

# CORPORATE POLICIES OF THE NATIONAL SPACE SOCIETY

Last revised Nov. 2017

## POLICY I - CREATION OF CORPORATE POLICIES.

**Section 1 - Creation:** The National Space Society adopts the corporate policies set forth herein. These and any successor corporate policies shall be known collectively as the Corporate Policies of the National Space Society, and the collection of Corporate Policies shall be known as the Corporate Policies Document.

**Section 2 - Modifications:** Additions, revisions and deletions to Corporate Policies may be made at any time by the Executive Committee or the Board of Directors. However, a Corporate Policy made by the Board of Directors may be revised or deleted only by the Board of Directors, as provided in the Bylaws, or in such other manner as may be specified by the Board of Directors in its resolution making such Corporate Policy.

**Section 3 - Recordkeeping:** The Secretary of the Society shall maintain and keep current the Corporate Policies Document. The Corporate Policies Document shall indicate those Corporate Policies, if any, made by the Board and the date of the applicable Board action.

**Section 4 - Integration With Bylaws.** These Corporate Policies are intended to be consistent with, and implement, the Society's Bylaws. To the extent that any Corporate Policy shall be inconsistent with the Bylaws it shall be null and void, and such invalidity shall not affect the validity of the other Corporate Policies.

## POLICY II - PARTICULAR OFFICERS

**Section 1 - Officers and Management:** The officers of the Society shall be those prescribed in the Bylaws and such other positions as may be created from time to time by the Board of Directors or the Executive Committee.

### Section 2 - Senior Operating Officer

**(a) Duties.** The person designated by these Corporate Policies as the Senior Operating Officer will oversee all Operating Officers, with the exception of the Executive Vice President, and will be responsible for ensuring that the orders of the Board of Directors are carried into effect and for ensuring that the day-to-day operations of the Society are being executed in the best interests of the Society. The Senior Operating Officer will report to the Chair of the Executive Committee. The Senior Operating Officer will also oversee the Awards Committee, Conferences Committee, Internet Services Committee, and Projects Committee, and work as necessary with staff, volunteers, chapters, and contract services.

**(b) Designation.** Except as otherwise provided in these Corporate Policies, the Senior Vice President shall serve as the Senior Operating Officer.

### Section 3 - The Vice Presidents - In General:

**(a) Designation.** (i) The four Vice presidents provided for in Article VIII, Section 7 of the Bylaws shall be: Vice President for Chapters, Vice President for Development, Vice President for Membership, and Vice President for Public Affairs. (ii) At any time prior to the election of officers after the Board of Directors election, or at any time prior to filling a vacancy in one of these Vice Presidencies, the Executive Committee may re-title or redefine the role of any such Vice Presidency to be filled.

**(b) Reporting.** Each of the four Vice Presidents will report to the Senior Operating Officer of the Society in accordance with the Bylaws and these Corporate Policies, and will periodically provide reports as requested by the Board of Directors or Executive Committee.

#### **Section 4 - The Vice Presidents -- In Particular:**

**(a) Vice President for Chapters:** The Vice President for Chapters will be the responsible Operating Officer for the growth, relationships and servicing of the chapters, and for enhancing the value that the Society delivers to its chapters. The Vice President for Chapters will be responsible for the development and execution of a plan with these responsibilities as objectives. To this end, the Vice President for Chapters will oversee the Chapters Committee and work as necessary with staff, volunteers, chapters, and contract services.

**(b) Vice President for Development:** The Vice President for Development will be the responsible Operating Officer for the raising of funds for the Society, including institutional giving, individual giving, bequests, major events, private foundation grants and high value donor programs. The Vice President for Development will be responsible for the development and execution of a long-range plan for fundraising for the Society and work in conjunction with the Treasurer, staff, and any group of NSS Governors as may be established for such purpose. The Vice President for Development will also oversee the Development Committee and work as necessary with staff, volunteers, chapters, and contract services.

**(c) Vice President for Membership:** The Vice President for Membership will be the responsible Operating Officer for the growth, relationships and servicing of the membership, and for enhancing the value that the Society delivers to its membership. The Vice President for Membership will be responsible for the development and execution of a plan with these responsibilities as objectives. To this end, the Vice President for Membership will oversee the Membership Committee and work as necessary with staff, volunteers, chapters, and contract services.

