

Adopted by COSEE Council  
May 2010

**NATIONAL COSEE COUNCIL**

**TERMS OF REFERENCE**

## TABLE OF CONTENTS

	<u>Page</u>
<b>A. Membership</b>	
<b>A.1. Designation.</b>	4
<b>A.1.1. Regular Members.</b>	4
<b>A.1.2. Affiliate Members.</b>	4
<b>A.2. Rights of Members.</b>	4
<b>A.3. Term of Membership.</b>	4
<b>B. Meetings of the Members</b>	
<b>B.1. Location of Meetings.</b>	4
<b>B.2. Regular Meetings.</b>	4
<b>B.3. Special Meetings.</b>	5
<b>B.4. Notice of Annual and Special Meetings.</b>	5
<b>B.5. Quorum.</b>	5
<b>B.6. Proxies.</b>	5
<b>B.7. Vote.</b>	5
<b>B.8. Electronic Vote.</b>	5
<b>B.9. Action by Written Consent.</b>	5
<b>C. Executive Committee</b>	
<b>C.1. Powers and Qualifications.</b>	5
<b>C.2. Number.</b>	5
<b>C.3. Term.</b>	5
<b>C.4. Resignations.</b>	6
<b>C.5. Removal; Vacancies.</b>	6
<b>D. Working Groups</b>	
<b>D.1. Designation.</b>	
<b>D.2. Organization and Function.</b>	6
<b>D.3. Working Groups.</b>	
<b>D.3.1. Web Working Group.</b>	6
<b>D.3.2. Evaluation Working Group.</b>	6
<b>D.3.3. Governance Working Group.</b>	7
<b>D.3.4. Messaging and Marketing Working Group.</b>	7
<b>D.3.5. Diversity Working Group.</b>	7
<b>D.4. ad hoc Committees.</b>	7
<b>D.5. Powers.</b>	7
<b>D.6. Term.</b>	7
<b>D.7. Meetings.</b>	8
<b>D.8. Quorum/Action.</b>	8
<b>E. Officers</b>	
<b>E.1. Designation and Election.</b>	8
<b>E.2. Chair.</b>	8
<b>E.3. Chair-Elect.</b>	8
<b>E.4. Past-Chair.</b>	9

<b>F. Liability and Indemnification</b>	
<b>F.1. Liability.</b>	9
<b>G. General Provisions</b>	
<b>G.1. Gifts.</b>	9
<b>G.2. Minutes of Meetings and Historical Documents.</b>	9
<b>H. Amendments</b>	
<b>H.1. Amendments.</b>	9

**National COSEE Council**  
**TERMS OF REFERENCE**

**A. Membership**

**A.1. Designation.** The National COSEE Council’s membership shall be composed of representatives from organizations/institutions interested in furthering the goals of the National COSEE Network and in furthering the purposes of the National COSEE Council (“Council”). Membership shall be limited to organizations/institutions; individuals shall not be eligible for membership. The Council shall have two classes of members:

**A.1.1. Regular Members.** Regular Members (voting members) shall include only representatives from financially supported COSEE Centers and the National COSEE Office, and representatives of Centers formerly funded by NSF that have maintained Center operation with other funding sources. In the case of Centers formerly funded by NSF, the Center may retain a voting seat on the Council when accepted by vote of the current Council. To qualify for a voting Council seat, a Center formerly funded by NSF’s COSEE program must maintain Center level funding, continue to serve the COSEE Network’s vision and objectives, and participate in Network activities. If a Center is not refunded by NSF, it will have 18 months to secure other funding for Center operations. During this time, the Center will retain its Council seat and voting status. After 18 months from the date that its NSF COSEE program funding has ended, the Center may approach the Council for a review of its operations and seek a Council vote to maintain its status on the Council.

**A.1.2. Affiliate Members.** Affiliate Members (non-voting members) shall include representatives of other organizations/institutions interested in supporting and furthering the mission and purposes of the National COSEE Network and the Council as determined by a Council vote.

Each member organization/institution shall appoint an individual delegate and an alternate delegate to represent it on the Council. The delegate and alternate must be formally associated with a Center, such as through employment in one of the Center’s partner institutions; and his or her appointment shall be made through a written notice submitted to the National COSEE Office prior to the meeting to be attended by the delegate. Each member shall have the right to remove its delegate and appoint another individual to serve in his or her stead. Notice of such removal shall be provided to the National COSEE Office.

