

By-Laws of the LONI Management Council

RULES FOR THE INTERNAL OPERATION AND THE TRANSACTION OF BUSINESS FOR THE LOUISIANA OPTICAL NETWORK INFRASTRUCTURE MANAGEMENT COUNCIL

ARTICLE I: DEFINITIONS

1.1 Management Council.

a. The Louisiana Optical Network Infrastructure (LONI) Management Council (Council) is charged with making recommendations to the Commissioner of Higher Education on the management of operations and associated business activities of LONI. The Council's decisions and recommendations shall be guided by the LONI goals and objectives as defined by the Louisiana Board of Regents in response to gubernatorial and legislative directives, and shall be responsive to the aspirations of participating systems of higher education.

1.2 Participating Systems of Higher Education. The systems and institutions of higher education that participate in LONI are:

- a. Louisiana Community and Technical College System (LCTCS)
- b. Louisiana State University System (LSU System)
- c. Southern University System (SU System)
- d. Tulane University (TU)
- e. The University of Louisiana System (UL System)
- f. LAICU Institutions other than Tulane (LAICU)

1.3 Principal Office.

The principal office of the Council shall be in the City of Baton Rouge , East Baton Rouge Parish, Louisiana.

ARTICLE II: MEMBERSHIP

2.1 Membership.

The Council shall be comprised of eighteen (18) members. Fourteen (14) shall represent the participating systems and institutions of higher education and specified State interests as described in Article 2.2. Three (3) shall serve as Advisors on issues of Economic Development, Science and Technology as described in Article 2.3. The LONI Executive Director shall serve on the Council as an ex officio member.

2.2 Designated Representatives.

Representation from the State of Louisiana and the participating systems and institutions of higher education shall be as follows:

- a. Governor's Office. One (1) member appointed by the Commissioner of Administration
- b. Louisiana Board of Regents. One (1) member appointed by the Commissioner of Higher Education
- c. LCTCS – two (2) members
- d. LSU System – two (2) members
- e. SU System – two (2) members
- f. UL System – two (2) members
- g. TU – two (2) members
- h. Nonpublic Postsecondary Educational Institutions of the Louisiana Association of Independent Colleges and Universities (LAICU) – one (1) member from a LAICU institution, other than Tulane University, participating in LONI selected by the president of LAICU
- i. Louisiana Educational Television Authority – one (1) member appointed by the LETA Executive Director

Members representing the participating systems of higher education (c. – h.) shall be appointed by the chief administrative officer of the respective system, institution, or as specified. At least one member from each system shall be from the research/scientific community. Each member shall serve a term of two years, renewable at the discretion of the chief administrative officer of the respective system or institution(s).

2.3 Advisors.

The Council shall include the following Advisors: a. Chief Scientist, b. Chief Technology Advisor, c. Chief Economic Development Advisor, and d. Chief Cybersecurity Advisor. The Chief Scientist, Chief Technology Advisor, and Chief Cybersecurity Advisor shall be appointed to the Council by the Commissioner of Higher Education for a term of two years, renewable at the discretion of the Commissioner. The Chief Economic Development Advisor shall be appointed to the Council by the Secretary of the Department of Economic Development for a term of two years, renewable at the discretion of the Secretary.

ARTICLE III: COUNCIL OFFICERS

3.1 Council Officers.

The officers of the Council shall be elected by the Council from among the present membership of the Council and shall be the Chair and Chair-Elect. These officers shall be elected annually and shall serve for a term of one year. No person shall serve in the same office for more than two consecutive terms. Vacancies occurring in any office shall be filled in a timely manner for the remainder of the unexpired term of the office. If a vacancy is filled with less than one year remaining, that officer shall not be deemed to have served a full term.

3.2 Chair of the Council.

The Chair shall preside over all meetings of the Council. With the advice of the Council, the Chair shall appoint members of all standing committees and special committees. The Chair shall also be responsible for scheduling meetings and developing the agenda for each meeting.

3.3 Chair-Elect of the Council.

The Chair-Elect shall serve in the absence of the Chair and shall perform all duties assigned by the Chair. The Chair-Elect shall also oversee the production and distribution of the Minutes of the Management Council meetings.

ARTICLE IV: COMMITTEES

4.1 Executive Committee

The Council shall form an Executive Committee, consisting of 9 Council members, to be recommended by the Chair subject to approval by a majority of the Council.