**(d) Vice President for Public Affairs:** The Vice President for Public Affairs will be the responsible Operating Officer for the communication of the message of the Society to the media and the public. The Vice President for Public Affairs will also be responsible for positioning and relations of the Society with respect to the media, and for enhancing the value that the Society delivers to the media. The Vice President for Public Affairs will be responsible for the development and execution of a plan with these responsibilities as objectives. To this end, the Vice President for Public Affairs will oversee the Public Affairs Committee, Education and Outreach Committee, Social Networking Committee, Web Oversight Committee, and Publications Committee, and work as necessary with staff, volunteers, chapters, and contract services.

**Section 5 - Executive Vice President:** The Executive Vice President shall coordinate the work of the Policy Committee so as to more effectively support the Society's short-term and long term goals and work as necessary with staff, volunteers, chapters, and contract services.

**Section 6 - Secretary:** The Secretary will be the responsible Operating Officer for the recording and proper dissemination of, in addition to the proceedings of meetings of the Board of Directors, the Executive Committee, other proceedings as requested by the Senior Operating Officer, the Board of Directors and Executive Committee. The Secretary will periodically provide reports as requested by the Senior Operating Officer, the Board of Directors and Executive Committee.

#### **Section 7 - Treasurer:**

**(a) Additional Duties.** The Treasurer will be the responsible Operating Officer for the financial condition and financial planning of the Society. The Treasurer shall be responsible for the preparation of an annual budget, the collection of all member dues and/or assessments, the maintenance of proper accounting procedures and records, and the maintenance of funds in banks and other entities as directed by the Board of Directors. The Treasurer will report to the Senior Operating Officer.

**(b) Budget and Finance Committee.** The Treasurer may from time to time appoint a Budget and Finance Committee to assist the Treasurer in the performance of the Treasurer's duties, which Committee will serve in such functions and for such periods as the Treasurer may from time to time direct.

**Section 8 – Chair of the Executive Committee:** The Chair of the Executive Committee (in accordance with his/her general duties, as specified in the Bylaws), shall pay particular attention to the strategic issues facing the Society and in this regard will oversee the Strategic Planning Committee and will work to ensure that the Society’s strategic decisions are implemented. The Chair of the Executive Committee will oversee the International Committee. In addition the Chair of the Executive Committee will oversee the Senior Operating Officer. The Chair of the Executive Committee shall report to the Executive Committee.

**Section 9 - Senior Officer Arbitration:** In the event of a dispute between any two of the Chair of the Executive Committee, Senior Vice President, and Executive Vice President, one of the two disputants may call for a vote among all three of these officers to resolve the dispute by majority vote (with the exception of matters when the Executive Vice President is acting as the Chair of the Policy Committee, in accordance with Article IX of the Bylaws). This is irrespective of which officer might normally oversee another officer. Any such resolution must not be inconsistent with prior decisions of the Executive Committee and may be appealed to or otherwise altered by the Executive Committee.

### **POLICY III - STANDING COMMITTEES**

**Section 1 - Standing Committees:** The following committees shall be the Standing Committees of the Society: (i) Awards Committee, (ii) Bylaws and Corporate Policies Committee, (iii) Chapters Committee, (iv) Conferences Committee, (v) Development Committee, (vi) Education and Outreach Committee, (vii) Internet Services Committee, (viii) International Committee, (ix) Membership Committee, (x) Projects Committee, (xi) Public Affairs Committee, (xii) Strategic Planning Committee, (xiii) Social Networking Committee, and (xiv) Web Oversight Committee.

#### **Section 2 - Appointment and Term of Standing Committee Members:**

**(a) Appointment.** Within 30 days after the Officers election is completed, each Officer shall nominate, for the approval of the Executive Committee, the persons to constitute the voting members of each Standing Committee under such Officer’s purview as described herein. To the extent reasonable, these nominees should be persons with experience in the area of responsibility of the specific Committee to which nominated.

**(b) Additional Appointees.** (i) From time to time thereafter an Officer may appoint additional persons to be a nonvoting member of such Committee and, if the appointment of such a person is thereafter approved by the Executive Committee, such person shall become a voting member of the Committee. (ii) At any time, a Committee Chair may appoint additional persons to be non-voting members of such Committee.

