

**BYLAWS FOR THE  
CENTER FOR ADVANCING BUSINESS THROUGH  
INFORMATION TECHNOLOGY**

**ARTICLE I. NAME AND OFFICES**

**Section 1.01 Name**

This Center shall be known as the Center for Advancing Business through Information Technology (the "Center").

**Section 1.02 Mailing Address**

The mailing address for the Center shall be:

Director  
Center for Advancing Business through Information Technology  
College of Business  
Box 3606  
Tempe, AZ 85287-3606

**Section 1.03 Purpose**

The Center may engage in any lawful activity. The purpose of the Center is to establish a forum that will focus on three major initiatives: Research, Internships, and Member Workshops, Symposia and Seminars.

- **Research.** Initiatives will provide to consortium partners a spectrum of expertise relevant to theories, analyses, empirical findings, methods and toolsets for advancing the practice of business by leveraging information technologies. The agenda will be developed by the Center membership and will be monitored and evaluated by the membership with ongoing maintenance provided through the Director and staff, the Director of the Seidman Research Institute and the Dean of the College of Business.
  
- **Internship.** The Center will establish an active cooperative program to provide internship opportunities for student and faculty to work in industry. This will foster further collaborations and enable rapid technology transfer between the Center and its members. The Center will also provide opportunities for the members to research and teach at ASU facilities.

- **Member Workshops, Symposia and Seminars.** Members will have significant opportunities for their constituencies to participate in engaging and timely workshops, symposia and seminars relevant to current and emerging issues in business information technology. Speakers, facilitators and instructors will include industry leaders, well known academicians, faculty associates, and representatives of member organizations actively involved in projects of general interest to the Center membership. Center members, the Director, faculty associates, the Center staff, the Dean of the College of Business and the Director of the Seidman Institute will collaborate in the selection of topics to be addressed and in the choice of an appropriate delivery approach for a topic.

### **Section 1.04 Target Technologies**

Center activities, including sponsorship of faculty and students, internships, research funding and workshops, symposia and seminars will focus on Target Technologies. “Target Technologies” are defined as all areas of study and research that develop and advance the state of the art in business process management, knowledge management and software services. This definition may be revised by vote of the Center Members.

## **ARTICLE II. MEMBERS**

### **Section 2.01 General Conditions of Membership**

Any company or not-for-profit organization, or any Federal research and development organization, or any government-owned contractor operated laboratory is eligible to become, with the approval of the Center Director, a member, consistent with applicable state and federal laws and statutes. The Center Advisory Board (outlined in Section II) reserves the right to refuse membership to any entity.<sup>1</sup> Annual dues will be determined by the Center Advisory Board with two levels of membership based upon the level of contribution to the Center. Charter Members are those contributing \$50,000 per year for a five year, annually renewable membership with rights to seven votes on each Center issue. Enterprise Members contribute in increments of \$10,000 per year for each single voting right in an annually renewable membership. Enterprise membership is available to business enterprises and not-for-profit organizations.

A Member shall be admitted to the Center by:

- (a) acceptance of the Center Membership Agreement, which references these bylaws, at either the Charter or Enterprise Member level, and
- (b) payment of the required fees as listed in the appropriate Center Membership Agreement, or
- (c) appointment by the Center as a Distinguished Fellow or Faculty Associate.

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<sup>1</sup> The term “Sponsor” and “Member” will be used interchangeably throughout this document to represent a sponsoring organization, unless otherwise designated.

A Member, other than an appointed Distinguished Fellow or Faculty Associate, shall remain in good standing if fees, dues, and other assessments have been paid within the period set by the Center Membership Agreement and the Member continues to meet all of the other requirements of Membership. The relationship of each member to any other member or members is that of independent contractor. Nothing in these bylaws is intended to create a partnership or joint venture. U.S. laws regarding patent and intellectual property rights and use will bind center members.

