

# Austin Astronomical Society Bylaws

## Table of Contents

1. Name
2. Purposes and Scope
  - 2.1. Purposes
  - 2.2. Scope
3. Membership
  - 3.1. Membership Eligibility
  - 3.2. Membership Categories
  - 3.3. Membership Dues
  - 3.4. Payment of Dues
  - 3.5. Benefits of Membership
  - 3.6. Code of Conduct and Expulsion
4. Elected Officers
  - 4.1. List of Elected Officers and Areas of Responsibility
  - 4.2. Eligibility to Serve as an Elected Officer
  - 4.3. Nomination of Candidates for Elective Office
5. Appointed Officers
  - 5.1. List of Appointed Officers and Areas of Responsibility
6. Officer Code of Conduct and Removal from Office
7. Committees
  - 7.1. Standing Committees
  - 7.2. Special Committees
8. Administration
  - 8.1. General Provisions
  - 8.2. Conduct of Binding Business
  - 8.3. Quorums
  - 8.4. Executive Committee (EC)
  - 8.5. General Assembly (GA)
  - 8.6. Organ of Record
  - 8.7. Mandatory Communications
  - 8.8. Administrative Calendar and Fiscal Year
  - 8.9. Budget
  - 8.10. Initiation and Approval of Binding Actions
  - 8.11. Contracts and Other Financial Transactions
  - 8.12. Transaction Signatories
9. Meetings
  - 9.1. Executive Committee Meetings
  - 9.2. Executive Committee Meeting Attendance by Electronic Means
  - 9.3. General Assembly Meetings

- 10. Elections
  - 10.1. Election Procedures
  - 10.2. Election Contingencies
  - 10.3. Filling of Vacancies in Elected Offices
  - 10.4. Filling of Vacancies in Appointed Offices
- 11. Indemnification
- 12. Amendments
- 13. Severability
- 14. Dissolution

### **Amendment History**

|                   |  |
|-------------------|--|
| July 9, 2010      | Revised Bylaws adopted, replacing existing Constitution and Bylaws                               |
| September 9, 2011 | Bylaws amended to make the website the organ of record   |
| July 13, 2012     | Bylaws amended to:<br>Add a student membership category<br>Allow the EC to change dues proration |
| February 9, 2018  | Revised Bylaws adopted, replacing previously amended Bylaws                                      |

## **Article 1 Name**

The name of this organization shall be ***Austin Astronomical Society, Incorporated***, henceforth referred to as *Society*.

*Back to Table of Contents*

## **Article 2 Purposes and Scope**

### **Section 2.1 Purposes**

1. The purposes of the Society shall be:
  - a. To secure the pleasures and benefits of an association of persons interested in amateur astronomy and space science.
  - b. To provide opportunities for continuing education of Society members in the areas of amateur astronomy and space science.
  - c. To provide opportunities for education of the general public interested in amateur astronomy and space science.
2. These purposes shall be accomplished through the conduct of astronomy-oriented social events, educational events, and programs.

*Back to Table of Contents*

### **Section 2.2 Scope**

1. The Society shall be organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code and pursuant to the Texas Business Organizations Code (BOC).
2. No pecuniary gain or profit, incidental or otherwise, shall accrue to Society members. The Society shall not support or oppose candidates for public office. The Society shall be nonsectarian and nonpartisan.
3. All business and affairs of the Society, and all actions of Society members on behalf of the Society, shall be in accordance with Section 501(c)(3) of the U.S. Internal Revenue Code, the Texas Business Organizations Code (BOC), and other federal, state, and local laws.

*Back to Table of Contents*

## **Article 3 Membership**

### **Section 3.1 Membership Eligibility**

1. Membership in the Society shall be conferred on any person who:
  - a. Has an interest in amateur astronomy or space science.
  - b. Consents to abide by these Bylaws.
  - c. Makes payment of dues as specified in these Bylaws.
2. Payment of annual dues shall be interpreted as consent to abide by these Bylaws.
3. Additional requirements specific to each category of membership may apply as specified in these Bylaws.

