

BY-LAWS
NATIONAL CIVILIAN COMMUNITY CORPS ADVISORY BOARD

ARTICLE I
Advisory Board

Section 1.01 Powers

(a) The National Civilian Community Corps (hereinafter referred to as the "NCCC") Advisory Board (hereinafter referred to as the "Board") will advise and support the Director of the National Civilian Community Corps (hereinafter referred to as the "Director") on the development and implementation of its program.

(b) Without prejudice to the general powers of the Board, it is hereby expressly declared that the Board shall perform the following functions:

- (1) advise the Director and staff on NCCC policy and programs;
- (2) provide guidance in development of a long-term strategy;
- (3) facilitate the pooling of national, state, and local resources;
- (4) review program progress and direction.

(5) help to coordinate activities with the Corps, as appropriate, including the mobilization of volunteers and coordination of volunteer centers to help communities recover from the effects of natural and other disasters.

Section 1.02 Composition

(a) The Board shall be composed of not more than 35 members. 13 members of the Board are statutory *ex-officio* members. The remaining members will be appointed by the Director. Individuals will be appointed by the Director from among persons who are broadly representative of educational institutions, voluntary organizations, industry, youth, and labor unions.

(b) The Secretary of Labor, Secretary of Defense, Secretary of the Interior, Secretary of Agriculture, Secretary of Education, Secretary of Housing and Urban Development, Secretary of Health and Human Services, Chief of the National Guard Bureau, the Administrator of the Federal Emergency Management Agency, the Secretary of Transportation, the Chief of the Forest Service, the Administrator of the Environmental Protection Agency, the Secretary of Energy, and the Chief Executive Officer of the Corporation for National and Community Service shall serve as *ex-officio* members of the Board.

(1) Persons designated by the heads of these agencies, bureaus, or organizations to represent them may attend Board meetings, but may not vote.

(c) The Director may serve as or appoint a Corporation for National and Community Service (hereinafter referred to as "Corporation") official as the designated federal official. The Designated Federal Official (DFO) will attend all meetings, approve meeting agendas, and in consultation with the NCCC Director and chairperson, call and approve all board meetings.

(d) The Committee Management Officer (CMO), a Corporation employee, will ensure that all board records such as annual reports, board charter and meeting minutes are kept.

Section 1.03 Qualifications.

- (a) All Board members shall be required to discharge their duties:
 - (1) in good faith;
 - (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
 - (3) in a manner he or she reasonably believes to be in the best interests of the Board.

Section 1.04 Terms of Office

- (a) Each member of the Board appointed by the Director shall serve for a term of three (3) years, on a rotating basis, where one-third of the appointed members changes each year.
- (b) As an exception to (a) above, the Director may appoint a member for a second consecutive term of three years and then extend the second term by one year if she or he deems it in the program's interest.
- (c) The maximum number of years a member may serve on the board is seven.

Section 1.05 Vacancies

- (a) As vacancies occur on the Board, new members shall be appointed by the Director, and serve for the remainder of the term for which the predecessor of such member was appointed.
- (b) A vacancy on the Board shall be deemed to exist in case of the death, resignation, incapacity, or removal of any member or if the authorized number of members is increased. Only the Director shall have the authority and power to remove a member from the Board.

Section 1.06 Resignation

- (a) Any member may resign at any time upon delivery of written notice to the Director.
- (b) A resignation is effective when the notice is delivered unless the notice specifies a later date.

Section 1.07 Compensation

- (a) Members shall not receive any compensation or salaries for their services.
- (b) While away from their homes or regular places of business on the business of the Board, members of the Board may be allowed travel expenses, including per diem in lieu of subsistence, as is authorized by section 12651g (B) of title 42, United States Code.

ARTICLE II Meetings and Action of the Board

Section 2.01 Meetings.

(a) Pursuant to the provisions of the Sunshine Act, all meetings shall be held open to the public, unless exempted under section 2.02

(b) The Board shall meet not less than two (2) times each fiscal year.

(c) As a general rule, Board meetings will be regular, in person, meetings. A member who participates by telephone or any means of communication by which all members participating may simultaneously hear shall be deemed to be present and in person.

If circumstances warrant in the judgment of the Board, meetings may be conducted solely by telephone or other means of communication whereby all members can hear, so long as any members of the public in attendance are also able to hear.

Section 2.02 Closed Meetings

(a) Pursuant to the provisions of the Sunshine Act, some Board meetings or portions of meetings may be closed to the public.

(b) A closed meeting may only be held when a majority of the Board votes to take such action, and when determined appropriate and certified by the Corporation's General Counsel.

(1) A separate vote of the Board shall be taken with respect to each Board meeting, a portion or portions of, which are proposed to be closed to the public pursuant to subsection 2.02(a).

(2) Each such vote shall be recorded.

Section 2.03 Minutes

(a) The Board shall make promptly available to the public, in a place easily accessible to the public, the minutes of the discussion of any item on the agenda, or of any item of the testimony of any witness received at the meeting, except for such item or items of discussion or testimony as the Board determines to contain information which may properly be withheld under subsection 2.02(a), or any other relevant provision of law.

