

# SEDS-USA National Bylaws

(Executive Board Proposal: January 8, 2008)

## Students for the Exploration and Development of Space United States of America

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### SECTION\_1

## Responsibilities of The Board of Directors

Section\_1.1 **Chair** The Chair presides over the Executive Board and oversees the decision-making and electoral processes. The Chair is responsible for ensuring the continuing communication among Board members, chapter representatives, chapters, advisers, alumni, and outside organizations. The Chair is the chief representative of SEDS at official functions. In the event a situation arises where an immediate decision is necessary, the Chair may the decision on behalf of the Board, but must report all such decisions at the next regularly scheduled Board meeting, where the Board may overturn such decisions as they see fit.

Section\_1.2 **Vice-Chair** The Vice-Chair acts as the Alumni Liaison and the Board of Advisers Liaison. The Vice-Chair shall coordinate the site selection for the annual National conference. In the event that the Chair resigns or is removed from office, the Vice-Chair will assume the Chair's position, and an "unscheduled" election for a new Vice-Chair shall commence.

Section 1.3 **Director of Finance** The Director of Finance keeps financial records of all SEDS-USA activities, controls all legal, financial, and tax matters, monitors expenditures of the Board Members and notifies the Chair when any chapter becomes delinquent in paying dues. The Director of Finance is also responsible for coordinating the fundraising activities of SEDS-USA. The Director of Finance must make monthly reports to the Executive Board regarding the financial status of SEDS, including a list of all disbursements made and monies received.

Section\_1.4 **Director of Chapter Affairs** The Director of Chapter Affairs has the responsibility of working with all of the chapters through their chapter representatives. The Director of Chapter Affairs is in charge of organizing all Council of Chapters votes, including the election of a new Executive Board each year. The Director of Chapter Affairs is also responsible for answering and supporting all requests by individual chapters for information or help.

The Director of Chapter Affairs is charged with the task of informing the Executive Board about special concerns brought to his/her attention by the chapters. If feasible, the Director of Chapter Affairs is to contact each chapter twice a year in order to find out how the Executive Board can better serve the needs of the individual chapters.

**Section\_1.5 Director of Chapter Expansion** The Director of Chapter Expansion is in charge of recruiting new SEDS chapters. The Director of Chapter Expansion's job shall include, but is not limited to, the following:

- distribution of chapter starter kits;
- respond to requests for information;
- advertising SEDS in other forums;
- helping individuals start new chapters; set the groundwork for future SEDS expansion by working closely with other space interest groups, especially those targeting students who are younger than the high school level.

**Section\_1.6 Director of Publications** The Director of Publications is responsible for all of the mass publications created by SEDS. These include, but are not limited to, the chapter starter kits, the National newsletter, informational fliers about SEDS-USA, and other official SEDS-USA documentation.

The Director of Publications is in charge of deciding the format, layout, length, and theme of the National newsletter.

**Section\_1.7 Director of Educational Outreach** The Director of Educational Outreach is in charge of making and compiling educational materials about space. Of special emphasis are materials for high school teachers interested in sponsoring SEDS chapters. Emphasis on educational materials or projects that can be done in a classroom setting is of the highest priority.

A special program to help students make their own specialized courses in space studies shall be developed, including help on how to get official accreditation from a school for such a course.

The Director of Educational Outreach is in charge of helping teachers or students set up these curricula. The Director of Educational Outreach is also in charge of organizing and maintaining presentation materials to help individual SEDS chapters make presentations at other schools.

**Section\_1.8 Director of National Projects** The Director of National Projects shall be assigned by the Executive Board any special projects that the Board sees fit and which do not come under the sole auspices of another director. The Director of National Projects is also strongly encouraged to help out the other directors on the tasks in their areas.

**Section\_1.9 Director of High School Affairs** The Director of High School Affairs shall be a high school student and shall work closely with the other directors. Special emphasis shall be placed on helping the other directors with work that directly involves high school chapters or individuals.

**Section\_1.10 Endowment Directors** There will be additional Directors on the Board who do not participate or vote in the day to day operations of the organization. These Directors make up a 'Board of Trustees' responsible for maintaining the SEDS USA Endowment Fund.

**Section\_1.10.1** There shall be no fewer than 6 and no more than 18 Endowment Directors. If the number of Directors falls outside of these limits, the Board of Directors will conduct a search for new Directors or request the resignation of Directors until the quota is met.

**Section\_1.10.2** At least one third of the Endowment Directors shall consist of

permanent (life) members who will remain on the board until they retire or are removed due to misconduct. At least one third of the Board shall consist of rotating members who serve 4 year terms.

Section\_1.10.3 Although not a requirement, it is recommended that at the Endowment Directors be drawn from the following sources (each to make up ~1/6 of the Directors):

- 1.) SEDS Alumni
- 2.) Members of the public space industry
- 3.) Members of the private space industry.

