

BYLAWS OF THE
NASA ALUMNI LEAGUE FLORIDA CHAPTER
Approved January 17, 2017

ARTICLE I. NAME, LOCATION, AND FISCAL YEAR

- Section 1. The name of the organization shall be the NASA Alumni League Florida Chapter (also known as the NALFL).
- Section 2. The location of the NALFL shall be Brevard County, Florida, and/or such localities as may be determined suitable by the Board of Directors.
- Section 3. The fiscal year of the NALFL shall be January 1 – December 31.

ARTICLE II. GOALS AND OBJECTIVES

- Section 1. The goals of the NALFL shall be to support, but not be limited to, the following:
 - a. The conduct of aeronautical and space programs for charitable, scientific or educational purposes for the benefit of all humankind and in support of the goals, objectives, programs and activities of the National Aeronautics and Space Administration as outlined in the National Aeronautics and Space Act of 1958, as amended.
 - b. The fostering of the development of beneficial aerospace technology.
 - c. The furthering of the education of future space scientists and engineers.
- Section 2. The NALFL objectives shall include but not be limited to actions that:
 - a. Provide a forum for NASA KSC to assess the viability of concepts.
 - b. Implement and maintain a social services program for the benefit of NALFL members to include but not be limited to:
 - 1. Scholarships for qualified students/activities in the Florida area.
 - 2. Special awards and recognitions to active government and contractor personnel deemed worthy of recognition by virtue of their contribution to the U.S. space objectives.
 - 3. Group vacation travel and local attractions discount programs.
 - 4. Formal and informal get-togethers for the purpose of socializing.
 - c. Provide a forum for the dissemination of information to the members and the public on matters of interest to the space community.

ARTICLE III. MEMBERSHIP

- Section 1. Membership is available to former employees of the National Aeronautics and Space Administration, the National Advisory Committee for Aeronautics, the Jet Propulsion Laboratory and any personnel who were directly assigned to NASA from any government agency. Membership is also available to spouses of deceased NALFL members. Those eligible may become a member by paying the designated annual or life membership dues.
- Section 2. Unless otherwise ordered by the Board of Directors, the NALFL shall meet at least two times a year at a place and time to be designated by the Board of Directors to conduct any activities as may be deemed appropriate by the Board.

ARTICLE IV. BOARD OF DIRECTORS

- Section 1. The governing body of the NALFL shall be the Board of Directors. The Board of Directors shall be responsible for the overall supervision, control and direction of the affairs of the NALFL. The Board shall consist of not less than five (5) or more than fifteen (15) members from the general membership.
- Section 2. The term of office for Board members (Directors) shall be three (3) years with the terms staggered in thirds so that continuity can occur. Not later than September 10, nominations for Directors of the NALFL to fill prospective vacancies shall be made by the Nominations Committee. New Board Directors shall be determined through election by a majority of the current members of NALFL Board and recommended for confirmation at the next meeting of the general membership, but not later than October 1. Directors may serve no more than two consecutive three-year terms. Those who have served their limit as a Board Director will have their eligibility restored after one year off the Board.
- Section 3. At any meeting of the Board, one half of the current Directors shall constitute a quorum for the transaction of the business and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present.
- Section 4. Regular meetings of the Board shall be held at a time and place as determined by the President.
- Section 5. Special meetings of the Board may be called by the President or at the request of any two (2) Directors.
- Section 6. Notice of all meetings of the Board shall be sent not less than five (5) working days before the meeting is held. The notice may be waived by mutual consent of the Board in case of emergencies.
- Section 7. Voting rights of a Director shall not be delegated to another or exercised by proxy. Action of the Board may be taken without a meeting through the use of telephonic conferences or email/mail ballot, provided that a written report is made and recorded in the minutes at the next regular meeting of the Board.

- Section 8. To meet the routine business of the NALFL, the Board may delegate such powers to the Executive Committee from time to time that the Board determines may be desirable or necessary.
- Section 9. If the office of any Director shall for any reason become vacant, a person to serve out the remainder of the unexpired term may be selected from the general membership by the Board of Directors. The Board of Directors may in its discretion, by affirmative vote of a majority of its members, remove any Director for cause.
- Section 10. Directors shall not receive compensation for their services, but the Board may authorize fair and reasonable reimbursement of expenses incurred in the performance of their duties.