If a quorum of the Council is not present at a regularly called meeting of the Council, the Executive Committee shall proceed to consider matters on the agenda for that meeting, provided a quorum of the Executive Committee is present. Any action taken by the Executive Committee shall require the favorable vote of a majority of the Executive Committee, i.e., 5, and not just a majority of the Executive Committee members present. Any such official action taken by the Executive Committee in the absence of a quorum of the Council is subject to ratification by the Council at its next scheduled meeting.

The Executive Committee shall also consider such matters as are referred to it by the Council. It shall execute such orders and resolutions as shall be assigned to it at any meeting of the Council. The Executive Committee shall also take such action as is necessary when an emergency requiring immediate action arises during an interim between Council meetings. All acts of the Executive Committee shall be

submitted to the Council for ratification at its next scheduled meeting except in matters where the Council shall have delegated to the Executive Committee full power to act.

4.1.1 Membership.

The Executive Committee shall be composed of the Chairman, the Chair-Elect, the Secretary of the Council, the Executive Director and 5 additional members elected by the Council from its membership.

4.1.2 Officers.

The Chairman of the Board will be the Chairman of the Executive Committee, and the Chair-Elect of the Board will be the Chair-Elect of the Committee. The Chair-Elect will preside in the Chairman's absence.

4.1.3 Quorum.

A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. A favorable vote of a majority shall be necessary to take affirmative action. A quorum, once obtained, shall not thereafter be lost during the meeting. The absence of a quorum negates further action by the Committee but does not require adjournment of the meeting.

ARTICLE V: COMMITTEES

5.1 Regular Meetings.

The Council shall meet at least once each quarter, or at other times as fixed by the Council, or upon call of the Chair.

5.2 Special and Emergency Meetings.

- a. Special Meetings may be called at any time by the Chair in consultation with Council Officers. A Special Meeting shall be called (by the Chair, or by the Secretary) upon the written request of at least five (5) members of the Council, or on request of the Commissioner of Higher Education.
- b. An Emergency Meeting may be called at any time by the Chair in consultation with Council officers.

5.3 Location of Meetings.

The Council may hold meetings at any location in the state of Louisiana.

5.4 Notice of Meetings.

Written notice stating the place, day, hour and proposed agenda of each Council meeting shall be delivered to each Council member either personally, by mail, by electronic mail or by fax not less than:

- a. Seventy-two (72) hours before the meeting date for Regular Meetings.
- b. Forty-eight (48) hours before the meeting date for Special Meetings;
and
- c. Twenty-four (24) hours before the meeting date for Emergency Meetings.

Notice of meetings shall also be posted publicly as appropriate and provided to the Louisiana Board of Regents.

5.5 Quorum.

Eight members of the Council shall constitute a quorum and no binding action may be taken without a favorable vote of a majority of the members present.

5.6 Attendance.

Appointment to the Council carries an expectation of regular attendance. Acceptable forms of attendance include attendance in person, by teleconference or by videoconference. A member with three or more unexcused absences in a given year may be asked to resign. Excused absences may be granted by the Chair.

5.7 Proxies.

Proxy is permissible to represent any member of the Council at any meeting of the Council. The vote of a Council member may be delivered by proxy. Representation of a Council member by proxy may not be used to establish Quorum, and does not fulfill the attendance requirement of the represented member.

5.8 Rules of Order.

Except as provided herein, meetings shall be conducted in accordance with *Robert's Rules of Order*.

5.9 Order of Business.

The order of business of each Council meeting shall be as follows:

- a. Call to Order.
- b. Roll Call.
- c. Correction and approval of the minutes of the preceding Regular Meeting and of all Special or Emergency Meetings held subsequent thereto.
- d. Reports and recommendations of the Chief Scientist.
- e. Reports and recommendations of the Chief Economic Development Advisor.
- f. Reports and recommendations of the Chief Technology Advisor.
- g. Reports and recommendations from the Chair.
- h. Any specific agenda item placed on the notice by the Chair.
- i. Other business.
- j. Adjournment.

5.10 Minutes.

Written minutes of all meetings shall be taken. Minutes from each Council meeting shall be distributed by mail or electronic mail to each member of the Council within ten (10) days after the meeting. The minutes shall be considered as tentative until approved by the Council at its next Regular meeting. The vote and/or remark made by any individual Council member at any Council meeting shall be explicitly included in the minutes, upon the request of said Council member.

ARTICLE V1: AMENDMENTS TO BYLAWS

These Bylaws may be altered or amended in whole or in part at any regular meeting or at any special meeting provided the notice of such proposed amendments shall have been included in the notice of call of the meeting. All amendments to the Bylaws shall require the affirmative vote of at least a majority of the members of the Council.

Effective: Nov. 19, 2024