Article I: The name of this corporation is the Houston Astronomical Society

Article II: The corporation is a nonprofit corporation

Article III: The corporation is formed for educational and scientific purposes for individuals and groups, of all races, creeds and ethnic backgrounds without regard to sex, for the primary purposes of:

- Developing and implementing programs designed to foster awareness in individuals and in the community ~~with regard to~~regarding astronomical developments and achievements as well as promoting the science of astronomy.
- Making available to individuals and the community educational resources concerning astronomy.

Article IV: Members

Section I: Member Qualifications

Members are those individuals whose dues to the Houston Astronomical Society are current, and whom are considered in good standing with the organization.

Members consist of the following classes:

(a) REGULAR MEMBERS. A person may join **HAS** as a Regular Member providing that they pay dues at the rate set for qualification as a Regular Member on the date that the membership is initiated or renewed for a current Membership period. ~~whose regular dues are paid to the current date~~

(b) ASSOCIATE MEMBER. A person may join **HAS** as an Associate Member providing that they pay dues at the rate set for qualification as an Associae Member on the date that the membership is initiated or renewed for a current Membership period, and they are a part ~~member o~~of the immediate family of a regular member whose dues are paid and current.~~to the current date~~

(c) STUDENT MEMBER. A person enrolled as a ~~full time~~full-time student in any elementary, high school, college or university, may join **HAS** as a Student Member providing that they pay dues at the rate set for qualification as a Student Member on the date that the membership is initiated or renewed, and who also attests to their status as a full time student ~~who presents evidence of that status to the Treasurer~~ upon payment of annual dues to the Society.

(d) HONORARY MEMBER. An individual who has made an outstanding contribution to this organization, astronomy education and outreach or to the science of astronomy.

~~i.~~ Honorary members must be elected by a two-thirds vote of ~~members present at an Annual Meeting~~ the Board of Directors at a regularly scheduled Board Meeting.~~.~~

~~ii. Notice of intent to elect honorary members must be given at least six weeks prior to the Annual Meeting.~~

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(e) SUSTAINING MEMBER. A person whose sustaining dues are paid at the rate ~~to the current date~~set for qualification as a Sustaining Member on the date that the membership is initiated or renewed.

(f) Good Standing - Unless by vote of the Board of Directors to the contrary, all members are considered members in good standing for purposes of these Bylaws and all other rules of the Houston Astronomical Society.

Section II: Dues and Automatic Renewal of Membership

1) Dues

Dues~~Dues~~ may be paid via the HAS website and cover the twelve-month period starting ~~January 1st and ending December 31st~~from the day after first payment of dues via the HAS website or recording of receipt of payment if by mail (Membership Period). ~~Renewing members must pay their dues on or before the January general membership meeting. Dues for new members who join after January will be prorated.~~

~~Renewing members who fail to pay their annual dues by March 31st are not considered members in good standing and lose all membership privileges. Their membership will be reinstated if renewals are paid in full by December 31st of the year that membership expired. After this period, renewals are not accepted; instead, members are considered to be rejoining new members.~~

Dues for each class of Member shall be established by the Board of Directors.

Dues may be changed only by a vote of the Board of Directors~~., only when:~~

~~a) The Membership is notified of the Board of Directors intention to change the dues at least sixty (60) days prior to the vote to change them;~~

~~b)~~ The vote to change the dues shall be ~~is~~ taken at a regular meeting of the Board of Directors which is open to the membership to attend~~., the time, date and place of which is publicized to the Membership at least thirty (30) days in advance.~~.

2) **Renewal of Membership.** Unless specifically declined by the member, all memberships will be subject to automatic renewal at the end of the Membership Period.

a) All members in good standing shall receive notice that their membership requires renewal at least 30 days prior to the end of their Membership Period. This notice shall be by **email** to the member's email address on file and provide means and an opportunity for the member to opt out of automatic renewal prior to the expiration of the member's Membership Period.

b) The form and process of automatic membership renewal shall be specified in a policy for the Treasurer which has been reviewed and approval by a majority vote of the Board of Directors.

c) Once an automatic renewal policy is put in place, it may not be changed until at least one calendar year from the date of its implementation.

