Cognitive Architectures (BICA), in particular, aiming at the emergence of a unifying, generally accepted framework for the design, characterization, development, implementation and evolution of human-level cognitive architectures.

Section 3. Corporation type

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person.

ARTICLE III: MEMBERS

Section 1. Categories of Membership

The BICA Society has four categories of membership: (1) Founding members; (2) Full, or Regular members; (3) Affiliate members, and (4) Student members. The Founding member category may overlap with other membership categories. Only Regular members (including Founding members who are Regular members) have the right to vote. All members of categories (2), (3) and (4) are regarded as active members. A person becomes an active member (i.e., a Regular, Student or Affiliate member) upon invitation or acceptance of an application for membership by the Board of Directors and payment of dues. Renewal of an active membership status is due by June of every year, starting from the June that follows the month of joining the Society. The status of a Founding member is given for life and may exist without active membership status.

All active members of the BICA Society are eligible for a discount on BICA Society conference fees, a free copy of the Society's newsletter and free access to the Society's electronic resources, as outlined below in Article VI.

In order to be eligible for membership in the BICA society, the applicant's views and activity must be consistent with, rather than opposed to, the mission of the BICA society.

Applications for any category of active membership shall follow procedures defined by the Board of Directors and shall be accepted or declined by the Board of Directors.

Section 2. Founding Members

Founding members are accepted exclusively by invitation of the Board of Directors to Founding membership, and are automatically approved for Full (Regular) membership,

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pending the payment of their dues. The Founding membership fee determined by the Board of Directors can be charged only once in a lifetime, while active membership fees are charged for each academic year (with the only exception of Section 6 below).

Founding membership fee payments will be used for the purposes of the formation of the BICA Society. Examples include, but are not limited to, the incorporation fees, the IRS application fees and attorney fees that are necessary for obtaining a 501(c)(3) status, the state of Virginia registration fees, the Society's Internet hosting plan, the domain rental and online payment processing setup fees, etc.

Founding members are given additional privileges and recognition and additional voting rights, as specified below in this section and in Article IV Section 4, in Article V Section 3, and in Article VI Section 10.

Founding members play the role of senior advisors whom the Board of Directors could freely consult individually in particular cases when, according to the Boards of Directors, there are difficult or unusual problems at hand and an advice is needed. Decisions in all cases will be made by the Board of Directors. In addition to individual consultations, Founding members will be recruited to serve on the Advisory Committee, which will consist of up to ten Founding members. The Board of Directors will consult the Advisory Committee as a whole via the Chair of the Advisory Committee appointed by the Board of Directors. Advisory Committee seats will hold a one-year term with a possibility of consecutive terms.

In addition, Founding members are entitled to participate in the BICA Society Think Tank Workshops that will be organized by the Board of Directors to address major challenges. Founding members shall be recognized in official documents of the BICA Society, including official BICA Society documents posted on the Internet.

Section 3. Full (Regular) Members

Any person who is contributing to the science of, education in, and/or the technology of biologically inspired cognitive architectures, and whose research activities and views are in line with the goals and mission of the BICA Society, is eligible to become a Full (Regular) member of the BICA Society.

Regular members are eligible to serve on the Board of Directors of the BICA Society or on any of the Society's committees. Regular members will also be able to vote on official matters such as the Board of Directors elections and other issues presented to the membership as they arise.

Regular members must renew their membership annually by paying their membership dues to the BICA Society (with the exception of Section 6).

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Section 4. Student Members

A student working toward a degree in an accredited program of higher education and with research interests and major project that matches with the general research areas promoted by the BICA Society is eligible to become a Student member.

Validation of the current student status may be requested during processing of the application. Student membership shall terminate at the end of the first membership year in which the Student is not able to apply for Student membership, e.g., after completing or otherwise leaving the degree granting program. Former and current Student members shall be eligible for election to another class of membership according to the general procedures and criteria.

Section 5. Affiliate Members

All persons interested in the Society's objectives and in joining the Society, but not eligible for Regular or Student membership, shall be considered for Affiliate membership.

Any person who has contributed to research, education or technology relating to the field of biologically inspired cognitive architectures or has an interest in the promotion or pursuit of the scientific study of cognitive architectures is eligible to become an Affiliate member.

Section 6. Diplomat Members

An approved Regular member may choose to pay a one-time Diplomat membership fee, which entitles them to a lifetime Regular membership to be known as a Diplomat member. In addition, a Diplomat member shares with Founding members the eligibility to participate in the BICA Society Think Tank Workshops. Otherwise, a Diplomat member enjoys the same rights and benefits as a Regular member, and therefore is not regarded as a separate membership category.