**A.2. Rights of Members.** Upon being accepted as a member by the COSEE Council, such member shall be entitled to such privileges as determined by the Council. All members shall have the same rights and privileges, except that only Regular Members shall have the right to vote.

**A.3. Term of Membership.** Unless a shorter term is specified at the time of a member's election, the term of membership on the Council shall be commensurate with the terms of the COSEE Center funding, to be automatically extended upon renewal of the COSEE Center funding, and potentially infinite in the case of representatives of former Centers and Affiliate members.

**B. Meetings of the Members**

**B.1. Location of Meetings.** Meetings of members may be held at such place as determined by the Council. Except as otherwise required or restricted by these Bylaws, the members may hold a meeting virtually or face-to-face.

**B.2. Regular Meetings;** A meeting of the members shall be held annually in the Spring for the election of the Council Chair and the transaction of business as may properly come before the members. In addition, the members shall hold at least one other regular meeting each year, typically held in Fall of each year.

**B.3. Special Meetings.** Special meetings of the Council may be called at any time by the chair or by the Executive Committee.

**B.4. Notice of Annual and Special Meetings.** Notice of each Council meeting shall state the date, time, and place of the meeting and shall indicate the purpose or purposes for which the meeting is being called. Such notice of any meeting shall be given to each member entitled to vote at such meeting. The notice shall be given either personally, by mail, or by electronic mail not less than sixty days before the date of the meeting in the case of the annual meeting, and not less than thirty days in the case of other meetings. When a meeting is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment.

**B.5. Quorum.** A two-thirds majority of Council members entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of members for the transaction of any business.

**B.6. Proxies.** Every member entitled to vote may authorize an alternate delegate to act for it by proxy. An appointment of an alternate delegate becomes effective when received by the National COSEE Office or agent authorized to tabulate votes.

**B.7. Vote.** Each Regular Member in good standing is entitled to vote at any meeting of members. Whenever any Council action is to be taken by vote of the members, it shall, except as otherwise required by these Terms of Reference, be authorized by a two-thirds majority of the votes cast at a meeting of members at which a quorum is present; a two-thirds vote shall be required on matters both of business and of policy.

**B.8. Electronic Vote.** If the Council business requires that the Council take action on a matter of policy prior to a Regular Meeting, or without the delay associated with the calling of a Special Meeting, then the Chair, with the approval of the Executive Committee, shall conduct a vote via electronic mail. The results will be deemed valid if the recorders receive electronic votes from a two-thirds majority of the members eligible to vote.

**B.9. Action by Written Consent.** Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if all members entitled to vote on the action consent in writing, or by electronic text communication, to the action.

## **C. Executive Committee**

**C.1. Powers and Qualifications.** The policies of the Council shall be managed by its Executive Committee. The Executive Committee shall act only as a Committee; individual Executive Committee members shall have no power as such. Executive Committee members must be formally associated with a Center, such as through employment in one of the Center's partner institutions, and shall be elected from among the Regular Members.

**C.2. Membership.** The Executive Committee consists of the current chair, the chair-elect, the past-chair, and the National COSEE Network (NCN) Director, with the current chair serving as Executive Committee chair.

**C.3. Term.** All Executive Committee members shall hold office for a term determined by their respective terms as current chair, chair-elect, past-chair, and NCN Executive Director.

**C.4. Resignations.** Any of the Executive Committee members may resign at any time by notifying the Executive Committee in writing. Such resignation shall take effect at the time specified therein. Acceptance by the Executive Committee of such resignation shall not be necessary to make it effective.

**C.5. Removal; Vacancies.** An Executive Committee member may be removed by a vote of two-thirds of the voting Council members. A vacancy on the Executive Committee shall be deemed to exist in the event of the resignation, removal, or death of an Executive Committee members, or in the event of an increase in the number of such Executive Committee members. Except as otherwise provided by these Bylaws, any such vacancy shall be filled by the members of the Council. In case of where a personal emergency prohibits a member of the Executive Committee from performing his/her duties, the Executive Committee will solicit candidates for temporary replacement, and the Council will rapidly vote on such temporary replacement.