4. The Society shall not discriminate against persons seeking membership on any basis including race, color, religion, gender, national or ethnic origin, disability, age, gender identity, sexual orientation, or citizenship status.

*Back to Table of Contents*

### **Section 3.2 Membership Categories**

1. Categories of membership in the Society shall be Regular, Junior, Senior, Household, Student, and Honored Lifetime.
2. Regular memberships shall be for persons age 18-64 at the time of joining.
3. Junior memberships shall be for persons age 17 or younger at the time of joining.
4. Senior memberships shall be for persons age 65 or older at the time of joining who have elected to be categorized as Senior members.
5. Household memberships shall be for two or more, up to a limit of six, persons residing in the same household.
6. Student memberships shall be for persons who are full-time students age 18 or older at the time of joining.
7. Honored Lifetime Membership may be bestowed by majority vote of the General Assembly, hereafter referred to as the GA, upon any person who has made a significant, sustained, or outstanding contribution to the Society or the science of astronomy. An Honored Lifetime Member is not required to pay dues to the Society but does have all the privileges of membership granted to other classes of members.

*Back to Table of Contents*

### **Section 3.3 Membership Dues**

1. Annual dues for each Regular membership shall be \$25.
2. Annual dues for each Junior and Senior membership shall be \$15.
3. Annual dues for each Household membership shall be \$40. If at least one member of a Household is 65 years of age or older, dues shall be discounted by 30%, to \$28.
4. Annual dues for each Student membership shall be \$15.
5. Honored Lifetime members are not charged dues.
6. The dues may be changed at any time by a majority vote of the GA.

*Back to Table of Contents*

### **Section 3.4 Payment of Dues**

Membership dues are payable annually to the Treasurer 12 months after the last payment. Members shall receive notice of payment due no less than 30 days prior to the renewal date and on the renewal date, and notice of dropped membership will be sent 60 days after renewal date when dues have not been paid.

*Back to Table of Contents*

### Section 3.5 Benefits of Membership

1. Junior members of the Society shall each have one vote in the GA and shall be eligible to serve on committees. All other members, including Honored Lifetime members, shall have one vote in the GA and shall be eligible to serve on committees and to hold elected and appointed office.
2. Each member of the Society shall be entitled to access all sections of the Society's website.
3. Each member of the Society shall be entitled to the use of the facilities and equipment owned or operated by the Society, subject to availability, and provided the member has been trained and certified as a qualified operator of said facilities and equipment.
4. Each member of the Society shall be entitled to host guests at any Society sponsored event, or at private events involving Society owned or operated facilities or equipment, provided that the Society member assumes full responsibilities for the conduct of the hosted guests at the event.

*Back to Table of Contents*

### Section 3.6 Member Code of Conduct and Expulsion from the Society

1. While participating in Society events all members of the Society shall conduct themselves in a manner that:
  - a. Reflects well on the Society.
  - b. Supports and promotes the purposes of the Society as specified in Article 2 of these Bylaws.
  - c. Demonstrates regard for the safety of themselves and others and the safe and proper use of property, equipment, and facilities owned or operated by the Society.
2. No member shall state or imply that the member is a representative of the Society, acting on behalf of the Society, or communicating on behalf of the Society, unless authorized by the Executive Committee, hereafter referred to as the EC.
3. Any member of the Society may be expelled for gross or repeated violations of the Member Code of Conduct by motion carried by a three-fourths majority vote of the GA, with no refund of dues paid.

