

# Computational Complexity Foundation Inc.

## Minutes of the Organizational Meeting

The undersigned, being all of the initial trustees named in the Certificate of Incorporation of the Computational Complexity Foundation Inc. (hereinafter referred to as "the Foundation"), filed July 8, 2014 with the New Jersey Department of the Treasury, do hereby unanimously consent to the adoption of the following resolutions, without meeting as provided by applicable state law, effective the 31st day of July, 2014:

1. RESOLVED, that the Corrected Certificate of Incorporation, as filed with the New Jersey Department of the Treasury by the incorporator, Dieter van Melkebeek, together with a federal tax or employer identification number obtained for the Foundation, being 47-1279495, are adopted and shall be placed in the record book of the Foundation; and be it further
2. RESOLVED, that the actions of the incorporator in the formation of the Foundation are ratified and confirmed, and the incorporator is indemnified against any claim arising out of the incorporation of the Foundation; and be it further
3. RESOLVED, that the attached Bylaws are adopted as the Bylaws of the Foundation; and be it further
4. RESOLVED, that the attached Policies and Procedures are adopted as the Policies and Procedures of the Foundation; and be it further
5. RESOLVED, that pursuant to the Bylaws the following persons are appointed to serve as officers of the Foundation:

Person	Office
Dieter van Melkebeek	President
Eric Allender	Treasurer
Jeff Kinne	Secretary

and be it further

6. RESOLVED, that pursuant to the Bylaws the following persons are elected to the Board of Trustees of the Foundation and are appointed in the following named positions of the Foundation:

Person	Named Position
Madhu Sudan	chair of the Registration Committee
Venkatesan Guruswami	chair of the Awards Committee
Osamu Watanabe	chair of the Budget Committee
Jacobo Toran	chair of the Paper Committee

and be it further


7. RESOLVED, that the Secretary shall promptly solicit dated and signed Conflict-of-Interest Statements from each of the trustees, and place them in the record book of the Foundation; and be it further
8. RESOLVED, that the Foundation shall promptly make and file such application or applications and other documents with the U.S. Internal Revenue Service as may be required to qualify the Foundation for tax-exempt status pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as amended; and be it further
9. RESOLVED, that the Treasurer is hereby authorized and directed to open a bank account or bank accounts with TD Bank on behalf of the Foundation.

 July 31, 2014

Dieter van Melkebeek, Initial Trustee

 July 31, 2014

Eric Allender, Initial Trustee

 July 31, 2014

Jeff Kinne, Initial Trustee

# Computational Complexity Foundation Inc.

---

## Bylaws

July 31, 2014

### Table of Contents

<ul style="list-style-type: none"><li>I. Object</li><li>II. Structure</li><li>III. Members<ul style="list-style-type: none"><li>1. Power and Duties</li><li>2. Ex Officio Members</li><li>3. Dues Paying Members</li><li>4. Meetings</li></ul></li><li>IV. Board of Trustees<ul style="list-style-type: none"><li>1. Power and Duties</li><li>2. Composition</li><li>3. Terms of Office</li><li>4. Selection of New Trustees</li><li>5. Meetings</li></ul></li><li>V. Officers<ul style="list-style-type: none"><li>1. Power and Duties</li><li>2. President</li><li>3. Treasurer</li><li>4. Secretary</li></ul></li><li>VI. Conference<ul style="list-style-type: none"><li>1. Name</li><li>2. Scope</li><li>3. Operation</li><li>4. Proceedings</li><li>5. Awards</li></ul></li></ul>	<ul style="list-style-type: none"><li>VII. Local Arrangements Committee<ul style="list-style-type: none"><li>1. Power and Duties</li><li>2. Composition</li><li>3. Selection</li></ul></li><li>VIII. Program Committee<ul style="list-style-type: none"><li>1. Power and Duties</li><li>2. Composition</li><li>3. Selection</li><li>4. Meetings</li></ul></li><li>IX. Standing Committees<ul style="list-style-type: none"><li>1. Power and Duties</li><li>2. Composition</li><li>3. Budget Committee</li><li>4. Paper Committee</li><li>5. Awards Committee</li><li>6. Registration Committee</li></ul></li><li>X. Conflicts of Interest<ul style="list-style-type: none"><li>1. Provision</li><li>2. Statement</li></ul></li><li>XI. Indemnification<ul style="list-style-type: none"><li>1. Provision</li><li>2. Insurance</li></ul></li><li>XII. Public Records</li><li>XIII. Rules of Order<ul style="list-style-type: none"><li>1. Parliamentary Authority</li><li>2. Special Rules of Order</li></ul></li><li>XIV. Amendments</li></ul>
---	--