## **D. Working Groups**

**D.1. Designation.** The Council shall have the following standing Working Groups: Web Working Group, Evaluation Working Group, Governance Working Group, Messaging and Marketing Working Group, Diversity Working Group, and such other standing committees as it may deem necessary and proper. The Council may also designate from time to time ad hoc committees as deemed necessary and proper. Individuals, other than members or member alternates, who are formally associated with a Center, such as through employment in one of the Center's partner institutions, may serve on ad hoc committees, or may participate as nonvoting members of Council standing committees.

**D.2. Organization and Function.** Each working group shall select a chair who is responsible for coordinating regular conversations, distributing the group's workload, and monitoring progress on projects in collaboration with all members of committee. All working groups are responsible for holding regular organized meetings, taking minutes of such meetings, and posting minutes on-line to the COSEE web file manager at [www.cosee.net](http://www.cosee.net). Minutes will be sent to all committee members by the chair before the next work session. All working group members must inform the group chair ahead of time of any expected and/or extended absence from working group meetings. A lack of communication with the working group chair or non-contribution to the group's work for a period extending beyond three regular working sessions will automatically end tenure on that committee.

### **D.3. Working Groups.**

**D.3.1. Web Working Group.** The Web Working Group has primary responsibility for the National COSEE Network web presence. Membership shall be composed of Network members and chaired by the National COSEE Office web coordinator. The duties of the Web Working Group shall be to develop, design, and organize the implementation of a supportive, efficient web presence for the Network that will:

- Present an accurate and engaging face/image of the COSEE Network to the world
- Facilitate exchange of information and dialogue both internally and externally

This working group was formed on July 28, 2007.

**D.3.2. Evaluation Working Group.** The Evaluation Working Group advises and assists the chair of the Council with issues and activities associated with collaborative Network evaluation efforts. Membership shall be composed of Network members and chaired by a council member. Duties of the Evaluation Working Group shall be to:

- Develop a strategic plan to address collaborative evaluation at the Network level
- Work with the National Network Evaluator to meet Network evaluation goals

This working group was formed in November 2007.

**D.3.3. Governance Working Group.** The Governance Working Group advises and assists the National COSEE Council with issues and activities associated with the Council Terms of References and Network Operating Procedures. Membership shall be composed of Network members and chaired by a council member. The duties of the Governance Working Group shall be to annually review the Council Terms of References and Network Operating Procedures to determine if any revisions are necessary and make recommendations to the Council regarding said revisions. If no revisions are recommended, the Governance Working Group will recommend to the Council that the Council Terms of References and Network Operating Procedures should stand as is for another year.

This working group was formed in April 2007.

**D.3.4. Messaging and Marketing Working Group.** The Messaging and Marketing Working Group advises and assists the National COSEE Network with issues and activities associated with the promotion of the COSEE Council and Network in serving as catalysts to increase public understanding of the ocean and its relevance to our social and economic well-being and the quality of our lives. Membership shall be composed of Network members and chaired by a council member. The duties of the Messaging and Marketing Working Group shall be to:

- Develop guidelines for identifying and writing discrete ocean science concepts for inclusion into proposed or existing messaging projects.
- Make COSEE more visible to a larger audience.

This working group was formed in July 2008.

**D.3.5. Diversity Working Group.** The Diversity Working Group advises and assists the National COSEE Network with issues and activities associated with broadening the participation of groups traditionally underserved and underrepresented (U/U) in STEM disciplines in COSEE Network programs. Membership shall be composed of Network members and chaired by a council member. The duties of the Diversity Working Group shall be to annually review the participation of U/U groups in Network activities and make recommendations to the Council to increase their participation.

This working group was formed in October 2008.

**D.4. ad hoc Committees.** The Council may also designate from time to time ad hoc committees as deemed necessary and proper. Individuals, other than members or member alternates, who are formally associated with a Center, such as through employment in one of the Center's partner institutions, may serve on ad hoc committees, or may participate as nonvoting members of Council Working Groups. Ad hoc committees are dissolved once the task assigned to it has been completed.

