

*BYLAWS of the
UNIVERSITY COLORADO AT BOULDER,
DEPARTMENT of AEROSPACE ENGINEERING SCIENCES
EXTERNAL ADVISORY BOARD*

PREAMBLE

There is hereby created, adopted, and approved the following Bylaws for the UNIVERSITY OF COLORADO AT BOULDER, DEPARTMENT of AEROSPACE ENGINEERING SCIENCES.

ARTICLE I

Name and Purposes

Section 1. Name. The name of this organization shall be UNIVERSITY OF COLORADO AT BOULDER, DEPARTMENT of AEROSPACE ENGINEERING SCIENCES EXTERNAL ADVISORY BOARD, hereinafter referred to in these Bylaws as the "EAB".

Section 2. Purposes. The purposes of the EAB are: to act as an advisory body to the Chair of the Aerospace Engineering Sciences Department of the University of Colorado at Boulder, hereinafter referred to as the "Department"; to advise the Department Chair on programs and policies; to further studies directly related to the educational programs that are proper functions of the Department; to recognize achievements of alumni of the Department and others; to assist in publicity and public relations concerning the Department; and to encourage resource development through advocacy for state funding, internal budgeting, and private gifts to benefit the Department through the University of Colorado Foundation, Inc.

ARTICLE II

Organization and Administration

Section 1. Number. The EAB shall consist of up to twenty (20) regular members as determined by the Executive Committee of the EAB and ex-officio members as deemed necessary. No fewer than one half of the regular members shall be alumni of the Department. Included among the ex-officio members shall be the Department Chair and Associate Chairperson of the Department.

Section 2. Manner of Selection and Term of Office. (a) Candidates for membership on the EAB shall be recommended by the Department Chair and approved by the Executive Committee of the EAB to serve four (4) years. (b) The terms of office of those constituting the regular members of the EAB shall expire on June 30 of successive years, with the goal being that the terms of five (5) members, in general, expire each year. An EAB member may not serve more than two (2) consecutive terms, with exceptions requiring approval of the Executive Committee and concurrence of the Department Chair. EAB members who serve as EAB Chair or Vice Chair, may have their terms extended to cover these periods of service if they commence with or extend beyond the two (2) consecutive terms of normal service. Past Chairs will serve as EAB Chairs Emeriti and are invited to attend EAB meetings after their terms of office expire.

Section 3. Vacancies. In the event that a regular member of the EAB ceases to serve for any reason prior to the end of his/her term, a successor to serve the unexpired term of such member may be appointed by the Chair of the EAB with the approval of the Executive Committee and with the concurrence of the Department Chair.

Section 4. Meetings. The EAB shall hold one (1) or two (2) regular meetings per academic year, depending upon the needs of the Department. If one, that meeting will be held in the fall; if two, the second will be held in the spring. Unless otherwise designated by the Chair, meetings shall be held at the Department in Boulder, Colorado. Written notice of each regular meeting shall be given to each member of the EAB at least thirty (30) days prior to the meeting. The EAB Chair may call a special meeting of the EAB at any time after receiving a written request by a member of the EAB only if a majority of the EAB is polled and concurs. Written notice of each special meeting shall be given to each member of the EAB at least fifteen (15) days prior to the meeting and shall specify the date, time and place of the meeting and the business to be transacted. The Department Chair shall be responsible for issuing notices of all regular and special meetings.

Section 5. Quorum. A quorum shall consist of one-half of the number of regular members of the EAB. Whenever a quorum is present, a majority vote of those members of the Board constituting the quorum shall determine all actions, except as provided in Article VI.

Section 6. Mail Vote. (“Mail” means any form of mail delivery, including electronic mail.) Should a meeting fail to have a quorum, the members present may record their votes and request a mail vote to be taken of those not in attendance, limiting the time for reply to not more than thirty (30) days. Upon receipt of votes by mail, the votes of those present at the meeting and the mail votes shall be tallied, and the majority of all votes cast, whether or not the total number of votes cast would constitute the vote of a quorum, shall determine all actions, excepting amendment of the Bylaws, which shall require approval of two-thirds (2/3) of the vote so cast.

