

# **THE CONSTITUTION OF THE ARTIFICIAL GENERAL INTELLIGENCE SOCIETY**

Adopted 08/12/2026

## **Preamble**

We believe that Artificial General Intelligence (AGI) is a subject that belongs to society. We establish the AGI Society as an independent international institution dedicated to promoting humanity's understanding and design of AGI through scientific inquiry, education, open dialogue, and enduring public service. We recognize that every person approaches AGI with different experiences, hopes, fears, incentives, and uncertainties, and that understanding them is essential to understanding AGI. We facilitate co-operation and communication of AGI topics so they can be examined openly, evidence can be evaluated honestly, and understanding can advance independent of political, commercial, or ideological capture. The AGI Society exists because humanity deserves an institution focused on AGI that belongs to society itself.

## **Article I — The AGI Society**

### **Identity**

The name of the Society is the Artificial General Intelligence Society. The abbreviation "AGI Society" may also be used as appropriate.

For the purposes of this Constitution, Artificial General Intelligence is defined as: Engineered systems whose demonstrated capabilities meet or exceed those demonstrated by humans across an open-ended range of capability domains.

The AGI Society is a structurally independent international nonprofit organization. It exists to advance society's understanding of Artificial General Intelligence through scientific inquiry, education, public engagement, publications, conferences, and international collaboration.

### **Legal Form**

The Society is incorporated as a nonprofit nonstock corporation under the General Corporation Law of the State of Delaware, by certificate of incorporation filed 21 September 2011. Article FOURTH of that certificate provides that the conditions of membership shall be stated in the bylaws. This Constitution is adopted as the bylaws of the corporation and has effect as such, and the conditions of membership stated in Article II of this Constitution are the conditions of membership for the purposes of that certificate. Where this Constitution conflicts with the Society's certificate of incorporation or with mandatory law, the certificate or the law governs; in that event the Board shall promptly propose an amendment to this Constitution, or recommend an amendment to the certificate, sufficient to restore

consistency. Incorporation in a single jurisdiction does not limit the Society's character or operation as an international body.

## **Objects of the Society**

- To promote the study of Artificial General Intelligence and the design of Artificially Generally Intelligent systems.
- To facilitate co-operation and communication among those interested in the study and pursuit of AGI.
- To hold conferences and meetings for the communication of knowledge concerning AGI.
- To produce publications regarding artificial general intelligence research and development.
- To publicize and disseminate by other means knowledge and views concerning artificial general intelligence.
- To remain structurally independent from governments, corporations, political parties, and commercial control.
- To promote the study of AGI with rigorous scientific integrity and evidence-based inquiry.
- To promote distributed control and steering of AGI study via Regional Chapters worldwide.
- To provide long-term stewardship of AGI study for future generations through intellectual openness.

## **Article II — Membership**

Membership is open to individuals who support the mission and values of the Society.

The Board may establish classes of membership, including voting, non-voting, supporting, honorary, institutional, or other classes, provided that the rights of each class are publicly defined and applied consistently. In this Constitution, "voting member" means any member holding a class of membership that carries the right to vote, and every threshold expressed as a number or percentage of members refers to voting members unless stated otherwise.

Voting membership shall be available under transparent criteria established by the Board and shall not be denied on the basis of institutional affiliation, nationality, political belief, or disagreement with Society leadership.

Voting members may vote in elections for Directors and Chapter Chairs, stand for elected office, sign petitions, and vote on amendments and dissolution. All members may participate in Society activities and may organize Chapters.

Voting membership shall be subject to annual confirmation by the Member, by whatever simple means the Board provides and without charge where membership is offered without charge. A Member who does not confirm ceases to be a voting Member and may be restored to voting membership at any time

upon confirmation. Persons who are not voting Members are not counted toward any threshold in this Constitution expressed as a number or percentage of voting members.

Members are expected to uphold this Constitution, respect other members, and contribute constructively.

The Board may establish dues, waive dues, or create no-cost membership categories consistent with the Society's mission and financial sustainability.

A member may resign by written notice to the Society.

Membership may be suspended or terminated only for material violation of this Constitution, serious misconduct, misuse of Society resources, harassment, fraud, or conduct substantially harmful to the Society's mission. Any such action shall require notice to the member, a stated basis for the action, and a reasonable opportunity to respond, except where immediate temporary suspension is necessary to protect members, staff, property, or the integrity of Society operations.

## **Article III — Regional Chapters**

Regional Chapters are the primary organizational units of the Society and the principal means through which Members participate in the Society's work locally, regionally, and culturally. Each Chapter exists to build community, organize educational and scientific activities, recruit Members, cultivate future leaders, represent the Society within its region, and strengthen the Society as a whole.

A Chapter may be recognized by the Board upon application by Members in a defined region or community of practice. Recognition shall require a stated geographic or functional scope, an initial Chapter Chair or organizing committee, and agreement to operate consistently with this Constitution and Society policy.