## **Section 2.02 Privileges of Members**

Each Charter Member in good standing that satisfies the requirements for Membership shall be entitled to:

- (a) Involvement in shaping the development of CABIT, a leading university-based center focusing on business applications of technology;
- (b) Appoint one representative to serve on the Center Advisory Board;
- (c) Cast seven (7) votes on matters submitted to the Voting Members;
- (d) Vote to appoint the Chair of the Center Advisory Board;
- (e) Vote to change the definition of Target Technologies;
- (f) Availability of accurate and objective research data on topics that IT professionals and consumers of IT services have identified as being of practical importance. Improved conceptual/technical bases for strategic planning and operations using results and other findings spawned by CABIT associates as part of individual projects or projects undertaken with partner organizations;
- (g) Availability of CABIT associates to brainstorm and develop joint research proposals for opportunities with federal and other funding sources. Opportunity to interact with leading academicians and executives in other industries;
- (h) Access to a pool of MBAs and other graduate and undergraduate students with specific training in information technology;
- (i) Assist students designated by the Center with placement into the Internship Program;
- (j) License technology developed or caused to be developed by the Center prior to it being offered for licensing to non-Members;
- (k) Assist students designated by the Center with placement into the Internship Program;
- (l) Enter into customized research agreements where it is possible for the member organization to obtain certain rights to intellectual property that may be developed during the course of a project
- (m) Receive all publications of the Center, which are intended for regular distribution, as determined by the Center Advisory Board;
- (n) Enroll member organization employees in Center Workshops, Symposia and Seminars.

Each Enterprise Member in good standing that satisfies the requirements for Membership shall be entitled to:

- (a) Involvement in shaping the development of CABIT, a leading university-based center focusing on business applications of technology;
- (b) Opportunity to cast (1) vote per \$10,000 of membership fees on matters submitted to the voting members, except those related to target technologies;
- (c) Vote to appoint the Chair of the Center Advisory Board;
- (d) License technology developed or caused to be developed by the Center prior to it being offered for licensing to non-Members;
- (e) Enter into customized research agreements where it is possible for the member organization to obtain certain rights to intellectual property that may be developed during the course of a project per the rules and regulations of ASU;
- (f) Availability of accurate and objective research data on topics that IT professionals and consumers of IT services have identified as being of practical importance. Improved conceptual/technical bases for strategic planning and operations using results and other findings spawned by CABIT associates as part of individual projects or projects undertaken with partner organizations;
- (g) Availability of CABIT associates to brainstorm and develop joint research proposals for opportunities with federal and other funding sources. Opportunity to interact with leading academicians and executives in other industries;
- (h) Access to a pool of MBAs and other graduate and undergraduate students with specific training in information technology;
- (i) Assist students designated by the Center with placement into the Internship Program;
- (j) Receive all publications of the Center, which are intended for regular distributions, as determined by the Center Advisory Board;
- (k) Attendance at Center sponsored events. The focus of these sessions will center on information technology issues and their relation to business operations and strategies. Events will include the opportunity to network with leaders from the public and private sectors and will include workshops, symposia and seminars.

### **Section 2.03 Resignation by Member; Assignment of Membership**

A Member may resign as a Member at any time. The Center will not refund fees, dues and assessments already paid. Membership in the Center may not be assigned without the written approval of the Center, and any purported assignment without the written approval shall be void.

### **Section 2.04 Membership Book**

The name and address of each Member shall be contained in a Membership Book to be maintained at the principal office of the Center. Each Member shall be responsible for notifying the Center of all changes of name or address.

## **Section 2.05 Use of Names**

Neither the Center nor any Member shall use the name of the other in any form of publicity without the written permission of the other. Any Member may, however, disclose and publicize the Member's membership in the Center.

## **Section 2.06 Distinguished Fellows**

Distinguished individuals of the profession or academia may be appointed as non-voting Members of the Center with the title "Distinguished Fellow." Distinguished Fellows will be nominated by the Director and approved by a vote of the Advisory Board to serve for a three-year term.

