

# SEDS-USA National Constitution

(Proposed: August, 2017)

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

## Article I. Name, Purpose, and Composition

Section I.01 **Name** The organization shall be named "Students for the Exploration and Development of Space, USA" (hereafter termed "SEDS-USA").

Section I.02 **Purpose** The Purpose of SEDS-USA shall be:

- (i) to educate students and the general public about the benefits of space exploration and development;
- (ii) to coordinate the efforts of students in the United States of America who are interested in promoting space exploration and development;
- (iii) to provide a forum for the discussion and exchange of ideas related to the exploration and development of space;
- (iv) to provide opportunities for students to interact and network with members of the space industry and community;
- (v) to provide hands-on opportunities that empower students to contribute to space exploration and development.

Section I.03 **Composition** SEDS-USA shall be composed of SEDS-USA Chapters and SEDS-USA Unaffiliated Members, where each Chapter Member and Unaffiliated Member shall be a student enrolled at a high school, college, or university located in the United States of America and its territories.

## Article II. National Structure

Section II.01 **SEDS-USA** SEDS-USA shall be a federation of individual chapters. Through the Council of Chapters, these active chapters elect a Board of Directors and grant them powers to manage the organization's national activities.

Section II.02 **Council of Chapters** The Council of Chapters (CoC) shall consist of one representative from each SEDS chapter and is overseen by an elected Chair of the Chapters Chair (CoC Chair). Quorum of the CoC shall be defined as one-half of the CoC.

Section II.02.1. **Powers of the Council of Chapters** Votes taken by the CoC represent the full authority of the chapters over SEDS-USA and its

activities. A majority vote shall be defined as a simple majority of the present representatives. In order to carry the force of the CoC, quorum must be satisfied when the vote is taken.

- (i) The CoC shall elect members to the Board of Directors by a majority vote.
- (ii) The CoC may dictate policy or action to be carried out by the Board of Directors by a majority vote.
- (iii) The CoC may overturn any action or policy adopted by the Board of Directors by a majority vote.
- (iv) Votes shall be conducted in the CoC pursuant to the bodies rules and procedures as adopted.

Section II.02.2.

#### **Chair of the Council of Chapters**

- (i) The CoC Chair shall organize and preside over meetings of the CoC, or designate a surrogate in their place.
- (ii) The CoC Chair shall have no voting power except to break a tie.
- (iii) The CoC Chair shall attempt to contact and inform a chapter should their representative fail to fulfill the position's responsibilities.
- (iv) The CoC Chair shall investigate any matters concerning misconduct of a SEDS-USA Chapter or SEDS-USA Unaffiliated Member as defined in the Bylaws. The conclusions of such an investigation shall be presented to the Board of Directors before disciplinary action is taken.

Section II.02.3.

#### **Chapter Representative**

- (i) A representative shall be a student and a member of the SEDS-USA Chapter that they represent.
- (ii) A representative is responsible for the fulfillment of their chapter's responsibilities to SEDS-USA. Additional responsibilities shall be defined in the bylaws.

Section II.02.4.

#### **Board of Directors Representation**

- (i) In the event of a major policy decision or action taken by the Board of Directors, a representative other than the CoC Chair shall be present at the soonest CoC meeting.

Section II.02.5.

**Meetings of the Council of Chapters** The Council of Chapters shall be required to meet once every month. The Chair of the Council of Chapters may, with the full consent of the chapters, postpone any meeting of the Council of Chapters.

- (i) Should a petition containing of 1/3 of the Council of Chapters members be received by the Chair of the Council of Chapters, they shall be required to call a meeting of the Council of Chapters within seven days.
- (ii) All meetings of the Council of Chapters shall be required to be advertised via direct email to the chapters and electronic means five days prior to the meeting.

Section II.03

#### **Board of Directors**

Section II.03.1.

**Purpose** The Board of Directors (BoD) shall manage the activities of the SEDS-USA national organization. It shall appoint additional national officers, hereby referred to as Staff, to aid in this

management. The Board of Directors shall serve as the primary point of contact with the Board of Advisors and Board of Trustees.

Section II.03.2.

**Composition** The Board of Directors shall be comprised of the following positions:

- (i) Chair
- (ii) Vice Chair
- (iii) Council of Chapters Chair
- (iv) Secretary
- (v) Treasurer
- (vi) (2) Members At-Large
- (vii) Executive Director

Section II.03.3.