Section\_1.10.4 Each Endowment Director must perform the following responsibilities in order to remain on the Board. If a member becomes negligent of his or her duties, he or she may be removed as described in the constitution.

- 1.) meet with the rest of the Endowment Directors yearly to re-approve the Endowment Fund budget
- 2.) respond to requests for advice from the other directors in a timely manner

## SECTION\_2

# Regular Voting Procedures

Section\_2.1 Candidates for contested positions must declare their intention to run at least one week prior to the announced day of elections. Nominations will continue to be accepted after this deadline for any position with one or no candidates up until the elections.

Section 2.1a As candidates declare their intention to run, and submit their platforms, these will be posted on the SEDS website.

Section 2.1b Intentions to run, and candidate platforms should be sent by electronic mail (email) to: elections@seds.org.

Section\_2.2 Candidates may run for as many positions as are available.

Section\_2.3 Absentee ballots will be sent out to the official Chapter Representatives by the Election Official via email within 2 days after the nomination deadline, listing all intentions to run at that point in time.

Section\_2.4 Absentee ballots will be filled out by the official chapter representative and emailed to elections@seds.org prior to the start of the conference. Late absentee ballots will be accepted, but only used in case of a tie.

Section\_2.4a Absentee ballots will be filled out in whatever manner is defined by that chapters constitution.

Section\_2.5 The Chair will appoint three individuals to act as the Election Committee. This appointment will be made 1 month prior to elections. This appointment must be ratified by a majority vote of the Executive Board.

Section 2.5a Members of the Election Committee must be not running for any position, from 3 different chapters, and in attendance for the Elections at the National Conference.

Section\_2.6 The Election Committee, in coordination with the conference organizers will appoint a specific time frame during the conference for elections.

Section\_2.6a If a Chapter Representative is in attendance, they will cast their chapter's vote by whatever decision process decided on by their chapter.

Section\_2.6b If a Chapter Representative is not able to attend the conference, their chapter may appoint a "Official Delegate" to cast their chapter's vote.

Section\_2.6c Candidates will be given an appropriate length of time to speak before the delegates. No questions will be permitted during that time. After all candidates for a position have gone, a designated length of time will be given for questions for the nominees.

Section\_2.6d Ballots will be distributed to all delegates with voting privileges. One vote per position, per chapter.

Section\_2.6e Ballots will be counted by the Election Committee.

Section\_2.6f Results will be announced in the order of position as defined in Article II, section 3.

Section\_2.6g When the results are announced for a position, the winner has the option to accept or defer the position. If the candidate defers, the position goes to the next runner up. If there is no runner up and a candidate defers, the position will be treated as if no one were running.

Section\_2.7 In the event of a tie, a run-off election will be held between the tied candidates. This election will be held only amount the present representatives and will not take into account absentee ballots.

Section\_2.7a In the event of yet another tie, members of the outgoing Executive Board present will vote to determine between the candidates.

Section\_2.7b In the case of a tie in this vote, the outgoing Chair will cast the deciding vote, except if the Chair is the position in contention.

Section\_2.7c If Chair is the position in contention, and the Executive Board vote results in a tie, the Election Committee will have the final vote.

Section\_2.8 Should a position be left with no candidates, Unscheduled Elections will be held within the next month following the conference.

Section\_2.10 The term of the newly elected officers begins at the close of business on the day the elections are finalized, at which time the term of the outgoing officers ends.

Section\_3

## **Procedures for Unscheduled Elections**

Section\_3.1 In the event an officer is unable to complete their term, or a position is unfilled for any reason, Unscheduled Elections will be held.

Section\_3.2 The Chair shall conduct a search for a suitable candidate to fill the empty position.

Section\_3.3 The Chair will appoint a candidate to the position in contention. This appointment must then be ratified by a majority vote of both the Executive Board and Council of Chapters.

Section\_3.4 If two successive appointments fail to achieve both an Executive Board and Council of Chapters majority, the Board of Advisers may appoint a SEDS member to fill the vacant position by a majority vote.

#### SECTION\_4

## Standing Rules

Section\_4.1 The Executive Board shall keep a record of all policies and procedures that have been voted on, and shall call these the standing rules. These rules remain in effect until repealed by a vote of the Executive Board or by a directive from the Council of Chapters.

Section\_4.2 All votes by the executive board will be role-call votes. These votes will be recorded and kept on file for public perusal.

Section\_4.3 Transcripts of all official meetings of the Executive Board shall be posted on the SEDS website for public perusal.

