

Bylaws

ADMB Foundation

Adopted July 17, 2007

Article I - Name, purpose

1. The name of the organization shall be the "ADMB Foundation".
2. The objectives of the ADMB Foundation are to (a) Advance the ADMB project to provide free and open source software for data analysis and non-linear statistical modeling; (b) act as an official voice for the ADMB project, providing means of communication with the press, commercial and noncommercial organizations interested in the ADMB software; (c) coordinate development and promote use of ADMB; and (d) hold and administer the copyright of the ADMB software and documentation.

Article II - Membership

1. The "ADMB Foundation" consists of ordinary and supporting members. Ordinary members have a vote in the general assembly and participate actively in the work of the organization. Supporting members have no vote and promote the organization primarily by paying membership fees.
2. Only natural persons can become ordinary members. New ordinary members shall be admitted only by a majority vote of the existing ordinary members. This vote can be conducted either at a general assembly of the "ADMB Foundation" or by electronic means. The Board may nominate "Charter Members" as the initial group of ordinary members at establishment of the Foundation.
3. Any person or legal entity may become a supporting member. New supporting members can be temporarily admitted by the board of the organization. This temporary admission must be approved by the general assembly. Admission or approval for membership can be rejected without public justification.
4. The Board may, from time to time, nominate individuals representing particular organizations or groups as "Advisory Members" to assist the Board.
5. Membership terminates
 - (a) at the death of a person or the termination of existence of legal entities.
 - (b) by voluntary withdrawal from membership through written notice to the board of the organization.
 - (c) by an affirmative vote of a two-thirds majority of the ordinary members.

Article III - Meetings

1. General assembly

- a. The ordinary members of the "ADMB Foundation" at a meeting convened in the manner specified in paragraph V.2 or casting their votes as described in paragraph V.4 constitute the General Assembly and are the highest authority of the ADMB Foundation. Each ordinary member has one vote in the general assembly.
 - b. A meeting of the general assembly has to take place at least once every two years. A call, specifying the place, date, time and the agenda of a general assembly shall be sent to all ordinary members not less than one month before the date of the meeting of the general assembly. This call can be sent by written notice or by fax or email (to the fax number or email address specified by the member to the association). The meeting constitutes a quorum if at least two thirds of all ordinary members are present or have sent a representative with written authorization.
 - c. A meeting of the general assembly has to be called upon request by two members of the board or one quarter of all ordinary members.
 - d. In addition to meetings of the general assembly, decisions can be reached by casting votes using mail, fax, or e-mail. Questions under reference shall be sent to all ordinary members not less than one month before the date by which the replies have to reach the board of the organization.
 - e. All decisions of the general assembly are reached by majority vote, unless otherwise stated in these statutes.
 - f. The business transactions of the general assembly include:
 - (1) Election and dismissal of the members of the board.
 - (2) Election and dismissal of the auditors.
 - (3) Acceptance of activity report, statement and estimates of account.
 - (4) Release of the board.
 - (5) Determination of membership fees.
 - (5) Approval or rejection of proposed changes to these statutes.
 - (6) The decision to terminate the ADMB Foundation.
 - (7) Discussion of and decisions on other topics of the agenda
2. Notice. Notice of each meeting shall be given to each voting member, by email, not less than 30 days before the meeting.

Article IV - Board of Directors

- 1. The Board of Directors shall consist of at least 3 individuals: President, Secretary, Treasurer. The Board may appoint additional officers.

2. Board members may serve two consecutive three year terms.
3. Board members shall be elected by a majority of the voting members.
4. The Board shall meet at least once per year in person or by internet or telephone conference call. The President of may convene a board meed after notification by mail, telephone, e-mail, or fax two weeks before every board meeting.
5. Voting procedures shall be established by the President. Board meetings shall be governed by the latest edition of Robert's Rules of Order or some other well established parliamentary procedure .
6. Directors shall not be compensated for their service except for reimbursement of reasonable expenses.

Article V - Amendments

1. These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be sent out with regular Board announcements