

ARTICLE I
Board of Directors

Section 1.01 Powers.

- (a) The Corporation for National and Community Service (hereinafter referred to as the "Corporation") shall be administered by a Board of Directors (hereinafter referred to as the "Board") as established by the National and Community Service Act of 1990, as amended (hereinafter referred to as the "Act").
- (b) Without prejudice to the general powers of the Board, it is hereby expressly declared that the Board shall have responsibility for setting overall policy for the Corporation, and shall perform the following functions:
 - (1) Review and approve the strategic plan prepared by the Chief Executive Officer, and annual updates of the plan.
 - (2) Review the budget proposal in advance of submission to the Office of Management and Budget.
 - (3) Review and approve proposals prepared by the Chief Executive Officer, with respect to grants, allotments, contracts, financial assistance, payment, and positions.
 - (4) Review and approve the proposal prepared by the Chief Executive Officer, regarding regulations, standards, policies, procedures, programs, and initiatives.
 - (5) Review and approve the evaluation plan prepared by the Chief Executive Officer.
 - (6) (A) Review, and advise the Chief Executive Officer regarding, the actions of the Chief Executive Officer with respect to the personnel of the Corporation, and with respect to such standards, policies, procedures, programs, and initiatives as are necessary or appropriate to carry out the national service laws; and (B) inform the Chief Executive Officer of any aspects of the actions of the Chief Executive Officer that are not in compliance with the above referenced annual strategic plans, evaluation plan, or are not consistent with the objectives of the National and Community Service Act of 1990, as amended.
 - (7) Receive any audit reports transmitted by the Chief Executive Officer, and reports prepared by the Inspector General.
 - (8) Make recommendations relating to a program of research for the Corporation with respect to national and community service programs, including service-learning programs.
 - (9) Advise the President and the Congress concerning developments in national and community service that merit the attention of the President and the Congress.
 - (10) Ensure effective dissemination of information regarding the programs and initiatives of the Corporation.
 - (11) Notwithstanding any other provision of law, make grants to or contracts with Federal and other public departments or agencies and private nonprofit organizations, for the assignment or referral of volunteers under the provisions of title I of the Domestic Volunteer Service Act of 1973 (42 U.S.C. 4950 et seq.) and enter into agreements with other Federal agencies or private nonprofit organizations for the support of programs under the national service laws, in accordance with section 192A(g)(10); and

- (12) Prepare and make recommendations to the Congress and the President for changes in the national service laws resulting from the studies and demonstrations the Chief Executive Officer is required to carry out, which recommendations shall be submitted to the Congress and President not later than January 1, 2012.
 - (13) As part of the agenda of meetings of the Board, the Board shall review projects and programs conducted or funded by the Corporation under the national service laws to improve the coordination between such projects and programs, and the activities of other Federal agencies that deal with the individuals and communities participating in or benefiting from such projects and programs. The ex officio Members of the Board specified in section 1.03(b) shall jointly plan, implement, and fund activities in connection with projects and programs conducted under the national service laws to ensure that Federal efforts attempt to address the total needs of participants in such programs and projects, their communities, and the persons and communities the participants serve.
 - (14) Review the performance of the Chief Executive Officer, including performance of any delegations made under section 1.01(c), and forward a report on that review to the President.
- (c) Delegations of Authority.
- (1) The Board may, by formal resolution, delegate responsibilities to the Chief Executive Officer upon determining that such a delegation would strengthen and make more effective its oversight of the management and operation of the Corporation.
 - (2) The Board may not, upon making a formal delegation, intervene in, direct, or attempt to influence the Chief Executive Officer in making decisions authorized under the delegation; provided that nothing in this section shall prohibit the Board from responding to any request by the Chief Executive Officer.
 - (3) Notwithstanding section 1.01(c)(2), the Board retains ultimate responsibility for ensuring its powers and duties are properly exercised, and must monitor, through regular reports or other mechanisms, the Chief Executive Officer's performance in carrying out the delegated authority and compliance with the limitations set forth in the delegation.
 - (4) The Board may only revoke a delegation by formal resolution.

Section 1.02 Bylaws.

- (a) Once approved by the Board, these Bylaws shall remain in effect until amended by a majority vote of a quorum of the Board.
- (b) These bylaws shall be distributed to any new Member of the Board upon the acceptance of his or her duties.

Section 1.03 Composition.

- (a) The Board shall be composed of 15 Members. One Member must be an individual between the ages of 16 and 25 who has served in a school-based or community-based program or is or was a participant or supervisor in a program. The Members of the Board shall be appointed by the President, with the advice and consent of the Senate.