# **Article I - Object**

As set forth in the Certificate of Incorporation, the purpose of the Foundation is to advance research and education in the subject within computer science and mathematics known as computational complexity theory, including through organizing, supporting, and operating scholarly seminars and conferences, and providing open access to publications.

In furtherance of this purpose the Foundation shall organize an annual conference, hereinafter referred to as “the Conference”.

## **Article II - Structure**

The Foundation has members and a Board of trustees (hereinafter referred to as “the Board”), which has an Executive Committee and other standing committees. The Executive Committee consists of three officers; in decreasing order of rank they are: the President, the Treasurer, and the Secretary. The President chairs the Executive Committee and the Board. There are four standing committees: the Budget Committee, the Paper Committee, the Awards Committee, and the Registration Committee.

The Conference has a Local Arrangements Committee and a Program Committee. The President of the Foundation, the chair of the Local Arrangements Committee, and the chair of the Program Committee form the Organizing Committee of the Conference, chaired by the President.

## **Article III - Members**

### **Section 1 - Power and Duties**

Members of the Foundation select the chairs of the Budget Committee, the Paper Committee, and the Registration Committee in the respective transition years for these positions.

Membership of the Foundation does not imply any duties.

In order to participate in the elections and receive meeting announcements, members need to have internet access and have a current email address on file. The Secretary of the Foundation maintains for every member the most recent email address that was made available to the Foundation (if any). Members shall contact the Secretary of the Foundation for updates or in case of doubt.

## **Section 2 - Ex Officio Members**

The following people are ex officio members of the Foundation:

- registered attendees of the Conference,
- authors of papers accepted to the Conference,
- members of the Local Arrangements Committee of the Conference,
- members of the Program Committee of the Conference, and
- trustees of the Foundation.

The membership of the ex officio members extends until the end of the third Conference after they no longer fall within any of the above categories. For the years before 2015 the “Annual IEEE Conference on Computational Complexity” is used in lieu of the Conference for the purposes of this rule.

## **Section 3 - Dues Paying Members**

In addition, a person can become a member of the Foundation by contacting the President and paying dues for one or more years at a time. The membership extends from the day the dues are received till the end of the  $n$ -th Conference after that date, where  $n$  denotes the number of years for which dues are paid. The level of the dues per year are set by the Executive Committee.

## **Section 4 - Meetings**

The members of the Foundation hold an annual meeting, which takes place at the Conference if possible. The meeting is referred to as “the Business Meeting”. The date and time of the Business Meeting are announced via email at least one month in advance.

The agenda of the Business Meeting includes the following items:

1. presentation of awards,
2. report by the chair of the Program Committee,
3. report by the chair of the Local Arrangements Committee,
4. report by the Treasurer,
5. reports from the standing committees,
6. overview of the Board motions from the past year,
7. announcement of the outcome of the Board elections,
8. presentation on the Conference of the next year,
9. presentation and discussion of proposals for the Conference of two years later.

# **Article IV - Board of Trustees**

## **Section 1 - Power and Duties**

The management and conduct of the affairs of the Foundation are vested in the Board, and all corporate powers shall be exercised by the Board, subject to the provisions of the laws of the State of New Jersey, the Certificate of Incorporation, and these Bylaws. The Board is responsible for the long-term planning of the Conference, sets the policies, ensures continuity and provides institutional memory, oversees and supports the organization and the operation of the Conference, and monitors its success. The main specific tasks of the Board are:

- deciding among the proposals for future Conferences; approving the dates, venue, and budget of the Conference;
- selecting the chair of the Program Committee, and assisting in the selection of the other members of the committee;
- selecting the officers and the chair of the Awards Committee in the respective transition years for these positions.

