

- 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 main focus of the MDREN Board is to set overall strategic direction for the organization and to provide enough oversight to assure that MDREN is progressing in the desired manner.
- III. MDREN Membership Categories. MDREN has the following membership categories. The specific criteria for these membership categories will be developed by the Membership Committee and approved by the MDREN Board.
 - A. Charter Members — Founding members of MDREN are charter members and consist of the USM institutions.
 - B. Principal Members are General Members who make a long-term commitment to MDREN and 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, contribute \$250,000 of assets or services over 5 years and be accepted as a Principal member by a Board vote. Principal members can choose to exit from this level of membership. The Board may request a change in membership if the member is insufficiently active or does not participate in services at an appropriate level.
 - C. General Members are Members who are stakeholders in MDREN, but not to the level of Principal Members. These members are eligible to represent their educational segment on the MDREN Board.
 - D. Associate Members are Members who wish to participate in MDREN and who are ineligible to be Charter, Principal, or General members. These members are not eligible for representation on the MDREN Board or standing committees.
- IV. MDREN Board Representation and Term.

The MDREN Board will comprise the following representation:

 - A. Each Charter Member will have one SEAT on the Board.
 - B. Each Principal Member will have one SEAT on the Board.
 - C. Each seat on the board shall have a Primary Representative and a Delegated Representative. For charter and principal members, the Primary Representative and Delegated Representative will be named by the institution, while, for General Members, segment representatives will be named by their respective segment. The Delegated Representative will have full voting rights in the absence of the Primary Representative.
 - D. Each General Member segment will have one SEAT on the Board for each 5 General Members in that segment with rounding up from 3 and down from 2.
 1. Other than the USM, the segments are (1) Community Colleges, (2) K-12 LEAs, and (3) other higher education entities, specifically MICUA, Morgan State and St. Mary's
 2. Each General member segment will be responsible for selecting its Board representatives
 3. 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
 - E. The Executive Director of MDREN will serve as an ex officio, non-voting member
 - F. Board Members will serve staggered three-year terms. Terms begin July 1 and end June 30. One third of the membership within membership category will stand for nomination/election each year.

- G. 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.

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

- A. A quorum will be 2/3rds of the SEATs eligible to vote
- B. Action will be taken pursuant to 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 prior to 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 a 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 a 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 a 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.

VII. 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

VIII. 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.

IX. MDREN Committees.

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

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 activities of the Membership and Services, 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 give approval for 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

NINE (or ten) voting representatives will comprise the Executive Committee

1. 4 representatives from the USM institutions
2. 1 Principal member (if any exist)
3. USM CIO
4. Chair of the MDREN Board
5. 1 from the Community Colleges
6. 1 from the K-12 LEAs
7. 1 from the independent private and public universities (MICUA, Morgan and St. Mary's)
8. The Executive Director of MDREN will serve as an ex officio, non-voting member

Each institution or segment with representation on the Executive Committee will have ONE vote

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 SIX voting representatives. If a quorum is present, a MAJORITY of affirmative votes (minimum FOUR) 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 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.

Finance Committee

The MDREN Finance Committee should work with the MDREN staff to establish the annual budget; develop business plans for MDREN; and work with consortia of members wishing to establish new services in creating a service financial plan. It should advise the Board on such matters as the pricing of Charter memberships, membership fees, pricing for services, maintaining a 5-year financial plan and other financial issues.

Composition and Quorum

EIGHT (or nine) voting representatives will comprise the Finance Committee. It will be desirable to have as many of these 8 be Board members as possible.

1. 4 representatives from the USM institutions
2. 1 Principal member (if one exists)
3. USM CIO's Office
4. 1 from the Community Colleges
5. 1 from the K-12 LEAs
6. 1 from the independent private and public universities (MICUA, Morgan and St. Mary's)
7. The Executive Director of MDREN will serve as an ex officio, non-voting member

Each institution or segment with representation on the Finance Committee will have ONE vote

Each institution or segment with representation on the Finance 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 FIVE voting representatives. If a quorum is present, a MAJORITY of affirmative votes (minimum THREE) is required to pass any action. The same voting rules and processes for the Executive Committee will apply to the Finance Committee

The Board has the right to replace a voting representative who is insufficiently active

Committee Members will serve staggered three-year terms. Terms begin July 1 and end June 30. One third of the membership within 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 in the remainder of the term of the departing member.

Membership and Services Committee

The MDREN Membership and Services Committee should work with the MDREN staff to attract and support new members. The specific criteria for the membership categories will be developed by this committee and approved by the Board. It should advise the Board regarding services that may be desired by groups of members or potential members. It should work with the MDREN staff and the Board to maintain communications with members and potential members. Membership applications will be reviewed by the Membership and Services Committee in consultation with both the Finance and Technical/Engineering Committees. The final recommendation is sent to the Executive Committee who would affirm or deny the recommendation or request further analysis. The Executive Committee will inform the Board of Directors of the decision at the next meeting of the Board.

Composition and Quorum

EIGHT (or nine) voting representatives will comprise the Membership and Services Committee

1. 4 representatives from the USM institutions
2. 1 Principal member (if one exists)
3. USM CIO's Office

4. 1 from the Community Colleges
5. 1 from the K-12 LEAs
6. 1 from the independent private and public universities (MICUA, Morgan and St. Mary's)
7. The Executive Director of MDREN will be an ex officio, non-voting member

Each institution or segment with representation on the Membership and Services Committee will have ONE vote

Each institution or segment with representation on the Membership and Services 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 FIVE voting representatives. If a quorum is present, a MAJORITY of affirmative votes (minimum THREE) is required to pass any action. The same voting rules and processes for the Executive Committee will apply to the Membership and Services Committee

The Board has the right to replace a voting representative who is insufficiently active

Committee Members will serve staggered three-year terms. Terms begin July 1 and end June 30. One third of the membership within 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.

Technical/Engineering Committee

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

Composition and Quorum

EIGHT (or nine) voting representatives will comprise the Engineering Committee

1. 4 representatives from the USM institutions
2. 1 Principal member (if one exists)
3. Director of MDREN Operations will chair the committee
4. 1 from the Community Colleges
5. 1 from the K-12 LEAs
6. 1 from the independent private and public universities (MICUA, Morgan and St. Mary's)

Each institution or segment with representation on the Engineering Committee will have ONE vote

Each institution or segment with representation on the 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

Bylaws

A quorum will be FIVE voting representatives. If a quorum is present, a MAJORITY of affirmative votes (minimum THREE) is required to pass any action. The same voting rules and processes for the Executive Committee will apply to the Engineering Committee

The Board has the right to replace a voting representative who is insufficiently active

Committee Members will serve staggered three-year terms. Terms begin July 1 and end June 30. One third of the membership within 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.