

Constitution

CSAB, Inc.

Approved by the CSAB Board 5 February 2024

ARTICLE I Name

The name of this organization shall be CSAB, Inc., hereinafter referred to as CSAB.

ARTICLE II Purpose

The general purpose of CSAB shall be to advance the development and practice of computing disciplines in the public interest through the enhancement of quality educational certificate and degree programs in computing at all levels. The term "computing" defines a broad spectrum of disciplines, including but not limited to computer science, software engineering, cybersecurity, data science, computer engineering, information systems, information technology, computer technology, artificial intelligence, and other similar programs.

To achieve this purpose, CSAB shall:

1. participate in the activities of organizations that perform accreditation of educational programs in computing.
2. participate in the development of criteria for educational programs in computing to provide for a satisfactory level of competence of graduates at the specific levels for which the programs are designed.
3. provide information to academic institutions and others planning educational programs in computing.
4. promote intellectual development and understanding of subject areas that impact accreditation activities in computing.
5. provide for regular and orderly communication among its Member Organizations on matters related to accreditation.
6. organize and conduct forums for the consideration of accreditation issues of interest to its Member Organizations, industry, and the public at large.

ARTICLE III Membership

- A. Member Organizations.
 1. The membership of CSAB shall consist of those organizations (herein "Member Organizations") that (i) have objectives and programs which support the purposes of CSAB, and (ii) are actively engaged in the dissemination of technical knowledge, and (iii) have demonstrated interest and ongoing educational activities in the computing disciplines, and (iv) are not-for-profit individual membership organizations. The CSAB Board of Directors is empowered to enact in its Rules of Procedure such additional requirements as it deems necessary to ensure that future applicants for admission as Member Organizations fulfill the criteria stated above.
 2. The Association for Computing Machinery (ACM) and the Institute of Electrical and Electronics Engineers (IEEE) on behalf of the IEEE Computer Society (IEEE-

CS), an unincorporated subsidiary of IEEE, are initial Member Organizations of CSAB. The initial Member Organizations at the date of incorporation are considered to have fulfilled all the criteria for Member Organizations recited in part 1 of this section and any additional requirements for Member Organizations set forth in the CSAB Rules of Procedure.

B. Associate Member Organizations.

In addition to Member Organizations, CSAB may extend non-voting membership privileges to certain organizations (herein Associate Membership Organizations) that do not yet meet the qualifications for Member Organizations but may be expected to do so in the future. The CSAB Board of Directors is empowered to enact in its Rules of Procedure such additional requirements as it deems necessary for admission as an Associate Member Organization.

C. Approval Process.

1. An application for admission as either a Member Organization or an Associate Member Organization must be approved by the affirmative vote of two-thirds of the entire Board of Directors of CSAB and by the governing bodies of a sufficient number of Member Organizations such that the Representative Directors of those Member Organizations whose governing bodies approved admission constitute at least two-thirds of the Board of Directors.
2. A society or organization that has applied for membership in CSAB becomes a Member Organization or Associate Member Organization immediately upon completion of the process described in part 1 of this section.

ARTICLE IV Withdrawal

A. Voluntary Withdrawal.

A Member Organization or Associate Member Organization may withdraw from CSAB at the end of a CSAB fiscal year. A written notice of withdrawal must be submitted to the CSAB President at least six (6) months prior to such withdrawal. Upon withdrawal, the Member Organization or Associate Member Organization shall forfeit any possible claims to the assets of CSAB and shall cease to have any rights or privileges. However, such Member Organizations or Associate Member Organizations shall continue to be liable for any assessments until the effective date of withdrawal.

B. Involuntary Withdrawal.

Whenever a member Organization or Associate Member Organization fails to appoint its full complement of Representative Directors to the Board of Directors or to pay the annual assessment for operation of CSAB for a period of three (3) months or longer, such failure shall, at the option of the CSAB Board of Directors, constitute a request by a Member Organization or Associate Member Organization to withdraw from CSAB. In such cases, CSAB shall notify such Member Organization or Associate Member Organization of its default, and that unless such default is remedied within six (6) months from the date of notification, shall cease to have rights or privileges in the

organization, and that such Member Organization or Associate Member Organization shall continue to be liable for any assessments until the effective date of such withdrawal.