Before taking office, trustees shall provide the Secretary with a dated and signed Conflict-of-Interest Statement. Trustees shall have internet access, keep the Secretary informed about their current email address, and frequently check their email messages.

## **Section 2 - Composition**

Every trustee is selected into one of the named positions of the Board, which are the officers and the chairs of the standing committees. The Board consists of the current holders of the named positions, and those of the previous year (if any).

During the organizational meeting of the Foundation, a Board (hereinafter referred to as “the Initial Board”) is to be selected consisting of one distinct person for every named position.

## **Section 3 - Terms of Office**

Other than for the Initial Board, the terms of office for the named position and for the Board start as soon after the selection date as the named position is vacant and the person has provided the Secretary with a dated and signed Conflict-of-Interest Statement. The term of office for the named position ends at the first Annual Board Meeting (after the selection date) in a transition year for that named position. Which named positions transition in a given calendar year depends on the value of the year modulo 3, as specified in the following table.

<b>year mod 3</b>	<b>positions selected by the Board</b>	<b>positions selected by the members of the Foundation</b>
0	chair of the Awards Committee	chair of the Budget Committee
1	Treasurer	chair of the Paper Committee
2	President and Secretary (*)	chair of the Registration Committee

(\*) The first transition year for the President and the Secretary is 2018.

If the current holder of the named position attends the Annual Board Meeting, the term of office of *the named position* ends right after that meeting; otherwise, it ends right before that meeting. The term of office *on the Board* ends right before the Annual Board Meeting of the subsequent year.

A trustee may resign at any time by informing the highest ranking officer other than that Board member. The resignation goes into effect as soon as the officer has verified the authenticity of the request. A trustee cannot resign from a named position and still remain on the Board.

## **Section 4 - Selection of New Trustees**

For selection to the Board other than the Initial Board, any one person who is willing to serve and sign the Conflict-of-Interest Statement, and is not a current trustee, is eligible.

For each of the named positions that are in a transition year, a selection process for a replacement shall be organized.

The positions selected by the Board are filled first. The Board decides on the selection process and then executes it. After the results are announced to the members of the Foundation, the position selected by the members of the Foundation is filled. The process consists of a nomination phase followed by an instant runoff vote with secret ballots. Each phase runs over the internet for at least two weeks. The process shall end before the Business Meeting, where the results are announced.

A named position may become vacant due to resignation, dismissal, incapacity, or death. Whenever that happens, the Board selects a replacement as soon as possible. In the interim the duties associated with that named position are taken over by the previous holder if that person is still on the Board, or else by the highest ranking officer.

## **Section 5 - Meetings**

The Board holds an annual meeting, the Annual Board Meeting, which takes place at the Conference if possible. The Annual Board Meeting shall be announced at least one month in advance. People whose Board membership starts right after the Annual Board Meeting are invited to attend the meeting with debating rights but no voting rights.

The Board holds an ongoing asynchronous meeting over the internet, referred to as “the Continuous Board Meeting”. For a motion to be adopted during the Continuous Board Meeting, a majority of the entire Board needs to vote in favor. The minutes of the Continuous Board Meeting of a given year are approved during the Annual Board Meeting, and are incorporated into the minutes of the Annual Board Meeting.

The President has the authority to call special synchronous Board meetings that are held using an electronic communication medium. The President shall announce the date, time, medium, and topic at least two weeks in advance. The quorum for a special meeting is two thirds of the Board, and absentee votes as well as proxy votes are allowed.

## **Article V - Officers**

### **Section 1 - Power and Duties**

The officers attend to the day-to-day business of the Foundation. The duties are those listed in this Article, elsewhere in these Bylaws, and such other duties applicable to the officer as prescribed by the parliamentary authority adopted by the Foundation.