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d) Unless otherwise specified in the Board approved automatic renewal policy, no member payment information shall be directly maintained by HAS.

e) The Treasurer shall be responsible to ensure that the automatic renewal policy is implemented via the HAS Membership system associated with the HAS website.

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Section III: Voting Privileges

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All classes of members may vote on all matters submitted to the Membership.

Article ~~Section I~~V: Meetings of the Membership

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Section I: Regular Meetings

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Regular meetings are held the first Friday of each month unless otherwise designated ~~by a majority vote of the members present at a regular meeting~~by the President with at least 30 days notice posted on the HAS website~~.~~

Section II: Annual Meeting

The Annual Meeting of the Society and the regular November meeting are one and the same unless otherwise voted by the Membership. At the discretion of the President, the Annual Meeting of the Society may be held in-person, virtually or as a hybrid of both, provided that all members are able to be seen and heard by others attending, and voting complies with Section III of this Article V

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~~**Section V: Notice of Meetings**~~

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Notice of ~~each~~ the Annual Meeting ~~or special meeting~~, specifying the time, date, and place held, ~~and in the case of a special meeting, the purpose of which the meeting is called,~~ must be given at least 10 days prior to the meeting. Electronic means, including but not limited to, email, web sites, and monthly newsletters, will be afforded the same merit as though the U.S. Postal Service delivered it.

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Section ~~III~~ ~~VI~~: Quorum and Voting

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On any matter brought to the Membership for decision~~, either~~ at an ~~Special or~~ Annual Meeting, a quorum shall exist when five (5) per cent or more of the voting membership are present. In order for a vote of the membership to be valid, a quorum for that vote of the membership must exist. Each member shall have a single vote. No member is entitled to vote by proxy.

Voting by the membership may be accomplished by suitable electronic means when the vote is conducted in accordance with procedures established by the Board of Directors, and such procedures are sufficient to ensure that:

The means for voting electronically shall be generally available to the membership;

The membership is instructed on how they can vote by electronic means and ensure their vote is recorded;

The matters for consideration, and the schedule for voting shall be publicized to the membership at least 30 days prior to the commencement of voting;

On each matter under consideration by the membership, only one vote is recorded for each member.

Section IVH: Procedure

All meetings must be conducted in accordance with the terms of the Bylaws of this organization and Robert's Rules of Order (Newly Revised Edition).

Article V: Officers

Section I: Number

The officers of the Houston Astronomical Society are President, Vice President, Secretary, and Treasurer.

Section II: Qualifications

All officers must have been members in good standing for one year before the date office is assumed.

No officer may hold more than one office at a time. An office becomes vacant if the officer ceases to be a member.

Section III: Vacancies

A vacancy in an office is filled from among the eligible Membership by a majority vote of members present at any regular or special meeting provided written notice of the proposed election is given to each member at least 15 days in advance of such meeting. Any person selected to fill such a vacancy serves for the unexpired term.

Section IV: Term of Office

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All elected positions are for terms of one year beginning on January 1st, and persons holding elected positions continue to serve until their successors assume office.

Section V: Duties of Officers

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PRESIDENT. The President is the chief executive officer of the Houston Astronomical Society. The President presides at all meetings of the Board of Directors and Membership; is responsible for the execution of the policies and programs of the Board and for the administration of the affairs of the Society; and has authority to execute instruments necessary to carry out these duties.

VICE PRESIDENT. The Vice President of the Houston Astronomical Society performs such duties as may be assigned from time to time by the Board of Directors or the President. In the event that illness or other disability prohibits the President from performance, the Vice President has the powers and performs the duties ordinarily the responsibility of the President.

