

Disposition of Section Bylaw Comments

Regional Engagement Activities Division (READ)

The Regional Engagement Activities Division (READ), comprised of the Regional Directors of the Institute, wishes to thank all Sections that submitted comments on the Section bylaws template. The additional sets of eyes reading the document uncovered several deficiencies that have been remedied in the new version. A few distinct lines of commentary were pursued by several Sections, which are addressed first below, followed by a disposition of all the remaining comments. The comments from the Sections will be given in italicized text [sometimes slightly paraphrased for brevity], with the READ response following in regular type.

Comments on the Standardization of the Bylaws:

- *I'm glad to see that the bylaws are being properly standardized with the addition of an easily adaptable and section-specific policy document. [Cape Canaveral Section]*
- *How much of the bylaws will be dictated by National and how much will be recommended best practices that the sections can adjust or suit to their specific needs, situation, requirements? [Orange County Section]*
- *Has there been consideration for differing requirements or responsibilities based on the section size? [Orange County Section]*
- *On a personal level, I am conflicted that all section bylaws will be the same. This is a step in homogenization of the sections. AIAA is full of very small thru very large sections. Each section has its own distinct characteristics. I think these can be preserved with only operational similarities. I do also see a value to unified bylaws since section leadership changes frequently (compared to other organizations) and it facilitates members moving to new sections. [Delaware Section]*
- *This document probably fits the procedural needs of the very largest sections. Due to low participation of our Professional members, the Connecticut section would have a hard time complying with many details of the requirements. The Connecticut section has always tried to stay true to the spirit of our bylaws, but the "letter of the law" is often impossible or impractical to follow. [Connecticut Section]*

The Regional Directors that comprise the membership of READ all have Sections from the Very Small to the Very Large, and we have attempted to draft these bylaws as a minimum standard document that must be maintained by the Sections. Significant thought and debate went into the discussion of every article in the document, with the guiding question being 'does this item need to be in the [hard to edit or modify] Section bylaws, or can it be something that Sections have the autonomy to adjust 'on the fly'. We see great value and benefit in writing the bylaws to be as standard as possible, while leaving items out of the bylaws that are remanded to the individual Sections to define in a separate document. Looking across the patchwork of current Section bylaws throughout the Institute, it is difficult to know which items are required by national, which are suggestions, and which have been imposed by individual Sections. Even with the oversight of RSAC (now READ) in the previous Section bylaw amendment process, contradictions, inconsistencies, and amendments with interpretations that were contrary to the national bylaws did make it through the process. We believe that by having one document applicable to all Sections, amendments, which would necessarily affect all Sections, will be much more thoroughly vetted, keeping the document

'cleaner' and more in compliance with the national AIAA Constitution and bylaws than the previous patchwork of Section bylaws. It will also make it easier for members moving from Section to Section to know the rules in a new Section, since the underlying bylaws will be a constant.

To be clear, READ holds that the tailoring of items from Section to Section should not be performed within the bylaws. THIS version of the bylaws will need to be ratified as there are items in the existing Section bylaws that point to structures within AIAA that no longer exist since the adoption of the new governance model (e.g., RSAC, Board of Directors) and there are items in the present bylaws of many Sections that are in direct conflict with AIAA bylaws (most notably AIAA bylaw 3.2.1.2 – Sections).

In terms of whether each Article in the bylaws should be 'required', we proceed with an Article-by-Article listing to denote the purpose and why each part is, in fact, required for all Sections.

