

## **National Council of Space Grant Directors' BYLAWS**

Revised October 2006

### **PREAMBLE**

Whereas the function of the National Council of Space Grant Directors<sup>1</sup> is that of a support agency for NASA's National Space Grant College & Fellowship Program<sup>2</sup>, the state-wide consortia created under NASA's Space Grant Program, and the Consortium Directors who are charged with the leadership of these consortia and who constitute the membership of the Council; and

whereas, the Council shares with NASA the goal of establishing an effective network of persons and institutions committed to the realization of the nation's fullest potential in the development and effective utilization of the nation's space- and aeronautics-related resources and technological and scientific competencies; and

whereas the accomplishment of these objectives requires the establishment of orderly governance procedures by which the Directors can effectively contribute their energies and talents towards a common goal;

we, the Directors, hereby adopt these Bylaws to define governance procedures of the Council.

### **Article 1 -Meetings**

- 1.1 The Chair shall be the presiding officer at Council meetings. If the Chair is unable to attend the Council meeting, the Vice Chair shall preside. Should the Vice Chair be unable to attend the meeting, the Vice Chair may designate one of the members of the Executive Committee to preside over the meeting. In the event the Vice Chair is unable to make this designation, the Executive Committee will select one of its members to preside over the meeting.
- 1.2 Meetings shall be held at least once each calendar year.
- 1.3 Other meetings may be called at the discretion of the Council or by the Chair at the direction of the Executive Committee.
- 1.4 The Directors shall be notified by the Chair or other member of the Executive Committee in writing of the time, place and proposed agenda of each meeting at least 30 days in advance.
- 1.5 A quorum shall consist of a simple majority of the Council members.
- 1.6 The conduct of all meetings shall be governed by the current edition of *Robert's Rules of Order*.<sup>3</sup> In the event of conflict between *Robert's Rules* and specific terms of the Council Charter or Bylaws, the Charter and Bylaw terms shall prevail.
- 1.7 The Secretary shall provide the Chair with a suitable permanent record of the minutes of each meeting and shall act as parliamentarian.

<sup>1</sup> Hereinafter referred to as the Council.

<sup>2</sup> Hereinafter referred to as the Space Grant Program.

<sup>3</sup> At the time of writing: Tenth Edition (1996).

## **Article 2 - Voting Procedures**

- 2.1 Each Consortium shall have one vote and shall designate one Director as the official member of the Council.
- 2.2 Any Director may notify the presiding officer at any meeting of the Council that an alternate person from within the respective state is to represent the consortium's directorate in all matters before the Council at the specified meeting, including casting votes, except that the alternate cannot serve as an officer or member of the Council Executive Committee.
- 2.3 By written proxy any Director may authorize a representative of another consortium to cast a vote on behalf of the absent consortium.
- 2.4 A simple majority of the membership shall be required for Council action.
- 2.5 The Council may from time-to-time conduct votes a) by written solicitation or b) by a call for response at a meeting of the Council or c) by email solicitation. In the event that a vote taken in a Council meeting is inconclusive in that the votes of those not present would be sufficient to affect the final outcome, the Chair may seek supplemental mail/phone votes from unrepresented consortia to complete the balloting and to determine a definitive action by the Council.
- 2.6 Any one member in attendance at a meeting may require that a formal vote count be recorded in the minutes.
- 2.7 When a vote of a Director is required in a committee, subcommittee, working group, or other meeting that takes place simultaneously with other Council meetings, thereby preventing the Director from attending, the Director may notify the chair of the respective committee that a designated alternate from the respective state will represent the consortium's directorate in that committee, subcommittee, working group or other meeting. Such designated alternate may serve in any capacity up to and including the chair of the committee.
- 2.8 The National Council of Space Grant Directors can assess dues from its members as necessary. This must be determined by a 66% vote of the full Council.

## **Article 3 -Officers and Committees**

- 3.1 Any member may serve as an officer or on Council Committees. Except as specified in Section 2.7 above, non-members may represent a state consortium when appointed by the Director on Council committees, but cannot serve as an officer or member of the Council Executive Committee.
- 3.2 The following procedures shall govern the officers of the Council, their duties, and their manner of selection:
  - A. Chair
    1. The Council shall elect one of its members to serve as Chair of the Council for a two-year term of office in even-numbered years, effective July 1.
    2. The Chair shall, in consultation with the Executive Committee, prepare a preliminary agenda for meetings and preside over council meetings.
    3. The Chair shall represent the Council and carry out initiatives as directed by the Council.
    4. The Chair shall arrange for staff support for Council activities.