- (b) The Secretary of Education, Secretary of Health and Human Services, Secretary of Labor, Secretary of Interior, Secretary of Agriculture, the Secretary of Housing and Urban Development, the Secretary of Defense, the Attorney General, the Director of the Peace Corps, the Administrator of the Environmental Protection Agency, and the Chief Executive Officer shall serve as ex officio nonvoting Members of the Board. The heads of these agencies may designate a person to represent them at the Board meetings.
- (a) The Act provides that the President shall, to the maximum extent practicable, appoint Members:
 - (1) who have extensive experience in volunteer or service activities, which may include programs funded under one of the national service laws, and in State government;
 - (2) who represent a broad range of viewpoints;
 - (3) who are experts in the delivery of human, educational, environmental, or public safety services;
 - (4) so that the Board shall be diverse according to race, ethnicity, age, gender, and disability characteristics; and
 - (5) so that no more than 50 percent of the appointed Members of the Board, plus 1 additional appointed Member, are from a single political party.

Section 1.04 Qualifications.

- (a) All Board Members shall be required to execute a statement that they will faithfully discharge their duties:
 - (1) in good faith;
 - (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
 - (3) in a manner he or she reasonably believes to be in the best interests of the Corporation.

Section 1.05 Term of Office.

- (a) Each Member of the Board shall serve for a term of five (5) years, except in the case of an individual appointed to fill the remainder of a term for a Member who departed prior to the expiration date of his or her term.
- (b) A voting Member of the Board whose term has expired may continue to serve on the Board until the date on which the member's successor takes office, which period shall not exceed one (1) year. If a Member elects not to continue to serve upon expiration of his or her term, the Member will notify the President in writing.

Section 1.06 Vacancies.

- (a) As vacancies occur on the Board, new Members shall be appointed by the President, with the advice and consent of the Senate, and serve for the remainder of the term for which the predecessor of such Member was appointed.
- (b) A vacancy on the Board shall be deemed to exist in case of the death, resignation, incapacity, or removal of any Member or if the authorized number of Members is

increased. Only the President shall have the power to remove a Member from the Board.

Section 1.07 Resignation.

- (a) Any Member may resign at any time upon delivery of written notice to the President.
- (b) A resignation is effective when the notice is delivered unless the notice specifies a later date.

Section 1.08 Compensation.

- (a) Members shall not receive any compensation or salaries for their services.
- (b) While away from their homes or regular places of business on the business of the Corporation, Members of the Board may be allowed travel expenses, including per diem in lieu of subsistence, as is authorized by section 5703 of title 5, United States Code, for persons employed intermittently in the Government service.

Section 1.09 Status of Board Members.

- (a) For purposes of the provisions of chapter 1 of part I of title 18, United States Code, and any other provision of Federal law, a Member of the Board (to whom such provisions would not otherwise apply except for this subsection) shall be a Special Government Employee.
- (b) For the purposes of the tort claims provisions of chapter 171 of title 28, United States Code, a Member of the Board shall be considered to be a Federal employee.

Section 1.10 Administration.

The Federal Advisory Committee Act (5 U.S.C. App.) shall not apply with respect to the Board.

Section 1.11 Ex Parte Communications

- (a) Board Members may not engage in ex parte communications with any organization or individual on a matter currently pending before the Corporation, including, but not limited to, selection of an applicant for federal assistance, suspension, termination, debarment, audit resolution, or investigation of an existing grant recipient, and the substance of a proposed rulemakings during the notice and comment period without the prior consent of the Designated Agency Ethics Official.
- (b) An ex parte communication is a private communication between a Board Member acting as a representative of the Corporation and someone outside the government on the substance of a matter currently pending before the Corporation.
- (c) If a Board Member is contacted by an organization or individual outside of the government on a matter currently pending before the Corporation, the Member may respond by acknowledging receipt, referring the individual to Corporation

staff, or providing a standard response that does not address the substance of the matter, as appropriate.

- (d) Nothing in this section shall be construed as limiting the Board's ability to fulfill its responsibilities with regard to communications with the President and Congress.

ARTICLE II

Meetings and Actions of the Board

Section 2.01 Meetings.

- (a) Pursuant to the provisions of the Government in the Sunshine Act all meetings shall be held open to the public, unless exempted under section 2.02.
- (b) The Board shall meet not less than three (3) times each year.
- (c) As a general rule, Board meetings will be regular, in person meetings. A Member who participates by telephone or any means of communication by which all Members participating may simultaneously hear shall be deemed to be present and in person. If circumstances warrant in the judgment of the Board, meetings may be conducted solely by telephone or other means of communication to ensure the participation of all Members, so long as any Members of the public in attendance are not thereby excluded.
- (d) Special meetings of the Board shall be held at the call of the Chairperson, or if six (6) Members of the Board request such meetings in writing.