- **Article I – Name and Territory** – This is required as it defines the extent/coverage of a Section.
- **Article II – Objective** – This defines the reason for the existence of this document.
- **Article III – Membership** – This is required to define what members comprise the Section
- **Article IV – Officers** – The Section Chair is a required position for a Section as per the AIAA bylaws (3.2.1.2 – Sections). The three other officers (Vice Chair, Secretary, and Treasurer) are required by READ, and were formerly required by RSAC in the previous bylaws template, as being the minimum number and type of officers that a functioning Section must have.
- **Article V – Council** – This is required as it defines the makeup of the Council, including that voting Council members must be elected by the membership.
- **Article VI – Elections** – The Section Chair is elected on a yearly basis as per the AIAA bylaws (3.2.1.2 – Sections), and as such elections of some sort are required every year. This article is required as it describes the parts of the process that READ felt were essential to holding a free and fair election, and it is significantly slimmed down on requirements relative to past versions of the Section bylaws template regarding such things as dates when various election tasks must be completed.
- **Article VII – Meetings, Procedures, & Quorums** – These are required to ensure Sections hold regular Council business meetings during the year and to define how many a Section must hold at a minimum.
- **Article VIII – Financial Affairs** – This is required to ensure the Section does not exceed its financial means and to give the financial reporting requirements of the Institute.
- **Article IX – Committees** – This is a simple open-ended section defining the Section's representation on the Regional Advisory Committee and delegating to the more configurable Policies and Procedures document the formation and leadership of committees.
- **Article X – Section Policies and Procedures** – This is required as the bylaws as-written call out the need to have certain specific items defined by each Section. These items can be tailored to the individual needs of each Section without the interference or imposition of READ.
- **Article XI – Limitations and Restrictions** - This is required to state that the Section bylaws are established as a subsidiary document under the National AIAA Constitution, bylaws, and AIAA Certificate of Incorporation.
- **Article XII – Amendment** – A Section pertaining to Amendments is required. It is true that Sections were previously able to modify their own bylaws, leading to a proliferation of variations in the bylaws from Section to Section. For the reasons given above, READ felt that this was not a good thing and that the bylaws should only contain those things that are required of a Section.

Amendments are possible and provided for, but the current approach to this document has been to retain only the items that should be required for a Section to operate, with the remainder being in a Section Council-editable Policies and Procedures document. If a situation arises and it is determined that it should be required of all Sections, then a bylaws amendment would be in order. Even then there are safeguards on how the bylaws are pushed down, requiring a super-majority of Section approval before being enacted for all.

- **Article XIII – Formation and Termination of Section** – This is required to state where the power to form and terminate Sections originates, and the fiduciary responsibilities and requirements of a Section that is terminated.
- **Article XIV – Removal of Officers and Council Members** – This is required to codify the means by which Section Officers and Council members may be removed. As it is a serious legal matter, this Article is very specific on how such a process is governed to protect both the integrity of the process and the individual rights of the Council member who the Council or membership is attempting to remove.

Summarizing, almost every article in the present draft of the bylaws represents items that should be required for a Section, be it a Very Large or a Very Small Section. The remainder are definitions or are processes (elections, removal) that are spelled out to a level of granularity so as to allow for an open, fair process and, in the case of elections, ensures that there are members of the Section specifically charged with the duty to approach and canvass the membership for officer and council member candidates (i.e., a nominating committee). We note in passing that the nominating committee is a vestige retained from the previous AIAA Section bylaws template, and does not represent a change.

Comments on the Election of the Chair/Vice-Chair:

- *Concern about Chair/Vice-Chair being in open elections. The positions require some familiarity with the section, its activities, and AIAA governance and workings as a whole. To ask someone who may be an unknown, with unknown experience in these areas, to lead the group, seems like a lot to expect. The desire would be that the Chair/Vice-chair positions would be selected or nominated from within the existing council. [Orange County Section]*
- *I like the idea of standardization and general bylaws across the Sections. However, I don't like the discussion on the Chair-Elect. This completely disallows the formal way that our section handles chair transitions (which I believe is well thought out and intentional). I've always been a fan of the chair-elect because it helps to "plan ahead" for the transition, especially given the size (membership and geographic) of the Rocky Mountain Section. This allows for ambition and planning for the Chair-Elect to supersede the chair. The bylaws, as proposed, even limit the ability of the section to officially declare that the vice chair is slated to take over for chair. We need to fully understand the implication and how we can continue our transition plans. The last paragraphs describe that ability to elect a vice chair as chair, but it's not a guaranteed election, and prevents us from codifying that process in section documents. This is all I wanted to say, well I guess I could expand a bit more. As I stated, I like the idea of a Chair-Elect based on the "smooth transition of power". That might sound a bit dramatic but the size and complexity of our section almost requires it. Would it be possible to have two different designations – Vice Chair and Vice Chair (elect)? This could standardize (BTW – I'm a big fan of doing this across the Institute so that Sections will know*

who to contact in another Section) across Sections but could also indicate whether or not this person is the designated replacement for the upcoming year. Sections could use Vice Chair to show that the person is simply the #2 but Vice Chair (elect) would indicate that that person is the successor as required by additional requirements such as size and complexity, e.g., RMS. [Rocky Mountain Section]