### **Section 2 - President**

The President serves as the chief executive officer of the Foundation, and signs and executes all contracts on behalf of the Foundation. The President plans and oversees the activities of the Foundation, and presides over the Business Meeting and all Board meetings. The President has the authority to appoint special committees, and to set agenda items for the other officers and the special and standing committees. The President solicits bids for hosting future Conferences, ensures enough qualified people are nominated for the various positions, recruits the Program Committee chairs, and acts as the liaison between the various entities involved in the organization and operation of the Conference. The President fosters discussions within the Board about the future directions of the Conference and the Foundation, and seeks the advice from leaders in computational complexity on those matters.



## **Section 3 - Treasurer**

The Treasurer has the responsibility for the custody of all the financial resources of the Foundation. The Treasurer manages the bank accounts of the Foundation, and shall make sure sufficient reserve funds are maintained for running the annual Conference. The Treasurer receives all money donated or due to the Foundation, and deposits it into a bank account of the Foundation. The Treasurer shall pay out money and make other financial transactions and arrangements as instructed by the President, in particular to facilitate the operation of the Conference by providing the chair of the Local Arrangements Committee access to funds. The Treasurer makes sure the Executive Committee has up-to-date information about the financial transactions and resources of the Foundation, and prepares status reports for the Business Meeting and for the public records at the end of each fiscal year. The Treasurer issues the acknowledgments for tax-deductible donations, and takes care of the paperwork needed for the Foundation to maintain tax-exempt status at the federal and state level. The Treasurer manages the insurance policies of the Foundation, including those related to the indemnification prescribed in these Bylaws.

## **Section 4 - Secretary**

The Secretary maintains all the non-financial records of the Foundation, and assists the President with administrative tasks. The Secretary coordinates the call for papers of the Conference with the chair of the Program Committee, and the publicity for the Conference with the Organizing Committee. The Secretary is responsible for operating the elections by the members of the Foundation, for meeting announcements, for the mechanics of the Continuous Board Meeting, for the minutes of all Board meetings, and for the proceedings of the Business Meeting. The Secretary maintains the web pages of the Conference and the Foundation, and ensures the Foundation meets its commitment regarding public records. The Secretary solicits the required Conflict-of-Interest Statements, collects them, and keeps them on file.

# **Article VI - Conference**

## **Section 1 - Name**

The name of the Conference is “Computational Complexity Conference”, abbreviated as “CCC”. The Conference of the year 2015 shall be considered the 30th annual Conference.

## **Section 2 - Scope**

The scope of the Conference is computational complexity theory, broadly defined as the study of the absolute and relative power of computational models under resource constraints. The call for papers should seek original high-quality research papers in all areas of computational complexity theory, and also encourage results from other areas of computer science and mathematics motivated by computational complexity theory.

### **Section 3 - Operation**

The Organizing Committee shall strive for an interesting and affordable Conference.

The Conference location should be in an area with a sufficient concentration of likely local attendees. The lecture room should offer good visibility to all attendees, e.g., a university auditorium with stadium seating. There should be space for discussions nearby. The availability of dorm rooms in the vicinity of the lecture rooms is desirable as affordable accommodations for student attendees.

The Conference schedule should be relatively relaxed, leaving enough time for discussion and presentation in a single track. Conflicts with other conferences in the theory of computing should be avoided. The specific dates may be chosen to enable collocation with other conferences in theoretical computer science, or to make use of advantageous local opportunities in terms of conference facilities or accommodations.

Modulo the approval of the call for papers by the Board, budgetary and logistic constraints, the technical program is at the sole discretion of the Program Committee. The Program Committee makes a selection from among the submissions in response to the call for papers, decides on possible invited talks and other scientific and educational activities, and drafts the schedule for the technical part of the Conference program.

The non-technical part of the Conference program is developed by the Local Arrangements Committee, in consultation with the rest of the Organizing Committee. It includes the Business meeting, and may include social events like an opening reception, a banquet, and an excursion, while keeping the Conference affordable.

### **Section 4 - Proceedings**

The proceedings of the Conference shall be published in an open access venue. The Board decides on the publication venue, upon recommendation of the Paper Committee.

