

CASS By-laws

Version 1, approved 2024-08-08

1. Name. The organization will be known as the Consortium for the Advancement of Scientific Software (CASS, hereafter the Consortium)
2. Members. The members of the Consortium will be divided as follows:
 - a. Core members, which exist to support specific communities or to provide crosscutting capabilities related to scientific software stewardship, and are expected to take an active role in the governance and activities of the Consortium, and
 - b. Affiliate members are members who wish to support the mission and goals of the Consortium, but who do not meet the commitments of core membership.
3. Steering Committee. The Steering Committee will be the governing body of the Consortium.
 - a. Commitment to openness and transparency. The Steering Committee will strive for openness and transparency in its governance processes, including, for important decisions, by
 - i. Developing and using objective criteria to make important decisions,
 - ii. Making decisions by consensus to the greatest extent possible, and
 - iii. Conducting meetings that are open to all participants in all member organizations in order to gather a wider range of input.
 - b. Composition. The Steering Committee will be comprised of representatives of the core members and affiliate members, as follows:
 - i. Each core member organization will select one representative to serve on the Steering Committee, and
 - ii. The affiliate members, collectively, will select one representative to serve on the Steering Committee for every five affiliate members.
 - iii. Steering Committee members may be replaced by their member organizations or may temporarily delegate their role to another member of their organization.
 1. Any permanent change in representation will be made by notifying the Officers of the Steering Committee.
 - c. Officers. The primary role of the Officers is to facilitate the operation of the Steering committee.
 - i. The officers of the Consortium will consist of a Chair, a Vice-Chair, and a Secretary.
 1. The Chair will, in consultation with the Steering Committee, develop and circulate the agendas for meetings and will convene and moderate such meetings. The Chair may delegate tasks to the Vice-Chair or Secretary.
 2. The Vice-Chair will perform such duties as requested by the Chair. In the Chair's absence, the Vice-Chair will perform the duties of the Chair.
 3. The Secretary will perform such duties as requested by the Chair. Additionally, the Secretary will be responsible for providing timely notice of meetings and preparing minutes from such meetings.
 - ii. The officers will be selected by the Steering Committee.
 - iii. The officers will serve for a term of one year.
 - c. Voting
 - i. Each Steering Committee member will have one vote.

- ii. Except as otherwise provided, decisions will require a simple majority vote.
- d. Meetings
- i. The Steering Committee will meet at least once every six months.
 - ii. Steering Committee meetings may be held in person, online, or hybrid.
 - iii. Unless otherwise agreed, Steering Committee meetings will be open to participation by any interested party.
 - 1. Any member of the Steering Committee may request that a meeting (or a portion thereof) be closed, for the discussion of matters considered sensitive. Attendance at closed meetings will be limited to Steering Committee members and additional experts as requested and agreed by vote of the Steering Committee.
 - 2. Requests to close meetings are subject to a vote by the Steering Committee
 - iv. For any Important Question considered by the Steering Committee, a written proposal must be submitted in advance to the Chair and Secretary of the Steering Committee, who will distribute it to allow it to be read and absorbed by Steering Committee members.
 - 1. Any member of the Steering Committee may request that an agenda item be designated as an Important Question. Such requests are *not* subject to a vote.
 - 2. An Important Question must have a sponsor, who is responsible for providing the proposal. If no Steering Committee member is willing to sponsor the Important Question, the issue may be dropped from the agenda. The sponsor is also expected to present the proposal to the group and must be present for all discussions of the issue.
 - 3. The proposal should include a short summary of the issue, a full description of it, relevant background information and data, pros and cons, possible alternatives, as well as a specific recommendation, and proposed criteria for making the decision.
 - 4. In the interest of maximizing consensus, consideration of Important Questions will follow the Martha's Rules protocol:
 - a. After the sponsor presents the proposal, a sense vote is cast for the proposal prior to any discussion:
 - i. Who likes the proposal?
 - ii. Who can live with the proposal?
 - iii. Who is uncomfortable with the proposal?
 - b. If all of the group likes or can live with the proposal, it is immediately accepted with no further discussion.
 - c. If the majority of the group is uncomfortable with the proposal, it is postponed for further rework by the sponsor.
 - d. If any members are uncomfortable, they can briefly state their objections. A timer is then set for a brief discussion moderated by the Chair. After the time has expired or when no one has anything further to add (whichever comes first), the Chair calls for a yes-or-no vote on the question: "Should we implement this decision over the stated objections?" If a majority votes "yes" the

proposal is implemented. Otherwise, the proposal is returned to the sponsor for further work.