## **Section 2.07 Faculty Associate**

Faculty associates are persons qualified by training and experience to teach university-level courses; they may be doctoral students who have completed all degree requirements except the dissertation.

# **ARTICLE III. MEETINGS OF MEMBERS**

## **Section 3.01 Voting Representatives**

Charter and Enterprise members' appointed representatives shall be the "Voting Representatives" of the Center. The Center Director, Associate Director, Director of Research, and at minimum seven, but not more than one-third of total votes outstanding, Director-appointed "Faculty Associates" shall be voting representatives of the Center. Faculty Associates will be faculty members of Arizona State University. The Dean of the College of Business, Arizona State University, the Director of the Seidman Research Institute in the College of Business, and two Faculty Associates appointed by the Director of the Seidman Research Institute shall also be voting representatives of the Center.

## **Section 3.02 Meetings**

The Center Advisory Board will determine the dates and times of meetings. Voting Representatives may participate by telephone or electronically.

## **Section 3.03 Notice of Meetings or Reports**

The Center Advisory Board shall give each Voting Representative written notice of each meeting at least one calendar week prior to the meeting. Each notice shall state the place, the date and the hour of the meeting. The notice of any meeting must state the general nature of any proposed action expected to be taken at the meeting.

### **Section 3.04 Adjournment of Meetings**

Any meeting of the Voting Representatives may be adjourned by the vote of a majority of the Voting Members present.

### **Section 3.05 Voting**

- (a) Each Charter Member's Voting Representative is entitled to seven votes; each Enterprise Member's Voting Representative is entitled to one vote per \$10,000 of fees contributed
- (b) A Voting Representative may authorize another person to act for him or her by proxy
- (c) Only the Voting Representatives at the Charter membership level, the Director, the Associate Director, Faculty Associates, the Director of the Seidman Research Institute and the Dean of the College of Business will be entitled to vote on issues affecting a change in the definition of the Center's Target Technologies
- (d) The Center's Director, Associate Director, Director of Research, College of Business Dean, Director of the Seidman Research Institute and Faculty Associates appointed to serve on the Center Advisory Board are entitled to one vote each.

### **Section 3.06 Quorum and Action**

Fifty percent of all total votes possible and 50% of the total of non-faculty votes possible, represented in person or represented by proxy, shall constitute a quorum. A majority vote of total votes represented in person or by proxy will be required to pass any item, except as otherwise provided in these Bylaws.

### **Section 3.07 Order of Business**

The presiding officer shall determine the order of business at all meetings of Voting Representatives.

## **ARTICLE IV. ADVISORY BOARD**

### **Section 4.01 Powers**

Subject to applicable law, the Center Advisory Board will manage the business and affairs of the Center. Each year the Advisory Board will contribute to the development of an annual plan of Center Activities, which it will report to Members. During the initial year, the Advisory Board will also participate in creating a proposed five-year strategic plan for the Center.

### **Section 4.02 Appointment, Term of Office, and Qualifications**

- (a) Each Advisory Board representative shall be appointed for a term of office of 1 year or until death, resignation or removal.

- (b) The following will be voting representatives of the Center Advisory Board: One representative from each of the Charter Members, one representative from each of the Enterprise Members, up to seven Faculty Associates, the Director, the Associate Director, the Director of Research, the Dean of the College of Business, and the Director of the Seidman Research Institute.
- (c) The Members of the Center will elect a Chair from among the voting members of the Advisory Board.

#### **Section 4.03 Resignation**

Any Advisory Board member may resign at any time by giving written notice of the resignation to the Chair of the Advisory Board.

#### **Section 4.04 Removal**

- (a) The Center Advisory Board may remove a representative of the Advisory Board for cause.
- (b) The relevant Charter or Enterprise Member or the Dean of the College of Business for cause may remove a representative of the Advisory Board at any time.