Section 2.02 Closed Meetings.

- (a) Pursuant to the provisions of the Government in the Sunshine Act, some Board meetings or portions of meetings may be closed to the public.
- (b) A closed meeting may only be held when a majority of the Board votes to take such action.
 - (1) A separate vote of the Board shall be taken with respect to each Board meeting a portion or portions of which are proposed to be closed to the public pursuant to subsection 2.02(a).
 - (2) Each such vote shall be recorded.

Section 2.03 Minutes.

- (a) The Corporation shall make promptly available to the public, in a place easily accessible to the public, the transcript, electronic recording, or minutes of the discussion of any item on the agenda, or of any item of the testimony of any witness received at the meeting, except for such item or items of discussion or testimony as the Board determines to contain information which may properly be withheld under subsection 2.02(a), or any other relevant provision of law.
 - (1) Minutes shall fully and clearly describe all matters discussed and shall provide a full and accurate summary of any actions taken, and the reasons therefore, including a description of each of the views expressed on any item and the record of any roll call vote (reflecting the vote of each Member on the question).

- (2) All documents considered in connection with any action shall be identified in the minutes.
- (b) Copies of such transcript, or minutes, or a transcription of such recordings disclosing the identity of each speaker shall be furnished to any person at the actual cost of duplication or transcription.
- (c) The Corporation shall maintain a complete, verbatim copy of the transcript, a complete copy of the minutes, or a complete electronic recording of each meeting, or portion of a meeting, closed to the public, for a period of at least two (2) years after such meeting, or until one (1) year after the conclusion of any proceeding with respect to which the meeting or portion was held, whichever is later.

Section 2.04 Place of Meeting.

- (a) Meetings of the Board shall be held at any place that has been designated by resolution of the Board or by written consent of all Members of the Board.
- (b) Absent a designation by the Board, meetings shall be held in Washington, D.C.

Section 2.05 Notice to Board Members

- (a) Notice of meetings shall be given, along with meeting agendas, at least three (3) days prior to the meeting.
 - (1) Notice by mail, postage prepaid, shall be deemed to have been given at the time a written notice is deposited in the United States mail.
 - (2) Any other written notice shall be deemed to have been given at the time it is personally delivered to recipient, delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means. Electronic means include facsimile, telex, telegraph, telecopy, or other similar means.
 - (3) Oral notice shall be deemed to have been given at the time it is communicated in person or by telephone or wireless to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.
- (b) Notice of special meetings shall be given at least two (2) days prior to the meeting.

Section 2.06 Waiver of Notice by Board Members.

- (a) Any Member may waive notice of any meeting by signing a waiver of notice, either before or after the meeting.
- (b) The attendance of any Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 2.07 Public Notice.

- (a) In the case of each meeting, the Corporation shall announce in the Federal Register, at least one (1) week prior to the meeting, the time, place, and subject matter of the meeting, whether it is to be open or closed, and the name and the phone number of

- the official designated by the Corporation to respond to requests for information about the meeting.
- (b) The time or place of the meeting can be changed following the public announcement only if the Corporation publicly announces such a change at the earliest practicable time.
 - (c) The subject matter of a meeting, or the determination of the Corporation to open or close a meeting, or portion of a meeting, to the public, may be changed following the public announcement only if:
 - (1) a majority of the Board determines by a recorded vote that Corporation business so requires and that no earlier announcement of the change was possible; and
 - (2) the Corporation publicly announces such change and the vote of each Member upon such change at the earliest practicable time.

Section 2.08 Quorum.

- (a) A majority of the appointed Board Members shall constitute a quorum for the transaction of business at any meeting of the Board.
- (b) If less than a quorum of the Board is present at a meeting, a majority of the Members present may adjourn the meeting without further notice.

Section 2.09 Voting.

- (a) If a quorum is present when a vote is taken, the affirmative vote of a majority of Members present is the act of the Board.
- (b) A Member who is present at a meeting of the Board when action is taken is deemed to have assented to the action unless:
 - (1) the Member objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or
 - (2) the Member's dissension or abstention from the action taken is entered on the record of the meeting; or
 - (3) the Member delivers written notice of dissent or abstention to the presiding officer of the meeting prior to adjournment.
- (c) The right of dissension or abstention is not available to a Member who votes in favor of the action taken.

Section 2.10 Action Without a Meeting.

Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by a quorum of the Members.

Section 2.11 Executive Committee.

- (a) The Chairperson of the Board and Chairpersons of each of the Board's standing committees established by the Board shall constitute an Executive Committee,

who shall have and may exercise, so far as may be permitted by law, all authority of the Board in administering the Corporation.

