

HUNTSVILLE ASSOCIATION OF TECHNICAL SOCIETIES (HATS)

BYLAWS



*Huntsville Association of Technical Societies
4900 University Square, Suite 29
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1. Definition and Mission of HATS

Name. The name of this organization is the "Huntsville Association of Technical Societies" hereinafter referred to as "HATS".

Mission. HATS is a regional forum established to promote, facilitate, and communicate effective cooperation among member organizations for the pursuit of common goals. The objectives of HATS are both scientific and educational in nature and are directed towards the advancement of the theory and practice of the various facets of science engineering and related disciplines. HATS currently promotes the following goals:

- Support the advancement of science, engineering and related education within the HATS region, including recognition of organizations or individuals for outstanding achievements or service in the fields of engineering or science.
- Promote cooperation among the member organizations and unity of action toward common goals.
- Aid and encourage high school and college students in their pursuit of engineering, science, or other technical education. Promote the advantages of the local technological climate and encourage engineering and science graduates to consider local employment.
- Execute programs which advance engineering and science in the region by integrating the activities of multiple member societies and organizations.

Tax Exempt Status. HATS is incorporated (June 17, 1969) as a non-profit corporation under the provisions of the Alabama Non-Profit Corporation Act as set out in Title 10, Section 203, et seq. of the 1940 Code of Alabama, as amended. HATS is designated a 501.c3 non-profit organization by the Federal Government.

Territory. HATS membership is available to organizations and individuals in the City of Huntsville, North Alabama, South Central Tennessee, and surrounding areas.

Governing Documents. The governing documents are comprised of the Articles of Incorporation and the Bylaws.

Articles of Incorporation. The rights, privileges, and responsibilities of HATS derived from the State are set out in the Articles of Incorporation and are further limited by the laws of the State of Alabama, the laws of the United States, and the laws of other legal entities under whose jurisdiction HATS or its operations function. The Articles of Incorporation derives its authority from the State of Alabama and applies to HATS as a whole.

Bylaws. These Bylaws are a statement of the authority, responsibilities, and definition of the Board of Directors, hereinafter referred to as the Board, and the HATS Membership.

Bylaws Amendments. The Board at a regularly called meeting may make, amend, or revoke the Bylaws by a two-thirds majority vote of all Board members present. Proposed Bylaw changes and the reasons therefore shall be mailed or transmitted to all members of the Board at least fifteen days before such meeting.

Gender Usage. The use of the masculine gender is intended to be interchangeable with the feminine gender where it occurs in this Constitution and its Bylaws.

2. Organizational Structure

The organizational structure of HATS is a Board of Directors, hereinafter referred to as the Board. An Executive Committee of officers within the Board is charged with the overall conduct of the business of HATS. The HATS Organization typically includes member organizations, elected officers, standing programs and committees.

3. Fiscal Year

The fiscal year for the chapter shall be October 1 through September 30 of the following year. All accounting will be closed on September 30 and presented at the first meeting in the new fiscal year.

4. Membership

Membership Types are established by the Articles of Incorporation. Additional information on the memberships is provided below:

Active Members are non-profit professional technical, scientific, and engineering organizations, incorporated or active in the Territory, which have joined HATS and maintained active status through participation and payment of dues. Each active society may name a representative member to HATS who will have one vote at the HATS Membership meetings and in all HATS ballot votes. Active members also include those individuals who join HATS independently from the member societies and are active in the HATS activities. Each individual member will have one vote at the HATS Membership meetings and in all HATS ballot votes. All active members are eligible to be elected to the HATS board of directors.

Associate Member organizations shall be firms, corporations, partnerships, organizations, companies or entities which are interested in the objectives or activities of HATS and which, by Associate Membership in HATS, may contribute to and/or assist in fulfilling, or be helped by, the purpose for which HATS was formed. Associate Members have no vote at the membership meetings.

