

Bylaws of the McDonald Observatory and Department of Astronomy Board of Visitors

As amended by vote of the Board of Visitors at the February 25, 2017, Board of Visitors Meeting

PREAMBLE

The University of Texas at Austin McDonald Observatory and Department of Astronomy Board of Visitors is an organization created and operated as an adjunct of the University of Texas at Austin and the McDonald Observatory. It is not a separate legal entity. The Bylaws shall reflect the policies and directives of the Board of Regents of the University, of the President of the University of Texas at Austin, of the Director of the McDonald Observatory and of the Chair of the Department of Astronomy. The Bylaws shall contain provisions governing the organization and activities of the Board of Visitors that are consistent with the policies and directives of those authorities and are adopted from time to time in accordance with the provision of the Bylaws governing amendments by vote of the members of the Board.

MISSION

The McDonald Observatory and Department of Astronomy Board of Visitors exists to advance the mission of the University of Texas at Austin McDonald Observatory and Department of Astronomy.

ARTICLE I

Name

The name approved for this organization by vote of the University of Texas Board of Regents on October 14, 1983, is the *McDonald Observatory and Department of Astronomy Board of Visitors*.

ARTICLE II

Nature and Purpose

Section 1. *Nature.* The McDonald Observatory and Department of Astronomy Board of Visitors is a board authorized by the Board of Regents of the University of Texas to advise and assist the Director of McDonald Observatory and the Chair of the Department of Astronomy.

Section 2. *Purpose.* The purpose of the Board of Visitors is to further the research and educational objectives, and strengthen the historical symbiosis of McDonald Observatory and the Department of Astronomy by all available means, with emphasis upon promoting the welfare of astronomy, public relations, and financial assistance through encouraging gifts, donations, and bequests.

ARTICLE III

Membership

- Section 1. *Qualifications.* The membership of the Board of Visitors shall consist of persons especially interested in the accomplishment of the objectives and goals of McDonald Observatory and the Department of Astronomy. Members are expected to attend meetings and to actively support the programs of McDonald Observatory and the Department of Astronomy through their engagement, their advocacy, and, where appropriate, their financial contributions.
- Section 2. *Membership Limits.* The Board of Visitors shall consist of eight membership categories: Leadership Member, Sustaining Member, Members, Associate Members, Members-at-Large, Honorary Members, Public-Official Members and Ex-Officio Members. The maximum number of members in the Leadership Member, Sustaining Member, Member, Associate Member and Member at Large categories combined shall be 250. Within the overall limit of 250, there is no limit on the number in the Leadership Member, Sustaining Member and Member category, the Associate Member category is limited to 100, and Members-at-Large are limited to 25. Exceptions to these limitations may be enacted by the Chair of the Board of Visitors upon recommendation by the Nominating Committee.
- Section 3 *Leadership Members.* Leadership Members of the Board of Visitors shall serve terms of three years, beginning September 1 of the year in which they are elected or reelected. For elections that occur at the February meeting, terms shall be considered to start from the previous September 1. For each fiscal year, those belonging to this category of membership are expected to make an annual gift to the Board of Visitors Budget Fund of \$10,000. When attending meetings, Leadership Members are also expected to pay for themselves and their guests those meeting expenses assessed by the Board of Visitors Executive Committee.
- Section 4 *Sustaining Members.* Leadership Members of the Board of Visitors shall serve terms of three years, beginning September 1 of the year in which they are elected or reelected. For elections that occur at the February meeting, terms shall be considered to start from the previous September 1. For each fiscal year, those belonging to this category of membership are expected to make an annual gift to the Board of Visitors Budget Fund of \$5,000. When attending meetings, Sustaining Members are also expected to pay for themselves and their guests those meeting expenses assessed by the Board of Visitors Executive Committee.
- Section 5 *Members.* Members of the Board of Visitors shall serve terms of three years, beginning September 1 of the year in which they are elected or reelected. For elections that occur at the February meeting, terms shall be considered to start from the previous September 1. For each fiscal year, those belonging to

this category of membership are expected to make an annual gift to the Board of Visitors Budget Fund of \$2,000. When attending meetings, Members are also expected to pay for themselves and their guests those meeting expenses assessed by the Board of Visitors Executive Committee.