Section 7. Dues and Assessments

The Board of Directors shall set annual dues and special assessments to the members according to the needs of the Society. These dues, fees or special assessments may be adjusted at the discretion and approval by the Board of Directors at its meeting, including regular and unscheduled meetings.

All membership fees will be due annually, with the exception of the one-time Founding Membership Fee and the one-time Diplomat membership fee, which are due at the time of joining the Society.

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ARTICLE IV: OFFICERS, DUTIES, AND TERMS OF OFFICE

Section 1. Officers

The Board of Directors of the Society shall consist of the President, the Secretary, the Treasurer, and any other existing or new offices that may be deemed necessary, defined and added to the Board of Directors by the Board of Directors.

The same person cannot hold multiple positions within the Board of Directors; however, members of the Board of Directors can delegate all or any part of their duties and responsibilities to each other for any period of time during their terms by a documented mutual agreement (e.g. minutes of a meeting in electronic or hard copy) approved by the Board of Directors.

The Board of Directors elects the President and appoints Officers for the positions of Secretary, Treasurer and any additional positions deemed necessary for the running of the society. All Officers are required to be Regular members of the Society. Positions of the Officers will be reviewed by the Board of Directors on a yearly basis.

Section 2. Terms and Elections

Candidates for the Board of Directors shall be Regular members of the Society. The President will be nominated by the current Board of Directors and approved by the membership at the annual elections. The President, the Secretary and the Treasurer shall serve a three-year term after the elections.

The Director's term of service shall last until one to two months after the general election at which the Director was not re-elected.

Section 3. Vacancies

In the case of the prolonged absence, incapacity, death, or resignation of any of the key Officers, including the President, the Treasury, the Secretary, and the Advisory Committee Chair, the Board of Directors may replace that Officer by appointing another Regular member to serve during the remainder of the term.

Section 4. Responsibilities

Respective responsibilities and privileges of the Board of Directors and Officers will be as follows:

- 4.1. Board of Directors: The Board of Directors chaired by the President will be ultimately responsible for all major decisions relating to the running and directing the BICA Society. Decisions will be decided as outlined in Section 5 below.

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- 4.2. President: The President's primary role will be to oversee the day to day running of the society, to determine minor decisions (as further explained in Section 5), and to assist with communication and continuity between each of the independent facets of the society.
- 4.3. Treasurer: The Treasurer will be responsible for recording the financial activities of the society and processing reimbursements for services deemed necessary for the running of the society. The Treasurer will also be responsible for ensuring that the financial activities of the society comply with the relevant taxation and legal bodies.
- 4.4. Secretary: The Secretary will be responsible for the administration and documentation of all membership-related actions and procedures, will record all non-financial transactions of the Society and minutes of all Society meetings, and will maintain the corporation records.
- 4.5. Chair of the Advisory Committee: The Chair of the Advisory Committee will be responsible for providing timely and intelligible advice in response to requests from the Board of Directors regarding difficult or unusual matters related to the BICA Society. In doing this, the Chair may request help of any or all of the current Advisory Committee members, and may request individual help from any Founding member.
- 4.6. Other: Additional Officers may be appointed, in order to assist in any aspect of the day-to-day running of the society. Such positions will be created and dissolved, as required, by the Board of Directors.

Section 5. Decisions

Decisions made by or on behalf of the BICA Society will be defined and dealt with as follows.

- 5.1. All decisions involving transactions of \$1,000 USD or more need to be voted on by the board of directors. Day-to-day decisions and minor decisions involving a transaction of an amount less than \$1,000 USD can be determined by the President and do not require voting.
- 5.2. All decisions having to do with the bylaws or financial transactions exceeding an amount of \$5,000 USD must be supported by a 2/3 majority of the Board of Directors.
- 5.3. All other decisions that require voting by the Board of Directors will be determined by a simple majority. For all such decisions, not replying to a call for votes by the President within 48 hours can be treated as an automatic YES vote in favor of the motion at hand. In cases where no response is received within 48 hours from 2/3 of all board members, an additional time can be used and/or the

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decision can be ratified based on a simple majority and a minimum of two supporting votes.

- 5.4. All meetings and all decisions that require voting shall be sanctioned and ratified by the Board of Directors by a majority vote.
- 5.5. All voting procedures, including calls to vote, shall be initiated by the President, with the exception of Section 3 and cases when the President delegates this duty to another Officer.

ARTICLE V: COMMITTEES

Section 1. Formation and Desolation

A number of Committees may be maintained to assist with the running of the society. The formation and desolation of committees will be made at the discretion of the Board of Directors, in order to best accommodate the changing needs of the society, according to Article IV, Section 4.

