

BY LAWS OF *THE HEINLEIN SOCIETY*,
A non-profit corporation, incorporated under the laws of the
State of Texas, organized as an educational and literary char-
ity, but also engaged in its charitable purposes by virtue of sig-
nificant contacts in the State of California, and elsewhere in
both hemispheres.

Article I

Meetings

Section 1. Place of meeting. Any or all meetings of the members, and of the board of directors, of this Society may be held within or outside the State of Texas; *provided* that no meeting shall be held at a place other than the office of Arthur Dula, attorney at law, in Houston, Texas, except pursuant to a bylaw or resolution adopted by the board of directors. As used herein, the term resolution shall include any motion properly made and passed.

Section 2. Place of business meetings of the board of directors. Any or all meetings of the board of directors of this Society may be held via chat or conferencing software on the Internet, as the board of directors shall, from time to time, determine.

Section 3. Annual meeting of members. An annual meeting of the members shall be held in each year on a date selected on or between the Thursday before the first Monday in September [Labor Day in the United States of

America] and on or between the Sunday before the first Monday in September, at ten o'clock a.m., or such other hour as may be chosen, one of the purposes of which shall be the election to fill vacancies of such members of the board of directors whose terms have or may be about to expire as may be provided hereinafter.

Section 4. Place of annual meeting of members. The annual meeting of the members shall be held at or closely proximate to the site of the annual World Science Fiction Convention, at a place to be determined by the board of directors. In years when the annual World Science Fiction Convention is not held within the continent of North America, the board of directors may determine to hold the annual meeting of members at a place within North America which it shall determine.

Section 5. Notice of annual meeting of members. At least three days prior to the date fixed by section 4 of this article for the holding of the annual meeting of members, written notice of the time and place of the meeting shall be mailed, as provided, to each member entitled to vote at the meeting. As used in these By-laws, days means calendar days, including Sundays and holidays. As used in these By-laws written notice may include forms of electronic communication such as E-Mail.

Section 6. Delayed annual meeting. If, for any reason, the annual meeting of the members is not held on the day designated, the meeting may be called and held as a special meeting, and the proceedings may be there as at an

annual meeting, provided that the notice of meeting shall be the same required for the annual meeting, namely, not less than a three-day notice.

Section 7. Order of business at annual meeting. The order of business at the annual meeting of the members shall be as follows:

- (a). Roll call
- (b). Reading notice and proof of mailing.
- (c). Reading of minutes of last preceding annual meeting
- (d). Report of president
- (e). Report of secretary-treasurer
- (f). Election of directors
- (g). Transaction of other business mentioned in the notice
- (h). Adjournment

provided that, in the absence of any objection, or by majority vote of those eligible to vote present, the presiding officer may vary the order of business at his or her discretion. As used in these By-laws, the term “president” refers to the president and chairman of the board of directors.

Section 8. Special meetings of members. A special meeting of the members may be called at any time by the president, or by a majority of the board of directors. The method by which the meeting may be called is as follows: upon receipt of a specification in writing setting forth the date and objects of the proposed special meetings, signed by the president, or by a majority of the board of directors,

the secretary or an assistant secretary shall prepare, sign and mail the notices requisite to the meeting. Special meetings, at the sole discretion of the president, may be held via chat or conferencing software on the Internet. Notice may be signed by the stamped, typewritten or printed signature of the secretary or of an assistant secretary. As used herein the term secretary refers to the secretary-treasurer.

Section 9. Notice of special meeting of members. At least seven days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place and purposes of the meeting shall be mailed, as provided, to each member entitled to vote at the meeting. No business not mentioned in the notice shall be transacted at the meeting.

Section 10. Organization meeting of board. At the place of the annual meeting of members and immediately following the meeting, the board of directors as constituted upon final adjournment of the annual meeting shall convene for the purpose of electing officers and transacting any other business properly brought before it, provided, that the organization meeting in any year may be held at a different time and place than that provided, by consent of a majority of the directors of the new board.

Section 11. Regular meetings of board. Regular meetings of the board of directors shall be held not less frequently than once in each month at the time and place as the board of directors shall determine. No notice of regular

meetings of the board shall be required.

Section 12. Special meetings of board. Special meetings of the board of directors may be called by the president at any time by means of written notice by mail or E-Mail of the time, place and purpose to each director as the president in his or her discretion shall deem sufficient, but action taken at any meeting shall not be invalidated for want of notice if the notice is waived as provided.

