

# **SEDS-USA National Constitution**

**(SEDS Exec Proposal: January 02, 2008)**

**Students for the Exploration and Development of Space**

**United States of America**

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## **National Constitution**

### **ARTICLE\_I . name, Purpose, and Composition**

#### **Section 1. name**

The organization shall be named "Students for the Exploration and Development of Space (SEDS), USA" (hereafter to

#### **Section 2. Purpose**

The purposes of SEDS-USA are:

1. to educate students and the general public about the benefits of space exploration and development;
2. to coordinate the efforts of students in the United States of America who are interested in promoting space exploration and development;
3. to provide a forum for the discussion and exchange of ideas related to the exploration and development of space;
4. to provide opportunities for students to interact and network themselves with leaders in the space industry;
5. to provide hands on opportunities for students to be involved in aspects of space exploration and development.

#### **Section 3. Composition**

SEDS-USA shall be composed of the SEDS chapters located in the United States of America and its territories.

### **ARTICLE\_II National Structure**

#### **Section 1. SEDS-USA**

SEDS-USA is a federation of local chapters presided over by an elected Executive Board. The chapters, through the Council of Chapters, have ultimate authority over the Executive Board.

## **Section 2. Council of Chapters**

The Council of Chapters shall consist of one representative from each SEDS chapter. The Council of Chapters shall be presided over by the Director of Chapter Affairs who will be a non-voting member except for breaking a tie. Each representative must be a student. A quorum of this council shall be defined as one-half of the council.

### **Section 2.1. Responsibilities of the Chapter Representatives**

Each chapter representative shall have the following responsibilities:

1. to provide monthly electronic mailing (email) updates of his/her chapter's activities to the Director of Chapter Affairs;
2. to keep the local chapter updated on SEDS activities throughout the United States and abroad (including Executive Board correspondence);
3. to express the wishes of his/her chapter in all Council votes in accordance with that chapter's procedures for determining those wishes.

#### **Section 2.1.1 Removal of a Chapter Representative**

If a chapter representative is delinquent in their responsibilities to the Council of Chapters, the Director of Chapter Affairs will attempt to contact the president of the chapter to remedy the situation. This may involve replacement of the chapter representative if necessary. If no resolution is reached, the chapter may face removal from the SEDS organization.

### **Section 2.2. Powers of the Council of Chapters**

1. by a simple majority vote of the Council, the Council may overturn any action or policy adopted by the Executive Board.
2. by a majority vote of the Council, the Council may dictate a set policy or action for the Executive Board to follow.
3. any group of three chapter representatives has the power to direct the Director of Chapter Affairs to initiate a Council vote.

### **Section 2.3 Executive Board Representation**

1. The Executive board shall have a representative other than the Director of Chapter Affairs at each Council of Chapters meeting
2. The responsibility of the representative in the Council of Chapters meeting is as follows
  - a. To present all major decisions made by the board since the previous Council of Chapters meeting and answer any questions the Council may have pertaining to those decisions.
  - b. At the Executive Board meeting immediately following a Council of Chapters meeting give a report to the Executive Board on the decisions of the Council.
3. This representative will be chosen at an Executive Board Meeting prior to each Council of Chapters Meeting

## **Section 3. Executive Board**

### **Section 3.1. Composition**

The Executive Board shall consist of twelve students. Any student of at least Junior standing in High School may be eligible to run for the Executive Board. They must be a Junior prior to the November elections.

### **Section 3.2. Permanent Positions**

1. The Executive Board shall consist of the following permanent positions:
  - Chairman
  - Vice-Chairman
  - Secretary
  - Director of Finance
  - Director of Chapter Affairs
  - Director of Chapter Expansion
  - Director of Publications
  - Director of Public Relations
  - Director of Educational Outreach
  - Director of National Projects
  - Director of High School Affairs
  - Webmaster
2. The Executive Board may designate other directors as they see fit; however, these will be neither voting nor permanent positions, and the Executive Board must vote on these directorships each year.
3. The powers and duties of these permanent positions shall be delineated in the bylaws.

### **Section 3.3. Election of the Executive Board**

1. All candidates for the Executive Board must be SEDS members from a chapter in good standing and must send their intentions to run to [platforms@seds.org](mailto:platforms@seds.org). These will be posted promptly on the National website.
2. The Director of Chapter Affairs 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 Director of Chapter Affairs by the start of the conference.
3. The Chapter Representative of each chapter attending the conference shall designate to the Director of Chapter affairs who will be casting the votes on the chapter's behalf. This must be done prior to the start of the conference.
4. Voting procedures are detailed in the bylaws.