Honorary Members are any organization or individual who has made a direct and significant contribution to the fields of engineering and science and who have been nominated and approved by the HATS board for lifetime honorary membership. Honorary Members have no vote at the membership meetings.

Advisory Members are any educational institutions or governmental agency, which are interested in the objectives or activities of HATS. Advisory Members have a vote at the membership meetings.

5. MANAGEMENT

The Board. The Board shall be the governing body of HATS and shall consist of ten board members elected by a vote of membership. The Board shall determine the organization's annual goals and objectives; annually elect the Officers; ensure effective organizational planning; ensure adequate resources; determine and monitor the organization's programs; enhance the organization's public image and work to advance the members needs. The board will create an annual budget to be presented to the membership for approval at the annual meeting. The President or, in his absence, the Vice President shall preside at all Board meetings. The board shall approve all appointments of membership to programs and committee. By virtue of the authority invested in them by the Membership, only the board shall have the authority to contract for HATS. Any contracts must be approved at a board meeting by the board and two signatures are required for the contract to be binding. The President or the Treasurer may sign checks up to five hundred dollars without the approval of the Board.

The President. The President shall call and preside at all meetings of the Executive Committee, the Board, and the HATS Membership. He shall provide leadership for the undertaking of appropriate HATS activities and be responsible for the proper execution of HATS business. He shall perform such other duties as may be assigned by the HATS Membership to include serving as Contracting officer and on programs and committees as assigned.

The Vice-President. The Vice-President shall, in the absence or disability of the President, assume and execute the duties of the President. The Vice President shall be the focal point for HATS fundraising and will assist program chairmen in development of fundraising plans.

The Secretary. The Secretary shall maintain HATS records and publish accurate minutes of all proceedings of the Board, the Executive Committee, and HATS Membership. The Secretary shall report minutes to the Board, the Executive Committee, and the HATS Membership as required thereby. The Secretary shall transfer at the end of the term all books and records of the position and such other necessary information to the newly elected Secretary.

The Treasurer. The Treasurer shall have custody and be responsible for the accounting of all HATS Funds. He shall report HATS Funds status at all meetings of the Board and the HATS Membership. At the annual membership meeting, the Treasurer shall present reports and balance sheets as of the last day of the fiscal year. The Treasurer shall present an annual budget to the membership for their review and approval at the annual membership meeting. The Treasurer shall assist the President in HATS contract activities. He shall also be responsible for insuring that all necessary tax forms are prepared and dispatched to the appropriate governmental agency(s). Moreover, the Treasurer shall at the end of the term transfer to the newly elected Treasurer the books and records of his office and such other information as to the financial condition of HATS. The Treasurer shall be bonded, if required, by the HATS Membership. This bond shall be at the expense of HATS.

Deputy Treasurer. The Deputy Treasurer will assist the Treasurer in all assigned duties and act for the Treasurer when absent.

Any HATS elected Director, Officer or other member of the Board whose actions or omissions are found to be detrimental to the mission of HATS may be removed from office by a vote of the HATS board.

Nominations.

The Board shall designate a Nominating Committee four months prior to the end of the fiscal year. The Nominating Committee shall consist of three members and be chaired by a board member. The Nominating Committee shall solicit recommended nominees for Officers and Directors from the Membership. A list of recommended candidates containing more names than the number of positions to be filled shall be submitted to the HATS Board for approval two months prior to the end of the fiscal year.

Elections. Each year, the voting Membership shall elect the Directors of HATS by means of a secret written ballot at the Annual Meeting. Ballots shall be distributed 30 days prior to the meeting. Candidates receiving the most votes shall be declared the winners.

Tenure. Directors shall be elected for two year staggered terms with five elected each year. Special elections will be utilized to fill vacant board positions. The process to identify candidates shall be as follows:

1. All members will be notified of the need for a board member and nominations will be requested within 30 days.
2. A slate of candidates, no less than two, will be created and a member vote will be conducted. The candidate with the most votes will be added to the board.

