

SEDS-USA National Bylaws

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

Article I. Responsibilities of the Board of Directors

- Section 1.01 **Chair** The Chair presides over the Board of Directors and oversees the decision-making and electoral processes. The Chair is responsible for ensuring the continuous communication among Board members, chapter representatives, chapters, advisers, alumni, and outside organizations. The Chair and the Executive Director serve as the chief representatives of SEDS at official functions. In the event a situation arises where an immediate decision is necessary, the Chair may make 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 1.02 **Vice-Chair** The Vice-Chair acts as the Alumni Liaison and the Board of Trustees Liaison. 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. The Vice Chair is responsible for oversight of all SEDS-USA fundraising activities.
- Section 1.03 **Treasurer** The Treasurer is responsible for the oversight of all financial and tax matters of SEDS-USA. Explicitly the Treasurer monitors all expenditures of the Board Members and Staff and notifies the Chairs when any chapter becomes delinquent in paying dues, and is directly responsible for overseeing the proper filing of all tax related paper work, and maintains the tax status of SEDS-USA. The Treasurer must make monthly reports to the Board of Directors regarding the financial status of SEDS, including a list of all disbursements made and funds received. The Treasurer must keep in contact throughout his or her tenure with SEDS-USA's legal counsel to make sure they are updated about all needed financial and legal matters. The Treasurer is also responsible for oversight of any SEDS-USA activity which impacts its tax status.
- Section 1.04 **Chair of the Council of Chapters** The Chair of the Council of Chapters (CoC Chair) is responsible for working with all of the chapters through their chapter representatives. The CoC Chair is in charge of organizing all Council of Chapters meetings and votes. The CoC Chair is also responsible for answering and supporting all requests by individual chapters for information or help. CoC Chair is charged with the task of informing the Board of Directors about special concerns brought to his/her attention by the chapters. The CoC Chair is furthermore tasked with coordinating with the Executive Director to oversee any staff designated to support Chapter Affairs.
- Section 1.05 **Secretary** The Secretary is in charge of taking written minutes, notes and audio or visual notes at all SEDS-USA meetings and recording them for permanent record. This includes all meetings of the Board of Directors, all meetings of the Council of Chapters, and any other meetings designated by the Board of Directors or its committee. These shall be recorded in easily accessible electronic format for review by the Board of Directors and others and for future use. The secretary will have the secondary responsibility of assisting the other board members in their projects in any way possible. The Secretary will also be responsible for maintaining a file of all current records within the organization. The Secretary will specifically work with the Director of Finance to assure proper documentation of records for long term retention.
- Section 1.06 **At Large Board Members** At large Board members shall be responsible for promoting SEDS-USA, participating in activities of the organization, assisting with fundraising efforts lead by the Vice Chair, being actively engaged with the strategic planning process of SEDS-USA, serving as a Board Liaison on any committee assigned, and serving as oversight on the SEDS-USA organization as part of their Board role.

Article II. Board of Trustees

- Section 2.01 There shall exist a Board of Trustees which shall be responsible for the maintenance of the SEDS-USA Endowment Fund.
- (a) These Endowment Directors, or 'Board of Trustees' are not subject to any requirements where their status as a student must be maintained.
 - (b) There shall be no fewer than 4 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 such quota is met.
 - (c) 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.
 - (d) SEDS-USA shall endeavor to appoint members to the Board of Trustees from a diverse group representing the space community; this should include both Alumni and non-alumni
 - (e) Each Endowment Director shall 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.
 - (i) Meet with the rest of the Endowment Directors yearly to re-approve the Endowment Fund budget
 - (ii) Respond to requests in a timely manner

Article III. Regular Voting Procedures

- Section 3.01 Candidates for contested positions shall declare their intention to run at least one week prior to the announced date of elections.
- Section 3.02 The Board of Elections shall determine and approve the method for accepting nominations. This shall be announced to the chapters no later than two (2) months prior to the start of the National Conference.
- Section 3.03 The deadline for nominations to be placed the ballot shall be set by the Board of Elections; nominations shall still be accepted up until the beginning of the National Conference after which point it shall be at the discretion of the Board of Elections. Nominations will continue to be accepted after this deadline for any position with one or no candidates, up until the elections proceedings begin.
- Section 3.04 Candidates may run for as many positions as are available.
- Section 3.05 Candidates and Chapters shall be informed of all relevant rules and procedures by the Board of Elections prior the start of the Election Procedures.
- Section 3.06 The Board of Elections 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 Board of Elections prior to the start of election proceedings at the National Conference.
- (a) Absentee ballots will be filled out in whatever manner is defined by that chapter's constitution.
- Section 3.07 The Election Committee, in coordination with the national conference organizers shall appoint a specific time frame during the conference for elections.
- (a) If a Chapter Representative is in attendance, they shall cast their chapter's vote by whatever decision process decided on by their chapter.
 - (b) Should a Chapter Representative be unable to attend the election proceedings, their chapter may appoint an "Official Delegate" to cast their chapter's vote.
 - (c) Candidates shall be given an appropriate and equal (to their position) 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.
 - (d) Ballots shall be distributed to all delegates with voting privileges. Each chapter shall have votes as designated per the positions available in the constitution for that election.
 - (e) Ballots will be counted by the Election Committee.
 - (f) 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.