### **Section 3.4. Limits on Elections**

1. No more than three Board members can be from the same SEDS chapter.
2. No more than 49% of the Board can be from the same geographic region. These regions are defined in the bylaws.

## **Section 3.5 Responsibilities of Executive Board members**

1. Each member must provide weekly updates on their projects and areas of responsibility to the rest of the Board.
2. If an Executive Board member will be unavailable for an extended period of time, (s)he must inform the Chair of this fact and declare that his/her voting privileges will be inactive for the duration of this period.
3. Individual responsibilities of each Board member are defined in the bylaws.

## **Section 5. Powers of the Executive Board**

1. The Executive Board is charged with the responsibility of protecting the reputation and image of SEDS. This may include disallowing the use of the SEDS name for specific activities, organizations, or even the removal of SEDS chapters
2. The Executive Board has the duty of originating, organizing, and completing (or terminating) any national project or initiative.
3. A majority of the Executive Board is required for approval of any Executive Board measure, except when expressly contravened by other sections of this constitution.
4. The Executive Board is not allowed to engage in deficit spending.
5. Policing of Chapters

It is the responsibility of the Executive Board to ensure chapters are in line with the purpose and mission statement of the SEDS organization. This includes the responsibilities as defined in Article III. If a chapter is acting irresponsibly, the Chairman should be notified. It is then the responsibility of the Chair to investigate the matter. The procedure for this investigation is defined in the Bylaws. A simple majority vote of the Executive Board can limit member benefits to a chapter violating their responsibilities. If no resolution can be made with the chapter, a three quarters vote of the Executive Board can remove the chapter from the SEDS organization.

## **Section 6. Impeachment of Executive Board Members**

Section 6.1. Any Board member who fails to submit his/her updates for two consecutive weeks is automatically removed from the Board, except in the case of an absence as defined in Article II, Section 4.2. Said Board member may be reinstated by a majority of the remaining Board members within two weeks of removal, provided that said Board member has provided an update and justification for the delay.

Section 6.2. Impeachment proceedings against any Board member may begin if, upon the written request to the Chairman or Vice-Chairman by another Board member or three Chapter Representatives, the Chairman or Vice-Chairman conducts a confidence vote of the Executive Board, and a majority of the Board believes the Board member should be removed from office. If this occurs, the Board member in question will be suspended from all duties for the duration of the impeachment proceedings. This confidence vote must be completed within one week of the written request.

If a majority of the Board deems an investigation necessary, the Chair or Vice-Chair shall conduct a two-week investigation of the charges against the Board member.

Within one week of the closing of the confidence vote, or at the close of the investigation, the Chairman or Vice-Chairman shall initiate a vote of the Council of Chapters. If a simple two-thirds vote of the Council of Chapters determines that the Board member in question should be removed from office then the Board member is officially removed from office. Otherwise, (s)he shall retain his/her office and impeachment proceedings shall be considered concluded.

## Section 7. Unscheduled Elections

When a seat on the Executive Board is vacant, the Director of Chapter Affairs must inform all chapters of this vacancy. Qualified candidates must declare their intention to run, in writing, to the Director of Chapter Affairs. Ballots shall be distributed two weeks after there is at least one qualified person who declares his candidacy for the vacant seat. All returned ballots shall be counted three weeks after the Director of Chapter Affairs has sent them out. Details of voting procedures are included in the bylaws.

# ARTICLE\_III. Chapters

## Section 1. Establishment

SEDS-USA shall grant chapter status to any student group at any high school, college or university in the United States and its territories, or to a group not affiliated with any high school, college, or university, so long as a majority of its members are students and as long as the following is provided:

1. the names of three individuals who shall be the official chapter designates.
2. a signed letter of intent which will commit the chapter to:
  1. uphold SEDS-USA standards and policies while acting in official capacity;
  2. provide a permanent address for SEDS-USA mailings and a current membership list;
  3. remit annual chapter dues, to be set by the Board;
  4. keep the Board informed, at least twice a year, of local activities;
  5. agree that the charter and rights to use the SEDS name may be revoked if the preceding requisites are not fulfilled.

Individual SEDS chapters may be chapters of other organizations as long as they abide by the requirements for all SEDS chapters as enumerated in this constitution and bylaws.

## Section 2. Organization

Each chapter will have the right to organize itself in any way that it desires. This includes chapter structure, organization, activities, projects, etc.. so long as they coincide with the SEDS mission statement, purpose, and the rest of Article III.

