

# BYLAWS OF THE GLOBAL COLLABORATORY FOR DRYLANDS AND THE CITY

## ARTICLE I - NAME, PURPOSE, AND CHARTER

**Section 1: Name.** The name of the organization shall be “The Global Collaboratory for Drylands and the City” (hereafter referred to in this document as “the Global Collaboratory”).

**Section 2: Purpose.** The Global Collaboratory is a joint venture of six strategically located and internationally known research institutions concerned with issues of urbanization and the sustainable economic development of drylands. The Global Collaboratory will provide its participating institutions an organizational vehicle for more effective research, education, and problem solving on a global scale.

**Section 3. Charter.** The Global Collaboratory was established by Memorandum of Understanding ([MOU](#)) of its founding members, effective July 2, 2007 (Attachment 1).

The founding members of the Global Collaboratory are:

Argentina:	Instituto Argentino de Investigaciones de las Zonas Áridas
China:	Cold and Arid Regions Environmental and Engineering Research Institute
Egypt:	Desert Research Center
Israel:	Jacob Blaustein Institutes for Desert Research
Namibia:	Desert Research Foundation of Namibia
USA:	Desert Research Institute, Nevada System of Higher Education

The MOU is the principal governing document for the Global Collaboratory. These Bylaws are intended to be consistent with the MOU. In the event of an unintended conflict between the Bylaws and the MOU, the MOU has precedence.

## ARTICLE II – Plenary Board

**Section 1: Plenary Board Role, Size, and Compensation.** The Plenary Board is the governing body of the Global Collaboratory and is responsible for overall policy and direction. Each member of the Global Collaboratory shall have one vote on the Plenary Board. Each member institution shall appoint one representative to the Plenary Board to represent institutional interests in the Global Collaboratory and to exercise its vote. Representatives serve without compensation from the Global Collaboratory or Plenary Board. Members of the Plenary Board will comprise the “Board of Directors”.

**Section 2: Duties of the Plenary Board.** The Plenary Board shall:

- 1) Elect officers and establish and set their duties.
- 2) Establish such committees as needed or desired to facilitate the activities of the Plenary Board.
- 3) Conduct the business of the Global Collaboratory.
- 4) Represent the Global Collaboratory to its stakeholders and the general public.

## ARTICLE III - OFFICERS OF THE ORGANIZATION

**Section 1: Executive Director.** The Plenary Board shall appoint an Executive Director who will be the Chief Operating Officer. The Executive Director will:

- 1) Be responsible to the Board of Directors for the operations of the Global Collaboratory according to the policies adopted and approved by the Plenary Board.
- 2) Be responsible for the preparation of an Annual Report to the members.
- 3) Prepare and recommend to the Plenary Board any organizational policies and operating procedures consistent with best practices of organizational management.
- 4) Manage the activities and operations of the organization in a fashion consistent with the policies and procedures as approved by the Board of Directors.
- 5) Convene regularly scheduled and special meetings, and preside or arrange for the Associate Director to preside at each meeting.

**Section 2: Associate Director.** The Plenary Board shall appoint an Associate Director who will be the Secretary of the Organization. The Associate Director will:

- 1) Be responsible for keeping records of Plenary Board actions, including overseeing the taking of minutes of all Plenary Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each representative, and assuring that Global Collaboratory records are maintained.
- 2) Assist the Executive Director in carrying out the activities of the Global Collaboratory.
- 3) Preside over meetings in the absence of the Executive Director.

**Section 3: Term of Office.** Officers shall serve for a term of two years, and may be reappointed. Officers serve at the discretion of the Plenary Board. Officers may be replaced without prejudice at any time by a majority vote of the members.

## ARTICLE IV - MEETINGS

**Section 1: Annual Meeting.** The date of the regular annual meeting shall be set by the Plenary Board, which shall also set the time and place. Meetings may be held, as agreed upon by the Plenary Board, by videoconference, teleconference, or other interactive media, including asymmetric media such as email.

**Section 2: Special Meetings.** Special meetings may be called by the Executive Director or by any two members acting through their representatives. Meetings may be held, as agreed upon by the Board, by videoconference, teleconference, or other interactive media, including asymmetric media such as email.

**Section 3. Notice.** Notice of each meeting shall be given to each member's representative, by email, not less than two weeks before the meeting. This requirement may be waived by written agreement of all of the representatives.

**Section 4. Meeting Chair.** Meetings shall be chaired by the Executive Director, or in the absence of the Executive Director, by the Associate Director.

**Section 5: Quorum.** A quorum must be attended in person or via electronic media by representatives of at least fifty-one percent of the members before business can be transacted or motions made or passed.

**Section 6. Voting.** Each member shall have one vote. All motions and business will be passed by a majority of those present or participating. Members must be present in person or via electronic media to vote. In the case of meetings held by asymmetric media such as email, any representative not responding within 72 hours shall be considered absent from the vote.

## **ARTICLE V - AMENDMENTS**

**Section 1:** These Bylaws may be amended when necessary by a two-thirds majority of the members. Proposed amendments must be submitted to the Associate Director to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Plenary Board of The Global Collaboratory for Drylands and the City on February 21, 2008.