While we understand the reservations and arguments listed above, READ does not believe that the power to restrict the election pool for any Council or Officer position, including the Section Chair, resides either with READ or with the Sections. We do not see how a 'Chair-Elect' position could be reasonably codified to assure the ascension of a designated person to the Chair, and the experiential argument collapses when considering that, since there are no 'term limits' on the Section Chair, the current and any past Chairs are also potential Chair candidates. If the Section membership agrees that experience in handling the complex duties of the Section chair are important, then they will vote accordingly. If they do not agree with this premise, or feel that other factors outweigh the experiential aspect, they should be free to exercise that option as well. From a practical perspective, we would suggest that a candidate's experience with the Section could be captured for the membership to consider by collecting candidate biographies and vision statements and including these on the ballot to allow the Section membership the ability to determine the readiness and fitness of the candidate(s) in question.

Practically speaking, the issue will probably not often arise where a sitting Council member/Vice Chair running for the Chair will encounter a challenge from a random member, and if such a case did arise, one would expect they would be able to overcome such a challenge, unless the membership had a decidedly negative view of the present Council leadership.

As an example that we believe would have a greater chance of occurring, let us say a person that had been in a leadership position with a different Section moved into a new Section and, after a year of living there, expressed interest in the Chair position. This is an instance where we would see a person arising from the membership with a serious chance of attaining the Chair 'out of turn', so to speak.

Comments on Officer Terms and Elections:

- *(In Article VI) Why mandate one size fits all regarding terms of office. Would not one year be better for large sections due to the large pool of members available, whereas we have issues attracting volunteers as we are a small section we feel our staggered terms of office work better for us? [Long Island Section]*
- *(In Article VI) Why not let sections who choose to elect some officers for two years? Please reconsider the paragraph in this Article. [Long Island Section]*
- *Are sections allowed to set term limits for the officers in the Policies and Procedures? The bylaws make it clear that term limits may be set for the council members who are not officers, but it is not clear if this extends to the four officers as well. [Hampton Roads Section]*

The Section Chair is elected to a term of one year with no limit to the number of terms as per the AIAA bylaws (3.2.1.2 – Sections). As there must be an annual election for the Chair, it is not thought to be overly burdensome that the remainder of the Section officers (Vice Chair, Secretary, and Treasurer) would be

elected on the same cadence. While the bylaws default to these positions being elected on the same cadence, we have accepted the argument above and added a provision to allow the flexibility for up to 3-year terms for the Vice Chair, Secretary, and Treasurer (and of course the Section Council can set the terms for the other Council members up to 3 years). We note again that there are no term limits on any position, so members may run for reelection an unlimited number of times.

Comments on Council Membership:

Before delving into these comments, we must distinguish between voting Council members and non-voting, or *ex officio*, Council members. These definitions now appear in Article V of the bylaws.

- **Voting Council Members** are those in positions that shall be entitled to vote on formal Section motions, appointment, and other Section business requiring Council approval. This definition is grounded in the philosophy that voting positions, which are explicitly tied to setting policy for the Section including the approval of expenditures, should be accountable to the electorate via elections. The position, not the individual holding the position, determines the voting status. A person appointed to a voting position due to resignation or any other reason (as per Article VI.6 and VI.7), shall be entitled to vote as if elected. The Council may define/create as many or as few additional Council member positions as required by that Section (the absolute minimum Council makeup being the 4 Officers), but the one constant is that, to have a vote on Council business, they must be elected by the membership.
- **Nonvoting, Ex Officio, Council Members** are those positions that are not elected by the membership, and, as such, they are nonvoting members of the Council and shall not be counted for the purposes of determining quorums. These positions should also be defined in the Section's Policies and Procedures document to set expectations and roles for the positions. There is no limit to the number of these positions that a Council may create. Tasks and responsibilities within a Section can be assigned to these *ex officio* members. The Council may have a need or desire to appropriate budgetary funds for these *ex officio* Council members to manage and use in the execution of their tasks, constrained within the limits of the Council's authorization. This may be accomplished either in the overall Section budget or as a supplemental spending authorization. As they are not elected, unless otherwise defined (e.g., Immediate Past Chair), members in these positions can be appointed or replaced by the Section Council at any time, and they hold the position at the pleasure of the Council.
- *When it comes to filling the non-officer council positions, we (as far back as we can remember, anyway) have pretty much appointed whoever has shown interest and seems to have a decent background for the position. Maybe some of the sections have multiple people actively vying for the same role, but somehow, that generally hasn't happened to us. :-)* (I can vaguely remember a case where we had two people being in "co-"positions for a bit, but I don't think there was any contention about it.) *We haven't elected any of the positions besides the officers, and we also don't have any term limits for anyone besides the officers. (Although eventually we do drop people if we don't hear from them for a long time.) Given that we have trouble finding volunteers as it is, and have needed to fill positions outside of any sort of normal election cycle, we're a bit concerned about the imposition of an official election requirement on any of the non-officer positions. We want to make sure we still have the flexibility to fill positions as we need to, and are able to, without*