#### SECTION\_5

## Definitions

1) Geographic regions - the United States of America shall be divided into six regions as follows: a) Region I: CT, DE, ME, MD, MA, NH, NJ, NY, PA, RI, VT, DC b) Region II: AL, FL, GA, KT, MS, NC, PR, TN, VA, WV c) Region III: IL, IN, IA, MI, MN, MO, OH, WI d) Region IV: AR, KS, LA, NB, ND, OK, SD, TX e) Region V: CO, ID, MT, NM, UT, WY f) Region VI: AK, AZ, CA, HI, NV, OR, WA 2) Payment Date - the deadline for paying annual chapter dues shall be November 1st. 3) The annual chapter dues are \$25 per academic year. 4) The approval limit is \$100. 5) An 'official meeting' of the Executive Board shall be any meeting of a majority of the officers. All reasonable effort must be made to inform all officers of the meeting beforehand. Transcript must be taken, and posted to the website.

#### SECTION\_6

## Electronic Communication

Section\_1.6 In order to facilitate the exchange of information between chapter and executive board members, SEDS will endeavor to maintain as many commonly used documents as possible in an electronic format.

Section\_6.2 SEDS shall maintain some type of electronic teleconferencing system for use by the Executive Board, Council of Chapters, and other committees and groups within SEDS. A computer system accessible over the Internet is preferred.

Section\_6.3 SEDS shall maintain a File Transfer Protocol (FTP) computer site so that groups and individuals inside and outside of SEDS may access information on SEDS and commonly used SEDS documents.

Section\_6.4 If possible, SEDS shall maintain electronic mail distribution lists over the Internet in order to facilitate the distribution of information. If possible, SEDS should maintain separate distribution list for space news, chapter information or policy debates, and executive board workings.

SECTION\_7

## **Political Activity**

SEDS-USA will never take a position on any political issue or candidate. SEDS-USA will seek to educate its members about all points of view and let each member decide for himself or herself. SEDS-USA and its individual chapters will not spend funds supporting particular candidates, or supporting any particular side of an issue, but may spend money in order to educate the public or its membership on the issues. However, individual SEDS chapters or members are free to organize to support issues or candidates, as long as they do not invoke the SEDS name.

SECTION\_9

## **Initial Directors Budgets**

Within a month of the elections, each Board member must submit a proposed budget for the activities in his/her area. The Board shall then vote on the tentative allocation of these funds. A minimum of 25% of the SEDS funds must be held in reserve for contingencies.

Section\_9.2 These funds shall be held in reserve for the activities of that Director, unless that director approves releasing these funds back to the contingency fund for reallocation. Once these funds have been designated to a certain Director, (s)he may not designate these funds for projects outside his/her area. The board cannot force an individual Director to reallocate funds already designated for his activities to be returned to the contingency fund.

Section\_9.3 If a certain Director encounters more costs than expected, the Director may petition the executive board to allocate addition funds from the contingency area for specific projects.

Section\_9.4 Each executive board member is required to keep a journal of ALL expenses for which reimbursements are made, including descriptions of what is covered by these expenses. This journal is to be submitted along with receipts for the expense before any reimbursement can be made. These journals will be kept on record for tax purposes, and thus will be considered legal documents.

## SECTION\_10

# General Investigation Procedure

Section\_10.1 Only expenses that are part of a SEDS-USA activities and would not be otherwise done by an individual chapter or person are eligible for reimbursement.

Section\_10.2 All reimbursements must have approval before the expense is incurred, except in outstanding circumstances.

Section\_10.3 All planned expenses must be submitted to the Executive Board at least two weeks before the expenses are incurred.

Section\_10.4 The Director of Finance is charged with investigating the possible alternatives to the planned expense. The Executive Board may require the individual requesting the reimbursement approval to provide documented results of his/her research into possible cheaper alternatives to the plan that has been proposed, before the Executive Board is required to decide on the issue.

Section\_10.5a The Director of Finance must conclude their investigations within one week, and cast their vote then, or present their findings to the Executive Board. The Executive Board has two weeks to vote on any reimbursement pre-approval or payment.

Section\_10.5b If the Executive Board requires more information before making a decision, a request for this additional must be sent to the person proposing the expenditure. The investigation will then be considered concluded, and a new investigation will start once this new information is provided.

Section\_10.5c The Executive Board has the right to forward any reimbursement vote for an amount equal to or less than the approval limit to the Council of Chapters for them to decide upon. If the Executive Board does this, the Executive Board cannot present a group opinion to the board, but may discuss the matter as individual Board members. This is to be done only in the cases where the vote cannot be passed or failed outright within the Executive Board (i.e. over half of the board present abstains from voting, or the vote ties).

Section\_10.7a For the approval of expenditures less than or equal to the approval limit, the Executive Board shall meet to discuss the issue, and then vote on an amount to approve for this project. Provided that quorum has been met, a majority of the Executive Board present at the meeting is required to approve this amount. This amount does not have to be the same amount as the originally proposed amount, if the Executive Board believes that another amount better reflects the costs to be incurred.