- Section 6. *Associate Members.* Associate Members of the Board of Visitors shall serve terms of two years, beginning September 1 of the year in which they are elected or reelected. For elections that occur at the February meeting, terms shall be considered to start from the previous September 1. Associate Members are encouraged to become Members within two terms on the Board of Visitors. For each fiscal year, those belonging to this category of membership are expected to make an annual gift to the Board of Visitors Budget Fund of \$750. When attending meetings, Associate Members are also expected to pay for themselves and their guests those meeting expenses assessed by the Board of Visitors Executive Committee.
- Section 7. *Members-at-Large.* Upon the recommendation of the Director and the Department Chair, the Board of Visitors may elect and reelect Members-at-Large. Such Members-at-Large shall have been Members or Associate Members in good standing, who have actively participated in the advancement of McDonald Observatory and the Department of Astronomy. Members-at-Large of the Board of Visitors shall serve terms of two years, beginning September 1 of the year in which they are elected or reelected to the Board of Visitors. For elections that occur at the February meeting, terms shall be considered to start from the previous September 1. For each fiscal year, those belonging to this category of membership are expected to make an annual gift to the Board of Visitors Budget Fund of \$500. When attending meetings, Members-at-Large are also expected to pay for themselves and their guests those meeting expenses assessed by the Board of Visitors Executive Committee.
- Section 8. *Public-Official Members.* The Board of Visitors welcomes the participation of public officials, who may join as Public-Official Members of the Board of Visitors for terms of two years, beginning September 1 of the year in which they are elected or reelected to the Board of Visitors. Public-Official members are invited to attend Board of Visitors meetings, with members of their immediate families or a single guest, at no charge.
- Section 9. *Honorary Members.* Upon the recommendation of the Director and the Department Chair, the Board of Visitors may elect Honorary Members. Such Honorary Members shall be individuals who have actively participated in the advancement of McDonald Observatory and the Department of Astronomy. Honorary Members shall be invited to attend all meetings of the Board of Visitors Membership. They shall serve two-year terms, beginning September 1 of the year in which they are elected or reelected to the Board of Visitors. For elections that occur at the February meeting, terms shall be considered to start from the previous September 1. When attending meetings, Honorary Members are expected to pay for themselves and their

guests those meeting expenses assessed by the Board of Visitors Executive Committee.

- Section 10. *Ex-Officio Members.* The following shall be ex-officio members of the Board of Visitors: the Director of McDonald Observatory, the Chair of the Department of Astronomy, the Dean of the College of Natural Sciences, and the President of the University of Texas at Austin.
- Section 11. *Nomination and Election to Membership.* Those nominated to become Leadership Members, Sustaining Members, Members, Associate Members, Members at Large, Honorary Members, and Public-Official Members shall be approved by the Nominating Committee before being submitted for election by the Board of Visitors. Election of members in the categories listed in this section shall be by vote of the membership at either the Winter or Summer Board of Visitors meeting.
- Section 12. *Voting.* Each Leadership Member, Sustaining Member, Member, Associate Member, and Member-at-Large of the Board of Visitors shall have one vote on all matters coming before the Board.
- Section 13. *Reelection to Membership.* Those nominated for reelection as Leadership Members, Sustaining Members, Members, Associate Members, Members at Large, Honorary Members, and Public-Official Members shall be approved by the Nominating Committee before being submitted for election by the Board of Visitors. Reelection of members in the categories listed in this section shall be by vote of the membership at either the Winter or Summer Board of Visitors meeting. To be eligible for reelection, Members, Associate Members, and Members-at-Large must be current on their annual giving to the Board of Visitors Budget Fund.
- Section 14. *Committee Service.* Leadership Members, Sustaining Members, Members, Associate Members, Members-at-Large, Honorary Members, and Public-Official Members shall be eligible to serve on Board of Visitors committees and task forces. The Chair of the Board of Visitors will appoint the chairs and members of committees and task forces on an annual basis.
- Section 15. *Resignation.* Any member may resign at any time by letter or e-mail to the Chair of the Board of Visitors or the Director of the McDonald Observatory or the Chair of the Department of Astronomy addressed to any of them at:

2515 Speedway Drive, Stop 1402
The University of Texas at Austin
Austin, TX 78712-1206

or by email at:
director@astro.as.utexas.edu

or
chair@astro.as.utexas.edu

ARTICLE IV

Meetings

- Section 1. *Frequency.* Meetings of the Board of Visitors shall occur at least two times each year at times selected by the Director of McDonald Observatory and Chair of the Department of Astronomy. The first (Winter) meeting shall occur usually in February and be chiefly addressed to the Department of Astronomy; the second (Summer) meeting shall be held usually in July. The Summer meeting shall be considered the annual meeting.
- Section 2. *Notice.* Notices of meetings shall be issued to the membership as early as feasible, and in any event, at least fourteen days preceding the date of the proposed meeting. Special meetings may be called by the Chair, or the Director and Department Chair acting in concert, through telephone notice or e-mail at least three days in advance.
- Section 3. *Place.* The Winter meeting shall normally be in Austin and associated with the University of Texas at Austin campus; the Summer meeting shall be at McDonald Observatory and its environs. Other meetings will be held as specified in the notice of the meeting.
- Section 4. *Quorum.* Since this is an advisory board, those members who are present at the time and place of any meeting duly called in accordance with the requirement for giving notice as set out in Section 2 above shall constitute a quorum. The vote of a majority of those present shall constitute the decision and action of the Board of Visitors.

