

COALITION FOR ACADEMIC SCIENTIFIC COMPUTATION BYLAWS

Article I. Organization Name

1.0 Name and Abbreviations.

The name of the organization is: Coalition for Academic Scientific Computation, Inc. It is a nonprofit corporation organized and existing under the laws of the state of Ohio. The abbreviation CASC may be used. The written Bylaws utilize "CASC" in reference to the CASC organization, its structure and its Membership acting as a collective.

1.1 Other Names and Abbreviations and Definitions.

1.1.1 The Member Organizations that make up CASC, the organization, in total, shall hereinafter be referred to as the "Membership".

1.1.2 The CASC Bylaws shall use the following Terms, Names and Abbreviations:

- *Member(s)* shall mean the Organization(s) that holds an active membership in CASC.
- *Participant* shall mean an individual who participates in CASC's meetings, events, and discussions by virtue of the Member.
- *Representative* shall mean an individual Participant who has the authority, defined in Section 3.3.1, for the Member.
- *Executive Committee*, or "EC," shall mean the Chair, Vice Chair, Treasurer, and Secretary. The Executive Director and Past Chair serve on the EC as ex-officio members.
- *Officer* shall mean a Representative holding one of the following positions: Chair, Vice Chair, Treasurer, and Secretary.
- *Past Chair* shall mean the immediate former Chair of CASC
- *Professional Appointee* shall mean any employee, contractor, or volunteer authorized by the EC to conduct business for CASC
- *Secondary Contact* shall mean an additional point of contact as required by Section 3.3.1.1
- *Suspended Member* shall mean a Member whose Member rights have been suspended. None of the suspended Member's Participants may vote, attend meetings, and/or hold office.
- *Member in good standing* shall mean a Member that meets all criteria and responsibilities.
- *Quorum* shall mean the minimum number of Representatives required for a binding vote as defined in Article VI.
- *Supermajority, majority, and plurality* are defined in Article VI.
- *Parent Organization* shall mean an education or academic research organization that would itself be qualified for membership, which assents to the use of its credentials by an affiliated organization for purposes of meeting the eligibility requirements for membership.
- *Open Academic Research* shall mean careful and systematic investigations in some field of knowledge, the results of which are intended to be widely disseminated through traditional academic means, such as the open research literature, conferences, and open software or data repositories.

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Article II. Purpose

These Bylaws establish CASC's governance, management structure, procedures, and dispute resolution processes to support the Articles of Incorporation, as well as the mission and vision developed by the Membership.

2.0 Achieving Purpose.

To achieve this purpose, CASC shall:

2.0.1 Organize and conduct meetings, discussion groups, and other similar programs concerned with the exchange of information and development and execution of decisions and policies.

2.0.2 Establish mechanisms to gather and provide information relevant to the mission.

2.0.3 Actively engage with relevant policy makers and federal agencies.

2.0.4 Provide professional development and leadership opportunities to the Participants of its Members.

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Article III. Defining membership

3.0 General.

An organization must satisfy all criteria in Article III to be eligible for membership and/or continuation as a Member.

3.1 Criteria for membership.

To be or become a Member, the organization must be US-based and:

3.1.1 Subscribe to the purposes stated in Article II, including fully supporting and acting in accordance with the CASC Vision and Mission;

3.1.2 Have higher education and/or open academic research as a primary mission, or have a formal affiliation with one or more organizations that do;

3.1.2.1 In the case of qualification through a second organization, the candidate organization must have the authorization of its parent organization or institution to join;

3.1.3 Have an independent, active program providing direct access to or support of advanced scientific computation and/or data analysis for open academic research;

3.1.4 Demonstrate its commitment to fulfill criteria stated in Section 3.1 through its actions; and

3.1.5 Be a nonprofit organization; or if not a nonprofit, be approved by the EC, in its reasonable discretion, as an exception prior to submitting to the Membership for discussion and vote. The EC shall adopt guidelines for granting such exceptions to ensure that only for-profits with missions consistent with the mission of CASC are put forth for Membership.