Section\_10.7b For expenditures less than or equal to the approval limit, if prepayment of funds is requested and the Executive Board finds that this is necessary, an amount up to \$20 less than the projected total expenditures (for the project) may be paid to the individual running the project. The person receiving these funds will be responsible for submitting receipts to account for how the funds are spent.

Section\_10.8a For the approval of expenditures greater than the approval limit, the Executive Board shall meet to discuss this issue. As with proposals equal to or less than the approval limit, the Executive Board shall vote on an amount to approve.

Section\_10.8b If prepayment of funds is requested for a project whose total expenditures exceed the approval limit, a separate feasibility study will be conducted on just the prepayment request, and the Executive Board shall vote on an amount to be prepaid.

Section\_10.8c The approval amount and the prepayment amount (if any) will then be presented to the executive board, in the form of a single yes/no proposal. The Executive Board must then vote to approve (by a majority decision) or reject this proposal.

Section\_10.9a If a request for a supplementary expenditure to a previously approved expenditure causes the total expenditure to exceed the approval limit, then the procedure described in [Section 10.8](#) is used when considering this request. Otherwise, the procedure described in [Section 10.7](#) is to be used.

Section\_10.9b Any appeals for reimbursement for expenses exceeding the preapproved amount (after expenses have occurred) shall be considered a request for a supplemental expenditure.

SECTION\_11

## **Miscellaneous Expenditures**

Section\_11.1 Each voting executive board member may receive up to \$20 per year in reimbursements for miscellaneous expenses that CANNOT be covered under specific projects. The types of miscellaneous expenses include photocopying expenses, faxes, mail, and phone calls. The executive board member must save all receipts and submit them along with a reimbursement form, to the Director of Finance.

Section\_11.2 Each officially designated non-voting board member may receive up to \$10 for these same types of miscellaneous expenses.

SECTION\_12

## **Reimbursement**

Section\_12.1 In order to receive a reimbursement, the individual requesting the reimbursement must present a completed expense report, including receipts. Reimbursement will be for the preapproved amount or the actual expenses incurred, whichever is less.

Section\_12.2 The finance committee may disallow specific expenditures if there are not complete records and receipts provided for them. The finance committee may also disallow expenditures if it is shown that the expense was not incurred in directly performing SEDS USA work.

Section\_12.3 The Director of Finance will enact reimbursement within two weeks of final approval of said reimbursement.

SECTION\_13

# Limits on Executive Board Finance Powers

Section\_13.1 Any three chapter representatives or a single Executive Board member may challenge the decision of the Executive Board. If this is done, the Council of Chapters will vote on the reimbursement in question.

Section\_13.2 The Council of Chapters may dictate or override a Executive Board financial decision by a majority vote.

## SECTION\_14

# SEDS USA Endowment Fund

Section\_14.1 The SEDS-USA Endowment Fund (hereafter referred to as "the Fund") is a sum of money that is invested in a mutual fund such that its interest may provide for the yearly operation of the national executive board.

Section\_14.2 The Fund shall be managed and overseen by the SEDS Board of Trustees. The SEDS Executive Board will have minimum involvement in the daily operation of the fund.

Section\_14.3 The interest from the Fund is intended for the following purposes:

- National Projects
- SEDS related travel
- Scholarships
- Printings / Mailings / Posters
- Mail / Fax expenses

Section\_14.4 The money from the SEDS USA Endowment fund must be spent on items directly related to SEDS and its mission statement. The money cannot be donated to another organization, but could be used to sponsor a SEDS-organized meeting or event at a conference sponsored by a SEDS affiliate.

Section\_14.5 The budget for the Fund that is used to support the purposes as defined in section 0.3 must be approved yearly by a 3/4 vote of the Board of Trustees. If the Board has any proposed changes to the allocations, it has until December 12th to submit them to submit changes to the Board of Trustees. The Board then has until January 1st to approve the changes. Once the budget is approved, the fiscal year begins. At no point may the allocated total budget exceed the estimated yearly interest minus expenses.

Section\_14.6 Withdrawals of money from the fund within the allocated budget require the approval of one of the financial signatories (Vice Chair or Director of Finance). As long as the expense doesn't exceed the allocated budget for the fiscal year, the transaction can then be made. If the transaction will exceed the budget for the fiscal year, then the transaction is rejected.

Section\_14.7 In order to ensure full disclosure of the Fund and the budget, a real-time list of expenditures will be kept online in full disclosure to the Executive Board, Chapter representatives, the Board of Trustees, and the Board of Alumni. Furthermore, the Vice Chair and Director of Finance will prepare a quarterly report with current value of the fund and any changes made to date of that fiscal year (1/1-12/31).

Section\_14.8 The allocated yearly budget may only be exceeded with a unanimous vote of both the Board of Trustees and the Executive Board.