The American Institute of Aeronautics and Astronautics (AIAA) is the leading professional society for the aerospace community. Since its inception the organization has very successfully provided a platform for the dissemination of technical information and a voice for its professional members. However, in recent years the evolution of the aerospace industry has surpassed the AIAA’s ability to keep pace; the AIAA has been unable to adjust its operations quickly and efficiently to take advantage of emerging opportunities in aerospace. This is in large part due to the antiquated governance model largely unchanged since the AIAA was formed over 50 years ago. The Board of Directors recognized the need to modernize how the AIAA operates and two years ago embarked on a project designed to position the AIAA for the future. Subsequently, the Board chartered the Governance Working Group, composed of Board and Institute Development Committee (IDC) members, to study the issue and propose a solution. The following is a summary of the key elements that are being addressed in the proposed evolution of the AIAA governance model.

**Provide organizational flexibility to respond to changing times.** The governance model used by the AIAA has remained basically unchanged since the American Rocket Society and the Institute of Aeronautical Sciences merged. The two parent organizations drafted a Constitution and By-Laws that documented in detail the organizational structure and operational principals for the new professional society. While the By-Laws have been updated somewhat over the years, the Constitution has remained unchanged. As the Governance Working Group and the Board began discussing how to evolve the organization, it became clear that any alterations to how AIAA is governed and operates cannot occur without a modernization of the Constitution.

Fundamentally, the proposed Constitution modernization removes the organizational details residing in the Constitution and places that information in either the By-Laws or policies as appropriate. In this manner the new Constitution will become the foundational document, describing the “what” and “why” of AIAA and not the “how” as is specified in the current Constitution. Doing this allows the Institute to be flexible and efficient without losing its purpose and intent. Details that outline section by section the proposed changes to the Constitution will be available on the governance website ([http://aiaa.org/governance](http://aiaa.org/governance)) and to members as part of the election materials.

**Establish the Board as the entity responsible for formulating and overseeing execution of the strategic vision.** A goal of the governance model update was to identify how to retain the important member driven aspect of the AIAA while recognizing that the top-down, strategic component needed strengthening. Today’s Board members have dual responsibilities: manage the work of the Institute (i.e., operational and tactical); and perform the duties of the Board (i.e., strategy and oversight). Time constraints make it difficult to perform both roles. The Board therefore tends to concentrate on the day-to-day matters and is too limited in bandwidth to also identify and address strategic growth. The AIAA created artificial entities like the IDC to compensate for the challenges of the current governance model.

The proposed organizational structure was developed to address four key functions: Overall strategy and guidance of the Institute by a governing Board, Membership-directed committees to provide for grassroots organization as well as an avenue for input to the Board, Board-directed committees to execute the vision set forth for the Institute and a coordination and integration function that works across the member-driven communities and the Board-directed committees to ensure that the needed volunteer participation, skills and expertise are brought to bear on Institute projects (e.g., forums, publications, training, standard, public policy).

To achieve this needed balance, the proposed model incorporates two leadership groups. One, the Board of Trustees, will focus on those things that a Board is expected to concentrate on, namely the big strategic picture of the Institute and maintaining AIAA’s leadership in aerospace. The other leadership group, the Council of Directors, will focus on those
things that our current elected leaders already do so well, leading and managing our different member driven communities. The Council of Directors will advise and make recommendations to the Board on issues of concern to the membership as well as communicate to the members the information regarding strategically driven opportunities in which members can engage.

The proposed Board is a much smaller and strategically focused group and will consist of nine Trustees and five officers: President, President-Elect, Immediate Past President, Treasurer and Secretary. The general membership will elect the President-Elect, the Board will elect its Treasurer. The Secretary will be the Executive Director of the AIAA in a non-voting position. The Council of Directors will elect the nine Trustees. A great deal of thought has gone into how to create a fair and balanced system for nominating the appropriate candidates and skill sets to the Board. The Executive Nominating Committee will have 12 members, six appointed by the Council and six appointed by the Board. The members of the Executive Nominating Committee cannot be members of the Council or Board and will have term limits to ensure diversity of participation. Guidelines for candidate selection will be defined by the current Board and changeable by agreement of both the future Board and the Council. Furthermore, if a Trustee is not fulfilling their duties to the satisfaction of the Council, the Council will have the ability to remove that individual, unlike our current system where no mechanism exists to address this issue. These elements illustrate how the proposed model is designed to provide strong checks and balances between the Board and the Council.

**Increase mechanisms for member-driven activity and member input through the Council of Directors via Regional, Technical, and Focused Interest Activities.** Our current system has two places where member communities can form: Regions and Sections Activities Committee (i.e., geographical based regions, sections and student branches); and Technical Activities Committee (TAC) for technical based groups. Over the years, as the organization has evolved, several communities have been “force fit” under TAC that are thematic rather than technical. For example, the Economics technical committee (TC), the History TC, the Management TC and others like this, while not purely “technical committees” ended up in TAC because there was no other home for them. In addition, our Program Committee structure, currently under TAC, is similar. The proposed governance system creates a place for “Focused Interest Activities Committees”. This becomes the home for those member communities that are interest or thematic driven and a place for other future member driven communities to exist and be represented. In this context, these member communities also will elect their equivalent of “Technical Group” or “Regional” directors to be represented in the Council, unlike today where not all have representation. Another community that has not really had a home in member leadership is the Corporate Member Committee, and it too will be able to participate formally as part of the Focused Interest Activities Committee. So the proposed structure enables more engagement as well as ensures our members have appropriate representation.

Another goal of modernizing our governance structure is to provide a mechanism to integrate across the whole of the Institute (Regions and Sections, Technical Activities, and Focused Interest Activities); that is to bring together members from these various areas to address projects and issues that are of strategic importance to the AIAA membership and the aerospace community. Under our current model, the member leaders are fully committed to the management of activities within their specific functional areas and therefore do not have the required time to develop and lead these cross-cutting, strategic groups.

**WHY THIS IS IMPORTANT TO YOU!**

The objective of modernizing our Constitution and updating our governance model is to create a structure and system where more members can engage, and in ways of their choosing. The Regions and Sections Activities and Technical Activities will continue and the Focused Interest Activities will be added to increase engagement opportunities. This integrated approach allows members to apply their skills and interests across the Institute portfolio, to the betterment of the members, the profession, the Institute and the aerospace community as a whole.

**HOW CAN YOU HELP?**

To proceed with the modernization of the AIAA governance model requires updates to the Constitution and any change to the Constitution requires a vote of the AIAA membership. For the vote to count, 15% of the membership MUST vote, and for the proposed changes to be adopted, two-thirds of those who vote must agree (i.e., must vote YES to a change in the Constitution). Unfortunately, over the last two decades, we have had no more than 7-9% of the AIAA membership vote - well short of the requirement. So first and foremost, please participate in this election on this important first step for the future of the AIAA. Make your voice heard! Please vote!!

You can also let your voice be heard by letting the governance working group know your thoughts and ideas to improve the AIAA. You can provide this input through the governance website: [http://aiaa.org/governance](http://aiaa.org/governance).