

# **BYLAWS FEDERAL LABORATORY CONSORTIUM FOR TECHNOLOGY TRANSFER**

## **PREAMBLE**

The Federal Laboratory Consortium for Technology Transfer (FLC) is a formal association of U.S. government laboratories; research, development, test and evaluation (RDT&E) centers; and sponsoring agencies. The FLC is chartered by the Federal Technology Transfer Act of 1986 (Public Law 99-502).

## **ARTICLE I      NAME**

The name of this organization is the Federal Laboratory Consortium for Technology Transfer, hereinafter referred to as the Consortium.

## **ARTICLE II     OBJECT**

### **Section 1.     Statutory Mandates**

The Consortium serves as a forum for the discussion of the principles and practices of technology transfer and provides a communication network, information clearinghouse, and service capability as approved by the Representatives for the purposes of the following statutory mandates.

- a.) Develop and (with the consent of the federal laboratory concerned) administer techniques, training courses, and materials concerning technology transfer to increase the awareness of federal laboratory employees regarding the commercial potential of laboratory technology and innovations;
- b.) Furnish advice and assistance requested by federal agencies and laboratories for use in their technology transfer programs (including the planning of seminars for small business and other industry);
- c.) Provide a clearinghouse for requests, received at the laboratory level, for technical assistance from states and units of local governments, businesses, industrial development organizations, not-for-profit organizations including universities, federal agencies and laboratories, and other persons, and—
  1. To the extent that such requests can be responded to with published information available to the National Technical Information Service, refer such requests to that service, and
  2. Otherwise refer these requests to the appropriate federal laboratories and agencies;

- d.) Facilitate communication and coordination between Offices of Research and Technology Applications of federal laboratories;
- e.) Utilize (with the consent of the agency involved) the expertise and services of the National Science Foundation, the Department of Commerce, the National Aeronautics and Space Administration, and other federal agencies, as necessary;
- f.) With the consent of any federal laboratory, facilitate the use by such laboratory of appropriate technology transfer mechanisms such as personnel exchanges and computer-based systems;
- g.) With the consent of any federal laboratory, assist such laboratory to establish programs using technical volunteers to provide technical assistance to communities related to such laboratory;
- h.) Facilitate communication and cooperation between Offices of Research and Technology Applications of federal laboratories and regional, state, and local technology transfer organizations;
- i.) When requested, assist colleges or universities, businesses, nonprofit organizations, state or local governments, or regional organizations to establish programs to stimulate research and to encourage technology transfer in such areas as technology program development, curriculum design, long-term research planning, personnel needs projections, and productivity assessments;
- j.) Seek advice in each federal laboratory consortium region from representatives of state and local governments, large and small business, universities, and other appropriate persons on the effectiveness of the program (and any such advice shall be provided at no expense to the government); and
- k.) Work with the Director of the National Institute on Disability and Rehabilitation Research to compile a compendium of current and projected federal laboratory technologies and projects that have or will have an intended or recognized impact on the available range of assistive technology for individuals with disabilities (as defined in section 3002 of title 29), including technologies and projects that incorporate the principles of universal design (as defined in section 3002 of title 29), as appropriate.

## **Section 2. Applicability of Other Federal Statutes**

The Consortium is a federal organization chartered by statute and shall abide by those federal laws and regulations that routinely apply to the various federal agencies.

## **ARTICLE III MEMBERS**

### **Section 1. Definitions**

- a.) “Agency Representative” means a senior representative appointed from each parent federal agency with one or more member laboratories to represent the parent federal agency in the Consortium.
- b.) “Consortium Member” (or “Member Organization”) means (1) any federal laboratory having 200 or more full-time equivalent scientific, engineering and related technical positions; (2) such other federal laboratories as may choose to join the Consortium; and (3) the parent federal agencies of these activities as represented by a senior official of each such agency.
- c.) “Consortium Participant” (or “Participant”) means any individual, other than a Consortium Representative, who belongs to a member organization and whose duties include participation in support of the technology transfer activities of that member organization.
- d.) “Consortium Representative” (or “Representative”) means Laboratory Representative or Parent Federal Agency Representative.  
Laboratory Representative or Parent Federal Agency Representative.
- e.) “Federal Laboratory” means any federally funded laboratory, any federally funded research and development center, or any cooperative research center or National Science Foundation Research Center established under 15 U.S.C. Section 3705 or 3707 that is owned, leased, or otherwise used by a federal agency and funded by the federal government, whether operated by the government or by a contractor.
- f.) “Host Agency” means the National Institute of Standards and Technology.
- g.) “Host Agency Representative” means the Representative appointed by the National Institute of Standards and Technology to represent it in the Consortium.
- h.) “Laboratory Representative” means the staff member appointed by each federal laboratory that is a member of the Consortium to represent that laboratory in the Consortium.
- i.) “Member Laboratory” means any Federal Laboratory that is a Consortium Member.
- j.) “Parent Federal Agency” means a federal agency with one or more member laboratories.