3.2 Application for membership.

3.2.1 An organization applying for membership must submit an application to the Secretary, who shall process the application in accordance with CASC policies and applicable Bylaws. The Secretary will distribute applications to the Membership for discussion and voting.

3.2.2 Before voting on an application, there will be an open discussion period of a minimum of fourteen (14) days. A vote, in accordance with Article VI, must be taken no later than two (2) months after receipt of the completed application.

3.2.3 An applying organization shall become a Member upon receiving majority approval as described in Article VI.

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3.3 Member Responsibilities.

3.3.1 Each Member is required to have a Representative. A Member's Representative must be directly active in the Member's activities that relate to Section 3.1 and must be authorized to vote on CASC business on behalf of the Member.

3.3.1.1 The Representative will be the point of contact for all communications with the Member concerning CASC business. In addition to the Representative, each Member shall provide one alternative point of contact.

3.3.1.2 The Representative will be responsible for communicating the Member's position on issues of importance to CASC.

3.3.1.3 The Representative will be responsible for casting all votes for the Member, as described in Article VI. The Representative may designate a proxy for voting and business meeting attendance by notifying the Secretary in advance.

3.3.2 CASC may impose annual dues on Members. The EC may change the amount of the annual dues with input from the Membership. The new dues shall apply beginning with the next CASC fiscal year, as defined in Article IX.

3.3.3 Each Member and its Participants must abide by all CASC resolutions, Bylaws and a code of conduct in force at all times.

3.3.4 Each Member shall participate in at least one (1) CASC business meeting each fiscal year.

3.3.5 Each Member shall cast votes when votes are called as described in Article VI.

3.3.6 CASC may perform a periodic determination as to whether a Member meets membership criteria and requirements. A Member shall respond to requests for information from CASC.

3.4 Rights of membership.

3.4.1 When a vote is called as described in Article VI, each Member is allowed one (1) vote.

3.4.2 A Member in good standing may have its Representative serve as an Officer.

3.5 Termination of membership.

3.5.1 A Representative may voluntarily terminate organizational membership at any time by providing a letter, including the date of termination, to the Secretary. However, the Member must fulfill all financial obligations incurred up to the point of termination.

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3.5.2 A Member is required to pay membership dues within three (3) months of the start of the CASC fiscal year for which they are levied, and may be subject to termination if the Member is non-compliant.

3.5.3 In addition to termination under Section 3.5.2, a Member shall be subject to the involuntary termination process if it:

3.5.3.1 Fails to meet the criteria for membership (cf. Section 3.1);

3.5.3.2 Fails to meet the requirements for membership (cf. Section 3.3);

3.5.3.3 Acts in a manner that does or has the potential to damage or harm CASC or its reputation; or

3.5.3.4 Violates any other substantive provision of these Bylaws.

3.5.4 The Chair may initiate involuntary termination proceedings by sending a letter of warning to the Representative and the Secondary Contact describing the issues or circumstances of concern and requesting appropriate corrective actions within a specific period, as determined by the EC. If the Member fails to take appropriate corrective actions by the end of the specified time period, the EC will immediately suspend the organization's membership and call a vote on the removal of the Member. Prior to the end of the specified time period, the EC, at its discretion, may enact an interim suspension of the membership until a resolution occurs.

3.5.5 If the EC suspends a Member, the Chair shall promptly send a notification of suspension to the Representative and the Secondary Contact.

3.5.6 The Secretary or Chair shall prepare and send to each Representative a statement of the issues or circumstances of concern, along with a ballot to be completed by a specified due date. The due date shall be at least seven (7) days, but not more than fourteen days (14) , from the time of delivery of the statement.