*Back to Table of Contents*

## Article 4 Elected Officers

### Section 4.1 List of Elected Officers and Areas of Responsibility

The elected officers of the Society and their areas of responsibility are as follows:

1. **The President:** represents the Society in all negotiations with outside entities, coordinates the activities of the Society and the EC as a whole, appoints all Appointed Officers, presides over GA and EC meetings, serves as the presiding election officer, serves as an *ex officio* member of all committees except the Nominating Committee, calls special meetings as required, fills vacancies in elected offices by temporary appointments, and signs all documents and papers indicated in Section 8.12. The President may delegate any duty except that of signatory.
2. **The Vice-President:** assumes the duties of the President in the absence of or at the request of the President, arranges for meeting places for GA and EC meetings, arranges for guest speakers for GA meetings, serves as an *ex officio* member of all committees except the Nominating Committee, and serves as principal assistant to the President in carrying out the duties of that office.

3. **The Secretary:** maintains records of all communications pertaining to Binding Business of the Society as specified in Section 8.2, keeps accurate minutes of the proceedings of GA and EC meetings and submits these minutes for publication on the Society website, and signs all documents and papers as specified in Section 8.12.
4. **The Treasurer:** oversees all financial transactions and maintains complete and accurate financial records of the Society, collects all dues and other funds payable to the Society, makes all authorized monetary disbursements, generates monthly reports for publication on the Society website and generates specific financial reports as requested by the EC, and advises the EC concerning the management of Society assets. The Treasurer is a signatory for all documents and papers as indicated in Section 8.12. The Treasurer shall maintain a current roster of members in good standing and their categories of membership.
5. **The Communications Chair:** oversees all Society communications with its members and persons and organizations external to the Society, including the Society's website and Mandatory Communications as specified in Section 8.7.
6. **The Equipment Chair:** oversees procurement, storage, usage, and maintenance of all equipment owned or operated by the Society and ensures that equipment and facilities are operated only by or under the supervision of certified operators. Operator training and certification protocols shall be spelled out in the Society's Handbook of Operating Practices and Procedures as specified in Section 8.1.
7. **The Member Services Chair:** oversees activities to encourage and further the interest and education of Society members in amateur astronomy and space science.
8. **The Outreach Chair:** oversees activities that promote interest and education in amateur astronomy and space science to the general public.
9. **Members-at-Large:** six Members-at-Large shall be elected to serve on the EC, represent the views of the Society's membership, and gain leadership experience in running the business of the Society. Each Member-at-Large shall choose to serve as principal assistant to one of the following officers, at the discretion of that officer: Treasurer, Equipment, Communications, Outreach, and Member Services Committee Chairs, Website Administrator, and Newsletter Editor.

*Back to Table of Contents*

#### **Section 4.2 Eligibility to Serve as an Elected Officer**

1. All elected officers of the Society shall be members in good standing throughout their term of office.
2. No member of the Society shall concurrently occupy more than one elected office.
3. The term of office for all elected officers of the Society shall be one year, as specified in the Administrative Calendar, Section 8.8.
4. The President and Vice-President shall not serve more than two consecutive terms in the same office.

*Back to Table of Contents*

#### **Section 4.3 Nomination of Candidates for Elected Office**

The Nominating Committee shall actively solicit nominations for all elected officer positions and shall submit a preliminary slate of candidates to the EC at their March meeting as specified in Section 8.8. Additional self- and member-nominations may be subsequently submitted by email

to the Chair of the Nominating Committee no less than 14 days prior to the scheduled GA election meeting. As detailed in the Handbook, all candidates are highly encouraged to provide a brief statement of interests and qualifications for the intended office which shall be published on the website for review by members no less than 7 days prior to the election.

