

- I. These bylaws determine the procedures of the MDREN Board, established by the Charter for the Maryland Research and Education Network. (MDREN)
- II. MDREN Board. Except as otherwise stated in the MDREN Charter or delegated by the MDREN Board, the MDREN Board gives final approval for all activities including, but not limited to, policies, budget, major expenditures, membership, architecture, and services. The MDREN Board can delegate some level of approval to MDREN committees and/or staff. The focus of the MDREN Board is to set the overall strategic direction for the organization and to provide enough oversight to ensure that MDREN is progressing in the desired manner.
- III. MDREN Membership Categories. MDREN has the following membership categories.
 - A. **Charter Members** — Founding members of MDREN are charter members and consist of the USM institutions. Charter members will designate a voting representative from their institution.
 - B. **Principal Members** are General Members who make a long-term commitment to MDREN, have a significant financial investment in the organization, and continue to contribute to the success of the organization. A Principal member must have been a general member for at least 5 years, contributed \$250,000 of funding or services over 5 years, and be accepted as a Principal member by a Board vote. Principal members will designate a voting representative from their institution. Principal members can choose to exit from this level of membership.
 - C. **General Members** are members who are financial stakeholders in MDREN, but not to the level of Principal Members. These members are eligible to serve as voting members of the Board. Institutions that are eligible for general membership will select a representative from the segment to serve as their voting member. General member segmental representatives are expected to send Board agendas and minutes to members of their segment and seek input on important issues affecting the membership. All general members may attend board meetings and events.
 - D. **Associate Members** are organizations that wish to participate in MDREN but do not purchase services from MDREN. These members are not eligible for representation on the MDREN Board or standing committees. Associate members may attend board meetings and events.
- IV. MDREN Board Representation and Term

The MDREN Board will comprise the following representation:

 - A. Each Charter Member institution will have one voting seat on the Board.

- B. Each Principal Member will have one voting seat on the Board.
- C. General Members will have one voting SEAT on the Board for every 5 General Members, rounding up from 3 and down from 2.
- D. The Associate Vice Chancellor for Information Technology/CIO will be a voting member of the Board.
- E. The Executive Director of MDREN will be an ex-officio non-voting member of the Board.

V. **Voting.** The following quorum requirements and voting procedures apply:

- A. A quorum will be reached if more than 50% of eligible voting members are present or submit proxy votes.
- B. Action will be taken under a majority of the votes cast, so long as a quorum is present.
- C. Each charter or principal institution or segmental SEAT will have ONE vote and either the Primary Representative or Delegated Representative will have the authority to vote.
- D. Voting representatives will have the option of sending, in writing, proxy votes to the chair before the Board meeting.
- E. Proxy votes will count in determining if a quorum is present.
- F. The agenda and related information (background and fiscal analyses) for items requiring a vote will be distributed to the Board members at least 10 business days before the Board meeting. Voting may only occur at a Board meeting or by e-mail.
- G. If voting is conducted via e-mail, the information must be sent to all Board members and each charter or principal institution or segmental representative on the Board will have ONE vote. A majority of the Board voting in the affirmative is needed to pass a resolution. The Chair of the Board will conduct the e-mail vote.

VI. **MDREN Officers.**

- A. There will be an elected Chair of the Board who will serve for a two-year term for continuity purposes. The Chair will be elected by the Board.
- B. There will be an elected Vice Chair of the Board, elected by the Board, who will become Chair at the end of the current Chair's term.
- C. There will be an elected Secretary of the Board, elected by the Board for a 3-year term, who will be responsible for Board minutes and other documentation.
- D. Officer terms start July 1 and elections will be held at the Spring meeting of the Board.

VIII. **MDREN Board Meetings.**

The MDREN Board will hold three regular meetings each year (in fall, spring, and summer) and other special meetings as needed when called by the chair. Members may participate in person, by telephone, or through video conference.

IX. **Approval of Modifications to the Bylaws.**

Changes to these bylaws require approval by the MDREN Board. The bylaws or any modifications thereof become effective under the Charter when approved by the Chancellor of the University System of Maryland.

X. **MDREN Committees.**

To balance the need for oversight with operational expediency, the MDREN Board can delegate some level of approval to committees. Three standing committees have been established, including the Executive Committee, Finance Committee, and Technical/Engineering Committee. The responsibilities, composition, and quorum requirements for these committees are as follows:

A. Executive Committee

The Executive Committee is to act within the guidelines determined by the MDREN Board and should monitor progress in achieving strategic directions established by the Board. It should advise the MDREN staff in making operational decisions. It should coordinate the activities of the Technical and Finance Committees and review and transmit, with an opinion, recommendations to the full Board. Within limits determined by the Board and as the need dictates, the Executive Committee may approve activities that exceed the authority of the MDREN Executive Director. Any such approvals should be reported to the Board at the next meeting.

