

HiPCAT Bylaws

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Disclaimer – Institutional Rules and Regulations

As a consortium of institutions, the HiPCAT Bylaws provide organizational structure and procedures to govern collaborative activities that are endorsed and/or supported by HiPCAT. However, these HiPCAT bylaws in no way supersede the rules and regulations of any individual institution. The participation of each member institution in proposals, contracts, and other activities that are endorsed and/or supported by HiPCAT remains subject to that institution's rule and regulations governing such activities.

1. Eligibility

All Texas universities, government agencies, and other non-profit institutions that use and/or support high performance computing (HPC) systems for research, development, and/or educational activities shall be eligible for membership in HiPCAT.

2. Membership

Membership in HiPCAT is initiated by an invitation from the current HiPCAT institutions. The HiPCAT Executive Committee (see Section 3) must vote (see Section 5) to extend an invitation to join HiPCAT to any eligible institution. If the invited institution wishes to join HiPCAT, it must submit a **letter of commitment**, signed by at least **two** of the organization's ranking officials overseeing research and/or IT activities (e.g., the VP for Research and the VP for IT at a university) to the HiPCAT Director. Each institution nominated for membership must designate one **institutional liaison**. The institutional liaison must have authority from his/her institution to respond to HiPCAT requests and deliver on commitments made to HiPCAT. The institutional liaison is also encouraged to sign the letter of intent, but this is not required.

Institutional membership in HiPCAT must then be approved by the HiPCAT Executive Committee (EC) by a second vote (see Section 5) of the current members. No more than one election for new membership may be conducted per HiPCAT meeting.

A member institution may have as many *participants* in HiPCAT activities as desired. Additional institutional participation in activities is strongly encouraged to ensure the success of HiPCAT objectives and projects. All institutional participants in HiPCAT will be placed on the HiPCAT e-mail list and given access to the members-only area of the HiPCAT web site.

3. Executive Committee

The HiPCAT **Executive Committee** (EC) is comprised of the institutional liaisons from HiPCAT member institutions. For new HiPCAT members, the institution liaison (or a delegate) must attend 5 meetings *before* becoming a member of the EC.

The EC is the decision-making group for HiPCAT. Since each institution has only one institutional liaison, each institution has one vote on the EC. Representation on the EC for voting situation (see Section 5) may be delegated to another institutional representative only if stated by the current institutional liaison in advance and in writing/e-mail to the EC.

Membership on the EC is *not* term-limited by HiPCAT. It is up to each institution to decide on an institutional liaison and to make a change if desired/necessary.

The Executive Committee responsibilities are:

- approving new HiPCAT members (majority vote);
- removing members for failing to follow the HiPCAT bylaws (75% vote);
- electing a Director and an Associate Director (majority vote);
- removing a Director or Associate Director (75% vote);
- approving formal HiPCAT projects and electing project managers (majority vote);
- removing a project manager or canceling formal project (75% vote);
- approving preparation of HiPCAT proposals seeking external funding (majority vote); and
- changing the bylaws (75% vote).

The Executive Committee has two officers: a Director and an Associate Director. These officers are elected by the EC from the committee membership and serve terms not to exceed two years. Terms are renewable, and terms can be ended prematurely if an officer wishes to step down or is removed. When an officer steps down, the EC will hold a new election.

The Director's responsibilities are:

- coordinating meetings: dates/times, agenda;
- creating/coordinating web site content;
- coordinate assignments (informal projects) and formulation of formal projects;
- addressing issues not explicitly covered by HiPCAT bylaws, which the EC can suggest alternatives to and/or overrule;
- apprising the EC of opportunities for funding, PR, publications, etc.; and
- nominating formal projects and project managers.

The Associate Director's primary responsibility is to assist the Director in his/her duties as needed to achieve HiPCAT objectives. The Associate Director will be responsible for assigning a secretary to each meeting to record attendance and to record the discussion, which he/she shall distribute as minutes within 7 days after the meeting. The Associate Director acts as the Director in all meetings and voting situations in which the Director is not present.

4. Meetings

HiPCAT will hold 9-12 official meetings every year. No more than four of these meetings will require in-person attendance from the member institutions; the remaining meetings take place using teleconferencing and/or videoconferencing technologies. The purposes of these meetings are to:

- keep all members informed of new HPC resources (including also scientific visualization, network, and Grid resources), activities, and people at each institution;
- share information, expertise, and experiences that is of potential value to other HiPCAT institutions; and
- discuss current and potential collaborative projects between HiPCAT institutions.

The institutional liaison, or a delegate announced in advance to the EC in writing/e-mail, must participate in 75% or more of all meetings and teleconferences/videoconferences in a calendar year. Failure to provide an institutional liaison or delegate at the required number of meetings in any one-year period is cause for an EC vote on cancellation of HiPCAT membership. An institution can have as many *additional* participants in HiPCAT meetings as desired. Additional participation in meetings is strongly encouraged but not mandatory.

The dates, times, and (for in-person meetings) locations of official meetings are set in advance by the EC, using input from all HiPCAT participants. All necessary logistical information about the meetings will be distributed to the HiPCAT e-mail list and posted to the members-only area of the HiPCAT web site. All in-person meetings will be scheduled at least two weeks in advance, unless all members agree on an earlier date.