*Back to Table of Contents*

## **Article 5 Appointed Officers**

### **Section 5.1 List of Appointed Officers and Areas of Responsibility**

At the beginning of each Officer Year, as defined in Section 8.8, the President shall appoint the following officers subject to approval by the EC:

1. **Parliamentarian:** monitors the conduct of binding business at all meetings of the EC and the GA and has the authority to interrupt proceedings and advise the presiding officer when conduct is not in accordance with Robert's Rules of Order as specified in Section 8.5.3, interprets the Bylaws when requested and serves as final arbiter in resolving interpretive disputes, and reviews proposed amendments to the Bylaws for consistency with Robert's Rules.
2. **Website Administrator:** possesses requisite knowledge and skills pertaining to website design and management, effectively manages the development and maintenance of the Society's official website, serves as *ex officio* member of the Communications Committee and coordinates with the Communications Chair in maintaining the website content as the Society's official organ of record as specified in Section 8.6.
3. **Newsletter Editor:** possesses the requisite journalistic and organizational skills pertaining to newsletter editing and effectively manages the publication of the Society's monthly Sidereal Times newsletter. Serves as *ex officio* member of the Communications Committee and coordinates with the Communications Chair and Website Administrator in providing newsletter content for the Society's official organ of record.
4. **Representatives to affiliated organizations:** meet requirements for representation defined by affiliated organizations such as the International Dark-Sky Association and the Astronomical League, maintain communication between these organizations and the Society, and report to the EC and the GA on current organizational affairs pertinent to the Society's members.

*Back to Table of Contents*

## **Article 6 Officer Code of Conduct and Removal from Office**

1. All officers of the Society shall:
  - a. Maintain membership in good standing in the Society throughout their term of office.
  - b. Uphold the highest ethical standards and conduct themselves in a manner that reflects well on the Society.
  - c. Prudently manage the assets, business, and affairs of the Society in accordance with these Bylaws.
  - d. Participate in EC and GA meetings.
2. Unexcused absence of an Elected Officer from 3 consecutive meetings of the EC or failure to maintain Society membership in good standing shall be grounds for consideration of removal from office subject to a two-thirds vote by the EC.

3. Elected officers may be removed from office for violation of the Officer Code of Conduct by motion carried by a majority vote of the GA.
4. Appointed officers may be removed from office, without need to state cause, by motion carried by a majority vote of the EC.

*Back to Table of Contents*

## **Article 7 Committees**

### **Section 7.1 Standing Committees**

Each of the elected Committee Chairs shall recruit and appoint members of a committee to assist in carrying out the duties of the Chair and oversee and coordinate the activities of those committees.

*Back to Table of Contents*

### **Section 7.2 Special Committees**

1. **Nominating Committee:** As specified in the Administrative Calendar, Section 8.8, the President shall appoint a Nominating Committee to solicit members to run for office. The Nominating Committee shall consist of no fewer than three Society members, two of whom may be currently elected officers, excluding the President and Vice-President. If a member of the Nominating Committee subsequently wishes to stand for an elective office, he or she must resign from the Nominating Committee and be replaced with a new member appointed by the President.
2. **Other Special Committees:** The President, subject to the approval of the EC, may create special committees and appoint members to those committees to perform specific duties not otherwise assigned to Standing Committees specified in these Bylaws.

*Back to Table of Contents*

## **Article 8 Administration**

### **Section 8.1 General Provisions**

1. Administration of Society assets, business, and affairs shall be invested in an Executive Committee (EC) and a General Assembly (GA) of members.
2. The fiscal year of the Society shall be as specified in Section 8.8.
3. All authorized transactions of the Society shall have designated signatories as specified in Section 8.12.
4. The Society shall maintain a Handbook of Operating Practices and Procedures.

*Back to Table of Contents*

### **Section 8.2 Conduct of Binding Business**

1. "Binding business" shall be defined to be all actions specified in Sections 8.10 and 8.11.
2. Conduct of binding business shall occur only at regular or special meetings of the EC or GA as specified in Sections 9.1 and 9.2, except in the event of an emergency (as determined by the



President), in which the EC may take a vote by telephone or email. Such a vote must be confirmed at the next regular or special meeting of the EC.