ARTICLE V

Officers and Committees

- Section 1. *Officers.* The officers of the Board of Visitors shall consist of a Chair, a Vice Chair, and a Secretary. All such officers shall be Members of the Board of Visitors and shall be nominated by the Nominating Committee and elected to one-year terms by vote of the membership of the Board as set forth above in Article IV, Section 4. An officer of the Board may be elected to an unlimited number of terms but cannot serve in the same position for more than two consecutive terms. Officers' terms of service are contingent upon their membership in the Board of Visitors being current and in good standing. In addition, there may be an assistant to the Secretary designated by the Director and the Department Chair from the staff of McDonald Observatory or the Department of Astronomy.

- Section 2. *Duties.* It shall be the duty of the Chair to plan and organize the affairs and meetings of the Board of Visitors in cooperation with the Director and the Department Chair, so that maximum accomplishment may be achieved, and so that periodic reports and recommendations may be made to the Board of Visitors; he shall preside at all meetings of the Board of Visitors. The Vice Chair shall perform the duties of the Chair in his absence or during his disability. The Secretary shall cause notices of all meetings to be issued, cause minutes of all meetings to be kept in a permanent form, and cause all reports required of the Board of Visitors to be prepared. All officers shall perform such additional duties as may be assigned to them by the Board of Visitors from time to time.
- Section 3. *Executive Committee.* There shall be an Executive Committee composed of officers of the Board (Chair, Vice Chair, and Secretary), the immediate past Chair, the Chair of the Nominating Committee, and four additional members of the Board who shall be elected by the Board of Visitors upon nomination by the Nominating Committee. The Director, Department Chair, Dean of the University of Texas College of Natural Sciences, President of the University of Texas at Austin and chairs of the Board of Visitors committees shall be *ex-officio* members of the Executive Committee. The members thereof shall hold office for one year or until their successors are elected if none are elected within such year. The Executive Committee shall advise and assist the McDonald Observatory and Department of Astronomy in all matters as may be requested by the Director and Department Chair between meetings of the Board of Visitors, but the Executive Committee will not amend these Bylaws, nor will they conduct elections of officers except to fill vacancies for the unexpired term of the office vacant. Three days' telephonic notice of meetings of the Executive Committee shall be required, and those present at the time and place specified in such notice shall constitute a quorum. Minutes of all meetings shall be kept available to the Board of Visitors at its next meeting. The Executive Committee shall, as the need arises, and with the advice of the Director of the McDonald Observatory and the Chair of the Department of Astronomy, set fundraising goals for specific projects or needs of the Observatory or Department and shall communicate those goals to the membership.
- Section 4. *Nominating Committee.* From the membership of the Board of Visitors the Chair shall appoint, with the advice and consent of the Executive Committee, a Nominating Committee consisting of a Chair and four other members. Such appointments are subject to ratification by vote of the Board of Visitors. Members thereof shall hold office for one year and until their successors are appointed and ratified. It shall be the duty of the Nominating Committee to (a) recommend to the Executive Committee the names of prospective new nominees to the Board of Visitors, (b) to make such examination of persons suggested by individual members of the Board of Visitors, or otherwise as may be necessary in order to make such recommendations, and (c) with the advice and consent of the Director and

Department Chair and the Chair of the Board of Visitors to make nominations of officers and members of the Executive Committee. The Nominating Committee shall recommend as prospective new Leadership Members, Sustaining Members, Members and Associate Members of the Board of Visitors (1) only persons who have or who are likely to develop a special interest in the goals and objectives of McDonald Observatory and the Department of Astronomy, and (2) only persons who, by profession, avocation, proclivities, and residence, will tend to give to the Board of Visitors the greatest possible effectiveness. Nominations for Members and Associate Members shall be submitted to the next meeting of the Board of Visitors for consideration and appointment at such meeting.

Section 5. *Ad Hoc Committees.* Ad hoc committees and task forces may be formed by the Executive Committee and populated by appointment of the McDonald Observatory Board of Visitors' Chair.

ARTICLE VI

Amendments

Amendments. These Bylaws may be amended in part or in whole from time to time upon recommendation made by the Executive Committee at a duly called meeting of the Board of Visitors. Amendments are adopted when approved by a majority vote of those present.

ARTICLE VII

Parliamentary Procedure

Authority. In the absence of any provision to the contrary in these Bylaws, all business meetings of the Board of Visitors, of the Executive Committee, and of the Standing and Ad hoc Committees shall be governed by the parliamentary rules and usages contained in the current edition of *Robert's Rules of Order*, revised.

ARTICLE VIII

Definitions

Definitions. As used herein: "Regents" or "Board of Regents" means the Board of Regents of the University of Texas System serving at the particular time; "Department Chair" means the Chair of the University of Texas at Austin Department of Astronomy; "Department of Astronomy" means the University of Texas at Austin College of Natural Sciences Department of Astronomy; "Director" means Director of the University of Texas at Austin McDonald Observatory; "McDonald Observatory" means the University of Texas at Austin McDonald Observatory at Mount Locke and Mount Fowlkes.

[end]