

ARTICLE V - Management Councils¹

1. There shall be a Management Council for each AURA Operating Center² to provide, on behalf of the Board of Directors, independent management oversight over that Center and advocacy for that Center's mission or otherwise to oversee AURA's fulfillment of its contractual responsibilities with respect to that Center. Each Management Council shall consist of no less than five (5) and no more than ten (10) members to be elected by the Board. If the number of such members is even, not less than one half of them shall come from the Member Institutions or the Board of Directors or both. If the number of such members is uneven, not less than one half of the total number of such members minus one shall come from the Member Institutions or the Board of Directors or both. The Chair of each Management Council shall be elected annually by the Member Representatives for a term of one (1) year as provided in these By-Laws. The other members of each Management Council are elected by the Board of Directors as provided in these By-Laws. All members of each Management Council are responsible to the Board for the proper conduct of the activities of that Council. In addition, the President shall be a member of each Council, ex officio. The AURA Board may designate additional or alternative ex officio members as appropriate.

2. After consultation with the respective Center Director, each Management Council may elect and appoint additional members to add expertise not already within the membership of that Council. If a Council consists of between five (5) and eight (8) members elected by the Board of Directors, that Council may elect and appoint an additional two (2) members. If a Council consists of nine (9) or ten (10) members elected by the Board of Directors, that Council may elect and appoint an additional three (3) members. Each Management Council that elects and appoints additional members shall ensure reasonable staggering of terms of those additional members.

3. Each member shall serve for a term of three (3) years and shall not serve more than two (2) terms consecutively. Each member so elected or appointed shall serve not only until the expiration of the term for which elected or appointed but also until a successor has been elected or appointed and has qualified.

¹ As amended by the Member Representatives on June 30, 2011.

²The AURA Operating Centers are the National Optical Astronomy Observatories, the Space Telescope Science Institute, the International Gemini Observatory, and any other Centers that may hereafter be established by the Board of Directors. In these By-Laws "Centers" shall mean the AURA Operating Centers, and "Center Directors" shall mean the Directors thereof.

- a. Notwithstanding any other provision in these By-Laws, at the effective date of these By-Laws, if a Council consists of eight (8) elected members (not counting additional members elected and appointed by that Council) two (2) of the members shall be elected for an initial term of one (1) year, three (3) of the members shall be elected for an initial term of two (2) years, and three (3) of the members shall be elected for an initial term of three (3) years. If a Council consists of nine (9) elected members (not counting additional members elected and appointed by that Council) three (3) of the members shall be elected for an initial term of one (1) year, three (3) of the members shall be elected for an initial term of two (2) years, and three (3) of the members shall be elected for an initial term of three (3) years. If a Council consists of ten (10) elected members (not counting additional members elected and appointed by that Council) three (3) of the members shall be elected for an initial term of one (1) year, three (3) of the members shall be elected for an initial term of two (2) years, and four (4) of the members shall be elected for an initial term of three (3) years. Those members elected for an initial term of one (1) year may be reelected for up to two (2) succeeding consecutive terms of three (3) years.
4. Any vacancy in the membership of any Management Council occurring at any time between Annual Meetings may be filled by an individual appointed by the Board of Directors for the remainder of the term of the absent member.
5. The Board of Directors shall issue a Charter to each Management Council and may amend such Charters from time to time. The Charters in effect on the effective day of these By-Laws shall remain in effect, modified as necessary to reflect applicable provisions of the By-Laws, which shall be controlling in the event of a conflict.
6. Without otherwise limiting these Charters, each Management Council shall
 - a. Elect and appoint from among its members a Vice-Chair.
 - b. Report to the Board of Directors at regular intervals (or as may specifically be directed by the Board) on the activities, findings, and recommendations of the Council, conduct such additional activities as may be requested or directed by the Board, and perform such additional duties and responsibilities as may be prescribed or delegated by the Board and set forth in the respective Charter.
 - c. Submit a report on its activities during the preceding year to the Board of Directors for consideration and transmission by the Board of Directors to the Member Representatives at their Annual Meeting.

d. Select from among its members and recommend to the Nominating Committee for presentation to the Member Representatives at their annual meeting a candidate or candidates for Chair of the Council for the succeeding year.

7. Actions by a Management Council shall be by majority vote. Each member shall be entitled to one (1) vote.

8. Whenever desired, each Management Council may conduct business by telephone or video-conference call. A telephone or video-conference call among the Council Members shall constitute a meeting of the Council. In such case, notice must be given to all Council Members twenty-four (24) hours in advance.

Whenever desired, the Management Councils may vote via electronic mail (email) and such votes shall be binding to the same extent as would be the case for meetings conducted in-person.