

Oregon NASA Space Grant Consortia BYLAWS

PREAMBLE

Whereas the function of the Oregon NASA Space Grant Consortia¹ is that of a support agency for NASA's National Space Grant College & Fellowship Program², the state-wide consortium of OSGC affiliated institutions, which constitute the membership of OSGC, and the Consortium Director are charged with 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 technological and scientific competencies; and

Whereas the accomplishment of these objectives requires the establishment of orderly governance procedures by which the Consortium members can effectively contribute their energies and talents towards a common goal; hereby adopt these Bylaws to define governance procedures of the Consortium.

Article 1 – Affiliation

- 1.1 Membership affiliation in OSGC is open to Oregon institutions of higher education, Oregon informal education entities, companies that are incorporated in Oregon or have a substantive presence in the state, Oregon state agencies as well as federal agencies.
- 1.2 Affiliate institutions are represented by their designative representative.
- 1.3 The primary duty of Affiliates shall be to support the goals of OSGC and advance its programs as appropriate, including determining the strategic direction of OSGC.
- 1.4 Affiliate Representatives shall attend at least one OSGC sponsored meeting or function per year.
- 1.5 Adding new Affiliate Institutions to OSGC. An organization desiring to become an OSGC affiliate should address an application to the Director indicating a desire to become a member as evidenced by the signature of the organization's chief executive officer. The application shall include: the name of the organization, the type of organization, the name and contact information of the chief executive officer and proposed representative, a brief statement describing the organization and its involvement in space-related activities and a statement describing the potential contribution of the organization to OSGC. The Director will present membership applications to the consortium representatives at the OSGC annual meeting. To be granted Affiliate status, the applicant must receive a two-thirds affirmative vote from the current list of OSGC Affiliate members. Membership decisions may not be appealed but organizations are invited to re-apply at the subsequent annual OSGC annual meeting.
- 1.6 OSGC Affiliate Institutions are designated by the Director to be in Inactive status if the affiliate representative does not meet requirement of section 1.4 or if the Affiliate Institution becomes delinquent in the obligations of OSGC subcontracts and cost share obligations or request the change of status. As an Inactive member, the institution may not participate in any competitive or non-competitive OSGC programs and may not vote

on motions or elections of OSGC. Once the issue is resolved, Affiliate status is changed to active. Failure to resolve issues will result in removal from the Consortium following section 1.7. The Director is responsible for change of status declarations.

- 1.7 Removal – Any Affiliate institution may be removed from the OSGC either at the request of the institution or by a two-thirds vote of the current list of affiliated institutions at any annual, regular or special meeting of the OSGC when a quorum is present. A violation of these By-laws or engaging in other conduct prejudicial to the interests of the consortium will result in consideration for removal. The member institution will be given written notice of the charges against it and will be given an opportunity to present a defense to the OSGC in the form of written and/or oral presentation. OSGC shall act on the basis of reasonable and consistent criteria with the goal of advancing the best interests of the Consortium.

Article 2 - Meetings

- 2.1 The Director shall be the presiding officer at OSGC meetings. If the Director is unable to attend an OSGC meeting, then the role of presiding officer will fall sequentially to the Affiliate Associate Director then the Associate Director. In the event the Chair or alternates are unable to assume this responsibility, then by majority vote the attending Affiliate Representatives will select one of its members to preside over the meeting.
- 2.2 Meetings shall be held at least once each calendar year.
- 2.3 Other meetings may be called by the Director or at the discretion of the majority of Affiliate Representatives.
- 2.4 The OSGC Affiliate Representatives shall be notified by the Director of the time, place and proposed agenda of each meeting at least 30 days in advance.
- 2.5 A quorum shall consist of a simple majority of the OSGC Affiliate members.
- 2.6 The conduct of all meetings shall be governed by the current edition of *Robert's Rules of Order*.³ In the event of conflict between *Robert's Rules* and specific terms of the OSGC Bylaws, the Bylaw terms shall prevail.

¹ Hereinafter referred to as OSGC.