5. Voting Procedures

The following rules govern voting on issues by the EC members (or their delegates):

- Voting issues (See responsibilities of the Executive Committee and Director) may be voted on only:
 - in an official HiPCAT meeting and must be announced at least two weeks in advance of the meeting; and
 - in special voting meetings agreed to in advance by *all* EC members (not delegates) in writing/e-mail (though delegates may vote in the actual session).
 - by email among the EC members, with a two-week limit for EC members to vote (and any vote not received in that time being considered an abstention)
- Institutions not represented by their institutional liaison or an official delegate in a voting situation do not have a vote.
- All questions of majority, 75% margin, etc. are determined based on voters *present* for the voting situation, except for elections or removal of member institutions or the Director or Associate Director. If participation in a meeting is less than 50% of the committee members, then a voting quorum does not exist. Election and removal votes require voting participation from *all EC members* (or their delegates).
- If any voting situation with multiple options that does not produce the required margin for any option, the option with the lowest total is removed and a new vote is taken. This is repeated until one option receives the required number of the votes or until there are two remaining options with a tie vote, which is handled as described below.
- In any voting situation resulting in a tie between two options other than for the election of a Director or Associate Director, the Director shall break the tie. In elections, the voting must be repeated until the tie is broken. The current Director may call for discussion before each new vote.
- In any other voting outcome not resulting in a decision described above, a new vote will be taken. The Director may call for discussion before the new vote. If the second vote still produces no decision, the decision will be tabled until the next voting occasion.

6. Internal Projects

HiPCAT will engage in both informal and formal projects.

Informal projects are infrastructure tasks (development, deployment, testing, etc.) that all institutions are expected to participate in as required (though not all may be required for any given informal project). Informal projects are not funded through HiPCAT proposals, though they may lead to formal projects, which can lead to proposals for funding. Any HiPCAT participant can propose an informal task, and any HiPCAT participant can choose to participate.

Formal projects are proposed by HiPCAT participants. The participant must define the project clearly (including the Project Managers), and then submit the proposal for a formal project to the Director. The Director nominates the formal project for approval by the EC. To become an official HiPCAT formal project, it must be approved by a majority vote of the EC. Other HiPCAT participants may volunteer to participate in formal projects, but the Project Manager(s) is responsible for determining the roles and maximum scope of activity of each participant in a formal project.

Project Manager(s) responsibilities include:

- developing a vision and plan for formal projects;
- recruiting participants from the HiPCAT members;
- preparing a project summary on the HiPCAT website;
- coordinating the project with members; and
- ensuring the successful completion of the project.

The term of a Project Manager is through the completion of the formal project. The EC will review formal projects semi-annually to ensure that projects are proceeding according to expectations.

7. Proposals & Externally Funded Projects

HiPCAT may also submit proposals to fund formal projects. However, any proposal declaring the support of HiPCAT and/or that it is to be conducted on behalf of HiPCAT must obtain a letter of support from HiPCAT. This requires a majority vote by the EC. Any proposal declaring that it is planning to use HiPCAT resources must also obtain this letter of support from HiPCAT.

To obtain a letter of support from HiPCAT, the proposal must:

- be announced to the HiPCAT membership at least one week prior to submission;
- include two or more HiPCAT institutions;
- be approved by the EC (majority vote); and
- provide some tangible benefits for other HiPCAT institutions (e.g. right to beta test/get early access, first views of documentation, etc.).

8. Presentations and Publicity

Any presentations that claim endorsement by HiPCAT or explicit representation of HiPCAT must:

- be approved by the EC (majority vote);
- explicitly note which content/ideas/slides represent HiPCAT and/or which represent only the presenter/presenting institution; and
- be made available to all HiPCAT members as presented.

Any articles, brochures, etc. that claim explicitly to represent HiPCAT must:

- be approved by the EC (majority vote) and
- be made available to all HiPCAT members as published.

9. Web Site and E-mail Lists

HiPCAT will maintain a web site to inform the public of its activities. The web site will have a members-only area for sensitive information.

HiPCAT will maintain an e-mail list that is open to all participating individuals at a member institution. The institutional liaison for each member institution must be on this e-mail list. HiPCAT may also maintain other e-mail lists for announcements, projects, etc.

10. Amending the Bylaws

The bylaws may be amended by the EC. Any modification to the bylaws must be approved by a 75% margin. Votes for changing the bylaws can be conducted at official meetings or by e-mail. Bylaw votes at official meetings are subject to the rules and procedures for meetings and for voting described above. Bylaw votes by e-mail become official when votes in favor are received from 75% of all institutions, or if 75% of all votes received at the end of one week are in favor.

11. Overriding the Bylaws

Any situation that requires overriding the bylaws (e.g. an urgent situation arises that must be handled on shorter timescale than is possible while following the bylaws) can be proposed for action by the EC. To take an action that is not in agreement with these bylaws requires the approval of the members of the EC (not delegates) with no more than one dissension, regardless

of the number of HiPCAT members. Thus, overriding the bylaws can be accomplished with a near-unanimous (N-1) vote, which guarantees near-unanimous agreement and prevents any *single* institution from preventing an action desired by all other HiPCAT members. Two dissenting institutions are sufficient to block any attempt to override the bylaws.