- (g) The results shall be announced in whatever manner is determined by the Election committee, within twenty four (24) hours of the conclusion of the elections. Vote totals shall be reflected in the minutes of the elections.

Section 3.08 In the event of a tie, a run-off election will be held between the tied candidates. This election will be held only among the present representatives and will not take into account absentee ballots.

- (a) In the event of yet another tie, members of the outgoing Board of Directors present will vote to determine between the candidates.
- (b) 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.
- (c) If Chair is the position in contention and the Board of Directors vote results in a tie, the Election Committee will have the final vote.

Section 3.09 Should a position be left with no candidates, an Unscheduled Elections shall be held within one (1) month following the conference.

Section 3.10 Should a position remain unfilled after a month has passed since the end of the conference, the Board of Directors may vote on whether to allow for additional Unscheduled Elections or retain the position as vacant.

Section 3.11 The term of the newly elected officers begins at the close of business on the last day of the date seven (7) days scheduled elections have been concluded, at which time the term of the outgoing officer's ends.

- (a) Outgoing Board members who have financial signing power over accounts shall begin to transfer those accounts over as soon as it is legally permissible.
- (b) Outgoing Board members with financial signing power shall be subject to the discretion of the Incoming Board member for the position as of the beginning of the Incoming board members term, and shall make no new commitments on behalf of the organization unless directed to do so by the Incoming Board member and the Incoming Chair of the Board.

Article IV. Unscheduled Elections

Section 4.01 In the event an officer is unable to complete their term, or a position is unfilled for any reason, Unscheduled Elections shall be held.

Section 4.02 Unscheduled Elections shall be conducted if a vacancy exist on the Board of Directors

Section 4.03 When a seat on the Board of Directors is vacant, the Chair of the Council of Chapters must inform all chapters of this vacancy.

Section 4.04 Qualified candidates must declare their intention to run, in writing, to the Chair of the Council of Chapters.

Section 4.05 Ballots shall be distributed two weeks after there is at least one qualified person who declares his candidacy for the vacant seat. Any candidate may submit their declaration up to the date of distribution of the Ballot.

Section 4.06 All returned ballots shall be counted two weeks after the Chair of the Council of Chapters has sent them out.

Article V. Standing Rules

Section 5.01 The Board of Directors 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 Board of Directors or by a directive from the Council of Chapters.

Section 5.02 All non-procedural votes by the Board of Directors will be roll-call votes. These votes will be recorded and kept on file for public perusal.

Section 5.03 Transcripts of all official meetings of the Board of Directors shall be posted on the SEDS website for public perusal.

Article VI. Political Activity

Section 6.01 SEDS-USA shall never take a position on any political issue outside of its mission nor support any candidate.

Section 6.02 SEDS-USA will seek to educate its members about all points of view of contentious issues within its mission.

Section 6.03 SEDS-USA and its individual chapters shall never, and are prohibited from, spending funds

supporting particular candidates.

Article VII. Staff Process

- Section 7.01 The Appointment Committee may create any position at their discretion.
- Section 7.02 The Appointment Committee shall create a hiring policy (the "Staffing Policy") which shall include a process for filling any additional positions. This policy shall be adopted and approved annually by the Board of Directors in the first six (6) months of the Board's term.
- Section 7.03 The Determination of if staff shall continue in their positions (retain) or leave shall be made prior to six (6) weeks from the beginning of the National Conference. This decision shall be made by the Executive Director and Appointment Committee with the advice and consent of the Board of Directors.
- Section 7.04 Should any positions remain open that the Executive Director should wish to fill, they shall conduct a search pursuant to those outlined by the Staffing Policy.

