

**LANGLEY RESEARCH CENTER
ALUMNI ASSOCIATION, INC.
BY-LAWS**

DRAFT January 20212022

ARTICLE I: NAME

The name of this organization shall be the Langley Research Center Alumni Association, Inc., hereafter noted as the LAA. The LAA is registered in Virginia as a non-stock corporation under the laws of the Commonwealth of Virginia.

ARTICLE II: PURPOSE

The purpose of this organization is to:

- a) maintain relationships among former civil service and contractor associate employees, hereafter called Alumni, of the Langley Research Center (LaRC) of the National Aeronautics and Space Administration (NASA) and its predecessor, the Langley Memorial Aeronautical Laboratory (LMAL) of the National Advisory Committee for Aeronautics (NACA);
- b) assist the LaRC to maintain contact with Alumni to the mutual benefit of the LaRC and the Alumni;
- c) facilitate Alumni interactions with students from elementary school through college to promote Science, Technology, Engineering and Mathematics (STEM) education opportunities;
- d) recognize contributions to the field of aerospace science;
- e) facilitate Alumni interactions with current LaRC researchers to capture Alumni experience and knowledge for use in current NASA research.

ARTICLE III: MEMBERSHIP OF THE LAA

Membership in the LAA shall be open to:

- a) All former NACA LMAL, NASA LaRC, or U. S. Army civil service, and contractor employees who have either retired or left employment at LaRC in good standing;
- b) Current NASA or U. S. Army civil service and contractor employees of the Langley Research Center who are eligible to retire.
- c) The surviving spouse of an individual who qualified for membership.

Members shall pay annual dues, as established by the Board, to the Treasurer during the first quarter of each calendar year. For new members, dues are waived for the remainder of the calendar year. The Board may establish membership categories, such as lifetime membership, to facilitate and enhance LAA purpose.

ARTICLE IV: MANAGEMENT

Section 1 – Board of Directors

The control and management of the LAA shall be vested in the Board of Directors, hereinafter noted as the Board. The Board shall manage the affairs of the organization according to the objectives of the organization and in compliance with local, state, and federal laws as applicable to the mission and funding of the organization. The LAA Officers shall be: President, Vice President, Secretary, Treasurer, and Communications Officer.

Section 2 – Executive Committee

- a) The Executive Committee shall consist of the immediate past President, and the LAA Officers (as defined in Article IV, Section 1), ~~and the Chairs of the Membership, Nominating, LaRC NACA/NASA Hall of Honor, Website, and Programs Committees.~~ These members of the Executive Committee shall have full voting rights on the Board. Additionally, an Ex Officio Member of the Executive Committee will be assigned by Langley Research Center management.

- b) The Executive Committee shall set its meetings at a time and place mutually agreeable to its members but shall meet at least quarterly. A Board meeting may replace an Executive Committee meeting. The Executive Committee shall carry out the business of the Board between regular Board meetings and report to the Board on its actions.

Section 3 – Composition of the Board

The Board shall be composed of the Executive Committee (defined in Article IV, Section 2a) and no fewer than fifteen-twelve (12) and no more than twenty-one-eighteen (18) Members-at-Large. Board complement shall be at the discretion of the Executive Committee. Each member of the Board shall have only one vote, regardless of office or Committee Chairmanships held.

Section 4 – Meetings of the Board

- a) All Board meetings are open to any member in good standing.
- b) Regular meetings of the Board shall be held at a time and place mutually agreeable to the Board, such as after the monthly meeting of the LAA, but not less than quarterly. The President, or the President's assigned designee, shall brief the general membership on actions taken by the Board at the previous Board meeting.
- c) A quorum for the purpose of conducting business shall be 50% of the Board membership with at least the President or Vice President and one of the other Officers present, in-person or virtually.
- d) The Board shall be seated at the regular Annual Meeting of the General Membership to be held during the first quarter of the calendar year.
- e) The President or any Board member may call special Board meetings by informing all Board members at least 2 days in advance.
- f) Each Board member may authorize another member of the Board to act for him or her by written proxy.
- g) Board members shall receive minutes and agendas prior to meetings.