ARTICLE V Governing Body

A. Authority.

The Board of Directors shall be the governing body of CSAB.

The Board of Directors shall establish the Rules of Procedure, appoint committees, and administer the program required to carry out the purposes set forth in Article II of this Constitution.

A simple majority of the members of the Board of Directors shall constitute a quorum provided that there is in attendance at least one Representative Director from not less than two-thirds of the Member Organizations. Unless otherwise specified, CSAB Board actions shall require a simple majority vote of the Board members present, provided that a quorum is present.

B. Composition.

The voting membership of the Board of Directors shall consist of the Representative Directors appointed by the Member Organizations. The number of Representative Director positions shall be allocated in accordance with the procedures set forth in the CSAB Rules of Procedure. Each Representative Director casts one vote.

The number of Representative Directors to be appointed by a Member Organization shall be related to the total eligible voting membership of that Member Organization. With respect to the IEEE, the number of Representative Directors shall be based upon the membership of the IEEE-CS.

The entire Representative Director membership of the CSAB Board of Directors may not exceed fifteen (15) Representative Directors.

If the Board of Directors proposes any changes in the procedure for determining Member Organizations' entitlements to Representative Director appointments (as set forth in the Rules of Procedure), these changes must be approved by the governing bodies of a sufficient number of Member Organizations such that the Representative Directors of those Member Organizations whose governing bodies approved the changes constitute at least two-thirds of the Board of Directors.

The immediate Past-President shall serve as a non-voting ex-officio member of the Board throughout the term of the current President, unless otherwise a Board voting member.

- C. Officers.
The officers of CSAB shall be a President, a Vice-President, and a Secretary/Treasurer. The major duties of each office shall be recited in the CSAB Rules of Procedure.

The officers shall be nominated by the Nominations Committee and elected from the incumbent or incoming Representative Directors of the Board of Directors for one-year terms. The Nominations Committee is composed of the immediate Past President, who chairs the committee, and one Representative Director appointed by each Member Organization. Terms of office commence at the conclusion of the annual Board meeting and extend through the next annual meeting. Neither the President nor the Vice-President shall be eligible for re-election to the same office sooner than three years after the expiration of two consecutive terms in that office.

The officers shall retain their voting status on the Board of Directors and shall carry out their Representative Director duties and responsibilities throughout their terms of office. The election of a Representative Director as a CSAB officer does not create a vacancy in the group of Representative Directors to which a Member Organization is entitled under the Rules of Procedure. If necessary to maintain incumbent Representative Director status, the Vice President or President's term as a Representative Director shall be extended to cover their entire term of office, including any reelection to that office or election to a different office.

In case an officer is unable to perform the duties of office, the Board of Directors may elect a substitute or replacement at its next meeting, following the procedure described in this section.

- D. Representative Directors.
Except as noted in Article V Section C, each Representative Director shall serve for a term of three years which shall begin at the close of the annual meeting of the Board of Directors specified at the time of their appointment. The terms of approximately one-third of the Representative Directors shall expire each year. At the discretion of the Board of Directors, Member Organizations may be asked to nominate some of their initial Representative Directors for terms less than three years to achieve this staggered expiration.

A Representative Director may serve two complete consecutive terms in this capacity. A Representative Director may be reappointed to additional terms after a three-year break in service.

A vacancy in the representation of a Member Organization on the Board of Directors shall be filled by that Member Organization to complete the unexpired term. Completion of an unexpired term shall not constitute a term as defined elsewhere in this section.

The Rules of Procedure shall contain procedures for notifying CSAB of the appointment of Representative Directors, and governing the participation of Alternate Directors in meetings when Representative Directors are absent.