Article VIII. Budget Process

- Section 8.01 Six (6) weeks prior to the beginning of the National Conference, Each Staff Member shall prepare a budget for their particular project for the following year. Those members of staff who will not be returning shall still complete said budget. These shall be submitted to the Executive Director.
- Section 8.02 The Executive Director shall compile and finalize a draft Budget for the following fiscal year with the following requirements:
- (a) Expenses shall never exceed Revenues
 - (b) Reserves shall be equal to at least ten percent (10%) of the Total Revenues minus Revenue from National Conference Registration.
 - (c) Includes Revenue Projections which include annual Fundraising Goals, Capital Goals, and Earned Revenue Projections (Endowment Income and other).
 - (d) Includes Detailed Expense Projections
- Section 8.03 The Executive Director shall present this budget to the newly elected Board of Directors at the National Conference.
- Section 8.04 The Treasurer shall, within three (3) weeks of the Executive Directors submission, submit to the Board of Directors any proposed changes.
- Section 8.05 This budget shall be debated in full and approved prior to December 15th of each year by simple majority vote. Should no budget be passed prior to December 15th by the Board of Directors, the Executive Director, Chairman of the Board of Directors and Treasurer shall approve the Budget prior to December 20th.
- Section 8.06 Each budget line, which should be equivalent to a project level, shall be usable for the activities associated with said project as stipulated in the budget. The assigned person shall be reasonable for all expenses and revenues arising from that line. Should additional funds be needed, or a surplus be present, the staff member in question shall report this to the Executive Director who shall report this to the Board of Directors for consideration. Funds may be re-allocated and adjusted by the Board of Directors.
- Section 8.07 All Final Approved budgets shall fall within the requirements outlined in Section 8.02.
- Section 8.08 Each person authorized to make expenses from a given line is required to keep an independent journal of ALL expenses, including descriptions of what is covered by these expenses. This journal is to be submitted along with receipts for the expenses. These journals shall be kept on record for tax purposes.
- Section 8.09 Should unforeseen events occur to SEDS-USA where additional funds are needed to assure continuity of the organization or prevent undue harm, the Board of Directors may vote by two thirds (2/3) majority to expend funds as needed. The Council of Chapters must be informed of said action within two (2) hours of the conclusion of the vote.

Article IX. General Expense Procedure

- Section 9.01 SEDS-USA shall only incur expenses which are authorized and used to support SEDS-USA activities. At no time shall expenses benefiting only an individual not authorized by SEDS-USA be allowable.
- Section 9.02 Expenses may either be conducted by reimbursement, whereas an individual designated by the treasurer may spend personal funds and be reimbursed for the expense or by

- appropriate use of direct payment from SEDS-USA as designated by the treasurer.
- Section 9.03 All expenses shall have approval before the expense is incurred, except in outstanding circumstances, or if the expense is within a pre-approved budget line, or if the expense is within a budget line and falls under the approval limit.
- Section 9.04 All planned expenses shall be submitted to the Treasurer at least two weeks before the expenses are incurred. This shall include where possible and applicable two sourcing options or an analysis ruling out other sourcing options.
- Section 9.05 The Treasurer shall have the authority to approve or deny the proposed expense within the line at their discretion, and shall relay that determination to the requestor(s) as well as the Board of Directors. Should the proposed expense fall outside of an existing budget allocation or amount, the expense shall not be able to be approved without the amendment of said budget.

Article X. Miscellaneous Expenditures

- Section 10.01 Each Board Director or staff member may receive up to the approval limit each 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 Board of Directors member must save all receipts and submit them along with a designated reimbursement form, to the Treasurer.
- Section 10.02 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. The Treasurer may allow a reimbursement for up to fifteen (15%) greater than the approved amount, provided the net cost budget allocation is not exceeded. Should additional funds be required, the Board of Directors may amend the budget as needed.
- Section 10.03 The treasurer shall disallow specific expenditures if there are not complete records and receipts provided for them. The treasurer may also disallow expenditures if it is shown that the expense was not incurred in directly performing SEDS-USA activities.
- Section 10.04 The treasurer shall enact reimbursement within two (2) weeks of final approval of said reimbursement.

Article XI. Reimbursement

- Section 11.01 Any three (3) chapter representatives or a single Board of Directors member may challenge the decision of the Treasurer. The Council of Chapters may override an Board of Directors financial decision by a majority vote.

