BYLAWS OF THE

SOUTHWEST TEXAS SECTION

AMERICAN INSTITUTE OF AERONAUTICS AND ASTRONAUTICS, INC.

ADOPTED

Article I – Name and Territory

The name of this organization shall be the Southwest Texas Section of the American Institute of Aeronautics and Astronautics, Inc. (hereinafter AIAA). The territory of this Section shall be Aransas, Atascosa, Bandera, Bastrop, Bee, Bell, Bexar, Blanco, Brooks, Brown, Burnet, Caldwell, Calhoun, Cameron, Coke, Coleman, Colorado, Comal, Concho, Coryell, Crockett, De Witt, Dimmit, Duval, Edwards, Falls, Fayette, Frio, Gillespie, Goliad, Gonzales, Guadalupe, Hays, Hidalgo, Irion, Jackson, Jim Hogg, Jim Wells, Karnes, Kendall, Kenedy, Kerr, Kimble, Kinney, Kleberg, La Salle, Lampasas, Lavaca, Lee, Live Oak, Llano, Mason, Matagorda, Maverick, Mcculloch, Mcmullen, Medina, Menard, Milam, Mills, Nueces, Real, Refugio, Runnels, San Patricio, San Saba, Schleicher, Starr, Sterling, Sutton, Tom Green, Travis, Uvalde, Val Verde, Victoria, Webb, Wharton, Willacy, Williamson, Wilson, Zapata, and Zavala counties in the State of Texas. For administrative purposes, the Section Boundaries shall be delineated by ZIP or postal codes, corresponding to the areas specified above, and which are maintained and periodically updated by the AIAA Staff Liaison.

Portions of the Section may be organized into Chapters. The definition and operation of any Chapters shall be defined in the Section policies and procedures.

Article II – Objective

The objective of this organization is to further, within its territory, the purposes and programs of AIAA as given in the AIAA Constitution and bylaws.

Article III – Membership

The membership of the Section shall consist of members of the Institute of all grades who live or work within the Section's territory. The administrative test of membership in a Section shall be the mailing address of the member except for the case where the member has provided a written request to the AIAA Staff Liaison to be assigned to a specific Section within the Institute. Members may not concurrently maintain membership in more than one Section of the Institute. Only Professional members are considered voting members of the Section.

Article IV – Officers

1. The Officers of this Section shall consist of a Chair, a Vice Chair, a Secretary, and a Treasurer, all of whom shall be elected as prescribed in Article VI and shall continue in office until their successors qualify and take office. The Officers shall take office at the start of the Section Administrative year, which is defined in the Regional Engagement Activities Division of

AIAA (hereinafter READ) policies and procedures. Officers may succeed themselves in office for an unlimited number of terms.

2. The Chair shall be the chief executive officer of the Section. The Chair shall be a voting member of all committees, except for those noted in these bylaws. The Chair shall preside at all meetings and functions with outside agencies. The Chair shall make an annual report through the annual report process as defined by READ, submitted to the appropriate Regional Director of AIAA and the AIAA Staff Liaison on or before the due date specified in the READ policies and procedures.

3. The Vice Chair shall act in the place of the Chair in any case of the Chair's inability to act. The Vice Chair shall transact, at the direction of the Chair, any business that could be within the power of the Chair to transact.

4. The Secretary shall maintain the minutes of the meetings of the Section and shall be the custodian of all Section records not specially assigned to others. The Secretary shall keep a full and correct list of the membership and addresses of the members. The Secretary shall submit a copy of the minutes of all meetings of the Section to the Regional Director and the applicable Staff Liaison.

5. The Treasurer shall keep an accurate record of all funds received and disbursed. The Treasurer shall make all required financial reports and such expenditures as may be authorized by the Section Council or by the bylaws of AIAA as implemented under Article VIII of these bylaws.

6. All Officers must be current members of AIAA and of this Section.

Article V – Council

The Section Council (hereafter in this document referred to as the 'Council') shall have general supervision of the Section, and shall consist of no fewer than the four elected Officers as defined in Article IV: the Chair, Vice Chair, Secretary, and the Treasurer. All four are voting members of the Council. The Council may create additional positions of the types specified below, documenting those positions and their associated roles and responsibilities in the Section policies and procedures. A person holding one of these positions must be a current member of AIAA and of this Section.