#### **Section 4.05 Vacancies**

- (a) The relevant Charter or Enterprise Center Sponsor or the Dean of the College of Business may fill a vacancy due to the death, resignation or removal of any representative. The term of a replacement member shall be the unexpired portion of the term of the member being replaced.
- (b) In the event of a vacancy in the Center Advisory Board, the remaining members may exercise the powers of the full Board until the vacancy is filled.

#### **Section 4.06 Meetings of The Center Advisory Board**

Meetings of the Center Advisory Board shall be held whenever called by the Chair, with notice to each representative on the Center Advisory Board. Meetings shall be held at any place or in any manner designated in the notice of the meeting. Representatives on the Center Advisory Board may participate in meetings by telephone or electronically.

#### **Section 4.07 Quorum**

A majority of the voting representatives of the Center Advisory Board will constitute a quorum. A majority vote of voting representatives present will be required to pass any item, except as provided in these Bylaws.

## **ARTICLE V. COMMITTEES**

### **Section 5.01 Committee Establishment**

The Center Advisory Board may appoint committees as it deems advisable, to perform the general or special duties pertaining to the Center's management, activities or affairs. Each committee shall adopt its own rules governing its meetings. Committee appointees will be representatives of Charter or Enterprise Members or tenured or tenure-track faculty of Arizona State University.

## **ARTICLE VI. OFFICERS**

### **Section 6.01 Officers**

The officers of the Center shall be:

- (a) A Director who shall be the Chief Executive Officer of the Center;
- (b) An Associate Director;
- (c) An Advisory Board Chair;
- (d) A Director of Research;
- (e) A Partnership Development Coordinator;
- (f) The Center may also have, at the discretion of the Center Advisory Board, one or more additional officers appointed in accordance with these Bylaws. One person may hold two or more offices.

### **Section 6.02 Election and Term**

The Director in consultation with the Dean of the College of Business and the Center Advisory Board shall choose the officers of the Center. Officers will be chosen from Voting Representatives.

### **Section 6.03 Resignation**

Any officer may resign at any time by giving written notice to the Center, subject to the rights, if any, of the Center under any contract to which the officer is a party.

### **Section 6.04 Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to the office.

### **Section 6.05 Director**

- (a) The Director will provide general supervision, direction, and control of the business and officers of the Center. The Director will be an employee of ASU, and subject to ASU hiring

policies and applicable law, and the Director will be appointed by the Dean of the College of Business for a one year term.

- (b) The Director shall preside at all meetings of the Voting Members. The Director will be a voting member of the Center Advisory Board.
- (c) The Director shall hold an annual meeting of the Center Advisory Board to review the sources and uses of funds of the Center

### **Section 6.06 Associate Director**

In the absence or disability of the Director, the Associate Director shall perform the duties of the Director. The Associate Director shall have the other powers and duties prescribed by the Center Advisory Board or these Bylaws. The Associate Director will be an employee of ASU and be appointed by the Dean of the College of Business for a one-year term. The Associate Director will be a voting member of the Center Advisory Board.

### **Section 6.07 Director of Research**

In the absence or disability of the Director and the Associate Director, the Director of Research shall perform the duties of the Director. The Director of Research will monitor research projects for consistency and progress, manage research report creation and dissemination and will guide the Center Advisory Board with respect to issues related to Target Technologies. The Director of Research will be an employee of ASU and be appointed by the Dean of the College of Business for a one-year term. The Associate Director will be a voting member of the Center Advisory Board.

### **Section 6.08 Secretary**

- (a) The Secretary shall keep written minutes of the proceedings of the Center Advisory Board and Committees of the Center Advisory Board. The Secretary shall keep a record of the names and addresses of all Center Members.
- (b) The Secretary shall give notice of all meetings to the Members as required by these Bylaws.