having to worry about the calendar or the general apathy of our membership when it comes to voting in elections. [San Francisco Section]

Given the definitions above, the Section would have two options. The first would be to fill the positions in question as 'voting Council members', which would be elected. The second, and perhaps more practical given our reading of the Section's comment above, would be to create these as *ex officio* positions with the freedom to fill them by appointment as volunteers become interested.

- *Council should be able to vote to add or remove council members throughout the year and separate from election periods based on interest or due to poor/absent performance. [Orange County Section]*

Under the definitions above, any *ex officio* nonvoting Council members can be removed at any time by the Section Council. If the position is a voting Council member position, their removal is a more serious matter as the electorate placed them in the position. However, Article XIV.3 specifically details the procedure by which a Council can vote to add or remove a Council member. We would, however, recommend that a Council member that has lost interest or had 'poor/absent performance' first be asked to resign on their own accord before pursuit of the formal removal process.

- *Article VII.5. Can a section define voting members of council to include non-elected members? A council may have members in name only who never attend council meetings. With 13 council members, a quorum is 7. Our section very rarely has 7 council members at a meeting. [Long Island Section]*

Under the proposed bylaws a Section could not define the Council to include nonelected members. While making the guidance such that the Council members are accountable to the electorate, this can also be viewed as an opportunity for Sections to evaluate which Council positions should be elected as voting Council members and which should be nonvoting, *ex officio*, members.

- *Major issues include the apparent disenfranchising of the Past Chair. Also, our webmaster will be removed from the Council under these bylaws (Article V). For our section this role is very important. [Greater Huntsville Section]*

Interestingly, the current Greater Huntsville bylaws only mention of the Immediate Past Chair ("The Chair of the previous year") is that said person should be an '*ex-officio*' member of the Section Council, exactly tracking what has been implemented in the proposed bylaws. The Section also has a past Policies and Procedures document dated June 16, 2014 (which is not presently in force). The subject Policies and Procedures document uses the same rationale as given above to define who is and is not a voting council member (based upon accountability to the electorate), but then calls out the Immediate Past Chair as a voting member of the Section Council. READ does not understand why that person should be a voting member. The Section Chair IS elected and by virtue of that election that person is a voting member of the Council, but only for a one-year term. It is difficult to see why the past Section Chair should continue to have voting rights in the following year simply due to the fact that they had been Chair in the preceding year. The Chair is elected as an officer for an explicit 1-year term {the term of one-year being pursuant to the AIAA bylaws on Sections 3.2.1.2}, not for a 1-year explicit and additional 1-year implicit term.

According to the previously referred to Greater Huntsville Policies and Procedures document dated June 16, 2014, the Webmaster was not considered a voting member of the Section Council, and this determination was based upon the position's non-accountability to the electorate. If a Section wishes to make the Webmaster (or any position, for that matter) a voting position, under the proposed bylaws they would have to make it an elected position. This can be accomplished by specifying the position, roles, and term length in the Section Policies and Procedures document. If a Section wishes to have a Webmaster (or any other position) as an *ex officio* appointed nonvoting Council position, as the present situation in Greater Huntsville appears to be, then no further change is needed and no additional bylaws change is required.