Section 2. Supervision

The Board of Directors shall have general supervision of the affairs of the Society, performing the duties and abiding by the limitations specified in these By-laws. Actions of the Board of Directors affecting Society policy are subject to approval by a majority vote of the members voting at the Society meeting, or by special e-mail ballots as decided upon by the Board of Directors. In the case of actions taken at the Society meeting a special E-mail ballot to review such actions may be requested by not less than five percent (5%) of the voting membership and not less than 5 members. A request to review shall be sent to the President within thirty days following the annual meeting. The ballot shall be circulated to the membership.

Section 3. Advisory Committee

The Board of Directors will form the Advisory Committee from Founding members of the BICA Society, in agreement with Article III, Section 1, and will appoint the Chair of the Advisory Committee who will serve as ex-officio member of the Board of Directors, unless he or she is a voting member of the Board of Directors.

Section 4. Additional Committees

The Board of Directors may chose to create and appoint any additional Committee that it finds necessary to create.

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Each member of any of the Society's committees shall be a Regular member, shall perform the usual duties of the respective position and specific duties assigned by the Board of Directors within the committee.

Section 5. Nominations

Every year a call for nominations for positions on the respective committees will be made. From this list of nominees, the new members of each Committee and the Committee chair shall then be selected by the Board of Directors.

ARTICLE VI: ACTIVITIES AND BENEFITS

Section 1. Society Meetings

An annual meeting of the Society shall be held for the transaction of business and presentations regarding research in the field of biologically inspired cognitive architectures. Additional meetings or teleconferences of the Society may be organized as necessary.

Section 2. Board of Directors Meetings

The Board of Directors, at their sole discretion, are allowed to hold their official regular and unscheduled meetings virtually, by using telephone and the Internet, including but not limited to regular and conference calls, fax messages, text messages (SMS), smartphones (e.g. iPhone), Email, Skype, Vid, iChat, Global Crossing Web Meeting, laptop desktop sharing, and so on. This rule applies to internal meetings of the Board of Directors as well as to meetings involving other parties, e.g., funding agencies.

Section 3. Publications

The Society may establish or acquire newsletters, journals, or other publication venues. An electronic Newsletter of the BICA Society will be distributed among members. Members will have rights and will be encouraged to post their BICA-related materials on the BICA Society web site.

Section 4. Divisions and Chapters

The Board of Directors may provide for the formation and dissolution of Divisions, interest groups, regional chapters and other units within the society.

Section 5. Funds, Support and Collaborations

The Society may solicit donations from organizations, apply for grants and receive grant awards from funding agencies, participate in workshops organized by funding agencies,

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establish contracts with organizations and hire employees for performing specific duties and internal activities of the BICA society as well as conducting research and development in the field of BICA.

Section 6. Member Discounts

The active member benefits will include a discount registration fee for the BICA Society Annual Meeting. The amount of the discount will be commensurate to the amount of the membership fee.

Section 7. Member-Only Resources

The active member benefits will include full access to the public as well as member-only electronic resources of the Society, including the right to publish one's own materials on the Society web site and to participate in creation of collective products. These resources and products are anticipated to include, in particular, a shared electronic repository of cognitive architectures, models, tasks and data, an integrated access to bibliography and literature made available on the Internet by individual members, a comparative review of cognitive architectures, a collectively created glossary of terms in the field of BICA, etc.

Section 8. Newsletter Access

The active member benefits will include a regular electronic newsletter to be distributed by the Society among its members. The Newsletter will be distributed via email and/or a password-protected Web site. Occasionally, issues of the Newsletter will be made available to the general public. The newsletter will cover, in particular, the BICA Society events and major repository updates.

Section 9. Web Hosting and Related Resources

BICA Society members will enjoy the ability to use certain parts of the Web hosting plan and related resources and services purchased by the BICA Society, and have their individual public resources and postings integrated at the BICA Society web site.

Section 10. Think Tank Workshops

Founding and Diplomat member benefits will include the eligibility to participate in the BICA Society Think Tank Workshops that will be organized to address major scientific, technological and/or educational challenges (in addition, Article III, Section 2 explains other Founding member benefits).

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ARTICLE VII: AMENDMENTS

Amendments to the Bylaws may be proposed by majority of the Board of Directors, or by a written proposal signed by not less than five percent (5%) of the voting membership and not less than 5 members. Thereafter, the Bylaws may be amended by a simple majority of votes cast by the voting membership.

The corporation will immediately and automatically amend their bylaws to adapt to any new legislation by all governing authorities, both on the federal and state level, without voting or decision making.

ARTICLE VIII: DISSOLUTIONS

In the event of the dissolution or termination of the Society, title to and possession of all the property of the incorporated Society shall pass forthwith to such organization or organizations qualified for exemption under Section 501 © (3) of the Internal Revenue Code of 1954, as amended, that in the option of Council is or are best fitted to carry on the purpose of the BICA Society.