- (b) A majority of the Members of the Executive Committee then in office shall constitute a quorum for the transaction of business. The act of a majority of those present at a meeting at which a quorum is present shall be the act of the Executive Committee.
- (c) The Executive Committee shall keep a record of its acts and proceedings and shall report thereon to the Board.

Section 2.12 Committees.

The Chairperson may designate one or more committees, each committee to consist of two (2) or more Members.

ARTICLE III Officers

Section 3.01 Officers.

The officers of the Board shall be the Chairperson and Vice-Chairperson.

Section 3.02 Election, Removal, and Resignation.

- (a) Officers shall be elected by the Board.
- (b) Any officer elected by the Board may be removed, either with or without cause, by resolution passed by the Board at any meeting.
 - (1) Removal can only be accomplished by a majority vote of the Members then holding office.
 - (2) The removal power only applies to status as an officer, not to status as a member.
- (c) Any officer may resign at any time, either orally or in writing, by notifying the Chairperson.
 - (1) Such resignation shall take effect at the time it is delivered, unless it specifies a later date.
 - (2) The acceptance of a resignation shall not be necessary to make it effective.
 - (3) Any officer may resign from his position as officer without resigning his or her position as a Member.

Section 3.03 Chairperson.

- (a) The Chairperson's term of service shall be two years, with no limit on the number of terms an individual may serve as Chairperson.
- (b) The Chairperson shall, if present, preside at all meetings of the Board and of the Executive Committee.
- (c) If the Chairperson is absent from a Board meeting, the Vice-Chairperson shall preside.

- (d) The Chairperson shall exercise and perform such other powers and duties as may be from time to time assigned by the Board or prescribed by these by-laws.

Section 3.05 Authorities of Officers.

- (a) The Chairperson of the Board may call and conduct meetings of the Board.
- (b) The Vice Chairperson of the Board may conduct meetings of the Board in the absence of the Chairperson.

Section 3.06 Vacancies.

- (a) A vacancy in any office due to death, resignation, removal or other cause shall be filled by the Board for the duration of the unexpired term.
- (b) If a vacancy occurs in the office of Chairperson, the Vice-Chairperson shall serve as Chairperson until the Board fills the vacancy pursuant to paragraph (a) of this section.
- (c) The vacancy shall not affect the power of the remaining Members to execute the duties of the Board.

ARTICLE IV
Conflicts of Interest

Section 4.01 Application of Laws.

Board Members are subject to the restrictions on representation, post-employment, and financial conflict of interest laws pertaining to Special Government Employees in 18 U.S.C. §§ 201, 203, 205, 207, and 208 as well as implementing regulations promulgated by the U.S. Office of Government Ethics.

Section 4.02 Existence of Conflict of Interest.

A conflict of interest may exist when a Member participates personally and substantially in any particular matter in which, to the Member's knowledge, the Member or any person whose interests are imputed to the Member has a financial interest, if the particular matter will have a direct and predictable effect on that interest.

The financial interests of the following persons will serve to disqualify a Member to the same extent as if they were the Member's own interests:

- (i) The Member's spouse;
- (ii) The Member's minor child;
- (iii) The Member's general partner;
- (iv) An organization or entity which a Member serves as officer, director, trustee, general partner or employee; and

(v) A person with whom a Member is negotiating for or has an arrangement concerning prospective employment.

Section 4.03 Disclosure.

- (a) If any such potential conflict, or the appearance of a conflict of interest exists and arises with regard to a matter requiring action by the Board, the interested Member shall call the conflict to the attention of the Board and shall not participate on the matter.
- (b) The interested Member or the Chairperson will seek the advice of the Designated Agency Ethics Official to determine whether the Member must remain disqualified from participation in the matter.

Section 4.04 Limitation on Participation.

- (a) Except as provided in section 4.04(b), a Member shall not participate in the administration of a grant program (including any discussion or decision regarding the provision of assistance or approved national service positions, or the continuation, suspension, or termination of such assistance to any program or entity) if the Member is, or was in the previous calendar year, an officer, director, trustee, full-time volunteer, or employee of a program or entity that has an application pending before the Corporation.
- (b) A Member may participate after disclosure of the relevant facts to the Designated Agency Ethics Official, if the Designated Agency Ethics Official determines that the participation would not constitute a conflict of interest or the Designated Agency Ethics Official grants an authorization or waiver pursuant to the federal ethics laws.

Section 4.05 Annual Review.

- (a) A copy of the foregoing conflict of interest policy shall be furnished to each Member and officer of the Corporation.
- (b) This policy shall be reviewed annually.
- (c) This policy shall be distributed to any new Members upon the acceptance of their duties.