

# **BYLAWS**

## **OF THE**

### **Clear Lake Area National Space Society and Moon Society Chapter**

As originally ratified by the members on September 9, 1992, and amended February 27, 2017.

#### **I. NAME**

The name of this organization shall be the Clear Lake Area (CLA) National Space Society (NSS) and Moon Society Chapter. For banking purposes, in order to maintain the same EIN number (52-1890175), the name shall be National Space Society, Clear Lake Area Chapter. The chapter is also known as NSS Chapter 748.

#### **II. PURPOSE AND GENERAL REQUIREMENTS**

The purposes of the Chapter shall be the same as those of the National Space Society and the Moon Society. No funds or assets of this Chapter may be used for any other purpose. The Chapter shall operate under the rules of the NSS Bylaws and the Chapter Rules, and the Chapter Fiscal Year shall be the same as that of the NSS. Upon dissolution, all remaining Chapter assets shall become property of the National Space Society.

#### **III. MEMBERSHIP**

The membership of the Chapter consists of those who are active NSS and/or Moon Society members who have paid Chapter dues (if any) for the current year. The amount of Chapter dues is determined by the Board of Directors. If no dues are required, then Chapter membership will be determined by the member having signed up for the Chapter mailing list. Members eligible to vote for Chapter officers shall include those who are active members of either the National Space Society or The Moon Society. The Chapter may deny or withdraw Chapter membership by a two-thirds vote of the members present and voting at a general membership meeting.

#### **IV. MEETINGS**

There shall be at least one general membership meeting every year. All members shall receive one week notice in writing, in person, or by phone/email, of the time and place of the meeting. A general membership meeting may be called at any time by a majority of the Board of Directors, the President, or by a petition signed by 1/2 of the membership (or ten members, whichever is less). Business may be

transacted at any general membership meeting by a majority of those members present and voting. A quorum to do business, other than the adoption of a change in bylaws, at a general membership meeting shall be a minimum of three members, to include at least one Chapter officer.

## V. OFFICERS

The Chapter shall have a minimum of 3 officers including President, Secretary, and Treasurer, and a maximum of four, including Vice President. One person may hold both the offices of Secretary and Vice President. Officers and Board members shall be elected annually at a general membership meeting.

All Chapter officers shall maintain membership in both the National Space Society and The Moon Society.

An officer may be removed from office by a majority vote of those present and voting at a general membership meeting for which written notice is provided to the members two weeks in advance. If an office or Board position becomes vacant, the remaining Board members may select a replacement from among the regular members of the Chapter to serve the remainder of the term. The term of office shall be one year from January 1<sup>st</sup> through December 31<sup>st</sup>. Nominations will generally be held in August or September with elections in October. Nominations may be made in person at any general business meeting during the period nominations are open, including immediately before the elections are held. At the discretion of the board, nominations may be accepted by postal mail or email to an address published to the membership list. Nominations by postal mail or email will close ten days prior to the election so that they may be included in the meeting announcement for the election.

Officers who are elected at the regular annual business meeting held after October 1<sup>st</sup> shall normally assume office as of January 1<sup>st</sup> immediately following. It is expected that the outgoing officers will mentor the incoming officers and assist them with completion of annual reports. However, officers who are elected at a called business meeting to fill a vacant position at any time of the year shall assume office immediately upon election and serve the remainder of that unexpired term.

### Duties of Officers

The President shall: preside at meetings of the membership and of the Board of Directors; administer all affairs of the Chapter in accordance with the decisions of the Board of Directors and the membership; in addition to such other members of the Chapter as are from time to time designated by the Board of Directors, act as the official representative of the Chapter; sign all agreements to which the Chapter is a party; delegate those responsibilities and powers to other members of the Chapter as may be appropriate; act as liaison between the Chapter and

the Society; have signature authority on all chapter accounts.

The Vice President shall: preside at any regular meeting from which the President is absent; oversee committees established by the Board; and succeed the President in case he/she resigns, is removed, or is otherwise unable to complete the term.

The Secretary shall: maintain records of resolutions passed at all meetings of the membership and of the Board of Directors; keep the membership roll and provide a copy to any Board member or to the NSS if requested to do so; provide notice of meetings to the membership and the Board of Directors.

The Treasurer shall; receive, record, and safeguard all moneys paid into the Chapter; keep full and accurate books of account for all financial transactions of the Chapter; render a financial report or open the books for inspection when called upon by the Board of Directors or the NSS; pay all duly approved bills of the Chapter, and file any required forms with the IRS, require board approval on all amounts above a "petty cash" limit established by the Board or chapter members.

## VI. BOARD OF DIRECTORS

All powers of the Chapter, except as otherwise explicitly provided in these Bylaws, rest in the Board of Directors. The Board of Directors may delegate the power to administer the affairs of the Chapter in specified areas of activity to such members or committees as it finds appropriate or convenient. The Board of Directors shall consist of no less than three nor more than seven members elected annually at a general membership meeting. All Officers shall be Board members. A majority of the members of the Board shall constitute a quorum for the transaction of business.

In addition to the Chapter officers listed in section V, there shall be three additional Director positions designated as follows:

- Director position number 1 shall be held by a Chapter member who maintains active membership in both the National Space Society and The Moon Society.
- Director position number 2 shall be held by a Chapter member who maintains active membership in the National Space Society. This director may or may not be an active member of The Moon Society.
- Director position number 3 shall be held by a Chapter member who maintains active membership in The Moon Society. This director may or may not be an active member of the National Space Society.

A Director may, at his or her request, change laterally to any vacant position which he or she is eligible to fill with the concurrence of a majority of the other board members.

Board meetings may be held by phone/online, or in person, with a good faith effort made to reach all members before a decision is finalized. Except for extraordinary circumstances, Board decisions will be brought before the general membership in a duly called meeting before commitments are made which involve expenditures above the petty cash limit. Minutes from all Board meetings held separately from general membership meetings will be reported at the next general membership meeting or via phone or mail if no meeting is called within a month of the Board meeting.

## VII. RATIFICATION AND AMENDMENT

Amendments to these bylaws may be proposed by the Board of Directors at a Board meeting, including meetings on-line or by telephone; by a committee designated for that purpose by the Board as authorized by Section VIII; or by a Chapter member eligible to vote for Chapter officers in the form of a motion seconded and passed at any duly called general membership meeting.

All proposed amendments shall be published by e-mail to the Chapter membership mailing list not less than thirty days prior to the duly called general membership meeting at which they are to be ratified, and also in the meeting announcement sent seven days prior to that meeting.

Amendments properly proposed and published to the membership may be ratified by a two-thirds vote of those present and voting at the specified general membership meeting. The quorum to do business for the ratification of a change in bylaws shall be a minimum of three members or fifty percent of the number present at the most recent duly called general membership meeting for the election of officers, whichever is greater. This number shall include one Chapter officer and, if at least six Board positions are filled, at least one additional Board member.

## VIII. COMMITTEES

The Board of Directors may establish standing and temporary committees to carry out the business of the Chapter. The Vice President shall appoint Committee Chairpersons who will keep the Vice President informed and report Committee actions to the Board.