Article XII. The Endowment Fund

- Section 12.01 The SEDS-USA Endowment Fund (hereafter referred to as "the Fund") is a sum of money that is invested in a manner such that its interest may provide for the yearly operation of SEDS-USA.
- Section 12.02 The Fund shall be managed and overseen by the SEDS Board of Trustees.
- Section 12.03 The SEDS Board of Directors will have minimum involvement in the daily operation of the fund.
- Section 12.04 The SEDS Endowment fund shall be dedicated to promoting:
- (a) National Projects
 - (b) SEDS related travel
 - (c) Scholarships
 - (d) Printings / Mailings / Posters
 - (e) Mail / Fax expenses
 - (f) Any other SEDS-USA expense deemed appropriate
- Section 12.05 The money from the SEDS USA Endowment fund shall 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 12.06 The budget for the Fund that is used to support the purposes as defined in Section 12.03 must be approved annually by a 3/4 vote of the Board of Trustees.
- (a) The Board of Directors shall submit, by August 31st of each year, a endowment budget to the Board of Trustees for the following fiscal year, which shall designated expected revenue and preliminary proposed expenses for said revenue.
 - (b) The Board of Trustees shall review this in preliminary discussions, and shall

review changes made and approved by the Board of Directors as a part of the overall Budget Process in Article VIII. The authorized withdrawals for revenue for the following year shall be authorized prior to December 15th each year.

- Section 12.07 At no point shall the allocated total budget exceed the estimated yearly interest minus expenses.
- Section 12.08 Withdrawals, or payments, from the fund require approval from the Board of Trustees (as part of Section 12.06) and the Treasurer. Should the transaction exceed the budget for the fiscal year, then the transaction shall be rejected.
- Section 12.09 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 Board of Directors, Chapter representatives, and the Board of Trustees.
- Section 12.10 Furthermore, the Treasurer shall prepare a quarterly report with current value of the fund and any changes made to date of that fiscal year
- Section 12.11 The allocated yearly budget may only be exceeded with a unanimous vote of both the Board of Trustees and the Board of Directors.

Article XIII. Accepting Donations for Chapters

- Section 13.01 SEDS-USA will accept donations for use by its individual chapters provided the requirements in this section are followed.
- Section 13.02 The chapter receiving the donation must have paid dues on time for the year in which the donation is to be accepted.
- Section 13.03 Donations shall have a value of \$250 or greater, unless authorized by the Director of Finance.
- Section 13.04 Donations shall be one-time donations. SEDS-USA shall not process regular chapter income. Multiple one time donations are permissible each year.
- Section 13.05 All donations must be payable to "Students for the Exploration and Development of Space, USA" and be sent to the official SEDS-USA mailing address as determined by the Board of Directors.
- Section 13.06 SEDS-USA will, upon receipt and acceptance of the donation, send a check to the chapter. For all accepted donations, SEDS-USA will only make the check payable to the chapter or an associated university or school-managed account, such as a student government or department. For all chapter donations processed by SEDS-USA, checks shall not be made payable to individuals. The Treasurer of SEDS-USA may designate additional accounts which shall not be payable to for tax reasons or others.
- Section 13.07 The chapter receiving the donation shall provide full receipts and documentation that show where the donated money was spent.
- Section 13.08 Donations must not be used for any political purpose or activity. Chapters that violate this policy may be disenfranchised by SEDS-USA.
- Section 13.09 SEDS-USA shall charge a fee of 5% of the value of the donation for monetary donations.
- Section 13.10 In-kind donations will be accepted at no charge to the chapter, and any processing or handling fees will be the responsibility of the chapter.
- Section 13.11 SEDS-USA has the right to refuse any and all donations at the discretion of the Board of Directors.
- Section 13.12 This Policy shall not apply to activities for national events and conferences; distinct agreements shall be entered into for these events.

Article XIV. Responsibilities of the Chapters

- Section 14.01 Each chapter shall appoint a chapter representative to serve in the Council of Chapters. The chapter representative is responsible for making sure that all the chapter responsibilities are kept.
- Section 14.02 Each chapter shall provide contact information for the chapter representative, the chapter president, their advisor, and one other leader from the chapter. If so requested, they shall provide additional contact information for project specific endeavors.