## Section 3. Chapter Responsibilities

1. Each chapter will make available to its members copies of all SEDS-USA Publications and SEDS-USA chapter correspondence. Each chapter will keep its members informed of SEDS projects and encourage participation in these projects. All chapters are strongly encouraged to provide a forum for the discussion of the full spectrum of space-related issues.
2. The chapter shall keep the Board informed of any changes to the identity or contact information of their Advisor, President/Chairman, and Chapter Representative.
3. In addition to the chapter commitments set forth above, each chapter is strongly urged to be represented at regional, national, and international SEDS functions and conferences.
4. The Director of Chapter Affairs must be provided with the name of one member from each chapter who shall act as that chapter's Representative to the Council of Chapters. At a chapter's own discretion, the same person may serve as both the chapter President/Chairman and chapter representative, though it is recommended these be separate people.
5. The chapter shall keep the Director of Chapter Affairs updated with the names and majors (if any) of all SEDS members, updating this list at least once a year.

## **Section 4. Autonomous Powers of the Chapters**

Section 4.1. The Executive Board will have no control over projects belonging to an individual SEDS group, except as stated in Article II, Section 5.

Section 4.2. The financial affairs of each chapter are the sole responsibility of that chapter, and shall be conducted without interference from SEDS-USA with the exception of:

- a) Are conducted in a non-for-profit manner that does not threaten the 501c status of the SEDS organization
- b) Money recieved from SEDS-USA is used in accordance to any rules or restrictions imposed on that money at the time of receipt.

Section 4.3. The financial responsibility for SEDS-USA conferences shall lie with the organizing chapter(s). The Executive Board may elect to accept the financial responsibility for a SEDS-USA conference by a three quarters majority vote.

## **Section 5. Disenfranchisement**

Section 5.1. If a chapter does not pay its annual dues to SEDS-USA within two months of the established deadline, its chapter status will automatically be revoked.

Section 5.2. A chapter may have its charter revoked by either a two-thirds majority of the Board or a simple majority of the Council of Chapters. Procedures for the policing of chapters are outlined in Article II Section 5.

# **ARTICLE\_IV. Advisorship**

## **Section 1. Purpose**

SEDS-USA will maintain a Board of Trustees who will provide continuity, guidance and support for the SEDS organization while administrating the SEDS Endowment Fund.

## **Section 2. Composition**

The composition of the Board of Trustees is defined in the Bylaws.

## **Section 3. Appointment**

Appointment to the Board of Trustees will take place upon approval of an individual by a majority of the Executive Board and upon receipt of that individual's agreement to serve on the Board of Advisors for either a life or rotating term, as defined in the bylaws. Contact with potential Advisors will be established by the Executive Board. Appointments shal be made as necessary to fulfil the composition requirements in the bylaws.

## **Section 4. Responsibilities of Advisors**

The primary responsibility of the Board of Trustees is the maintaining of the SEDS Endowment Fund and the distribution of the yearly stipends from this as defined in the bylaws.

The Board of Trustees is also responsible for providing advice and support for SEDS projects, conferences, and initiatives. The form of this support is left purposely broad in order that each advisor can serve SEDS in the manner best suiting their knowledge, skills and network.

## **Section 5. Removal of Advisors**

If an advisor is found to have committed a major violation of the trust SEDS is placing in them, is not fulfilling their responsibilities to SEDS the organization, or does not respond within 2 months of reasonable attempts to contact them, they may be removed from the Board of Trustees with a 3/4 majority of either the SEDS Executive Board or Board of Trustees. The procedure for this removal and causes for termination are further defined in the bylaws.

## **ARTICLE\_V. Alumni Board**

The SEDS Alumni Board shall consist of former SEDS members who desire to continue participating in the organization's efforts and to contribute to the growth and development of SEDS. The functions of this body shall include, but not be limited to, the raising of funds for SEDS and serving as an interface between SEDS and the space community. The Alumni Board shall have no power to set policy for SEDS-USA.

The structure of this body shall be determined by its membership. The Alumni Board shall keep the Executive Board informed as to its structure and membership as defined in the bylaws.

## **ARTICLE\_VI. Relations with Outside Organizations**

### **Section 1. National Communication**

All communication between SEDS-USA and the national officers of other businesses, companies, organizations, societies, etc.. shall be conducted and/or monitored by the Executive Board. The Executive Board will also coordinate joint projects with said groups.

