

NATIONAL DEFENSE UNIVERSITY
BOARD OF VISITORS
BY-LAWS
May 25, 2011



**BYLAWS
OF THE
BOARD OF VISITORS NATIONAL DEFENSE UNIVERSITY
MAY 25, 2011**

ARTICLE I: PURPOSE

The Board of Visitors National Defense University (hereinafter the Board), under the provisions of the Federal Advisory Committee Act of 1972 (5 U.S.C., Appendix, as amended), and in accordance with the Charter of the Board, shall provide the Secretary of Defense, through the Chairman of the Joint Chiefs of Staff and the President, National Defense University, independent advice and recommendations on organization management, curricula, methods of instruction, facilities and other matters of interest to National Defense University.

ARTICLE II: RULES OF CONSTRUCTION

Nothing in these bylaws shall be construed to supersede the provisions of the Charter of the Board, the public laws of the United States, or any Department of Defense regulation, directive, or instruction. Nothing in these bylaws shall be construed to create liability in any Board member for any action taken by the Board or National Defense University.

ARTICLE III: COMPOSITION

The Board of Visitors is an independent body composed of not more than twenty members. Three are federal ex officio members: the Under Secretary of Defense for Personnel and Readiness; the Assistant Secretary of Defense for Networks and Information Integration; and the Department of State Director General. The other Board members are appointed members, appointed by the Secretary of Defense, and shall be eminent authorities in the field of national defense, academia, business, national security affairs, or the defense industry.

ARTICLE IV: POWERS AND DUTIES

In accordance with its Charter, the Board is charged with the responsibility for providing the Secretary of Defense, through the Chairman of the Joint Chiefs of Staff and the President, National Defense University, independent advice and recommendations on organization management, curricula, methods of instruction, facilities and other matters of interest to the National Defense University and its components. The Board will operate in accordance with the Federal Advisory Committee Act (5 U.S.C., Appendix) as implemented in the Code of Federal Regulations and DoDI 5105.4, DoD *Federal Advisory Committee Management Program*, the Government in the Sunshine Act of 1976 (5 U.S.C. § 552b), and all other applicable laws and regulations.

The Board may, without limitation, consider and report recommendations regarding:

1. the mission and other statements of purpose of National Defense University;
2. evaluations of the manner in which National Defense University's mission is being carried out, including National Defense University's educational and research programs, and the guidelines and procedures utilized to develop or evaluate within National Defense University:
 - (a) educational effectiveness,
 - (b) quality of student learning,
 - (c) administrative and educational support services, and
 - (d) research and public service;
3. evaluation of the effectiveness of the Board in performing its mission;
4. financial matters affecting National Defense University;
5. the planning process within National Defense University;
6. the number and type of degrees and the number and nature of departments, divisions, schools, or colleges through which the National Defense University curricula are administered;
7. the use of technology in enhancing learning programs; and
8. any other topic, project, or issue as requested by the Chairman of the Joint Chiefs of Staff or the President, National Defense University.

ARTICLE V: OFFICERS

Section 1. Eligibility: Only appointed members approved by the Secretary of Defense may serve as officers of the Board. The officers of the Board are the Chair and Co-Chair, who are elected by Board members. The Chair and Co-Chair shall serve at the discretion of the Secretary of Defense, through the Chairman of the Joint Chiefs of Staff.

Section 2. Terms: The Chair and Co-Chair will fill two-year terms that begin with the spring Board meeting.

Section 3. Voting: The officers of the Board will be elected at the regular annual spring Board meeting every two years. In the event of a vacancy in any office of the Board, the Board may elect an appointed member to fill the unexpired portion of the term of that office.

Section 4. Duties of the Chair: The Chair shall preside at all meetings of the Board and shall sign the minutes of each meeting of the BOV.

Section 5. Duties of the Co-Chair: The Co-Chair shall preside at meetings in the absence of the Chair. The Co-Chair, when acting as chair, shall enjoy all the powers of the Chair.

ARTICLE VI: MEMBERSHIP

Section 1. Length of Service: Board members may serve for fifteen, one-year renewable terms up to a maximum of fifteen years. Absent unusual circumstances, not more than one-third of the board's membership will be replaced in any given year.

Section 2. Nominations and Appointment: Appointments to the Board are made by the Secretary of Defense. Nominations for board membership may be made by any present Board member or by National Defense University school personnel. The National Defense University Office of Academic Affairs will accept these nominations throughout the year and will research and report on each candidate nominee for deliberation by the Board. Following consultation with the President, National Defense University, the Board will vote upon and present its candidate nominations to the Board Chair for submission to the Academic Affairs Directorate, which will prepare a nomination package for submission through the appropriate channels to the Secretary of Defense as required by DoDI 5105.4, *DoD Federal Advisory Committee Management Program*, for the Secretary's consideration for appointment to the Board.

Section 3. Removal: Members may resign at any time, may be removed for not attending three consecutive meetings, or may be removed for cause. In the unlikely event that a member must be removed for cause, the Secretary of Defense, or designee, shall have the authority to do so. To be effective, such removal requires written notice to the Chair of the Board and to the member. The notice shall state the reason for the proposed removal and an opportunity for the member affected and the chair, respectively, to provide written responses, if either so desires. Such written statement must conform to the form and manner prescribed in the notice of proposed removal, and must be received by the Secretary of Defense or designee within the time limit prescribed in the notice of proposed removal. After consideration of such response and following the expiration of the time limit, the Secretary of Defense or designee will issue a letter advising the member and the Chair of the Board of such removal or retention. The decision of the Secretary of Defense or designee will be final.

Section 4. Ad Hoc Observers and Consultants. The Chairman of the Joint Chiefs of Staff or designee may invite other distinguished government officers to serve as non-voting observers of the Board, and may appoint consultants with special expertise to assist the Board on an ad hoc basis.

ARTICLE VII: MEETINGS, PROCEDURAL RULES, QUORUM, AND VOTING

Section 1. Meetings: The Board will meet at the call of the Designated Federal Officer, after consultation with the President, National Defense University and the Chair of the Board. The Board will normally meet two times per year. To the extent practicable, National Defense University Office of Academic Affairs will provide relevant materials to the Board members in advance of any Board meeting.

Section 2. Procedure: Except as noted herein, the meetings of the Board will be conducted in accordance with such procedures determined by the Board Chair.

Section 3. Quorum: A quorum to conduct business of the Board shall consist of a majority of appointed members (present in person or by electronic means) then serving.

Section 4. Voting: Only appointed Board members may vote. An affirmative vote of a majority of the appointed members at a meeting with a quorum present shall be required for any official action of the Board.

Section 5. Proposed Motions for Voting: Only appointed Board members may propose motions for a vote or may second motions of others.

Section 6. Support: The National Defense University Office of Academic Affairs will assist the Board with any necessary information and administrative support.

Section 7. Communication Requirements: The National Defense University Office of Academic Affairs shall inform board members of relevant National Defense University activities at least annually in writing.

ARTICLE VIII: AMENDMENTS TO THE BYLAWS

These bylaws may be amended by a majority vote of the Board members after reasonable deliberation at an officially called Board meeting with 15 days' advance written notice of such proposed change. Proposed changes will be coordinated through the National Defense University Office of Academic Affairs and Office of General Counsel prior to formal adoption by the Board to eliminate potential conflicts.