² Hereinafter referred to as the National Space Grant Program

Article 3 - Voting Procedures

- 3.1 Each Affiliate Representative shall have one vote.
- 3.2 Any Affiliate Representative may notify the presiding officer at any meeting that an alternate person from within the respective organization is to represent the affiliate's directorate in all matters before the OSGC at the specified meeting, except that the alternate cannot serve as an officer of the OSGC.
- 3.3 By written proxy any Affiliate Representative may authorize a representative of another OSGC affiliated institution to cast a vote on behalf of the absent institution.
- 3.4 A simple majority of the membership shall be required for OSGC action.

- 3.5 The OSGC 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 an OSGC meeting is inconclusive in that the votes of those not present would be sufficient to affect the final outcome, the Director may seek supplemental mail/phone votes from unrepresented consortia to complete the balloting and to determine a definitive action by the Council.
- 3.6 Any one member in attendance at a meeting may require that a formal vote count be recorded in the minutes.
- 3.7 The OSGC can assess dues from its members as necessary. This must be determined by a 66% vote of the full OSGC.
- 3.8 When a vote of an Affiliate Representative is required in a committee, subcommittee, or other meeting that takes place simultaneously with other OSGC meetings, thereby preventing the Representative from attending, the Representative may notify the chair of the respective committee that a designated alternate will represent the affiliate'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.

Article 4 - Officers and Committees

- 4.1 Any OSGC member may serve as an OSGC officer or on OSGC Committees. When appointed by the Director, non-members may represent OSGC Affiliated Institutions on OSGC committees, except as specified in Section 3.2 and 3.8 above.
- 4.2 The following procedures shall govern the officers of OSGC, their duties, and their manner of selection:
 - A. Director
 1. The OSGC Affiliated Institutions shall elect one of its qualified members to serve as Director for a five-year term of office effective the day of the election. Qualified members shall include individuals employed by, or substantively associated with, a particular OSGC Affiliated Institution who has a track record of directing NASA funded research and/or outreach activities, whose professional qualifications are acceptable to the Manager of the National Space Grant Program and who can provide documented support that their OSGC Affiliated Institution accepts the financial and administrative commitments required to administer the OSGC.
 2. The Director shall, in consultation with the OSGG Affiliate Representatives, prepare a preliminary agenda for meetings and preside over OSGC meetings.
 3. The Director shall represent OSGC and carry out initiatives as directed by the Affiliate Representatives.
 4. The Director shall arrange for staff support for OSGC activities.
 5. In the event the Director resigns, or is unable to fulfill the responsibilities of the position, the Lead institution shall appoint the Affiliate Associate Director to serve as Interim Director for a period of 6 months. The Interim Director shall

follow the NASA Office of Education Guidelines for Space Grant Director/Lead Institution Change to select a new Director and possibly a new Lead institution.

B. Affiliate Associate Director

1. The OSGC shall elect one of its members to serve as Affiliate Associate Director for a two-year term of office in odd-numbered years, effective November 1.
2. An Affiliate Representative is limited to two consecutive terms of elected service as Affiliate Associate Director.
3. The Affiliate Associate Director shall attend a minimum of one National or Regional Space Grant Directors meeting during the term of office.
4. The Affiliate Associate Director shall serve as an advisor to the Director in matters of policy, program and funding development.
5. The Affiliate Associate Director shall preside over the election of the Director.

C. Associate Director

1. The Associate Director shall be appointed by and serves at the discretion of the Director with the term of service limited to the term of elected Director. The Associate Director is eligible for reappointment after each Director election.
2. The Associate Director shall represent the voice of the OSGC as the primary advisor of the Director in matters of policy, program and funding development.
3. The Associate Director is responsible for maintaining OSGC records and reporting Space Grant data to headquarters.

4.3 Committees of the OSGC shall be Standing Committees and/or Special Committees.

4.4 Standing Committees are appointed by the Director and confirmed by vote of the Affiliate Representatives to serve a specified purpose beneficial to OSGC. Standing Committees may organize such sub-committees as they deem fit and recruit such other Affiliate members or their representatives to serve on the Sub-Committees as may be necessary.

4.6 Special Committees may be authorized by the Chair or by vote of the membership for any purpose not served by a Standing Committee.

Article 5 - Amendment of Bylaws

5.1 These bylaws may be amended by approval of at least 66% of the membership.