- k.) “Mail” shall include electronic mail or other electronic means of communication, which may include an electronic voting system.
- l.) “Support Partner” means the entity who supports the operation of the FLC and the Board.
- m.) “Written” shall include on paper and electronically in reference to voting.

**Section 2. Member Organizations**

The membership, hereafter referred to as Consortium Members, shall consist of the Federal Laboratories and the Parent Federal Agencies of those member laboratories.

**Section 3. Member Representatives and Participants**

a.) Consortium Representatives

Each Consortium Member may designate one representative who is authorized to vote for the member organization in balloting for elected positions, proposed changes to the Consortium bylaws, and Consortium policy and procedures.

b.) Consortium Participants

All persons employed by a Consortium Member whose duties include participation in and support to the technology transfer activities may be a Consortium Participant.

Other than voting, except by proxy, Consortium Participants shall be eligible to participate in all activities of the Consortium.

**Section 4. Requirements**

a.) Funding Obligation

In accordance with Chapter 63 USC Annotated Title 15 Section 3710, an amount equal to 0.008 percent (0.008%) of the budget of each federal agency from any federal source, included related overhead, that is to be utilized by or on behalf of the laboratories of such agency during each fiscal year shall be transferred by such agency to the National Institute of Standards and Technology at the beginning of the fiscal year involved. A transfer shall be made by any federal agency for any fiscal year only if the amount so transferred would exceed \$10,000. Amounts so transferred shall be provided by the Institute to the Consortium for the purpose of carrying out the activities of the Consortium.

b.) Membership Registration

For the purpose of voting, annually, by September 1, the Support Partner shall make a call for registration of all Agency Representatives and Consortium Participants.

A call for registration shall be made at least twice before any Consortium election or voting activity.

Regional Coordinators will assist the Support Partner in responding to this registration process.

Consortium Members are to notify the Support Partner of changes of Consortium Representatives. Notification is to be made within thirty (30) days of such occurrence.

**Section 5. Applicability of Bylaws**

Consortium Representatives and Participants are bound by the provisions of these bylaws, except where those provisions are counter to legislation or specific policies of their member organization. In those cases, the legislation or member organization policy takes precedence.

**ARTICLE IV ORGANIZATION**

**Section 1. Consortium Structure**

The organizational elements of the Consortium shall consist of regional subdivisions.

a.) Regional Subdivisions

For the purpose of administering its affairs and services, the Consortium is organized into six (6) regional subdivisions. Each Consortium Member shall be identified with the region encompassing its location. The six regions are defined as follows:

Far West Region: Alaska, Arizona, California, Hawaii, Idaho, Nevada, Oregon, Washington, Guam

Midwest Region: Illinois, Indiana, Michigan, Minnesota, Ohio, Wisconsin

Mid-Atlantic Region: Delaware, Maryland, Pennsylvania, Virginia, West Virginia, Washington, DC

Mid-Continent Region: Arkansas, Colorado, Iowa, Kansas, Missouri, Montana, New Mexico, Nebraska, North Dakota, Oklahoma, South Dakota, Texas, Utah, Wyoming

Northeast Region: Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Puerto Rico, U.S. Virgin Islands, Rhode Island, Vermont

Southeast Region: Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee

b.) Changes in the regions may be made through amendment of these bylaws.

## **ARTICLE V GOVERNANCE**

### **Section 1. Governing Body**

The governing body of the Consortium shall be an Executive Board.

a.) The Executive Board

The Executive Board shall consist of the Consortium Chair, Vice-Chair, Host Agency Representative, the Coordinators of the six (6) regional subdivisions, two (2) Members-at-Large, and the three (3) Committee Chairs, for a total of fourteen (14) members.

1.) Purpose

The Executive Board shall, in general, make policy for the Consortium on the basis of issues brought before the Executive Board.

2.) Actions Reserved by the Executive Board

The Executive Board shall, in general, make policy for the Consortium on the basis of issues brought before the Executive Board.

By majority vote of a quorum of the Executive Board, policy decisions may be referred to a vote of the Consortium Representatives.

3.) Actions without Meeting

Any action required or permitted to be taken by the Executive Board may be taken without a meeting. All members of the Executive Board

will be informed of the proposed action. A simple majority of the total Executive Board members must consent in writing or electronically to such action. Such consent or consents shall have the same effect as a vote of the Executive Board and shall be filed with the minutes of the next regular meeting of the Executive Board.

4.) Ad Hoc Members of the Executive Board

The immediate past Chair, the National Advisory Council Chair, Cooperative Agreement Partner Executive Director, and other individuals designated by the Executive Board may serve as nonvoting members.

5.) Quorum of the Executive Board

A quorum of the Executive Board shall consist of one more than half of the voting Executive Board members.