1. Regular Council Member positions may be created by the Council and are elected by the membership of the Section by the method prescribed in Article VI. The holders of these positions are entitled to vote on the Council. This definition is grounded in the philosophy that voting Council positions, which are explicitly tied to setting policy for the Section including the approval of expenditures, should be accountable to the electorate via elections. Term lengths are set by the Council, but shall not exceed 3 years with no limit to the number of terms. If one of these positions is filled by appointment due to an unexpected vacancy (as per Article VI.7), that person shall be entitled to vote as if elected. The Council may appropriate budgetary funds for these Council members to manage and use in the execution of their tasks, constrained within the limits of the Council's authorization. Regular Council positions may be eliminated by the Council only when the position is vacant or scheduled for election.

2. *Ex Officio* Council Member positions are either defined in these bylaws or may be created by the Council, and members in these positions can be appointed or replaced by the Council at any time unless otherwise specified in these bylaws. As members in these positions are not elected by the membership, they are non-voting members of the Council and shall not be counted for the purposes of determining quorums. The Council may appropriate budgetary funds for these *ex officio* Council members to manage and use in the execution of their tasks, constrained within the limits of the Council's authorization. Unless otherwise specified, *ex officio* Council positions can be eliminated by the Section Council at any time.

Voting Council positions are defined as the four elected Section Officers and any additional Regular Council Member positions created by the Council and elected by membership.

If the Chair from the previous year holds no other Officer or Council member position, that person shall be an *ex officio* Council member for one year with the title of Immediate Past Chair.

An elected council member holding a position at the time when these bylaws are ratified shall remain in that position until the term is completed, at which time the position shall sunset unless the Council has created the position under these bylaws according to Article V.1.

An appointed council member that had previously been a voting Council member and was holding said position at the time when these bylaws were ratified may remain as a voting Council member for one year after ratification. After that time the position shall sunset unless the Council has created the position as an elected position under these bylaws according to Article V.1 and an election for the position has occurred, or the Council has converted the position to an *ex officio* non-voting position according to Article V.2.

Article VI – Elections and Vacancies

1. Any member of the Section, irrespective of member grade, may stand for election as an Officer or Council member. The Section Chair shall be elected on the cadence specified by the AIAA bylaws (which is presently annually). The other Officers shall be elected annually unless the Council votes to set terms for these positions to 2 or 3 years, with these changes being documented in the Section policies and procedures. All other Regular Council positions shall have terms as defined in the Section policies and procedures. Elections shall be completed such that newly elected Officers and Council members can take office at the start of the Section Administrative year, which is defined in the READ policies and procedures.

2. The Council shall appoint a Nominating Committee as described in the Section policies and procedures. The Chair shall not serve on the Nominating Committee. The Nominating Committee shall prepare a slate, which must be submitted to the Secretary. This slate shall consist of at least one nominee for any Officer position up for election and for all Council positions up for election. All nominees shall be members of AIAA and this Section. A member can only appear on the slate for a single position.

3. Concurrent with the preparation of a slate by the Nominating Committee, the Secretary shall send to the membership of the Section, by mail or email, a notification of Council positions open for nomination. Nominations may be submitted by the general membership through

petition to the Secretary stating the name of the nominee and the office for which they are being nominated. Self-nominations are not permitted and all nominees shall be members of AIAA and this Section. All nominations received that meet these requirements shall be included in the final slate of candidates. The date for closing of the petition nominations shall not be less than 14 days from the distribution of the notification of Council positions open for nomination, and this date shall be indicated on the notification as delivered to the members.

4. The Chair shall appoint a Tellers Committee, consisting of at least two current members of the Section, to count ballots, as defined in Article VI.5, and shall inform the Secretary of the names of the committee members. Neither the Chair nor the Secretary shall serve on the Tellers Committee.

5. The Secretary shall be responsible for delivering ballots to the mail or email address of record for all voting members of the Section or notifying all voting members of the opening of electronic voting.

   The ballots or the announcement of the ballot shall show the closing date for balloting, which shall not be less than twenty days after the date of the mailing of ballots or announcement of the ballots.

   The ballot return envelopes or the collection of electronic votes shall be arranged to preserve secrecy. These ballots shall be marked by the members and returned to the Tellers Committee chair. Only the Tellers Committee will have access to the information on the completed ballots for the purposes of validating the membership of those casting ballots, counting the valid ballots, and certifying to the Secretary the names of the Officers and Council members elected. A plurality of the ballots received by the end of the ballot period shall constitute election. The roster used for validating ballots sent shall be the complete list of voting members of the Section at the time of the mailing or opening of the voting. Write-in votes shall be discounted in tallying the votes. The Secretary shall maintain a record of the total votes cast for each candidate in the election.