## **Section 5 - Awards**

There are two awards for papers submitted to the Conference: the “Best Paper Award” for the most outstanding paper, and the “Best Student Paper Award” for the most outstanding paper written solely by one or more students. For a submitted paper to be eligible for the Best Student Paper Award, all authors need to be full-time students at the time of submission. Each award is decided by the Program Committee, who has the discretion to split the award among two or more papers, or to decline making the award. The monetary value of the awards is set by the Executive Committee, and the awards are presented at the Business Meeting.

The Program Committee also invites full versions of a select number of Conference submissions to a special journal issue, which they edit. The Board decides on the journal, upon recommendation of the Paper Committee.

The Board may provide allowances for attending the Conference, in particular to students, using funds of the Foundation or through outside grants. Modulo the allocation of Foundation funds by the Board, the Awards Committee handles the process.

## **Article VII - Local Arrangements Committee**

### **Section 1 - Power and Duties**

The Local Arrangements Committee handles the non-technical part of the Conference program. Specifically, once their proposal is accepted, the chair of the Local Arrangements Committee is responsible for:

- booking the venue for the Conference in due time;
- refining the budget from the proposal with the help of the Budget Committee;
- giving a presentation about the Conference at the Business Meeting the year before the Conference, including details about venue, dates, travel, accommodation, and registration fees;
- finalizing the budget and having it approved by the Board at least half a year before the Conference;
- making adequate banking arrangements with the help of the Treasurer;
- contracting the vendors authorized in the budget;
- coordinating the Conference program with the other members of the Organizing Committee;
- setting up a web site with all the information about the Conference, and publicizing the Conference with the help of the Secretary;
- setting up the registration system with the help of the Registration Committee;
- sending invitation letters to registered participants who request them;

- making arrangements for the Business Meeting and the Annual Board Meeting;
- arranging for a registration desk during the Conference,
- sending the Treasurer a list of all volunteers involved in the operation of the Conference, including their tasks, in advance of the execution of these tasks;
- presenting a report at the Business Meeting;
- providing the Secretary with the list of registrants and their email addresses; and
- transferring the remaining funds to the Foundation, closing the books, and filing a financial report with the President within three months after the Conference.

The chair of the Local Arrangements Committee may involve other members of the Local Arrangements Committee as well as volunteers in the above responsibilities.

## **Section 2 - Composition**

The chair of the Local Arrangements Committee should be a researcher in computational complexity theory and have good organizational skills. There can be a few more committee members.

In the case where the Conference is part of a federation of conferences and the logistics are handled by the federation, the President acts as the chair of the Local Arrangements Committee. In other cases contracting a third party to run the Conference is discouraged.

## **Section 3 - Selection**

The President seeks opportunities for future Conferences, including individuals, institutions, and confederations of conferences. Parties interested in organizing the Conference should contact the President to discuss the possible venues, dates, and the rough budget. All proposals shall be presented at the Business Meeting two years before the intended Conference. A proposal needs to contain:

- the names of the chair and the other members of the Local Arrangements Committee,
- the location,
- possible venues and dates,
- estimates for the cost of travel, accommodation, and registration.

Taking the discussion at the Business Meeting and possible additional considerations into account, the Board selects an eligible proposal soon after the Business Meeting. A proposal is eligible if the chair of the Local Arrangements Committee is willing to sign the Conflict-of-Interest Statement. If for some reason

no eligible proposal was presented at the Business Meeting, the Board will find one as soon as reasonably possible.

The appointment of the Local Arrangements Committee goes into effect as soon as the chair has provided the Secretary with a dated and signed Conflict-of-Interest Statement.