6.) Voting by Executive Board Members

Except for ad hoc members of the Executive Board, and the Support Partner Executive Director, all Executive Board members may vote on matters before the Board. Except as approved by the Executive Board, a person may hold only one (1) position on the Executive Board. Each Executive Board member is entitled to only one (1) vote.

7.) Frequency of Meeting

The Executive Board shall meet at least three times per year. One of those meetings will be held in conjunction with the Consortium's national meeting.

The Chair or Vice-Chair shall call an Executive Board meeting.

A simple majority of the Executive Board may request a meeting of the Executive Board through the Chair or Vice-Chair. If no meeting is called by the Chair or Vice-Chair within five (5) working days following notification, the petitioning members of the Executive Board may call a meeting of the Executive Board via the Executive Board electronic roundtable.

## 8.) Virtual Participation in Meetings

Meetings may also be held via teleconference or videoconference. Board members may also participate in an Executive Board meeting by video or phone conference, provided that all voting is conducted in a manner that accommodates all Board members, whether physically or virtually present.

## 9.) Minutes of the Executive Board

The minutes of an Executive Board meeting will be distributed to the Executive Board within thirty (30) days after each Executive Board meeting. The minutes will be filed with the Support Partner after being approved by the Executive Board.

## 10.) Code of Conduct

All members of the Executive Board shall conduct themselves in all Consortium business in accordance with the Joint Ethics Regulation— Title 5, Code of Federal Regulations, Part 2635, “Standards of Ethical Conduct for Employees of the Executive Branch.”

- A.) Each Executive Board member shall perform his or her duties as an Executive Board member, including duties as a member of any committee of the Executive Board upon which the Executive Board member may serve, in good faith, in a manner such Executive Board member believes to be in the best interests of the Consortium and with such care, including reasonable inquiry, as a reasonably prudent person in a like position would use under similar circumstances.
- B.) Every act or decision done or made by a majority of the Executive Board members present at a meeting duly held at which a quorum is present shall be the act of the Executive Board. Executive Board members shall act only as a full Executive Board; members will not act unilaterally unless empowered to do so by the full Executive Board and will not speak for the Executive Board unless empowered by the full Executive Board to do so.
- C.) Each Executive Board member shall perform his or her duties in good faith. Each Executive Board member shall execute all duties through the use of the standard as to what is, in the Executive Board member’s opinion, in the best interests of the Consortium. In making all decisions, an Executive Board member shall utilize



such reasonable care and inquiry as a reasonably prudent person in a like situation would employ.

b.) The Executive Committee

The Executive Committee shall consist of three voting members: the Consortium Chair, the Vice-Chair, and the Host Agency Representative, and one non-voting member, the Cooperative Partner Executive Director.

1.) Purpose

The Executive Committee shall have the authority to conduct routine Consortium business between meetings of the Executive Board.

2.) Relation to the Executive Board

The activities of Executive Committee meetings will be reported no later than monthly to the Executive Board.

3.) Meetings of the Executive Committee

The Executive Committee shall meet (physically or electronically) as necessary and as called by any of the members.

4.) Oversee the Financial Health of the Consortium

A) Monitor federal laboratory and agency funding for the Consortium

B.) Draft the annual Consortium budget for approval by the Executive Board

C.) Advise the Executive Board on changes in available funds, recommend priorities in expenditure approval, and monitor program expenditures

D.) Work with the Host Agency to maintain bookkeeping for the Consortium account

E.) Prepare financial reports for the Executive Board monthly and for the Executive Board meetings

F.) Call for and oversee financial audits for the Consortium as deemed appropriate by the Executive Board and as required by applicable legislation.

G.) Conduct a review of the budget with the Federal Agency

## **Section 2. Elected Officials**

The elected national officials of the Consortium shall consist of the Chair, the Vice-Chair, and the Members at Large-

All duly elected officials will normally serve their full elected term under the terms of the Bylaws in place at the time of the election. The Executive Board will take actions to develop a transition plan in circumstances-where an exception to full term length is appropriate for the good of the organization.-

### a.) The Consortium Chair

The Consortium shall have an elected Chair.

#### 1.) Purpose

The Chair shall preside at all meetings of the Consortium, the Executive Board, and the Executive Committee at which he/she is present. The Chair shall also serve as chief executive of the Consortium and, as such, shall be responsible for executing the policies and directives of the Executive Board and the Consortium Members.

#### 2.) Reporting to the Executive Board

The Chair shall provide for regular written reports at least monthly to the Executive Board on his/her activities that shall become part of the official minutes of the Executive Board.

#### 3.) Annual Report to Congress

In accordance with U.S.C. Title 15 Section 3710(e), not later than one year after October 20, 1986, and every year thereafter, the Chair of the Consortium shall submit a report to the President, to the appropriate authorization and appropriation committees of both Houses of Congress, and to each agency with respect to which a transfer of funding is made (for the fiscal year or years involved) under Article III Section 5 a.) concerning the activities of the Consortium and the expenditures made by it under this subsection during the year for which the report is made. Such report shall include an annual independent audit of the financial statements of the Consortium conducted in accordance with generally accepted accounting principles.

