

## The Problem

The ESIP Federation's ability to conduct business in recent years has been hampered by its inability to achieve a quorum at in-person business meetings. This occurs despite increased attendance at ESIP Federation meetings during the corresponding period. After thorough examination by the Constitution and Bylaws Committees, a number of governance provisions and other factors were identified that are believed to contribute to the quorum problem.

## Case for Making Changes

During the early years of the organization, partner participation in the business of the ESIP Federation was a contingency of their NASA project funding. As a result, participation rates in ESIP Federation business were high and quorums were established easily. As the ESIP Federation evolved, the partner base diversified beyond NASA-funded projects. Additionally, the original projects (and their funding) ran their course and many partner organizations chose not to continue their involvement with the ESIP Federation. Further, business meetings that were once held semi-annually are held annually in recent years. Organizations that chose to be inactive remain on the membership rolls, though they only contribute to a quorum count if they have participated in one of the last two business meetings.

The diversity of the ESIP Federation has fueled its growth and sustainability. Partner participation has become strictly voluntary – no longer compelled by a sponsoring agency. The ESIP Federation's governance documents – a Constitution and Bylaws – reflect a time when partner participation in the ESIP Federation was compulsory. At the beginning, ESIP Federation partners were concerned about the organization's ability to require individual members to do things that might not be good for individual partners. To respond to this view, a provision was adopted by the Assembly in its original Bylaws that required unanimous consent of the Assembly for anything compulsory to ESIP Federation partners.<sup>1</sup> One unintended consequence of this provision has been the ESIP Federation's inability (or unwillingness) to adopt governance changes that would result in a stronger, sustainable organization.

The founding structure of the ESIP Federation remains in tact. An Assembly governs the organization and annually elects leadership to represent the ESIP Federation throughout the year and guide its business. The ESIP Federation, now in its second decade, will benefit from a wholesale review of its governance documents. The governance documents should reflect the organization's evolution and prepare it for a sustainable future. A series of recommendations are presented below that highlight the changes needed to achieve sustainability.

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<sup>1</sup> **Bylaw II.2.7:** Resolutions may not be made binding on any ESIP if they would lead to specific obligations on that ESIP without its specific agreement. All binding resolutions shall be by unanimous consent of the entire Assembly. If unanimous consent on a particular course of action cannot be achieved, then the Assembly may either explicitly endorse multiple alternatives, or may "demote" the resolution to non-binding status.

## Recommendations

1. Repeal Bylaw II.2.7 – Resolutions may not be made binding on any ESIP if they would lead to specific obligations on that ESIP without its specific agreement. All binding resolutions shall be by unanimous consent of the entire Assembly. If unanimous consent on a particular course of action cannot be achieved, then the Assembly may either explicitly endorse multiple alternatives, or may "demote" the resolution to non-binding status.
  - Membership organizations thrive when there are minimum basic requirements for membership. While the ESIP Federation has a strict review for new partnership applications, there are no similar requirements for maintaining membership in the ESIP Federation. Bylaw II.2.7 makes it difficult to impose any requirement on a partner without unanimous consent.
2. Change Constitution Article IX.2.4 (Amending the Constitution) – The vote shall be by secret ballot. If two-thirds or more of the entire Assembly vote in favor of the proposed amendment, it shall be adopted.
  - Change the two-thirds requirement to something less (60% or 50% + 1)
3. Study and Interpret Constitution Article III.4.2 – Any ESIP may be removed from the ESIP Federation for conduct that in any way tends to substantially injure the ESIP Federation or to affect adversely its reputation, or that is destructive of the ESIP Federation's goals and objectives. No ESIP shall be removed except after opportunity to be heard as provided in the Bylaws and upon receiving a two-thirds vote for termination by the entire ESIP Federation Assembly.
  - Render legal opinion on whether non-participation constitutes "substantial injury" to the ESIP Federation.
  - Consider imposing basic requirements for ESIP partnership, above and beyond those considered in the application process (i.e., requirements beyond how germane a potential partner's activities are to the ESIP Federation)
4. Task the Partnership Committee to review ESIP Partnership Categories as outlined in Bylaws I.2.1, I.3.1, I.4.1, I.5.1, I.6.1, I.7.1 and Constitution Article III.2.4
  - Study relevance of keeping ESIP Types I, II, III, IV, V
  - Study whether new ESIP Types are needed