**D.5. Powers.** Each Working Group and ad hoc Committee shall have, and may exercise, such powers not inconsistent with these Terms of Reference as authorized by the Council. The members of a Working Group or ad hoc Committee shall act only as a group or committee.

**D.6. Term.** Members of a Working Group/ad hoc Committee shall serve until their earlier resignation, removal with or without cause, or death, or until the group or committee shall sooner be terminated. Vacancies on Working Groups and ad hoc Committees shall be filled by the Chair of such body. The Chair will inform the Executive Committee of any changes in the working group membership. New or rotating membership in a Working Group/ad hoc Committee is encouraged.

**D.7. Meetings.** Meetings of a Working Group/ad hoc Committee may be held face to face or by means of telephone or videoconference. A majority of any such body may fix the time and place of its meetings. Each body shall keep records of its actions in the form of written minutes of meetings, shall post such minutes to the National COSEE Network website file manager, and shall report such actions to the Executive Committee.

**D.8. Quorum/Action.** A majority of the then-serving members of any Working Group/ad hoc Committee shall constitute a quorum. Any action of the majority of those present at a meeting at which a quorum is present shall be deemed the action of the group/committee, except when a group/committee has only two members, then any action must be by unanimous consent.

## **E. Officers**

**E.1. Designation and Election.** The officers of the Council shall consist of a chair, a chair-elect, and a past-chair. No officer of the Council shall hold more than one office at a time. The Council chair-elect shall be elected in Accordance with Section B of the Terms of Reference and shall be subject to Section C. In the instance where a tie vote occurs in the election of the chair-elect of the Council, this result will be announced to the membership, and a second round of voting will be conducted, with the same candidates appearing on the ballot. If this balloting again results in a tie, then the current Executive Committee shall determine the winner of this election by a coin toss, or other random selection process, from amongst the two tied finalists.

**E.2. Chair.** The chair shall conduct general business of the Council in consultation with the Executive Committee, and shall perform all duties incident thereto and have such duties as may from time to time be assigned by the Council, including but not limited to the following:

1. To serve as chief executive officer of the Council;
2. To serve as a member and Chair of the Executive Committee;
3. To appoint committee members;
4. To be the official representative of the Council with NSF, NOAA, NCO, and other government, business, and non-governmental organizations with whom the Council is undertaking business;
5. To present a chair's report at each annual business meeting covering activities of the Council during his/her term of office; and
6. To serve ex officio on all committees of the Council.

**E.3. Chair-Elect.** The duties of the chair-elect shall include the following:

1. To serve as a member of the Executive Committee;
2. To assist with the planning of semi-annual meetings;
3. To familiarize himself/herself with the work of the Council in order to effectively serve as chair of the Council;
4. To assume the position of chair of the Council in the event of a vacancy in that position; and

5. Assist the chair as required.

**E.4. Past-Chair.** The duties of the past-chair shall include the following:

1. To serve as a member of the Executive Committee;
2. To assist with the planning of semi-annual meetings;
3. To familiarize himself/herself with the work of the Council in order to effectively serve as chair of the Council if the chair and chair-elect are unable to perform their duties; and
4. Assist the chair as required.

## **F. Liability and Indemnification**

**F.1. Liability.** No person serving as an officer, Executive Committee member, Working Group or ad hoc Committee member, or volunteer of the Council shall be liable to any person based solely on his or her conduct in the execution of the office or duty.

## **G. General Provisions**

**G.1. Gifts.** The Executive Committee may accept on behalf of the Council any contribution, gift, bequest or device for the purposes of the Council.

**G.2. Minutes of Meetings and Historical Documents.** Copies of the minutes of the meetings of the Council, copies of correspondence of note, and other documents of historical significance are to be filed annually by the officers of the Council on the National COSEE Network web site ([www.cosee.net](http://www.cosee.net)), where, with due control, they will be available upon request.

## **H. Amendments**

**H.1. Amendments.** These Terms of Reference, or any one or more of the provisions thereof, may be altered, amended, or repealed and new Terms of Reference adopted by a two-thirds vote of the members of the Council entitled to vote, subject to acceptance by NSF. Notice of a proposal to alter, amend, or repeal and adopt new Terms of Reference shall be given in accordance with Article III, Section 4 hereof.