### **Section 2. Chapter Communication**

All SEDS chapters will be free to communicate or cooperate with any group they deem appropriate unless, by a two-thirds majority of the Executive Board, such collusion shall be deemed injurious to the image, purpose, or reputation of SEDS.

## **ARTICLE\_VII. Relations with SEDS Earth**

### **Section 1. Definition of terms "SEDS" and SE ("SEDS Earth")**

SEDS is the world-wide organization of SEDS chapters, SEDS Nations and SEDS Regions. SE ("SEDS Earth") is hereby defined as whichever international organization the SEDS-USA Council of Chapters recognizes as the official council of SEDS worldwide, charged with the management of the overall well being of SEDS. The composition, mechanisms and responsibilities of SI are defined in the Constitution of SI.

## **Section 2. Relationship of SEDS-USA to SE**

SEDS-USA is empowered to manage SEDS in the United States of America without interference or harassment by SE.

SEDS-USA will do nothing which will harm or hinder SE unless such actions are deemed by the SEDS-USA Executive Board to be vital to SEDS-USA's existence. SEDS-USA will assist SE in the formation of SEDS chapters outside of the United States and the formation of organizations in other countries. The SEDS-USA Executive Board shall select a member of SEDS-USA to represent SEDS-USA within SE, and to represent SE within SEDS-USA.

## **ARTICLE\_VIII. Affiliates**

In order to facilitate the exchange of information between SEDS-USA and other organizations, both public and private, the Executive Board will have the authority to make contracts of affiliation between SEDS-USA and such organizations. These contracts, upon ratification by a two-thirds majority of the Council of Chapters, shall become binding upon SEDS-USA according to the terms contained therein.

Any corporation or firm whose interests are compatible with SEDS's goals may become an affiliate of SEDS-USA through the aforementioned process. A SEDS industrial or corporate affiliate will provide SEDS-USA with services and/or financial support and will provide SEDS-USA with information concerning space-related fields. SEDS-USA will allow industrial or corporate affiliates to send recruiters or company representatives to SEDS functions and to advertise in SEDS publications.

No affiliates shall have any authority in the policy or administration of SEDS-USA affairs.

## **ARTICLE\_IX. National Mergers**

All mergers of SEDS-USA with other organizations must be approved by a three-quarters majority of the Council of Chapters.

## **ARTICLE\_X. Amendments**

Amendments to this Constitution may be introduced by any three members of the Council of Chapters or any one member of the Executive Board. Upon receipt of a proposed amendment, the Chair must initiate a vote on the amendment within one week's time. Adequate information will be provided to the Council Representatives so they may make a determination on the proposed amendment. The Council vote shall be completed within one month's time and the proposed amendment shall be ratified if approved by three-quarters of the Council.

## **ARTICLE\_XI. Bylaws**

1. Purpose - The bylaws are designed to allow for flexibility and ease in definition for activities that are primarily the concern of only the Executive Board. Any definition of specific actions are included here, in order to facilitate easier changes as needed.

2. Authority Invested in the Bylaws. The bylaws are hereby considered a part of the constitution and do thereby have the same weight of law as the constitution. If there is a conflict between the bylaws and the rest of the constitution, the portion belonging to the constitution proper has precedence.

3. Enactment / Revision of Bylaws. Any new bylaw, or change to the existing bylaws, must be approved by a two-thirds vote of the Executive Board. The Council of Chapters may override any action concerning the Bylaws by a majority vote.

## **ARTICLE\_XII. Definitions**

### **1. Student.**

The definition of a "student" is the definition used by the educational institution at which the person is in attendance. A person shall be considered a student during an interruption in their education, as long as such a sabbatical does not last more than 15 months. The student must also be in good academic standing at their educational institution as defined by said institution.

### **2. Rules of Procedure.**

The rules of procedure for the SEDS Executive Board and the Council of Chapters shall be defined by the Chairman for the Executive Board and the Director of Chapter Affairs for the Council of Chapters. These rules must be approved by a majority vote of the body they apply to.

### **3. Majority**

Greater than fifty percent of those eligible to vote.

### **4. Two thirds majority**

Greater than or equal to two-thirds of those eligible to vote.

### **5. Simple majority**

If quorum is met, then measure passes if majority of the yea and the nay votes are in favor.

### **6. Simple two-thirds majority**

If quorum is met, then measure passes if two-thirds of the yea and the nay votes are in favor.

### **7. Three-quarter majority**

greater than or equal to three-quarters of those eligible to vote.