

ARTICLE VI - Nominating Committee and Special Nominating Committees

1. At each Annual Meeting, the Member Representatives shall elect a Nominating Committee, including the Chair thereof, as provided in these By-Laws. The Nominating Committee shall consist of five (5) individuals of notable accomplishment in fields of interest to AURA from among the Member Institutions. The Nominating Committee shall serve until the election of a new Nominating Committee at the next Annual Meeting of the Member Representatives.

2. It shall be the duty of the Committee to convene as many times as necessary at the call of the Chair (including by means of telephone conference-calls) before each Annual Meeting of the Member Representatives to prepare a slate of candidates to be nominated for election to (a) the Board of Directors, (b) the position of Chair of the Board, and (c) the Chairs and members of the Management Councils at the next Annual Meeting or at any intervening special meeting called for the purpose of electing Officers or Directors of the Board of Directors. More than one candidate may be nominated for each position. A report of the recommendations of the Nominating Committee, including the recommendation of each management Council for Chair of its respective Council for the succeeding year, shall be provided to the Member Representatives in advance of the meetings at which elections will occur.

3. Any vacancy in the membership of the Nominating Committee occurring at any time between Annual Meetings may be filled by an individual appointed by the Chair of the Board. Members of the Nominating Committee may serve no more than three (3) consecutive one (1) year terms.

4. The Nominating Committee shall broadly solicit nominations and applications from the astronomical community through widely used channels of communication within the community. Through consultation with the Board of Directors, the President and the Center Directors, the Nominating Committee shall consider and seek to provide an appropriate balance among scientists, administrators and others, an appropriate balance among backgrounds (e.g., university and industry experience), and an appropriate diversity in the composition of the slate of candidates for the Board, the Councils, and the Nominating Committee. The Nominating Committee shall include within the slate, with appropriate identification, the recommendations of each Management Council for Chair of its respective Council for the succeeding year.

5. In the event of a vacancy in the position of Director of any of the Centers, the Chair of the Board shall appoint from within and/or without the Board of Directors a Special Nominating Committee to make recommendations to the President for appointment to that position. However, if an alternative procedure is specified in the Charter of the Management Council of that Center, that procedure shall be followed in lieu of this one. The President shall then transmit to the Board a recommendation for appointment to the position, together with the report of the Special Nominating Committee. This candidate must come from the

list of recommendations furnished by the Special Nominating Committee. Any vacancies occurring in the membership of this Special Nominating Committee shall be filled by the Chair of the Board.

6. In the event of a vacancy in the position of President, the Chair of the Board, the Vice Chair and one other member of the Board of Directors to be selected by the Board shall constitute a Special Nominating Committee to make a recommendation as to the appointment of a new President. A report of the recommendations of this Special Nominating Committee shall be provided to Directors in advance of the meeting at which the appointment will be made. Any vacancy occurring in the membership of this Special Nominating Committee shall be filled by the Chair of the Board.

7. Actions by any Nominating Committee shall be by majority vote. Each member shall be entitled to one (1) vote.