- Section 14.03 Each chapter shall keep the contact information on the SEDS website up to date.
- Section 14.04 The chapter shall respond to requests for chapter information from the Chairman of the Council of Chapters promptly
- Section 14.05 Each chapter representative shall attend the Council of Chapter meetings as defined by the schedule put forth by the Chairman of the Council of Chapters.
- Section 14.06 Each chapter shall provide a chapter report on the website when requested by the Chairman of the Council of Chapters or their designee.
- Section 14.07 Should any Chapter not fulfill their responsibilities outlined here and elsewhere in the constitution and bylaws of SEDS, they may be labeled a "Chapter in Bad Standing", on the authority of the Chairman of the Council of Chapters. There shall be two tiers of Chapters; Chapters in Good standing and in Bad standing.
- Section 14.08 A Chapter in Good Standing shall have the following privileges:
- (a) 501(c)3 Donations will be processed from that chapter in accordance with Article XIII.
 - (b) The chapter has the right to vote for chapter additions/removals and Board of Director removals and unscheduled elections in the Council of Chapters.
 - (c) Members of the chapter are eligible to run for the SEDS USA National Board of Directors.
 - (d) Members of the chapter are eligible for the SEDS conference discount at the national conference, if it is so designated.
 - (e) Members of the chapter are eligible for SEDS arranged discounts to other space conferences.
- Section 14.09 A Chapter in Bad Standing has only the following privileges:
- (a) The chapter can vote for the next national conference location at the national conference.
 - (b) The chapter can vote in scheduled elections.
 - (c) The chapter can use the SEDS name.
- Section 14.10 A Chapter shall be considered in Bad standing when the following occurs:
- (a) The Chapter misses three (3) Consecutive Council of Chapter meetings.
 - (b) The Chapter fails to fulfill responsibilities listed in the responsibilities section.
- Section 14.11 A Chapter shall be considered for disassociation when the following occurs:
- (a) The Chapter fails to pay dues.
 - (b) The Chapters activities are inconsistent with the mission of SEDS.
- Section 14.12 A Chapter will be considered in good standing again after the following occurs:
- (a) Chapter attends two (2) consecutive Council of Chapters meetings.
 - (b) Complies with the Chapter Requirements to the satisfaction of the Council of Chapters or the Chairman of the Council of Chapters.

Article XV. Chapter Dues

- Section 15.01 Chapter Dues shall be set at \$50.00.
- Section 15.02 **Payment Date** The deadline for paying annual chapter dues shall be November 1st.
- Section 15.03 New Chapters which join SEDS-USA after April 31st shall have their dues apply to the remainder of the fiscal year, and the following fiscal year.

Article XVI. Standing Committees of the Council of Chapters

- Section 16.01 Space Advocacy Committee
- (a) The Space Advocacy Committee shall be composed of a committee chair and two committee members. The chair and committee members will be appointed by the Council of Chapters immediately following elections of the Board of Directors.
 - (b) The role of the Space Advocacy Committee is to educate and inform SEDS-USA members and the general public by aggregating information concerning

space exploration and development from multiple sources and distribute it through a quarterly publication, hereby referred to as the "advocacy publication".

- (i) The Space Advocacy Committee shall not exercise any jurisdiction over the NOVA publication.
- (c) The topics included in the "advocacy publication" will be determined as follows:
 - (i) Any member of SEDS-USA may present a topic for investigation to the Space Advocacy Committee. Upon receipt of a topic, the committee will determine if the topic shall be included in the "advocacy publication."
 - (ii) Additional topics will be included at the discretion of the committee.
- (d) The "advocacy publication" shall provide multiple viewpoints and factual information to educate the reader, rather than convince the reader to pursue a specific action or hold a specific opinion.
- (e) The "advocacy publication" shall provide permanent links or references to all documents references within and additional resources when appropriate.
- (f) The "advocacy publication" shall include a footnote stating: "No opinion expressed in this document is necessarily the viewpoint of SEDS-USA, its chapters, or its members."
- (g) The "advocacy publication" shall be released through internal list-serves as well as made available on the SEDS-USA website.
- (h) In the event that the Board of Directors or Space Advocacy Committee determines that SEDS-USA shall take a position on an issue, the Space Advocacy Committee will work in conjunction with the Board of Directors to draft a formal release of opinion. This release must be approved by a two-thirds majority vote by the Board of Directors.

Article XVII. Additional Policies

Section 17.01 SEDS-USA Shall adopt the following Policies annually:

- (a) Conflict of Interest Policy
- (b) Open Door/Whistleblower Policy
- (c) Document Retention and Destruction Policy
- (d) Policy Approval and Retention Policy
- (e) Internal Fiscal Controls
- (f) Staffing Policy

Section 17.02 SEDS-USA Additional Policies shall be renewed on an annual basis prior to the start of each fiscal year.

Article XVIII. Definitions

Section 18.01 Geographic regions - the United States of America shall be divided into 4 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

Section 18.02 The approval limit is \$50.00.

Section 18.03 An 'official meeting' of the Board of Directors shall be any meeting of a majority of the officers. All reasonable effort must be made to inform all officers of the meeting beforehand. Minutes must be taken, and posted publically. This provision does not however, prohibit the exercise of Executive Sessions by the Board of Directors.

Section 18.04 Quarters shall be defined as:

- (a) January 1 to March 31
- (b) April 1 to June 30
- (c) July 1 to September 31
- (d) October 1 to December 31

Section 18.05 The Fiscal year of SEDS-USA shall be defined as January 1st through December 31st.

Section 18.06 "Shall" or "shall" when used in these bylaws shall be defined as a requirement, and as such is not optional.