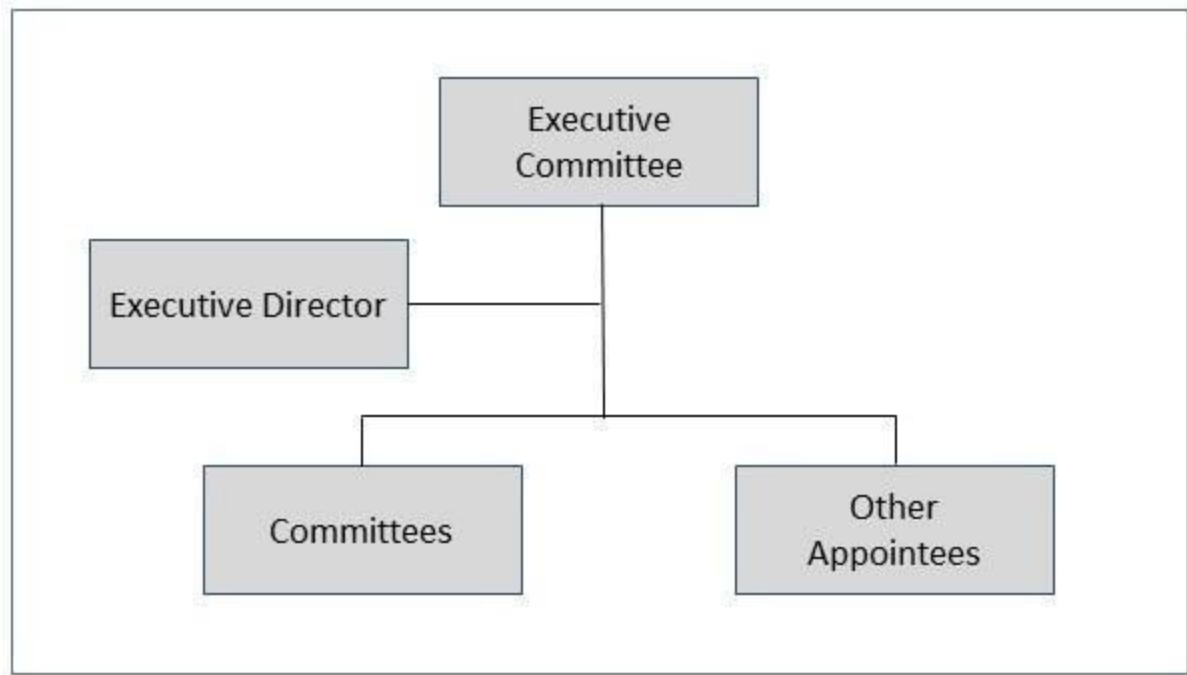
3.5.7 The ballot shall be passed upon a supermajority approval as described in Article VI and will be effective immediately or as soon as practicable. If the vote fails to achieve supermajority approval, the Member shall be fully reinstated as a Member in good standing and shall no longer be suspended.

3.5.8 A terminated Member shall not be entitled to any refund of dues or other payments. In addition, readmission of a terminated Member will require a new membership application that shall be processed as described in Section 3.2.

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Article IV. CASC Organizational Structure

The CASC organizational structure shall consist of a CASC Executive Committee (EC); other committees; and professional appointees, consisting of an Executive Director and others determined by the EC. CASC is governed and operated by the EC in accordance with these Bylaws and resolutions approved by the Membership.



4.0 Executive Committee (EC).

4.0.0 General

4.0.0.1 Voting members of the EC shall be the elected Officers: Chair, Vice Chair, Secretary and Treasurer. The Executive Director shall serve as a non-voting, ex-officio member of the EC. The Past Chair may serve up to one (1) year after their term ends as a non-voting, ex-officio member of the EC.

4.0.0.2 The term for each Officer shall be (2) years. Officers may serve three (3) consecutive terms overall and two consecutive terms in the same position.

4.0.0.3 Each term of office shall begin on January 1, unless otherwise designated.

4.0.0.4 Officers shall be elected in accordance with Article V.

4.0.0.5 Only Representatives of Members that are in good standing are eligible to serve as Officers.

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4.0.0.6 A parent organization and its related Members may have only one Representative, in aggregate, serve as an Officer concurrently.

