

Austin Astronomical Society Constitution

Table of Contents

Article I	NAME
Article II	PURPOSES AND SCOPE <ol style="list-style-type: none">1. Purposes2. Scope
Article III	ADMINISTRATION <ol style="list-style-type: none">1. General Provisions2. Conduct of Binding Business3. Quorums4. Executive Committee5. General Assembly
Article IV	MEMBERSHIP
Article V	ELECTED OFFICERS <ol style="list-style-type: none">1. List of Elected Officers2. Elected Officer Requirements3. Terms of Office4. Elections and Vacancies5. Elected Officer Functions
Article VI	APPOINTED OFFICERS <ol style="list-style-type: none">1. List of Appointed Officers2. Appointed Officer Requirements3. Terms of Office4. Appointments and Vacancies5. Appointed Officer Functions
Article VII	IMPEACHMENT, REVOCATION, AND EXPULSION <ol style="list-style-type: none">1. Impeachment of Elected Officers2. Revocation of Appointed Officer Appointments3. Expulsion of Members4. Contingencies
Article VIII	TRANSACTIONS AND INTERACTIONS <ol style="list-style-type: none">1. Contracts and Other Binding Agreements2. Interactions with Governmental Bodies3. Affiliations with External Organizations4. Associations with External Organizations5. Arrangements with External Individuals6. Authorization to Execute Transactions
Article IX	INDEMNIFICATION AND LIMITATION OF LIABILITY
Article X	STANDING RESOLUTIONS
Article XI	AMENDMENTS <ol style="list-style-type: none">1. Amendments to Constitution2. Amendments to Bylaws
Article XII	DISSOLUTION
Article XIII	RATIFICATION
Amendment History	

Article I Name

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

[Table of Contents](#)

Article II Purposes and Scope

Section 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. Continuing education of Society members in the areas of amateur astronomy and space science, and
 - c. Education of members of the general public interested in amateur astronomy and space science.
2. These purposes shall be accomplished through the conduct of public educational events and programs.

Section 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 Non-Profit Corporation Act.
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 not conduct political propaganda or otherwise attempt to influence legislation. 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 Non-Profit Corporation Act, and other federal, state, and local laws.

[Table of Contents](#)

Article III Administration

Section 1 General Provisions

1. Administration of Society assets, business, and affairs shall be invested in an Executive Committee and a General Assembly of members.
2. The fiscal year of the Society shall be as specified in the Bylaws.
3. All authorized transactions of the Society shall have designated signatories as specified in the Bylaws.

Section 2 Conduct of Binding Business

1. Conduct of binding Society business shall occur only at regular or special meetings of the Executive Committee or General Assembly as specified in the Bylaws.

2. For the purpose of conducting all binding Society business, except absentee ballot voting for officer elections and amendments to this Constitution, the term “meeting” shall not be construed to include meeting by proxy in any form, including, but not limited to, electronic, telephonic, telegraphic, or postal.
3. Conduct of binding Society business shall without exception require:
 - a. The presence of a quorum, and
 - b. The presence of the President or Vice-President
4. Approval of binding Society business shall require motion carried by simple majority vote, which shall include votes on absentee ballots solely for officer elections and amendments to this Constitution, unless otherwise specified.

Section 3 Quorums

1. A quorum of the Executive Committee shall consist of a majority of the elected officers of the Society.
2. A quorum of the General Assembly shall be determined once per fiscal year, and shall consist of 10% of the Society members who have paid the annual dues, after the removal of nonrenewing members from the membership roster, typically the end of the 2nd month of the fiscal year. Honorary members shall not be counted in determining a quorum.
3. For purposes of elections of officers and amendments of the Constitution, absentee ballots shall be counted as members present when determining the presence of a quorum.

Section 4 Executive Committee

1. The Executive Committee shall administer, manage, supervise, conduct, and coordinate all assets, business, and affairs of the Society, subject to approval by the General Assembly as specified in the Bylaws.
2. The Executive Committee shall in a timely manner provide regular reports of all its actions to the General Assembly.
3. The Executive Committee shall consist of the elected and appointed officers of the Society.
4. The voting members of the Executive Committee shall consist of the elected officers of the Society present at a regular or special meeting of the Executive Committee.
5. Regular and special meetings of the Executive Committee shall be open to all members of the Society.

