



BY-LAWS OF THE NASA WEST VIRGINIA SPACE GRANT CONSORTIUM

ARTICLE I

NAME

Section 1. Name. The name of the organization shall be the NASA West Virginia Space Grant Consortium (the "Consortium").

ARTICLE II

OFFICES

Section 1. Offices. The principal office of the Consortium shall be in Morgantown, WV, on the campus of West Virginia University. The Consortium also may have additional offices on other campuses of its academic affiliates or at such other places as the Board may determine or the business of the Consortium may require.

ARTICLE III

PURPOSE

Section 1. Organizational Purpose. The purpose of the Consortium is to promote education, research, and public outreach activities in the state of West Virginia in science, technology, engineering, mathematics (STEM) and additional fields, related to space and aeronautics. In pursuit of this purpose, the Consortium will endeavor to:

- (1) Promote and support research efforts of Consortium faculty and students in areas of interest to NASA.
- (2) Increase community support through effective communication of the Consortium's mission in regard to the importance of science, engineering, and space-related education and research activities and their applications to the economic development of West Virginia.
- (3) Enhance the interests and enthusiasm of K-12 students in West Virginia in science, engineering, mathematics, and space-related disciplines.

ARTICLE IV
MANAGEMENT

Section 1. General Authority. The affairs of the Consortium shall be managed under the direction of the Board of Directors (the Board). This Board shall be comprised of one designated representative of each of the Active Member Organizations and the duly elected voting individuals as defined in Article V.

Section 2. Director. The Director of the Consortium shall be responsible for the detailed management of the affairs of the Consortium under the authority of the Board of Directors.

Section 3. Annual, Regular and Special Meetings of the Board of Directors. A regular annual meeting of the Board shall be held each year for the purpose of transacting such business as may come before the Board. The Board of Directors may, by resolution, provide for the holding of additional regular meetings. Special meetings of the Board may be called by the Consortium Director or by a majority of the Board. All meetings of the Board of Directors shall be conducted using Parliamentary Procedures as defined in the most current edition of Robert's Rules of Order.

Section 4. Notice of Meetings of the Board of Directors. Written notice stating the place, day and hour of a meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days before the date of the meeting, personally, by mail, telephone, facsimile, courier, or electronic mail, by or at the direction of the Consortium Director.

Section 5. Meetings by Telephone. Any or all members of the Board of Directors may participate in a meeting of the Board, or a committee thereof, by means of conference telephone, or by any means of communication as agreed upon by a majority of the Board. All persons participating in the meeting must be able to hear one another, and such participation shall constitute presence in person at such a meeting.

Section 6. Quorum. A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present at any meeting of the Board or committee thereof, the Board members present may adjourn the meeting until a quorum is present, and may do so without notice other than an announcement at the meeting.

Section 7. Manner of Acting. The affirmative vote of a majority of the members of the Board at any meeting of the Board at which a quorum is present, shall be the act of the Board. Each member shall have one vote. Voting by proxy shall not be permitted.

Section 8. Duties of Members of the Board of Directors. All members are expected to attend all meetings of the Board during their terms.

Section 9. Compensation of Board Members. The members of the Board shall not be compensated for service on the Board.

ARTICLE V

MEMBERSHIP

Section 1. Members. Membership in the Consortium is open to West Virginia institutions of higher education, for-profit firms that are incorporated in West Virginia or have substantial presence in the state, West Virginia state agencies or commissions, federal agencies with a substantial presence in the state, and not-for-profit organizations that are incorporated in West Virginia or have a substantial presence in the state. Members will be represented by their respective designated representative. In the event that a member's designated representative is unable to attend a meeting of the Consortium, he or she may appoint an alternate who shall have all the powers and duties of the designated representative.

Section 2. Powers and Duties of Members. The primary duty of the members of the Consortium shall be to continue their efforts towards the organizational purpose and goals as defined in Article III, Section 1. Attendance by the members' representatives at all meetings of the Consortium, and participation therein, including voting, is essential for the effective performance of the Consortium. Members have the power to determine the strategic direction of the Consortium, including goals and objectives, and the authority to approve the Annual Report and Annual Budget of the Consortium.

Section 3. Membership Dues. The amount of the annual dues of the members, and the due dates for them shall be determined by the Board of Directors.

Section 4. Inactive Members. Any Consortium member that becomes more than 9 months in arrears in payment of dues shall be designated as an Inactive Member until all payments of dues are fully current. Also, any delinquency in meeting the annual subcontract and cost-share obligations shall result in becoming an Inactive Member. Before such change of status, Members will be given a three-month grace period to provide complete documentation of meeting all contractual commitments to the Consortium office. Failure in meeting this deadline will result in automatic change of status to Inactive. Inactive Members may not vote on motions before the Consortium Board of Directors and may not participate in any competitive or non-competitive programs offered by the Consortium. Inactive Members may become active by meeting all past and present contractual and membership commitments to the Consortium and via a two-thirds vote of the members of the Board of Directors.

Section 5. Procedures for Adding New Members. An organization desiring to be considered for membership should address a letter to the Director of the Consortium, which indicates the desire to become a member. The letter shall include the following information:

- a) The name of the organization
- b) The type of the organization
- c) The name and mailing address of the chief executive officer of the organization
- d) The name, address, and phone number of the proposed representative
- e) A brief statement describing the organization and its involvement in space-related activities
- f) A statement describing the potential contribution of the organization to the Consortium

Outstanding individuals whose expertise and experience are deemed to be beneficial to the goals and the missions of the Consortium may be invited to join the Board, either as voting members or as non-voting members. Nominations for such individuals may be initiated by any Director representing an Active Member, and sent in writing to the Consortium office at least 60 days before a regularly scheduled meeting of the Board.

Section 6. Admission Process. The Board shall consider letters of application received sixty (60) days prior to a regular meeting of the Board of Directors. Current Consortium members shall be advised of all pending membership applications not less than thirty days prior to the Board meeting at which the applications will be considered. Applicants shall be afforded an opportunity to address the Board. Applicants who receive a two-thirds vote of the members of the Board of Directors present and voting, shall be declared members of the Consortium effective at the end of the meeting of the Board and shall be notified in writing by the Consortium Director.

Membership application decisions of the Board may not be appealed. Potential members whose applications for membership are denied may re-apply at any subsequent meeting of the Board of Directors.

The Consortium Director shall maintain a current list of members and publish this list in the annual report.

Section 7. Resignation. Any Member of the Consortium may resign at any time by giving written notice to the Board or the Consortium Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or the Consortium Director.

Section 8. Removal. Any Member may be removed from the Consortium by a two-thirds vote of the Board at any annual, regular, or special meeting at which a quorum is present. A violation of these By-laws or engaging in any other conduct prejudicial to the best interests of the Consortium shall result in consideration for removal. Such removal may occur only after the Member has been given adequate written notice of the charges against the Member and an opportunity to present a defense before the Board in the form of a written or oral presentation. In these regards, the Board shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of the Consortium.

ARTICLE VI

AMENDMENT

These By-laws may be amended at any meeting of the Board of Directors, provided the proposed amendment has been presented in writing to each member of the Board at least 30 days prior to the meeting. The adoption of a proposed amendment shall require the affirmative vote of two-thirds of those members present and voting. The total affirmative vote must total at least 50 percent of the membership.