6. A vacancy in the office of the Chair shall be filled by the succession of the Vice Chair, to serve until the next scheduled election.

7. A vacancy on the Council or in any Office, except that of the Chair, shall be filled by an appointment of the Council to serve until the next scheduled election.

Article VII – Meetings, Procedures and Quorums

1. Within the United States, the rules contained in Robert's Rules of Order Newly Revised shall govern meetings of this Section in all cases to which they are applicable and in which they are not inconsistent with these bylaws or with the Constitution or bylaws of AIAA. Outside the United States, the traditional parliamentary or meeting procedures of the Section's home country shall govern meetings of this Section in all cases to which they are applicable and in which they are not inconsistent with these bylaws or with the Constitution or bylaws of AIAA.

2. Meetings of the general membership of the Section may be called by the Chair, or upon the written request of at least five percent of the membership, but no fewer than ten members, and

the entire membership must be reasonably notified of the date and place of such meeting. At least five percent of the voting membership, but no fewer than ten members, shall constitute a quorum at any general membership meeting of the Section.

3. The Council shall hold at least four meetings per year. Meetings may be called by the Chair or upon the written request of three members of the Council. Fifty percent of its voting membership, as defined in Article V and the Section policies and procedures, shall constitute a quorum for meetings. For motions voted upon by letter or electronic ballot, the entire membership of the Council shall constitute a quorum. Motions shall be considered approved if there is a quorum and a majority of those comprising the quorum vote to approve said motion.

4. In any matter involving a vote of the general membership, decided by either letter or electronic ballot, including elections of Officers and Council members, a quorum shall consist of the number of valid votes cast.

Article VIII – Financial Affairs

1. The fiscal year shall be defined in the READ policies and procedures.

2. Membership in AIAA and associated dues shall be as fixed by AIAA, and shall be paid to said Institute. The Section shall neither charge nor collect dues or assessments, but the Section may accept voluntary contributions and payments for participation in activities.

3. The Section shall submit an audited financial report from the prior fiscal year and an annual budget for the current fiscal year to the appropriate Regional Director of AIAA and the AIAA Staff Liaison on or before the date specified in the READ policies and procedures.

4. The Section shall be responsible for its own acts, contracts, debts, and other obligations and undertakings unless AIAA, by duly constituted action of its Board of Trustees, agrees to undertake or assume responsibility, therefore, prior to the time the action is taken or the time the obligation is incurred. The Section shall open and maintain a bank account in a reliable banking or other financial institution for the disbursement of expenses incident to its organization purposes and functions. The Section may employ, discharge and compensate from its own funds such personnel, but only such personnel, as are required for proper maintenance of its organization and the performance of its functions in accordance with its bylaws and policies and procedures and the Constitution and bylaws of AIAA.

5. The Section shall have no indebtedness, and shall not enter into any contract or understanding, assume any obligations, or make any expenditures, the effect of which would be to create, at any time, a Section obligation the total amount of which exceeds projected funds on hand, based on the Council's review of the Section balance sheet.

   Only Voting Section Council members may vote to authorize the expenditure of Section funds or the incurring of financial obligations by the Section. Any Section member may execute a transaction on behalf of the Section, so long as the expenditure has been previously authorized either as part of the Section budget or through a supplemental authorization vote by the Section Council and so long as the expenditure follows any guidance established by the Section Council regarding members that are authorized to complete the transaction.

6. The Section and the Officers and Council hereof, shall not be liable or otherwise responsible for the actions of, or obligations incurred by, any individual member or group of members of this Section, except insofar as such actions or obligations are the responsibility of the Section under these bylaws.

Article IX – Committees

1. The Council may form and dissolve committees as defined in the Section policies and procedures document. Committees that are formed shall be chaired or co-chaired by the relevant Regular or *ex officio* Council member(s). In the event that there is no obvious relevant Council member, the Council shall either direct a Regular or *ex officio* Council member to chair the committee or create a new *ex officio* Council member position that may have multiple duties, but shall have the explicit task of chairing said committee. Committee Chairs shall appoint members to their committees to accomplish the tasks of the committee.

2. The Chair is normally the representative to the Regional Advisory Council (RAC). The Chair may designate another member from the Section to serve as the representative to the RAC. If this person is not already a Council member, then the appointee shall be an *ex officio* member of the Council.

Article X – Section Policies and Procedures

1. The Section shall maintain a policies and procedures document defining any additional Section operating procedures beyond those defined in these bylaws.

2. Amendments to the Section policies and procedures shall be enacted by a majority affirmative vote of the Section Council, the vote being in person, by letter, or via electronic ballot.