3. For purposes of conducting binding business, the term “meeting” shall not be construed to include meeting by proxy in any form with the except as specified in Sections 8.2.2, 10.2, and 12.2.
4. Conduct of binding business shall without exception require:
  - a. The presence of a quorum, as defined in Section 8.3.
  - b. The presence of the President or Vice-President.
  - c. A motion carried by majority vote, (with the exception of bylaws amendments as specified in Section 12.1) which shall include votes on absentee ballots for officer elections and amendments to the Bylaws.

*Back to Table of Contents*

### **Section 8.3 Quorums**

1. A quorum of the EC shall consist of a majority of the elected officers of the Society as defined in Section 4.1. Elected officers who, while not physically present, are in real-time two-way communication in the meeting shall be counted in determining the existence of a quorum.
2. A quorum of the GA shall be determined once per fiscal year, as specified in Section 8.8, and shall consist of 5% of the Society members in good standing as determined by the Treasurer in accordance with Section 4.1d.
3. For purposes of elections of officers and amendments of these Bylaws, absentee ballots as specified in Section 10.2, shall be counted as members present when determining the presence of a quorum.

*Back to Table of Contents*

### **Section 8.4 Executive Committee**

1. The EC shall consist of the elected and appointed officers of the Society as defined in Articles 4 and 5 of these bylaws.
2. Voting members of the EC shall include all elected officers of the Society, as defined in Section 4.1, present physically or electronically, at a regular or special meeting of the Committee.
3. Regular and special meetings of the EC shall be open to all members of the Society. The President may, when privacy issues are involved, call the EC into closed session, which session shall be open only to members of the EC.
4. The EC shall administer, manage, supervise, conduct, and coordinate all assets, business, and affairs of the Society, subject to approval by the GA as specified in these Bylaws.
5. The EC shall in a timely manner provide regular reports of all its actions to the GA.

*Back to Table of Contents*

### **Section 8.5 General Assembly**

1. The GA shall consist of all members of the Society.
2. The voting members of the GA shall consist of all Society members-present at a regular or special meeting of the GA, or who have presented themselves through an absentee ballot as specified in Sections 10.2 and 12.2.

3. Regular and special meetings of the GA shall be conducted in accordance with *Robert's Rules of Order, Newly Revised 11<sup>th</sup> Edition, 2011* or the most recent subsequent edition where not in conflict with these Bylaws.
4. Regular and special meetings of the GA shall be open to the public.

*Back to Table of Contents*

### **Section 8.6 Organ of Record**

1. The Society's website shall be its official organ of record.
2. The website shall include at minimum the following current content:
  - a. A calendar of events for the current month.
  - b. Most recently approved minutes of the GA and EC meetings.
  - c. The treasurer's report published in the most recent monthly newsletter.
  - d. A list of the Society's current officers, both elected and appointed.
  - e. Information on membership in the Society.
  - f. Mandatory Communications as specified in Section 8.7 of these Bylaws.

*Back to Table of Contents*

### **Section 8.7 Mandatory Communications**

1. A mandatory communication is any information required by these Bylaws to be communicated to the members prior to official action by the GA.
2. Mandatory communications shall include:
  - a. Proposed annual budgets.
  - b. Ballots for officer elections.
  - c. Proposed amendments to these Bylaws.
  - d. Notice of change of dates or locations of GA and EC meetings.
3. Mandatory communications shall be distributed to the members via the Society's website or email. Hard copies of mandatory communications will be sent via U.S. Mail only upon special request to the Secretary.

