

**National NASA EPSCoR Caucus
BYLAWS**

Adopted on October 27, 2012 at meeting of the Caucus in Seattle, Washington.
Amended 7-21-2014, 10-07-2019, and 11-18-2022

PREAMBLE

Whereas the function of the NASA Established Program to Stimulate Competitive Research (hereinafter referred to as NASA EPSCoR) Caucus (hereinafter referred to as the Caucus) is that of a support agency for NASA's EPSCoR program, and the Directors who are charged with the leadership of the programs within the eligible jurisdictions, and who constitute the membership of the Caucus; and

Whereas, the Caucus 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 Caucus.

Article 1 -Meetings

- 1.1 The Chair shall be the presiding officer at Caucus meetings. If the Chair is unable to attend the Caucus meeting, the Chair may designate one of the members of the Executive Committee to preside over the meeting. In the event the 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 Caucus 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. Electronic messages are an acceptable form of written communication.
- 1.5 A quorum shall consist of a simple majority of the Caucus members.
- 1.6 The conduct of all meetings shall be governed by the current edition of *Robert's Rules of Order*. In the event of conflict between *Robert's Rules* and specific terms of the Caucus 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.

Article 2 - Voting Procedures

- 2.1 Each jurisdiction shall have one vote and shall designate one Director as the official

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- 45 member of the Caucus.
46 2.2 Any Director may notify the presiding officer at any meeting of the Caucus that an
47 alternate person from within the respective jurisdiction is to represent the jurisdiction's
48 directorate in all matters before the Caucus at the specified meeting, including casting
49 votes, except that the alternate cannot serve as an officer or member of the Caucus
50 Executive Committee.
51 2.3 By written proxy any Director may authorize a representative of another jurisdiction to
52 cast a vote on behalf of the absent jurisdiction.
53 2.4 A simple majority of the membership shall constitute the quorum necessary for Caucus
54 action.
55 2.5 The Caucus may from time-to-time conduct votes a) by written solicitation or b) by a call
56 for response at a meeting of the Caucus or c) by email solicitation. In the event that a vote
57 taken in a Caucus meeting is inconclusive in that the votes of those not present would be
58 sufficient to affect the outcome, the Chair may seek supplemental mail/phone votes from
59 unrepresented jurisdiction to complete the balloting and to determine a definitive action
60 by the Caucus. If there is a quorum present, then the result of the vote should be final.
61 2.6 Any one member in attendance at a meeting may require that a formal vote count be
62 recorded in the minutes.
63 2.7 When a vote of a Director is required in a committee, subcommittee, working group, or
64 other meeting related to EPSCoR Caucus that takes place simultaneously with other
65 Caucus meetings, thereby preventing the Director from attending, the Director may notify
66 the chair of the respective committee that a designated alternate from the respective
67 jurisdiction will represent the jurisdiction's directorate in that committee, subcommittee,
68 working group or other meeting. Such designated alternate may serve in any capacity up
69 to and including the chair of the committee.
70 2.8 The National NASA EPSCoR Caucus can assess dues from its members as necessary.
71 The amount of such assessment must be determined by a 66% vote of the full Caucus.
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Article 3 -Officers and Committees

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75 3.1 Any member may serve as an officer or on Caucus Committees. Except as specified in
76 Section 2.7 above, non-members may represent a jurisdiction when appointed by the
77 Director on Caucus committees, but cannot serve as an officer or member of the Caucus
78 Executive Committee.
79 3.2 The following procedures shall govern the officers of the Caucus, their duties, and their
80 manner of selection:
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82 A. Chair
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84 1. The Caucus shall elect one of its members to serve as Chair of the Caucus for a
85 two-year term of office in odd-numbered years, effective July 1.
86 2. The Chair shall, in consultation with the Executive Committee, prepare a
87 preliminary agenda for meetings and preside over Caucus meetings.
88 3. The Chair shall represent the Caucus and carry out initiatives as directed by the
89 Caucus.
90 4. The Chair shall arrange for staff support for Caucus activities.