Section 5 General Assembly

1. The General Assembly shall consist of all members of the Society.
2. The voting members of the General Assembly shall consist of all Society members, except Honorary Members, who are present at a regular or special meeting of the General Assembly, or who have presented themselves through an absentee ballot as permitted in this document.
3. Regular and special meetings of the General Assembly shall be conducted in accordance with Robert's Rules of Order, as specified in the Bylaws, where not in conflict with the Constitution and Bylaws of the Society.
4. Regular and special meetings of the General Assembly shall be open to the public.

[Table of Contents](#)

Article IV Membership

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 the Articles of the Constitution and Bylaws of the Society, and
 - c. Makes payment of dues as specified in the Bylaws.
2. Payment of annual dues shall be interpreted as consent to abide by the Articles of the Constitution and Bylaws of the Society in Application of Paragraph 1.b of this Article.
3. Additional requirements specific to each category of membership may apply as specified in the Bylaws.
4. The Society shall not discriminate against persons seeking membership on any basis prohibited by federal, state, or local law including race, color, religion, gender, national or ethnic origin, disability, age, sexual orientation, or citizenship status.

[Table of Contents](#)

Article V Elected Officers

Section 1 List of Elected Officers

1. The elected officers of the Society shall consist of:
 - a. President
 - b. Vice-President
 - c. Secretary
 - d. Treasurer
 - e. Member and Public Relations Committee Chair
 - f. Equipment Committee Chair
 - g. Events Committee Chair
 - h. Two Members-At-Large
 - i. One additional Member-At-Large for each 100 members on the roster in excess of 200. If the number of members on the roster is not an exact multiple of 100, the number shall be rounded up to the next exact multiple of 100 for the purpose of determining the number of additional Members-At-Large. The roster used to calculate the number of additional Members-At-Large shall be the current roster as of the first day of the fifth month of the then current fiscal year.
 - j. Junior Member-At-Large

Section 2 Elected Officer Requirements

1. All elected officers of the Society shall be dues-paying members of the Society, with dues payment not in arrears.
2. No member of the Society shall concurrently occupy more than one elected office.
3. The Junior Member-At-Large office shall be occupied by a Junior member of the Society, unless no Junior member is available and willing to serve, in which case another category of member may fill the vacancy.
4. An officer who is a minor shall not have the authority to bind the Society on any matters that include, but are not limited to, fiduciary matters, contract negotiations or approval, or any other matters for which a minor has no legal capacity.

Section 3 Terms of Office

1. The term of office for all elected officers of the Society shall be for one year, commencing the first day of the second month following the month in which elections are held, with exception for special circumstance as specified in the Bylaws.

2. The President and Vice-President of the Society shall not serve more than two consecutive terms in the same office.

Section 4 Elections and Vacancies

1. Election of elected officers shall be conducted according to the procedures specified in the Bylaws.
2. A vacancy in elected office occurring between elections shall be filled by special election as specified in the Bylaws.

Section 5 Elected Officer Functions

1. The President shall function as the chief executive officer of the Society, providing vision and overall leadership.
2. The Vice-President shall function as the backup and support officer to the President.
3. The Secretary shall function as the official records officer of the Society.
4. The Treasurer shall function as the financial officer of the Society.
5. The Member and Public Relations Committee Chair shall function as the communications coordination officer of the Society.
6. The Equipment Committee Chair shall function as the facilities and equipment officer of the Society.
7. The Events Committee Chair shall oversee all Society sponsored events.
8. The Members-At-Large shall function as General Assembly representatives to the Executive Committee.
9. Each elected office shall have particular duties as specified in the Bylaws.