Section 5 – Resignation or Removal from Office

- a) Any Board member, including members of the Executive Committee, wishing to resign from the Board shall submit their resignation, in writing, to the Board.
- b) Failure of any Board member to attend or provide a proxy for more than 50% of Board meetings in a calendar year may result in removal from office by a two-thirds vote of the Board, providing a quorum is present.
- c) Failure of any Board member to perform any required duties or comply with these bylaws may result in removal from office by a two-thirds vote of the Board, providing a quorum is present.

Section 6 – Vacancies on the Board

Vacancies on the Board, either Officers or Members-at-Large, may be filled from a slate presented by the Nominating Committee to the Board. Upon election by the Board, the Board member(s) shall fill the unexpired term(s) of the position(s) for the remainder of the current calendar year.

Section 7 – Dues

- a) The dues shall be used to accomplish the Purpose of the LAA (**Article II**). Examples expenditures are maintenance costs of the LAA website, Hall of Honor plaques, and refreshments at the Hall of Honor induction ceremony. Expenditures outside this scope, for example to a charity, may be considered as well. All expenditures shall be approved by the Board.
- b) Annual dues for the coming year shall be set by the Board before the 4th quarter of the current year.

Section 8 – Order of Business

The order of business for all Board, Executive Committee and General Membership meetings shall be governed by “Robert’s Rules of Order,” revised.

ARTICLE V: OFFICERS

Section 1 – Nomination and Election of Officers

The Board shall elect Officers from a slate of nominees presented by the Nominating Committee at a meeting within 30 days after the Annual Meeting of the Membership. The Chair of the Nominating Committee shall call and preside at the special meeting until the Officers are elected.

Section 2 – Term of Office

Nominees for Officers will be selected from the current Board. They will be elected by the Board for a term of one (1) year, or until their successor takes office. No Officer shall hold more than one office at a time, and no Officer shall serve more than two full consecutive terms in the same office, unless approved by the Board.

Section 3 – Duties of the Officers

- a) The President shall preside at General Membership, Executive Committee and Board meetings, propose and bring to the floor initiatives from the Board that fulfill the purpose of LAA, and implement resolutions by the Board. The President shall annually appoint Chairs for the Standing Committees of the Board.
- b) The Vice President shall carry out all powers and functions of the President in the absence of the President. The Vice President shall chair the Programs Committee unless otherwise directed by the Board. The Vice President shall further perform such duties as may be prescribed by the Board.
- c) The Secretary shall keep the minutes of the Board and General Membership meetings.- Minutes of the Board meetings shall include a list of Board members attending, including proxies. The Secretary shall also keep and maintain other records as directed by the Board. The Secretary shall see that regular updates of information are communicated by email to the membership and provided to the LAA website. The Secretary shall ensure that a quorum is present before a vote.

- d) The Treasurer shall collect dues from all members and all money from other sources and keep an accurate and complete record thereof; oversee the care and custody of all funds and securities of the organization; and shall assure deposit of funds in the name of the Organization.; The Treasurer shall submit a financial report at all regular Board meetings; and prepare, at the end of the calendar year, a financial report of the year's receipts and expenditures for the purpose of an audit to an extent and detail as deemed appropriate by the Board. The audit shall be due by the end of the first quarter of the next calendar year. The Treasurer shall maintain a membership list which includes contact information for all members (paid or delinquent), and update the list as needed.
- e) The Communications Officer shall ~~maintain a membership list which includes contact information for all members, and in coordination with the Treasurer, update the list as needed; and~~ keep the members informed about upcoming meetings and other items of interest. The Communications Officer shall document all requests for information and support received from non-LAA sources. This information shall be shared periodically with the LAA members.

ARTICLE VI: MEMBERS-AT-LARGE

Section 1 – Nomination and Election of the Members-at-Large of the Board

- a) Nominations for Members-at-Large shall be submitted by the Nominating Committee and sent by email to the membership, and posted on the LAA website, <http://www.larcalumni.org>, at least three (3) weeks before the Annual Meeting of the Membership.
- b) ~~Also, a~~ any member in good standing of the LAA may nominate other candidates to fill vacancies by filing the names of such candidates with the Secretary at least two (2) weeks before the Annual Meeting of the Membership.

c) The members present, in-person or virtually, at the Annual Meeting of the Membership in person and in good standing shall constitute a quorum, and these members shall vote on the nominees.

d) To be elected, a nominee must receive a majority vote of the voters who are present. If there is no election on the first ballot for one or more of the vacancies, a vote shall be made on another ballot between the candidates not receiving a majority vote on the first ballot.

e) In cases where the nomination slate is equal to the positions to be filled, then the ballot, on motion, may be dispensed with and the slate of Members-at-Large elected by acclamation.