4.0.0.7 A Representative may only hold one elected office at a given point in time.

4.0.1 Chair

4.0.1.1 The Chair shall be responsible for arranging and presiding over all business meetings.

4.0.1.2 The Chair serves as the official representative of CASC and may delegate that role, as appropriate.

4.0.1.3 The Chair shall be responsible for developing and maintaining the scope of work or job description as appropriate, performance metrics, and setting a competitive compensation for the Executive Director. The scope of work or job description may be modified as needed, with consensus from the EC. The Chair is responsible for the hiring of employees or independent contractors performing key business functions of CASC, with consensus from the EC.

4.0.1.4 The Chair shall, based upon appropriate benchmarks, review the performance of the Executive Director and any other key contractors or employees at least annually.

4.0.2 Vice Chair

4.0.2.1 The Vice Chair shall substitute for the Chair as appropriate.

4.0.2.2 The Vice Chair shall be responsible for recruitment of Members.

4.0.2.3 The Vice Chair shall chair the Program Committee for the CASC Meetings.

4.0.3 Secretary

4.0.3.1 The Secretary shall call business meetings, and take and report minutes of all business meetings.

4.0.3.2 The Secretary shall ensure that CASC actions follow the Bylaws.

4.0.3.3 The Secretary shall process all membership applications in accordance with Article III.

4.0.3.4 The Secretary shall oversee all elections and voting in accordance with Articles V & VI.

4.0.4 Treasurer

4.0.4.1 The Treasurer shall perform all financial duties described in Article IX.

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4.0.4.2 The Treasurer shall be the liaison between CASC and any financial advisors or financial contractors.

4.0.4.3 The Treasurer shall approve all contractual obligations.

4.0.5 Policies and Procedures

4.0.5.1 The EC shall create and maintain operational policies and procedures.

4.1 Professional Appointees.

4.1.0 General

4.1.0.1 The EC will use professional appointees, including an Executive Director, and others as deemed necessary, on behalf of CASC, to carry-out specific business functions. The EC shall be responsible for all personnel processes and decisions.

4.1.1 Executive Director

4.1.1.1 The Executive Director shall take direction from the Chair and be measured based upon metrics in their role description.

4.1.1.2 Upon prior authorization from the Treasurer, the Executive Director may co-sign contracts on behalf of CASC with the Chair.

4.2 CASC Standing Committees.

CASC shall have standing committees to work on specific CASC matters. The EC will appoint chairs and volunteer committee members to serve on these committees. In accordance with Section 2.1.4, these committees and their chairs should encompass a broad representation of the Membership. Committees and/or their chairs may meet with the EC as appropriate.

The following are the current CASC standing committees: Program Committee, Nominations Committee, Technical Committee, Communications Committee, and Positions Committee. Creation or disbanding of any Standing Committee shall require a modification to the Bylaws.

4.2.1 Program Committee

4.2.1.1 The Program Committee identifies timely topics of interest to the Membership and builds the agenda for Member meetings.

4.2.2 Nominations Committee

4.2.2.1 The Nominations Committee shall oversee the CASC nomination process as described in Article V.

4.2.3 Communications Committee

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4.2.3.1 Communications Committee is responsible for developing the content and overseeing the production of the annual CASC brochure as well as developing content for the website and other communications resources and tools.

4.2.4 Technical Committee

4.2.4.1 The Technical Committee advises the EC on the specification, selection and operations of technical infrastructure services used by CASC to conduct business and achieve its mission.

4.2.5 CASC Positions Committee

4.2.5.1 The Positions Committee shall be responsible for CASC positions outlined in Article VII.

4.2.5.2 The Positions Committee shall have nine (9) voting members, including the four (4) Officers and five (5) Representatives elected annually in accordance with Article V. The Executive Director will be an additional non-voting ex-officio member. The CASC Chair shall chair the Positions Committee.

4.2.5.3 The term for each committee member shall be (2) years. Committee members may serve six (6) consecutive years overall.

4.2.5.4 Two (2) members shall be elected for terms starting in even numbered years. Three (3) members shall be elected for terms starting in odd numbered years.