6. Meetings

Membership Meetings. HATS Member meetings, including an Annual Meeting, shall be held at the approval of Board members. Notices of Membership meetings of HATS shall be sent to those authorized to attend at least fourteen days before the meeting. Each notice shall contain a statement of the purposes for which the meeting is being called.

Annual Meeting. The HATS Board shall hold an Annual HATS Members Meeting at the start of each fiscal year. The purpose of the Annual Meeting is to:

1. Install Directors for the coming year.
2. Present the Annual Report
3. Present for approval the coming years annual budget, including budgets for each active program.

Board of Directors Meetings. Board meetings shall be held monthly, with quarterly meetings including a review of all active programs within HATS. Board meetings are open for attendance by all HATS Members.

Quorum. A duly constituted HATS Member meeting requires representatives, alternates, or signed proxies from twenty-five percent of the Active Membership qualified to vote to constitute a quorum. Greater than 50% of the standing board is required to constitute a quorum at board

meetings.

7. SECTION V. PROGRAMS.

Programs may be initiated by approval of the HATS board and can remain active as long as they are approved for continuation annually by approval of the board. No program will be allowed to continue if unable to avoid operating at a financial loss. A Director will serve as the chairman of each program and will be responsible for submittal of an annual program plan and program budget. All programs must be self-sustaining and include specific fund raising actions in order to create sufficient revenue to balance the budget each year.

8. Dues and Finance

Dues Structure. The Board shall determine membership dues as part of the annual budgeting process each year. The dues shall be posted on the HATS website. Dues are payable within the first thirty days of the fiscal year.

Control of Funds. The Board shall have full control of all HATS funds to include those funds derived from HATS sponsored programs. The Treasurer and Deputy Treasurer shall have authority to expend funds per board approval within the limits of the annual budget. Programs have authority to expend funds within the approved program plan.

Independent Audit: An audit of all HATS accounts shall be made before the presentation of the annual financial report to the HATS Members. The audit will be conducted by either a three person review team (not to include any board members) or a certified public accountant.

Budget. The Treasurer shall prepare a budget detailing the expected fiscal operation of HATS and HATS sponsored programs for the coming fiscal year. The HATS budget shall be presented to the outgoing Board for review and approval at the last board meeting prior to the membership meeting. The annual budget shall then be presented to the Members for approval at the membership meeting.

Income. Receipts from HATS activities including dues and fees from Members and income from HATS sponsored programs, shall be placed in the General Fund Section. However, receipts generated from programs shall be placed in Funds designated especially for those programs. The General Fund and the Special Program Funds shall be in the custody of the Treasurer and Deputy Treasurer.

Disbursements. All usual expenses incurred by HATS shall be disbursed from the General Fund and shall be limited to those funds approved in the budget. All disbursements shall be verified by written documentation. All disbursements shall be made by a check signed by any of the following officers: President, Vice-President, Treasurer or Deputy Treasurer.

9. DISSOLUTION OF HATS

Procedure. Any motion for dissolution brought before the Membership shall be brought to the

board for approval. Once approved, the motion shall be presented to the Membership for vote. Dissolution of HATS shall require a letter ballot and a two-third-majority vote of Member Presidents, Vice Presidents, and HATS Representatives.

Disbursement of Assets. HATS shall operate as a non-profit organization under Section 501 of the Internal Revenue Code and no part of the net earnings shall accrue to the benefit of any Member. Should HATS be dissolved, all of the assets remaining after the payment of all just debts, costs and expenses, shall be distributed to similar organizations which have qualified for the exemptions under Section 501 of the Internal Revenue Code, and none of the assets shall be distributed to any member, officer, or director of HATS.

10.AMENDMENTS TO THE BYLAWS

These Bylaws may be amended, repealed or supplemented by a majority vote of the HATS board and also a majority vote of membership.