*Back to Table of Contents*

### **Section 8.8 Administrative Calendar and Fiscal Year**

The official administrative calendar shall be defined in two parts:

- Fiscal Year: September 1-August 31 (for purpose of budgeting and financial accounting)
- Officer Year: June 1-May 31 (for purpose of electing officers and transfer of administrative duties)

| <b>Month</b> | <b>Event/Action</b>  |
|--------------|--|
| January      | Nominating Committee appointed.  |
| March        | Nominating Committee reports to EC at monthly meeting and posts slate of nominees at least 21 days in advance of April GA meeting. |
| April        | GA quorum determined.<br>Election of officers.   |

|           |  |
|-----------|--|
|           | Nominating Committee dissolved.  |
| June      | Officers take office.<br>Officers submit budget proposals and requests for funds to the Treasurer. |
| July      | Budget approved by the EC for submission to the GA.  |
| August    | Equipment inventoried.<br>Budget approved by the GA.<br>Fiscal Year ends.                          |
| September | New Fiscal Year begins.  |
| November  | GA meeting schedule for next calendar year announced at GA meeting.                                |
| December  | Annual holiday party/meeting   |

*Back to Table of Contents*

### **Section 8.9 Budget**

Per the calendar shown in Section 8.8, the newly elected and outgoing officers shall jointly prepare a proposed operating budget for the upcoming Fiscal Year, and the Treasurer shall present it to the EC for preliminary approval at the July EC meeting. The proposed budget shall be communicated to the members according to Section 8.7 and submitted to the membership for adoption at the August GA meeting.

*Back to Table of Contents*

### **Section 8.10 Initiation and Approval of Binding Actions**

1. The following actions shall require final approval by the GA. These actions may be initiated by individual officers or member groups, but are subject to preliminary approval by the EC prior to submission to the GA for final approval.
  - a. Adoption of amendments to these Bylaws.
  - b. Election of elected officers.
  - c. Removal from office of elected officers in accordance with Article 6.
  - d. Expulsion of members in accordance with Section 3.6.
  - e. Conferring of Honored Lifetime memberships.
  - f. Approval of the annual budget.
  - g. Approval of changes in membership dues.
  - h. Approval of non-budgeted expenditures in excess of \$1,000 within the current fiscal year.
  - i. Approval of permanent changes to the schedule and/or location of regular meetings of the GA.
  - j. Approval of minutes from prior GA regular or special meetings.
2. The EC shall:
  - a. Conduct the routine business of the Society in accordance with the Bylaws.
  - b. Conduct the non-recurring business of the Society in accordance with the provisions of Section 8.11.

### **Section 8.11 Contracts and Other Financial Transactions**

1. The Society may enter into contracts and other binding agreements that are in accordance with the purposes and scope of the Society as specified in Article 2, and provided that no debt is thereby incurred by the Society.
2. All contracts and other binding agreements that involve the non-budgeted expenditure of Society funds in excess of \$1,000 for the current fiscal year shall require approval by a majority of the voting members at a GA meeting.
3. The Society may interact with and may conduct financial and other transactions with governmental bodies as may be required by local, state, or federal law.
4. The Society may formally affiliate with nonprofit organizations consistent with Article 2, such as The Astronomical League and the International Dark-Sky Association, and other such organizations subject to approval by majority vote of the GA, and may conduct financial and other transactions required by such affiliations.
5. Each officer of the Society shall be authorized to execute all transactions within the officer's scope of duties as specified Articles 4 and 5, subject to approvals as specified in the Bylaws.
6. The Treasurer shall be authorized to render payment without obtaining prior approval of the GA for the following expenses:
  - a. Fees associated with the maintenance of Society accounts at financial institutions.
  - b. Dues and fees payable to external organizations with which the Society is formally affiliated.
  - c. Payments to publishers and manufacturers for purchases ordered through the Society under the terms of bulk discount programs for astronomy societies.
  - d. Post office box rental.
  - e. Website related expenses.
  - f. Payments of sales tax.
  - g. Payments to governmental agencies as required to maintain our IRS 501(c)(3) status.
  - h. Rental of storage space for Society owned equipment.
  - i. Rental of special equipment for recurring Society sponsored events when such equipment is required by site or meeting room deficiencies.
  - j. Payment of utilities associated with operation of the Society's observatory and dark-sky site.