## **Article VIII - Program Committee**

### **Section 1 - Power and Duties**

The Program Committee handles the technical part of the Conference program. Specifically, the chair of the Program Committee is responsible for:

- selecting the other members of the Program Committee, as detailed in Section 3 of this Article;
- preparing the call for papers (including appropriate submission and notification deadlines), having it approved by the Board, and publicizing it with the help of the Secretary;
- setting up the submission (and deliberation) system with the help of the Paper Committee;
- discussing the constraints of the technical program with the other members of the Organizing Committee;
- deciding on and arranging invited talks if desired;
- selecting the submissions for presentation at the Conference and inclusion in the proceedings;
- sending out the notifications for all submissions, as well as the instructions for the proceedings version of the accepted papers,
- providing the Secretary with a list of the accepted papers, their authors, and their email addresses;
- publicizing of the list of accepted papers with the help of the Secretary;
- selecting the winners of the Best Paper and Best Student Paper Awards, and informing the President;
- selecting papers for the special journal issue, sending out the invitations, and coordinating with the publisher through the Paper Committee;
- setting the schedule for the presentations at the Conference, and coordinating the program with the other members of the Organizing Committee;
- compiling the material requested by the publisher of the proceedings with the help of the Paper Committee;
- arranging that the sessions at the Conference be chaired;
- presenting a report at the Business Meeting; and
- editing the special journal issue in coordination with the publisher.

The chair of the Program Committee shall involve the entire Program Committee in the responsibilities that are labeled with “•” in the above list, and possibly in others.

## **Section 2 - Composition**

The Program Committee shall consist of a reasonable number of strong and active researchers who publish in computational complexity theory. The chair of the Program Committee should have a broad knowledge of the area as well as good interpersonal skills. Beyond that the Program Committee should exhibit diversity, including but not limited to:

- research areas within computational complexity theory,
- academic age,
- experience on previous committees (i.e., both people with and without experience),
- affiliation, and
- nationality and gender.

## **Section 3 - Selection**

The chair of the Program Committee is selected by the Board. The appointment takes effect as soon as chair of the Program Committee has provided the Secretary with a dated and signed Conflict-of-Interest Statement.

The chair of the Program Committee then submits to the President a proposal for a complete Program Committee and a few alternates to the Board. The proposal is discussed by the Board, who could make suggestions if they feel that the proposed committee lacks in some criteria. However, the final choice of who is invited to the Program Committee lies with the chair. After the committee proposal has been finalized, the chair of the Program Committee invites the proposed members to the committee. If not enough, including the alternates, are willing to serve then the process repeats itself to fill the remaining slots. The process shall be over by the time of the Business Meeting of the year before the Conference as the Program Committee shall be announced there.

## **Section 4 - Meetings**

The Program Committee meets to arrive at the decisions involved in the responsibilities labeled with “•” in Section 1 of this Article. In order to keep the Conference affordable and facilitate a geographically diverse participation in the Program Committee, the default is an asynchronous meeting over the internet; a physical Program Committee meeting is discouraged. The chair of the Program Committee determines the schedule and procedures for the meeting, within the

following guidelines.

In preparation of the Program Committee meeting, each submission is assigned to an appropriate number of committee members, who independently review the paper and write a report intended to help the other committee members evaluate the submission during the meeting. Program committee members may seek expert advice from external reviewers but they remain responsible for having reviewed the paper themselves. Constructive suggestions in the reports for improvements to the paper are encouraged. After the process has finished, the authors shall be provided with the full reports except those parts that are explicitly marked for the eyes of the Program Committee only.

Every submission shall be discussed during the Program Committee meeting. Usually the discussion of those papers that have received very poor reviews or very strong reviews can be brief, but an open discussion of every paper is required. If consensus cannot be formed or there are new concerns raised about a paper during the meeting, additional information or reviews should be obtained.

Committee members shall not take part in the discussion of papers where they may have a conflict of interest. Papers with at least one committee member among the authors cannot be accepted to the Conference.

All discussions about a paper shall remain in confidence. The names of reviewers are not to be revealed to the authors. Reviewers, however, shall be free to identify themselves to an author if they so wish. It is recommended that a brief rationale for the final decision be included in the notification, along with the reports.

## **Article IX - Standing Committees**

### **Section 1 - Power and Duties**

The standing committees assist the chairs of the Local Arrangements Committee and the Program Committee with specific tasks. They also provide institutional memory and continuity by developing and maintaining Policies and Procedures for those tasks. The specific duties are prescribed per standing committee in the committee-specific Sections of this Article.