**Duties of the Board of Directors**

- (i) The BoD is charged with protecting the reputation and image of SEDS-USA.
- (ii) The BoD shall ensure chapters adhere to the purpose and mission statement of the SEDS organization. This includes the responsibilities as defined in Article II. If a chapter is acting irresponsibly, the CoC Chair shall be notified.
- (iii) The BoD shall not engage in deficit spending.
- (iv) The BoD shall set and collect dues from Chapters and Unaffiliated Members.
- (v) Each member shall provide updates on their projects and areas of responsibility to the rest of the Board at each official BoD meeting.
- (vi) If a BoD member will be unavailable for more than a week, (s)he must inform the Chair of this fact and declare that his/her voting privileges will be inactive for the duration of this period.
- (vii) The individual responsibilities of each BoD position shall be defined in the bylaws.

Section II.03.4.

**Powers of the Board of Directors**

- (i) Each BoD member, except for the Executive Director, shall be a voting member and exercise a single, equal vote concerning any BoD policy or action.
- (ii) Each BoD member shall have the power to call a vote concerning the fulfillment of the BoD's duties.
- (iii) The BoD shall have full authority over the SEDS-USA name and logo, as well as any intellectual property generated as part of a national SEDS-USA activity.
- (iv) The BoD shall have the power to originate, organize, and complete (or terminate) any national project or initiative. This includes adding permanent and temporary staff.
- (v) The BoD can limit member benefits to a SEDS-USA Chapter or Unaffiliated Member violating their responsibilities.

Section II.03.5.

**Elections of Voting Members**

- (i) Any member of SEDS-USA who is enrolled at a college or university shall be eligible to run for the Board of Directors.
- (ii) The Council of Chapters Chair shall distribute to all chapters the declarations of all candidates and an absentee ballot. The

absentee ballot is to be used only by those chapters not sending a representative to the national conference. The absentee ballot must be submitted by the official Chapter Representative. All absentee ballots must be returned to the Council of Chapters Chair by the start of the conference.

- (iii) The Chapter Representative of each chapter attending the conference shall designate to the Council of Chapters Chair who will be casting the votes on the chapter's behalf. This must be done prior to the start of the conference.
- (iv) Voting procedures are detailed in the bylaws.
- (v) No more than three Board members can be from the same SEDS chapter.
- (vi) No more than 49% of the Board can be from the same geographic region. These regions are defined in the bylaws.

#### Section II.03.6.

**Meetings of the Board of Directors** The Board of Directors shall be required to meet in an official capacity once every month. The Chair may, with full BoD consent or in extenuating circumstances, postpone any such official meeting of the Board of Directors.

- (i) Any Board member may call an official BoD meeting to be held within two weeks of the request.
- (ii) A majority vote of the BoD is required for approval of any Board of Directors measure, except when expressly contravened by other sections of this constitution.
- (iii) Minutes shall be taken at all official BoD meetings and shall subsequently be made available to the public.
- (iv) Additional meetings beyond fulfilling this minimum requirement shall be governed by the By-Laws.

#### Section II.03.7.

##### **Removal and Impeachment**

- (i) Any Board member who fails to submit his or her update for an official BoD meeting, and fails to communicate with the BoD for two weeks after the official BoD meeting, shall be automatically removed from the Board, except in the case of an absence as defined in Article II, Section 4.2.

Said Board member may be reinstated by a majority of the remaining Board members within two weeks of removal, provided that said Board member has provided an update and justification for the delay.

- (ii) Impeachment proceedings against any Board member may begin if, upon the written request to the Chairman or Vice-Chairman by another Board member or three Chapter Representatives, the Chairman or Vice-Chairman conducts a confidence vote of the Board of Directors, and a majority of the Board believes the Board member should be removed from office. If this occurs, the Board member in question will be suspended from all duties for the duration of the impeachment proceedings. This confidence vote must be completed within one week of the written request.

If a majority of the Board deems an investigation necessary, the Chair or Vice-Chair shall conduct a two-week investigation of the charges against the Board member.

Within one week of the closing of the confidence vote, or at the close of the investigation, the Chairman or Vice-Chairman shall initiate a vote of the Council of Chapters. If a simple two-thirds vote of the Council of Chapters determines that the Board member in question should be removed from office then the Board member is officially removed from office. Otherwise, (s)he shall retain his/her office and impeachment proceedings shall be considered concluded.

Section II.03.8. **Unscheduled Elections** When a seat on the BoD is vacant, the CoC Chair must inform all chapters of this vacancy and distribute an application for the position. Ballots shall be distributed not less than two weeks after the application is distributed. All ballots shall be counted one week after the CoC Chair has distributed them. Details of voting procedures are included in the bylaws.

Section II.03.9. The Board of Trustees shall be considered ex-officio non-voting members of the Board of Directors. The Board of Trustees shall not be subject to election and their membership shall be governed by the bylaws.

Section II.04

#### **Staff**

Section II.04.1. **Executive Director** The Executive Director shall ensure the staff's successful execution of the BoD's directives. The Executive Director is a non-voting, appointed position. The Executive Director's appointment process is outlined in the bylaws.