[Table of Contents](#)

Article VI Appointed Officers

Section 1 List of Appointed Officers

1. The appointed officers of the Society shall consist of:
 - a. Parliamentarian
 - b. Historian
 - c. Newsletter Editor
 - d. Formal Affiliate Representatives
 - e. Members of the Member and Public Relations Committee
 - f. Members of the Equipment Committee
 - g. Members of the Events Committee
 - h. Members of the Nominating Committee
 - i. Others as necessary and desired, subject to approval by the Executive Committee and General Assembly

Section 2 Appointed Officer Requirements

1. All appointed officers of the Society shall be dues-paying members of the Society, with dues payment not in arrears.

Section 3 Terms of Office

1. The term of office for all appointed officers of the Society, except members of the Nominating Committee and specially created committees, shall be from the date of appointment through the end of the current fiscal year.
2. The term of office for members of the Nominating Committee and specially created committees shall be from the date of appointment through the end of the current fiscal year, or until such time the committee is dissolved, whichever occurs first.

Section 4 Appointments and Vacancies

1. Appointment of appointed officers shall be as specified in the Bylaws.
2. A vacancy in appointed office shall be filled as specified in the Bylaws.

Section 5 Appointed Officer Functions

1. The Parliamentarian shall function as monitor and interpreter to ensure the proper conduct of Society business.
2. The Historian shall function as the archivist of the Society.
3. The Newsletter Editor shall function as the editor-in-chief and publisher of the monthly newsletter of the Society.
4. The Formal Affiliate Representatives shall function as liaison officers between the Society and the external organizations with which the Society has formally affiliated.
5. The Member and Public Relations Committee members shall function in support of the Member and Public Relations Committee Chair.
6. The Equipment Committee members shall function in support of the Equipment Committee Chair.
7. The Events Committee members shall function in support of the Events Committee Chair.
8. The Nominating Committee shall function as nonprejudicial recruiters and reporters of candidates for elected office.
9. Each appointed office shall have particular duties as specified in the Bylaws.

[Table of Contents](#)

Article VII Impeachment, Revocation, and Expulsion

Section 1 Impeachment of Elected Officers

1. Elected officers serve at the pleasure of the Society membership as a whole, and may be impeached for any reason whatsoever, without need to state cause, by motion carried by two-thirds majority vote of the General Assembly.
2. Elected officers may be impeached for violation of the Elected Officer Code of Conduct as specified in the Bylaws, by motion carried by simple majority vote of the General Assembly.

Section 2 Revocation of Appointed Officer Appointments

1. Appointed officers serve at the pleasure of the President and at the pleasure of the Society membership as a whole, and their appointments may be revoked for any reason whatsoever, without need to state cause, by motion carried by two-thirds majority vote of the General Assembly.
2. The appointments of appointed officers may be revoked on the basis of recommendation made by the President, or for violation of the Appointed Officer Code of Conduct as specified in the Bylaws, by motion carried by simple majority vote of the General Assembly.

Section 3 Expulsion of Members

1. Expulsion of members from the Society may be made for gross or repeated violation of the Member Code of Conduct as specified in the Bylaws, and in accordance with due-process procedures as specified in the Bylaws and as may be required by law, by motion carried by three-fourths majority vote of the General Assembly.
2. Any member so expelled shall be refunded prorata dues for the remainder of the current fiscal year and shall be considered again for membership only by approval of the General Assembly.

Section 4 Contingencies

1. In the event that the President is the subject of impeachment or expulsion proceedings, the Vice-President shall preside at such proceedings.
2. In the event that the Secretary is the subject of impeachment or expulsion proceedings, the President shall appoint a Recorder to make complete and accurate record of all such proceedings as specified in the Bylaws.
3. In the event that the Parliamentarian is the subject of revocation or expulsion proceedings, the President shall appoint a Monitor to monitor the proceedings and ensure that they are conducted in accordance with the Constitution and Bylaws of the Society.

[Table of Contents](#)

Article VIII Transactions and Interactions

Section 1 Contracts and Other Binding Agreements

1. The Society may enter into contracts and other binding agreements with Society members, external individuals, and external organizations, provided that the terms of such contracts and other binding agreements are in accordance with the purposes and scope of the Society as specified in Article II, and provided that no contractual long-term debt, to a financial institution or similar entity, is incurred by the Society.
2. All contracts and other binding agreements shall be subject to approval by the General Assembly, and shall be made a dated attachment to the Bylaws for the period during which the agreement is in force.