Section 13. Notices and mailing. All notices required to be given by any provision of these bylaws shall state the authority pursuant to which they are issued (as, "by order of the president," or "by order of the board of directors" as the case may be) and shall bear the written, stamped, typewritten or printed signature of the secretary or assistant secretary. Every notice shall be deemed served when it has been deposited in the United States mail, with postage fully prepaid, plainly addressed to the addressee at his, her or its last address appearing upon the membership record of this Society; or when sent via E-Mail.

Section 14. Waiver of notice. Notice of the time, place and purpose of any meeting of the members or of the board of directors, may be waived by telegram, radiogram, cablegram or other writing, either before or after the meeting has been held, or, by attendance at the meeting and acquiescence without an express objection to the proceedings stated on the record of the meeting.

Article II

Quorum

Section 1. Quorum of members. Presence in person or by proxy of members representing a majority of the voting rights of this Society shall constitute a quorum at any meeting of the members. Failure of a quorum of the members to attend in person or by proxy the annual general meeting does not preclude the Society from conducting the regular order of business, including without limitation, election of directors. Failure of a non-attending member to designate a proxy shall constitute designation of the president as the holder of the proxy of the member not in attendance.

~~Section 2. Quorum of directors. A majority of the directors shall constitute a quorum. [Stricken September 8, 2002, and amended.]~~

Note: By amendment passed by a majority of the Board of Directors at the regular Board of Directors meeting on September 8, 2002, upon 30 days notice, the original provision stricken through above was deleted and the following substituted therefor:

Section 2. Quorum of directors. A majority of directors shall be defined as a majority of those directors who have not notified the Board they cannot attend meetings on

a regular basis. Such a majority shall constitute a quorum.

Article III

Voting, Elections and Proxies

Section 1. Who entitled to vote. Except as the articles, an amendment, or amendments otherwise provide, each regular member shall, at every meeting of the members, be entitled to one vote in person or by proxy upon each subject properly submitted to vote. A supporting member of the Society is not eligible to vote, but may attend any meeting, and subject to the rulings of the president, or other presiding officer, may express himself or herself.

Section 2. Proxies. No proxy shall be deemed operative unless and until signed by the member and filed with the Secretary of the Society by postal mail. In the absence of a limitation to the contrary contained in the proxy, it shall extend to all meetings of the members and shall remain in force three years from its date, and no longer.

Section 3. Inspectors. Whenever any person entitled to vote at a meeting of the members requests the appointment of inspectors, a majority of the members present at that meeting and entitled to vote shall appoint not more than three inspectors, who need not be members. If the right of any person to vote at the meeting is challenged, the inspectors shall determine the right. The inspectors shall

receive and count the votes either upon an election or for the decision of any question and shall determine the result. Their certificate of any vote shall be prima facie evidence.

Article IV

Board of Directors

~~Section 1. Number and term of directors. The business, property and affairs of this Society shall be managed by a board of directors composed of seven persons who shall be members of this Society. Each director shall hold office for the term for which he or she is elected and until a successor is elected and qualified.~~

By amendment passed by a majority of the Board of Directors at the regular Directors meeting on April 17, 2006, upon proper notice, the original provision stricken through above was deleted and the following substituted therefor:

Section 1. Number and term of directors. The business, property and affairs of this Society shall be managed by a board of directors composed of nine persons who shall be members of this Society. Each director shall hold office for the term for which he or she is elected and until a successor is elected and qualified.

Section 2. The Robert A. Heinlein memorial directorship. The board of directors may include a director who

is designated the Robert A. Heinlein memorial director, who may serve under such terms as the board may provide. Virginia Heinlein is designated the Robert A. Heinlein memorial director and may serve as a permanent director of this Society for as long as she may elect, without the necessity of election. Nothing herein, however, precludes Virginia Heinlein from standing for election as she wishes.