#### 4.) Federal Agency Relations

The Chair shall communicate regularly with Agency Representatives, assist Agency Representatives with carrying out their representational responsibilities, and generally encourage and facilitate cooperation and

collaboration between the Consortium and the agencies, principally through engagements with Agency Representatives.

b.) The Consortium Vice-Chair

The Consortium shall have an elected Vice-Chair.

1.) Purpose

The Vice-Chair shall preside at all meetings of the Consortium, the Executive Board, and the Executive Committee in the absence of the Chair. The Vice-Chair shall assist the Chair in carrying out the functions of the chief executive as agreed by the Chair and shall fulfill those functions in the absence or unavailability of the Chair.

2.) Responsibilities

The Vice-Chair shall be the Chair of the Planning and Policy Committee.

The Vice-Chair shall conduct the annual business meeting held in conjunction with the annual national meeting.

c.) Committee Chairs: Promote Committee, Educate Committee and Facilitate Committee

The responsibilities of a Committee Chair shall be to:

- 1.) Represent the assigned committee to the Executive Board.
- 2.) Chair the assigned committee.

d.) Member-at-Large

The responsibilities of Consortium Member-at-Large shall be to:

- 1.) Represent the Consortium membership to the Executive Board.
- 2.) Directly support the Committees.

**Section 3. Other Elected Officers**

Other than the nationally elected officials, the Consortium has the following elected officers:

a.) Regional Coordinators

Regional Coordinators serve as members of the Executive Board shall maintain liaison between the Executive Board and the Consortium Members in their respective regions and shall keep the Executive Board advised on regional matters and issues. They also shall serve as a point of contact and referral agent for Consortium Members within the region and for public and private sector inquiries.

b.) Deputy Regional Coordinators

Deputy Regional Coordinators shall assist the Regional Coordinators in their responsibilities and shall represent their region in the absence or unavailability of the Regional Coordinator.

c.) Member-at-Large

The responsibilities of a Consortium Member-at-Large shall be to:

- 1.) Represent the Consortium membership to the Executive Board
- 2.) Chair ad hoc committees at the discretion of the Consortium Chair or Vice-Chair
- 3.) Assist the Regional Coordinator in the regional subdivision in which they are located.

#### **Section 4. Other Consortium Agents**

a.) National Advisory Council

The Consortium will select a National Advisory Council (NAC) whose members will be drawn from the Consortium's user communities, including but not limited to, industry, academia, state and local governments, and federal laboratories. The NAC will provide the Executive Board with user community views and suggestions related to the operations of the Consortium, as well as independent advice on any other topics mutually agreed to by the Executive Board and the NAC.

1.) Membership

The NAC shall be composed of no fewer than six nor more than twelve members. Prospective NAC members shall be nominated by the NAC and/or the Executive Board and submitted to the Executive Board for election at any normally scheduled Executive Board meeting. Upon election, NAC members shall have renewable 3-year terms, renewable by the Executive Board for successive 3-year terms without limit. NAC members may resign at any time or may be removed by the Executive Board at any time at its discretion.

## 2.) National Advisory Council Chair and Other Officers

The NAC Chair shall be recommended by the FLC Chair and approved by the Executive Board and shall have 3-year term renewable by the Executive Board for successive 3-year terms without limit. The NAC Chair may resign at any time or may be removed by the Executive Board at any time at its discretion. Other NAC officers (e.g. Vice Chair) may be elected by the NAC at its discretion with the terms of any such officers coinciding with the term of the NAC Chair.

## 3.) Reporting Requirements

The NAC will report its findings to the Executive Board annually at the annual national meeting or more frequently as appropriate.

## **Section 5. Agency Representatives**

### a.) Purpose

Agency Representatives shall serve as institutional links between the Consortium and their respective agencies. Their purpose is to assist the Consortium with maintaining relevance to changing agency missions and priorities, and to support the accomplishment of the Consortium's mandates.

### b.) Responsibilities

Agency Representatives shall:

- 1.) Represent their respective agencies regarding laboratory technology transfer and related activities.
- 2.) Facilitate and encourage participation in Consortium activities by their respective laboratories and facilities and associated technology transfer personnel. Provide guidance on their respective agency needs and priorities regarding technology transfer.
- 3.) Assist in identifying and certifying their respective laboratory-designated representatives to the Consortium.
- 4.) Advise the Executive Board on Consortium policies, plans and activities.
- 5.) Assist the Consortium with servicing requests for technical assistance and coordinate agency responses.
- 6.) Advise the Executive Board on proposed Consortium budgets and use of agency contributions.