4.3 CASC Ad-Hoc Committees and Working Groups.

4.3.1 The EC, at its discretion, may create or disband ad-hoc committees or working groups to work on specific CASC matters.

4.4 Removal of an Officer.

4.4.1 An Officer may resign by written notification to the Secretary. The Secretary may resign by written notification to the Chair. If any Officer becomes ineligible to serve, that position becomes vacant immediately.

4.4.2 A vote on removal of an Officer may be initiated by the EC or by petition of one-third (1/3) of the Members. The EC may immediately suspend an Officer for cause.

4.4.3 The Secretary or Chair shall prepare and send to each Representative a statement of the issues or circumstances of concern with a ballot to be completed by a specified due date. The due date shall be at least seven (7) days, but not more than fourteen days (14), from the time of delivery of the statement .

4.4.4 The ballot shall be passed upon a supermajority approval as described in Article VI and will be effective immediately.

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4.5 Replacement of an Officer or Positions Committee member.

4.5.1 If an Office becomes vacant, the EC may appoint an “acting” Officer to serve until a replacement is elected. At the discretion of the EC, a special election may be held to select a replacement for the remainder of the term.

4.5.2 If a Positions Committee member office becomes vacant, the EC shall appoint a replacement for the remainder of the term.

4.5.3 If there is no EC, the Membership shall appoint a secretary to conduct a special election according to a schedule determined by the remaining positions committee members.

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Article V. CASC Elections

5.0 General.

5.0.1 The EC shall determine a nomination and election schedule and provide it to the Membership prior to the beginning of the fiscal year. The EC may modify the schedule with approval from the nominations committee and Secretary. A Special Election shall follow Section 5.1 as closely as possible at the discretion of the EC.

5.1 Elections Process.

5.1.1 The Nominations Committee shall carry out the activities required for CASC nominations according to the schedule determined by the EC.

5.1.2 Only Representatives shall be eligible to make nominations for elected positions.

5.1.3 Nominated individuals must be eligible to serve in the position for which they are nominated as defined in these Bylaws.

5.1.4 The Nominations Committee shall have an open call for nominations of at least fourteen (14) days.

5.1.5 The Nominations Committee shall present to the Secretary a list of at least two(2) nominees for each elected position on the EC and open positions for the Position Committee. All nominees must confirm their acceptance prior to being presented. Representatives may be nominated for only one EC position.

5.1.6 The Secretary shall conduct a vote as described in Article VI per the published election schedule.

5.1.7 Candidates receiving a plurality of the vote will be the officeholder-elect. In the event of a tie, a special election shall be held between the tied candidates, if needed. Should the special election result in a tie, the Chair shall resolve the tie.

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Article VI. Conducting Business

To achieve the purpose outlined in Article II, the business of CASC may be conducted by individual Officers; the EC; the ED; or anyone authorized by the EC, the Bylaws or Resolutions approved by the Membership. The EC shall create reports of CASC business. All CASC documents will be made available to the Membership, subject to confidentiality. For procedures not addressed by these Bylaws, CASC shall follow the 11th edition of Robert's Rules of Order Newly Revised, as applicable.

6.0 Business Meetings.

6.0.1 CASC shall hold at least two (2) regular business meetings, including an annual meeting, per fiscal year. Remote participation shall be enabled for all business meetings. A quorum is not needed to conduct a business meeting.

6.0.2 Locations and dates of regular business meetings shall be determined by the EC. All Representatives shall be notified of the regular meeting dates and locations at least two (2) months in advance of the meetings.

6.0.3 The EC may call emergency business meetings with notification provided to all Representatives at least twenty-four (24) hours in advance of the meeting.

6.0.4 Any votes called for during business meetings shall be held as described in Section 6.1.

6.0.5 A Resolution may be proposed by a minimum of two (2) Representatives at any CASC business meeting. A vote shall be called as described in Section 6.1 unless the proposed resolution is withdrawn by the proposers. A resolution will be adopted upon receiving a majority approval.