### **Section 2 - Composition**

Each standing committee other than the Executive Committee consists of a chair, the previous chair (if still on the Board), the President, and one additional member. The Treasurer serves as the additional member on the Budget Committee and the Awards Committee, and the Secretary on the Paper Committee and the

Registration Committee.

### **Section 3 - Budget Committee**

The Budget Committee assists the chair of the Local Arrangements Committee in drafting the budget for the Conference.

### **Section 4 - Paper Committee**

The Paper Committee assists in the publication of the proceedings of the Conference, from the time of submission of the candidate papers up to the delivery of the material to the publisher. The Paper Committee researches possible submission systems, makes a recommendation to the chair of the Program Committee, and sets up the recommended system if desired. The Paper Committee researches possible publication venues for the proceedings, makes a recommendation to the Board, provides the instructions for the proceedings version of the accepted papers to the chair of the Program Committee, and assists the chair of the Program Committee in compiling the material required by the publisher of the proceedings.

The Paper Committee also researches possible venues for the special journal issue of the conference, makes a recommendation to the Board, and forms the liaison between the chair of the Program Committee and the publisher.

### **Section 5 - Awards Committee**

The Awards Committee coordinates the awards for the best paper and the best student paper. Once the chair of the Program Committee has informed the President of the recipients, the Awards Committee prepares the certificates, checks, tax forms, and possible other paperwork.

The Awards Committee also administers travel allowances for attendees of the Conference. The Awards Committee is responsible for the selection of the candidates, the preparation of outside grant applications for this purpose, and the reporting and other paperwork involved.

### **Section 6 - Registration Committee**

The Registration Committee assists the chair of the Local Arrangements Committee with issues related to registration for the Conference. The Registration Committee researches possible registration systems, makes a recommendation, and sets up the recommended system if desired. The Registration Committee also helps with the web pages that provide information about registration and local



arrangements.

## **Article X - Conflicts of Interest**

### **Section 1 - Provision**

Whenever a member of a body of the Foundation has a financial or personal interest in any matter coming before that body, the member shall (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested members of the body determine that it is in the best interest of the Foundation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

### **Section 2 - Statement**

A Conflict-of-Interest Statement shall read as follows:

I, the undersigned, have read the Bylaws and the Policies and Procedures of the Computational Complexity Foundation Inc., understand the provision about conflicts of interest, and shall abide by it.

## **Article XI - Indemnification**

### **Section 1 - Provision**

For the purposes of this Article, an agent of the Foundation is a trustee, officer, chair or member of a standing or special committee of the Board, chair or member of the Local Arrangements Committee, or chair or member of the Program Committee.

To the extent permitted by law, the Foundation shall indemnify (a) every agent and former agent of the Foundation, and (b) every person who serves as a duly authorized volunteer of a duly authorized activity of the Foundation, against judgments, fines, amounts paid in settlement and reasonable expenses, including without limitation attorney's fees and expenses, actually and necessarily incurred by such person in connection with the defense of any action, suit, or proceeding to which such person is made or threatened to be made a party by virtue of such service; provided (a) that such service is found by the Board to have been duly authorized and is not found by the Board to have been taken in bad faith or in a manner inconsistent with the purpose of the Foundation as expressed in these

Bylaws or in the Policies and Procedures of the Foundation, (b) the person to be indemnified has otherwise met the standards of conduct set forth in Section 15A:3-4 of the New Jersey Nonprofit Corporation Act, or corresponding section of any future New Jersey Act, and (c) that such indemnification is not otherwise prohibited by law. The foregoing right of indemnification shall not be exclusive of other rights to which such person may be entitled.

## **Section 2 - Insurance**

The Foundation shall purchase adequate insurance against indemnification.

## **Article XII - Public Records**

The Foundation shall provide public access to the following records:

- the organizing documents of the Foundation, including the Certificate of Incorporation, these Bylaws, and adopted Policies and Procedures,
- approved proceedings of all Business Meetings,
- approved minutes of all Board Meetings, and
- the yearly financial reports and documents regarding the tax-exempt status of the Foundation.