## ARTICLE VI VOTING

### Section 1. Definitions

- a.) "Ballot" means that instrument which provides a list of candidates for elected office, bylaw articles, amendments to bylaws, or other matters of Consortium business for which the Executive Board decides that a vote of Consortium Representatives is appropriate.
- b.) "Nomination" means the act of naming an individual as a potential candidate for an elected office within the Consortium.
- c.) "Voting" means the casting of a ballot by a Consortium Representative for the purpose of selecting a candidate for elected office within the Consortium, approving and amending bylaws, or deciding other matters of Consortium business brought before the Consortium Representatives.

### Section 2. National

#### a.) National Voting

##### 1. Voting at the National Meeting

The preferred method of voting for the election of national officers, amending these bylaws, or for any matter of Consortium business for which the Executive Board decides a vote is appropriate shall be by written ballot of the Representatives in attendance at a national meeting, and a simple majority of those voting shall govern.

##### 2. Absentee Voting

Absentee voting, in the form of mail or fax ballot, may be used by eligible Consortium Participants not in attendance at a national meeting. Such voting shall be restricted to those items of business at the national meeting that are not subject to debate or modification.

Absentee votes must be received by the appropriate official, as described in the voting announcement of the Executive Board or designated Nomination Committee Chair no later than seven (7) calendar days before the scheduled date of voting at the national meeting.

##### 3. Other Voting

The Executive Board may, by majority vote, submit any matter to be voted on to all Representatives for a mail or fax vote prior to the next national meeting.

To constitute a valid result on any mail or fax vote, no fewer than twenty-five percent (25%) of all Representatives must cast a ballot and, except

in the case of a recall election, a simple majority of those voting shall govern.

The Executive Board shall extend the time for a mail or fax vote for a reasonable period if required to achieve a valid result.

b.) Member Elected Officers

1. Nationally Elected Officers

The national officers of the Consortium are the Chair, the Vice-Chair, the Finance Officer, and two (2) Members-at-Large. Eligible members of the Consortium who hold these offices as the result of voting are the Nationally Elected Officers.

2. Terms of Nationally Elected Officers

Nationally elected officers serve a two-year term beginning October 1 of the election year (from election to October 1 is recognized as the transition period).

3. Frequency of Election

The Chair and Vice-Chair shall be elected in odd-numbered years.

The two (2) Members-at- Large shall be elected in even-numbered years.

4. Extension of Term of Office

Except as provided in Article VI, Section 7, Nationally Elected Officers may serve no more than two consecutive terms in the same national office.

c.) Nominations

1. Eligibility for Office

Eligibility for election as a Nationally Elected Officer shall be limited to Laboratory Representatives, Agency Representatives, and Consortium Participants.

2. Nominating Committee

For each national election, the FLC Chair shall appoint a nominating committee of three (3) Consortium Representatives, one of whom will be appointed as Nominating Committee Chair. The Nominating Committee Chair shall specify the deadline for submission of nominations to the

Nominating Committee. Because of the nominating committee's role in the election process, it is considered a conflict of interest for a Nominating Committee member to also be nominated for a national office.

### 3. Who May Nominate

Any Consortium Representative or Consortium Participant may submit nominations to the Nominating Committee.

### 4. Nomination Period

A call for nominations for nationally elected offices shall be made at least ninety (90) days before the organizational meeting at which the election shall take place. The call for nominations shall end thirty (30) days thereafter.

### 5. Notice of Election

The notice of election and ballot shall be delivered to Consortium Representatives at least thirty (30) days prior to the organizational meeting at which the election shall take place.

## d.) Voting

### 1. Who May Vote

Consortium Representatives whose memberships are registered with the FLC through the Support Partner are eligible to vote. The Support Partner shall issue to the Validation Committee a validated list of eligible voters at least one (1) week prior to any national voting event of the Consortium.

Consortium Representatives may vote by proxy. Proxies must present an official proxy form signed by the appropriate Consortium Representative being represented.

### 2. Ballots

Ballots for voting for national offices and other matters before the Consortium are to be distributed only to Consortium Representatives, their designated alternates, or authorized proxies.

### 3. Validation

Ballots will be counted and validated by a Validation Committee consisting of the Chair of the Nominating Committee and two members of the Executive Board, none of whom are nominated for a nationally elected office.



#### 4. Tie Vote

Should the vote for the election of the Chair, Vice-Chair, or Members-at-Large result in a tie, a runoff election shall be conducted within (10) days of the announcement of a tie.

Representatives shall be notified of the runoff election and provided a runoff mail or fax ballot no later than ten (10) days after the election results are finalized and shall be requested to submit the runoff mail or fax ballot no later than twenty (20) days after receipt of notification of the runoff election.

After a tie vote, the incumbent shall continue in his/her position with full responsibilities for up to thirty (30) days until the election results are finalized.

#### 5. Plurality Voting

Plurality voting will be used for tabulating ballot results. The person (or issue) on the ballot that receives the greatest number of votes will win the election, provided all other provisions of the bylaws are met.