Chapter Chairs shall be elected by the voting Members of their Chapter for three-year terms under procedures established by Board policy. Chapter election procedures shall provide reasonable notice, fair nomination access, transparent vote collection, and a documented method for resolving disputes.

A Chapter Chair may resign, may be recalled by the voting Members of the Chapter under procedures established by Board policy, or may be removed by the Board for cause after written notice and a reasonable opportunity to respond. Cause includes serious misconduct, misuse of Society or Chapter resources, or material breach of this Constitution or Society policy. A vacancy shall be filled by Chapter election, or by Board appointment of an interim Chair until such an election can be held.

Chapters may organize events, recruit Members, develop local partnerships, propose candidates for Society office, recommend constitutional amendments, raise local funds under Society policy, and conduct programs consistent with the Society's mission.

Society Leadership exists to enable and support Chapters by providing shared capabilities including communications, fundraising support, technology, publications, conferences, legal coordination, financial administration, and international partnerships.

Chapters may not incur debt, bind the Society to contracts, use Society funds, represent legal authority, or enter into formal partnerships except as authorized by Society policy or delegated authority.

Funds raised by or for a Chapter shall be used for purposes consistent with the Society's mission and applicable donor restrictions. Chapter funds remain subject to Society financial controls, accounting, reporting, and legal obligations.

The Board may recognize, merge, suspend, or dissolve Chapters only through transparent procedures consistent with this Constitution. Except in urgent circumstances involving legal, financial, safety, or reputational risk, a Chapter shall receive notice of the proposed action and a reasonable opportunity to respond.

The Board shall maintain a published Chapter policy describing recognition, elections, member participation, reporting, finances, use of Society name and marks, suspension, dissolution, and appeal procedures.

## **Article IV — Governance**

Under this Constitution the voting Members elect the Board of Directors and their Chapter Chairs. The Board appoints the Executive Director, who leads Society Leadership. Society Leadership is appointed rather than elected and serves under the direction of the Board. Authority should be exercised at the lowest level capable of carrying out a responsibility effectively.

Governance exists to preserve the Society's mission, independence, financial health, and long-term continuity.

Operational authority may be delegated, but constitutional responsibility remains with the governing body to which it is assigned.

## **Article V — Board of Directors**

The Board is the governing body of the Society.

The Board shall consist of not fewer than five and not more than fifteen voting Directors elected by the voting Members. The exact number of Directors within this range shall be established by Board resolution or policy. The Executive Director shall serve on the Board ex officio, without a vote, and shall not be counted toward the size of the Board or toward quorum.

Directors serve three-year terms. Terms shall be staggered so that, as nearly as practicable, one-third of Director seats are filled at each annual election. A Director elected or appointed to fill a vacancy serves only the remainder of the unexpired term. No Director may continue beyond the end of a term without re-election or reappointment under procedures established by this Constitution and Board policy.

The Board's responsibilities include preserving the mission, safeguarding the Society's independence, exercising fiduciary stewardship of its resources, appointing and evaluating the Executive Director,

approving long-term strategy, approving the annual budget, overseeing major institutional risks, guiding the Society's long-term direction, and protecting this Constitution.

Directors serve the membership and act as stewards of the institution rather than representatives of private interests, employers, donors, governments, political parties, or commercial entities.

The Board may establish committees and advisory bodies consistent with this Constitution. Committees may exercise delegated authority only to the extent expressly authorized by the Board. The Board may not delegate its ultimate constitutional responsibility.

A quorum of the Board shall consist of a majority of currently serving voting Directors, excluding vacant seats. No Board action may be taken without quorum except to adjourn, schedule a subsequent meeting, or preserve urgent legal or financial continuity.

Board decisions shall be made by majority vote of Directors present and voting unless this Constitution or Board policy requires a higher threshold.

The Secretary, or another person designated by the Board, shall keep minutes of Board meetings, including all formal votes. Minutes shall be maintained as permanent Society records and made available to members in a form consistent with privacy, legal, employment, and donor-confidentiality obligations.

A Director may be removed for cause by a two-thirds vote of all non-recused Directors after written notice and an opportunity to respond. Cause includes material breach of fiduciary duty, serious misconduct, repeated failure to participate, misuse of Society resources, undisclosed conflict of interest, fraud, or conduct substantially harmful to the Society's mission or independence.

A Director may also be subject to a member recall vote. A recall petition shall require signatures from voting members equal to the greater of twenty-five voting members or five percent of voting membership, capped at five hundred signatures. A recall vote shall be held within ninety days after validation of the petition. Removal by recall shall require a majority of votes cast, provided that at least fifteen percent of voting members participate.

No Director shall be subject to more than one recall petition in a twelve-month period based substantially on the same grounds.

