

**BYLAWS
OF THE
AIR UNIVERSITY BOARD OF VISITORS**

ARTICLE I: PURPOSE

The Air University (AU) Board of Visitors (hereafter referred to as “the Board”), pursuant to chapter 10 of title 5, U.S.C.(commonly known as “the Federal Advisory Committee Act” or “FACA”) shall provide the Secretary of Defense and the Deputy Secretary of Defense (“the DoD Appointing Authority”), through the Secretary of the Air Force, with independent advice and recommendations on educational, doctrinal, and research policies and activities of Air University (“AU”). The Board shall be responsible for making recommendations on significant decisions of policy and procedures for such activities.

ARTICLE II: RULES OF CONSTRUCTION

Nothing in these bylaws shall be construed to supersede of the provisions of the charter of AU Board of Visitors, the public laws of the United States, nor any Department of the Air Force (DAF) or Department of Defense (DoD) regulation, directive, or instruction; DoD issuances take precedent over DAF issuances. Nothing in these bylaws shall be construed to create liability for any Board member or for actions taken by the Board or AU.

ARTICLE III: COMPOSITION

The Board is appointed by the Secretary of Defense and provide the Secretary of Defense and the Deputy Secretary of Defense, through the Secretary of the Air Force, with independent advice and recommendations on educational, doctrinal, and research policies and activities of AU. As described in its charter, the Board shall be comprised of no more than fifteen members and will meet at the call of the Board’s Designated Federal Officer (DFO), in consultation with the Board Chair and the Air University Commander and President.

ARTICLE IV: POWERS AND DUTIES

The DFO shall ensure that the Board complies fully with: (a) all governing Federal statutes and regulations; (b) DoD Instruction 5105.04, “Department of Defense Federal Advisory Committee Management Program,” dated August 6, 2007; (c) Directive-type Memorandum (DTM) 21-002 – Federal Advisory Committee Management Program Ethics Responsibilities, dated May 21, 2021 (incorporating change 2, dated April 20, 2023); (d) Deputy Secretary of Defense Memorandum, “Advisory Committee Management,” dated November 26, 2018; (e) applicable policy issued by the DoD Appointing Authority, or the Performance Improvement Officer and Director of Administration and Management; and (f) procedural guidelines issued by the DoD Advisory Committee Management Officer (ACMO).

ARTICLE V: OFFICERS

Section 1: Eligibility. Only appointed members approved by the DoD Appointing Authority will serve as officers of the Board.

Section 2: Terms. The Board Chair and Subcommittee Chairs will fill a two-year term that begins upon approval by the DoD Appointing Authority.

Section 3: Voting. Officers of the Board (Board Chair and Subcommittee Chairs) will normally be nominated by majority vote at the regular, annual Fall Board meeting every two years. In the event of a vacancy in any office of the Board, the Board may select an appointed member to fill the unexpired portion of the term of that office.

Section 4: Duties of the Chair. The Board Chair shall preside at all meetings of the Board; Foster a culture of inclusion by encouraging participation from all committee members and any member dissenting opinions; Determine, in consultation with the committee's DFO, parameters for if, and when members of the public can address the membership during an open meeting; and Sign and certify the meeting minutes within 90 days of the meeting in question.

Section 5: Duties of the Subcommittee Chair(s). The Subcommittee Chair(s) shall preside at their respective Subcommittee meeting; Foster a culture of inclusion by encouraging participation from all committee members and any member dissenting opinions; Determine, in consultation with the committee's DFO, parameters for if, and when members of the public can address the membership during an open meeting; and Sign and certify the meeting minutes within 90 days of the meeting in question.

ARTICLE VI: MEMBERSHIP

Section 1: Length of Service. In accordance with DoD policy, Board members, to include subcommittee members, may serve no more than two consecutive terms of service of one-to-four years, with annual renewals, which is at the discretion of the DoD Appointing Authority. The DFO's goal is for Board/Subcommittee membership to be staggered so that no more than one-third of the members are replaced in any given year.

Section 2: Appointment/Nominations. Nominees for membership are accepted from present or former Board /Subcommittee members, AU school personnel, and other DAF and DoD personnel. The DFO accepts nominations throughout the year and will propose nominees to the DoD Appointing Authority IAW the Board Balanced Membership Plan.

Section 3: Removal. Members may resign at any time or may be removed for cause. Resignations must be submitted in writing to the Chair and/or the DFO. In the unlikely event a member must be removed for cause, the Secretary of Defense, or designee, shall have the authority to do so.

Section 4: Ethical Obligations. No Board/Subcommittee member shall have any personal or familial, contractual, employment, or financial interest in AU. Members are appointed as special or regular government employee and must comply with all applicable ethics laws. All Board and Subcommittee members are required to complete annually the Office of Government Ethics Form 450, *Confidential Financial Disclosure Report*, and the Ethics Training Certification

Section 5: Balance. Committee membership shall be balanced in terms of points of view, diversity, and the functions to be performed.