#### 6. Announcement of Results

Within one (1) day of validation of a national voting event, the Support Partner will announce the results to the members of the Consortium via a standard tellers report. The current edition of *Robert's Rules of Order* shall be the defining source for a standard teller's report.

### **Section 3. Regional**

#### a.) Regional Voting

The method of voting for the election of Regional Officers shall be consistent with the election of Nationally Elected Officers.

#### b.) Regional Officers

##### 1. Regional Officers

Each regional subdivision shall have two Regional Officers: a Regional Coordinator and a Deputy Regional Coordinator.

With the approval of the Executive Board, a regional subdivision may choose to have two representatives serve as Co-Regional Coordinators. Each region will have only one vote on the Executive Board.

2. Terms of Regional Officers

Regional Officers serve a two-year term beginning October 1 of the election year (from election to October 1 is recognized as the transition period).

3. Frequency of Election

Every two (2) years, in conjunction with the national meeting, Regional Coordinators and Deputy Regional Coordinators shall be elected.

In odd-numbered years, the following regions will elect a Regional Coordinator and Deputy Regional Coordinator: Mid-Continent, Northeast, and Southeast.

In even-numbered years, the following regions will elect a Regional Coordinator and Deputy Regional Coordinator: Far West, Mid- Atlantic, and Midwest.

4. Extension of Term of Office

Except as provided in Article VI, Section 7, Regional Officers may serve no more than two consecutive terms in the same national office.

c.) Nominations

1. Eligibility for Office

Eligibility for election as a Regional Officer shall be limited to Laboratory Representatives and Consortium Participants.

2. Nominating Committee

The national nominating committee will also serve as the regional nominating committee.

3. Who May Nominate

Any Consortium Representative or Consortium Participant within the region may submit nominations to the Nominating Committee.

4. Nomination Period

A call for nominations for a Regional Officer shall be made at least ninety (90) days before the organizational meeting at which the election shall take place. The call for nominations shall end thirty (30) days thereafter.

5. Notice of Election

The notice of election and ballot shall be delivered to Consortium Representatives of the regions in which elections are to be held at least thirty (30) days prior to the national meeting for which the election will take place.

d.) Voting

1. Who May Vote

Consortium Representatives of the region whose memberships are registered with the FLC through the Support Partner and coordinated with the Regional Coordinators are eligible to vote.

Consortium Representatives may vote by proxy. Proxies must present an official proxy form signed by the appropriate Consortium Representative being represented.

The Support Partner shall issue to the regional Nominating Committee a validated list of eligible voters at least one (1) week prior to any applicable regional voting.

2. Ballots

Ballots for voting for Regional Officers and other matters before the Consortium are to be distributed only to Consortium Representatives, their designated alternates, or authorized proxies.

Voting will be by means of mail, fax, or onsite ballot at the national meeting.

3. Validation

Ballots will be counted and validated by a Validation Committee consisting of the Chair of the Nominating Committee and two members of the region, none of whom are nominated for a regionally elected office.

4. Tie Vote

Should the vote for the election of the Regional Coordinator or Deputy Regional Coordinator result in a tie, a runoff election shall be conducted within ten (10) days of the announcement of a tie.

The Representatives shall be notified of the runoff election and provided a runoff mail or fax ballot no later than ten (10) days after the election results are finalized and shall be requested to submit the runoff mail or fax ballot no later than twenty (20) days after receipt of notification of

the runoff election.

After a tie vote, the incumbent shall continue in his/her position with full responsibilities for up to thirty (30) days until the election results are finalized.

5. Plurality Voting

Plurality voting will be used for tabulating ballot results. The person (or issue) on the ballot that receives the greatest number of votes will win the election, provided all other provisions of the bylaws are met.

6. Announcement of Results

Within one (1) day of validation of a regional voting event, the Chair of the Validation Committee will announce the results to the members of the region via a standard teller's report. The current edition of *Robert's Rules of Order* shall be the defining source for a standard teller's report. A member of the board shall announce the results of the election to the Executive Board.

**Section 4. Vacancies of an Officer**

a.) Vacancy of Consortium Chair

In the event the office of the Chair becomes vacant for any reason, the Vice-Chair shall fulfill all responsibilities of the Chair's office.

The Executive Board will appoint an acting Vice-Chair from among the members of the Executive Board to serve until the next national meeting.

b.) Vacancy of the Consortium Vice-Chair

In the event the office of the Vice-Chair becomes vacant for any reason, the Executive Board shall appoint an Acting Vice-Chair from the members of the Executive Board to serve until the next national meeting of the Consortium.

c.) Vacancy of a Member-at-Large

In the event the office of Member-at-Large becomes vacant for any reason, the Executive Board may appoint an Acting Member-at-Large from eligible Consortium Participants to serve until the next national meeting of the Consortium.

d.) Vacancy of a Standing Committee Chair

The Executive Board shall fill vacancies of any Committee Chair with eligible Consortium Participants. Such appointments are to be made no later

than sixty (60) days from the occurrence of the vacancy.

f.) Vacancy of a Regional Officer

In the event the office of Regional Coordinator or Deputy Regional Coordinator becomes vacant for any reason, the Executive Board may appoint an Acting Regional Coordinator or Deputy Regional Coordinator from eligible Consortium Participants within the applicable region to serve until the next national meeting of the Consortium.