**(c) Committee Chairs.** Within 30 days after the Officers election is completed, each Vice President shall nominate, for the approval of the Executive Committee, the person to serve as the Committee Chair of each Standing Committee under such Vice President’s purview as described herein. Each Chair, which could be the overseeing Vice President, shall have the same rights and privileges as the other voting members described above. At any time thereafter, as the need arises, an overseeing Vice President may nominate, for the approval of the Executive Committee, a person to replace the Chair of a supervised Committee. A Committee Chair will be responsible for the scheduling, notification, and conduct of Committee meetings, any recording of meeting minutes (especially decisions), any recording and tracking of actions, and for overseeing the timely completion of Committee activities and actions. As the needs arise, a Committee Chair may appoint committee-level officers (e.g., Secretary) and create lower-tier groups (e.g., sub-committees, task forces, etc.) to assist in the performance of such duties and with the efficient operations of the Committee.

#### **Section 3 - Term of Service:**

**(a) Appointment.** A member of a Standing Committee shall serve from (i) the time the appointment is approved by the Executive Committee in accordance with Section 2(a) above or from the time of appointment pursuant to section 2(b) above, until (ii) the Vice President’s group nominations are approved by the Executive Committee after the next Officer’s election.

**(b) Removal.** Notwithstanding Section (a), a Vice President may remove any non-voting member of any Committee and, with the concurrence of the Senior Operating Officer, may remove any voting member. The Vice President shall promptly report the removal of any voting member to the Executive Committee.

**Section 4 - Awards Committee:** The Awards Committee will be responsible for the recognition programs of the Society, and for enhancing the value that the Society delivers to the chapters and membership. The Committee will report to the Senior Operating Officer and will work as necessary with staff, volunteers, chapters, and contract services as directed by the Senior Operating Officer.

**Section 5 - Bylaws and Corporate Policies Committee:** The Bylaws and Corporate Policies Committee will be responsible for maintaining the Bylaws and Corporate Policies of the Society, and reviewing proposed revisions to the Bylaws and Corporate Policies of the Society for completeness, consistency, and conciseness. The Committee will report to the Chair of the Executive Committee and will work in conjunction with staff and contract services as directed by the Chair of the Executive Committee.

**Section 6 - Chapters Committee:** The Chapters Committee will be responsible for the growth, relationships and servicing of the Chapters. The Chapters Committee should coordinate with the International Committee on chapter issues but the Chapters Committee shall have authority for international chapters. The Committee will report to the Vice President for Chapters and will work as necessary with staff, volunteers, chapters, and contract services as directed by the Vice President for Chapters.

**Section 7 - Conferences Committee:** The Conferences Committee will be responsible for the planning and execution of the Society's Annual Conference and any other conferences as directed by the Senior Operating Officer, to whom the Committee reports. The Committee will work as necessary with staff, volunteers, chapters, and contract services as directed by the Senior Operating Officer.

**Section 8 - Development Committee:** The Development Committee will be responsible for the for the raising of funds for the Society, including institutional giving, individual giving, bequests, major events, private foundation grants and high value donor programs. The Committee will report to the Vice President for Development and will work as necessary with staff, volunteers, chapters, and contract services as directed by the Vice President for Development.

**Section 9 - Education and Outreach Committee:** The Education and Outreach Committee will be responsible for the planning and execution of outreach to and education for the general public, and for enhancing the value that the Society delivers to the general public. The Committee will report to the Vice President for Public Affairs and will work as necessary with staff, volunteers, chapters, and contract services as directed by the Vice President for Public Affairs.

**Section 10 - International Committee:** The International Committee will facilitate productive, collaborative relationships with national and international non-governmental organizations (NGOs) and other entities and persons with international agendas and missions consistent with the NSS Vision. The Chair of the Executive Committee is responsible for the appointment of official NSS observers to the United Nations. The International Committee will (i) coordinate the sending of International Committee observers to the United Nations in addition to the official NSS United Nations observers and (ii) recommend and implement joint exhibitions, workshops, conferences, and meetings with NGOs, entities and persons referenced above. The International Committee should coordinate with the Chapters Committee on chapter issues but the Chapters Committee shall have authority for international chapters. The Committee will report to the Chair of the Executive Committee and will work as necessary with staff, volunteers, chapters, and contract services as directed by the Chair of the Executive Committee.