- *The wording in Article V defining the council make-up is not as clear as it could be. Is there a minimum number of council members not including the section officers, or can the four officers comprise the entire council? [Hampton Roads Section]*

We have clarified that the four Officers could be the entire council, and that this is the absolute minimum required for a Section Council.

- *We would like to have more clarification on Article VIII.5. The wording states "Only persons who are Council members and AIAA members in good standing may authorize the execution of the expenditure of Section funds." It is not clear if this means council members who are in good standing with AIAA or if it means council members or AIAA members who are in good standing. We would like to make sure that our committee chairs who otherwise are not council members are able to oversee events and manage their expenditures within the limits of the council authorizations. Please clarify the wording. [Hampton Roads Section]*

The wording has been clarified in the bylaws draft to state that we explicitly mean that only Voting Council Members (as defined above and as now appears in the bylaws itself) may authorize the expenditure of Section funds. However, we also make it clear above and in the new bylaws draft that, while the nonvoting, *ex officio*, Council members do not vote on the expenditure of funds, such funds may be appropriated to be managed and used by an *ex officio* Council member (or really, any member of the Section according to the wishes of the Council) in the execution of their position and within the limits of the Council's authorization.

Comments on Section Policies and Procedures Document:

- *We do not have a Section Policies and Procedures document. Are we required to? Are there any flushed out versions, rather than just the template offered? [National Capital Section]*
- *Will the Section Policies and Procedures need to be in place immediately, or will their development be the responsibility of the newly elected council beginning on June 1? What is the final deadline for new/updated section Policies and Procedures? [Hampton Roads Section]*

READ has not undertaken the task of further expanding upon the Section Policies and Procedures document. We have discussed doing this and will likely expand upon the template already offered with

some examples for implementation, but the Policies and Procedures document is meant to be a tailored, customizable, Section-controlled document, and we are hesitant to go too much further in defining its contents. As for when the document should be in place, we envision that the new Section bylaws could be 'in force' at the beginning of the new Council year (June 1). As such, approval of the Policies and Procedures would be the responsibility of the new Council. If the new document was developed between now and then, it could be voted upon and implemented immediately after the new Council year begins. We recommend that a document be in-place as soon as is practical, and strongly recommend that this be completed before the start of the next election cycle. The Section Policies and Procedures is meant to be an ever-changing document. This document will likely start out simple, and will grow more involved as items arise requiring the setting of Section policy.

Comments on Nominations, Elections, & Vacancies:

- *Article VI.3. Why are self-nominations not permitted? I disagree with this. If we want a strong organization, we should encourage strong members that will actively seek roles/duties they can achieve. [Delaware Section]*
- *Article VI, 3 & 5. Why not allow self-nomination? Why not allow write-ins? The LI section added a very important member who wrote in his own name on a ballot that did not have enough names to fill all open positions. [Long Island Section]*

We debated both self-nominations and write-in candidacies. It is the current AIAA policy at every level not to allow write-in ballots or self-nominations, and we flowed that policy down to the Section bylaws. READ did not feel it was an overly burdensome requirement for an interested person to get one other person to nominate them for a position. Strong members actively seeking roles and positions on the Section Council should easily be able to accomplish this.

- *Article VI.3 – What is considered a valid nomination? Is that to be defined in policies and procedures? Previous bylaws stated a signed petition by 5% of the membership. Is all that is required now is an email or letter? [Delaware Section]*

We have struck the 5% requirement as being overly burdensome and unreasonable. To be valid, the nominated person must be a member of the Section and the nomination must not be a self-nomination (we have clarified these points in the cited Article). We also note that while the voting membership of the Section is comprised of Professional members, ANY member of the Section (Professional or Otherwise) may stand for election as an Officer or Council member. This has been added to Article VI.1

- *Article VI.7. What is the process for appointing someone to fill a vacancy? This happened twice to us this year. Tim Dominick and I had a large argument about this and we had to have an emergency council meeting. To me, bylaws should define critical operations such as this, not dates of office such as June 1st. Robert's Rules of Order does not provide (in my opinion) sufficient guidance. [Delaware Section]*
- *Article VI.7 – how is appointment by council performed? In person, by letter, or via electronic ballot? [Delaware Section]*

The proposed bylaws state “a vacancy on the Council or in any office, except that of the Chair, shall be filled by an appointment of the Council to serve until the next scheduled election.” This clearly states that the Council has the power to appoint members to fill vacancies, and as such, it is accomplished as a voted-upon Council resolution, approved in the manner of any other voted-upon motion, with the vote performed in whichever manner the Council wishes (in person at a Council meeting, by mail or email, or by whatever other means of balloting a Section Council may employ).