If a Board seat becomes vacant, the Board may appoint an interim Director to serve until the next regular election. If vacancies cause the Board to fall below the minimum number of Directors required by this Constitution, the Board shall call a special election within sixty days unless the next regular election will occur within that period.

## **Article VI — Society Leadership**

Society Leadership exists to support Regional Chapters and execute the strategic direction established by the Board. Society Leadership consists of the Executive Director together with officers, staff, volunteers, and appointed leaders entrusted with advancing the Society's mission.

The Executive Director serves at the pleasure of the Board and may be removed by majority vote of the Directors then serving, unless Board policy requires a higher threshold.

The Executive Director shall receive an annual performance review by the Board or a committee designated by the Board. The Executive Director may hire, supervise, and remove staff, contractors, and volunteers within the budget and authority approved by the Board.

If the office of Executive Director becomes vacant, the Board may appoint an Acting Executive Director or interim executive authority until a successor is appointed. The Executive Director's ex officio Board seat attaches to the office and not to the person; it passes to any successor or acting officeholder and is not retained by a departing Executive Director.

## **Article VII — Officers**

The Board may establish officer positions including Chair, Vice Chair, Treasurer, Secretary, Journal Editor, Conference Chair, and other offices necessary for effective operation.

The Chair is responsible for convening and facilitating Board meetings, coordinating Board governance, and ensuring that the Board fulfills its constitutional responsibilities.

The Treasurer is responsible for financial oversight, budget reporting, financial controls, and regular reporting to the Board.

The Secretary is responsible for governance records, minutes, notices, election records, and custody of official constitutional documents, and for maintaining the register of Members, which shall record each Member's class, the date membership began, and a current means of giving notice. The register shall be maintained in accordance with applicable data-protection law and shall not be disclosed except as required for the conduct of Society business or by law.

The same person may hold more than one office except that the Chair and Treasurer shall not be the same person.

Officers are appointed or elected under procedures established by the Board and may be removed from office by the Board. Removal from an officer role does not by itself remove the person from the Board unless the person is separately removed as a Director under Article V.

## **Article VIII — Elections and Appointments**

Election procedures shall be transparent, fair, and publicly documented. Members shall elect Directors through open elections conducted under published rules that ensure equal opportunity for nomination, voting, and verification of results.

Candidates for election to the Board may be placed on the ballot by: (1) nomination by the Board; (2) nomination by a recognized Regional Chapter; or (3) nomination by petition of the voting membership

equal to the greater of twenty-five voting members or one percent of voting membership, capped at two hundred signatures.

A candidate must consent to nomination before appearing on the ballot.

The Board shall fix a record date for each election and for each vote of the Members, which shall be no later than the date on which notice of the vote is given. Only persons who are voting Members as of the record date are entitled to vote in that election or on that question.

Notice of a Board election shall be provided to voting members at least thirty days before voting opens. Candidate names and statements shall be made available to voting members at least fourteen days before voting opens.

Voting may be conducted electronically or by any other reliable method approved by the Board, provided that the method reasonably protects ballot integrity, member eligibility, accessibility, and verifiability. Election results shall be certified by the Secretary or by an independent election administrator designated by the Board and shall be reported to the membership.

The Board shall maintain a published elections policy describing nomination and petition procedures, ballot methods, certification, recounts, invalid ballots, candidate eligibility challenges, election disputes, and other procedural questions. That policy shall be consistent with the minimum notice periods stated above.

## **Article IX — Advisory Bodies and Emeritus Service**

The Board may establish additional advisory or governance councils to provide expertise without governance authority.

Board Member Emeritus recognizes distinguished service and carries no voting authority unless separately elected.

## **Article X — Financial Stewardship**

All Society assets, revenues, grants, donations, sponsorships, intellectual property, and other resources exist solely to advance the mission.

The income and property of the Society shall be applied only toward the purposes stated in this Constitution. No part of the Society's income or assets shall be distributed to members, Directors, officers, employees, donors, sponsors, or private persons except as reasonable compensation for services, reimbursement of authorized expenses, or payment for goods and services legitimately incurred in furtherance of the Society's mission.

No substantial part of the activities of the Society shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Society shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

The Board shall conduct the affairs of the Society so as to preserve its eligibility for recognition as an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or such comparable status as the Board may determine to be appropriate.

The Board shall approve an annual budget and maintain financial controls appropriate to the Society's size, risk, and legal obligations.

The Treasurer shall provide regular financial reports to the Board. At least annually, the Society shall provide members with a financial summary describing revenue, expenses, assets, liabilities, restricted funds, and major program expenditures, subject to legal, privacy, donor-confidentiality, and employment obligations.

The Board shall maintain policies governing conflicts of interest, reimbursement, compensation, contracting authority, restricted funds, reserves, grants, sponsorships, and acceptance of donations.