ARTICLE VII: SUBCOMMITTEES

Section 1: Subcommittees. The mission of AU encompasses broad educational areas such as: graduate education, undergraduate education, Professional Continuing Education, Professional Military Education, and officer accessions. For the Board to provide comprehensive advice on AU operations, the DoD may authorize the establishment of subcommittees. In accordance with DoD policy and the Board's charter, the establishment of each subcommittee must be in response to written tasks or terms of references approved by the DoD Appointing Authority or the Secretary of the Air Force. No subcommittee may begin work unless the written tasks or ToRs are approved, the DoD Appointing Authority approves the subcommittee membership, to include leadership appointments, and the individual members are on-boarded, to include taking their oath of office.

Subcommittees cannot work independently of the Board and must report all its recommendations and advice solely to the Board for its thorough deliberation and discussion at a publicly noticed and open Board meeting, subject to the Sunshine Act. Subcommittees have no authority to make decisions and recommendations, orally or in writing, on behalf of the Board. Neither the subcommittee nor any of its members may provide updates or report directly to the DoD or to any Federal officers or employees, whether orally or in writing. If a majority of Board members are appointed to a particular subcommittee, then that subcommittee may be required to operate pursuant to the same notice and openness requirements of the FACA which govern the Board's operations.

Each subcommittee is limited to no more than 15 members as determined by the DoD Appointing Authority, and subcommittee members are appointed in the same manner as Board members. Subcommittees meet at the call of the Board's DFO.

Section 2: The Air Force Institute of Technology (AFIT) Subcommittee. The Air Force Institute of Technology (AFIT) Subcommittee is a permanent subcommittee under the charter of the Board. The AFIT Subcommittee provides advice and recommendations to the Board concerning engineering and technology graduate programs according to its Terms of Reference.

Section 3: The Community College of the Air Force (CCAF) Subcommittee. The Community College of the Air Force (CCAF) Subcommittee is a permanent subcommittee under the charter of the Board. The CCAF Subcommittee provides advice and recommendations to the Board concerning the programs it administers, the affiliations it makes with other academic

institutions, and the policies governing its programs and the recognition Airmen receive for their completion according to its Terms of Reference.

Section 5: Subcommittee Voting. Only appointed members of a Subcommittee may vote in any deliberations of that Subcommittee. An affirmative vote of a majority of the members present of a Subcommittee shall be required for any recommendation by the Subcommittee to the Board. Minority opinions must be provided to the Board if Subcommittee members so desire. Subcommittee members may vote by any means.

Section 6: Reporting. The Chair of each Subcommittee will report the action and findings, of the Subcommittee to the entire Board in the form of Subcommittee meeting minutes.

ARTICLE VIII: MEETINGS, PROCEDURAL RULES, QUORUM, AND VOTING

Section 1: Meetings. There shall be at least two full Board meetings annually, one in the Spring and one in the Fall. There shall be at least one full subcommittee meeting of each subcommittee annually. All meetings shall proceed according to a written agenda provided to members in advance of such meeting. All meetings will be conducted according to the Federal Advisory Committee Act requirements.

Section 2: Procedure. Except as noted herein, the meetings of the Board/Subcommittee will be conducted in the spirit with the latest edition of *Robert's Rules of Order*.

Section 3: Quorum. A quorum to conduct business of the Board/Subcommittee shall consist of a majority of appointed members (present in person or by electronic means) then serving.

Section 4: Voting. Only appointed Board members may vote. An affirmative vote of a majority of the appointed members at a meeting with a quorum present shall be required for any official action of the Board. Board members may vote by any means.

Section 5: Proposed Motions for Voting. Only appointed members, including the Chair, may propose motions for a vote or may second the motions of others.

Section 6: Support: The AU Academic Affairs Office will assist the Board and Chairs of any subcommittee with any necessary information and administrative support.

Section 7: Communication Requirements. The AU Academic Affairs Office shall inform all Board members of relevant AU activities at least twice annually in writing.

Section 8: Meetings Materials. Unclassified meeting materials will be provided via electronic means in advance of meetings. Federal law requires the public to also be provided these same unclassified meeting materials.

ARTICLE IX: AMENDMENTS TO THE BYLAWS

The Board may amend the bylaws by a majority vote of the Board members after reasonable deliberation. Proposed changes will be coordinated through the DFO, the AF Group Federal Officer and the Deputy General Counsel, Fiscal, Ethics and Administrative Law, (SAF/GCA) prior to formal adoption by the AU Board, to eliminate potential conflicts.