

BYLAWS OF THE
COMPUTER VISION FOUNDATION

1. **Name.** The name of this organization shall be the Computer Vision Foundation (“the CV Foundation”).
2. **Purpose.** The CV Foundation is a non-profit corporation whose purpose is to advance the science of computing by organizing and conducting conferences at which scientists specializing in the use of images in computing may meet and exchange information in furtherance of their research. This can include supporting or sponsoring, in whole or in part, such conferences as Computer Vision and Pattern Recognition (“CVPR”) and the International Conference on Computer Vision (“ICCV”). The CV Foundation can solicit donations and provide grants in furtherance of its goals.
3. **Organization.**

- A. **Board of Directors.** The Board of Directors is the senior executive body of the CV Foundation. The Board of Directors shall consist of not fewer than five persons who shall serve for a term of three years. An annual meeting of the Board of Directors of the corporation shall be held every year. At each annual meeting the incumbent directors shall vote to fill the offices of those directors whose terms of office are expiring. Board members whose terms are expiring shall be reelected in accordance with New York law at the annual Board meeting. Each member of the Board of Directors shall have one vote. The Board of Directors will ensure that 2/3 of its voting membership shall be general chairs of past or future approved CVPR or ICCV conferences.

The Board shall be composed as follows: first, each officer of the CV Foundation specifically designated herein is a Board member and will remain one until such time as his or her term of office as a director expires or he or she is replaced in accordance with these bylaws; second, the current chair of the Technical Committee on Pattern Analysis and Machine Intelligence (“PAMI-TC”) and the current editor-in-chief of the IEEE Transactions on Pattern Analysis and Machine Intelligence (“TPAMI EIC”) will serve as ex officio, non-voting Board members (assuming they are not otherwise on the board); third, for any CVPR or ICCV that the CV Foundation co-sponsors, the Board of Directors may elect a member of the conference’s organizing committee to the Board; and fourth, additional Board members may also be elected as long as they have been selected to serve as general chairs of CVPR or ICCV. Election of new members to the Board of Directors requires a majority vote. If by reason of resignation or death or any other reason a member of the Board of Directors is no longer able to function in that role, the Board may replace that member or fill any vacancy by a simple majority vote.

- B. **Officers.** The officers of the CV Foundation shall be the President, Vice-President, Treasurer, Secretary and General Counsel. Each of these officers shall serve as members of the Board of Directors. Additional officers may be designated by the Board of Directors from time to time.

(1) The President is the chief executive officer of the CV Foundation. He or she shall be elected by the Board of Directors from among its members for a period of three years. The President holds the corporate records, is empowered to sign legal instruments on behalf of the CV Foundation provided that such legal instruments are approved by the Board of Directors and

generally shall act on behalf of the CV Foundation in day-to-day matters. The President is also the Chairman of the Board for legal purposes.

(2) The Vice-President is the officer responsible for assuming some or all of the duties of the President in the event the latter becomes temporarily unavailable or is otherwise unable to undertake those duties. In the event an expense of the CV Foundation is incurred by the President or Treasurer, approval of the Vice-President is required in lieu of the officer incurring the expense. The Vice-President shall be elected by the Board of Directors from among its members for a period of three years.

(3) The Treasurer is the officer responsible for financial matters of the CV Foundation and for disbursement of monies for the operation of the Foundation and its activities. The Treasurer shall be elected by the Board of Directors from among its members for a period of three years.

(4) The Secretary is the officer responsible for establishing and maintaining corporate records including records of the meetings of the Board of Directors as well as maintaining corporate correspondence. The Secretary shall be elected by the Board of Directors from among its members for a period of three years. The Secretary is responsible for holding a duplicate set of corporate records.

(5) The General Counsel of the Foundation shall be elected by the Board for a term of three years and shall be a member of the New York Bar. The General Counsel shall provide the legal representation to the Foundation and be a member of the Board of Directors.

The officers serve as the executive agents of the CV Foundation and act with the concurrence of the Board of Directors. The Board of Directors is the primary decision making unit of the CV Foundation. The Board of Directors may delegate portions of its authority as appropriate to the CV Foundation officers reserving, however, the right to rescind this delegation by majority vote. The CV Foundation officers, in conjunction with the Board of Directors, shall be responsible for maintaining the financial integrity of the CV Foundation. This may be done by setting registration fees, applying for grants to support the CV Foundation's operation, co-sponsoring events with CVPR and ICCV, and using other revenue-raising devices generally accepted for educational and research support in the scientific community. The officers incur no personal financial responsibility for the CV Foundation.

4. **Annual and Special Meetings.** In addition to holding an annual meeting as set forth herein for the purpose of voting to reelect or choose new members or deciding other outstanding matters relating to the operation of the CV Foundation, the Board of Directors may elect to hold additional technical meetings. As provided herein, the Board of Directors may also elect to join other professional organizations in co-sponsoring other technical or professional meetings. The Board of Directors may hold additional meetings as appropriate.
5. **Support of CVPR and ICCV.** In accordance with its mission, the CV Foundation is authorized to spend money for the following purposes: student travel grants for CVPR and ICCV; prizes awarded at CVPR or ICCV; liability insurance for CVPR or ICCV; and other support for CVPR or ICCV that is requested by all general chairs of a CVPR or ICCV. Any request for support for CVPR or ICCV made by the general chairs will be publicly posted on the CV Foundation's web page at least two weeks prior to being approved.