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5. The Chair is responsible for maintaining Council records, except as noted in Section 3.2C below.

### B. Vice Chair

1. The Council shall elect one of its members to serve as Vice Chair of the Council for a two-year term of office in odd-numbered years, effective July 1.
2. The Vice Chair shall preside with full authority of the Chair in the absence of the Chair.
3. The Vice Chair shall perform all duties assigned by the Chair or the Executive Committee.
4. In the event of a vacancy in the Vice Chair position of 12 months or less, the Chair shall appoint a Vice Chair to fulfill the remainder of the vacated term, with the approval of the Executive Committee.

### C. Secretary

1. The Council shall elect one of its members to serve as Secretary of the Council for a two-year term of office in odd-numbered years, effective July 1.
2. The Council Secretary shall also serve as the Executive Committee Secretary and shall prepare minutes of all Council and Executive Committee meetings, to be distributed in a timely fashion, with a copy of the Council-approved minutes to the Council Chair for the Council and Executive Committee archives.

### D. Treasurer

1. The Council shall elect one of its members to serve as Treasurer of the Council for a two-year term of office in odd-numbered years, effective July 1.
2. The Treasurer shall retain accurate and complete records of the Council finances, provide for the security of such resources and their appropriate disbursement, and submit an annual accounting to the membership.

3.3 Committees of the Council shall be Standing Committees and Special Committees.

3.4 The following procedures govern the constitution and responsibilities of Standing Committees:

#### A. Executive Committee

1. The Executive Committee shall consist of the four Council officers, six elected members, and the past Council Chair as ex-officio.
2. The Council shall elect six of its members to serve on the Executive Committee for two-year terms, three to commence in even-numbered years and three in odd-numbered years, effective July 1.
3. The Executive Committee shall support the Chair's activities and assist the Chair in maintaining effective communications with the membership.
4. The past Council chair shall serve two years as a member of the Executive Committee ex-officio.

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5. The Executive Committee is authorized to fill officer and Executive Committee vacancies, from the Council membership, for interim appointments with terms not to exceed 12 months.
6. The Executive Committee has the specific responsibility of participating in the preparation of draft agendas for Council meetings.

### B. Nominating Committee

1. The Nominating Committee shall consist of six Directors, elected by the 52 Directors. The terms of the members of the Committee will be three years (staggered), effective July 1. Each year the Committee will choose one of its members to be the Chairperson of the Committee, effective on July 1. The outgoing chair of the Nominating Committee will notify the Chair of the Council of the new Nominating Committee Chair on or before July 1
  2. When elections are needed the Chair of the Council shall instruct the Nominating Committee at least three months in advance of when the elected office begins. The Nominating Committee is responsible for conducting nominations and elections. The Chair of the Committee will announce the results.
  3. The Nominating Committee shall prepare slates of nominees for officers and elected committees and shall distribute such slates to the membership prior to the meetings at which elections are scheduled to take place. Additional nominations from the floor will be accepted. All nominees must accept the nomination for office. The Committee shall give due consideration to the representation of the diversity of interests of the consortia, to the diversity of disciplines, and to demographic diversity in the preparation of its slates of nominees.
- 3.5 Standing Committees may organize such sub-committees as they deem fit and recruit such other Council members or their representatives to serve on the Sub-Committees as may be necessary.
- 3.6 Special Committees may be authorized by the Chair or by vote of the membership for any purpose not served by a Standing Committee.
- 3.7 Working groups have been established and chairs appointed by the Executive Committee to help coordinate efforts related to each of NASA's primary organizations. The chair of each of these working groups is responsible for coordinating related activities, reporting to the Council, and advising the Executive Committee in related areas. The Council will elect working group chairs at the first meeting of each even-numbered year for two-year terms, effective July 1. Nominations for working group chair shall be by a majority vote of the respective working group. The Executive Committee will accept or decline the nomination by a majority vote.
- 3.8 The Council shall organize into regional groups, which groups shall meet from time to time and be organized as the regional group shall decide.

## **Article 4 - Amendment of Bylaws**

- 4.1 These bylaws may be amended by written approval of at least 66% of the membership.