ARTICLE V. OFFICERS

- Section 1. Officers of the NALFL Board shall be a President, Vice President, Treasurer, and Secretary. One person may hold two positions, except those of President and Treasurer.
- Section 2. The officers shall be elected by the Board from among the Directors of the Board and shall constitute the Executive Committee. Following the election of the new Directors, new Board officers shall be chosen by the Board. The newly elected officers shall take office at the close of that meeting for a term of two years (one year if only one year remains in the officer's Board term). The Board may in its discretion, by affirmative vote of a majority of its members, remove any officer for cause. Any officer so removed may, at the discretion of the Board, continue to serve on the Board.
- Section 3. The out-going President shall serve as an ex-officio member of the Board of Directors for a period of two years after the expiration of his/her term as a Board Member.

ARTICLE VI. DUTIES OF OFFICERS

- Section 1. The officers shall perform such duties as are described in these bylaws and others as may be assigned them by the Board of Directors or the President.
- Section 2. The President shall preside over all meetings of the organization, shall be an ex-officio member of all standing and special committees, and shall perform such other duties as usually pertain to the Office of Chief Executive. He/she may, with Board approval, appoint standing and special committees as may be deemed necessary for the best interest of the NALFL. The President shall make a report, either orally or in writing, at each meeting of the Board and shall also make a report at each meeting of the general membership.
- Section 3. The immediate Past-President serves as an ex-officio member of the Board and as advisor to the President.

- Section 4. The Vice President in the absence of the President, shall preside at all meetings of the organization and shall also perform such other duties as usually pertain to that office, or as may be assigned by the President.
- Section 5. The Treasurer shall receive all funds paid to this organization, shall deposit the same in the official depositories, shall disburse the same on the order of the Board of Directors, and shall maintain records of all receipts and disbursements. His/her accounts and books shall at all times be open to the inspection of the President, the Board of Directors, and any authorized auditors. He/she shall make a monthly report to the Board of Directors, and report at the annual meeting and at such other times as the President or the Board may require.
- Section 6. The Secretary shall keep, or cause to be kept and retained, records of the attendance and the minutes of the meetings of this organization's Board of Directors. He/she shall submit to the proper officials and committees, all communications received. He/she shall submit a report to the annual meeting of this organization and at such other times as the President may require. He/she shall also perform duties normally assigned to a Secretary. The Secretary shall keep, or cause to be kept, a membership register, showing the names of the members, their addresses, and the class of membership held by each. The Secretary shall give, or cause to be given, notice of all the meetings of the members and of the Board of Directors required by the Bylaws.

ARTICLE VII. COMMITTEES

- Section 1. Membership Committee. The Membership Committee shall be a standing committee appointed annually by the Board. The members of the committee may be appointed from the Board of Directors or the general membership and shall elect the chair from among themselves. This committee shall have the responsibility to maintain the required membership lists and shall lead the efforts to recruit new members and to retain current members of the League.
- Section 2. Nominations Committee. The Nominations Committee shall be a standing committee appointed annually by the Board. The members of the committee may be appointed from the Board of Directors or the general membership and shall elect the chair from among themselves. This committee shall have the responsibility to annually recruit, and present to the Board of Directors not later than September 10, nominees for a new class of directors and a slate of officers for election by the board. This committee will also be responsible to nominate general members to fill vacancies that occur between elections.
- Section 3. Programs Committee. The Programs Committee shall be a standing committee appointed annually by the Board. The members of the committee may be appointed from the Board of Directors or the general membership and shall elect the chair from among themselves. This committee shall have the responsibility to arrange for programs/speakers for the league luncheons, meetings, and special events as required. The committee will coordinate arrangements between the

speakers and the meeting/event venues. A reasonable attempt will be made to replace any canceled program.

- Section 4. Additional Committees: Additional standing or ad hoc committees may be appointed by the Board as needed to accomplish the goals of the League.