~~**Section 3. Classification of directors.** At the first annual meeting of the members, the members of the board of directors shall be divided into three classes of two members each. The members of the first class shall hold office for a term of one year; the members of the second class shall hold office for a term of two years; the members of the third class shall hold office for a term of three years. At all subsequent annual elections a minimum of two directors shall be elected by the members for a term of three years to succeed the two or more directors whose term then expires; provided that nothing shall be construed to prevent the reelection of a director.~~

By amendment passed by a majority of the Board of Directors at the regular Directors meeting on April 17, 2006, upon proper notice, the original provision stricken through above was deleted and the following substituted therefor:

Section 3. Classification of directors. At the first annual meeting of the members, the members of the board of directors shall be divided into three classes of two members each. The members of the first class shall hold office for a

term of one year; the members of the second class shall hold office for a term of two years; the members of the third class shall hold office for a term of three years. At all subsequent annual elections a minimum of two directors shall be elected by the members for a term of three years to succeed the two or more directors whose term then expires; provided that nothing shall be construed to prevent the reelection of a director.

Section 4. Vacancies. Vacancies in the board of directors shall be filled by appointment made by the remaining directors to fill the unexpired term of the vacant chair. Each person elected to fill a vacancy shall remain a director until a successor has been elected by the members, who may make that election at the next appropriate annual meeting or at any special meeting called for that purpose.

Section 5. Action by unanimous written consent. If and when the directors severally or collectively consent in writing to any action to be taken by the Society, that action shall be as valid a corporate action as though it had been authorized at a meeting of the board of directors.

Section 6. Power to make bylaws. The board of directors shall have the power to make and alter any bylaw or bylaws, including the fixing and altering of the number of the directors, provided, that the board shall not make or alter any bylaw or bylaws fixing the qualifications, classifications or term of office of any member or members of the then existing board.

Section 7. Power to elect officers. The board of directors shall select a president, and secretary-treasurer; and may select such other officers as it may, from time to time, amend these by-laws to permit. All officers of the Society must be regular members in good standing; provided, however, the board may appoint a supporting member of the Society an officer other than a board member or president or secretary-treasurer under such terms as it may hereafter prescribe.

Section 8. Power to appoint other officers and agents. The board of directors shall have the power to appoint other officers and agents as the board may deem necessary for the transaction of the business of the Society.

Section 9. Removal of officers and agents. Any director, officer or agent may be removed by the board of directors whenever in the judgment of the board the business interests of the Society will be served.

Section 10. Power to fill vacancies. The board shall have the power to fill any vacancy in any office occurring from any reason.

Section 11. Delegation of powers. For any reason deemed sufficient by the board of directors, whether occasioned by absence or otherwise, the board may delegate all or any of the powers and duties of any officer to any other officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 12. Power to appoint executive committee. The president and the secretary-treasurer shall have the power to appoint by resolution an executive committee composed of two or more directors who, to the extent provided in the resolution, shall have and exercise the authority of the board of directors in the management of the business of the Society between meetings of the board.

Section 13. Power to require bonds. The board of directors may require any officer or agent to file with the Society a satisfactory bond conditioned for faithful performance of duties.

Section 14. Compensation. The compensation, if any, of directors, officers and agents may be fixed by the board.

Article V

Officers

Section 1. President. The president shall be selected by, and from the membership of, the board of directors. He or she shall be the chief executive officer of the Society and shall preside as chairman over all meetings of the board and of the members. He or she shall have general and active management of the business of the Society and shall see that all orders and resolutions of the board are carried into effect. The president shall be ex officio a member of all standing committees and shall have the general powers and

duties of supervision and management usually vested in the office of president of a Society.

Section 2. Secretary-Treasurer. The secretary-treasurer shall attend all meetings of the members and of the board of directors, and of the executive committee, and shall preserve in the books of the Society true minutes of the proceedings of all meetings. He or she shall safely keep in his or her custody the seal of the Society and shall have authority to affix it to all instruments where its use is required. He or she shall give all notices required by statute, bylaw or resolution and shall perform any other duties as may be delegated by the board of directors or by the executive committee. The secretary-treasurer shall have custody of all corporate funds and securities and shall keep in the books belonging to the Society full and accurate accounts of all receipts and disbursements and shall deposit all moneys, securities and other valuable effects in the name of the Society in the depositories designated for that purpose by the board of directors. He or she shall disburse the funds of the Society as may be ordered by the board, taking proper vouchers for the disbursements, and shall render to the president and directors at the regular meetings of the board, and whenever requested by them, an account of all treasurer transactions and of the financial condition of the Society. If required by the board he or she shall deliver to the president of the Society, and shall keep in force, a bond in form, amount and with a surety or securities satisfactory to the board, conditioned for faithful performance of the duties of the office, and for restoration to the Society in case of death, resignation, retirement or removal from

office, of all books, papers, vouchers, money and property of whatever kind in the possession or control of the treasurer and belonging to the Society.