E. Observers.

Each Associate Member Organization may appoint one Observer to attend meetings of the Board of Directors. Such Observers will have no vote, but at the discretion of the presiding officer, they may be extended the courtesy of the floor. Observers may be replaced in accordance with the Rules of Procedure.

F. Meetings.

The Board of Directors shall hold an annual meeting. Additional meetings may be called by the President. However, if one-third of the Representative Directors request an additional meeting, the President must call it. Thirty (30) days' notice shall be given for Board meetings.

G. Reports.

The Board of Directors shall transmit to the governing bodies of the Member Organizations and Associate Member Organizations reports showing accomplishments in advancing the purpose of CSAB, a yearly CPA-audited financial statement, and a budget for each fiscal year.

ARTICLE VI Fiscal Matters

A. Fiscal Year.

The fiscal year of CSAB is October 1 to September 30.

B. Annual Assessments.

It is the intent that CSAB revenue and expenses will be balanced on a fiscal year to fiscal year basis.

The operating budget of CSAB may be supported in part by assessments upon the Member Organizations and Associate Member Organizations as determined annually by the Board of Directors.

The assessment for each Member Organization shall be determined by an equitable algorithm that takes into account the Member Organization's allotted number of Representative Directors on the Board of Directors. Any change in the assessment algorithm must be approved by a two-thirds majority of the Board members present, provided that a quorum is present.

Associate Member Organizations shall pay an assessment at least equal to the average Member Organization assessment per Representative Director (total Member Organization assessments divided by total number of Representative Directors). In special circumstances, the CSAB Board of Directors may elect to increase the assessment

of an Associate Member Organization to cover additional expenses arising from that organization's participation in CSAB activities.

If CSAB revenues exceed the audited operating expense budget in any one fiscal year, a proportional reduction of the next annual assessments may be made to each Member Organization and Associate Member Organization.

C. Budget.

Annually, the Executive Committee shall tentatively approve a proposed budget, that will then be provided to the Board of Directors for consideration at its next meeting. The Board of Directors shall approve the final budget by at least a two-thirds majority of the Board members present, provided that a quorum is present. The approved budget then shall be made available to the Member Organizations and Associate Member Organizations for their information. The operating expenditures of CSAB shall be offset by revenues from assessments charged annually to Member Organizations and Associate Member Organizations of CSAB and other financial contributions that (i) may be granted by industry, government, or charitable foundations and (ii) are determined by the Board of Directors to be appropriate to the purposes of CSAB.

When a change to the annual assessment is proposed in the budget of CSAB, the Executive Committee shall forward the proposed annual budget to the Member Organizations and Associate Member Organizations for their information at least three (3) months in advance of the fiscal year in which the assessments are to be used to offset expenditures. Final assessments shall not exceed the amounts used in the original proposed annual budget. Invoices for the annual assessments shall be presented immediately following approval of the final budget.

ARTICLE VII Amendments

Amendments to the Constitution may be proposed at any meeting of the Board of Directors. Proposed amendments shall be circulated with the agenda of the next Board meeting for possible endorsement. At the endorsement meeting, the Board may, at its discretion, allow simple, minor, or non-substantive alterations or clarifications to circulated amendments to be proposed and incorporated. Upon endorsement by a two-thirds majority of the Board members present, provided that a quorum is present, the proposed amendments shall be communicated to the Member Organizations and shall become effective when approved by the governing bodies of a sufficient number of Member Organizations such that the Representative Directors of those Member Organizations whose governing bodies approved the amendments constitute at least two-thirds of the Board of Directors.

ARTICLE VIII Precedence of Documents Governing CSAB

In case of conflict, the Certificate of Incorporation, the Constitution, and the Rules of Procedure shall take precedence, in that order. The scope of the Rules of Procedure shall be limited to the rules of operation of the Board of Directors and of CSAB committees, except for those matters specifically assigned to the Rules of Procedure elsewhere in this Constitution.