**LANGLEY RESEARCH CENTERALUMNI ASSOCIATION, INC.**

**BY-LAWS**

**January 2025 Draft Rev3**

**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 with a 501(c)(3) tax exempt status as a non-profit organization.

**ARTICLE II: PURPOSE**

The purpose of this organization is to:

1. 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)
2. Assist the LaRC to maintain contact with Alumni to the mutual benefit of the LaRC and the Alumni
3. Encourage and facilitate Alumni involvement in activities benefiting students from elementary school through college to increase the students’ ability to succeed in all educational opportunities.
4. Recognize notable contributions with enduring impacts to the field of aerospace science.
5. Encourage and facilitate interactions between Alumni and NASA personnel to make available Alumni experience and knowledge in the various disciplines and systems that could benefit NASA missions and to support the LaRC's outreach efforts.

**ARTICLE III: MEMBERSHIP OF THE LAA**

Membership in the LAA shall be open to:

1. 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. Former employees of other NASA Centers or Headquarters are welcome to apply for membership as well. The Board will review the applications and approve if they meet membership requirements on a case-by-case basis.
2. Current NASA or U. S. Army civil service and contractor employees of the Langley Research Center who are eligible to retire.
3. The surviving spouse of an individual who qualified for membership.

Members shall pay annual dues, as established by the Board, to the Treasurer by January 31st. 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**

1. The Executive Committee shall consist of the immediate past President, and the LAA Officers (as defined in Article IV, Section 1). 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. The Ex Officio member does not have voting rights.
2. The Executive Committee shall set its meetings at a time and place mutually agreeable to its members but shall meet at least quarterly. The Executive Committee shall carry out the business of the Board between regular Board meetings and report to the Board on its actions. For the purposes of voting, a quorum shall consist of 5members of the Executive Committee including proxies. A super majority of 4 shall be necessary to approve a vote. A Board meeting may replace an Executive Committee meeting. An example where an Executive Committee meeting might be needed between Board meetings would be if an unexpected organization or financial  requirement needs immediate attention.

**Section 3 – Composition of the Board**

The Board shall be composed of the Executive Committee (defined in Article IV, Section 2a), the Chairs of the Standing Committees (Policies and Procedures Document/Policy 1: Committees) and no fewer than twelve (12) and no more than eighteen (18) Members-at-Large. Board complement shall be at the discretion of the Executive Committee with care taken to ensure that the potentially unelected members of the Executive Committee and Chairs of the Standing Committees do not create a majority of the Board. Each member of the Board shall have only one vote, regardless of office or Committee Chairmanships held.

**Section 4 – Meetings of the Board and General Membership**

1. All Board meetings are open to any member in good standing.
2. Regular meetings of the Board shall be held at a time and place mutually agreeable to the Board, such as after the General Membership meeting of the LAA, but not less than quarterly.
3. Inter-meeting electronic voting is allowed. Minutes of the vote shall include a concise statement of the proposition before the Board or Executive Committee, a summary of discussions to include pros and cons, those participating in the vote, including proxies, the members who called for a vote and seconded. Once a quorum of votes has been received, the Secretary shall notify by email members who haven’t yet voted that they have a set time to vote before the call is closed.
4. 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).
5. Each Board member may authorize another member of the Board to act for him or her by written proxy.
6. Board members shall receive minutes and agendas prior to meetings.
7. 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.
8. Frequent meetings of the General Membership shall be held, but not less than quarterly. An Annual Meeting shall be held during the first quarter of the calendar year. The President, or the President’s assigned designee, shall brief the general membership on actions taken by the Board at the previous Board meeting.
9. General Membership, Executive Committee, and Board meetings shall be hybrid meetings defined as personnel are able to attend in-person and/or virtual.
10. For LAA meetings held on-site at NASA Langley, a NASA Langley badge is required. See Policies and Procedures/Policy II: Badges for additional policy details.
11.

**Section 5 – Resignation or Removal from Office**

1. Any Board member, including members of the Executive Committee, wishing to resign from the Board shall submit their resignation, in writing, to the Board.
2. 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.
3. 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 of the position(s) for the remainder of the current calendar year.

**Section 7 – Dues**

1. The dues shall be used to accomplish the Purpose of the LAA (ArticleII). Example 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.
2. Any changes in 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.

**Section 9 – Policies and Procedures**

The Board at its discretion may from time to time adopt various policies and procedures that govern the operation of the LAA, provided that any proposed policy or procedure shall be approved by a majority of the Board of Directors voting in person and/or virtually at a regular scheduled hybrid meeting with a quorum present. These policies and procedures will be in a separate Policies and Procedures document.

**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 General 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.

1. A candidate for an Officer position who is not a current Board member may be nominated for and elected to the Officer position in the following circumstances:
2. The candidate had been a former member-at-large of the Board and completed their service in good standing.
3. The candidate is being considered for nomination during the Annual General Meeting. In which case the candidate should be nominated for the next Board class and elected to the Board by the membership in accordance with Article VI.
4. The candidate is being considered for an Officer position that becomes open during the year. In which case, the candidate can be nominated and elected by the Board to fill the vacant Officer position in accordance with Article IV Section 6. The candidate will serve for the remainder of the current calendar year. If the candidate desires to continue to serve in the Officer position, they must be nominated to the subsequent Board class and elected to the Board by the membership in accordance with Article VI.

**Section 3 – Duties of the Officers**

1. 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 in the first quarter of the calender year. The President shall produce a Summary of Board and/or Executive Committee actions to present or deliver to the General Membership.
2. 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.
3. 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.
4. 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 submit all required reports to State and Federal agencies and pay all expenses associated with these reports to the respective Agencies.
5. The Communications Officer shall 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**

1. 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 General Membership.
2. 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 General Membership.
3. The members present, in-person and/or virtually, at the Annual Meeting of the General Membership in good standing shall constitute a quorum, and these members shall vote on the nominees.
4. To be elected, a nominee must receive a majority vote of the voters who are present, in-person and/or virtually. 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.
5. 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 General Membership.

**Section 3 – Duties of the Members-at-Large**

Members-at-Large 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 appoint standing committees as defined in the Policies and Procedures document.

**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 General Membership or to a special meeting of the General 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.