Article VI

Execution of Instruments

Section 1. Checks and drafts. All checks, drafts and orders for payment of money shall be signed in the name of the Society.

Section 2. Contracts, conveyances or other instruments. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the president, or the secretary-treasurer, may execute it on behalf of this Society and may affix the corporate seal. The board of directors shall have the power to designate any further officers and agents who shall have authority to execute any instrument in behalf of this Society.

Article VII

Power of Board To Borrow Money

The board of directors shall have the full power and authority to borrow money whenever in the discretion of the board the exercise of that power is required in the gen-

eral interests of this Society, and in that case the board of directors may authorize the proper officers of this Society to make, execute and deliver in the name and behalf of this Society any notes, bonds, and other evidence of indebtedness as the board shall deem proper, and the board shall have the full power to mortgage the property of this Society, or any part as security for the indebtedness, and no action on the part of the membership of this Society shall be requisite to the validity of any note, bond, evidence of indebtedness or mortgage.

Article VIII

Membership and Dues

Section 1. Regular membership. Any person may be elected to membership in this Society by uniform application; provided, however, an application for membership may be declined upon a showing of cause, by a majority vote of the board of directors at any regular business meeting. Any decision to decline an application by the board of directors, if made, may be appealed to members present at any annual or special meeting.

The dues of all regular members shall be a sum of \$35.00 payable annually on the first day of January of each year.

Any regular member in default in payment of dues shall be suspended from all privileges of membership, and if, after notice, the default is not cured within a period of

thirty days, the membership of that member shall automatically terminate.

Any member may be removed from membership by a majority vote of the members present at any annual meeting or at any special meeting of the members called for the purpose, for conduct deemed prejudicial to this Society, provided, that the member shall have first been served with written notice of the accusations and shall have been given an opportunity to produce witnesses, if any, and to be heard, at the meeting at which the vote is taken.

Section 2. Supporting and other classes of membership. The board of directors, or the regular membership, may create supporting and other membership under such terms and conditions that it or they may prescribe; *provided*, however, if the dues of supporting members or any other class of membership is not equal to or in excess of that paid by regular members, the supporting or other classes of membership shall not be entitled to vote, or serve as a member of the board of directors, and may not serve as any other officer or agent of the board or the Society except under such terms as the By-laws may now or hereafter prescribe.

Article IX

Amendment of Bylaws

Section 1. Amendments, how effected. These bylaws may be amended, altered, added to or repealed by the af-

firmative vote of a majority of the members entitled to vote at any regular or special meeting of the members if notice of the proposed amendment, alteration, addition or repeal is contained in the notice of the meeting, or by the affirmative vote of a majority of the board of directors if the amendment, alteration, addition or repeal is proposed at a regular or special meeting of the board and adopted at a subsequent regular meeting; provided, that any bylaws made by the affirmative vote of a majority of the board of directors as provided here may be amended, altered, added to or repealed by the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the members; also provided, that no change of the date for the annual meeting of members shall be made within thirty days before the day on which the meeting is to be held, unless consented to in writing, or by a resolution adopted at a meeting, by all members entitled to vote at the annual meeting.

Adopted by majority ballot of the Committee of the Whole on this fourteenth day of July, 2002.

Attest: [s] July 2, 2002

/s/David M. Silver

David M. Silver

Secretary-Treasurer

The Heinlein Society

P.O. Box 1254

Santa Monica, California 90294-1254

Ratified by written ballot of a majority of the Board of Directors on this twenty-first day of July, 2002.

FOR THE BOARD:

Attest: [s] July 21, 2002

/s/ David M. Silver

**David M. Silver
Secretary-Treasurer
The Heinlein Society**

Amended by oral ballot, pursuant to 30 days notice, of a majority of the Board of Directors on this eighth day of September, 2002.

FOR THE BOARD:

Attest: [s] September 8, 2002

/s/ David M. Silver

**David M. Silver
Secretary-Treasurer
The Heinlein Society**

Amended by oral ballot, pursuant to proper notice, of a majority of the Board of Directors on this seventeenth day of April, 2006.

FOR THE BOARD:

Attest: [s] April 17, 2006

/s/Jane E. Silver

Jane E. Silver

Secretary-Treasurer

The Heinlein Society