SECRETARY. The Secretary of the Houston Astronomical Society keeps accurate and complete minutes of meetings of the Board of Directors, of the Annual Meeting, and of matters voted on by the Membership; gives notices of all meetings as required; has the usual powers and duties of a Secretary; and performs such other duties as may be assigned from time to time by the Board of Directors or the President.

TREASURER. The Treasurer of the Houston Astronomical Society has general charge and supervision of the books and records of account of the Society and, subject to the direction of the Board of Directors, has charge of and is responsible for all cash and securities of the Society. The Treasurer has the usual powers and duties of Treasurer, including the power to give receipts for cash, security, or other property delivered to the Society, and the power to disburse funds in accordance with procedures to be established by the Board of Directors, and performs such additional duties as may be assigned by the Board of Directors or the President.

Article VI: Committees

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Section I: Standing Committees

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The Standing Committees of the Houston Astronomical Society are:

(a) Audit Committee

(b) Education & Outreach Committee

(c) Field Trip & Observing Committee

(d) History and Archives

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(ed) Membership Committee

(fe) Novice Committee

(gf) Observatory Committee

(hg) Program Committee

(ih) Publicity Committee

(ji) Telescope Committee

Section II: Chairpersons

(a) Chairpersons of these standing committees are elected by a majority vote of the Membership present at the Annual Meeting.

(b) Chairpersons serve terms of one year beginning on January 1st, and they continue to serve until their successors assume office.

(c) Vacancies in elected chair positions are filled from among the eligible Membership by a majority vote of members present at any regular or special meeting, provided written notice of the proposed election is given to each member at least 15 days in advance of such meeting. Any person selected to fill such vacancy serves for the unexpired term.

(d) Each committee chairperson may present a budget request to the Board of Directors annually.

(e) All standing committee chairpersons must have been members in good standing for at least one year immediately preceding assuming office. A chair position becomes vacant if the chairperson ceases to be a member.

(f) The chairperson of the Observatory Committee is known as the Observatory Director, but has all authority and responsibility of the chairperson of a standing committee, except when specified otherwise in these Bylaws.

(g) The chairperson of the History and Archives committee is known as the HAS Historian and shall not hold any office or director position with the authority to vote at a Board of Directors Meeting. Unless otherwise approved, has all authority and responsibility of the chairperson of a standing committee, except when specified otherwise in these Bylaws.

Section III: Committee Members

(a) Committee chairpersons are responsible for recruiting the members of their committees.

(b) Committee members serve for a term of one year.

Section IV: Committee Functions

(a) AUDIT COMMITTEE

i. Consists of a chairperson elected by the Membership, one member appointed by the President, and the Treasurer.

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ii. Audits financial records for the Society, including any committee which administers property or is otherwise involved in financial transactions affecting the Society.

iii. Reports in writing the completed results of the audit to the Membership at the February meeting.

iv. Reports on the year end that occurs two months after the election of the committee at the Annual Meeting.

(b) EDUCATION & OUTREACH COMMITTEE. Arranges for activities that educate members of the community concerning astronomy.

(c) FIELD TRIP AND OBSERVING. Is responsible for planning and making all arrangements with regard to all Society field trips, including coordinating contacts with all participants. Also provides programs that provide educational experience, aid in development of observational skills, and promote observational contribution to organizations serving amateur and professional astronomy.

(d) History and Archives – Since HAS has established a long tradition of supporting the art and science of astronomy in the Houston community, it is appropriate that a history of the activities and accomplishments of the Society be documented and maintained for future reference by the membership and the public.

The chairperson of this committee is elected by the membership and will be referred to as the **HAS Historian.** The HAS Historian shall guide the committee in:

i. Preparing a history of the Society from its beginnings to the present date. This shall include written descriptions of significant events in the life of the Society, as well as graphic and electronic files which support this history.
ii. Making this history of the Society available to the membership and the public through publishing it on the HAS website, HAS social media, newsletters etc.
iii. Preparing and implementing a document retention policy for all official documents of the Society.
iv. Reviewing existing documents and preparing them for retention
v. Ensuring that the documents are properly stored in a manner that supports their long-term existence

(ed) MEMBERSHIP COMMITTEE. Maintains the membership roster, acquaints new members with the benefits and policies of Society membership, and conducts activities that welcome members and guests to regular meetings.