Comments on Ratification and Amendment:

- *I was initially told our section would not be obligated to adopt them, but that is not what Article XII.1 in conjunction with Article XX.6 [sic? There is no Article XX, think this means Article XXI.6] state. Those articles make adoption mandatory, something sections have never had to live under before. Most of these new stipulations are NOT required by AIAA bylaws/Constitution so what is the reason for imposing new constraints on the sections and reducing section autonomy. If adoption of these bylaws is NOT mandatory, I strongly recommend we push for a statement that says so explicitly. If adoption really is non-mandatory, there should be no resistance to explicitly stating that sections can deviate from the provisions that aren't required by AIAA bylaws if the section council/section membership believes it is warranted. Up to this point in the institute's history, sections only had to comply with the AIAA national constitution/bylaws when drafting their section bylaws. This completely upends that legacy and tells sections how they must organize and operate their sections. [Greater Huntsville Section]*
- *What is the plan for moving forward if the membership of a section does not approve the new bylaws during the springtime vote? [Hampton Roads Section]*
- *What is the timeline for implementing the bylaws if they are approved during the springtime vote? Will they go into effect on June 1 with the new section officers/council, or will they go into effect immediately after the vote with the current officers/council responsible for implementation? [Hampton Roads Section]*

The new bylaws must be voted on and approved, because the old bylaws refer to parent structures at the National AIAA level that no longer exist. Regarding the imposition of requirements that were “NOT required by AIAA bylaws/Constitution”, the purpose of distributing the draft bylaws document to all the Sections and soliciting comments was to have Sections raise objectionable points at that juncture, before ratification. Concrete, specific comments have been addressed in this document and, where needed, the bylaws have been edited accordingly to reflect the comments.

READ would like to see these bylaws approved during the current election cycle of spring 2019 so they are able to go into effect on 1 June 2019 at the start of the new Section year.

- *Regarding Article XII, is there a protocol for a section that does not complete the voting process? [Hampton Roads Section]*

If the requisite number of Sections ratify a proposed amendment, then the amendment will be considered passed and it will subsequently be applied to all Sections. This process was written to balance the desire to maintain uniformity of the bylaws with the assurance that a very strong super-majority of Sections had

approved a Bylaw amendment before it was implemented for all. No specific additional protocol was set for non-compliance with/non-completion of an amendment ratification vote.

Comments on Dates in the Document:

- *Article V – If the rest of the document specifies June 1, then this section (for the Financial Reporting) should specify June 1 as well, not just June [Delaware Section]*
- *Article VIII.3 – The date for submission of the financial report should not be set in the section bylaws. If there is a need to change the date, the amendment process could take much too long. [Long Island Section]*
- *I have always felt it was odd that the section Annual Report was due June 1, thirty day before the June 30 close of the budget year and the date basis of the treasurer’s Audit & Budget Report. A date of June 30 for both reports would be more sensible. [Connecticut Section]*
- *Our Connecticut Section treasurer, Wes Lord, helpfully pointed out that the fiscal budget year was actually June 1 to May 31 and not my dates. He is correct. So the Audit & Budget Report and the Annual Report cover this same period. Both end on May 31. According to the new bylaws draft, the required dates for submission of these two reports are quite different. The Audit & Budget report is due at the latest by June 30. The Annual Report is due by June 1. Since the Annual Report requires a financial summary of income, expenses and balance as of May 31 which is included in the Audit & Budget Report, in my view it would be more practical to make the final due dates for these two reports June 30. Another consideration is the unlikely availability of corroborating May 31 financial data from the section’s bank account prior to June 1. As an alternative to the proposed common reporting dates, the currently required financial summary could be eliminated from the Annual Report. [Connecticut Section]*
- *(In Article IV) Is it really required to force all of the sections to have their officers rotate on June 1 ? Perhaps there are local reasons to have allowance for different dates? (Note June 1 used throughout document, not just this article) [Delaware Section]*
- *Right now in the bylaws the financial year is designated by specific dates. Although I don’t anticipate them changing any time soon, I suggest that we say instead that the financial reporting year will be set by the Institute, and then whatever the current dates are will be included in the sections’ policy documents. That way if it does change, the bylaws don’t need to. [Emily Springer]*

