

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

*As proposed by the Board of Visitors Executive Committee, October 15, 2010*

## PREAMBLE

The 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 McDonald Observatory and the University of Texas Department of Astronomy.

## ARTICLE I

### *Name*

The name approved for this organization by vote of the University 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.

Section 2. *Members.* The Board of Visitors shall consist of a maximum of 250 members of all categories, plus *ex-officio* members including the Director of McDonald Observatory, the Dean of the College of Natural Sciences, the Chair of the Department of Astronomy, the President of the University of Texas at Austin and the designated representative for liaison from the Development Office. Members are expected to attend meetings and actively support the programs of McDonald Observatory and the Department of Astronomy.

Section 3. *Associate Members.* The Board of Visitors may select and appoint Associate Members upon nomination by the Nominating Committee. Prospective Associate Members shall be invited to attend the meeting at which their nominations are presented to the

Board and shall be invited to participate in the final meeting of their term of office at which their successors will be appointed. Associate Members will assist the Board of Visitors and participate in Board activities including private fund development

Section 4. *Members-At-Large.* Upon the recommendation of the Director and the Department Chair, the Board of Visitors may appoint Members-at-Large. Such Members-at-Large shall be individuals who have actively participated in the advancement of McDonald Observatory and the Department of Astronomy. Members-at-Large shall be invited to attend all meetings of the Board and shall be entitled to serve on committees.

Section 5. *Appointment.* Nominations of new and renewing members of the Board of Visitors shall be considered and approved by the Nominating Committee. Nominations approved by the Nominating Committee shall be submitted to the Board of Visitors. A vote by the membership during one of the regular meetings will constitute final approval of such nominations.

Section 6. *Terms.* Members of the Board of Visitors shall be appointed for three-year terms. No person shall serve for longer than two consecutive terms, provided that special exception may be made by the Board of Visitors upon recommendation of the nominating committee. The terms of Members shall be staggered so that approximately one-third of the terms shall be renewable each fiscal year. Associate Members of the Board of Visitors shall serve for two years from the date of their appointment and may be reappointed on a year-to-year basis. Members-at-large shall serve in this capacity for two years from the date of appointment and may be re-appointed on a year-to-year or term-of-years basis thereafter, as recommended by the Nominating Committee. Upon recommendation by the Director and the Department Chair and confirmation by the Board of Visitors, lifetime appointments may be conferred upon Members-at-Large who have rendered distinguished service to McDonald Observatory and the Department of Astronomy. The terms of all members and officers of the Board of Visitors shall coincide with the fiscal year of the University, and the terms will begin at the beginning of the next fiscal year following election or appointment unless the appointment is to a vacancy whereupon the appointment will take effect at once.

Section 7. *Voting.* Each Member, Associate Member and Member-at-Large of the Board of Visitors shall have one vote on all matters coming before the Board with one exception: Whenever a vote is taken on suggested annual contributions to be made in different amounts for different classes of membership, if any member suggests that each membership class should vote separately on its own suggested

giving, or if the chair chooses to present the question separately to each class of members, each class may vote separately on its own suggested annual giving.

Section 8. *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:

1 University Station C-1402  
The University of Texas at Austin  
Austin, TX 78712-1083

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 and approved by the membership of the Board of Visitors. The first meeting shall occur usually in February and be chiefly addressed to the Department of Astronomy; the second 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 February 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 majority vote of the Members of the Board of Visitors. 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. In no case may an officer's terms exceed his term as Member of the Board of Visitors. In addition, there may be an assistant to the Secretary designated by the Director and the Department Chair of 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 Ad hoc 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.

- Section 4. *Nominating Committee.* From the membership of the Board of Visitors the Chair shall appoint, with the advice and consent of the Director and Department Chair, 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 Director and Department Chair 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 to make nominations of officers and members of the Executive Committee. The Nominating Committee shall recommend as prospective new 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 Chair upon approval of the Executive Committee and populated by appointment of the McDonald Observatory Board of Visitors' Chair.

## ARTICLE VI

### *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;

“Dean of the College of Natural Sciences” means the Dean of the College of Natural Sciences of the University of Texas at Austin;

“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.