6.1 Voting.

6.1.1 All CASC votes shall be conducted electronically.

6.1.2 A quorum is attained, and a vote is binding provided that at least 50% of the Representatives cast a vote by the specified due date. In the case of an election vote, if a quorum is not reached, a special election shall be held in accordance with Article V.

6.1.3 A supermajority results when at least two thirds ($\frac{2}{3}$) of all votes cast are in support of the resolution. A majority results when more than one half ($\frac{1}{2}$) of all votes cast are in support of the resolution. A plurality results when a candidate pulls more votes cast than any other but may not receive a majority.

6.1.4 Unless otherwise specified in the Bylaws, the Secretary shall prepare and make available to each Representative the resolution or election ballot and voting procedure with a specified due date.

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6.1.4.1 Unless otherwise specified in the Bylaws, the default voting due date shall be at least fourteen (14) days after distribution of the statement.

6.1.4.2 The EC may reduce the voting period at its reasonable discretion.

6.1.4.3 The EC may extend a due date if necessary, to achieve a quorum.

6.1.5 If multiple votes are cast by a Representative, only the last one cast by the specified due date will be counted.

6.1.6 The Secretary shall promptly notify the Membership of the results of the vote.

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Article VII. Procedures for Ratifying Positions or Actions

7.0 General.

7.0.1 The Positions Committee shall be the only committee empowered to take positions on behalf of CASC. The committee shall record a formal vote and communicate the decision to the Membership.

7.0.2 At its discretion, the Positions Committee may request a vote of the Membership on any position. The position will be considered accepted upon a majority approval as described in Article VI.

7.0.3 Official positions taken by CASC shall not imply concurrence by any individual Member.

7.0.4 As soon as is practical, the Positions Committee shall make information available to the Membership regarding all positions under consideration or taken.

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Article VIII. Amendments to the Bylaws

8.0 General.

8.0.1 A ballot on an amendment to CASC Bylaws shall be initiated by the EC or by petition of one-third (1/3) of the Representatives.

8.0.2 The Secretary shall conduct a vote as described in Article VI.

8.0.3 The Bylaws shall be amended based upon a supermajority approval as described in Article VI and will be effective immediately or as soon as practical.

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Article IX. Financial Structure

9.0 General.

9.0.1 The Membership and professional appointees of CASC shall take no action that jeopardizes CASC's 501(c)(3) not-for-profit status.

9.0.2 The CASC Fiscal Year shall commence on July 1 of each year and end on the following June 30. At least thirty (30) days prior to the start of each fiscal year, the CASC expenditure budget shall be submitted to the Membership for approval. The budget shall become effective upon receiving majority approval as described in Article VI. Should the budget not be approved by the beginning of any fiscal year, the Treasurer, in consultation with the EC, shall revise and resubmit the budget repeatedly until such time as it is approved. Between the start of the new Fiscal Year and the date of approval, the EC shall be empowered to approve expenditures required for normal operations of CASC in accord with either the budget for the prior Fiscal Year, or the most recently submitted proposed budget for the new Fiscal Year, whichever is smaller.

9.1 Accounting.

9.1.1 The Treasurer shall create and/or maintain financial accounts in the name of CASC.

9.1.2 The Treasurer shall sign all checks and other drafts directing expenditures of CASC funds. The Chair shall serve as an alternate authorized signatory.

9.1.3 The Treasurer shall provide to the Membership, once per year, professionally prepared financial statements covering all CASC accounts. These statements shall provide a level of detail typical of 501(c)(3) organizations of similar type and size.

9.2 Dissolution.

9.2.1 CASC may be dissolved upon at least $\frac{4}{5}$ [four-fifths] of the Membership voting in support of the dissolution.

9.2.2 Upon a vote approving the dissolution of CASC, and after the payment of any and all outstanding debts, the remaining assets of CASC will be distributed pursuant to the Articles of Incorporation.

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Appendix A. Revision History

Version	Changes	Effective Date
1.0	Initial new version. Major changes since last set of bylaws. Submitted to the CASC Executive Committee on 12/16/2019 with the unanimous support of the CASC Bylaws committee - Wayne Figurelle - Chair	xx/xx/xxxx