Section II.04.2. **Eligibility** All peoples shall be eligible to be appointed as staff members.

Section II.04.3. **Governance** All policies governing the staff shall be outlined in the bylaws.

### **Article III. Chapters**

Section III.01

**Establishment** SEDS-USA shall grant chapter status to any student group at any high school, college or university in the United States and its territories, or to an unaffiliated group so long as a majority of its members are students and as long as the following is provided:

Section III.01.1. the names of three individuals who shall be the official chapter designates.

Section III.01.2. a signed letter of intent which will commit the chapter to:

- (i) uphold SEDS-USA standards and policies while acting in official capacity;
- (ii) provide a permanent address for SEDS-USA mailings and a current membership list;
- (iii) remit annual chapter dues, to be set by the Board;
- (iv) keep the Board informed, at least twice a year, of local activities;
- (v) agree that the charter and rights to use the SEDS name may

- be revoked if the preceding requisites are not fulfilled.
- Section III.02 Individual SEDS chapters may be chapters of other organizations as long as they abide by the requirements for all SEDS chapters as enumerated in this constitution and bylaws.
- Section III.03 **Organization** Each chapter will have the right to organize itself in any way that it desires. This includes chapter structure, organization, activities, projects, etc.. so long as they coincide with the SEDS mission statement, purpose, and the rest of Article III.
- Section III.04 **Chapter Responsibilities**
- Section III.04.1. Each chapter will make available to its members copies of all SEDS-USA Publications and SEDS-USA chapter correspondence. Each chapter will keep its members informed of SEDS projects and encourage participation in these projects. All chapters are strongly encouraged to provide a forum for the discussion of the full spectrum of space-related issues.
- Section III.04.2. The chapter shall keep the Board informed of any changes to the identity or contact information of their Advisor, President/Chairman, and Chapter Representative.
- Section III.04.3. In addition to the chapter commitments set forth above, each chapter is strongly urged to be represented at regional, national, and international SEDS functions and conferences.
- Section III.04.4. The Director of Chapter Affairs must be provided with the name of one member from each chapter who shall act as that chapter's Representative to the Council of Chapters. At a chapter's own discretion, the same person may serve as both the chapter President/Chairman and chapter representative, though it is recommended these be separate people.
- Section III.04.5. The chapter shall keep the Director of Chapter Affairs updated with the names and majors (if any) of all SEDS members, updating this list at least once a year.
- Section III.05 **Autonomous Powers of the Chapters**
- Section III.05.1. The Board of Directors will have no control over projects belonging to an individual SEDS group, except as stated in Article II, Section 5.
- Section III.05.2. The financial affairs of each chapter are the sole responsibility of that chapter, and shall be conducted without interference from SEDS-USA with the exception of:
- (i) Are conducted in a non-for-profit manner that does not threaten the 501c status of the SEDS organization
  - (ii) Money received from SEDS-USA is used in accordance to any rules or restrictions imposed on that money at the time of receipt.
- Section III.05.3. The financial responsibility for SEDS-USA conferences shall lie with the organizing chapter(s). The Board of Directors may elect to accept the financial responsibility for a SEDS-USA conference by a three quarters majority vote.
- Section III.06 **Disenfranchisement**
- Section III.06.1. If a chapter does not pay its annual dues to SEDS-USA within two months of the established deadline, its chapter status will automatically be revoked.
- Section III.06.2. A chapter may have its charter revoked by either a two-thirds majority of the Board or a simple majority of the Council of Chapters. Procedures for the policing of chapters are outlined in Article II Section 5.

## **Article IV.**

### **Advisorship**

Section IV.01

**Purpose** SEDS-USA will maintain a Board of Trustees who will provide continuity, guidance and support for the SEDS organization while administering the SEDS Endowment Fund.

Section IV.02

**Composition** The composition of the Board of Trustees is defined in the Bylaws.

Section IV.03

**Appointment** Appointment to the Board of Trustees will take place upon approval of an individual by a majority of the Board of Directors and upon receipt of that individual's agreement to serve on the Board of Advisors for either a life or rotating term, as defined in the bylaws. Contact with potential Advisors will be established by the Board of Directors. Appointments shall be made as necessary to fulfill the composition requirements in the bylaws.

Section IV.04

**Responsibility** The primary responsibility of the Board of Trustees is the maintaining of the SEDS Endowment Fund and the distribution of the yearly stipends from this as defined in the bylaws.

The Board of Trustees is also responsible for providing advice and support for SEDS projects, conferences, and initiatives. The form of this support is left purposely broad in order that each advisor can serve SEDS in the manner best suiting their knowledge, skills and network.