**Section 11 - Internet Services Committee:** The Internet Services Committee will be responsible for the development, maintenance, and security of NSS Web sites (excluding chapter-managed sites) and associated

Internet services (online forms and databases, email forwarding, email lists, domain and server licenses, etc.), and for implementing the requirements of the Web Oversight Committee. The Committee will also assist chapters with the development and maintenance of chapter-managed Web sites, to the maximum extent practical. The Committee will also assist the Web Oversight Committee in the development of any standards (e.g., logos, colors, common headers and footers, etc.) to be followed. The Committee will include persons possessing or desiring Web site development, Web page design, email administration, and/or other Internet-related skills. Committee members will work individually or in small groups with counterparts from the Web Oversight Committee, who will provide the requirements and guidelines for needed Web site changes, as well as approval oversight. The Committee Chair will coordinate this activity so that the requirements of the Web Oversight Committee are met in an accurate and timely manner. The Committee Chair will also help Committee members to receive training, resources (e.g., server software), and access to servers. The Internet Services Committee will report to the Senior Operating Officer and will work as necessary with staff, volunteers, chapters, and contract services as directed by the Senior Operating Officer.

**Section 12 - Membership Committee:** The Membership Committee will be responsible for the growth and servicing of the membership, and for enhancing the value that the Society delivers to the membership. The Committee will report to the Vice President for Membership and will work as necessary with staff, volunteers, chapters, and contract services as directed by the Vice President for Membership.

**Section 13 - Projects Committee:** The Projects Committee will be responsible for the development and management of major projects (e.g., scientific, educational). The Committee will report to the Senior Operating Officer and will work as necessary with staff, volunteers, chapters, and contract services as directed by the Senior Operating Officer.

**Section 14 - Public Affairs Committee:** The Public Affairs Committee will be responsible for the positioning of the Society relative to the media, for the timely writing and dissemination of press releases and other media-focused documents, and for enhancing the value that the Society delivers to the media. The Public Affairs Committee shall also review and approve all official Society press releases prior to their distribution with the exception that review of Policy Committee sourced press releases is limited to editorial changes. The Public Affairs Committee will report to the Vice President for Public Affairs and will work as necessary with staff, volunteers, chapters, and contract services as directed by the Vice President for Public Affairs.

**Section 15 - Social Networking Committee:** The Social Networking Committee shall promote the vision of the Society to a wider audience via social networking. The Committee shall be responsible for the strategy of the Society with regard to social networking, including the prioritization of social networking platforms, the creation of NSS social networking content, and responding to disruptive posts on NSS social media. The Social Networking Committee shall report to the Vice President of Public Affairs and will work as necessary with staff, volunteers, chapters, and contract services as directed by the Vice President for Public Affairs.

**Section 16 - Web Oversight Committee:** The Web Oversight Committee will be responsible for ensuring that NSS messages, information, and services are accurately portrayed and effectively utilized via NSS Web sites, including chapter-managed sites (to the maximum extent practical). To this end, the Committee will be responsible for the observed structure (hierarchy) and content (text and graphic messages) in NSS Web sites (excluding chapter-managed sites) and associated Internet services (online forms, email forwarding, email lists, etc.). The Committee will also be responsible for approving any standards (e.g., logos, colors, common headers and footers, etc.) to be followed, and will encourage their use by chapters (to the maximum extent practical). The Committee will include representatives from those participating NSS committees that require or desire Web site services. Committee members will work individually or in small groups with counterparts from the Internet Services Committee or other service providers, for whom they will provide the requirements and guidelines for needed Web site changes, as well as approval oversight. The Committee Chair will coordinate this activity and help members to receive the support needed from the Internet Services Committee and other service providers. The Committee Chair will also help members to be educated on agreed-upon Web site standards. The Web Oversight Committee will report to the Vice President for Public Affairs and will work as necessary with staff,

volunteers, chapters, and contract services as directed by the Vice President for Public Affairs.

**Section 17 - Strategic Planning Committee:** The Strategic Planning Committee will develop and revise on an ongoing basis a Strategic Plan for the Society. The Committee will report to the Chair of the Executive Committee and will work as necessary with staff, volunteers, chapters, and contract services as directed by the Chair of the Executive Committee.

**Section 18 - Standing Committee Operations:**

**(a) Plans.** Each Standing Committee shall be responsible for creating and maintaining both a Long-Term Plan and an Annual Plan setting forth how the Committee proposes to implement its functions in support of the Society's long-term and short-term goals. Such Plans and any revisions of such Plans shall incorporate any matters which the Board of Directors or Executive Committee shall direct the Committee to include. In addition, the Committee shall prepare a Budget showing how it contemplates that the Annual Plan will be funded. To the extent that such budget is not based on a contemplated source of funds other than the NSS general funds, the Committee shall make a Budget Request for the NSS funding it believes necessary for it to implement its Annual Plan. Those Plans, Budget and Budget Request shall be submitted to the Executive Committee no later than 60 days prior to the date the NSS budget for the following year is to be approved by the Executive Committee.