(fe) NOVICE COMMITTEE. Organizes programs of particular interest to novices.

(gf) OBSERVATORY COMMITTEE

i. Is responsible for the observatory sites, property acquisition, property development, buildings and their contents, and rules and regulations governing the use of the site.

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ii. Establishes requirements for the authorization of members as users of Society observatory facilities.

iii. Is responsible for any fund raising activities and all moneys needed for the observatory sites.

iv. Must approve the design, construction and location and assess fees as necessary for private observatories on the Society's sites.

(hg) **PROGRAM COMMITTEE.** Plans a program for each regular meeting

(ih) **PUBLICITY COMMITTEE.** Publicizes the organization, its regular meetings, and events of special interest to the public.

(ji) **TELESCOPE COMMITTEE.** Supervises the acquisition, maintenance and utilization of telescopes and other observational equipment for loan to members in good standing, including appropriate property, accounting for all such equipment owned by the Society.

Section VII: Ad Hoc Committees

Ad Hoc Committees may be created by the President with approval of the Board of Directors.

Chairpersons of Ad Hoc Committees are appointed by the President with approval of the Board of Directors.

Section IVII: Nominating Committee

Consists of three or five members appointed by the Board of Directors.

Members of this committee must be appointed by the September meeting prior to the annual election.

The committee nominates at least one person for each office, each director position, and all standing committee chair positions.

Nominees are presented at the October meeting prior to the annual election.

Article VII: Board of Directors

Section I: Composition of Board of Directors

The Houston Astronomical Society Board of Directors is composed as follows:

(a) **EX- OFFICIO MEMBERS.** Individuals holding the following positions are members of the Board of Directors with the right to vote on all matters:

i(a) **Immediate Past President** of the Houston Astronomical Society, limited to one calendar year immediately following his or her last term of office as President

ii(b) **Officers**

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~~i~~a. President

~~i~~b.~~i.~~ Vice President

~~i~~c~~ii~~. Secretary

~~i~~d~~v.~~ Treasurer

~~iii(c)~~ Observatory Director

3) DIRECTORS AT LARGE. In addition to ex-officio members, six regular members of the Society are elected to serve on the Board of Directors as Directors at Large, with the right to vote on all matters.

~~ADVISORY DIRECTORS. The President of the Houston Astronomical Society, with the approval of the Board of Directors or the Membership, may designate three Advisory Directors. Individuals serving as Advisory Directors serve for a period of one year but do not have voting power nor in any way are they liable or responsible for development or implementation of policies or procedures of the Houston Astronomical Society.~~

Section II: Election of Directors

QUALIFICATIONS. All directors must have been members in good standing for one year before the date office is assumed. A Director at Large position becomes vacant if the Director at Large ceases to be a member.

NOMINATIONS. The Nominating Committee nominates, for consideration by the members at the Annual Meeting, at least one person for each position on the Board of Directors. Additional nominations for all positions may be made from the floor.

VACANCIES. Vacancies in the Board of Directors occurring by the death, resignation, or inability to serve of any Director are filled from among the eligible Membership by a majority vote of the Membership present at any regular or special meeting, provided written notice of the proposed election is given to each member at least 15 days in advance of such meeting. Any person selected to fill such vacancy serves for the unexpired term.

Election of the Board of Directors is held at the Annual Meeting.

Section III: Meeting of Directors

The Board of Directors must meet at least once each quarter during the fiscal year. Meetings may be called at any time by the President upon reasonable notice to the Directors specifying matters to be considered at such meeting. Meetings may also be called upon written request of three members of the Board of Directors.