All expenses require approval of both the President and the Treasurer of the CV Foundation. In the event an expense is incurred by the President or the Treasurer, approval by the Vice-President is required in lieu of the officer incurring the expense. It is the policy of the CV foundation that administrative expenses shall be minimized to the extent possible, consistent with achieving the foundation's objectives.

All CV Foundation grants to support a conference will be listed on its web page.

The CV Foundation is authorized to sponsor or co-sponsor CVPR and ICCV. It can solicit donations to support its goals, and can provide its sponsors with appropriate recognition at CVPR or ICCV with approval from the conference organizers.

If the CV foundation chooses to sponsor, in whole or in part, a publication venue such as a conference, workshop, or journal, the CV foundation shall exercise no control over the papers accepted or published by such a venue. In particular the CV foundation will have no authority to cause an accepted paper to be altered or removed.

The CV Foundation will report to the PAMI-TC on its activities at each Technical Committee ("TC") meeting. Any motion approved by the TC regarding the CV Foundation will be given serious consideration and discussed at the next board meeting of the foundation.

Membership in the CV Foundation is open to anyone who is interested in the field of computer vision. The initial members of the CV Foundation will be anyone who registered for CVPR 2011 in Colorado Springs. Members shall pay no cost for membership.

The board may at its discretion authorize other grades of membership, and may grant any form of uncompensated recognition to its early supporters and donors.

6. **Solicitations.** The CV Foundation may solicit Federal agencies, for example the National Science Foundation and similar Federal granting agencies for support of the annual CV Foundation meetings. The CV Foundation may also solicit grants for support of its operation from private industry active in the field of computer vision, such as Microsoft. These solicitations will be by email and/or phone calls to specific individuals in the agencies and companies. The operations to be supported by such grants will include all ordinary expenses to support computer vision research, including the support of annual meetings.
7. **Voting.** Members of the board of directors do not need to be physically present at a board meeting, but can attend and vote by telephone or via any technology with similar functionality. Elections and decision making shall be by simple majority vote except for amending these Bylaws which shall require a two-thirds vote. Elections and decisions are made by the majority of those Board members attending the Board Meeting, provided a quorum of at least half the members is attending. Any Board member shall have the right to call for a mail, email or FAX ballot of the full Board of Directors. In the event that those Board members attending the Board of Directors meeting are deadlocked, mail, email or FAX ballot of the full Board of Directors shall be used to resolve the deadlock.

The Board of Directors may establish additional permanent or ad hoc committees. Members of these committees need not be members of the Board of Directors.

8. Additional Provisions.

(a) This Corporation shall indemnify and hold harmless each of its directors and officers (and his or her executor, personal representative and heirs), whether or not then in office, who were or are a party or are threatened to be made a party to any proceeding, whether civil, criminal, administrative or investigative (including an action or suit by or in the right of the Corporation) by reason of the fact that he or she is or was a director or officer of the Corporation, against expenses (including all reasonable attorney's fees), judgments, fines, and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding, unless there is a final adjudication by a court of competent jurisdiction that such person is liable for gross negligence, or willful misconduct or a knowing violation of criminal law. All reasonable attorney's fees and costs shall be reimbursed immediately by the Corporation as they are incurred by such person, and shall be promptly repaid to the Corporation only upon a final adjudication by a court of competent jurisdiction that such person is liable for gross negligence, or willful misconduct or a knowing violation of criminal law. The foregoing right to indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled including but not limited to any rights under policies of insurance that may be purchased and maintained by the Corporation.

(b) In any proceeding brought in the right of this Corporation or brought by or on behalf of the Corporation, the damages assessed against an officer or director arising out of a single transaction, occurrence or course of conduct shall not exceed the lesser of (i) \$1,000.00, or (ii) a lesser amount (if any) as may be afforded by law from time to time, unless there is a final adjudication by a court of competent jurisdiction that such person was engaged in willful misconduct or a knowing violation of criminal law. The limitation on liability provided herein shall not be deemed to supersede or prevent any greater limitation on liability as may be afforded by law from time to time.

(c) Unless otherwise provided herein, the provisions of New York law apply and are incorporated herein by reference and made a part of these bylaws as if fully set out herein.

9. **Amendments.** These bylaws may be amended by a two-thirds vote of the Board of Directors. A vote to amend the bylaws may occur at either the annual meeting or at a special meeting called for that purpose as provided for in these bylaws. Two week's notice to the Board is required for any vote on amending the bylaws.

10. Founding Board and Officers.

President: Ramin Zabih, Computer Science Department, Cornell University,
4130 Upson Hall, Ithaca, NY 14853

Vice-President: Shmuel Peleg, School of Computer Science and Engineering,
The Hebrew University of Jerusalem, Israel

Treasurer: Terry Boulton, Computer Science Department, University of Colorado at Colorado Springs,
1420 Austin Bluffs Parkway, P.O. Box 7150, Colorado Springs, CO 80933-7150

Secretary: Gerard Medioni, Institute for Robotics and Intelligence Systems,
University of Southern California, Los Angeles, CA 90089-0273

General Counsel: Melanie Oxhorn, Law Offices of Melanie L. Oxhorn, P.C.,
101 E. State St. #128, Ithaca, NY 14850