**(b) Implementation of Plans.** Except to the extent the Executive Committee or the Board of Directors shall disapprove any or all of such Plans, such Plans shall become the basis for Committee actions until the next Annual Plan is submitted. So long as the identified NSS funding is available, the Committee may proceed with the implementation of its Plans in conjunction with staff and contract services, subject to the general oversight of its supervising Officer and the Treasurer. To the extent that a Committee's Plan might create a financial obligation by the Society to other parties, which obligation is not provided for in NSS's budget, the Committee shall not incur such an obligation without the prior approval of the Senior Operating Officer or of the Executive Committee. The Committee may from time to time modify its Plans, provided that such modified Plans are promptly forwarded to the Executive Committee.

**(c) Funding.** To the extent that NSS funding for a Committee's Plan has been incorporated in an identifiable way into the NSS budget, the Committee may draw down on those funds as needed, subject to the general oversight of its supervising Officer and the Treasurer.

**(d) Written Contracts.** Except as may be otherwise provided in the Bylaws or by Board of Directors or Executive Committee motion, written contracts binding the Society may be signed only by the Senior Operating Officer or Executive Director, or a duly authorized delegate of them.

**POLICY IV - BOARD REPORTS**

**Section 1 - Committee Reports.** At least quarterly, each Standing Committee Chair shall report to the Officer overseeing such Committee, in time for incorporation into such Officer's own report to the Directors (i) a summary of the activities of the Committee during the prior quarter, (ii) a summary of future activities that are pending or being planned by such Committee, and (iii) such other matters as the Chair believes should be brought to the attention of the Directors.

**Section 2 - Officer Reports.** At least quarterly, each Operating Officer shall report to the Directors (i) a summary of the activities of the Officer and Committee(s) that such Officer is overseeing during the prior quarter, (ii) a summary of future activities that are pending or being planned by such Officer and Committee(s) that such Officer is overseeing, (iii) such other matters as the Officer believes should be brought to the attention of the Directors, (iv) the latest Plans of each Standing Committee that such Officer is overseeing, with an indication of the last revision date and identifying any revisions since the preceding quarterly distribution..

**Section 3 - Reports made to the Executive Committee:** Unless waived by the Executive Committee at the

meeting, each meeting of the Executive Committee shall include brief reports from each of the Chair of the Executive Committee, Senior Operating Officer and Executive Vice President, in that order, as to (i) the most significant actions taken or decisions made by them, or reported to them by subordinates, since the last meeting of the Executive Committee, (ii) what actions they are contemplating taking or decisions that will have to be made by them prior to the next meeting of the Executive Committee, and (iii) what long-range needs or possibilities have appeared not previously reported to the Executive Committee. These summary reports shall be uninterrupted and no more than 10 minutes each.

#### **POLICY V - AUDIT COMMITTEE**

Unless one is created in the Board of Governors, the Society shall have an Audit Committee whose members are elected by a majority vote of the Executive Committee. The Audit Committee's purpose will be to monitor the financial operations of the Society to assure all NSS stakeholders that Society funds are being expended as intended, and other customary Audit Committee functions. The Audit Committee will report to the Chair of the Board of Directors.

#### **POLICY VI - NSS RULES AND DOCUMENTS**

The NSS "Chapter Rules," "Rules for Mail Votes," "Nominations and Elections Committees" document, "Campaign Rules," shall be deemed Corporate Policies and included as an Appendix to the Corporate Policies Document. In accordance with the NSS Bylaws, the foregoing four documents may be amended only by a majority vote of the Board of Directors, notwithstanding any other provisions of this Corporate Policies Document regarding modifications generally.

#### **POLICY VII – DEFINITIONS**

##### **Section 1 – Reports To:**

**(a) In General.** In this document, except as provided in subsection (b), if a person or entity A "reports to" person B, then B shall have the authority to override the decisions and exercise the authority of A.

**(b) Bylaws and Corporate Policies Committee.** The Chair of the Executive Committee shall not have the authority to override the decisions and exercise the authority of the Bylaws and Corporate Policies Committee.

**Section 2 - Oversees:** In this document, if person or entity A "oversees" person or entity B, then A shall have the authority to override the decisions and exercise the authority of B.

#### **POLICY VIII – ADDITIONAL CORPORATE POLICIES**

The following are additional corporate policies, which have been passed and may be amended by the Executive Committee:

1. "National Space Society Membership Policies and Procedures"