**Section 5. Recall of a Nationally Elected Official**

a.) Petition for Recall

A petition signed by twenty percent (20%) of Consortium Representatives for the recall of any Nationally Elected Official shall be presented to the Executive Board.

b.) Notification of Consortium Representatives

The Executive Board shall notify all Consortium Representatives that a Petition for Recall from Office had been submitted. This announcement shall be distributed no more than forty-five (45) days after receiving and validating the petition.

c.) Recall Vote by Consortium Representatives

Fifteen (15) days after distributing the Announcement of Action for Removal from Office, the Executive Board shall poll the Consortium Representatives by mail or fax ballot on the Petition for Recall from Office.

Two-thirds (2/3) of the validated votes cast by Consortium Representatives are required for the recall from office of a Nationally Elected Official. A period of thirty (30) days for receipt of all ballots shall be allowed.

If unsuccessful, the recall becomes null and void. Six (6) months must elapse from the announcement of the recall vote before any petitions for recall of the same official will be considered.

**Section 6. Recall of a Regional Officer**

a.) Petition for Recall

A petition signed by twenty percent (20%) of validated Regional Members for the recall of a Regional Coordinator or Deputy Regional Coordinator may be presented to the Executive Board.

b.) Notification of Regional Members

The Executive Board shall notify all Consortium Representatives in the region no more than forty-five (45) days after receiving and validating the petition for recall from office.

c.) Recall Vote by Regional Representatives

Fifteen (15) days after distributing the Announcement of Action for Removal from Office, the Executive Board shall poll the Consortium Representatives of the region by mail or fax ballot on the Petition for Recall from Office.

Two-thirds (2/3) of the validated votes cast by Consortium Representatives of the region are required for the recall from office of a regionally elected official. A period of thirty (30) days for receipt of all ballots shall be allowed.

If unsuccessful, the recall becomes null and void. Six (6) months must elapse from the announcement of the recall vote before any petitions for recall of the same official will be considered.

d.) Appointment of Acting Regional Officer

Immediately upon recall of the Regional Coordinator, the Deputy Regional Coordinator shall serve as Acting Regional Coordinator until a new regional election is held.

If a Deputy Regional Coordinator is recalled, the members of that region shall determine his/her replacement.

**Section 7. Special Provisions**

When no candidate accepts a nomination for a national or regional office and the incumbent is willing to serve an additional term of office, then the Executive Board may, by a majority vote, authorize the incumbent to run for office beyond his/her prescribed maximum number of terms of office.

**ARTICLE VII FINANCIAL MANAGEMENT**

**Section 1. Role of the Host Agency**

The Host Agency shall appoint the Host Agency Representative to the Executive Board who will serve as a full voting member. The Executive Board shall vote whether to accept the Host Agency Representative.

The Host Agency shall be the primary point of contact for overseeing the administrative and financial matters of the Consortium, coordinating with the Executive Committee regarding Consortium revenue, assets, and disbursement of

funds, management of Consortium funds, compliance with federal finance and accounting rules.

Expenditure of funds provided to the Host Agency for Consortium use shall be in accordance with the annual budget approved by the Executive Board. Funds shall be expended or transferred in conformance with operating procedures established by the Host Agency. The fiscal year of the Consortium shall be that of the government's fiscal year.

#### 1.) Responsibilities

The Host Agency Representative shall:

- A.) Designate or serve as a Federal Program Officer or contact for activities under FLC funding agreements and coordinate work with funded partners. Work may be coordinated with a FLC funded cooperative partner.
- B.) Coordinate all financial and administrative matters with the Executive Committee.
- C.) Prepare and provide a summary financial report for the annual report to the President and Congress.
- C.) Provide to the full Executive Committee thirty (30) days prior to each Executive Board meeting the following:
  - 1. Total funds to be made available to the FLC by fiscal year (Including accounts receivable)
  - 2. Total funds received by the Host Agency and made available to the FLC
  - 3. Total funds distributed by the FLC by budget program with the name of the responsible individual
  - 4. Expenditure of funds to date by budget program.
- E.) Correlate budget program to strategic mandates.
- F.) Provide a financial assessment at each Executive Board meeting with respect to the financial health of the organization.
- G.) Oversee the distribution of funds for execution for each approved budget item.
- H.) Be responsible to the Executive Committee and the Executive Board for the preparation of financial statements and the conduct of any financial audits. Copies of any audit or financial statement will be provided to Executive Board upon completion.
- I.) Prepare that part of the annual report under Article V, Section 2 a) 3), regarding expenditures of the Consortium.