These documents shall be available at the Foundation's web site at <http://computationalcomplexity.org/foundation>, which is part of the Foundation's book of records.

## **Article XIII - Rules of Order**

### **Section 1 - Parliamentary Authority**

The rules contained in the current edition of “Robert's Rules of Order Newly Revised” shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Foundation may adopt.

### **Section 2 - Special Rules of Order**

Any body of the Foundation is authorized to meet by any means, be it physical, electronic, or otherwise, so long as all members of that body may participate. Special rules of order for non-physical meetings shall be developed and maintained in the Policies and Procedures of the Foundation.

## **Article XIV - Amendments**

Amending these Bylaws requires a positive vote from two thirds of the Board.  
Amending the Policies and Procedures of the Foundation requires a positive vote from a majority of the Board.

# Computational Complexity Foundation Inc.

---

## Policies and Procedures Refining the Bylaws

July 31, 2014

This document provides details regarding the implementation of some of the Bylaws. The structure of this document follows the one of the Bylaws.

### **Article III - Section 3**

The level of the dues per year should be of the order of the yearly membership fees for professional organizations that sponsor conferences related to the Conference, such as ACM and IEEE.

### **Article IV - Section 4**

For filling the position selected by the Board, other than the Secretary, the following procedure can be considered. The President sends out a call for nominations, and after a window of at least two weeks presents all the nominees to the Board. For some time the President attempts to reach a unanimous consensus. If unsuccessful, the President runs an instant runoff vote with a window of at least two weeks, where the ballots are shared with the Board after the voting window is over.

In filling the position of the Secretary, it is the President-Elect or the President (whomever the person would serve under as Secretary) who nominates the candidate; the Board votes on the proposal.

The President runs the nominations for the position selected by the members of the Foundation, and shall strive to have at least three eligible nominees, and preferably more. The Secretary runs the subsequent election, and closes it the day before the Business meeting.

### **Article IV - Section 5**

Before the Annual Board Meeting, the President meets with the rest of the Organizing Committee to discuss any issues that should be brought up at the Annual Board Meeting.

Scheduling the Business Meeting before the Annual Board Meeting allows the Board to discuss the proposals for future Conferences presented at the Business Meeting.

### **Article VI - Section 3**

On average, two out of three to four years the Conference should take place in North America, and one out of three to four years in Europe.

The Conference usually lasts three to three-and-a-half days in May through July.

### **Article VI - Section 5**

Based on an arrangement with the Journal of the ACM, authors of papers that receive the Best Paper Award are invited to publish an extended version of the paper in that journal.

### **Article VII - Section 1**

The budget typically consists of rent for rooms and the use of audiovisual equipment, catering, meetings of the Organizing Committee and the Annual Board meeting at the Conference, production of the proceedings, processing the registrations, insurance, and banking fees.

The website for the Conference should include the program of the Conference, as well as information about registration, travel, visa requirements, accommodation, and the venue.

The list of volunteers and their tasks is required to guarantee insurance coverage.

Requests for letters of invitation are typically because of visa requirements.

The Business Meeting and possibly the rump session (if any) may require booking a room outside of normal business hours.

### **Article VII - Section 3**

At the end of the discussion at the Business Meeting about the proposals for future Conferences, a straw poll is taken among the attendees. The Board then decides at the Annual Board Meeting or soon after, taking into account the outcome of the

straw poll as well as possible other considerations.

## **Article VIII - Section 2**

A reasonable size for the Program Committee is 9 to 11 members (including the chair).

Except for papers that are out of scope or obvious rejects, every paper should be assigned to at least three members of the Program Committee.

## **Article X - Section 2**

Conflict-of-Interest Statements can be submitted in the form of an email message, provided the authenticity of the message is verified.

## **Article XIII - Section 2**

For the Continuous Board Meeting, the following email list is used: board@computationalcomplexity.org. The standing committees all have their own email list, where the address is their name followed by @computationalcomplexity.org, e.g., executive@computationalcomplexity.org. The officers each have similar email addresses, e.g., president@computationalcomplexity.org.