4. Amendments

- a. Changes to the following documents will require a $\frac{2}{3}$ supermajority vote of the Steering Committee:
 - i. Charter
 - ii. By-Laws

5. Membership

- a. Joining
 - i. Organizations may request to join the Consortium by submitting a written or email request to the Chair of the Steering Committee. The Steering Committee will vote on the request.
- b. Resignation
 - i. Member organizations may resign from the Consortium by submitting a written or email request to the Chair of the Steering Committee.
- c. Termination
 - i. The Steering Committee may vote to terminate the membership of a core or affiliate member organization that is judged to be working against the Consortium's Charter, or of a core member which is judged not to be participating in Consortium governance or activities for a period of six months or more.
 - ii. Termination of a member organization will require a $\frac{2}{3}$ supermajority of the Steering Committee.

6. Working Groups

- a. Any person from one of the Consortium core members may form a Working Group. The Steering Committee may also create Working Groups as needed to facilitate the Consortium's work and provide appropriate advice to the Steering Committee.
- b. A Working Group will provide the Steering Committee with a charter defined by its members, which will include the following:
 - i. Purpose
 - ii. Lifetime. Standing working groups are allowed.
 - iii. Membership. This will include representatives of all or some member organizations and may include external individuals as appropriate.
 - iv. Reporting expectations.
 - v. Other guidance, at the discretion of the Steering Committee.
- c. Except as noted below, each Working Group will start as a Provisional Working Group (PWG). The candidate chair of the PWG will notify the Steering Committee of its formation intent. The Steering Committee has the right to decline the proposed PWG for any reason but must inform the candidate chair with an explanation.
- d. Provisional Working Groups will have an incubation phase of up to six months. During this phase, activities will start and the charter will be defined. Conversion of the PWG to an official Working Group will depend on the success of its activities and the quality of its charter at the end of the incubation phase.
- e. Working Groups with a prior endorsement from the Steering Committee may bypass the provisional stage.

- f. Each Working Group will select a chair responsible for setting agendas, convening meetings, and related tasks. The chair will be selected from one of the Consortium core members.
- g. Once a (Provisional) Working Group has created its charter, the Steering Committee will review it and determine whether the Working Group should continue, including the option to become a standing Working Group.
- h. The Steering Committee may request a revised charter from a Working Group as needed.
- i. The Steering Committee will review each Working Group's status annually. The Committee may disband a Working Group that has completed its work, is no longer needed, or appears unable to make adequate progress.

7. External Advisory Board

- a. The External Advisory Board's purpose is to provide input and feedback to the Steering Committee on the Consortium's role in supporting its charter. Specifically, the members of the External Advisory Board may be asked to provide input or feedback on:
 - i. The vision and direction of the Consortium;
 - ii. The Consortium's long-term goals and annual objectives and how they relate to the scientific software community and lead to more sustainable scientific software;
 - iii. Current activities, projects, and programs supported by the Consortium; and
 - iv. Additional questions as the Steering Committee may pose.
- b. As necessary, the External Advisory Board may recommend calling upon special consultants, assembling ad hoc work groups, and convening workshops or other activities.
- c. Membership in the External Advisory Board is at the invitation of the Steering Committee. Members of the External Advisory Board will represent the breadth of stakeholders in the Consortium. The Steering Committee will avoid conflicts of interest in inviting members to the External Advisory Board.
- d. Officers
 - i. The officers of the External Advisory Board will consist of a Chair.
 - 1. The Chair will be elected by the members of the External Advisory Board.
 - 2. The Chair will, in consultation with the members of the External Advisory Board and the Steering Committee, develop and circulate the agendas for meetings and will convene and moderate such meetings. The Chair may delegate tasks to other External Advisory Board members.
- e. Voting
 - i. The External Advisory Board will determine and document their rules for voting.
- f. Meetings
 - i. The External Advisory Board will meet at least once every six months.
 - ii. External Advisory Board meetings may be held in-person, online, or hybrid.