J.) Provide the Executive Board an accounting of funds available and expenditures for each approved budget item.

K.) Shall immediately notify the Chair and Vice-Chair in writing of any administrative, program or budget issue.

Section 2. Annual Budget

The annual budget shall be prepared by the Executive Committee and as further approved by the Executive Board through any written policies.

Ratification of the budget approved by the Executive Board will be final after review by the Agency Representatives no later than September 1 annually.

Section 3. National and Regional Support ~~Contracting Offices~~

For the purpose of conducting the business of the Consortium, the use of one or more funding agreements is authorized.

Funding agreements will be conducted in conformance with the procedures of the Host Agency.

## ARTICLE VIII MEETINGS

### Section 1. National Meeting

a.) Frequency

The Consortium shall hold at least one national meeting during the calendar year. This meeting shall provide time to conduct the organizational business of the Consortium. In circumstances in which it is impossible or impractical to conduct a national meeting in person, such as in the case of a national emergency, the Executive Board shall be authorized to take actions to provide for an alternative way to conduct the business functions of the meeting.

b.) Meeting Announcement

Consortium Members shall be given at least thirty (30) days' notice in writing of the time, place and proposed business to be considered at any regular or special business meeting of the national meeting.

c.) Quorum of National Business Meeting

The quorum for national business meetings shall consist of the Consortium Representatives in attendance.

d.) Proceedings from the Consortium national meeting will be provided to the Recording Secretary and made available to the attendees within thirty (30) days.



**Section 2. Executive Board Meeting**

Refer to Article V, Section 1(a) (8).

**Section 3. Executive Committee Meetings**

Refer to Article V, Section 1(b) (3).

**Section 4. Consortium Committee Meetings**

a.) Committee Chairs are authorized to call meetings of their committee.

b.) Copies of the minutes from the committee meetings will be made available to the Board within thirty (30) days.

**ARTICLE IX COMMITTEES**

**Section 1. Purpose**

Consortium committees shall be responsible for assuring prudent management of the Consortium, provision of services to Consortium Members, and coordination of issues and policies common to Consortium Members.

In addition, Consortium Committees shall be responsible for monitoring the financial management and in developing the strategy around the organizational pillars: Promote, Educate, and Facilitate.

**Section 2. Committees**

The Consortium shall maintain the following additional Committees:

**Promote Committee:** This committee is created to actively promote availability, benefit, and value of Federal laboratory assets through technology transfer (T2) to improve national economic prosperity and execution of lab missions. The audience is predominantly non-T2 community.

**Education Committee:** This committee is created to provide progressive full spectrum education and training (E&T) and networking opportunities for Federal T2 professionals and key internal stakeholders.

**Facilitate Committee:** This committee is created to proactively engage and leverage partnerships that connect relevant private sector partners with individual Federal laboratories to increase measurable outcomes.

a.) Committee Chairs

The Committees shall be chaired by Consortium Representatives or Consortium Participants.

The Executive Board shall elect the Chairs for the Promote Committee, Education Committee, and Facilitate Committee for a renewable two-year term. The Committee Chair for the Financial Management Committee is the Finance Officer.

- b.) Committee Chair are required to submit a charter annually to be approved by the Executive Board. Committees are free to act upon their approved plans within the constraints of the statutory mandates and strategic plan of the Consortium.
- c.) Committee Chairs have the authority to compose the membership of their committee.

#### **Section 4. Special Committees**

The Consortium Chair or Vice-Chair, upon notification to the Executive Board, may establish special committees for projects and/or studies.

### **ARTICLE X PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order: Newly Revised* shall govern the Consortium in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Consortium may adopt.

### **ARTICLE XI AMENDMENTS AND REVISIONS**

Amendments and revisions to the bylaws may be made in the following manner:

- a.) Proposed by the Executive Board

Amendments and revisions may be proposed by the Executive Board. Any proposed amendment/revision must be submitted to Consortium Members at least thirty (30) days prior to the organizational business meeting at which an election on such amendments/revisions shall take place. A quorum being present, such proposed amendments/revisions may be adopted by a simple majority vote of the Consortium Representatives present at the regular business meeting held in conjunction with the national meeting.

- b.) Proposed by Consortium Representatives

Amendments/revisions may be proposed by Consortium Representatives present at any regular or special business meeting. A quorum being present,

such proposed amendments/revisions may then be adopted by a simple majority vote of the Consortium Representatives present at the succeeding regular meeting, providing that the announcement requirements of Article VIII, Section 1 (b) are met or the Executive Board authorizes a vote for actions without meeting as prescribed in Article VI, Section 2(a) (3).

## **ARTICLE XII DISSOLUTION**

Should the Consortium be dissolved by an act of Congress or otherwise cease operation, all assets will revert to the Host Agency for appropriate disposition.