Restricted donations or grants may be accepted only when their restrictions are consistent with the Society's mission, independence, and legal obligations.

No donor, sponsor, partner, corporation, government, political party, or outside entity shall obtain governance authority by virtue of financial contribution.

Compensation for the Executive Director and any compensated Director, officer, employee, or contractor shall be reasonable, documented, approved by disinterested decision-makers, and consistent with applicable nonprofit law.

The Board may require an audit, financial review, or independent accounting review when required by law, required by a funder, or appropriate to the Society's size and financial complexity.

The Society shall indemnify Directors, officers, and other agents against liabilities and reasonable expenses incurred in good faith in the course of their service to the Society, to the fullest extent permitted by applicable law, and may purchase insurance for that purpose. No indemnification shall be provided in respect of fraud, willful misconduct, or knowing violation of law.

## **Article XI — Amendments**

This Constitution may be amended only through procedures that provide advance notice, meaningful member participation, and protection against institutional capture. The full text of any proposed amendment shall be provided to voting members at least thirty days before voting opens. An amendment shall be adopted only if approved by two-thirds of votes cast by voting members, provided that at least fifteen percent of voting members participate.

An amendment may be proposed by: (1) two-thirds vote of the Board; (2) a petition of voting members equal to the greater of fifty voting members or five percent of voting members, capped at five hundred signatures; or (3) a proposal adopted by at least three recognized Regional Chapters under procedures established by Board policy.

No amendment may eliminate the Society's structural independence, convert Society assets including trademarks, personnel or materials to private benefit, abolish meaningful member participation, or redirect the Society away from its public-interest mission. Before any proposed amendment is submitted to a vote, the Board shall certify in writing whether the amendment is consistent with this paragraph and shall publish that certification alongside the proposed amendment. An amendment adopted contrary to this paragraph is void.

Any provision of this Constitution that is also contained in the Society's certificate of incorporation may be altered only by amendment of the certificate in accordance with applicable law, in addition to the requirements of this Article.

The Board shall seek amendment of the Society's certificate of incorporation to require the approval of the voting Members for any amendment of that certificate, and to state within the certificate the Society's objects and the protections set out in this Article. Pending that amendment, the Board shall not adopt any amendment to the certificate that is inconsistent with this Constitution.

## **Article XII — Dissolution**

The Society may be dissolved only by two-thirds vote of the Board followed by approval of two-thirds of votes cast by voting members, provided that at least twenty percent of voting members participate.

Before any dissolution vote, the Board shall provide voting members with a written statement describing the reasons for dissolution, the Society's assets and liabilities, the proposed disposition of remaining assets, and any available alternatives.

Upon dissolution, all debts, obligations, and lawful commitments of the Society shall first be satisfied.

All remaining assets shall be distributed exclusively for one or more exempt educational, scientific, charitable, or public-interest purposes consistent with the Society's mission and applicable law, including distribution to one or more nonprofit organizations whose purposes substantially align with the AGI Society's mission.

No remaining assets shall inure to the benefit of any private individual, Director, officer, member, donor, sponsor, for-profit entity, or internal chapter unless that chapter is a legally separate nonprofit organization eligible to receive such assets under applicable law.

## **Article XIII — Founding and Transitional Provisions**

This Constitution takes effect upon its adoption as the bylaws of the Society in accordance with Article I.

No bylaws having previously been adopted, this Constitution is adopted as the initial bylaws of the Society, and the classification of Directors into staggered classes under Article V is established by it as an initial bylaw.

To the extent that the organizational steps required after incorporation, or subsequent acts of the Society, its Directors, or its officers, were not previously taken or documented as required, the Board shall record and ratify them by written consent at or before the adoption of this Constitution, including the election of the Directors then serving. Nothing in this Constitution impairs the validity of any prior act of the Society undertaken in good faith in furtherance of its mission.

The founding Board consists of the Directors serving at the time this Constitution is adopted. Those Directors continue in office until the first regular election, and the founding Board shall assign initial terms so as to establish the staggered election cycle required by Article V.

The Board shall establish the initial roll of voting Members within twelve months of the adoption of this Constitution, applying the conditions of membership stated in Article II under criteria published in advance. No election under Article VIII shall be held before the roll is established.

Persons who registered as members of the Society before the adoption of this Constitution shall be eligible for inclusion in the initial roll on terms determined by the Board, which may include a requirement of confirmation of continued membership and of current contact details.

The founding Board shall call the first election of Directors within twenty-four months of adoption, or within ninety days after the Society reaches two hundred voting members, whichever occurs first.

Until Chapter Chair elections can be held, the Board may appoint interim Chapter Chairs and organizing committees.

Where a threshold in this Constitution is expressed as a fixed number of voting members and the Society has fewer than two hundred voting members, that threshold shall instead be five percent of voting members.