3. The Section policies and procedures may not supersede any part of these bylaws.

Article XI – Limitations and Restrictions

In accordance with the AIAA Constitution and bylaws, the Section membership and Section bylaws are governed by the AIAA Certificate of Incorporation, the Constitution, bylaws, and policies of the Institute, as well as any rules or regulations established by the AIAA Board of Trustees. Sections must comply with the laws of local or national authorities, and those laws shall supersede these bylaws in instances of conflict. In cases where an alteration of the AIAA Constitution or bylaws affects the Section bylaws, the latter shall be automatically updated by the AIAA Staff Liaison to reflect the change.

Article XII – Amendment

1. It is the intention of READ that all Sections in the Institute operate under the same bylaws, except in special cases where local law or some other compelling reason requires a

deviation. The amendment process is meant to maintain uniformity of the bylaws for all Sections.

2. An amendment to these bylaws may be proposed by a vote of the Council or by petition to the Secretary with approval of at least five percent of the voting membership, but no fewer than ten members. The proposed amendment shall be forwarded to READ. An amendment may also be directly proposed to READ by any Regional Director of AIAA.

3. Upon receipt, READ shall conduct a preliminary review of the proposed amendment to ensure it is not subject to the limitations in Article XI and that the matter cannot be handled without the need for an amendment. If it is preliminarily accepted by READ, the proposed amendment shall be forwarded for comment to all Section Council members of every Section of AIAA, with the comment period lasting no less than 30 days. Section Council Secretaries shall collect comments from each Section and forward them to READ and the AIAA Staff Liaison.

4. Upon closure of the comment period, READ shall use the received comments to guide their action upon the proposed amendment. By a majority vote, READ may approve of the amendment as proposed, modify and approve of the amendment, or reject the amendment.

5. Upon approval by READ, the proposed amendment shall be forwarded to the Secretaries of every Section of AIAA. In every Section, the proposed amendment shall be provided by the Secretary to all members of the Section. The window for voting shall be set by READ and shall not be less than 21 days. The Secretary and two tellers, appointed by the Section Chair, shall validate the membership of those casting ballots, count the valid ballots, and certify the results to the Section Council and to READ. A Section will have voted to approve the amendment if over half of all the votes cast are in favor of the amendment.

6. The amendment shall be ratified for all Sections if three-quarters (3/4) of all Sections vote to approve the amendment. READ shall notify all Sections of the result, and if the amendment is ratified the AIAA Staff Liaison shall provide an updated version of the Section bylaws.

7. Since Section names are unique to each Section, changing the name of the Section as specified in Article I is not subject to the Amendment process. After gaining concurrence from READ, the Section name may be changed by a vote of the Section membership. A name change shall be successful if a majority of the ballots received by the end of the ballot period of not less than 14 days are in favor of said change. The remaining items in Article I, paragraph 1 are administratively completed and managed by AIAA Staff, with the establishment, definition, and management of these items governed by the AIAA bylaws and policies of the AIAA Board of Trustees.

Article XIII – Formation and Termination of Sections

1. The AIAA Board of Trustees is empowered to establish or terminate Sections in the manner set forth within the bylaws of AIAA and the policies established by the Board of Trustees.

2. Upon the termination of a Section, the Section shall halt the commitment of Section funds. Debts already incurred for spending previously authorized by the Section in accordance with Article VIII shall be paid. No future payments may be authorized or debts incurred after a Section is terminated and all planned and approved future spending shall be voided. Sections shall return all remaining funds to the Institute and close any financial accounts of the Section. The Section funds recovered by the Institute shall be disbursed to the Sections absorbing the members of the terminated Section in the manner described in the READ policies and procedures.

Article XIV – Removal of Officers and Council Members

1. The AIAA Board of Trustees, as the body empowered in the bylaws of AIAA to form and terminate Sections, has plenary power to remove from office any AIAA Section Officer or Council member.

2. Pursuant to the bylaws of AIAA, a Section Chair may be removed from office by a vote of the membership of the Section. Upon the receipt by the Secretary of a petition from the membership with signatures from Section members numbering at least 50% of the total number of votes that were cast in the previous election in favor of the Section Chair, a special election for the removal of the Chair shall be scheduled by the Secretary. The vote shall begin within fifteen (15) days of receipt of the petition. The Vice-Chair shall appoint a Tellers Committee, consisting of at least two current members of the Section, to count ballots, and shall inform the Secretary of the names of the committee members. The Secretary shall be responsible for delivering ballots to the mail or email address of record to all voting members of the Section or notifying all voting members of the opening of electronic voting.