*Back to Table of Contents*

### **Section 8.12 Transaction Signatories**

1. All authorized transactions of the Society shall have a primary signatory and a secondary signatory.
2. The primary signatory shall prepare and sign the designated documents.
3. If the primary signatory is unable to do so, the secondary signatory shall prepare and sign the designated documents.
4. The signatories designated for each type of transaction are:

| <b>Type of Transaction</b> | <b>Primary Signatory</b> | <b>Secondary Signatory</b> |
|----------------------------|--------------------------|----------------------------|
| Financial                  | Treasurer                | President                  |

Governmental

Secretary

President

All other

President

Secretary

*Back to Table of Contents*

## **Article 9 Meetings**

### **Section 9.1 Executive Committee Meetings**

1. Regular meetings of the EC shall be scheduled on a quarterly or more frequent basis.
2. Members of the EC who cannot physically attend a regular or special meeting may, by prior arrangement, participate via electronic communication as specified in Section 9.2.
3. Upon taking office, the incoming EC shall meet to determine the schedule (date, time, and place) of regular meetings of the EC for the following fiscal year and shall submit this schedule to the Communications Committee Chair, the Newsletter Editor, and the Website Administrator for publication as soon as possible.
4. Any revisions or cancellations thereafter shall be reported to the Communications Committee Chair, the Newsletter Editor, and the Website Administrator for publication no less than one week prior to any meetings affected by such revisions.
5. Any special meeting of the EC shall, whenever possible, be announced to the Society members prior to the meeting, and shall be reported upon at the next regular meeting of the GA.

*Back to Table of Contents*

### **Section 9.2 Executive Committee Meeting Attendance by Electronic Means**

Members of the EC may, when circumstances prevent their physical attendance at meetings, participate in absentia by electronic means. Electronic participation in EC meetings must, at minimum, meet the following requirements:

- a. Provision of a suitable wireless communication device for enabling, at minimum, two-way audio of adequate quality to enable both the electronic attendee and the physical attendees to hear and understand one another.
- b. A reliable continuous network connection available for the entire duration of the meeting.
- c. Designation by the President or Vice-President of one physical attendee as a liaison to maintain the operation of the electronic system and to serve as the electronic attendee's representative in requesting recognition to speak.

*Back to Table of Contents*

### **Section 9.3 General Assembly Meetings**

1. Meetings of the GA shall be held monthly on regular dates as announced to the GA at the November meeting and published in the official organ of record of the Society.
2. Deviations from the regular meeting schedule or location shall require prior approval of the EC and no less than 30 days' notice to the members.

*Back to Table of Contents*

## **Article 10 Elections**

### **Section 10.1 Election Procedures**

Election of officers shall occur at the regular GA meeting specified in the Administrative Calendar, Section 8.8, according to the following procedure:

1. Certification by the Parliamentarian that either the President, or the designated presiding election officer, and a quorum of the GA, as specified in Section 8.3, are present.
2. Election order and presentation of candidates: Voting for officer positions shall be in the following order: President, Vice-President, Secretary, Treasurer, Equipment, Communications, Outreach, and Member Services Chairs, then Members-at-Large. Prior to each vote, candidates for the given office, both the Nominating Committee's solicited list and self- or member-nominated candidates, shall be introduced by the presiding election officer and given the opportunity to briefly address the GA.
3. Election to office in uncontested races shall not require a vote.
4. For contested positions, the GA may choose, by majority show-of-hands, to vote by confidential written ballots.

*Back to Table of Contents*

### **Section 10.2 Absentee Voting**

1. Absentee ballots for election of officers shall be published on the Society website no less than 21 days prior to the scheduled election, and shall contain a list of offices to be filled, a list of nominees for each office, and spaces for the name of the voting member and the date of submission.
2. Members wishing to vote absentee may communicate their voting preferences by email directly to the Secretary, or other presiding officer as approved by the EC, no less than 24 hours before the scheduled call to order of the election meeting, either by attachment of a pre-formatted ballot form provided on the website or by stating their voting preferences in the body of the email. In the event of postponement of the planned election meeting, absentee votes will be carried over to the next regular election meeting as defined in Section 10.3.
3. Immediately prior to the start of voting, the Secretary shall determine whether any persons who have submitted absentee ballots are present at the meeting. Any such persons may reclaim their ballots and vote in person.

