

CSAB, Inc.

Rules of Procedure

October 11, 2008

I. Governing Rules

These Rules of Procedure govern the operation of the Board of Directors, duly designated committees and other operating units.

Additional policies and procedures determined by the Board of Directors and the duly designated committees and operating units, acting in accordance with the CSAB Constitution and Rules of Procedure, are contained in a Policy and Procedures Appendix to these Rules of Procedure.

II. Duties of CSAB Officers and Immediate Past President

The duties of CSAB officers are as follows:

A. President

1. Administer the CSAB Corporation as Chief Executive Officer.
2. Oversee the activities of, and assign responsibilities to, the CSAB Executive Director.
3. Preside over CSAB Board meetings.
4. Act as official spokesperson for CSAB on appropriate public occasions.
5. Establish the agenda for the CSAB Annual Meeting.

B. Vice President

1. Assume the responsibilities of the President when the President is unable to do so.
2. Coordinate CSAB Committee activities.
3. Coordinate staff personnel matters e.g., fringe benefits, vacation policies.

C. Secretary-Treasurer

1. Monitor the financial activities of the CSAB Executive Director.
2. Insure timely budget preparation.
3. Insure the conduct of outside audits.
4. Monitor the activities of the CSAB Executive Director in preparing meeting minutes and official CSAB files.
5. Review and approve all CSAB expenditures, except for those specifically delegated to the CSAB Executive Director's approval authority.

D. The duties of the Immediate Past President are as follows:

1. Chair the CSAB Nominating Committee.
2. Conduct special projects assigned by the CSAB President or the CSAB Executive Committee.

III. Representative Directors

Subject to Article V of the CSAB Constitution, the number of Representative Director positions on the Board to which a member organization is entitled is related to its full, dues paying, voting membership as counted at the end of the member organization's fiscal year. The Representative Director positions are allocated based on the membership size of the participating organizations. At this time, one representative director will be allocated for each 20,000 members of the participating organizations, to include professional and student members. Organizations with less than 20,000 members will be

allocated one representative director. Each member organization, regardless of size, is not allowed more than 4 representative directors. The CSAB Admissions Committee, with the approval of the Board, can make changes to this allocation formula. This committee, for participation purposes, will also review the society membership every five years.

At no time will the Board membership exceed 15 representative directors. If, as a result of the membership count, this number should be reached, than the formula will be adjusted to accommodate a maximum of 15 Directors.

The member organizations shall appoint their Representative Directors and Alternates at least two (2) months prior to the annual meeting of the Board of Directors. Associate member organization shall appoint its non-voting Observer in the same fashion. Member organizations having at least four (4) Representative Directors are entitled to two (2) Alternates. Other member organizations entitled to one (1) Alternate. An alternate may vote for a Representative Director of the corresponding member organization if so designated in writing to the CSAB Executive Director by that Representative Director. No proxies are allowed. Alternates so authorized shall be recognized at the meeting and shall have all of the rights and privileges of a Representative Director for the period during which they hold a proxy. Other Alternates shall only have the privilege of the floor for discussion.

IV. Executive Director

The Board of Directors shall appoint or contract for the services of an Executive Director whose duties shall be those defined by the Board of Directors. The Executive Director shall be expected to attend all Board meetings and may attend all meetings of standing and special committees. In all cases, the Executive Director shall have no vote therein. The Executive Director shall be custodian of records, including permanent records relating to CSAB business, manager of the administrative aspects of CSAB and, for corporate purposes, Assistant Secretary of the Corporation.

V. Executive Committee

Voting Members

The voting members of the CSAB Executive Committee are the CSAB President, Vice President and the Secretary-Treasurer. If one or more member societies of CSAB is not represented by a voting member of the Executive Committee, the CSAB Board shall elect an additional voting member representing one such society to the Executive Committee. This member's term of office shall be for one year.

Non-voting Members

The immediate past president of CSAB and the CSAB Executive Director are non-voting members of the Executive Committee.