- 91 5. The Chair is responsible for maintaining Caucus records, except as noted in
92 Section 3.2C below.
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94 **B. Vice-Chair**

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96 1. The Caucus shall elect one of its members to serve as Vice-chair of the Caucus
97 for a two-year term of office in odd-numbered years, effective July 1.
98 2. The Vice-Chair shall assist in the overall organization and management of the
99 Caucus as directed by the Chair.
100 3. The Vice-Chair shall assist in meeting logistics as directed by the Chair.
101 4. The Vice-Chair shall conduct surveys or other NASA EPSCoR Caucus
102 information gathering activities as directed by the Chair.
103 5. The Vice-Chair shall assume the position of the Chair, should the Chair be unable
104 to complete their term.
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107 **C. Treasurer**

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109 1. The Caucus shall elect one of its members to serve as Treasurer of the Caucus for
110 a two-year term of office in even-numbered years, effective July 1.
111 2. The Treasurer shall retain accurate and complete records of the Caucus finances,
112 provide for the security of such resources and their appropriate disbursement, and
113 submit an annual accounting to the membership.
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115 **D. Secretary**

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117 1. The Caucus shall elect one of its members to serve as Secretary of the Caucus for
118 a two-year term of office in even-numbered years, effective July 1.
119 2. The Caucus Secretary shall also serve as the Executive Committee Secretary and
120 shall prepare minutes of all Caucus and Executive Committee meetings, to be
121 distributed in a timely fashion, with a copy of the Caucus-approved minutes to the
122 Caucus Chair for the Caucus and Executive Committee archives.
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125 3.3 Committees of the Caucus shall be Standing Committees and Special Committees.

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127 3.4 The following procedures govern the constitution and responsibilities of Standing
128 Committees:
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130 **A. Executive Committee**

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132 1. The Executive Committee shall consist of the four Caucus officers, four elected
133 members, and the past Caucus Chair as ex-officio.
134 2. The Caucus shall elect four of its members to serve on the Executive Committee
135 for two-year terms, two to commence in even-numbered years and two in odd-
136 numbered years, effective July 1.
137 3. The Executive Committee shall support the Chair's activities and assist the Chair
138 in maintaining effective communications with the membership.

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- 139 4. The past Caucus chair shall serve two years as a member of the Executive
140 Committee ex-officio with voting privileges.
141 5. The Executive Committee is authorized to fill officer and Executive Committee
142 vacancies, from the Caucus membership, for interim appointments with terms not
143 to exceed 12 months.
144 6. The Executive Committee has the specific responsibility of participating in the
145 preparation of draft agendas for Caucus meetings.
146 7. The Executive Committee shall elect one of its members to serve as the NASA
147 EPSCoR Caucus National EPSCoR Coalition and Foundation representative.
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B. Nominating Committee

- 149 1. The Nominating Committee shall consist of four Directors, elected by the Caucus
150 members. The term of the members of the Committee will be three years
151 (staggered), effective July 1. Except for the first year, where the committee will
152 be formed immediately after acceptance of the Caucus Bylaws. Each year the
153 Committee will choose one of its members to be the Chairperson of the
154 Committee, effective on July 1. The outgoing chair of the Nominating Committee
155 will notify the Chair of the Caucus of the new Nominating Committee Chair on or
156 before July 1.
157 2. When elections are needed, the Chair of the Caucus shall instruct the Nominating
158 Committee at least three months in advance of when the term of the elected office
159 begins. The Nominating Committee is responsible for conducting nominations
160 and elections. The Chair of the Committee shall announce the results.
161 3. The Nominating Committee shall prepare slates of nominees for officers and
162 elected committees and shall distribute such slates to the membership prior to the
163 meetings at which elections are scheduled to take place. Additional nominations
164 from the floor will be accepted. All nominees must accept the nomination for
165 office. The Committee shall give due consideration to the representation of the
166 diversity of interests of the caucus and to demographic diversity in the preparation
167 of its slates of nominees.
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171 3.5 Standing Committees may organize such sub-committees as they deem fit and recruit
172 such other Caucus members or their representatives to serve on the Sub-Committees as
173 may be necessary.

174 3.6 Special Committees may be authorized by the Chair or by vote of the membership for
175 any purpose not served by a Standing Committee.
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Article 4 - Amendment of Bylaws

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179 4.1 These bylaws may be amended by written approval of at least 66% of the membership.
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