ARTICLE VIII. GENERAL PROVISIONS

- Section 1. The Executive Committee shall review all reports sent out in the name of the NALFL.
- Section 2. The President and Secretary are authorized to sign any documents that have the effect of binding the NALFL legally.
- Section 3. The President and the Treasurer are authorized to sign checks for the expenditure of the funds of the NALFL, and such authority may not be delegated by them.
- Section 4. An annual audit will be performed to confirm appropriate, accurate records and suitable controls for all finances.

ARTICLE IX. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of ROBERT'S RULES OF ORDER shall govern the NALFL on any point not covered by these bylaws.

ARTICLE X. AMENDMENTS TO THE BYLAWS

The bylaws may be amended or repealed by a two-thirds vote of the Directors of the Board.

ARTICLE XI. DISSOLUTION

- Section 1. The NALFL shall use its funds to accomplish the goals and objectives specified in the Bylaws and other such activities as may be needed to preserve the organization and expand its operations. No part of NALFL funds shall inure, or be distributed, to members of the NALFL.
- Section 2. On dissolution of the NALFL, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, to be selected by the Board of Directors, or to the Federal Government or to one or more State or local governments as determined by the Board of Directors.

REVISION HISTORY

1. The original NAL corporate bylaws were approved July 17, 1986, in Washington, D.C., establishing NASA Alumni League initial operations at the national level.
2. The original bylaws for the Kennedy Space Center Chapter were approved on October 2, 1989. They included sections on fiscal year, officers and duties, and committees and responsibilities.
3. Amendment 1 was approved on August 22, 1990. It deleted the fiscal year designation and added the location of the chapter, its objectives, membership requirements, structure and operation of the Board of Directors, general provisions for operations, rules for governing the chapter, the process for amending the bylaws, and provisions for dissolution.
4. Amendment 2 was approved in September of 1992, acknowledging changing the name of the chapter to: Florida Chapter of the National Aeronautics and Space Administration Alumni League in the fourth quarter of 1991 and addressing changes to the objectives, membership for national members living in Florida, size of the Board of Directors, and designation of the duties of a president in coordination with the Board Chairman.
5. Amendment 3 was approved in June of 1993, changing from 12 Directors to 15 and clarifying eligibility of membership.
6. Amendment 4 was formally initiated in May 2013 with information gathered starting in 2008 to address changes required to operate as an independent entity should the NAL national organization cease to exist. Since 2013 the management of membership and funding of local chapters has been formally delegated to the Florida and JSC Chapters – requiring revision of the Chapter bylaws. Accordingly, the following changes were approved January 20, 2015:
 - ❖ Article I, Sect 3: Established the Fiscal Year as “January 1 – December 31”.
 - ❖ Article II, Sect 2: subsection b. 3 was reinserted from previous By-Laws, renumbered b.3 to b.4.
 - ❖ Article III, deleted Sections 3 (member-called Board Mtg) & 4 (Members from other chapters).
 - ❖ Article IV, Sect 2: Rewritten to include Nominating Committee presents proposed new Directors for election by the Board and confirmation by members at September meetings. Election of officers by the Board will now be presented to the membership for confirmation at the October meeting. Also changed “term” to “year” in last line to define the required time for exiting Directors to remain off the board.
 - ❖ Article IV, Sect 7: Requires that a written report is made and recorded in the minutes at the next meeting as a requirement for discussion and votes taken by email.
 - ❖ Article V Sect 2: Make consistent with Art IV, Sect 2 regarding timing of nominations, etc.
 - ❖ Article V Sect 3: Changed to provide ex-officio support for departing presidents for two years rather than just one.
 - ❖ Article VII: Created a new Article VII COMMITTEES – see Attachment 3.
 - ❖ Current Article VII et. seq. are renumbered as Articles VIII – XI.

General note: language changed to replace “member” with “Director” when referring to a Board member

7. Amendment 5 was approved March 15, 2016, to give the Board more efficiency and flexibility by (1) removing from Article V, Section 2 the requirement for general membership confirmation of Board Officers and (2) removing from Article VII, the requirement for the standing committees to be chaired by a director (Section 1 Membership, Section 2 Nominations, and Section 3 Programs).
8. Amendment 6 was approved January 17, 2017 to acknowledge the role of the Board (vice the President) in setting policy and managing the governance of the Chapter as noted in Article VII. Article IV, Section 2 and Article VI, Section 2 were edited accordingly.

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