*Back to Table of Contents*

### **Section 10.3 Election Contingencies**

1. In the event elections cannot be held at the meeting specified in Section 8.8, the elections shall be held at the next regular meeting of the GA at which elections can be held.
2. In the event elections cannot be held before the start of the new Officer Year, the current elected officers shall remain in office until elections can be held.

3. In the event of an irresolvable tie vote, the election to the affected office may be postponed to the next regular meeting of the GA at which elections can be held.

*Back to Table of Contents*

#### **Section 10.4 Filling of Vacancies in Elected Offices**

1. In the event of a vacancy in an elected office, either because there is no qualified and willing candidate at the time of the scheduled election or due to resignation of an elected officer between elections, the President shall fill the vacancy by appointment with the approval of the EC.
2. In the event of resignation or removal of office of the President, the Vice-President shall assume the Presidency subject to approval by the EC.

*Back to Table of Contents*

#### **Section 10.5 Filling of Vacancies in Appointed Offices**

A vacancy in appointed office shall be filled by appointment by the President with the approval of the EC.

*Back to Table of Contents*

### **Article 11 Indemnification**

The elected and appointed officers of Austin Astronomical Society, Incorporated shall be indemnified, and their liability shall be limited to the fullest extent authorized by the Texas NonProfit Corporation Act, Article 1396-2.22A Vernon's Texas Annotated Civil Statutes, as it now exists or hereafter may be amended, and by the Charitable Immunity and Liability Act, Chapter 84, of the Civil Practices and Remedies Code, unless adjudged therein to be liable for negligence or misconduct in performance of their duties.

*Back to Table of Contents*

### **Article 12 Amendments**

1. These bylaws may, with the exception of changes to dues which require majority approval as specified in Section 3.3.6, be amended by a two-thirds majority of the GA in a regular meeting, provided that:
  - a. The proposed amendment has been reviewed by the Parliamentarian.
  - b. An absentee ballot containing the text of the amendment, a space to vote or abstain on the amendment, spaces for the name of the voting member and the date of submission, was distributed to all members of the Society at least 21 calendar days prior to the regular meeting at which the motion to amend is made.
2. Members wishing to vote absentee may communicate their vote by email directly to the Secretary no less than 24 hours before the scheduled call to order of the meeting, either by attachment of a pre-formatted form provided on the website or by stating their vote for or against in the body of the email. In the event of postponement of the planned vote, absentee votes will be carried over to the next regular election meeting as defined in Section 10.3.

3. Immediately prior to the start of voting, the Secretary shall determine whether any persons who have submitted absentee ballots are present at the meeting. Any such persons may reclaim their ballots and vote in person.

*Back to Table of Contents*

### **Article 13 Severability**

In the event that any part or provision of these Bylaws is declared fully or partially invalid, unlawful, or unenforceable in a judicial proceeding, the remainder of that part or provision and all other parts and provisions of these Bylaws will remain in full force and effect.

*Back to Table of Contents*

### **Article 14 Dissolution**

1. The Society shall be automatically dissolved if the number of Society members, not including Junior or Honorary members, becomes less than fifteen (15).
2. If the Society is dissolved, a meeting of the EC shall be held to distribute all assets of the Society, as follows:
  - a. Such distribution shall be made only for exempt purposes in accordance with Section 501(c)(3) of the Internal Revenue Code, the Texas Non-Profit Corporation Act, and other law as may then apply.
  - b. Preference shall be given to exempt purposes in furtherance of amateur astronomy and space science activities in Central Texas.
  - c. Assets shall not be distributed to Society members or to private individuals.

*Back to Table of Contents*