A quorum of the Board of Directors is a majority of the number of positions on the Board of Directors.

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A meeting of the board of directors may be held by means of a remote electronic communications system, including videoconferencing technology or the Internet, only if

a) each person entitled to participate in the meeting consents to the meeting being held by means of that system, and

b) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.

Section IV: Powers and Duties

The Board of Directors of the Houston Astronomical Society has final responsibility for the formulation of the policies for the overall management of the Houston Astronomical Society. The Board may delegate its responsibilities to others as provided in these Bylaws or by resolution of the Board. The Board has authority to create Ad Hoc Committees at such times and under circumstances as it deems appropriate.

Article VIII: Fiscal Year

The fiscal year of the Houston Astronomical Society is the same as the calendar year.

Article IX: Waiver of Notice

Any Director may waive notice of any meeting in one of the following ways:

An acknowledgment of waiver reflected in the minutes of the meeting for which such notice is waived; attendance of a Director at any meeting constitutes a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

A written acknowledgment signed by the Director so waiving and received by the Secretary on or before the date of the meeting for which such notice is waived. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

Article X: Amendments

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These Bylaws may be amended by the Membership at any regular or special meeting by a two-thirds vote, provided written notice setting forth any proposed amendment is given to each member at least 15 days in advance of such meeting.

The Articles of Incorporation of the Houston Astronomical Society may be amended by the Membership at any regular or special meeting, provided written notice setting forth any proposed amendment is given to each member at least 15 days in advance of such meeting, and is acceptable to the State of Texas.

Article XI: Method of Election

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Section I: Positions

The elected positions governed by this method are all officers and elected committee chairpersons.

Section II: Method

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The method is by runoff. Should there be an open position after the first ballot, a runoff will be held. The number of candidates in the runoff will be the number of open positions plus one. The candidates in the runoff will be those candidates with the most votes that are not a majority.

The President will appoint at least two members to tally the ballots.

Article XII: Joint Positions

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Section I: Positions Eligible for Being Filled Jointly

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Unless the position is ex officio a voting member of the Board of Directors, and unless otherwise specified, all positions, elective or appointive, described in these Bylaws must be held by individual persons, and not held jointly by a team of two or more persons.

The chairpersons of the committees described in these Bylaws, elective and appointive, are positions which may be held jointly by a team of two or more persons.

Section II: Eligibility

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For a team of persons to be eligible to hold a position, each member of the team must be eligible to hold the position.

For elective positions, a team of persons is considered for all purposes, including nominations and voting to fill the positions, as if it were a single candidate for the position, distinct from any other candidates or teams of candidates which may include one or more of the same individuals.

Section III: Authority and Responsibility

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When a team of persons jointly holds a position, each of them individually has the full authority of the position, and each of them individually is fully responsible for the position regardless of which person holding the position may have acted or failed to act.

Section IV: Vacancies

Any member of a team jointly holding a position is considered no longer to belong to the team holding the position for the duration of any period when that individual would be ineligible to hold the position, even if that ineligibility begins between elections or appointment and assuming the position. When such a period of ineligibility ends, if the team still holds the position, the person is considered to belong to the team from that time on.

Only if all members of a team jointly holding a position cease to be considered to belong to the team is the position considered vacant.

Article XIII: Dissolution of the Corporation

Upon the dissolution of the corporation, the distribution of all property in the corporation will be in the following priority in accordance with the Texas Business Organizations Code or its successor:

all liabilities and obligations of the corporation shall be paid, satisfied and discharged;

property held by the corporation on a condition requiring return, transfer, or conveyance because of the winding up, dissolution, or termination shall be returned, transferred or conveyed in accordance with that requirement; and

the remaining property shall be distributed only for tax exempt purposes to one or more organizations that are exempt under Section 501(c)(3) of the Internal Revenue Code or described by Section 170[c][1] or [2] of the Internal Revenue Code as provided in a plan of distribution adopted by the corporation under Texas Business Organizations Code.