(1) Minutes shall fully and clearly describe all matters discussed and shall provide a full and accurate summary of any actions taken, and the reasons therefor, including a description of each of the views expressed on any item and the record of any roll call vote (reflecting the vote of each member on the question).

(2) All documents considered in connection with any action shall be identified in the minutes.

(b) Copies of such transcript, or minutes, or a transcription of such recordings disclosing the identity of each speaker shall be furnished to any person at the actual cost of duplication or transcription.

(c) The Board shall maintain a complete, verbatim copy of the transcript, a complete copy of the minutes, or a complete electronic recording of each meeting, or portion of a

meeting, closed to the public, for a period of at least two (2) years after such meeting, or until one (1) year after the conclusion of any proceeding with respect to which the meeting or portion was held, whichever is later.

Section 2.04 Place of Meeting.

(a) Meetings of the Board shall be held at any place that has been designated by resolution of the Board or by written consent of all members of the Board.

(b) Absent a designation by the Board, meetings shall be held in Washington, D.C.

Section 2.05 Public Notice

(a) In the case of each meeting, the Board shall announce in the Federal Register, at least 15 days prior to the meeting, the time, place, and subject matter of the meeting, whether it is to be open or closed, and the name and the phone number of the official designated by the Board to respond to requests for information about the meeting.

(b) The time or place of the meeting can be changed following the public announcement only if the Board publicly announces such a change at the earliest practicable time.

(c) The subject matter of a meeting, or the determination of the Board to open or close a meeting, or portion of a meeting, to the public, may be changed following the public announcement only if:

(1) a majority of the Board determines by a recorded vote that Board business so requires and that no earlier announcement of the change was possible; and

(2) the Board publicly announces such change and the vote of each member upon such change at the earliest practicable time.

Section 2.06 Quorum

(a) A majority of the appointed members fixed by section 1.02 (a) shall constitute a quorum for the transaction of business at any meeting of the Board.

(b) If less than a majority of the Board, as fixed by section 1.02(a), is present at a meeting, a majority of the members present may adjourn the meeting without further notice.

Section 2.07 Voting

(a) If a quorum is present when a vote is taken, the affirmative vote of a majority of members present is the act of the Board.

(b) A member who is present at a meeting of the Board when action is taken is deemed to have assented to the action unless:

(1) the member objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or

(2) the member's dissension or abstention from the action taken is entered in

the minutes of the meeting; or

(3) the member delivers written notice of dissent or abstention to the presiding officer of the meeting prior to adjournment.

(c) The right of dissension or abstention is not available to a member who votes in favor of the action taken.

Section 2.08 Committees

(a) The Board may, by resolution passed by a majority of the whole Board, designate one or more committees, including ad hoc, each committee to consist of two (2) or more members.

ARTICLE III Officers

Section 3.01 Officers

(a) The officers of the Board shall be the Chairperson of the Board and one or more Vice-Chairpersons.

(b) The Board may also have other such officers as may be elected in accordance with section 3.02.

Section 3.02 Election, Removal, and Resignation

(a) Officers shall be chosen annually by the Board at the last meeting of each calendar year. Officers' term of office shall run until their successors are elected.

(b) Any officer elected by the Board may be removed, either with or without cause, by resolution passed by the Board at any meeting.

(1) Removal can only be accomplished by a majority vote of the members then holding office.

(2) The removal power only applies to status as an officer, not to status as member.

(c) Any officer may resign at any time, either orally or in writing, by notifying the Chairperson.

(1) Such resignation shall take effect at the time it is delivered, unless it specifies a later date.

(2) The acceptance of a resignation shall not be necessary to make it effective.

(3) Any officer may resign from his position as officer without resigning his position as a member.

Section 3.03 Chairperson

- (a) The Board shall elect a Chairperson or Chairpersons from among its members. However, the Director may appoint a Board member or Board members to serve as the initial Chairperson or Chairpersons.
- (b) The Chairperson shall, if present, preside at all meetings of the Board.
- (c) The Chairperson shall exercise and perform such other powers and duties as may be from time to time assigned by the Board or prescribed by these by-laws.

Section 3.04 Vacancies

- (a) A vacancy in any office due to death, resignation, removal or other cause shall be filled by the Board for the duration of the unexpired term.

ARTICLE IV Conflicts of Interest

Section 4.01 Existence of Conflict

- (a) A conflict of interest may exist when:
 - (1) a direct, personal, or financial interest of any member or their immediate family competes with the interest of the Board; or
 - (2) a member is also a member or officer of an organization that obtains or seeks funds from the Board.

Section 4.02 Disclosure

- (a) If any such conflict, or the appearance of a conflict, of interest exists and arises with regard to a matter requiring action by the Board, the interested member shall call the conflict to the attention of the Board and shall not vote on the matter.
- (b) All Board members shall sign an Ethics Certification Agreement.

Section 4.03 Voting

- (a) A member who has a conflict of interest shall not vote on the matter.
- (b) A member who has a conflict of interest shall, after disclosure, not participate in the final deliberations of the matter prior to a vote.
- (c) The minutes of the meeting shall show that the conflict of interest issue was raised, disclosure was made, and that the interested member did not participate in the final deliberations and vote on the matter.