### **Section 6.09 Treasurer**

- (a) The Center Coordinator shall maintain written or electronic records of account.
- (b) The Coordinator shall deposit all monies and other valuables in accordance with University and ASU Foundation policies and procedures. The Coordinator shall disburse all funds of the Center as may be ordered by the Director, shall tender to the Director and Members, whenever requested, and account of all of the Coordinator's transactions as Coordinator, and of the financial condition of the Center, and shall have the other powers and perform the other duties as may be prescribed by the Director or by these Bylaws. Arizona State University or the ASU Foundation will maintain the account(s) as required by the Arizona Board of Regents' policies.

- (c) The Coordinator will be an employee of ASU and be supervised by the Director of the Center.

## **ARTICLE VII. CENTER RECORDS**

### **Section 7.01 Access to Records**

Center members may inspect all Center non-proprietary or non-payroll records upon reasonable request to the Director.

### **Section 7.02 Form of Records**

Minutes and other books and records shall be kept either in written or electronic form by the Center.

## **ARTICLE VIII. GRANTS, CONTRACTS, CENTER FUNDS**

### **Section 8.01 Grants**

Any gifts or grants to the Center will be made to the Center through the Director and deposited in accordance with the University and ASU Foundation policies and procedures. Center members may provide support for specific research projects, which will be used in accordance with negotiated agreements under the management of the Director and deposited and executed in accordance with the Bylaws and University policies.

### **Section 8.02 Execution of Agreements**

The Director may enter into any contract or execute and satisfy any instrument for the benefit of the Center, and the authority may be general or limited subject to the Bylaws and University policies and procedures.

### **Section 8.03 Membership Fees**

Any funds received designated for non-specific purposes may be utilized by the Center at the Center's discretion and subject to University policies and procedures.

### **Section 8.04 Checks, Drafts, Etc.**

All checks, drafts and other orders for the payment of money out of the funds of the Center and all notes or other evidences of indebtedness of the Center be subject to University and ASU Foundation policies and procedures pertaining to disbursement of funds.

### **Section 8.05 Deposits**

The funds of the Center not otherwise employed shall be deposited in an University or ASU Foundation account. Gifts and Grants to the Center will in an University or ASU Foundation account.

### **Section 8.06 Accountability**

An annual meeting of the Center Advisory Board will be called by the Director to review all Center sources and uses of funds. Reports of any internal or external audits will be made to the Center Advisory Board during this annual meeting. In addition, the Center will participate in the Annual Seidman Research Institute Center Review. The University requires that all Centers organized as a research unit be reviewed on a periodic basis to determine if there is a continuing need for the unit in its present form or if conditions should be assigned to its further existence. The University, under the jurisdiction of the Arizona Board of Regents, must establish dates and a policy for these reviews, to be known as the Annual Seidman Research Institute Center Review. (Appendix A is attached to provide preliminary guidelines on the anticipated uses of funds).

### **ARTICLE IX. INTERNSHIP PROGRAM**

The Center Advisory Board shall establish educational expectations and support requirements for Members that wish to sponsor student or faculty internships. The Center will sponsor an event making it possible for Member representatives to meet potential student interns with attendance limited to those students selected by Faculty Associates on the basis of their academic achievements, work experience and extra-curricular involvement. Where appropriate, specific academic programs will be targeted for internships, including the Applied Projects courses that serve as capstone courses for Programs. The overall goal of the Internship programs will be to enable rapid technology transfer and to maintain currency in academic programs.

### **ARTICLE X. ANTITRUST COMPLIANCE**

The Center will conduct all of its activities in conformance with the federal and state antitrust laws, including the Sherman Act, the Clayton Act, the Robinson-Patman Act and the Federal Trade Commission Act.

### **ARTICLE XI. NOTICE**

Notice may be given by mail addressed to the address of the Member on the records of the Center, with postage prepaid, and will deemed to be given when mailed. Unless law requires notice by mail, written notice may also be given by commercial delivery service, electronic mail or similar means.

## ARTICLE XII. AMENDMENTS

These Bylaws may be altered, amended or repealed or the Center Advisory Board may adopt new Bylaws.