Section IV.05

**Removal of Advisors** If an advisor is found to have committed a major violation of the trust SEDS is placing in them, is not fulfilling their responsibilities to SEDS the organization, or does not respond within 2 months of reasonable attempts to contact them, they may be removed from the Board of Trustees with a 3/4 majority of either the SEDS Board of Directors or Board of Trustees. The procedure for this removal and causes for termination are further defined in the bylaws.

## **Article V.**

### **Relations with Outside Organizations**

Section V.01

**National Communication** All communication between SEDS-USA and the national officers of other businesses, companies, organizations, societies, etc. shall be conducted and/or monitored by the Board of Directors. The Board of Directors will also coordinate joint projects with said groups.

Section V.02

**Chapter Communication** All SEDS chapters will be free to communicate or cooperate with any group they deem appropriate unless, by a two-thirds majority of the Board of Directors, such collusion shall be deemed injurious to the image, purpose, or reputation of SEDS-USA.

## **Article VI.**

### **Affiliates**

Section VI.01

In order to facilitate the exchange of information between SEDS-USA and other organizations, both public and private, the Board of Directors will have the authority to make contracts of affiliation between SEDS-USA and such organizations. These contracts, upon ratification by a two-thirds majority of the Council of Chapters, shall become binding upon SEDS-USA according to the terms contained therein.

Any corporation or firm whose interests are compatible with SEDS's

goals may become an affiliate of SEDS-USA through the aforementioned process. A SEDS industrial or corporate affiliate will provide SEDS-USA with services and/or financial support and will provide SEDS-USA with information concerning space-related fields. SEDS-USA will allow industrial or corporate affiliates to send recruiters or company representatives to SEDS functions and to advertise in SEDS publications. No affiliates shall have any authority in the policy or administration of SEDS-USA affairs.

## **Article VII.**

Section VII.01

### **National Mergers**

All mergers of SEDS-USA with other organizations must be approved by a three-quarters majority of the Council of Chapters.

## **Article VIII.**

Section VIII.01

### **Amendments**

Amendments to this Constitution may be introduced by any three members of the Council of Chapters or any one member of the Board of Directors. Upon receipt of a proposed amendment, the Chair must initiate a vote on the amendment within one week's time. Adequate information will be provided to the Council Representatives so they may make a determination on the proposed amendment. The Council vote shall be completed within one month's time and the proposed amendment shall be ratified if approved by three-quarters of the Council.

## **Article IX.**

Section IX.01

### **By-Laws**

**Purpose** SEDS-USA shall compose and maintain a set of By-Laws to regulate its operation, governance of the chapters, and enforce this Constitution.

Section IX.02

**Enactment and Revision** Additions to or revisions of the By-Laws shall require a two-thirds vote of the full Board of Directors, and shall be included in the By-Laws following the end of the next meeting of the Council of Chapters. During that same subsequent meeting, the Council of Chapters may veto any such alteration with a majority vote.

Section IX.03

**Authority** The By-Laws shall carry the authority of the Council of Chapters. In the case of a conflict between the By-Laws and the Constitution, the Constitution takes precedence.

Section IX.04

**Purpose** The bylaws are designed to allow for flexibility and ease in definition for activities that are primarily the concern of only the Board of Directors. Any definition of specific actions is included here, in order to facilitate easier changes as needed.

Section IX.05

**Authority Invested in the Bylaws** The bylaws are hereby considered a part of the constitution and do thereby have the same weight of law as the constitution. If there is a conflict between the bylaws and the rest of the constitution, the portion belonging to the constitution proper has precedence.

Section IX.06

**Enactment / Revision of Bylaws** Any new bylaw, or change to the existing bylaws, must be approved by a two-thirds vote of the Board



of Directors. The Council of Chapters may override any action concerning the Bylaws by a majority vote.

## **Article X.**

Section X.01

### **Definitions**

**Student** The definition of a "student" is the definition used by the educational institution at which the person is in attendance. A person shall be considered a student during an interruption in their education, as long as such a sabbatical does not last more than 15 months. The student must also be in good academic standing at their educational institution as defined by said institution.

Section X.02

**Rules of Procedure** The rules of procedure for the SEDS Board of Directors and the Council of Chapters shall be defined by the Chairman for the Board of Directors and the Director of Chapter Affairs for the Council of Chapters. These rules must be approved by a majority vote of the body they apply to.

Section X.03

**Majority** Greater than fifty percent of those eligible to vote.

Section X.04

**Two thirds majority** Greater than or equal to two-thirds of those eligible to vote.

Section X.05

**Simple Majority** If quorum is met, then measure passes if majority of the yea and the nay votes are in favor.

Section X.06

**Simple two-thirds majority** If quorum is met, then measure passes if two-thirds of the yea and the nay votes are in favor.

Section X.07

**Three-quarter majority** greater than or equal to three-quarters of those eligible to vote.