The dates of June 1 – May 31 match with the Section Administrative year, aligned with National AIAA activities such as the submission and judging of annual Section awards and the Regional Leadership Conference. We agree with the critique that the specific dates, both for the Section Administrative Year and for the submission of the Annual Report and the Audit & Budget Reports, should not be included in the bylaws. We will instead say that the Section year, including the dates by which new officers and Council members take office and the dates that reporting is due, shall be set in the READ policies and procedures document. Note that, as of now, these dates in the READ policies and procedures are:

- Section Administrative Year: June 1 – May 31
- New Section Council Takes Office: June 1
- Section Annual Report Due: June 1
- Audit & Budget Report Due: June 30

Section-by-Section Specific Comments

Adelaide Comments

- *We updated our bylaws about 18 months ago now – as attached, and found it difficult as a very small section to meet all the template conditions, so we revised them to make them appropriate. One of our agenda items at the moment is to consider “incorporation”, which may need a bylaws update to match local laws. I would see this as a 6-12 months process anyway, so when we do again update our bylaws, we could adopt some of your template changes.*

READ understands that Emily Springer has already discussed this with the Adelaide Section.

Orange County Comments

- *Would be nice to see somewhere an indication of coverage of the sections with regards to filing requirements with the state/federal government, either on the corporate or tax end. What is the sections filing requirements beyond its duties to AIAA?*

READ did not want to get into the patchwork of local laws and filing requirements, because local/state/federal laws, not the bylaws, control those requirements. We have added a statement in the bylaws that Sections must comply with laws governing the organization, and also stated that where there is conflict between laws and the bylaws, the laws supersede this document.

Delaware Comments

- *Article V – is there an issue with defining “The Chair from the previous year shall be an ex officio non-voting member.” What if the chair from the previous year is the current year’s Chair, Vice Chair, Secretary, Treasurer, or other voting member? The as-written bylaws would prohibit this voting member from voting.*
- *Article VI S 3. “the Secretary shall send to the membership of the Section, **by mail or email**, a notification*
- *Article VI S 4. To count ballots, **as defined in Article VI Section 5**,*
- *Article VI – Suggest clarifying if the Secretary can be on the Tellers Committee*
- *Comment: what constitutes a general membership meeting?*
- *Article VIII, PP2 – add “dues” after Membership in first sentence*

Almost all changes and requests for clarification listed above have been implemented, or were obviated by other edits.

Long Island Comments

- *Art. I, state who decides the zip codes in a territory.*
- *Art. II, state where purposes are defined.*

- Art. III
 - Line 3 ...for in...
 - Line 5 move last sentence forward one sentence
- Art. IV
 - The use of “they” is awkward when referring to singular persons. Replace “they” by “chair”, “vice-chair”, “treasurer”, and “secretary.”
 - Move second sentence to the end of section 1 and remove reference to voting member from the next sections. Start new second sentence with *The chair shall be a member of all...*
- Art. VI
 - Last line. ...not less than 14 days *before the distribution of the ballots and...*
- Art. VII
 - A very small section could have a problem getting 10 members to request a meeting. With 50 members, 10 is 20% of the membership.
- Art X
 - ... and Procedures Document ...
 - Is majority of all council members or just of those voting?
- Art XII
 - Is majority of all council members or just of those voting?
 - ...READ shall ~~disposition~~ act upon the proposed ...
- Art XIII
 - Line 2 ...spending that ~~was~~ were authorized...
- Art XIV
 - Last line of Paragraph 3 What does that mean? How could you remove an officer for longer than his or her term?
 - Last line of Paragraph 6 What does that mean? How could you remove an officer for longer than his or her term?

Almost all changes listed above have been implemented, or were obviated by other edits.