ABET Board Representation

If none of the above listed members of the Executive Committee are CSAB appointed ABET directors, then the most senior CSAB appointed ABET Director shall be a non-voting member of the Executive Committee.

The Executive Committee shall examine and formulate matters for consideration by the CSAB Board and its Committees. It will appoint and advise, with Board approval, the representatives to the ABET Board.

The CSAB Executive Committee is authorized to conduct business on behalf of the CSAB Board. All such actions must be communicated to the Board and are subject to review at the next Board meeting.

The CSAB Executive Committee shall prepare the annual budget for Board approval. It shall be responsible for the preparation of the annual financial statement, which it shall have audited by a recognized (CPA) auditing body. The Executive Committee shall also be responsible for preparing suitable supporting material relative to the programs to be financed, for presentation to the member organizations and associate member organizations at the time the annual assessments are submitted.

The CSAB Executive Committee shall provide guidance to the CSAB Executive Director.

VI. Standing and ad hoc Committees of the Board

The CSAB Board of Directors shall establish standing committees, as it deems necessary. Ad hoc committees may be established by the President or the Board. Appointments to ad hoc committees may be made by the President, subject to review of the Board.

Except as explicitly stated elsewhere in this section, any member of a standing committee shall be a member of at least one member organization or associate member organization of CSAB.

Unless specified elsewhere, the chairpersons of all standing committees shall be appointed by the President and confirmed by the Board of Directors. All chairpersons shall assume their duties at the close of the Annual Meeting of the Board of Directors.

The term of each standing committee member shall be for two (2) years and members shall normally be limited to three (3) consecutive terms.

Unless otherwise noted, appointments of committee members to all standing committees are made by the President and confirmed by the Board of Directors from nominations submitted by the chairpersons of the committees, the member organizations and associate member organizations prior to the Annual Meeting.

Terms of office for committee members begin at the close of the annual meeting of the Board of Directors and extend through the annual meeting two years thereafter unless otherwise designated.

Committee Chairs shall provide written interim reports for each regularly scheduled meeting of the Board of Directors and additional reports as requested by the CSAB President.

A listing of the Standing and ad hoc Committees of the Board as well as their charters and membership shall be provided annually by the CSAB Executive Director

VII. Meetings

Observers, other than those defined elsewhere in the CSAB Constitution and Rules of Procedure, may attend meetings of the Board and its Committees. Activities of a personal or confidential nature will be handled in a closed, executive session. Unless the Board of

Directors has previously approved an alternative procedure, Robert's Rules of Procedure will prevail.

VIII. Annual Report

The Board of Directors shall prepare an Annual Report, which shall include the list of accredited programs in computing for which CSAB is a lead or cooperating society.

IX. Changes in Rules of Procedure

Changes in the Rules of Procedure may be proposed at any meeting of the Board of Directors by the President or upon the request of one-third (1/3) of the members of the Board of Directors and shall be circulated with the agenda of the next Board meeting. Unless otherwise specified in the CSAB Constitution or Rules of Procedure, the proposed changes will then become effective upon approval by a majority of the Board members present, provided that a quorum exists.

X. Indemnification

To the extent permitted by law, in the event any officer, director, agent or employee of CSAB becomes, or is made, a party to any action suit or proceeding, by reason of the fact that he or she is or was such an officer, director or agent or employee, the Board of Director shall have the authority, in their sole discretion, to indemnify such persons against part or all of any judgements, fines or penalties levied against him or her, including attorney's fees and expenses incurred by him or her in connection with such action provided that the Board of Directors believes that such officer, Director, agent or employee acted in good faith. The expenses paid of the damages assessed against such individuals may be paid in advance of final disposition of action.

XI. Conflict of Interest

The Board shall establish policies with respect to potential conflict of interest in its operations.

XI. Contracts

The Board of Directors shall have the authority to engage in contracts on behalf of CSAB.