Composition and Quorum

Eleven voting representatives will comprise the Executive Committee

1. 4 representatives from the USM institutions, charter members
2. 4 Principal members (if any exist)
3. 1 General member selected by the segment.
4. USM CIO
5. Chair of the MDREN Board
6. Executive Director of MDREN, non-voting, ex-officio

Executive Committee members will be elected from their membership group. Each institution or segment with representation on the Finance Committee will have ONE vote. Executive Committee representatives will serve for staggered three-year terms.

Each institution or segment with representation on the Executive Committee will name a Primary Representative and a Delegated Representative. The Delegated Representative will have full voting rights in the absence of the Primary Representative.

A quorum will be met if over 50% of eligible voting members or their delegates are present. If a quorum is present, a MAJORITY of affirmative votes is required to pass any action. The same voting rules and processes for the MDREN Board will apply to the Executive Committee

Executive Committee representatives will serve for staggered three-year terms.

Terms begin July 1 and end June 30. One-third of the membership within the membership category will stand for nomination/election each year.

If a Primary Representative cannot serve a full term, the Delegated Representative will complete the remainder of the term. If the Delegated Representative cannot serve, another representative from that constituency will be named to fill the remainder of the term of the departing member.

B. Finance Committee

The Finance Committee should work with the MDREN staff to establish the annual budget for submission to the board for approval, perform a mid-year review of the MDREN budget status, review the MDREN billing formula on an annual basis, and recommend charges for new services to the board.

Composition and Quorum

Six voting representatives will comprise the Finance Committee. It will be desirable to have as many of these six be Board members as possible.

1. 2 representatives from the Charter members
2. 2 representatives from Principal members
3. 1 representative from the General member's segment
4. USM CIO's Office
5. The Executive Director of MDREN will serve as an ex officio, non-voting member.

Finance Committee members will be elected from their membership group. Each institution or segment with representation on the Finance Committee will have ONE vote. Executive Committee representatives will serve for staggered three-year terms.

A quorum will be over 50% of the voting representatives. If a quorum is present, a MAJORITY of affirmative votes is required to pass any action. The same voting rules and processes for the Executive Committee will apply to the Finance Committee

Committee Members will serve staggered three-year terms. Terms begin July 1 and end June 30. One-third of the membership within the membership category will stand for nomination/election each year.

If a representative cannot serve a full term, the delegated representative will complete the remainder of the term. If the delegated representative cannot serve, another representative from that constituency will be named to fill in the remainder of the term of the departing member.

C. Technical/Engineering Committee

The MDREN Technical/Engineering Committee will advise MDREN staff and the board regarding network architecture and implementation plans for the infrastructure and services as determined by the Board. It will monitor the reliability and capacity of the MDREN network. It should advise on replacement cycles, maintenance strategies, and other issues related to the efficiency and effectiveness of the technology in MDREN.

The Technical/Engineering Committee will work with MDREN staff to perform an annual network performance review and advise the board of the status of the network. They will also sponsor professional development activities and events for regional network engineers including members and interested non-members.

Composition and Quorum

Five voting representatives will comprise the Technical/Engineering Committee. It will be desirable to have as many of these six be Board members as possible.

1. 2 representatives from the Charter USM institutions
2. 2 Principal members
3. 1 representative from the General membership segment
4. MDREN staff will serve as non-voting members.

Technical/Engineering Committee. members will be elected from their membership group. Each institution or segment with representation on the Finance Committee will have ONE vote. Executive Committee representatives will serve for staggered three-year terms.

Each institution or segment with representation on the Technical/Engineering Committee. will name a Primary Representative and a Delegated Representative. The Delegated Representative will have full voting rights in the absence of the Primary Representative.

A quorum will be met if over 50% of eligible voting members or their delegates are present. If a quorum is present, a MAJORITY of affirmative votes is required to pass any action. The same voting rules and processes for the MDREN Board will apply to the Executive Committee

Committee Members will serve staggered three-year terms. Terms begin July 1 and end June 30. One-third of the membership within the membership category will stand for nomination/election each year.

If a representative cannot serve a full term, the Delegated Representative will complete the remainder of the term. If the Delegated Representative cannot serve, another representative from that constituency will be named to fill the remainder of the term of the departing member.