Section 2 – Terms of the Members-at-Large of the Board

Terms of the Members-at-Large of the Board shall be for three (3) years. Once the term expires, a Member-at-Large cannot be nominated to serve on the Board for at least one year. One-third of the Members-at-Large, or as many as necessary to fill the Board complement, shall be elected yearly. All Members-at-Large shall officially take office at the Annual Meeting of the Membership.

Section 3 – Duties of the Members-at-Large

Members-at-Large ~~will~~shall represent the general membership to the Board and have full voting rights on the Board.

ARTICLE VII: COMMITTEES OF THE BOARD

The Board shall have the following Standing Committees: Membership Committee; Nominating Committee; LaRC NACA/NASA Hall of Honor Committee; Website and Newsletter Committee, and Programs Committee. The President may also appoint Ad Hoc committees as deemed necessary.

Section 1 – Appointment of Committee Chairs

The President shall appoint the Chairs of the Standing Committees in the first quarter of the Calendar Year. Committee Chairs may be selected from either the Board or general membership. If a Committee Chair is selected

from the general membership, the Board shall vote to approve. Standing Committee Chairs have full voting rights on the Board.

Section 2 – Term of Office

The Chairs of the Standing Committees shall serve a term of one (1) year from the time of their appointment. They may be replaced by appointees of the President before their term expires.

Section 3 – Duties of the Committees

a) Membership Committee

The Membership Committee shall work with NASA LaRC to advise new retirees about the Alumni Association and recruit new members.

b) Nominating Committee

The Nominating Committee shall provide the membership with a slate of nominees for Member-at-Large positions when such positions become vacant. The Nominating Committee shall also provide a slate of nominees for Executive Committee positions and oversee all elections.

c) LaRC NACA/NASA Hall of Honor Committee

LaRC NACA/NASA Hall of Honor Committee, in partnership with the NASA Langley Research Center, shall develop a Hall of Honor (HoH), which provides a means by which distinguished Langley Research Center researchers and managers may be honored for their exemplary careers and contributions to NACA, NASA and the nation. The HoH also provides a focused opportunity for the local aerospace community to reflect on the contributions of these notable individuals who made enduring impacts on aerospace technologies.

d) Programs Committee

The Chair of the Programs Committee shall be the Vice President unless the President appoints another individual. The Programs Committee is responsible for scheduling speakers for the membership's monthly meetings and organizing activities such as the Summer Picnic and Fall Luncheon as well as other activities as determined by the Board.

e) **Website and Newsletter Committee**

The Website and Newsletter Committee shall facilitate communications with members and manage publications. This Committee is responsible for updating and maintaining the website and publishing periodic newsletters.

f) **Ad Hoc Committees**

Ad Hoc committees are authorized for a period of one (1) year at a time. Any LAA member can propose an Ad Hoc committee to the President. The Chairs of Ad Hoc committees are not eligible to vote on Board matters.

ARTICLE VIII: AFFILIATIONS

Section 1 – Liaison with LaRC

LaRC Management may designate an official LaRC interface to the LAA. This individual shall serve as the Ex Officio Member of the LAA Executive Committee. The Ex Officio Member is not eligible to vote on Board matters.

Section 2 – Cooperative Relations

The Board shall work cooperatively with NASA organizations or any other organizations with similar goals. The Board shall review such affiliations annually.

ARTICLE IX: AMENDMENT OF THE BY-LAWS

These By-Laws may be amended by written notice of the proposed change to the Board and membership two (2) weeks prior to the Annual Meeting of the Membership or to a special meeting of the Membership during the year, at which time the change will be presented to the membership for comment. The quorum for these meetings is as defined in Article VI, Section 1c. The amendment shall be voted upon at the next Board meeting. A two-thirds vote of the Board, providing a quorum is present as

defined in **Article IV, Section 4(c)**, is necessary to ratify an amendment to the By-Laws.

ARTICLE X: DISSOLUTION

In the event of dissolution of the LAA, assets of the Corporation shall be disbursed, per recommendation of the current Board, to appropriate non-profit corporations qualifying as tax-exempt organizations under section 501(c)(3) of the Internal Revenue Code.