Regarding Article VII, this statement is meant to make it challenging for the membership to ‘force’ a general membership meeting, so that when one is forced, it is due to a topic of considerable substance and import.

Regarding Article XIV, the statement was meant to keep the subject in question from being removed/banned/sanctioned beyond their present term. We have edited the document to make this point more clear.

Northwest Florida Comments

- Article I, ZIP is an acronym and I therefore believe it should be all capitalized.

This change has been implemented as per the comment.

Hampton Roads Comments

- *The HRS assigns their outgoing chair to RAC Representative. They asked me if he/she should be a voting council member. I told them “no” (for the same reasons you stated). If the RAC Rep is a voted in position, then that person could be a voting member of the council. (via Steven Bauer)*

This question was answered by Region I Director Bauer in his comment. Article IX.2 now states that the Chair can designate another as the RAC representative.

White Sands Comments

- *Whazzup with “They” as in.... “The Secretary shall be a voting member of the Council. They shall maintain the minutes of the meetings of the Section and shall be the custodian of all its records not specially assigned to others.” It’s consistent through much of the template. Other officer descriptions etc.*

We have edited this to remove ‘they’ in those sections.

Connecticut Comments

- *There is no mention of the rights of participation of the members below the Professional level. For example, our current emphasis on the STEM programs requires the participation of our Educator Associate members at the decision making level.*
- *The existence of the READ (Regional Engagement Activities Division) people was news to me. Who are they and how are they selected? I would suggest dispensing with the READ acronym and use their full name. READ appears only a few times in the document and makes it sound clunky.*
- *I had never heard of Tellers before. I did find that “Tellers” is the technically correct term for legislative vote counters. The term seems old fashioned to me. For clarity, I would just call these people the Election Nomination and Audit Committee.*
- *The word bylaws does not have hyphen. Bylaw is derived from the single Middle English word bylaw which is defined as a local law or custom. I do notice my computer spell checker offers by-law as an alternative to bylaw; Webster’s Dictionary does not. I would go with Webster.*

A line has been added to the elections article (Article VI.1) stating that a member of any grade can stand for election to any Officer or Council position.

Under the previous AIAA Constitution, READ was known as RSAC (the Regions and Sections Activities Committee). It is comprised of the Regional Directors of AIAA, as elected by the membership.

As the term ‘audit’ typically has connotations of finances, we have stuck with the technically correct term ‘Tellers’ in the bylaws.

The word bylaw has been rewritten to remove the hyphen as per the comment.

READ Comment

One item that was brought to READ's attention was with respect to the following two articles in the Section bylaws.

- *Article IV.2 – The Chair shall be a voting member of all committees except the Nominating and Tellers Committees. The Chair shall make all committee appointments except the Nominating Committee.*
- *Article IX.1 – The Council may form committees as defined in the Section Policies and Procedures document.*

Section Chairs have been witnessed in instances using these provisions to control their Sections and their Council members' activities, dictating and micro-managing the actions of other elected Council members.

The philosophy of READ is that if a Council creates a position (voting or *ex officio*) for a certain task (e.g., Public Policy Director, Student Branch Liaison, YP Director), then the person in that position should be subsequently empowered by the Council to form their own committee and execute the job as they see fit within the approved budget of the Council and any other top-level guidance of the Council. It is a good idea for the Section Chair to be a member of any committee from the perspective of maintaining oversight of any committees, and the Council member and their committee should be constrained/checked in their spending based upon the funding appropriated by the Section Council.

As such, the following edited articles are now implemented.

- *Article IV.2 – The Chair shall be a voting member of all committees, except for those noted in these bylaws.*
- *Article IX.1 – The Council may form and dissolve committees as defined in the Section policies and procedures document. Committees that are formed shall be chaired or co-chaired by the relevant Regular or *ex officio* Council member(s). In the event that there is no obvious relevant Council member, the Council shall either direct a Regular or *ex officio* Council member to chair the committee or create a new *ex officio* Council member position that may have multiple duties, but shall have the explicit task of chairing said committee. Committee Chairs shall appoint members to their committees to accomplish the tasks of the committee. [This new Article empowers Council members to manage and populate their committees, with the Council defining the existence of the committees and providing guidance on a committee's duties and, where no apparent committee chair exists, appointing a chair of the committee]*