Section 7. Minutes. Minutes of meetings of the EAB and of the Executive Committee shall be recorded at all meetings by a Secretary of the EAB as designated by the EAB Executive Committee. As soon as practicable after the close of the meeting, copies of the minutes and action items shall be distributed to all EAB members and ex-officio members of the EAB.

ARTICLE III

Presiding Officer

The presiding officer shall be the Chair of the EAB, hereinafter referred to as “EAB Chair.” The Chair, as nominated by the EAB Executive Committee, shall be approved by the members of the EAB and shall serve for a period of two (2) years. A Vice-Chair shall also be nominated by the EAB Executive Committee and shall be approved by the members of the EAB and serve a like term of two (2) years. The Vice Chair shall be considered “EAB Chair Elect” and shall be the Executive Committee’s nominee for succession as Chair. The Vice-Chair shall preside at the meetings of the EAB in the absence of the EAB Chair and represent him/her at such other time and in such manner as may be designated by the EAB Chair. In the event neither the EAB Chair nor Vice-Chair is able to preside, a member of the EAB designated by the Chair of the Department shall preside.

ARTICLE IV

Committees

Section 1. There shall be one (1) standing committee, to wit: the Executive Committee.

Section 2. Executive Committee. The Executive Committee shall be composed of the Chair of the EAB, who shall be Chair of the Committee, the Vice Chair of the EAB, the Secretary and up to two (2) other members appointed by the EAB Chair. Both the most recent EAB Chair Emeritus and the Chair of the Department shall serve as ex-officio members of the Executive Committee without vote. The Executive Committee shall serve a two-year term and, subject to approval by the Department Chair, the Vice Chair shall become Chair of the EAB at the end of that term.

Section 3. Meetings of the Executive Committee. The Executive Committee shall meet upon call of the EAB Chair at such times and by methods as he/she may designate, including telephone conferences. In addition, the Committee shall hold meetings in conjunction with the regular EAB meetings.

Section 4. Duties of the Executive Committee. The Executive Committee shall approve candidates for membership on the EAB upon the recommendation of the Department Chair, shall nominate a candidate for the EAB Chair, shall nominate a candidate for the EAB Vice-Chair and Secretary. The Executive Committee shall perform such other duties and functions as the EAB may from time to time designate, and shall function in lieu of the EAB between the times of their meetings. The Executive Committee shall assist the Department Chair and the Chair's office in the general operation of the Department and the strategic planning for the Department.

Section 10. Other Committees. As determined by the Executive Committee, other committees may be formed. Membership on any such committees shall be determined by the EAB Chair and the Chair of the Department, but members of the EAB can request specific membership.

Time shall be scheduled at each EAB meeting for any such committees to meet and then report to the entire Board. The committees may work on committee assignments between EAB meetings and participate in telephone conferences. The committees shall define specific

agendas, and shall select the next committee chair at the conclusion of the spring EAB meeting.

ARTICLE V

Other Activities and Reports

Section 1. Other Activities. All activities of the EAB shall either be approved by the Executive Committee or the full EAB.

ARTICLE VI

Amendments

These Bylaws may be amended at any regular or special meeting of the EAB provided written notice of the contemplated amendment or amendments, giving the substance thereof, shall have been mailed to the members of the EAB at least thirty (30) days prior to when the amendment or amendments are presented for vote, whether at a meeting or by mail. Whenever a quorum is present, a two-thirds (2/3) vote of those members of the EAB constituting the quorum shall be necessary to approve the proposed amendment or amendments, which shall become effective thereupon. If a quorum is not present at the meeting, the provisions of Article II, Section 6, may be followed. These Bylaws may also be amended by unanimous consent given in writing or by mail by the members of the EAB.

By-laws Accepted Spring 2006

Amended 11-5-2007