   The ballots or the announcement of the ballot shall show the closing date for balloting, which shall be not less than fourteen days but no more than twenty days after the date of the mailing or announcement of the ballots.

   The ballot return envelopes or the collection of electronic votes shall be arranged to preserve secrecy. These ballots shall be marked by the members and returned to the Tellers Committee chair. Only the Tellers Committee will have access to the information on the completed ballots for the purposes of validating the membership of those casting ballots, counting the valid ballots, and certifying the result of the vote to the Secretary. The Section Chair shall be removed from office by a vote of three-quarters (3/4) of the total votes cast. Upon certification, if there are sufficient votes cast to remove the Section Chair from office, removal shall immediately take effect, with the removed Chair being barred from holding any Officer or Council position for the remainder of the removed Chair's current term. Upon removal, the Vice Chair shall assume the office of the Chair according to Article VI.6.

   There shall be no avenue for appeal of the removal of a Section Chair by a vote of the membership of the Section.

If the membership fails to remove the Section Chair by the means outlined in this section, the removal processes outlined in Articles XIV.2 or XIV.3 shall not be initiated anew less than six months from the date of the initiation of the prior procedure.

3. At a Special Meeting, called for that purpose only, the Council may remove from office for cause any Officer or Council member, including the Section Chair.

   Such a Special Meeting may be called by the Section Chair on their own initiative and also shall be called by the Chair or Vice-Chair upon receipt by the Section Chair or Secretary of a written request signed by at least 40% of the Section Council members, which meeting shall be called within thirty days of receiving the written request from the Council members.

   Notice of any Special Meeting called pursuant to this article shall be sent to the Subject Officer or Council member (hereinafter "Subject") in writing no later than fifteen (15) days prior to the date of the Special Meeting. Such written notice shall include a list of the charges made against the Subject, shall set forth the time and place of the meeting, and shall be sent to the Subject by enclosing the notice in an envelope and mailing said notice by first class mail, postage paid, to the last known address of the Subject.

   If the Special Meeting is called in response to a written request by 40% of the Council members, the authority of the Subject shall automatically be preliminarily suspended pending the Special Meeting of the Council. If the Section Chair calls the Special Meeting on their own initiative, written agreement of at least 40% of the entire Council sent to the Section Chair or Secretary shall be required in order to impose such a preliminary suspension. Any preliminary suspension imposed pursuant to this paragraph shall terminate at the conclusion of the aforementioned Special Meeting of the Council or thirty (30) days after the date on which the preliminary suspension was imposed.

   The Subject shall be provided an opportunity to present their position during the Special Meeting and prior to a vote on the removal from office of the Subject. The Officer presiding over the meeting may, at their discretion, limit the time provided for the presentation on behalf of the Subject, but shall in all cases provide at least 30 minutes. An equal amount of time shall be provided to those making a presentation in favor of removal of the Subject.

   At least two-thirds of the entire Section Council must be present at the Special Meeting and at least two-thirds of the entire Section Council must vote in favor to remove the Subject from office. If there are sufficient votes cast to remove the Subject, the removal shall take effect immediately. By vote, the Council shall set the length for which the subject shall be barred from holding any Officer or Council position, which shall be at minimum until the next election, but may not be longer than the remainder of the removed Subject's current term.

   If the Council fails to remove the Subject from office within thirty (30) days of the initiation of the procedure described herein, such procedure shall terminate. Such terminated removal procedure shall not be initiated anew less than six months from the date of the initiation of the prior procedure except upon affirmative vote of 60% of the entire Council.

4. When, at the Special Meeting outlined in Article XIV.3, sufficient votes have been cast in favor of removal from office, the Subject may request in writing an opportunity to appeal the decision of the Council to the AIAA Board of Trustees in accordance with the bylaws of AIAA and governed by the policies established by the Board of Trustees.

   The Board of Trustees shall, upon receiving such a written request, provide the appellant an opportunity to present in writing their reasons for believing that the decision of the Council was unjustified or improper. The Board of Trustees may further request from the Council a written explanation for the basis of the Subject's removal from office. In addition, the Board of Trustees may request that the Appellant and/or the Council provide additional information, including an oral explanation of its written remarks. Any removal imposed by vote of the Council at the Special Meeting shall continue pending a decision by the Board of Trustees. The aforementioned petition to the Board of Trustees shall be the only route of appeal available for the decision rendered in Article XIV.3, and a decision of the Board of Trustees to affirm, modify, or reverse the decision of the Section Council shall be final and binding upon all parties.