

CONSTITUTION

USA NATIONAL PHENOLOGY NETWORK

Adopted September 17, 2008, by the Founding USA-NPN Board of Directors

Preamble

This organization is being created to facilitate systematic collection and dissemination of phenological data from across the United States. This is being done to support scientific research and education concerning interactions among plants, animals, humans, and the lower atmosphere, especially the impacts of climate change and variability.

Article I. NAME:

The name of the organization shall be USA National Phenology Network (abbreviated USA-NPN).

Article II. PURPOSE:

The objective of the USA-NPN shall be to provide phenological information that can be used to understand the timing of life cycle events and their role in the biosphere. It will establish a nationwide network of phenological observations with simple and effective means to input, report, and utilize these observations, including the resources to provide information for a wide range of decisions made routinely by individual citizens and by the Nation as a whole.

Article III. OFFICERS:

- (1) The officers of the organization shall be an Executive Director, Assistant Director, and a Chair and Vice-Chair of the Board of Directors (BOD). The BOD shall consist of twelve members (Chair, Vice-Chair, and ten additional members).
- (2) The Executive Director will be appointed by the appropriate official of an external supporting agency or organization after consultation with the BOD, and will be advised by the BOD. The Assistant Director will be appointed by the Executive Director after consultation with the BOD.

- (3) The Chair and Vice-Chair will be elected by the BOD for a specific term as specified in the By-Laws. Should the post of either Board officer become vacant for any reason, the BOD shall appoint a replacement from current BOD members to serve the remainder of the term. The Chair and Vice-Chair of the BOD may serve multiple terms.
- (4) Members of the BOD will be elected for a specific term as specified in the By-Laws. Should a BOD member's position become vacant for any reason, the Chair shall appoint an appropriate replacement (after consultation with the Vice-Chair) to serve the remainder of the term. Members of the BOD may serve multiple terms.
- (5) The duties of the officers shall be those delegated to such officers by the organization as specified in the By-Laws.

Article IV. EXECUTIVE COMMITTEE:

The Executive Committee shall be composed of the BOD, the Executive Director, and the Assistant Director. The Executive Committee will serve as the primary governing body of the organization, and will retain all authority not delegated to specific officers by the By-Laws. All policies of the USA-NPN must be approved by the Executive Committee.

Article V. AMENDMENTS TO THE CONSTITUTION:

Amendments to this constitution may be proposed by any member of the Executive Committee. Amendments shall first be submitted to the Chair of the Board of Directors, who shall give at least one month's notice of proposed amendments to all Executive Committee members. Amendments must be approved by three-fourths of the members participating at an Executive Committee meeting. Participation may be in person, via teleconference, or by email. Proxies are not permitted. A quorum is defined as eight.

Article VI. OTHER PROCEDURES:

Procedures, and other items not specified in this constitution or in the By-Laws or by action of an Executive Committee meeting, shall be in accord with the most recent edition of Roberts Rules of Order.

USA NATIONAL PHENOLOGY NETWORK BY-LAWS

Article I. Location:

The National Coordinating Office of the organization shall be located at the University of Arizona in Tucson.

Article II. Meetings:

Executive Committee meetings will be held in-person at least once annually, and may be called at other times as necessary by the Chair of the Board of Directors (BOD), in consultation with the Executive Director. Meetings may be conducted by teleconference or other electronic means. Voting may be conducted by any means of correspondence, and members not in attendance may send the Chair their votes on specific issues prior to the start of a meeting where these issues will be considered. If more than one in-person meeting is held during a specific year, the Chair of the BOD will designate at which meeting the annual BOD elections will take place.

Article III. Financial Relations:

- (1) The USA-NPN will not directly receive grants and gifts, but will seek to establish funding sources through cooperative agreements with individual principal investigators, affiliated universities, federal agencies, foundations, and other private organizations. The Executive Director shall coordinate the receipt, management, and disbursement of these funds as appropriate. The BOD will serve an advisory role to the Executive Director regarding financial decisions.
- (2) The Executive Director will have authority to disburse the regular annual budget for operation of the National Coordinating Office. The finances of the National Coordinating Office of the organization shall be handled in general conformance to established federal and university business procedures.
- (3) The Executive Director will prepare a fiscal year financial summary annually, and submit it to the BOD. Discussion of the financial summary must be an item on the agenda for the annual in-person Executive Committee meeting.
- (4) The Executive Director will prepare a work plan for the new fiscal year and report on performance of the previous year's work plan at the annual in-person Executive Committee meeting. The Executive Committee will provide advice and consent for these plans.

Article IV. Fiscal Year:

The fiscal year of the USA-NPN shall be the calendar year from October 1st to September 30th.

Article V. Appointment and Discharge of Committees:

The BOD, in consultation with the Executive Director, may constitute additional committees as deemed necessary to the proper functioning of the organization.

Article VI. Election of the Board of Directors and its Officers:

- (1) Initially, the twelve members of the BOD will be elected by the Founding BOD. Subsequently, new members will be nominated and elected at the annual in-person Executive Committee meeting.
- (2) Members of the BOD will serve three-year terms, and there is no limit on the number of terms an individual may serve. However, initially four individuals will serve two-year terms, and four individuals will serve one-year terms, in order to establish a sequence wherein one-third of the BOD is elected each year. December 31st will serve as the end time for terms expiring in that year, with new terms starting on January 1st.
- (3) The Chair and Vice-Chair of the BOD will be elected annually by the BOD at the annual in-person Executive Committee meeting, from among continuing BOD members. There is no limit on the number of times a continuing member may be elected to one of these positions.

Article VII. Duties of Officers:

- (1) The Executive Director will be primarily responsible for directing the operational activities of the USA-NPN, and will serve as the official voice of the USA-NPN, in consultation with the BOD.
- (2) Should the Executive Director's position become vacant for any reason, an interim Executive Director will be appointed by the supporting external agency or organization, and serve until a new permanent Executive Director is appointed by the appropriate official of the external agency or organization.
- (3) The BOD will collectively be primarily responsible for establishing the policies and long-term plans of the USA-NPN, in consultation with the Executive Director.
- (4) The Chair of the BOD will serve as the official voice of the BOD, and will conduct and approve agendas for meetings of the Executive Committee. After

consultation with the Executive Committee, the Chair may appoint liaisons to appropriate federal agencies, who will serve one-year terms as non-voting members of the BOD.

- (5) The Vice-Chair of the BOD will assume the duties of the Chair, should the Chair be temporarily unavailable, or not in attendance at an Executive Committee meeting.

Article VIII. Amendments to the By-Laws:

Amendments to the By-Laws may be made by majority vote at an Executive Committee meeting.

First amended version approved on 9 November 2009.