Section 2 Interactions with Governmental Bodies

1. The Society may interact with and may conduct financial and other transactions with the City of Austin, the State of Texas, the Internal Revenue Service, and other such governmental bodies, as may be necessary and as required by local, state, or federal law.

Section 3 Affiliations with External Organizations

1. The Society may formally affiliate with another nonprofit organization, and may conduct financial and other transactions required by such affiliation, provided that the affiliation is in accordance with the purposes and scope of the Society as specified in Article II.
2. All formal affiliations with external organizations shall be subject to approval by the General Assembly.

Section 4 Associations with External Organizations

1. The Society may informally or temporarily associate with another nonprofit organization, and may conduct financial and other transactions required by such association, provided that the association is in accordance with the purposes and scope of the Society as specified in Article II.
2. All associations with external organizations shall be subject to approval by the General Assembly.

Section 5 Arrangements with External Individuals

1. The Society may enter into arrangements with external individuals, for professional services rendered *pro bono* as specified in the Bylaws.
2. Such individuals shall be known as Advisors and shall serve in a consultative capacity only. They shall have no control over the Society or any of its normal activities.
3. Advisors may be given the privileges of Honorary membership for as long as they serve in this capacity.

Section 6 Authorization to Execute Transactions

1. Each officer of the Society shall be authorized to execute all transactions within the officer's scope of duties as specified in the Bylaws, provided that the transactions have been approved as specified in the Bylaws.

[Table of Contents](#)

Article IX Indemnification and Limitation of Liability

1. The elected officers 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 Non-Profit 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.

[Table of Contents](#)

Article X Standing Resolutions

1. The Society may adopt standing resolutions addressing matters not otherwise addressed in the Constitution and Bylaws of the Society, subject to approval by the General Assembly.
2. Such standing resolutions shall become dated attachments to the Bylaws, and shall be subject to the same amendment procedures as the Bylaws.
3. Motion to rescind a standing resolution shall be considered motion to amend a standing resolution by virtue of rescindment.

[Table of Contents](#)

Article XI Amendments

Section 1 Amendments to Constitution

1. This Constitution may be amended by motion carried by two-thirds majority vote of the General Assembly in a regular meeting, provided that
 - a. The proposed amendment was reviewed by the Parliamentarian, and
 - b. An absentee ballot containing the text of the amendment and a location to vote or abstain on the amendment, plus spaces for the name and signature of the voting member and the date of signature, was distributed via mail to all members of the Society at least 21 calendar days prior to the regular meeting at which the motion to amend is made.

Section 2 Amendments to Bylaws

1. The Bylaws may be amended by motion carried by simple majority vote of the General Assembly in a regular meeting, provided that the proposed amendment was reviewed by the Parliamentarian.
2. An amendment to the Bylaws shall be published in the issue of the Society newsletter immediately following the meeting at which the amendment was adopted.

[Table of Contents](#)

Article XII 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 Executive Committee 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 the City of Austin, Texas.
 - c. Assets shall not be distributed to Society members or to private individuals.

[Table of Contents](#)

Article XIII Ratification

1. This Constitution shall go into effect immediately upon ratification by two-thirds majority of the prospective Society members present at the September 1969 organizational meeting and as amended thereafter.

Anne Marie, Adkins, President

Date

[Table of Contents](#)

Amendment History

Adopted	September 1969	
Amended	November 1993	
Amended	October 1995	
Amended	February 1999	
Amended	July 2001	Change General Assembly quorum to 15% of membership
Amended	December 12, 2003	Add members-at-large commensurate with growth in Society membership
Amended	December 12, 2003	Split the Equipment and Events Committee and Chair into Equipment Committee and Chair and Events Committee and Chair
Amended	December 12, 2003	Provide for absentee balloting for election of officers and amendment of the Constitution
Amended	December 12, 2003	Preclude the possibility of officers who are minors from being involved in fiduciary or contractual matters
Amended	April 14, 2006	Change General Assembly quorum to 10% of membership
Amended	April 14, 2006	Provide for officers' terms to begin the second month following elections